2ND AMENDED RETURN

Amended

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☒ Amended return ☐ Address change ☐ Name change

Name of foundation: FRED J BRUNNER FOUNDATION

A Employer identification number: 36-6066471

Number and street (or P O box number if mail is not delivered to street address): 9300 KING AVENUE | Room/suite

B Telephone number (see page 10 of the instructions): 847-678-3232

City or town, state, and ZIP code: FRANKLIN PARK IL 60131

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization: ☐ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $40,355,398

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	233	233		
	4	Dividends and interest from securities	1,150,644	1,150,644		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	701,989			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		701,989		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	656	656		
	12	**Total.** Add lines 1 through 11	1,853,522	1,853,522		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	26,000	10,400		15,600
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	5,800	1,450		4,350
	c	Other professional fees (attach schedule)	337,708	135,083		202,625
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	20,592	15,847		4,745
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	221	88		133
	22	Printing and publications				
	23	Other expenses (attach schedule)	3,445			3,445
	24	**Total operating and administrative expenses.** Add lines 13 through 23	393,766	162,868		230,898
	25	Contributions, gifts, grants paid	1,523,400			1523,400
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,917,166	162,868		1,754,298
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(63,644)			
	b	**Net investment income** (if negative, enter -0-)		1,690,654		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

STATUTE UNIT RECEIVED OCT 22 2014 TPR BRANCH OGDEN

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Postmark Missing 1 OCT 14 No statute issue

SCANNED OCT 28 2014

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STATEMENT

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	3,761	(8,013)	< 8,013 >
	2	Savings and temporary cash investments	6,897,763	2,112,242	2,112,242
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
8	10a	Investments—U.S. and state government obligations (attach schedule)	11,044,000	10,737,679	10,859,669
9	b	Investments—corporate stock (attach schedule)	10,977,157	13,719,766	17,183,811
10	c	Investments—corporate bonds (attach schedule)	7,300,174	9,539,428	10,149,578
	11	Investments—land, buildings, and equipment: basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
11	15	Other assets (describe ▶)	1,259	58,111	58,111
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	36,224,114	36,159,213	40,355,398
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)	1,257		
	23	**Total liabilities** (add lines 17 through 22)	1,257		
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	36,222,857	36,159,213	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	36,222,857	36,159,213	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	36,224,114	36,159,213	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	36,222,857
2	Enter amount from Part I, line 27a	2	- 63,644
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	36,159,213
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	36,159,213

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	INVESTMENTS	P	VARIOUS	VARIOUS
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	10,695,527		9,985,386	710,141
b				
c	DISTRIBUTION - ALPHA		STRATEGIES	< 8,152 >
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** 701,989

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8 . . . **3** N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	1,463,485	37,448,659	.039080
2008	1,164,346	26,017,801	.044752
2007	231,710	4,187,019	.055340
2006	53,309	4,171,171	.012780
2005	202,495	4,302,916	.070300

2	**Total** of line 1, column (d)	2	.222252
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.044450
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	38,992,528
5	Multiply line 4 by line 3	5	1,733,218
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	16,907
7	Add lines 5 and 6	7	1,749,125
8	Enter qualifying distributions from Part XII, line 4	8	1,754,298

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter. ______ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	16,907
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	16,907
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	16,907
6	Credits/Payments.		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 21,711 *		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d: 14,884		
7	Total credits and payments. Add lines 6a through 6d *INC. 12,539. WITH. O. R.	7	36,595
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	19,688
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ **Refunded** ▶	11	19,688

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ -0- **(2)** On foundation managers. ▶ $ -0-			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ROBERT B WOLF Telephone no ▶ 847-678-3232

Located at ▶ 9300 KING AVE, FRANKLIN PARK IL ZIP+4 ▶ 60131

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No If "Yes," list the years ▶ 20___ , 20___ , 20___ , 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 22 of the instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20___ , 20___ , 20___ , 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STATEMENT 12		26,000	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ -0-

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 ▶	0

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Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	35,503,744
b	Average of monthly cash balances	1b	4,082,579
c	Fair market value of all other assets (see page 25 of the instructions)	1c	-0-
d	**Total** (add lines 1a, b, and c)	1d	39,586,323
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . 1e -0-		
2	Acquisition indebtedness applicable to line 1 assets	2	-0-
3	Subtract line 2 from line 1d	3	39,586,323
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	593,795
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	38,992,528
6	**Minimum investment return.** Enter 5% of line 5	6	1,949,626

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,949,626
2a	Tax on investment income for 2010 from Part VI, line 5 . . . 2a 16,907		
b	Income tax for 2010. (This does not include the tax from Part VI.) . . . 2b		
c	Add lines 2a and 2b	2c	16,907
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,932,719
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,932,719
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,932,719

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes:		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	1,754,298
b	Program-related investments—total from Part IX-B	1b	-0-
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,754,298
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	-0-
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,754,298

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,932,719
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			527,510	
b Total for prior years: 20___,20___,20___				
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 1,754,298				
a Applied to 2009, but not more than line 2a			527,510	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2010 distributable amount				1,226,788
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions				
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				705,931
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

2ND AMENDED RETURN

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) N/A

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year (a) 2010	Prior 3 years (b) 2009	(c) 2008	(d) 2007	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

SEE STATEMENT 13

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

2ND AMENDED RETURN

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE SCHEDULE ATTACHED				1,523,400.
Total ▶ 3a				1,523,400.
b Approved for future payment				
NONE				
Total ▶ 3b				—

2ND AMENDED RETURN

Part XVI-A Analysis of Income-Producing Activities N/A

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)					

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 ____________

(See worksheet in line 13 instructions on page 29 to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
	N/A

2ND AMENDED RETURN

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee | Date | Title: TREASURER

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

2ND AMENDED RETURN
FRED J BRUNNER FOUNDATION 36-6066471
TAXABLE YEAR ENDED DECEMBER 31,2010
STATEMENT ATTACHED TO AND MADE PART
OF AMENDED 2010 FORM 990-PF

FRED J BRUNNER FOUNDATION (THE FOUNDATION) IS AMENDING ITS PREVIOUSLY FILED 2010 FORM 990-PF,RETURN OF PRIVATE FOUNDATION, TO REPORT CHANGES IN INCOME AND EXPENSE DISTRIBUTED FROM HEDGE FUND AND HEDGE FUND INVESTMENT THESE CHANGES WERE NECESSARY BECAUSE WE DID NOT PREVIOUSLY INCLUDE THE DISTRIBUTIVE SHARE OF INCOME AND EXPENSE ITEMS FROM THE HEDGE FUND

990-PF LINE REFERENCE	DESCRIPTION	ORIGINAL RETURN	AMENDED RETURN	DIFFERENCE
Part 1 line 6a	Net gain or (loss) from sale of assets	710,141	701,989	-8,152
Part 1 line 7b	Capital gain from Part IV line2	710,141	701,989	-8,152
Part 1 line 11	Other Income	0	656	656
Part 1 line 12a& b	Total revenue	1,861,018	1,853,522	-7,496
Part 1 line 16c a	Other professional fees	295,131	337,708	42,577
Part 1 line 16c b	Other professional fees	118,052	135,083	17,031
Part 1 line 16c c	Other professional fees	177,079	202,625	25,546
Part 1 line 18a	Taxes	18,346	20,592	2,246
Part 1 line 18b	Taxes	13,601	15,847	2,246
Part 1 line 24a	Total operating & administrative expenses	348,943	393,766	44,823
Part 1 line 24b	Total operating & administrative expenses	143,591	162,868	19,277
Part 1 line 24d	Total operating & administrative expenses	205,352	230,898	25,546
Part 1 line 26a	Total expenses and disbursements	1,872,343	1,917,166	44,823
Part 1 line 26b	Total expenses and disbursements	143,591	162,868	19,277
Part 1 line 26d	Total expenses and disbursements	1,728,752	1,754,298	25,546
Part 1 line 27a	Excess of revenue over expense/distribut	-11,325	-63,644	-52,319
Part 1 line 27b	Net investment income	1,717,427	1,690,654	-26,773
Part II line10b	Investments -corporate stock	13,772,085	13,719,766	-52,319
Part II line 16 b	Total Assets	36,211,532	36,159,213	-52,319
Part II line 24	Unrestricted	36,211,532	36,159,213	-52,319
Part II line 30b	Total net assets or fund balance	36,211,532	36,159,213	-52,319
Part II line 31b	Total liabilities & net assets/fi/fund balance	36,211,532	36,159,213	-52,319
Part III line 2	Enter amount from Part I line 27a	-11,325	-63,644	-52,319
Part III line 4	Add lines 1,2,and3	36,211,532	36,159,213	-52,319
Part III Line 6	Total net assets or fund balance year end	36,211,532	36,159,213	-52,319
Part IV line 1c	Distributed from hedge fund investment	0	-8,152	-8,152
Part IV line 1a2	Capital gain net income	710,141	701,989	-8,152
Part V line 6	1% of net investment income Part 1 L 27	17,174	16,907	-267
Part V line 7	Add line 5 and 6	1,750,392	1,749,125	-1,267
Part V line 8	Qualifying distributions Part XII line 4	1,725,752	1,754,298	28,546
Part VI line 1b	Enter 1%		X	
Part VI line 1b	All other domestic foundations 2% of 27b	34,349	16,907	-17,442
Part VI line 3	Add lines 1 and 2	34,349	16,907	-17,442
Part VI line 5	Tax based on investment income	34,349	16,907	-17,442
Part VI line 6a	Tax payments	9,172	21,711	12,539
Part VI line 6d	Back up withholding erroneously withheld	12,638	14,884	2,246
Part VI line 7	Total credits and payments	21,810	36,595	14,785
Part VI line 9	Tax due	12,638	0	-12,638
Part VI line 10	Overpayment	0	19,688	19,688
Part VI line 11	Enter amount of refund	0	19,688	19,688

2ND AMENDED RETURN
FRED J BRUNNER FOUNDATION
TAXABLE YEAR ENDED DECEMBER 31,2010
STATEMENT ATTACHED TO AND MADE PART
OF AMENDED 2010 FORM 990-PF

36-6066471

990-PF LINE REFERENCE	DESCRIPTION	ORIGINAL RETURN	AMENDED RETURN	DIFFERENCE
Part XI line 2a	Tax on investment income	34,349	16,907	-17,442
Part XI line 2c	Add lines 2a and2b	34,349	16,907	-17,442
Part XI line 3	Distributable amount before adjustments	1,915,277	1,932,719	17,442
Part XI line5	Add lines 3 and 4	1,915,277	1,932,719	17,442
Part XI line 7	Distributable amount as adjusted	1,915,277	1,932,719	17,442
Part XII line 1a	Amounts paid Part I line 26d	1,728,752	1,754,298	25,546
Part XII line 4	Qualifying distributions	1,728,752	1,754,298	25,546
Part XII line 6	Adjusted qualifying distributic	1,728,752	1,754,298	25,546
Part XIII line 1d	Distributable amount for 2010 Part XI 7	1,915,277	1,932,719	17,442
Part XIII line 4	Qualifying distributions Part XII line 4	1,728,752	1,754,298	25,546
Part XIII line 4d	Applied to 2010 distributable amount	1,201,242	1,226,788	25,546
Part XIII line 6f	Undistributed income for 2010	714,035	705,931	-8,104

ATTACHED TO THE AMENDED 2010 FORM 990-PF ARE THE "AMENDED RETURN" AND THE "ORIGINAL RETURN" COPIES OF THE 2010 FORM 990-PF FOR THE TAXABLE YEAR ENDED 12/31/2010 AND SUPPORTING STATEMENTS

2ND AMENDED RETURN

FRED J BRUNNER FOUNDATION 36-6066471
SCHEDULE TO SUPPORT FORM 990-PF
YEAR ENDED DECEMBER 31,2010

ONE OF THE FOUNDATION'S INVESTMENTS IS NORTHERN TRUST ALPHA STRATEGIES FUND ,O P.

THE FUND OPERATES AND HAS ELECTED TO BE TREATED AS A PARTNERSHIP FOR FEDERAL INCOME TAX PURPOSES

THE FUND DOES NOT ISSUE A FORM K-1 TO THE INVESTOR PARTNERS EACH UNITHOLDER IS INDIVIDUALLY REQURED TO REPORT ON ITS OWN TAX RETURN ITS DISTRIBUTIVE SHARE OF THE FUND'S TAXABLE INCOME OR LOSS

ATTACHED IS A COPY OF THE FOUNDATION 'S INVESTMENT STATEMENT FOR THE YEAR ENDED DECEMBER 31,2010

SUMMARY OF INCOME AND EXPENSES FOR THE YEAR

ORDINARY INCOME		656
EXPENSES		
TAXES PAID	-2,246	
REALIZED LOSSES	-8,152	
INVESTMENT MANAGEMENT FEES	-42,577	
TOTAL EXPENSES		-52,975
NET DISTRIBUTION AND DECREASE OF INVESTMENT		-52,319

WHEN THE ORIGINAL TAX RETURN FOR THE YEAR ENDED 31,2010 WAS FILED THE TAXPAYER WAS UNAWARE OF THE REQUIREMENT TO REPORT ITS DISTRIBUTIVE SHARE OF THE FUNDS INCOME OR LOSS THE TAXPAYER BELIEVED THAT THE NET TRANSACTIONS WERE REPORTED IN OTHER FORMS 1099 RECEIVED FROM NORTHERN TRUST BANK

2ND AMENDED, RETURN

Northern Trust

Northern Trust Alpha Strategies Fund, Q.P.

ACCOUNT STATEMENT
FOR THE CALENDAR MONTH OF DECEMBER 2010
UNAUDITED

Fred J. Brunner Foundation
9300 King Ave
Franklin Park, Illinois 60131

36-6066471

Statement of Changes in Net Asset Value
For the Month Ended December 31, 2010

Market Value Summary :	Current Period	Year To Date
Beginning Net Asset Value	$ 3,233,932	$ 3,150,137
Contributions	0	0
Withdrawals	0	0
Withholding Tax	0	(2,246)
Ordinary Income/(Loss)	65	656
Unrealized Gains/(Losses)	58,442	192,423
Realized Gains/(Losses)	1,383	(8,152)
Administrative and Other Expenses	(836)	(10,813)
Management Fees	(2,747)	(31,764)
Ending Net Asset Value	$ 3,290,240	$ 3,290,240

Unit Value Summary :	
Beginning Units	251,603 71
Current Period Unit Purchases	0 00
Current Period Unit Sales	0.00
Ending Units	251,603 71
Current Period Beginning Unit Value	$ 12 85
Current Period Ending Unit Value	$ 13.08

Performance Summary :	Current Month	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Year To Date	One Year Return	Annualized Inception to Date
Fund:	1 74%	1 04%	(1 55%)	1 47%	3 47%	4.45%	4.45%	6 06%

Past performance is not indicative of the future performance or results

Please note that as disclosed in the private offering memorandum, as supplemented through June 2005, these returns are estimated based upon the Master Fund and Feeder Funds respective net asset values (NAV's) based upon information obtained from the sub-funds as of the pertinent valuation dates, which generally constitute the actual NAV's of the Master Fund and Feeder Fund If adjustments to NAV's are subsequently reported, such adjustments will be reflected in subsequent valuations

C) INVESTMENT TRANSACTIONS, INCOME AND EXPENSES Investment transactions are recorded as of the trade date. The Fund determines the gain or loss realized from investment transactions by using an identified cost basis method. Interest income and expenses are recognized on an accrual basis. The Fund does not currently intend to make any distributions. The interest rate reflected in the Schedule of Investments represents the 7-day yield for money market funds.

D) FEES AND EXPENSES The Fund is responsible for paying administrative and operating expenses. In addition, the Fund is responsible for paying the operating expenses of the Feeder Funds.

The Fund also is responsible for fees payable by the Sub-Funds to their respective advisers (collectively, the "Advisory Fees") in proportion to the Fund's investments in the Sub-Funds. The Advisory Fees will vary, but they will typically consist of a management (asset-based) fee and an incentive fee. Management fees typically range between 1% and 2% of a Sub-Fund's net asset value per year, and incentive fees typically range between 10% and 25% of the Sub-Fund's net new profits. These Advisory Fees are accounted for in the valuations of the Sub-Funds (which are reported in these financial statements net of such fees) and are not included in the Statement of Operations.

E) FEDERAL INCOME TAXES The Fund operates and has elected to be treated as a partnership for federal income tax purposes. Accordingly, no provision for the payment of federal, state or local income taxes has been provided. Each unitholder is individually required to report on its own tax return its distributive share of the Fund's taxable income or loss.

NOTE

As of March 31, 2013, the Fund did not have uncertain tax positions that would require financial statement recognition or disclosure. The Fund's federal tax returns filed for the fiscal years ended March 31, 2010 through March 31, 2012 remain subject to examination by the Internal Revenue Service.

3. RELATED PARTY, INVESTMENT MANAGEMENT AND OTHER AGREEMENTS

As compensation for investment management services, NTCC is entitled to receive a 1.00% per annum fee of the Fund's NAV, payable quarterly in arrears, calculated as of the last business day of each quarter. NTCC has agreed to reimburse the Fund for all operating expenses, exclusive of management, administration, custody, and transfer agent fees, and Sub-Fund fees and expenses, that exceed 0.50% per annum of the Fund's NAV. The reimbursement described above is voluntary. There was no reimbursement for the six months ended September 30, 2013, as expenses described above did not exceed the threshold.

As compensation for services rendered as transfer agent, including the assumption by Northern Trust of the expenses related thereto, Northern Trust receives a 0.01% per annum fee of the Fund's NAV, payable monthly in arrears, calculated as of the last business day of each month.

For compensation as custodian and fund accountant, Northern Trust receives an amount based on a pre-determined schedule of charges approved by the Board.

The Fund has an administration agreement with NTI for certain administrative services Pursuant to their administration agreement with the Fund, the administrator is entitled to receive a 0.10% per annum fee of the Fund's NAV payable monthly in arrears calculated as of the last business day of each month. NTI has retained Northern Trust as sub-administrator. Northern Trust is paid directly by the Fund for its services as sub-administrator.

NTI has agreed to reimburse the Fund for all administration, sub-administration, custody and transfer agent fees that exceed 0.30% per annum of the Fund's NAV. The reimbursement described above is voluntary. There was no reimbursement for the six months ended September 30, 2013, as expenses described above did not exceed the threshold.

NTSI may solicit subscriptions for Common Units (as defined below) on a "best efforts" basis. The Fund does not pay a placement fee to NTSI and common unitholders do not pay any sales charges or servicing fees.

As of September 30, 2013, NTI's investment in the Fund was approximately $14,000 (less than 1% of net assets).

The Fund currently invests uninvested cash in the Diversified Assets Portfolio ("DAP" or the "Portfolio") of Northern Institutional Funds, an investment company which is advised by NTI. The Fund bears indirectly a proportionate share of the Portfolio's operating expenses. These operating expenses include the advisory, administrative, transfer agency and custody fees that the Portfolio pays to NTI and/or its affiliates. Currently, the aggregate annual rate of advisory, administration, transfer agency and custody fees payable to NTI and/or its affiliates on any assets invested in DAP is 0.35%. However, the investment manager has agreed to reimburse the Fund for advisory fees otherwise payable by the Fund on any assets invested in DAP. This reimbursement is included on the Statement of Operations as "Less expenses reimbursed by investment manager".

4. CAPITAL TRANSACTIONS

The Fund offers common interests ("Common Units") in a private placement to qualified investors that are "Accredited

2ND AMENDED RETURN

FRED J BRUNNER FOUNDATION **36-6066471**

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INESTMENTS STATEMENT 1

SOURCE	AMOUNT
NORTHERN TRUST BANK ACCOUNT	233
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	233

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHERN TRUST	1,150,644	0	1,150,644
TOTAL TO FM 990PF PART I, LN 4	1,150,644	0	1,150,644

FORM 990-PF OTHER INCOME STATEMENT 3

SOURCE	AMOUNT
ALPHA STRATEGIES	656
TOTAL TO FM 990PF PART I, LINE11, COLUMN A	656

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCTG FEE	5,800	1,450	0	4,350
TOTAL PG1, LN 16B	5,800	1,450	0	4,350

2ND **AMENDED RETURN**

FRED J BRUNNER FOUNDATION **36-6066471**

FORM 990-PF **OTHER PROFESSIONAL FEES** **STATEMENT 5**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROF FEES PD TO B&I A RELATED ENTITY	30,753	12,301		18,452
INVEST MNGMNT				
NORTHERN TRUST	174,378	69,751		104,627
ALPHA STRATEGIES	42,577	17,031		25,546
OTHER CONTRACT SVC	90,000	36,000		54,000
FM 990, PG1, LN 16C	377,708	135,083		202,625

FORM 990-PF **TAXES** **STATEMENT 6**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TX ON INVEST INCOME	3,300			3,300
PAYROLL TAXES	2,408	963		1,445
FOREIGN TAXES PD	14,884	14,884	0	0
FM 990PF, PG1, LN 18	20,592	15,847	0	4,745

FORM 990-PF **OTHER EXPENSES** **STATEMENT 7**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
IL CHARITIES BUREAU	115	0		115
IL ANNUAL FILING	10	0		10
ACCT EXPENSES	3,320	0		3,320
FM990PF, PG1, LN 23	3,445	0		3,445

2ND AMENDED RETURN

FRED J BRUNNER FOUNDATION **36-6066471**

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
TOTAL U.S. GOV OBLIGATION	X		10,737,679	10,859,669
TOTAL FM990PF, PART II, LINE 10A			9,352,451	10,859,669

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	13,719,766	17,183,811
TOTAL TO FORM 990PF, PART II, LINE 10B	13,719,766	17,183,811

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	9,539,428	10,149,578
TOTAL TO FORM990PF, PART II, LINE 10C	9,539,428	10,149,578

FORM 990-PF CORPORATE ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YR BOOK VALUE	FAIR MARKET VALUE
INTEREST PURCH	1,259	2,266	2,266
DUE FROM BROKER	0	55,845	55,845
TOTAL TO FORM990PF PART II, LINE 15	1,259	58,111	58,111

2ND AMENDED RETURN

FRED J BRUNNER FOUNDATION **36-6066471**

FORM 990-PF	PART VIII-LIST OF OFFICERS, DIRECTORS TRUSTEES & FOUNDATION MANAGERS	STATEMENT 12

NAME ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
FRED M BRUNNER	PRES/DIRECT 5.00	26,000	0	0
ROBERT B WOLF	SECY/TREAS 0.00	0	0	0
PAMELA SCHWEGEL	VP/DIRECTOR 0.00	0	0	0
MICHELE CRONIN	DIRECTOR 0.00	0	0	0
TOTALS INCLUDED ON 990PF PAGE 6, PART VIII		26,000	0	0

2ND AMENDED RETURN

FRED J BRUNNER FOUNDATION **36-6066471**

FORM 990-PF **GRANT APPLICATION SUBMISSION INFORMATION** **STATEMENT 13**
PART XV, LINE 2A THROUGH 2D

NAME AND ADDRESS OF PERSON T WHOM APPLICATIONS SHOULD BE SUBMITTED
PAMELA BRUNNER SCHWEGEL, VICE PRESIDENT
9300 KING AVENUE
FRANKLIN PARK, IL 60131

TELEPHONE NUMBER
847-678-3232

FORM AND CONTENT OF APPLICATIONS
APPLICATION SHOULD BE SUBMITTED IN ANY FORM DESIRED BY THE APPLICANT WHICH CLEARLY STATES THE CHARACTER OF THE APPLICANT AND THE PURPOSE OF THE GRANT REQUESTED. ADDITIONALLY, THE ORGANIZATION MUST PROVIDE AN AFFADAVIT THAT THE ORGANIZATION QUALIFIES AS A NON-PRIVATE FOUNDATION. A PHOTOCOPY OF THE MOST RECENT IRS DTERMINATION LETTER AND CURRENT FINANCIAL STATEMENTS MUST ALSO BE SUBMITTED.

ANY SUBMISSION DEADLINES
SUBMISSION DEADLINE IS AUGUST 1 OF ANY CALENDAR YEAR.

RESTRICTIONS AND LIMITATIONS ON AWARDS
THERE ARE NO RESTRICTIONS OR LIMITATIONS ON AWARDS. HOWEVER, THE FOUNDATION MAKES GRANTS ONLY TO TAX- EXEMPT, CHARITABLE ORGANIZATIONS PRIMARILY IN THE FIELDS OF HEALTH AND EDUCATION.

2ND AMENDED RETURN.

*General and unrestricted grant or contribution
** All are public charities

FRED J. BRUNNER FOUNDATION
RETURN OF PRIVATE FOUNDATION
December 31, 2010

Form 990-PF, Page 1, Part XVI
Grants and Contributions Paid During Year

Recipients Name and Address	Status of Foundation	Purpose of Grant	Amount
Charitable Organizations			
Boys Hope Girls Hope Wilmette, Illinois	**	*	$ 5,000
Chicago Lighthouse for the Blind Chicago, Illinois	**	*	$ 10,000
Crisis Center of Suburbia Tinley Park, Illinois	**	*	$ 5,000
Cystic Fibrosis Chicago, Illinois	**	*	$ 2,500
Fox Valley Hospice Geneva, Illinois	**	*	$ 12,000
House of Good Shepherd Chicago, Illinois	**	*	$ 15,000
The Infant Welfare Society Chicago, Illinois	**	*	$ 10,000
Lamb's Farm Foundation Libertyville, Illinois	**	*	$ 10,000
Little Brothers Friends of the Elderly Chicago, Illinois	**	*	$ 25,000
Little Sisters of the Poor (Chicago) Chicago, Illinois	**	*	$ 15,000
Little Sisters of the Poor (Palatine) Palatine, Illinois	**	*	$ 15,000
Martin Avenue Apartments Naperville, Illinois	**	*	$ 6,000
Mercy Home for Boys and Girls Chicago, Illinois	**	*	$ 20,000
Misericordia Heart of Mercy Chicago, Illinois	**	*	$ 20,000
National Jewish Research Center New York, New York	**	*	$ 20,000
Presbyterian Homes Evanston, Illinois	**	*	$ 10,000
St. Charles Borromeo Church DuBois, Illinois	**	*	$ 5,000
St. Vincent De Paul Center Chicago, Illinois	**	*	$ 15,000
The Salvation Army Chicago, Illinois	**	*	$ 90,000
WTTW Channel 11 Chicago, Illinois	**	*	$ 7,500

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Educational Organizations			
Alliance Francais - Educational Outreach Awards Chicago, Illinois	**	*	$ 15,000
Aspire Westchester, Illinois	**	*	$ 50,000
Avenues to Independence Park Ridge, Illinois	**	*	$ 10,000
Bartlett Learning Center Bartlett, Illinois	**	*	$ 35,000
Better Government Association Chicago, Illinois	**	*	$ 10,000
Between Friends Chicago, Illinois	**	*	$ 15,000
The Center for Speech and Language Disorders Elmhurst, Illinois	**	*	$ 5,000
Chicago Jesuit Academy Chicago, Illinois	**	*	$ 15,000
Christ The King Jesuit College Preparatory School Chicago, Illinois	**	*	$ 15,000
Children's House Springdale, Arkansas	**	*	$ 25,000
Children's Research Triangle Camp-SOAR Chicago, Illinois	**	*	$ 3,500
DuPage Senior Citizens Council Lombard, Illinois	**	*	$ 10,000
Elizabeth Ann Seton Program Springfield, Illinois	**	*	$ 5,000
Family Alliance Woodstock, Illinois	**	*	$ 15,000
Franciscan Outreach Association Chicago, Illinois	**	*	$ 10,000
Glen Ellyn Children's Resource Center Glen Ellyn, Illinois	**	*	$ 5,000
Hadley School of the Blind Winnetka, Illinois	**	*	$ 25,000
Hope Rural School Indiantown,Florida	**	*	$ 10,000
Inner City Teaching Corps Chicago, Illinois	**	*	$ 3,000
Interfaith House Chicago, Illinois	**	*	$ 15,000
Life Styles Fayetteville AR	**	*	$ 300,000
Lincoln Park Zoo Chicago, Illinois	**	*	$ 5,000
Literature for All of Us Evanston, Illinois	**	*	$ 2,000
Memorial Sloan - Kettering Cancer Center New York, New York	**	*	$ 10,000

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Educational Organizations			
Midtown Education Foundation Chicago, Illinois	**	*	$ 7,500
Museum of Science and Industry Chicago, Illinois	**	*	$ 7,500
National Lewis University - PACE Program Chicago, Illinois	**	*	$ 25,000
New Moms Chicago, Illinois	**	*	$ 10,000
New York Public Library of the Performing Arts New York, New York	**	*	$ 25,000
Northern Illinois Food Bank St. Charles, Illinois	**	*	$ 15,000
Northside Catholic Academy Chicago, Illinois	**	*	$ 4,000
Oskaloosa School for Christian Instruction Oskaloosa, IA	**	*	$ 10,000
Our Lady of Tepeyace High School Chicago, Illinois	**	*	$ 75,000
Pacific Garden Mission Chicago, Illinois	**	*	$ 5,000
Pillars-Constance Morris House LaGrange Pk, Illinois	**	*	$ 50,000
Port Ministries Chicago, Illinois	**	*	$ 5,000
Providence Family Services Chicago, Illinois	**	*	$ 7,500
Queen of Peace High School Burbank, Illinois	**	*	$ 10,000
Recording for the Blind and Dyslexic Chicago, Illinois	**	*	$ 5,000
Ridge Central School Chicago Ridge, Illinois	**	*	$ 33,000
St. Francis De Sales High School Chicago, Illinois	**	*	$ 5,000
St. Ignatius College Prep Chicago, Illinois	**	*	$ 25,000
St. Jude Children's Research Hospital Memphis, Tennessee	**	*	$ 7,500
St. Malachy School Chicago, Illinois	**	*	$ 30 000
St. Patrick High School Chicago, Illinois	**	*	$ 25,000
St. Scholastica Academy Chicago, Illinois	**	*	$ 2,000
St. Xavier University Chicago, Illinois	**	*	$ 5,000
San Miguel School - The Christian Brothers Burr Ridge, Illinois	**	*	$ 20,000
Roseland Training School Chicago, Illinois	**	*	$ 15,000
Sister House Chicago, Illinois	**	*	$ 7,500
Union League Boys & Girls Clubs Chicago, Illinois	**	*	$ 3,000
University of Alabama Tuscaloosa, AL	**	*	$ 100,000
West Suburban Association for the Retarded Lombard, Illinois	**	*	$ 5,000
Wonder Works Oak Park, Illinois	**	*	$ 5,000

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Religious Organizations			
Catholic Charities of the Archdiocese of Chicago Chicago, Illinois	**	*	$ 10,000
Circle of Life Springdale, Illinois	**	*	$ 1,000
Our Lady of Mississippi Abbey Dubuque, Iowa	**	*	$ 20,000
Sinsinawa Dominicans Sinsinawa, Wisconsin	**	*	$ 10,000
Glad Tidings Assembly of God Springfield, Missouri	**	*	$ 1,400

TOTAL GRANTS AND CONTRIBUTIONS PAID DURING 2010 $ 1,523,400