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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

OMB No 1545-0052

2010

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

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

THE BRODSKY FOUNDATION
C/O DONALD W. BRODSKY

A Employer identification number

74-6089484

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see page 10 of the instructions)

1000 LOUISIANA, SUITE 2000

(713) 751-1600

City or town, state, and ZIP code

HOUSTON, TX 77002

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 3,434,834.
J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)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 ☐**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)
1 Contributions, gifts, grants, etc., received (attach schedule)	0.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	41.	41.		ATCH 1
4 Dividends and interest from securities	141,815.	141,815.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-10,187.			
b Gross sales price for all assets on line 6a 451,078.				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	131,669.	141,856.		
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 3	5,322.	2,661.	0.	2,661.
c Other professional fees (attach schedule) *	9,359.	9,359.		
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) *	1,853.	447.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 6	55.			55.
24 Total operating and administrative expenses. Add lines 13 through 23	16,589.	12,467.	0.	2,716.
25 Contributions, gifts, grants paid	161,730.			161,730.
26 Total expenses and disbursements. Add lines 24 and 25	178,319.	12,467.	0.	164,446.
27 Subtract line 26 from line 12.	-46,650.			
a Excess of revenue over expenses and disbursements		129,389.		
b Net investment income. (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				

Revenue

Operating and Administrative Expenses

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* ATCH 4 JSA ** ATCH 5

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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			
	2 Savings and temporary cash investments	290,245.	177,082.	177,082.
	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			
	10 a Investments - U S and state government obligations (attach schedule) **	990,157.	729,684.	798,051.
	b Investments - corporate stock (attach schedule) ATCH 8	564,480.	568,196.	801,229.
	c Investments - corporate bonds (attach schedule) ATCH 9	1,266,066.	1,589,492.	1,658,472.
	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)			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,110,948.	3,064,454.	3,434,834.	
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 ▶ ATCH 10)	-2,880.	-2,724.		
23 Total liabilities (add lines 17 through 22)	-2,880.	-2,724.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	3,113,828.	3,067,178.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	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)	3,113,828.	3,067,178.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,110,948.	3,064,454.	

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	3,113,828.
2 Enter amount from Part I, line 27a	2	-46,650.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	3,067,178.
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	3,067,178.

** ATCH 7

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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 SEE PART IV SCHEDULE					
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					
b					
c					
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	-10,187.	
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		

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

(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	164,588.	3,268,842.	0.050351
2008	174,587.	3,435,775.	0.050814
2007	172,331.	3,506,313.	0.049149
2006	166,483.	3,395,436.	0.049031
2005	154,567.	3,379,764.	0.045733
2 Total of line 1, column (d)		2	0.245078
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	0.049016
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5		4	3,369,683.
5 Multiply line 4 by line 3		5	165,168.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	1,294.
7 Add lines 5 and 6		7	166,462.
8 Enter qualifying distributions from Part XII, line 4 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.		8	164,446.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	2,588.
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	2,588.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,588.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,444.	
b Exempt foreign organizations-tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	2,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,944.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	1,356.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax 1,356. Refunded	11		

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?		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)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$		
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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) TX,		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

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 <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> DONALD W. BRODSKY Telephone no <input type="checkbox"/> 713-751-1600			
Located at <input type="checkbox"/> 1000 LOUISIANA, SUITE 2000 HOUSTON, TX ZIP + 4 <input type="checkbox"/> 77002				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/>	15		
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?	16	Yes	No
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 <input type="checkbox"/>				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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1b
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years <input type="checkbox"/>		
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.)		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 <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)		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? ☐ 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** ☐

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
ATTACHMENT 11		0.	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 ☐

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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		NONE

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 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	3,189,466.
b	Average of monthly cash balances	1b	228,808.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	2,724.
d	Total (add lines 1a, b, and c)	1d	3,420,998.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,420,998.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	51,315.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,369,683.
6	Minimum investment return. Enter 5% of line 5	6	168,484.

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	168,484.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,588.
b	Income tax for 2010. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,588.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	165,896.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	165,896.
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	165,896.

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	164,446.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	164,446.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	164,446.

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

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				165,896.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20 08, 20 07, 20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006 371.				
c From 2007 2,892.				
d From 2008 5,944.				
e From 2009 3,958.				
f Total of lines 3a through e	13,165.			
4 Qualifying distributions for 2010 from Part XII, line 4. ► \$ 164,446.				
a Applied to 2009, but not more than line 2a				
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				164,446.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	1,450.			1,450.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	11,715.			
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				
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	11,715.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007 1,813.				
c Excess from 2008 5,944.				
d Excess from 2009 3,958.				
e Excess from 2010				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1 a 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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).)

RUTH W. BRODSKY

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.

N/A

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:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i> SEE ATTACHMENT			SEE ATTACHMENT	161,730.
Total			3a	161,730.
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

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			14	41.	
4	Dividends and interest from securities			14	141,815.	
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			18	-10,187.	
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)				131,669.	
13	Total. Add line 12, columns (b), (d), and (e)				131,669.	131,669.

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

[illegible]

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.		

[illegible]

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

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 Ruth W Brodsky **Date** 10/13/11 **Title** President

Paid Preparer Use Only	Pnnt/Type preparer's name		Preparer's signature		Date		Check <input type="checkbox"/> if self-employed		PTIN		
	KELLY D. BENNETT		Kelly D. Bennett		AUG 11 2011				P00054505		
	Firm's name ▶ MARGOLIS, PHIPPS & WRIGHT P.C.						Firm's EIN ▶ 76-0324056				
	Firm's address ▶ 1400 POST OAK BLVD., STE 900 HOUSTON, TX						77056-3009		Phone no. 713-625-3500		

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,680.		LONG TERM CAPITAL GAIN DISTRIBUTION PROPERTY TYPE: SECURITIES 0.				P	VAR	VAR
443.		NORSK HYDRO A.S. NEW NORWAY SPON ADR - R PROPERTY TYPE: SECURITIES 0.				P	VAR	07/28/2010
125,000.		1250 SHS FED NATL MTG 01/10 PROPERTY TYPE: SECURITIES 131,113.				P	12/01/2000	01/15/2010
103,955.		1000 SHS TARGET CORP PROPERTY TYPE: SECURITIES 101,800.				P	12/01/2000	01/25/2010
100,000.		1000 SHS BELLSOUTH CAP FUND PROPERTY TYPE: SECURITIES 102,832.				P	12/01/2000	02/16/2010
120,000.		1200 SHS FED NATL MTG 11/10 PROPERTY TYPE: SECURITIES 125,520.				P	12/14/2000	11/15/2010
TOTAL GAIN (LOSS)							<u>-10,187.</u>	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>		<u>NET INVESTMENT INCOME</u>	
UBS OTHER INTEREST		41.		41.
TOTAL		<u>41.</u>		<u>41.</u>

THE BRODSKY FOUNDATION

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
STATE OF ISRAEL BONDS - OID	519.	519.
BANK OF NEW YORK - INT ON US SECURITIES	6,163.	6,163.
BANK OF NEW YORK - INTEREST INCOME	120,137.	120,137.
UBS FINANCIAL SERVICES	14,918.	14,918.
BANK OF NEW YORK - BOND ACCRETION	59.	59.
UBS FINANCIAL SERVICES-NONDIVIDEND DIST	19.	19.
TOTAL	<u>141,815.</u>	<u>141,815.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	5,322.	2,661.		2,661.
TOTALS	<u>5,322.</u>	<u>2,661.</u>	<u>0.</u>	<u>2,661.</u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT FEES	9,359.	9,359.
TOTALS	<u>9,359.</u>	<u>9,359.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
EXCISE TAX	1,406.	447.
FOREIGN TAX	447.	
TOTALS	<u>1,853.</u>	<u>447.</u>

FORM 990PF, PART I - OTHER EXPENSES

REVENUE
AND
EXPENSES
PER BOOKS

55.

DESCRIPTION
BANK FEES

TOTALS

55.

CHARITABLE
PURPOSES

55.

55.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>ATTACHMENT 7</u>	
<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
729,684.	798,051.
<u>729,684.</u>	<u>798,051.</u>

THROUGH BANK OF NEW YORK

US OBLIGATIONS TOTAL

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8DESCRIPTION

	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
--	------------------------------	-----------------------

THROUGH UBS FINANCIAL SERVICES

568,196.

801,229.

TOTALS

568,196.801,229.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING</u>	<u>ENDING</u>
	<u>BOOK VALUE</u>	<u>FMV</u>
THROUGH BANK OF NEW YORK ISRAEL BONDS	1,579,791. 9,701.	1,649,291. 9,181.
TOTALS	<u>1,589,492.</u>	<u>1,658,472.</u>

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
EXCISE TAX PAYABLE	-2,724.
TOTALS	<u>-2,724.</u>

THE BRODSKY FOUNDATION

74-6089484

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
RUTH W. BRODSKY 1000 LOUISIANA, SUITE 2000 HOUSTON, TX 77002	PRESIDENT 2.00	0.	0.	0.
JAMES W. BRODSKY, M.D. 1000 LOUISIANA, SUITE 2000 HOUSTON, TX 77002	VICE-PRES	0.	0.	0.
DONALD W. BRODSKY 1000 LOUISIANA, SUITE 2000 HOUSTON, TX 77002	VP/SEC-TRE	0.	0.	0.
ELLEN BRODSKY GABER 1000 LOUISIANA, SUITE 2000 HOUSTON, TX 77002	VICE-PRES	0.	0.	0.
HARRIS ELLIOT BRODSKY 1000 LOUISIANA, SUITE 2000 HOUSTON, TX 77002	DIRECTOR	0.	0.	0.
CHARLES ALEXANDER BRODSKY 1000 LOUISIANA, SUITE 2000 HOUSTON, TX 77002	DIRECTOR	0.	0.	0.

THE BRODSKY FOUNDATION

74-6089484

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
LELA ALEXIS BRODSKY 1000 LOUISIANA, SUITE 2000 HOUSTON, TX 77002	DIRECTOR	0.	0.	0.
MAX EMMANUIL SCHNEIDLER BRODKSY 1000 LOUISIANA, SUITE 2000 HOUSTON, TX 77002	DIRECTOR	0.	0.	0.
GREGOR LANG BRODSKY 1000 LOUISIANA, SUITE 2000 HOUSTON, TX 77002	DIRECTOR	0.	0.	0.
LEONORE ELIZABETH BRODSKY 1000 LOUISIANA, SUITE 2000 HOUSTON, TX 77002	DIRECTOR	0.	0.	0.
NATHAN SOLMAN GABER 1000 LOUISIANA, SUITE 2000 HOUSTON, TX 77002	DIRECTOR	0.	0.	0.
ALICIA LEONORE GABER 1000 LOUISIANA, SUITE 2000 HOUSTON, TX 77002	DIRECTOR	0.	0.	0.
GRAND TOTALS		0.	0.	0.

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2010

Name of estate or trust **THE BRODSKY FOUNDATION**

Employer identification number

C/O DONALD W. BRODSKY

74-6089484

Note: Form 5227 filers need to complete **only Parts I and II**

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back	5	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-10,187.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back	12	-10,187.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2010

Part III Summary of Parts I and II**Caution: Read the instructions before completing this part.**

		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		
14	Net long-term gain or (loss):			
a	Total for year	14a		-10,187.
b	Unrecaptured section 1250 gain (see line 18 of the wrkst.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		-10,187.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet** is necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	16	(3,000.)
a	The loss on line 15, column (3) or b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . .	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2010

Employer identification number

74-6089484

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b -10,187.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2010

RECIPIENT NAME AND ADDRESS	RELATION TO		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT			
AMERICAN ASSOC BEN-GURION UNIV P O BOX 70305 MILWAUKEE, WI 53217	N/A PUBLIC		RELIGIOUS	510 00
AMERICAN CIVIL LIBERTIES UNION FOUNDATION 125 BROAD STREET 18TH FLOOR NEW YORK, NY 10004	N/A PUBLIC		SOCIAL SERVICES	175 00
AMERICAN HEART ASSOCIATION 10060 BUFFALO SPEEDWAY HOUSTON, TX 77054	N/A PUBLIC		MEDICAL	100 00
AMERICAN JEWISH COMMITTEE 165 EAST 56 STREET NEW YORK, NY 01026	N/A PUBLIC		RELIGIOUS	1,000 00
ANTI-DEFAMATION LEAGUE 823 UNITED NATIONAL PLAZA NEW YORK, NY 10017-3560	N/A PUBLIC		SOCIAL SERVICES	730.00
ARMY EMERGENCY RELIEF 200 STOVAL ST, ROOM 5-N-13 ALEXANDRIA, VA 22332	N/A PUBLIC		SOCIAL SERVICES	1,000 00
BAYLOR COLLEGE OF MEDICINE ONE BAYLOR PLAZA SUITE 171 HOUSTON, TX 77030	N/A PUBLIC		MEDICAL	500 00
BAYLOR UNIVERSITY MEDICAL CENTER FOUNDATION MEDICAL CENTER FOUNDATION 3500 GASTON AVE DALLAS, TX 75246	N/A PUBLIC		MEDICAL	25,000 00
BEN-GURION UNIVERSITY OF THE NEGEV 24 GREENWAY PLAZA #550 HOUSTON, TX 77046	N/A PUBLIC		RELIGIOUS	500 00
BO'S PLACE 10050 BUFFALO SPEEDWAY HOUSTON, TX 77054	N/A PUBLIC		SOCIAL SERVICES	100 00
C.A.M.E.R.A P O BOX 35040 BOSTON, MA 02135-9940	N/A PUBLIC		EDUCATIONAL	500 00
CANCER FIGHTERS OF HOUSTON 3400 BISSONNET #185 HOUSTON, TX 77005	N/A PUBLIC		SOCIAL SERVICES	50 00
CHABAD HOUSE AT TEXAS MEDICAL CENTER 1955 UNIVERSITY BLVD HOUSTON, TX 77030	N/A PUBLIC		SOCIAL SERVICES	50 00
CHILD ADVOCATES 2401 PORTSMOUTH #210 HOUSTON, TX 77098	N/A PUBLIC		SOCIAL SERVICES	1,700 00

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2010

RECIPIENT NAME AND ADDRESS	RELATION TO		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT			
CHILD BUILDERS 7000 REGENCY SQUARE #230 HOUSTON, TX 77036	N/A PUBLIC		SOCIAL SERVICES	5,000 00
COLLABORATIVE FOR CHILDREN 3800 BUFFALO SPEEDWAY #300 HOUSTON, TX 77098	N/A PUBLIC		SOCIAL SERVICES	5,000 00
CONGREGATION BETH ISRAEL 5600 NORTH BRAESWOOD BLVD HOUSTON, TX 77096	N/A PUBLIC		RELIGIOUS	6,200 00
CONGREGATION BETH YESHURUN 4525 BEECHNUT HOUSTON, TX 77096	N/A PUBLIC		RELIGIOUS	50 00
CONGREGATION EMANU EL 1500 SUNSET BLVD HOUSTON, TX 77005	N/A PUBLIC		RELIGIOUS	50 00
CRISIS INTERVENTION OF HOUSTON INC 3015 RICHMOND #120 HOUSTON, TX 77098	N/A PUBLIC		SOCIAL SERVICES	350 00
DALLAS SYMPHONY ASSOCIATION 2301 FLORA, #300 DALLAS, TX 75201	N/A PUBLIC		CULTURAL	2,000 00
DOCTORS WITHOUT BORDERS P O BOX 5022 HAGERSTOWN, MD 21741	N/A PUBLIC		MEDICAL	500.00
DR MARNIE ROSE FOUNDATION 5090 RICHMOND AVE, PMB-291 HOUSTON, TX 77056	N/A PUBLIC		SOCIAL SERVICES	100 00
ELECTRONIC FRONTIER FOUNDATION 454 SHOTWELL STREET SAN FRANCISCO, CA 94110	N/A PUBLIC		SOCIAL SERVICES	1,000 00
FISHER HOUSE FOUNDATION 2002 HOLCOMBE HOUSTON, TX 77030	N/A PUBLIC		MEDICAL	1,000 00
FOUNDATION FOR THE RETARDED P O BO X130564 HOUSTON, TX 77219	N/A PUBLIC		SOCIAL SERVICES	500.00
GREENE FAMILY CAMP P O BOX 1468 BRUCEVILLE, TX 76630	N/A PUBLIC		RELIGIOUS	250 00
HARVARD COLLEGE FUND 124 MOUNT AUBURN STREET CAMBRIDGE, MD 01238	N/A PUBLIC		EDUCATIONAL	1,000 00

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2010

RECIPIENT NAME AND ADDRESS	RELATION TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HEBREW UNION COLLEGE 3101 CLIFTON AVE CINCINNATI, OH 45220	N/A PUBLIC		RELIGIOUS	1,000 00
HEIFER INTERNATIONAL P O BOX 1692 MERRIFIELD, VA 22116	N/A PUBLIC		SOCIAL SERVICES	500 00
HENRY S JACOBS CAMP P O BOX 327 UTICA, MS 39175	N/A PUBLIC		RELIGIOUS	250 00
HILLEL : THE FOUNDATION FOR JEWIS CAMPUS P O BOX 92994 WASHINGTON, DC 20090-2994	N/A PUBLIC		RELIGIOUS	300 00
HOLOCAUST EDUCATION MUSEUM 5401 CAROLINE HOUSTON, TX 77004	N/A PUBLIC		CULTURAL	725 00
HOUSTON AREA WOMEN'S CENTER 1010 WAUGH DRIVE HOUSTON, TX 77019-9891	N/A PUBLIC		SOCIAL SERVICES	2,550 00
HOUSTON BALLET P O BOX 130487 HOUSTON, TX 77219-9983	N/A PUBLIC		CULTURAL	3,200 00
HOUSTON CHAPTER OF HADASSAH 4654 BEECHNUT HOUSTON, TX 77096	N/A PUBLIC		RELIGIOUS	100 00
HOUSTON HILLEL 1700 BISSONNET HOUSTON, TX 77005	N/A PUBLIC		RELIGIOUS	100 00
HOUSTON HOSPICE & PALLIATIVE CARE SYSTEM 1905 HOLCOMBE HOUSTON, TX 77030	N/A PUBLIC		SOCIAL SERVICES	500 00
HOUSTON PBS P O BOX 200090 HOUSTON, TX 77216-0090	N/A PUBLIC		EDUCATIONAL	500 00
HOUSTON SYMPHONY 615 LOUISIANA ST HOUSTON, TX 77002-9967	N/A PUBLIC		CULTURAL	5,250 00
JCC ASSOCIATION 15 EAST 26TH STREET NEW YORK, NY 10010-1579	N/A PUBLIC		RELIGIOUS	21,000 00
JCC PATRONS OF THE ARTS 5601 SOUTH BRAESWOOD HOUSTON, TX 77096-3999	N/A PUBLIC		CULUTRAL	2,375 00

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2010

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JEWISH CEMETARY ASSOC OF GREATER BALTIMORE 101 WEST MOUNT ROYAL AVE BALTIMORE, MD 21201	N/A PUBLIC		SOCIAL SERVICES	100 00
JEWISH CHILDREN'S REGIONAL SERVICE P O BOX 15225 NEW ORLEANS, LA 70175-5225	N/A PUBLIC		SOCIAL SERVICES	700.00
JEWISH COMMUNITY CENTER OF HOUSTON 5601 S BRAESWOOD HOUSTON, TEXAS 77096-3999	N/A PUBLIC		RELIGIOUS	16,500 00
JEWISH FAMILY SERVICE - HOUSTON P O BOX 20548 HOUSTON, TX 77225	N/A PUBLIC		SOCIAL SERVICES	640 00
JEWISH FEDERATION OF GREATER DALLAS 7800 NORTHAVEN RD, SUITE A DALLAS TX 75230	N/A PUBLIC		RELIGIOUS	3,000 00
JEWISH FEDERATION OF GREATER HOUSTON P O BOX 200568 HOUSTON, TX 77216-0568	N/A PUBLIC		RELIGIOUS	5,100 00
JUVENILE DIABETES RESEARCH FOUNDATION 2425 FOUNTAIN VIEW #280 HOUSTON, TX 77057	N/A PUBLIC		MEDICAL	500.00
KINKAID SCHOOL P.O. BOX 297323 HOUSTON, TEXAS 77297	N/A PUBLIC		EDUCATIONAL	1,000.00
KIPP INC 10771 KIPP WAY HOUSTON, TX 77099	N/A PUBLIC		EDUCATIONAL	1,000.00
KUHF HOUSTON PUBLIC RADIO P O BOX 4878 HOUSTON, TX 77210	N/A PUBLIC		CULTURAL	500.00
M A D D 511 EAST JOHN CARPENTER FWY #700 IRVING, TX 75062	N/A PUBLIC		EDUCATIONAL	100 00
MACULAR DEGENERATION RESEARCH 22512 GATEWAY CENTER DR CLARKSBURG, MD 20871	N/A PUBLIC		MEDICAL	350.00
MEALS ON WHEELS 3217 MONTROSE BLVD HOUSTON, TX 77006	N/A PUBLIC		SOCIAL SERVICES	540 00
MENTAL HEALTH ASSOCIATION 2211 NORFOLK SUITE 810 HOUSTON, TX 77098	N/A PUBLIC		SOCIAL SERVICES	1,000 00

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2010

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MILITARY RELIGIOUS FREEDOM FOUNDATION 13170-B CENTRAL AVE SE #255 ALBUQUERQUE, NM 87123	N/A PUBLIC		RELIGIOUS	500 00
MUSEUM OF FINE ARTS, HOUSTON P O BOX 4606 HOUSTON, TX 77210-9865	N/A PUBLIC		CULTURAL	200 00
MYRIAM'S DREAM INC 907 FOUR SEASONS DRIVE WAYNE, NJ 07470	N/A PUBLIC		SOCIAL SERVICES	100 00
NATIONAL COALITION CANCER SURVIVORSHIP 1010 WAYNE AVE #770 SILVER SPRING, MD 20910-5600	N/A PUBLIC		MEDICAL	250 00
NATIONAL COUNCIL OF JEWISH WOMEN 53 WEST 23RD STREET 6TH FLOOR NEW YORK, NY 10010-4204	N/A PUBLIC		RELIGIOUS	100 00
NATIONAL MULTIPLE SCLEROSIS SOCIETY P O BOX 1937 HOUSTON, TX 77251-1937	N/A PUBLIC		MEDICAL	300 00
OBERLIN COLLEGE 50 WEST LORAIN ST OBERLIN, OH44074	N/A PUBLIC		EDUCATIONAL	1,000.00
PARTNERS IN HEALTH P O BOX 845578 BOSTON, MA 02284	N/A PUBLIC		SOCIAL SERVICES	500 00
PLANNED PARENTHOOD FEDERATION 434 WEST 33RD STREET NEW YORK, NY 10001	N/A PUBLIC		SOCIAL SERVICES	200 00
PLANNED PARENTHOOD GULF COAST INC 4600 GULF FREEWAY HOUSTON, TX 77023	N/A PUBLIC		SOCIAL SERVICES	5,300 00
PROGRESSIVE FORUM P O BOX 1722 HOUSTON, TX 77402	N/A PUBLIC		EDUCATIONAL	1,000 00
S E.A.R.C.H P O BOX 7969 HOUSTON, TX 77270	N/A PUBLIC		SOCIAL SERVICES	8,000.00
SCOTT CARTER FOUNDATION P O BOX 700448 TULSA, OK 74170	N/A PUBLIC		MEDICAL	1,000 00
SEVEN ACRES JEWISH GERIATRIC CENTER 6200 NORTH BRAESWOOD HOUSTON, TX 77074	N/A PUBLIC		SOCIAL SERVICES	550 00

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2010

RECIPIENT NAME AND ADDRESS	RELATION TO	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		
SINAI HOSPITAL 2401 W BELVEDERE AVE BALTIMORE, MD 21215	N/A PUBLIC	MEDICAL	100 00
SHELTON SCHOOL & EVALUATION CENTER 15720 HILLCREST ROAD DALLAS, TX 75248	N/A PUBLIC	EDUCATIONAL	4,000 00
SPECIAL OLYMPICS P O BOX 143806 AUSTIN, TX 78714	N/A PUBLIC	SOCIAL SERVICES	100 00
ST JUDE CHILDREN'S RESEARCH HOSPITAL P O BOX 50 MEMPHIS, TN 38101-9929	N/A PUBLIC	MEDICAL	200 00
STOP ALD FOUNDATION 500 JEFFERSON ST #2000 HOUSTON, TX 77002	N/A PUBLIC	MEDICAL	100.00
TEMPLE EMANU-EL P O BOX 671378 DALLAS, TX 75267	N/A PUBLIC	RELIGIOUS	1,000.00
TEXAS FREEDOM NETWORK EDUCATION FUND P O BOX 1624 AUSTIN, TX 78767	N/A PUBLIC	SOCIAL SERVICES	500 00
THE MENIL COLLECTION 1515 BRANARD HOUSTON, TX 77006	N/A PUBLIC	CULTURAL	100 00
THE 100 CLUB INC 1233 WEST LOOP SOUTH #1250 HOUSTON, TX 77027	N/A PUBLIC	SOCIAL SERVICES	100 00
THE RIVER PEFORMING & VISUAL ARTS CENTER 1745 WEST GRAY HOUSTON, TX 77019	N/A PUBLIC	CULTURAL	200 00
THE ROSE 12700 N FEATHERWOOD HOUSTON, TX 77034	N/A PUBLIC	SOCIAL SERVICES	85 00
THE WOMEN'S FUND FOR HER 5353 W ALABAMA #615 HOUSTON, TX 77056	N/A PUBLIC	SOCIAL SERVICES	150 00
UNITED WAY P O BOX 924507 HOUSTON, TX 77292	N/A PUBLIC	SOCIAL SERVICES	3,000 00
UNIVERSITY OF TEXAS LAW SCHOOL FOUNDATION P O BOX 7458 AUSTIN, TX 78713	N/A PUBLIC	EDUCATIONAL	1,000 00

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2010

RECIPIENT NAME AND ADDRESS	RELATION TO		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT			
UNIVERSITY OF HOUSTON GRADUATE SCHOOL OF SOCIAL WORK 237 SOCIAL WORK BUILDING HOUSTON, TX 77204-4013	N/A PUBLIC		EDUCATIONAL	5,000.00
VITA-LIVING FOUNDATION P O BOX 773073 HOUSTON, TX 77215-3073	N/A PUBLIC		SOCIAL SERVICES	300.00
VOGEL ALCOVE 7557 RAMBLER #262 DALLAS, TX 75231	N/A PUBLIC		SOCIAL SERVICES	1,000 00
WILLIAM J CLINTON FOUNDATION 610 PRESIDENT CLINTON AVE LITTLE ROCK, AR 72201	N/A PUBLIC		SOCIAL SERVICES	200 00
WOMEN'S RESOURCE OF GREATER HOUSTON 2200 POST OAK BLVD #50 HOUSTON, TX 77056	N/A PUBLIC		SOCIAL SERVICES	1,000 00
YOUNG ISRAEL OF HOUSTON 7823 LUDINGTON HOUSTON, TX 77071	N/A PUBLIC		RELIGIOUS	300 00
				\$ 161,730.00

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization	THE BRODSKY FOUNDATION	Employer identification number	
	C/O DONALD W. BRODSKY		74-6089484	
	Number, street, and room or suite no. If a P.O. box, see instructions	1000 LOUISIANA, SUITE 2000		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	HOUSTON, TX 77002		

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ DONALD W. BRODSKY

Telephone No. ▶ 713 751-1600

FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ▶ ☒ calendar year 20 10 or
- ▶ ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	3,944.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	1,444.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	2,500.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)