



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

**2011**

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

For calendar year **2011** or tax year beginning **2011**, and ending **20**

Name of foundation **BRUSH FOUNDATION** T/A **20**  
 -242000905480  
 A Employer identification number **34-6000445**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**KEYBANK, 4900 TIEDEMAN OH-01-49-0150**  
 B Telephone number (see instructions) **(216) 689-0416**

City or town, state, and ZIP code  
**BROOKLYN, OH 44144-2302**  
 C If exemption application is pending, check here

G Check all that apply:  
 Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change  
 D 1 Foreign organizations, check here   
 2 Foreign organizations meeting the 85% test, check here and attach computation

H Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation  
 E If private foundation status was terminated under section 507(b)(1)(A), check here

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 6,044,348.**  
 J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
 F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here   
 (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 instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
--	------------------------------------	---------------------------	-------------------------	---

	(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)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	176,948.	176,948.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	186,857.			
b Gross sales price for all assets on line 6a <b>2,870,192.</b>				
7 Capital gain net income (from Part IV, line 2)		186,857.		
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	363,805.	363,805.		

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
13 Compensation of officers, directors, trustees, etc.	21,209.	15,907.		5,302.
14 Other employee salaries and wages			NONE	
15 Pension plans, employee benefits			NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) <b>STMT 2</b>	2,250.			2,250.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) <b>STMT 3</b>	5,008.	512.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	8,848.		NONE	8,848.
22 Printing and publications			NONE	
23 Other expenses (attach schedule) <b>STMT 4</b>	37,012.			37,012.
24 Total operating and administrative expenses. Add lines 13 through 23	74,327.	16,419.	NONE	53,412.
25 Contributions, gifts, grants paid	303,000.			303,000.
26 Total expenses and disbursements Add lines 24 and 25	377,327.	16,419.	NONE	356,412.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-13,522.			
b Net investment income (if negative, enter -0-)		347,386.		
c Adjusted net income (if negative, enter -0-)				

REC-NONE FD  
 NONE  
 MAY 11 2012  
 OGDEN, UT  
 IRS-OSC

SCANNED MAY 29 2012

98

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 . . . . .								
	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 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) . . . . .								
	b	Investments - corporate stock (attach schedule) . . . . .								
	c	Investments - corporate bonds (attach schedule) . . . . .								
	11	Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶								
	12	Investments - mortgage loans . . . . .								
	13	Investments - other (attach schedule) . . . . . STMT 5	5,842,215.			5,828,693.			6,044,348.	
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶								
15	Other assets (describe ▶ . . . . .)									
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	5,842,215.			5,828,693.			6,044,348.		
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 ▶ . . . . .)								
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .									
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.									
	24	Unrestricted . . . . .								
	25	Temporarily restricted . . . . .								
	26	Permanently restricted . . . . .								
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>									
	27	Capital stock, trust principal, or current funds . . . . .	5,842,215.			5,828,693.				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .								
29	Retained earnings, accumulated income, endowment, or other funds . . . . .									
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	5,842,215.			5,828,693.					
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	5,842,215.			5,828,693.					

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 5,842,215.
2	Enter amount from Part I, line 27a . . . . .	2 -13,522.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3 . . . . .	4 5,828,693.
5	Decreases not included in line 2 (itemize) ▶	5
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6 5,828,693.

**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 Attached PART IV			
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			(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(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		
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	186,857.
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 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))
2010	323,587.	6,260,877.	0.051684
2009	333,390.	5,602,510.	0.059507
2008	345,244.	6,724,363.	0.051342
2007	392,417.	7,758,744.	0.050577
2006	366,957.	7,199,963.	0.050967
2	Total of line 1, column (d)		2 0.264077
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 0.052815
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5		4 6,444,530.
5	Multiply line 4 by line 3		5 340,368.
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 3,474.
7	Add lines 5 and 6		7 343,842.
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.		8 356,412.

<b>Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)</b>	
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 letter if necessary - see instructions)	
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1 3,474.
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 3,474.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . .	4 NONE
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5 3,474.
6 Credits/Payments	
a 2011 estimated tax payments and 2010 overpayment credited to 2011 . . . . .	6a 3,120.
b Exempt foreign organizations - tax withheld at source . . . . .	6b NONE
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c NONE
d Backup withholding erroneously withheld . . . . .	6d
7 Total credits and payments Add lines 6a through 6d . . . . .	7 3,120.
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 . . . . .	9 354.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10
11 Enter the amount of line 10 to be Credited to 2012 estimated tax Refunded	11

<b>Part VII-A Statements Regarding Activities</b>		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)? . . . . . <i>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</i>	1b		X
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 ► \$ _____ (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? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	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? . . . . .	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► OH			
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? <i>If "No," attach explanation</i> . . . . .	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .	9		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .	10		X

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 instructions)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address www.brushfoundation.org
14 The books are in care of KEYBANK N A Telephone no (216) 813-4556
Located at 4900 TIEDEMAN RD OH-01-49-0150, BROOKLYN, OH ZIP + 4 44144-2302
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
16 At any time during calendar year 2011, 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? Yes No 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.

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X
(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 X
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 instructions)? 1b X
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 2011? 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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? Yes No X
If "Yes," list the years
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 instructions) 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
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 X
b If "Yes," did it have excess business holdings in 2011 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 2011) 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 2011? 4b X



**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 instructions). If none, enter "NONE."**

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

**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 NONE	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments (see 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 instructions 3 NONE	
<b>Total. Add lines 1 through 3 . . . . .</b>	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	6,542,670.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	NONE
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	6,542,670.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	6,542,670.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	98,140.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	6,444,530.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	322,227.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	322,227.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	3,474.
<b>2b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	3,474.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	318,753.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	318,753.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	318,753.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	356,412.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	356,412.
<b>5</b>	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 instructions)	<b>5</b>	3,474.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	352,938.

**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 instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7 . . . . .				318,753.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only . . . . .			NONE	
b Total for prior years 20 <u>09</u> , 20 <u>    </u> , 20 <u>    </u>		NONE		
3 Excess distributions carryover, if any, to 2011				
a From 2006 . . . . .	26,325.			
b From 2007 . . . . .	NONE			
c From 2008 . . . . .	13,808.			
d From 2009 . . . . .	56,744.			
e From 2010 . . . . .	13,659.			
f Total of lines 3a through e . . . . .	110,536.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>356,412.</u>				
a Applied to 2010, but not more than line 2a . . . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2011 distributable amount . . . . .				318,753.
e Remaining amount distributed out of corpus . . . . .	37,659.			
5 Excess distributions carryover applied to 2011 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	148,195.			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
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 . . . . .		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .			NONE	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .	26,325.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	121,870.			
10 Analysis of line 9.				
a Excess from 2007 . . . . .	NONE			
b Excess from 2008 . . . . .	13,808.			
c Excess from 2009 . . . . .	56,744.			
d Excess from 2010 . . . . .	13,659.			
e Excess from 2011 . . . . .	37,659.			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)

Table with columns: Tax year (a) 2011, (b) 2010, Prior 3 years (c) 2009, (d) 2008, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-d (Alternative tests).

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 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).

N/A

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.

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

SEE STATEMENT 7

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

**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
<p><b>a</b> Paid during the year</p> <p>SEE STATEMENT 8</p>				
<b>Total</b> .....				<b>3a</b> 303,000.
<b>b</b> Approved for future payment				
<b>Total</b> .....				<b>3b</b>



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

- 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
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements

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

Table with 3 columns: (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) is based on all information of which preparer has any knowledge
Signature: Jeffrey K. Koogler, VP Date: 05/01/2012 Title: Vice President

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

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET FUND	602.	602.
DIVIDENDS AND INTEREST	31,596.	31,596.
MUTUAL FUNDS	144,750.	144,750.
TOTAL	176,948.	176,948.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	2,250.			2,250.
TOTALS	2,250.	NONE	NONE	2,250.

BRUSH FOUNDATION

T/A 20

34-6000445

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAXES PAID	1,376.	
ESTIMATED EXCISE TAXES PAID	3,120.	
FOREIGN TAX WITHHELD	512.	512.
TOTALS	5,008.	512.

BRUSH FOUNDATION

T/A 20

34-6000445

FORM 990PF, PART I - OTHER EXPENSES

REVENUE  
AND  
EXPENSES  
PER BOOKS

CHARITABLE  
PURPOSES

DESCRIPTION

STATE FILING FEE  
OFFICE EXPENSES  
INSURANCE  
MEMBERSHIP DUES  
OTHER EXPENSE

200.  
31,200.  
2,564.  
2,968.  
80.

200.  
31,200.  
2,564.  
2,968.  
80.

TOTALS

37,012.

37,012.

BRUSH FOUNDATION

T/A 20

34-6000445

FORM 990PF, PART II - OTHER INVESTMENTS

=====

COST/

FMV

C OR F

-----

ENDING

FMV

-----

BOOK VALUE

---

SEE ATTACHED

C

6,044,348.

5,828,693.

TOTALS

6,044,348.

5,828,693.

-----

=====

CHARITABLE TRUSTS HOLDINGS REPORT

K-RG-OFF-ACCOUNT  
 0-24-200-0905480 BRUSH FOUNDATION  
 -ISCAL YEAR CODE 1231 AS OF 12-31-2011

T/A  
 TAX ANALYST/NAME  
 565 R C BRIGGS

216-813-4521

REPORT TAC-CRR41  
 RUN DATE 2012-01-18  
 BUS DATE 2012-01-17  
 PAGE 777  
 SAR ID TAC000PCRR41

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
61151C101	ACCENTURE PLC FGN COM CL A	37,261.00	0.00	34,264.93	700.000
698290102	XL GROUP PLC FGN COM	31,632.00	0.00	37,123.52	1,600.000
000375204	ABB LTD SPONS ADR	28,245.00	0.00	27,198.58	1,500.000
023135106	AMAZON COM INC COM	51,930.00	0.00	24,304.71	300.000
030420103	AMERICAN WATER WORKS CO INC COM	25,488.00	0.00	24,199.92	800.000
037411105	APACHE CORP COM	36,232.00	0.00	32,810.24	400.000
037833100	APPLE INC COM	101,250.00	0.00	44,332.42	250.000
064056100	BANK OF NEW YORK MELLON CORP COM	15,928.00	0.00	22,626.67	800.000
064149107	BANK OF NOVA SCOTIA FGN COM	44,829.00	0.00	40,545.72	900.000
067901108	BARRICK GOLD CORP FGN COM	21,493.75	0.00	25,754.45	475.000
151020104	CELGENE CORP COM	40,560.00	0.00	29,994.75	600.000
191216100	COCA COLA CO COM	45,480.50	0.00	33,849.48	650.000
20825C104	CONOCOPHILLIPS COM	32,791.50	0.00	28,664.96	450.000
22160K105	COSTCO WHOLESALE CORP COM	8,332.00	0.00	8,730.99	100.000
244199105	DEERE & CO COM	46,410.00	0.00	51,041.20	600.000
253868103	DIGITAL REALTY TRUST INC REIT	26,668.00	0.00	23,345.28	400.000
254687106	WALT DISNEY CO COM	45,937.50	0.00	30,432.56	1,225.000
25490A101	DIRECTV	27,794.00	0.00	29,695.90	650.000

CHARITABLE TRUSTS HOLDINGS REPORT

REPORT TAC-CRR41  
 RUN DATE 2012-01-18  
 BUS DATE 2012-01-17  
 PAGE 778  
 SAR ID TAC000PCRR41

K-RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME  
 0-24-200-0905480 BRUSH FOUNDATION T/A 565 R C BRIGGS  
 ISCAL YEAR CODE 1231 AS OF 12-31-2011 216-813-4521

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
268648102	COM CL A EMC CORP COM	30,156.00	0.00	35,906.26	1,400.000
315616102	F5 NETWORKS INC COM	42,448.00	0.00	29,375.72	400.000
343412102	FLUOR CORP COM	25,125.00	0.00	28,390.00	500.000
38259P508	GOOGLE INC COM CL A	48,442.50	0.00	30,907.50	75.000
423074103	H J HEINZ CO COM	31,073.00	0.00	28,680.02	575.000
42809H107	HESS CORP COM	39,760.00	0.00	39,724.93	700.000
45865V100	INTERCONTINENTALEXCHANGE INC COM	36,165.00	0.00	34,214.61	300.000
464286509	ISHARES MSCI CANADA INDEX FD CLOSED-END FUND	87,780.00	0.00	86,263.07	3,300.000
464286665	ISHARES MSCI PAC EX-JPN INDEX FD CLOSED-END FUND	83,699.50	0.00	81,371.39	2,150.000
464287234	ISHARES MSCI EMERGING MKTS INDEX CLOSED-END FUND	208,670.00	0.00	230,945.00	5,500.000
464287242	ISHARES IBOXX \$INVESTMENT BD FD CLOSED-END FUND	170,640.00	0.00	168,057.78	1,500.000
464287432	ISHARES BARCLAYS 20+ YR TREAS BD CLOSED-END FUND	103,062.50	0.00	99,883.42	850.000
464287465	ISHARES MSCI EAFE INDEX FUND CLOSED-END FUND	105,251.25	0.00	117,725.00	2,125.000
464287499	ISHARES RUSSELL MIDCAP INDEX FD CLOSED-END FUND	477,337.00	0.00	388,776.00	4,850.000
464287655	ISHARES RUSSELL 2000 INDEX FUND CLOSED-END FUND	335,562.50	0.00	230,779.64	4,550.000
464288638	ISHARES BARCLAYS INTER CREDIT BD CLOSED-END FUND	96,462.00	0.00	95,651.28	900.000
464288661	ISHARES BARCLAYS 3-7 YR TREAS BD CLOSED-END FUND	100,683.00	0.00	100,113.42	825.000

CHARITABLE TRUSTS HOLDINGS REPORT

REPORT TAC-CRR41  
 RUN DATE 2012-01-18  
 BUS DATE 2012-01-17  
 PAGE 779  
 SAR ID TAC000PCRR41

K-RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME  
 0-24-200-0905480 BRUSH FOUNDATION 565 R C BRIGGS  
 ISCAL YEAR CODE 1231 AS OF 12-31-2011 T/A 216-813-4521

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
464289511	ISHARES 10+ YEAR CREDIT BOND CLOSED-END FUND	101,809.50	0.00	99,290.48	1,725.000
46625H100	JP MORGAN CHASE & CO COM	33,250.00	0.00	37,181.82	1,000.000
478160104	JOHNSON & JOHNSON COM	32,790.00	0.00	31,790.00	500.000
48203R104	JUNIPER NETWORKS INC COM	16,328.00	0.00	35,047.84	800.000
50075N104	KRAFT FOODS INC COM CL A	50,436.00	0.00	46,143.00	1,350.000
579780206	MCCORMICK & CO INC COM	50,420.00	0.00	46,802.14	1,000.000
580135101	MCDONALDS CORP COM	40,132.00	0.00	34,564.00	400.000
58155Q103	MCKESSON CORP COM	23,373.00	0.00	23,802.03	300.000
59156R108	METLIFE INC COM	17,149.00	0.00	20,371.95	550.000
65339F101	NEXTERA ENERGY INC COM	30,440.00	0.00	27,686.30	500.000
654106103	NIKE INC COM CL B	24,092.50	0.00	20,612.50	250.000
66987V109	NOVARTIS AG ADR	28,585.00	0.00	27,020.00	500.000
674599105	OCCIDENTAL PETE CORP DEL COM	37,480.00	0.00	31,622.00	400.000
68389X105	ORACLE CORP COM	51,300.00	0.00	20,800.00	2,000.000
693390700	PIMCO FUNDS-TOTAL RETURN FUND OPEN-END FUND INSTL CL	1,389,506.14	0.00	1,464,262.94	127,829.452
722005667	PIMCO COMMODITY REALRETURN STRAT OPEN-END FUND INSTL CL	164,589.77	0.00	204,434.15	25,166.631
73755L107	POTASH CORP OF SASKATCHEWAN INC FGN COM	22,704.00	0.00	31,102.45	550.000

CHARITABLE TRUSTS HOLDINGS REPORT

REPORT TAC-CRR41  
 RUN DATE 2012-01-18  
 BUS DATE 2012-01-17  
 PAGE 780  
 SAR ID TAC000PCRR41

K-RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME  
 0-24-200-0905480 BRUSH FOUNDATION 565 R C BRIGGS  
 ISCAL YEAR CODE 1231 AS OF 12-31-2011 T/A 216-813-4521

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
74144T108	T ROWE PRICE GROUP INC COM	28,475.00	0.00	22,900.66	500.000
741503403	PRICELINE.COM INC COM	46,771.00	0.00	51,950.67	100.000
742718109	PROCTER & GAMBLE CO COM	40,026.00	0.00	38,304.00	600.000
744573106	PUBLIC SERVICE ENTERPRISE GROUP COM	19,806.00	0.00	19,619.94	600.000
747525103	QUALCOMM INC COM	43,760.00	0.00	40,616.00	800.000
7495200A1	KT SHORT TERM DEPOSIT FUND	163,188.93	319,338.16	482,527.09	482,527.090
78008TWX8	ROYAL BANK OF CANADA-S&P LINKED FGN MED TERM BK NT DTD 11/16/11 0% DUE 05/15/13	175,717.50	0.00	175,000.00	175,000.000
78463V107	SPDR GOLD TRUST FUND CLOSED-END FUND	75,995.00	0.00	84,239.85	500.000
806407102	HENRY SCHEIN INC COM	45,101.00	0.00	42,188.58	700.000
806857108	SCHLUMBERGER LTD FGN COM	54,648.00	0.00	43,312.64	800.000
832696405	SMUCKER J M CO COM	39,085.00	0.00	34,277.55	500.000
867224107	SUNCOR ENERGY INC FGN COM	36,037.50	0.00	58,377.37	1,250.000
881624209	TEVA PHARMACEUTICAL INDS LTD SPONS ADR	42,378.00	0.00	49,300.50	1,050.000
883556102	THERMO FISHER SCIENTIFIC INC COM	44,970.00	0.00	42,207.16	1,000.000
913017109	UNITED TECHNOLOGIES CORP COM	32,890.50	0.00	22,944.78	450.000
928563402	VMWARE INC COM CL A	31,196.25	0.00	32,711.25	375.000

Sub \*\*\* TOTAL \*\*\* 5,725,010.09 319,338.16 5,818,692.96 874,473.173

10,000.00  
5,828,692.96

Cash

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

OFFICER NAME:

KEYBANK N A

ADDRESS:

127 PUBLIC SQUARE  
CLEVELAND, OH 44114

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION ..... 21,209.

OFFICER NAME:

SEE ATTACHED LIST OF BOARD MEMBERS

ADDRESS:

25350 ROCKSIDE ROAD  
BEDFORD HEIGHTS, OH 44146

TITLE:

SEE ATTACHED LIST

TOTAL COMPENSATION: 21,209.

=====

**THE BRUSH FOUNDATION  
BOARD OF MANAGERS - 2011**

<b>Name</b>	<b>Office</b>	<b>Hours per week</b>
Jacqueline Darroch, PhD	President	1.6 (85 annually)
Gita P. Gidwani, MD	Vice President	1.4 (75 annually)
Ellen Rome, MD, MPH	Treasurer	1.4 (75 annually)
Elizabeth Stites	Secretary	1.4 (75 annually)
Daphne Byers		0.8 (60 annually)
Cindie Carroll-Pankhurst, PhD		1.9 (100 annually)
Stacey Easterling		0.8 (60 annually)
Abigail English		0.8 (60 annually)
Dan Pellegrom		0.8 (60 annually)
Gordon Weir (resigned 10/11)		0.8 (60 annually)
Barbara Brush Wright		0.8 (60 annually)
<i>Active Emeritus Members:</i>		
Henry W. Foster, Jr., MD		0.3 (16 annually)
Stirling Scruggs		0.3 (16 annually)
Carol A. Miller		0.3 (16 annually)
Lee Minto		0.3 (16 annually)
Virgina Perkins Carter		0.3 (16 annually)

**TRUSTEE**

Agnes Marountas  
 Assistant Vice President  
 Keybank N.A.  
 Nonprofit Asset Services  
 127 Public Square, 18<sup>th</sup> Floor (OH-01-27-1805)  
 Cleveland, OH 44114-1306  
 Phone: (216) 689-0416  
 FAX: (216) 370-6222  
 email: Agnes\_Marountax@Keybank.com

Susan Oelbracht  
 Portfolio Manager II  
 (216) 689-3377  
 FAX: (216)689-1709  
 e-mail: Susan\_Oelbracht@Key.com

**CONTACT INFORMATION FOR ALL BOARD MEMBERS**

Brush Foundation  
 25350 Rockside Road, Third Floor  
 Bedford Heights, Ohio 44146  
  
 Phone: (216) 334-2209  
 FAX: (216) 334-2211  
 e-mail: brushfoundation@hotmail.com

RECIPIENT NAME:

THE BRUSH FOUNDATION

ADDRESS:

25350 ROCKSIDE RD, 3RD FLOOR  
BEDFORD HEIGHTS, OH 44146

RECIPIENT'S PHONE NUMBER: 216-334-2209

FORM, INFORMATION AND MATERIALS:

CONTACT THE FOUNDATION FOR FORMAL GUIDELINES

SUBMISSION DEADLINES:

6/30 AND 12/31

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NO GRANTS TO INDIVIDUALS. THE FOUNDATION'S VISION OF A "PREFERRED FUTURE" IS: A FUTURE IN WHICH FAMILY PLANNING WORLD-WIDE IS AVAILABLE, AFFORDABLE, ACCEPTABLE, EFFECTIVE AND SAFE. THE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

BRUSH FOUNDATION'S MISSION IS TO SUPPORT ORGANIZATIONS THAT:

- ADVANCE THE FREEDOM OF REPRODUCTIVE CHOICE
- PROMOTE ACCESS TO AND UTILIZATION OF DIRECT FAMILY PLANNING SERVICES.

RESTRICTIONS OR LIMITATIONS ON AWARDS:

-DISSEMINATE EVIDENCE-BASED INFORMATION ON REPRODUCTIVE HEALTH AND CHOICE.

-SUPPORT EFFECTIVE, ACCURATE AND COMPREHENSIVE ADOLESCENT EDUCATION ON

RESTRICTIONS OR LIMITATIONS ON AWARDS:

REPRODUCTIVE HEALTH AND SEXUALITY.

- WORK TOWARD RESPONSIBLE PUBLIC POLICIES FOR REPRODUCTIVE HEALTH.

RECIPIENT NAME:  
SEE ATTACHED LIST OF GRANTS  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SEE ATTACHED LIST OF GRANTS  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 303,000.

TOTAL GRANTS PAID: 303,000.  
=====

Brush Foundation  
2011 Grants

Statement 8

Recipient Name	Address	City	State	Zip	Status	Purpose of Grant	Amount
Mailman School of Public Health, Columbia University	722 West 168th Street, 14th Floor.	New York	NY	10032	501 (C)(3)	Scholarship for two MPH students	\$25,000
Advocates for Youth	2000 M Street, NW, Suite 750	Washington	DC	20036	501 (C)(3)	Unrestricted operating support/ Core Grant	\$20,000
NFPRHA	1627 K St, NW 12 <sup>th</sup> Floor	Washington	DC	20006	501 (C)(3)	Unrestricted operating support/ Core Grant	\$20,000
Gutmacher Institute	125 Maiden Lane, 7th Floor	New York	NY	10038	501 (C)(3)	Unrestricted operating support/ Core Grant	\$25,000
Center for Adolescent Health and the Law	PO Box 3795	Chapel Hill	NC	27515	501 (C)(3)	Unrestricted operating support/ Core Grant	\$20,000
Free Medical Clinic of Greater Cleveland	12201 Euclid Ave	Cleveland	OH	44106	501 (C)(3)	Unrestricted operating support/ Core Grant	\$10,000
Pathfinder International	9 Galen Street, Suite 217	Watertown	MA	02472	501 (C)(3)	Unrestricted operating support/ Core Grant	\$25,000
Planned Parenthood of Northeast Ohio	3500 Lorain Avenue, Suite 400	Cleveland	OH	44113	501 (C)(3)	Unrestricted operating support/ Core Grant	\$25,000
Abortion Access Project	47 Thorndike Street	Cambridge	MA	02141	501 (C)(3)	Organize nurses and nursing professional organizations as advocates for and providers of abortion.	\$25,000
Americans for UNFPA	370 Lexington, Suite 702	New York	NY	10017	501 (C)(3)	Increase US support for international family planning	\$25,000
National Health Law Program	2639 S La Cienega Blvd	Los Angeles	CA	90034	501 (C)(3)	Use Standards of Care findings to develop and implement policy initiatives and strategies	\$25,000
National Women's Law Center	11 Dupont Circle, NW	Washington	DC	20036	501 (C)(3)	Protecting and improving contraceptive access within health reform implementation	\$25,000
Population Action International	1300 19th Street NW, Suite 200	Washington	DC	20036	501 (C)(3)	Produce RRI publication with related media and advocacy strategies	\$25,000
San Miguel - CASA, Inc	2418 Harris Boulevard	Austin	TX	78703	501 (C)(3)	Fortify public policy initiative in Mexico that calls for universal access for family planning and the midwifery model of care	\$5,000
Pathfinder International	9 Galen Street, Suite 217	Watertown	MA	02472	501 (C)(3)	Gift in recognition of Dan Pellegrom's retirement	\$2,500
Planned Parenthood of Northeast Ohio	3500 Lorain Avenue, Suite 400	Cleveland	OH	44113	501 (C)(3)	Gift in appreciation of meeting space use	\$500
						<b>TOTAL GRANTS</b>	<b>\$303,000</b>

**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)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					5.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					1,352.	
36,535.00		1500. ABB LTD SPONS ADR PROPERTY TYPE: OTHER 28,394.00					08/26/2010 8,141.00	02/28/2011
15,192.00		800. ABB LTD SPONS ADR PROPERTY TYPE: OTHER 15,143.00					08/26/2010 49.00	12/05/2011
19,284.00		400. ABBOTT LABS COM PROPERTY TYPE: OTHER 19,200.00					06/25/2009 84.00	02/28/2011
9,964.00		200. ABBOTT LABS COM PROPERTY TYPE: OTHER 9,600.00					06/25/2009 364.00	09/12/2011
23,102.00		250. AIR PRODUCTS & CHEMICALS INC COM PROPERTY TYPE: OTHER 18,515.00					08/26/2010 4,587.00	02/28/2011
26,946.00		350. AIR PRODUCTS & CHEMICALS INC COM PROPERTY TYPE: OTHER 22,626.00					06/25/2009 4,320.00	09/12/2011
8,615.00		50. AMAZON COM INC COM PROPERTY TYPE: OTHER 4,051.00					06/25/2009 4,564.00	02/28/2011
30,894.00		250. APACHE CORP COM PROPERTY TYPE: OTHER 22,122.00					08/26/2010 8,772.00	02/28/2011
6,179.00		50. APACHE CORP COM PROPERTY TYPE: OTHER 4,101.00					07/01/2010 2,078.00	02/28/2011
16,778.00		50. APPLE INC COM PROPERTY TYPE: OTHER 6,982.00					06/25/2009 9,796.00	01/18/2011

**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)	
29,358.00		1400. AVON PRODS INC COM PROPERTY TYPE: OTHER 37,117.00					06/25/2009	09/12/2011
8,185.00		450. BANK OF NEW YORK MELLON CORP COM PROPERTY TYPE: OTHER 13,248.00					06/25/2009	10/03/2011
3,992.00		200. BANK OF NEW YORK MELLON CORP COM PROPERTY TYPE: OTHER 5,888.00					06/25/2009	12/05/2011
4,940.00		100. BANK OF NOVA SCOTIA FGN COM PROPERTY TYPE: OTHER 6,142.00					02/28/2011	10/03/2011
3,859.00		50. BHP BILLITON LTD SPONS ADR PROPERTY TYPE: OTHER 2,163.00					02/08/2007	12/05/2011
27,013.00		350. BHP BILLITON LTD SPONS ADR PROPERTY TYPE: OTHER 14,598.00					02/01/2007	12/05/2011
16,474.00		200. CATERPILLAR INC DEL COM PROPERTY TYPE: OTHER 15,437.00					03/26/2008	09/12/2011
11,154.00		600. CISCO SYS INC COM PROPERTY TYPE: OTHER 15,578.00					01/07/2008	02/28/2011
783.00		50. CISCO SYS INC COM PROPERTY TYPE: OTHER 1,298.00					01/07/2008	09/12/2011
19,587.00		1250. CISCO SYS INC COM PROPERTY TYPE: OTHER 30,913.00					03/26/2008	09/12/2011
7,835.00		500. CISCO SYS INC COM PROPERTY TYPE: OTHER 9,550.00					06/25/2009	09/12/2011

**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)	
35,647.00		400. COLGATE PALMOLIVE CO COM PROPERTY TYPE: OTHER 35,004.00					09/12/2011	10/03/2011
							643.00	
2,375.00		50. COVANCE INC COM PROPERTY TYPE: OTHER 2,466.00					07/01/2010	09/12/2011
							-91.00	
38,007.00		800. COVANCE INC COM PROPERTY TYPE: OTHER 38,691.00					06/25/2009	09/12/2011
							-684.00	
20,330.00		200. CUMMINS INC COM PROPERTY TYPE: OTHER 9,207.00					11/04/2009	02/28/2011
							11,123.00	
53,267.00		550. CUMMINS INC COM PROPERTY TYPE: OTHER 25,319.00					11/04/2009	12/05/2011
							27,948.00	
16,342.00		375. WALT DISNEY CO COM PROPERTY TYPE: OTHER 8,879.00					06/25/2009	02/28/2011
							7,463.00	
100,000.00		7418.398 DODGE & COX INCOME FD OPEN-END PROPERTY TYPE: OTHER 93,694.00					10/30/2007	09/12/2011
							6,306.00	
70,000.00		5271.084 DODGE & COX INCOME FD OPEN-END PROPERTY TYPE: OTHER 66,574.00					10/30/2007	10/03/2011
							3,426.00	
68,320.00		5125.245 DODGE & COX INCOME FD OPEN-END PROPERTY TYPE: OTHER 64,732.00					10/30/2007	12/05/2011
							3,588.00	
33,671.00		400. EOG RESOURCES INC COM PROPERTY TYPE: OTHER 27,464.00					06/25/2009	09/12/2011
							6,207.00	
32,630.00		300. EATON CORP COM PROPERTY TYPE: OTHER 21,198.00					08/26/2010	02/28/2011
							11,432.00	

**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)	
5,438.00		50. EATON CORP COM PROPERTY TYPE: OTHER 3,200.00					07/01/2010	02/28/2011
						2,238.00		
3,781.00		100. EATON CORP COM PROPERTY TYPE: OTHER 3,200.00					07/01/2010	09/12/2011
						581.00		
34,028.00		900. EATON CORP COM PROPERTY TYPE: OTHER 23,434.00					07/30/2009	09/12/2011
						10,594.00		
28,903.00		700. EXPEDITORS INTL WASH INC COM PROPERTY TYPE: OTHER 33,559.00					02/28/2011	09/12/2011
						-4,656.00		
21,087.00		300. EXXON MOBIL CORP COM PROPERTY TYPE: OTHER 26,071.00					08/31/2007	09/12/2011
						-4,984.00		
21,245.00		700. FREEPORT-MCMORAN COPPER & GOLD COM PROPERTY TYPE: OTHER 20,007.00					07/01/2010	10/03/2011
						1,238.00		
41,781.00		2000. GENERAL ELEC CO COM PROPERTY TYPE: OTHER 28,020.00					07/01/2010	02/28/2011
						13,761.00		
26,092.00		1750. GENERAL ELEC CO COM PROPERTY TYPE: OTHER 24,518.00					07/01/2010	09/12/2011
						1,574.00		
12,604.00		25. GOOGLE INC COM CL A PROPERTY TYPE: OTHER 10,303.00					06/25/2009	10/03/2011
						2,301.00		
2,173.00		50. HEWLETT PACKARD CO COM PROPERTY TYPE: OTHER 2,140.00					07/01/2010	02/28/2011
						33.00		
26,712.00		1200. HEWLETT PACKARD CO COM PROPERTY TYPE: OTHER 45,636.00					06/25/2009	09/12/2011
						-18,924.00		

**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)	
2,143.00		100. INTEL CORP COM PROPERTY TYPE: OTHER 1,903.00					03/21/2007 240.00	02/28/2011
993.00		50. INTEL CORP COM PROPERTY TYPE: OTHER 952.00					03/21/2007 41.00	09/12/2011
32,769.00		1650. INTEL CORP COM PROPERTY TYPE: OTHER 26,898.00					06/25/2009 5,871.00	09/12/2011
20,046.00		725. ISHARES MSCI CANADA INDEX FD CLOSED PROPERTY TYPE: OTHER 20,409.00					09/12/2011 -363.00	12/05/2011
26,650.00		625. ISHARES MSCI PAC EX-JPN INDEX FD CL PROPERTY TYPE: OTHER 25,706.00					09/12/2011 944.00	12/05/2011
97,707.00		840. ISHARES BARCLAYS TIPS BOND FUND CLO PROPERTY TYPE: OTHER 87,564.00					12/10/2009 10,143.00	09/12/2011
91,706.00		800. ISHARES BARCLAYS TIPS BOND FUND CLO PROPERTY TYPE: OTHER 83,394.00					12/10/2009 8,312.00	10/03/2011
87,231.00		750. ISHARES BARCLAYS TIPS BOND FUND CLO PROPERTY TYPE: OTHER 78,182.00					12/10/2009 9,049.00	12/05/2011
98,799.00		2500. ISHARES MSCI EMERGING MKTS INDEX C PROPERTY TYPE: OTHER 104,975.00					09/09/2010 -6,176.00	09/12/2011
64,819.00		1600. ISHARES MSCI EMERGING MKTS INDEX C PROPERTY TYPE: OTHER 67,184.00					09/09/2010 -2,365.00	12/05/2011
96,197.00		1995. ISHARES MSCI EAFE INDEX FUND CLOSE PROPERTY TYPE: OTHER 110,523.00					12/10/2009 -14,326.00	09/12/2011

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

Kind of Property		Description				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)	
92,838.00		1950. ISHARES MSCI EAFE INDEX FUND CLOSE PROPERTY TYPE: OTHER 108,030.00				12/10/2009 -15,192.00	10/03/2011
247,021.00		4900. ISHARES MSCI EAFE INDEX FUND CLOSE PROPERTY TYPE: OTHER 271,460.00				12/10/2009 -24,439.00	11/10/2011
30,313.00		330. ISHARES RUSSELL MIDCAP INDEX FD CLO PROPERTY TYPE: OTHER 26,453.00				12/10/2009 3,860.00	09/12/2011
110,936.00		1100. ISHARES RUSSELL MIDCAP INDEX FD CL PROPERTY TYPE: OTHER 88,176.00				12/10/2009 22,760.00	12/05/2011
46,486.00		725. ISHARES RUSSELL 2000 INDEX FUND CLO PROPERTY TYPE: OTHER 43,413.00				12/10/2009 3,073.00	10/03/2011
67,715.00		900. ISHARES RUSSELL 2000 INDEX FUND CLO PROPERTY TYPE: OTHER 53,892.00				12/10/2009 13,823.00	12/05/2011
37,619.00		500. ISHARES RUSSELL 2000 INDEX FUND CLO PROPERTY TYPE: OTHER 25,360.00				06/25/2009 12,259.00	12/05/2011
2,327.00		50. JP MORGAN CHASE & CO COM PROPERTY TYPE: OTHER 1,982.00				07/18/2008 345.00	02/28/2011
40,519.00		1000. JOHNSON CONTROLS INC COM PROPERTY TYPE: OTHER 27,110.00				08/26/2010 13,409.00	02/28/2011
25,344.00		900. JOHNSON CONTROLS INC COM PROPERTY TYPE: OTHER 24,399.00				08/26/2010 945.00	09/12/2011
16,443.00		700. KBR INC COM PROPERTY TYPE: OTHER 19,397.00				09/12/2011 -2,954.00	10/03/2011

**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)	
23,176.00		800. KBR INC COM PROPERTY TYPE: OTHER 22,169.00					09/12/2011	12/05/2011
						1,007.00		
7,956.00		200. MEDTRONIC INC COM PROPERTY TYPE: OTHER 10,553.00					08/31/2007	02/28/2011
						-2,597.00		
1,989.00		50. MEDTRONIC INC COM PROPERTY TYPE: OTHER 2,543.00					12/05/2007	02/28/2011
						-554.00		
8,267.00		250. MEDTRONIC INC COM PROPERTY TYPE: OTHER 12,713.00					12/05/2007	09/12/2011
						-4,446.00		
19,842.00		600. MEDTRONIC INC COM PROPERTY TYPE: OTHER 20,862.00					06/25/2009	09/12/2011
						-1,020.00		
37,538.00		800. METLIFE INC COM PROPERTY TYPE: OTHER 29,632.00					08/26/2010	02/28/2011
						7,906.00		
4,781.00		180. MICROSOFT CORP COM PROPERTY TYPE: OTHER 435.00					09/01/1993	02/28/2011
						4,346.00		
17,962.00		700. MICROSOFT CORP COM PROPERTY TYPE: OTHER 1,690.00					09/01/1993	09/12/2011
						16,272.00		
13,297.00		250. NEXTERA ENERGY INC COM PROPERTY TYPE: OTHER 13,843.00					02/28/2011	09/12/2011
						-546.00		
10,768.00		200. NEXTERA ENERGY INC COM PROPERTY TYPE: OTHER 11,075.00					02/28/2011	10/03/2011
						-307.00		
9,061.00		275. ORACLE CORP COM PROPERTY TYPE: OTHER 5,583.00					08/31/2007	02/28/2011
						3,478.00		

**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)	
6,442.00		225. ORACLE CORP COM PROPERTY TYPE: OTHER 4,568.00					08/31/2007	10/03/2011
1,601.00		50. ORACLE CORP COM PROPERTY TYPE: OTHER 1,015.00					08/31/2007	12/05/2011
4,804.00		150. ORACLE CORP COM PROPERTY TYPE: OTHER 1,685.00					07/07/2004	12/05/2011
100,000.00		9233.611 PIMCO FUNDS-TOTAL RETURN FUND O PROPERTY TYPE: OTHER 106,094.00					11/26/2010	12/05/2011
22,795.00		350. PARKER HANNIFIN CORP COM PROPERTY TYPE: OTHER 23,732.00					03/26/2008	09/12/2011
13,001.00		200. PEABODY ENERGY CORP COM PROPERTY TYPE: OTHER 6,111.00					06/25/2009	02/28/2011
6,868.00		150. PEABODY ENERGY CORP COM PROPERTY TYPE: OTHER 4,583.00					06/25/2009	09/12/2011
25,317.00		650. PEABODY ENERGY CORP COM PROPERTY TYPE: OTHER 19,859.00					06/25/2009	12/05/2011
13,837.00		150. SCHLUMBERGER LTD COM PROPERTY TYPE: OTHER 8,121.00					07/01/2010	02/28/2011
6,975.00		100. SMUCKER J M CO COM PROPERTY TYPE: OTHER 6,856.00					02/28/2011	09/12/2011
12,487.00		250. TEVA PHARMACEUTICAL INDS LTD SPONS PROPERTY TYPE: OTHER 11,983.00					06/25/2009	02/28/2011

**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)	
2,502.00		50. THERMO FISHER SCIENTIFIC INC COM PROPERTY TYPE: OTHER 2,289.00				07/30/2009	09/12/2011 213.00	
15,228.00		400. URBAN OUTFITTERS INC COM PROPERTY TYPE: OTHER 8,544.00				06/25/2009	02/28/2011 6,684.00	
13,513.00		550. URBAN OUTFITTERS INC COM PROPERTY TYPE: OTHER 11,748.00				06/25/2009	09/12/2011 1,765.00	
1,273.00		39. WELLS FARGO CO COM PROPERTY TYPE: OTHER 9,327.00				12/30/2003	02/18/2011 -8,054.00	
1,273.00		39. WELLS FARGO CO COM PROPERTY TYPE: OTHER 8,940.00				02/06/2004	02/18/2011 -7,667.00	
326.00		10. WELLS FARGO CO COM PROPERTY TYPE: OTHER 2,235.00				07/07/2004	02/18/2011 -1,909.00	
16,320.00		500. WELLS FARGO CO COM PROPERTY TYPE: OTHER 17,793.00				01/08/2007	02/18/2011 -1,473.00	
24,480.00		750. WELLS FARGO CO COM PROPERTY TYPE: OTHER 17,560.00				04/09/2003	02/18/2011 6,920.00	
1,523.00		50. XILINX INC COM PROPERTY TYPE: OTHER 1,022.00				03/25/2009	09/12/2011 501.00	
31,978.00		1050. XILINX INC COM PROPERTY TYPE: OTHER 21,305.00				06/25/2009	09/12/2011 10,673.00	
5,635.00		350. ZIONS BANCORP COM PROPERTY TYPE: OTHER 8,171.00				02/28/2011	09/12/2011 -2,536.00	

**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)	
20,930.00		1300. ZIONS BANCORP COM PROPERTY TYPE: OTHER 27,231.00				07/01/2010	09/12/2011	
						-6,301.00		
7,367.00		350. XL GROUP PLC FGN COM PROPERTY TYPE: OTHER 8,121.00				02/28/2011	12/05/2011	
						-754.00		
TOTAL GAIN (LOSS) .....						-----		
						186,857.		
						=====		