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

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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation 1335 FOUNDATION C/O BROWN & BROWN, LLC		A Employer identification number 36-3701371
Number and street (or P.O. box number if mail is not delivered to street address) 225 WEST WASHINGTON STREET		B Telephone number 312-849-4546
City or town, state, and ZIP code CHICAGO, IL 60606		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 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) \$ 3,050,675.	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 Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(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		367,885.			
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		35,227.	35,227.	35,227.	STATEMENT 2
4 Dividends and interest from securities		43,976.	43,976.	43,976.	STATEMENT 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		258,484.			STATEMENT 1
b Gross sales price for all assets on line 6a		1,168,291.			
7 Capital gain net income (from Part IV, line 2)			385,626.		
8 Net short-term capital gain				N/A	
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		<46.>	<46.>	<46.>	STATEMENT 4
12 Total. Add lines 1 through 11		705,526.	464,783.	79,157.	
13 Compensation of officers, directors, trustees, etc		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees STMT 5		15,922.	15,922.	0.	0.
17 Interest					
18 Taxes STMT 6		6,477.	1,477.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		1,421.	1,421.	0.	0.
24 Total operating and administrative expenses. Add lines 13 through 23		23,820.	18,820.	0.	0.
25 Contributions, gifts, grants paid		240,000.			240,000.
26 Total expenses and disbursements. Add lines 24 and 25		263,820.	18,820.	0.	240,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		441,706.			
b Net investment income (if negative, enter -0-)			445,963.		
c Adjusted net income (if negative, enter -0-)				79,157.	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		288,123.	522,655.	522,655.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶		103.		
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 9		307,369.	209,149.	217,318.
	b	Investments - corporate stock STMT 10		898,201.	1,183,885.	1,550,569.
	c	Investments - corporate bonds STMT 11		328,254.	326,686.	369,364.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 12		450,562.	448,985.	390,769.	
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		2,272,612.	2,691,360.	3,050,675.	
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				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		2,272,612.	2,691,360.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		0.	0.	
30	Total net assets or fund balances		2,272,612.	2,691,360.		
31	Total liabilities and net assets/fund balances		2,272,612.	2,691,360.		

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	2,272,612.
2	Enter amount from Part I, line 27a	2	441,706.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,714,318.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	22,958.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,691,360.

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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			
b SEE ATTACHED STATEMENT			
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 1,168,291.		782,665.	385,626.

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			385,626.

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	385,626.
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). If (loss), enter -0- in Part I, line 8		3	50,813.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	215,500.	2,704,944.	.079669
2009	226,940.	2,270,353.	.099958
2008	217,750.	2,526,101.	.086200
2007	221,000.	2,668,515.	.082818
2006	225,867.	2,499,237.	.090374

2 Total of line 1, column (d)	2	.439019
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	.087804
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,007,321.
5 Multiply line 4 by line 3	5	264,055.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,460.
7 Add lines 5 and 6	7	268,515.
8 Enter qualifying distributions from Part XII, line 4	8	240,000.

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.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	8,919.
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	0.
3 Add lines 1 and 2		3	8,919.
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	8,919.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,421.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	13,421.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	35.	
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	4,467.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ 4,467. Refunded ☐	11	0.	

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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
1c 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. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
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 instructions) ☐ IL		
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? 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	

N/A

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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 instructions)	11		X
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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of GARY HOLZMAN C/O BROWN & BROWN LLC Telephone no. 312-849-4546 Located at 225 W. WASHINGTON ST., SUITE 1650, CHICAGO, IL ZIP+4 60606			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	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.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
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 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.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 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) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	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)? ☐ 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 instructions)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐ N/A

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). N/A

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? ☐ Yes ☒ No

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? ☐ Yes ☒ No

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.

(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
SEE STATEMENT 14		0.	0.	0.

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

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

Total number of other employees paid over \$50,000 ☐ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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 2,494,060.
b	Average of monthly cash balances	1b 370,183.
c	Fair market value of all other assets	1c 188,875.
d	Total (add lines 1a, b, and c)	1d 3,053,118.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.
2	Acquisition indebtedness applicable to line 1 assets	2 0.
3	Subtract line 2 from line 1d	3 3,053,118.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 45,797.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 3,007,321.
6	Minimum investment return. Enter 5% of line 5	6 150,366.

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.)

1	Minimum investment return from Part X, line 6	1 150,366.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 8,919.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 8,919.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 141,447.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 141,447.
6	Deduction from distributable amount (see instructions)	6 0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 141,447.

Part XII Qualifying Distributions (see 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 240,000.
b	Program-related investments - total from Part IX-B	1b 0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a
b	Cash distribution test (attach the required schedule)	3b
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 240,000.
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	5 0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 240,000.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				141,447.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	107,171.			
b From 2007	95,610.			
c From 2008	92,685.			
d From 2009	114,542.			
e From 2010	85,987.			
f Total of lines 3a through e	495,995.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	240,000.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				141,447.
e Remaining amount distributed out of corpus	98,553.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	594,548.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	107,171.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	487,377.			
10 Analysis of line 9:				
a Excess from 2007	95,610.			
b Excess from 2008	92,685.			
c Excess from 2009	114,542.			
d Excess from 2010	85,987.			
e Excess from 2011	98,553.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) **N/A**

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 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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					
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 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).)

SEE STATEMENT 15

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

NONE

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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:

1335 FOUNDATION

Form 990-PF (2011)

C/O BROWN & BROWN, LLC

36-3701371

Page 11

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ANTI-DEFAMATION LEAGUE 309 W. WASHINGTON, SUITE 750 CHICAGO, IL 60606	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	500.
ARMITAGE ACADEMY 6032 EIGHTH AVENUE KENOSHA, WI 53140	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
AURORA MEDICAL CENTER 10400 75TH STREET KENOSHA, WI 53142	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	3,000.
BEREA COLLEGE BEREA COLLEGE BEREA, KY 40404	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	1,500.
BOYS AND GIRLS CLUB 1715 52ND STREET KENOSHA, WI 53140	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
Total	SEE CONTINUATION SHEET(S)			240,000.
b Approved for future payment				
NONE				
Total				0.

Form 990-PF (2011)

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions 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		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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.		

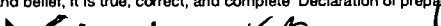
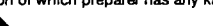
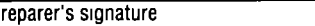
[illegible]

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
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No		
	 Signature of officer or trustee		8/28/12 Date		 Title		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check ☐ if self-employed	PTIN
	JENNIFER J. DOBOSH				8/23/12		P00851182
	Firm's name  BROWN & BROWN, LLC					Firm's EIN  36-4160073	
	Firm's address  225 W. WASHINGTON ST. - SUITE 1650 CHICAGO, IL 60606					Phone no. 312-327-2095	

Form **990-PF** (2011)

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

1335 FOUNDATION
C/O BROWN & BROWN, LLC

Employer identification number

36-3701371

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.



\$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization 1335 FOUNDATION C/O BROWN & BROWN, LLC	Employer identification number 36-3701371
---	---

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ELIZABETH K. BROWN 6926 2ND AVENUE KENOSHA, WI 53143	\$ 200,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	HOWARD J. BROWN 6926 2ND AVENUE KENOSHA, WI 53143	\$ 167,885.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization 1335 FOUNDATION C/O BROWN & BROWN, LLC	Employer identification number 36-3701371
---	---

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>2</u>	<u>3,840 SHARES OF OAKMARK ("OAKMX")</u> _____ _____ _____	\$ <u>167,885.</u>	<u>02/09/11</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization

1335 FOUNDATION

C/O BROWN & BROWN, LLC

Employer identification number

36-3701371

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

HARRIS ASSOCIATES L.P.
REALIZED GAINS AND LOSSES
1335 FOUNDATION

From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
07-12-10	01-10-11	15,000.00	Omnicare Inc XXXXCD11@100 6.125% Due 06-01-13	15,003.00	-0.48	15,153.15	150.63	
08-13-91	02-10-11	3,840.000	Oakmark	40,742.40		167,923.20		127,180.80
08-06-09	02-17-11	1,300.00	Abbott Labs	56,755.40		60,216.40		3,461.00
10-29-08	02-17-11	1,300.00	Rockwell Collins	47,768.37		85,279.79		37,511.42
05-12-10	02-17-11	300.00	Concho Resources	16,630.56		31,603.96	14,973.40	
10-12-09	02-18-11	2,000.00	Diebold	64,408.80		70,459.04		6,050.24
01-28-10	02-18-11	500.00	Diebold	13,823.65		17,614.76		3,791.11
07-12-10	03-11-11	10,000.00	Omnicare Inc XXXXCD11@100 6.125% Due 06-01-13	10,002.00	-0.43	10,102.10	100.53	
05-12-10	03-22-11	1,000.00	Concho Resources	55,435.19		107,408.43	51,973.24	
10-23-06	03-31-11	50,000	US Treasury Note 4.750% Due 03-31-11	49,914.30	85.70	50,000.00		0.00
07-12-10	05-09-11	5,000.00	Omnicare Inc XXXXCD11@100 6.125% Due 06-01-13	5,001.00	-0.27	5,051.05	50.32	
07-12-10	06-01-11	5,000.00	Omnicare Inc XXXXCD11@100 6.125% Due 06-01-13	5,001.00	-0.29	5,000.00	-0.71	
03-12-09	07-05-11	2,000.00	Microsoft	33,855.00		51,854.20		17,999.20
03-10-10	07-05-11	5,500.00	Sara Lee	76,460.00		105,836.01		29,376.01
02-15-07	07-05-11	297.61	Walter Investment Mgmt	3,033.00		6,840.00		3,807.00
12-24-08	07-05-11	598.56	Walter Investment Mgmt	3,972.47		13,756.90		9,784.43
04-20-09	07-05-11	197.83	Walter Investment Mgmt	2,730.05		4,546.78		1,816.73
07-08-10	07-14-11	50,000	FHLMC CD11 2.500% Due 01-14-16	49,935.00	11.30	50,000.00		53.70
08-04-06	07-31-11	50,000	US Treasury Note 4.875% Due 07-31-11	50,105.70	-105.70	50,000.00		0.00
07-12-10	08-08-11	4,000.00	Omnicare Inc XXXXCD11@100 6.125% Due 06-01-13	4,000.80	-0.28	4,000.00		-0.52
03-05-08	08-22-11	50,000.00	GE Capital 5.720% Due 08-22-11	50,785.00	-785.00	50,000.00		0.00
07-12-10	10-20-11	11,000.00	Omnicare Inc XXXXCD11@100 6.125% Due 06-01-13	11,002.20	-0.92	11,000.00		-1.28
03-12-09	12-01-11	1,000.00	Goodrich	34,233.50		122,595.54		88,362.04
03-22-11	12-01-11	1,000.00	Toyota Motor ADR	82,862.60		65,759.13	-17,103.47	
TOTAL GAINS							67,248.12	329,193.68
TOTAL LOSSES							-17,104.18	-1.80
				783,460.99	-796.37	1,162,000.44	50,143.94	329,191.89

TOTAL SUPERVISED REALIZED GAIN/LOSS 379,335.82
NO CAPITAL GAINS DISTRIBUTIONS

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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	FROM PASS THROUGH (MARKETABLE SECURITIES LLC)	P	VARIOUS	VARIOUS
b	FROM PASS THROUGH (MARKETABLE SECURITIES LLC)	P	VARIOUS	VARIOUS
c	PERSHING'S LLC - COVERED ST	P	03/22/11	12/01/11
d	PERSHING'S LLC - NON-COVERED ST	P	VARIOUS	VARIOUS
e	PERSHING'S LLC - LT	P	VARIOUS	VARIOUS
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 669.			669.
b 5,621.			5,621.
c 65,759.		82,863.	<17,104.>
d 174,319.		107,071.	67,248.
e 921,923.		592,731.	329,192.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			** 669.
b			5,621.
c			** <17,104.>
d			** 67,248.
e			329,192.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	385,626.
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). If (loss), enter "-0-" in Part I, line 8	3	50,813.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
FROM PASS THROUGH (MARKETABLE SECURITIES LLC)	PURCHASED	VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
669.	0.	0.	0.	669.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
FROM PASS THROUGH (MARKETABLE SECURITIES LLC)	PURCHASED	VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,621.	0.	0.	0.	5,621.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
PERSHING'S LLC - COVERED ST	PURCHASED	03/22/11	12/01/11	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
65,759.	82,863.	0.	0.	<17,104.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PERSHING LLC - NON-COVERED ST	174,319.	107,071.	0.	0.	67,248.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PERSHING LLC - LT	921,923.	719,873.	0.	0.	202,050.

CAPITAL GAINS DIVIDENDS FROM PART IV 0.

TOTAL TO FORM 990-PF, PART I, LINE 6A 258,484.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
MARKETABLE SECURITIES, LLC	74.
MARKETABLE SECURITIES, LLC - TAX EXEMPT	91.
PERSHING	25,776.
PERSHING - OID	2,045.
PERSHING - U.S.GOVERNMENT INTEREST	7,241.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	35,227.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	3
-------------	--	-----------	---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MARKETABLE SECURITIES, LLC	3,978.	0.	3,978.
PERSHING	39,998.	0.	39,998.
TOTAL TO FM 990-PF, PART I, LN 4	43,976.	0.	43,976.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM PASS THROUGH MARKETABLE SECURITIES	<46.>	<46.>	<46.>
TOTAL TO FORM 990-PF, PART I, LINE 11	<46.>	<46.>	<46.>

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	15,922.	15,922.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	15,922.	15,922.	0.	0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID-MARKETABLE	246.	246.	0.	0.
FOREIGN TAXES PAID-PERSHING	1,231.	1,231.	0.	0.
FEDERAL TAXES PAID	5,000.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	6,477.	1,477.	0.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FROM PASS THROUGH MARKETABLE SECURITIES	1,123.	1,123.	0.	0.	
BANK FEES	273.	273.	0.	0.	
ANNUAL REPORT FEES	25.	25.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	1,421.	1,421.	0.	0.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	8
DESCRIPTION	AMOUNT				
REVERSAL OF MARKETABLE SECURITIES LLC'S FLOW-THROUGH INCOME	9,018.				
PRIOR YEAR UNCLEARED CHECKS	10,000.				
ACCRUED DIVIDENDS	3,914.				
BASIS ADJUSTMENT	26.				
TOTAL TO FORM 990-PF, PART III, LINE 5	22,958.				

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	9
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
50,000 U.S. TREASURY NOTES 3/31/11	X		0.	0.	
50,000 U.S. TREASURY NOTES 7/31/11	X		0.	0.	
50,000 U.S. TREASURY NOTES 2/15/12	X		50,391.	50,283.	
50,000 US TREASURY DUE 7/15/14	X		56,120.	64,718.	
50,000 FEDERAL HOME LOAN MTG 01/14/16	X		0.	0.	
50,000 MONONA WIS RFDG 10/01/15		X	50,903.	50,966.	
50,000 ILLINOIS ST PENSION 6/1/14		X	51,735.	51,351.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			106,511.	115,001.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			102,638.	102,317.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			209,149.	217,318.	

FORM 990-PF	CORPORATE STOCK	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
2,300 SHS PENTAIR INC	69,285.	76,567.
1,000 SHS WALTER ENERGY INC	13,980.	60,560.
1,200 SHS DIEGO PLC SPONS ADR	50,506.	104,904.
1,750 SHS NESTLE SA SPONS ADR	42,049.	101,059.
1,060 SHS PEPSICO	1,896.	70,331.
4,000 SHS LEGGETT & PLATT	53,504.	80,640.
1,300 SHS ROCKWELL COLLINS	0.	0.
1,300 SHS ABBOTT LABS	0.	0.
1,600 SHS COVIDIEN	59,069.	72,016.
2,500 SHS DIEBOLD	0.	0.
1,000 SHS GOODRICH	0.	0.
1,200 SHS ILLINOIS TOOL WORKS	34,200.	56,052.
3,000 SHS INTEL	46,335.	72,750.
2,000 SHS MICROSOFT	0.	0.
1,500 SHS SNAP-ON	46,929.	75,930.
1,094 SHS WALTER INVESTMENT MGMT	0.	0.
2,500 SHS CENOVUS ENERGY INC	71,342.	83,000.
1,300 SHS CONCHO RES INC COM	0.	0.
5,500 SHS SARA LEE CORP	0.	0.
2,000 SHS CARNIVAL CORP PAIRED CTF	77,912.	65,280.
1,100 SHS FEDEX CORP	90,427.	91,861.
1,300 SHS GREIF INC.	85,099.	59,215.
3,400 SHS HNI CORP.	86,190.	88,740.
1,800 SHS RANGE RES CORP.	88,156.	111,492.
3,000 SHS REPUBLIC SVCS INC.	90,027.	82,650.
2,600 SHS TEXAS INSTRUMENTS INC.	85,457.	75,686.
1,200 SHS VISA INC.	91,522.	121,836.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,183,885.	1,550,569.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
50,000 SHS BROADRIDGE FINL SOLUTIONS, INC	37,750.	52,398.
50,000 SHS GE CAPITAL CORP	0.	0.
50,000 SHS PARTNERRE FINANCIAL	49,350.	55,086.
50,000 SHS ALLIANT TECH SYSTEMS	46,510.	51,250.
50,000 SHS YUM BRAND	46,949.	58,591.
50,000 SHS MARTINMARIETTA	46,510.	52,685.
50,000 SHS OMNICARE INC SR SUB NT	0.	0.
50,000 SHS BEST BUY 5.50% DUE 3/15/21	47,982.	47,829.
50,000 SHS WOOLWORTH CORP DEB N/C 1998	51,635.	51,525.
TOTAL TO FORM 990-PF, PART II, LINE 10C	326,686.	369,364.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
12,199.06 SHS OAKMARK INTL FUND	COST	177,633.	201,894.
.2798700% INTEREST IN MARKETABLE	COST	271,352.	188,875.
TOTAL TO FORM 990-PF, PART II, LINE 13		448,985.	390,769.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT 13
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NAME OF CONTRIBUTOR	ADDRESS
HOWARD J BROWN	6926 2ND AVENUE KENOSHA, WI 53143
ELIZABETH K. BROWN	6926 2ND AVENUE KENOSHA, WI 53143

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 14
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HOWARD J. BROWN 6926 2ND AVENUE KENOSHA, WI 53143	PRESIDENT/TREASURER 0.00	0.	0.	0.
ELIZABETH K. BROWN 6926 2ND AVENUE KENOSHA, WI 53143	PRESIDENT/TREASURER 0.00	0.	0.	0.
LUCILLE BROWN MINN 7 OVERHOLT PASS EDINA, MN 55439	DIRECTOR 0.00	0.	0.	0.
STEVEN MINN 7 OVERHOLT PASS EDINA, MN 55439	DIRECTOR 0.00	0.	0.	0.
SARAH BROWN RUSS 3765 FARBAR STREET HOUSTON, TX 77005	DIRECTOR 0.00	0.	0.	0.
MARK RUSS 3765 FARBAR STREET HOUSTON, TX 77005	DIRECTOR 0.00	0.	0.	0.
AMY BROWN TUCHLER 2983 TECHNY NORTHBROOK, IL 60062	DIRECTOR 0.00	0.	0.	0.
JAMES TUCHLER 2983 TECHNY NORTHBROOK, IL 60062	DIRECTOR 0.00	0.	0.	0.
GARY HOLZMAN 225 W. WASHINGTON ST. CHICAGO, IL 60606	ASST. SECRETARY/ASST. TREASURER 0.00	0.	0.	0.
JENNIFER SKORZEWSKI 225 W. WASHINGTON ST. CHICAGO, IL 60606	ASST. SECRETARY/ASST. TREASURER 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

1335 FOUNDATION C/O BROWN & BROWN, LLC

36-3701371

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 15

NAME OF MANAGER

HOWARD J. BROWN
ELIZABETH K. BROWN

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
BRANDEIS UNIVERSITY DEVELOPMENT OFFICE WALTHAM, MA 02154	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,000.
CARTHAGE COLLEGE 2001 ALFORD DRIVE KENOSHA, WI 53140	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	25,000.
COLUMBIA UNIVERSITY-JOURNALISM FUND 709 JOURNALISM BUILDING NEW YORK, NY 10027	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,500.
CONNECTICUT COLLEGE 270 MOHEGAN AVENUE NEW LONDON, CT 06320	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	500.
GATEWAY TECHNICAL COLLEGE 3520 30TH AVENUE KENOSHA, WI 53144	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
GOODWILL INDUSTRIES 8600 SHERIDAN ROAD KENOSHA, WI 53143	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,000.
GREATER KENOSHA FOUNDATION 600 52ND STREET KENOSHA, WI 53104	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
KENOSHA ACHIEVEMENT CENTER 1218 79TH STREET KENOSHA, WI 53143	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,000.
KENOSHA COMMUNITY HEALTH CENTER 4536 22ND AVENUE KENOSHA, WI 53140	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
KENOSHA COUNTY HISTORICAL SOCIETY 6300 THIRD AVENUE KENOSHA, WI 53140	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	3,000.
Total from continuation sheets				225,000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
KENOSHA JEWISH WELFARE FUND 3523 14TH STREET KENOSHA, WI 53144	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	12,500.
KENOSHA LITERACY COUNCIL 2424 63RD STREET KENOSHA, WI 53143	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,000.
KENOSHA PUBLIC LIBRARY FOUNDATION PO BOX 1414 KENOSHA, WI 53141	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
KENOSHA PUBLIC MUSEUMS 5608 TENTH AVENUE KENOSHA, WI 53140	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	3,000.
NEWSPAPER MANAGEMENT CENTER 1845 SHERIDAN ROAD EVANSTON, IL 60208	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,000.
NORTHWESTERN UNIVERSITY-MEDILL SCHOOL OF JOURNALISM 2020 RIDGE AVENUE EVANSTON, IL 60201	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
PHILLIPS EXETER ACADEMY PHILLIPS EXETER ACADEMY EXETER, NH 03833	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	10,000.
PHILLIPS EXETER ACADEMY PHILLIPS EXETER ACADEMY EXETER, NH 03833	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	10,000.
PRINCETON UNIVERSITY 330 ALEXANDER STREET PRINCETON, NJ 08554	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	25,000.
SALVATION ARMY PO BOX 366 KENOSHA, WI 53140	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SHALVA P.O. BOX 46375 CHICAGO, IL 60646	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
ST. JOHN'S SCHOOL 2401 CLAREMONT LANE HOUSTON, TX 77019	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
ST. JOSEPH HIGH SCHOOL 2401 69TH STREET KENOSHA, WI 53143	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	3,000.
THE SHALOM CENTER 1713 62ND AVENUE KENOSHA, WI 53143	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,000.
UNITED HOSPITAL CENTER 6308 EIGHTH AVENUE KENOSHA, WI 53140	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
UNIVERSITY OF CHICAGO-LAB SCHOOLS 1362 EAST 59TH STREET CHICAGO, IL 60637	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	10,000.
UNIVERSITY OF WISCONSIN-PARKSIDE 900 WOOD ROAD PO BOX 2000 KENOSHA, WI 53141	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,000.
WILLISTON NORTHAMPTON SCHOOL 19 PAYSON AVENUE EASTHAMPTON, MA 01027	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
WOMEN & CHILDREN'S HORIZONS POST OFFICE BOX 792 KENOSHA, WI 53140	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
WOMEN & CHILDREN'S HORIZONS FOUNDATION POST OFFICE BOX 792 KENOSHA, WI 53140	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
YMCA 7101 53RD STREET KENOSHA, WI 53144	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
YOUTH COMMUNICATION 600 S. MICHIGAN AVENUE CHICAGO, IL 60605	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
THE PRARIE SCHOOL 4050 LIGHTHOUSE DRIVE RACINE, WI 53402	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
CAMP WARREN YMCA 3726 MILLER TRUNK ROAD EVELETH, MN 55734	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	25,000.
PRINCETON UNIVERSITY 330 ALEXANDER STREET PRINCETON, NJ 08554	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	12,500.
NORTHSIDE ACHIEVEMENT ZONE 1200 WEST BROADWAY AVE, SUITE 250 MINNEAPOLIS, MN 55411	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	25,000.
PROJECT FOR PRIDE IN LIVING 1035 EAST FRANKLIN AVENUE MINNEAPOLIS, MN 55404	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
Total from continuation sheets				

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☐ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or ☐
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ☐ Telephone No. ☐ 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.

- 4 I request an additional 3-month extension of time until _____, 20 ____.
- 5 For calendar year _____, or other tax year beginning _____, 20 _____, and ending _____, 20 ____.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension _____

8a 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.	8a	\$
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 and any amount paid previously with Form 8868.	8b	\$
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶

Jerry Hoffman

Title ▶

ASSISTANT TREASURER

Date ▶

5/14/12

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions	
Type or print Name of exempt organization or other filer, see instructions. 1335 FOUNDATION C/O BROWN & BROWN, LLC	Employer identification number (EIN) or ☒ 36-3701371
Number, street, and room or suite no. If a P.O. box, see instructions. 225 WEST WASHINGTON STREET, SUITE 1650	Social security number (SSN) ☐
City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO, IL 60606	

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-BL	02	Form 1041-A	08
Form 990-EZ	01	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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of **GARY HOLZMAN, 225 W. WASHINGTON ST., SUITE 1650, CHICAGO, IL 60606**

Telephone No. **312-849-4546** FAX No. **312-628-0270**

• 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.

- 4 I request an additional 3-month extension of time until **NOVEMBER 15**, 20 **12**.
- 5 For calendar year **2011**, or other tax year beginning, 20, and ending, 20
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension **THE TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER THE NECESSARY INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN.**

8a 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.	8a	\$	13,421
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 and any amount paid previously with Form 8868.	8b	\$	13,421
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	NONE

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶

Gary Holzman

Title ▶ **ASSISTANT TREASURER**

Date ▶

8/2/12

Form **8868**

(Rev. January 2012)

Department of the Treasury
Internal Revenue Service**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 ☒
- 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.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. 1335 FOUNDATION C/O BROWN & BROWN, LLC	Employer identification number (EIN) or ☒ 36-3701371
	Number, street, and room or suite no. If a P.O. box, see instructions 225 W. WASHINGTON STREET, SUITE 1650	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO, IL 60606	

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	01	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 ► **GARY HOLZMAN, 225 W. WASHINGTON ST., SUITE 1650, CHICAGO, IL 60606**

Telephone No. ► **312-849-4546** FAX No. ► **312-628-0270**

- 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 **AUGUST 15**, 20 **12**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 20 **11** 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	\$	13,420
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	\$	3,420
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	\$	10,000

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 Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Cat No 27916D

Form **8868** (Rev. 1-2012)