Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: THE BRINSON FOUNDATION

A Employer identification number: 68-0656415

Number and street (or P O box number if mail is not delivered to street address): 737 NORTH MICHIGAN AVENUE — Room/suite: 1850

B Telephone number: (312) 799-4500

City or town, state, and ZIP code: CHICAGO, IL 60611

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: [X] 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) ▶$ 89,296,127.

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

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)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	714.	714.		STATEMENT 1
	4 Dividends and interest from securities	2,041,153.	2,037,401.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,836,228.			
	b Gross sales price for all assets on line 6a 4,633,302.				
	7 Capital gain net income (from Part IV, line 2)		4,836,228.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	943,411.	945,554.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	7,821,506.	7,819,897.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	225,493.	13,867.		211,626.
	14 Other employee salaries and wages	229,782.	0.		229,782.
	15 Pension plans, employee benefits	112,095.	0.		112,095.
	16a Legal fees STMT 4	7,895.	0.		7,895.
	b Accounting fees STMT 5	28,150.	0.		28,150.
	c Other professional fees STMT 6	381,766.	339,884.		41,882.
	17 Interest				
	18 Taxes STMT 7	358,937.	82,836.		0.
	19 Depreciation and depletion	7,647.	0.		
	20 Occupancy	29,546.	0.		29,546.
	21 Travel, conferences, and meetings	23,028.	375.		22,653.
	22 Printing and publications	9,412.	0.		9,412.
	23 Other expenses STMT 8	574,549.	496,723.		77,344.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,988,300.	933,685.		770,385.
	25 Contributions, gifts, grants paid	3,347,000.			3,347,000.
	26 Total expenses and disbursements. Add lines 24 and 25	5,335,300.	933,685.		4,117,385.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	2,486,206.			
	b **Net investment income** (if negative, enter -0-)		6,886,212.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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		300.	299.	299.
	2 Savings and temporary cash investments		17,064,630.	13,899,033.	13,899,033.
	3 Accounts receivable ▶	9,963.			
	Less: allowance for doubtful accounts ▶		38,049.	9,963.	9,963.
	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	994,151.	1,241,888.	1,395,553.
	b Investments - corporate stock	STMT 10	12,178,852.	18,622,950.	19,935,864.
	c Investments - corporate bonds	STMT 11	1,284,824.	1,513,755.	1,614,141.
	11 Investments - land, buildings, and equipment: basis ▶	360,167.			
	Less accumulated depreciation ▶	208,263.	159,551.	151,904.	151,904.
	12 Investments - mortgage loans				
	13 Investments - other	STMT 12	56,769,567.	55,537,414.	52,289,370.
	14 Land, buildings, and equipment: basis ▶				
	Less accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 **Total assets** (to be completed by all filers)		88,489,924.	90,977,206.	89,296,127.
Liabilities	17 Accounts payable and accrued expenses		2,924.	4,001.	
	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)		2,924.	4,001.	
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 ▶ [X] and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		88,487,000.	90,973,205.	
	30 **Total net assets or fund balances**		88,487,000.	90,973,205.	
	31 **Total liabilities and net assets/fund balances**		88,489,924.	90,977,206.	

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	88,487,000.
2	Enter amount from Part I, line 27a	2	2,486,206.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	90,973,206.
5	Decreases not included in line 2 (itemize) ▶ ROUNDING	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	90,973,205.

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 STATEMENTS			
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	4,633,302.		4,209,037.	4,836,228.

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				4,836,228.

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 — 4,836,228.

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 — N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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	3,993,817.	89,268,420.	.044739
2009	4,084,263.	80,322,373.	.050848
2008	5,314,911.	96,181,926.	.055259
2007	5,462,613.	110,247,875.	.049548
2006	4,923,569.	102,581,279.	.047997

2	Total of line 1, column (d)	2	.248391
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	.049678
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	94,020,871.
5	Multiply line 4 by line 3	5	4,670,769.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	68,862.
7	Add lines 5 and 6	7	4,739,631.
8	Enter qualifying distributions from Part XII, line 4	8	4,117,385.

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.

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	137,724.
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	137,724.
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	137,724.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	266,829.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	266,829.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	129,105.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 129,105. **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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 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.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see 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*	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)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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?	13	X	

Website address ▶ WWW.BRINSONFOUNDATION.ORG

14 The books are in care of ▶ KATHERINE L. SMITH Telephone no. ▶ (312) 799-4304
Located at ▶ 737 NORTH MICHIGAN AVENUE, STE 1810, CHICAGO, IL ZIP+4 ▶ 60611

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

			Yes	No
16	At any time during calendar year 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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	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			
	(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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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.)*	3b		X
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 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)? N/A | 5b |

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

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

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

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

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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 13		225,493.	35,098.	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
JAMES BARNES * - 737 N. MICHIGAN AVE, SUITE 1850, CHICAGO, IL 60611	SENIOR PROGRAM OFFICER 37.00	82,153.	32,542.	0.
JULIANNE WALTHER * - 737 N. MICHIGAN AVE, SUITE 1850, CHICAGO, IL 60611	SENIOR PROGRAM OFFICER 40.00	83,825.	29,690.	0.
CHERYL A. HEADS * - 737 N. MICHIGAN AVE, SUITE 1850, CHICAGO, IL 60611	GRANTS MANAGER 40.00	63,804.	14,765.	0.

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

* COMPENSATION PROVIDED TO THE SENIOR PROGRAM OFFICERS AND GRANTS MANAGER WAS PAID THROUGH INSPERITY, AN UNRELATED MANAGEMENT SERVICES CO.

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
UBS GLOBAL ASSET MANAGEMENT 1 N. WACKER DRIVE, CHICAGO, IL	INVESTMENT MANAGEMENT FEES	176,064.
GP BRINSON INVESTMENTS - 737 N. MICHIGAN AVE, SUITE 1810, CHICAGO, IL 60611	INVESTMENT & FINANCIAL SERVICES	108,863.
STAIRWAY PARTNERS, LLC 2215 YORK ROAD, SUITE 515, CHICAGO, IL 60523	INVESTMENT & FINANCIAL SERVICES	69,357.
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	0.
2	
All other program-related investments. See instructions. 3 N/A	0.
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	95,007,829.
b	Average of monthly cash balances	1b	444,832.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	95,452,661.
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	95,452,661.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,431,790.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	94,020,871.
6	**Minimum investment return.** Enter 5% of line 5	6	4,701,044.

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	4,701,044.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 137,724.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	137,724.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,563,320.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,563,320.
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	4,563,320.

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	4,117,385.
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	4,117,385.
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	4,117,385.

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				4,563,320.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			192,034.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶$ 4,117,385.				
a Applied to 2010, but not more than line 2a			192,034.	
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				3,925,351.
e Remaining amount distributed out of corpus	0.			
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	0.			
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				637,969.
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	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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).)

GARY P. BRINSON

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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 14	N/A	SEE STATEMENT 14	SEE STATEMENT 14	3,347,000.
Total ▶ 3a				3,347,000.
b Approved for future payment				
SEE STATEMENT 15	N/A	SEE STATEMENT 15	SEE STATEMENT 15	380,000.
Total ▶ 3b				380,000.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	714.	
4 Dividends and interest from securities			14	2,041,153.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	900003	<2,143.>	14	945,554.	
8 Gain or (loss) from sales of assets other than inventory			18	4,836,228.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		<2,143.>		7,823,649.	0.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 7,821,506.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date 11/14/12 | Title President

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
WILLIAM C. SQUIRES		11/13/12		P00436818

Firm's name ▶ DELOITTE TAX LLP | Firm's EIN ▶ 86-1065772

Firm's address ▶ 111 S. WACKER DRIVE CHICAGO, IL 60606-4301 | Phone no. (312) 486-1000

123622
12-02-11

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

SOURCE	AMOUNT
JP MORGAN - MONEY MARKET	702.
JP MORGAN - PRIMARY CHECKING	12.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	714.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ADAMS STREET P-SHIP 2011 DEV MKT FUND	90.	0.	90.
ADAMS STREET P-SHIP 2011 DIRECT FUND	32.	0.	32.
ADAMS STREET P-SHIP 2011 EMG MKT FUND	5.	0.	5.
ADAMS STREET P-SHIP 2011 U.S. FUND	1,966.	0.	1,966.
ADAMS STREET P-SHIP FUND 2002 NON-U.S. FUND	18,745.	0.	18,745.
ADAMS STREET P-SHIP FUND 2002 U.S. FUND	61,146.	0.	61,146.
ADAMS STREET P-SHIP FUND 2004 NON-U.S. FUND	26,097.	0.	26,097.
ADAMS STREET P-SHIP FUND 2004 U.S. FUND	37,380.	0.	37,380.
GCP FUND REIT LLC	202.	0.	202.
GS MEZZANINE PARTNERS III OFFSHORE, LP	38,065.	0.	38,065.
GS MEZZANINE PARTNERS V OFFSHORE, LP	55,200.	0.	55,200.
JP MORGAN (#5000/#5003/#0857)	600,409.	4,445.	595,964.
UBS GLOBAL SECURITIES FUND	1,202,509.	0.	1,202,509.
UBS GLOBAL SECURITIES FUND - T/E	3,752.	0.	3,752.
TOTAL TO FM 990-PF, PART I, LN 4	2,045,598.	4,445.	2,041,153.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
UBS GLOBAL SECURITIES FUND	925,979.	925,979.	
ADAMS STREET P-SHIP FUND 2002 U.S. FUND	9,352.	9,352.	
ADAMS STREET P-SHIP FUND 2002 U.S. FUND	4,382.	0.	
ADAMS STREET P-SHIP FUND 2002 NON-U.S. FUND	736.	736.	
ADAMS STREET P-SHIP FUND 2002 NON-U.S. FUND	<16.>	0.	
ADAMS STREET P-SHIP FUND 2004 U.S. FUND	8,007.	8,007.	
ADAMS STREET P-SHIP FUND 2004 U.S. FUND	<6,378.>	0.	
ADAMS STREET P-SHIP FUND 2004 NON-U.S. FUND	1,086.	1,086.	
ADAMS STREET P-SHIP FUND 2004 NON-U.S. FUND	<21.>	0.	
ADAMS STREET P-SHIP FUND 2011 DEV MKT FUND	24.	24.	
ADAMS STREET P-SHIP FUND 2011 DEV MKT FUND	<21.>	0.	
ADAMS STREET P-SHIP FUND 2011 U.S. FUND	370.	370.	
ADAMS STREET P-SHIP FUND 2011 U.S. FUND	<89.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	943,411.	945,554.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
QUARLES & BRADY (LEGAL SERVICES)	7,500.	0.		7,500.
USTMS (LEGAL SERVICES)	395.	0.		395.
TO FM 990-PF, PG 1, LN 16A	7,895.	0.		7,895.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DELOITTE TAX LLP (ACCOUNTING SERVICES)	5,150.	0.		5,150.
DELOITTE & TOUCHE LLP (ACCOUNTING SERVICES)	23,000.	0.		23,000.
TO FORM 990-PF, PG 1, LN 16B	28,150.	0.		28,150.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
G.P. BRINSON INVESTMENTS (FINANCIAL SERVICES)	14,400.	0.		14,400.
G.P. BRINSON INVESTMENTS (INVESTMENT FEE)	94,463.	94,463.		0.
UBS GLOBAL ASSET MGMT (INVESTMENT FEES)	176,064.	176,064.		0.
STAIRWAY PARTNERS (INVESTMENT FEES)	69,357.	69,357.		0.
MILLENIA CONSULTING (CONSULTING SERVICE)	3,840.	0.		3,840.
CEP (CONSULTING SERVICES)	8,155.	0.		8,155.
PETERTIL DESIGN PARTNERS (CONSULTING SERVICE)	15,487.	0.		15,487.
TO FORM 990-PF, PG 1, LN 16C	381,766.	339,884.		41,882.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UBS GLOBAL SECURITIES FUND (FOREIGN TAXES PAID)	44,757.	44,757.		0.
JP MORGAN (FOREIGN TAXES PAID)	28,088.	28,088.		0.
ADAMS STREET P-SHIP FUND 2002 U.S. FUND (FOREIGN TAXES PAID)	6,107.	6,107.		0.

ADAMS STREET P-SHIP FUND 2002 NON-U.S. FUND (FOREIGN TAXES PAID)	199.	199.		0.
ADAMS STREET P-SHIP FUND 2004 U.S. FUND (FOREIGN TAXES PAID)	3,286.	3,286.		0.
ADAMS STREET P-SHIP FUND 2004 NON-U.S. FUND (FOREIGN TAXES PAID)	396.	396.		0.
ADAMS STREET P-SHIP FUND 2011 U.S. FUND (FOREIGN TAXES PAID)	3.	3.		0.
FEDERAL EXCISE TAX	275,889.	0.		0.
OTHER TAXES	212.	0.		0.
TO FORM 990-PF, PG 1, LN 18	358,937.	82,836.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UBS GLOBAL SECURITIES FUND	79,178.	79,178.		0.
GCP FUND II REIT LLC	4,281.	4,281.		0.
GCP FUND III REIT LLC	211.	211.		0.
BANK SERVICE FEES	169.	0.		169.
COMPUTER MAINTENANCE	4,657.	0.		4,657.
DUES AND SUBSCRIPTIONS	7,274.	0.		7,274.
IL FILING FEE	25.	0.		25.
INSURANCE	4,343.	0.		4,343.
OFFICE SUPPLIES	1,051.	0.		1,051.
POSTAGE AND DELIVERY	1,307.	0.		1,307.
TELEPHONE	3,742.	0.		3,742.
ADAMS STREET P-SHIP FUND 2002 U.S. FUND	77,423.	77,423.		0.
ADAMS STREET P-SHIP FUND 2002 U.S. FUND - ND EXP	143.	0.		0.
ADAMS STREET P-SHIP FUND 2002 NON-U.S. FUND	12,315.	12,315.		0.
ADAMS STREET P-SHIP FUND 2002 NON-U.S. FUND - ND EXP	1.	0.		0.
ADAMS STREET P-SHIP FUND 2004 U.S. FUND	70,248.	70,248.		0.
ADAMS STREET P-SHIP FUND 2004 U.S. FUND - ND EXP	270.	0.		0.
ADAMS STREET P-SHIP FUND 2004 NON-U.S. FUND	21,754.	21,754.		0.
ADAMS STREET P-SHIP FUND 2004 NON-U.S. FUND - ND EXP	5.	0.		0.
ADAMS ST. P-SHIP 2011 - DIRECT FUND	6,174.	6,174.		0.

ADAMS ST. P-SHIP 2011 - EMERGING MARKETS FUND	3,378.	3,378.		0.
ADAMS ST. P-SHIP 2011 - NON-US DEVELOPING MARKETS FUND	9,192.	9,192.		0.
ADAMS ST. P-SHIP FUND 2011 U.S. FUND	19,201.	19,201.		0.
ADAMS ST. P-SHIP FUND 2011 U.S. FUND - ND EXP	2.	0.		0.
UBS GLOBAL SECURITIES FUND - ND EXP	61.	0.		0.
MISC. EXPENSES	48.	0.		48.
PURCHASED MANAGEMENT SERVICES	54,728.	0.		54,728.
INVESTMENT EXPENSES (JP MORGAN #0857)	192,143.	192,143.		0.
OTHER INVESTMENT EXPENSES	1,225.	1,225.		0.
TO FORM 990-PF, PG 1, LN 23	574,549.	496,723.		77,344.

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
MFO VANGUARD BD INDEX FD	X		838,273.	934,424.
MFO PIMCO FDS PAC INVT MGMT	X		403,615.	461,129.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,241,888.	1,395,553.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,241,888.	1,395,553.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MFO PIMCO FDS PAC INVT MGMT	0.	0.
MFO VANGUARD EMERGING MARKETS STOCK INDEX	2,253,189.	2,212,206.
MFC ISHARES TR MSCI EAFE INDEX FD	2,893,419.	2,823,755.
MFC ISHARES TR RUSSELL 3000 INDEX FD	4,379,586.	4,940,017.
ISHARES S&P GLOBAL 100 INDEX FUND	9,096,756.	9,959,886.
TOTAL TO FORM 990-PF, PART II, LINE 10B	18,622,950.	19,935,864.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MFO TIAA-CREF MUT FDS HIGH YIELD FD	856,755.	949,647.
VANGUARD ST CORPORATE BOND FUND	657,000.	664,494.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,513,755.	1,614,141.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MFO UBS RELATIONSHIP FD GLOBAL SEC FDS	COST	52,282,813.	47,342,764.
ADAMS STREET PSHIP 2002 U.S. FUND	COST	2,470,298.	3,009,711.
ADAMS STREET PSHIP 2002 NON-U.S. FUND	COST	498,069.	464,332.
ADAMS STREET PSHIP 2004 U.S. FUND	COST	1,819,183.	2,230,484.
ADAMS STREET PSHIP 2004 NON-U.S. FUND	COST	790,198.	757,427.
ADAMS ST. P-SHIP 2011 - DIRECT FUND	COST	45,458.	50,770.
ADAMS ST. P-SHIP 2011 - EMERGING MARKETS FUND	COST	14,027.	13,694.
ADAMS ST. P-SHIP 2011 - NON-US DEVELOPING MARKETS FUND	COST	89,244.	99,535.
ADAMS ST. P-SHIP 2011 - U.S. FUND	COST	283,735.	315,012.
GCP FUND II REIT LLC	COST	3,530,434.	4,792,509.
GCREP REIT I	COST	1,182,402.	1,322,686.
GCP FUND III REIT LLC	COST	737,116.	660,011.
GS MEZZANINE PARTNERS III	COST	424,708.	238,062.
GS MEZZANINE PARTNERS V	COST	359,007.	328,098.
ISHARES BARCLAYS 20+ YEAR TREASURY SHORT POSITION	COST	<4,462,112.>	<4,668,125.>
ISHARES BARCLAYS TIPS SHORT POSITION	COST	<4,527,166.>	<4,667,600.>
TOTAL TO FORM 990-PF, PART II, LINE 13		55,537,414.	52,289,370.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GARY P. BRINSON 737 NORTH MICHIGAN, SUITE 1850 CHICAGO, IL 60611	DIRECTOR/CHAIR OF THE BOAR 2.50	0.	0.	0.
SUZANN A. BRINSON 737 NORTH MICHIGAN, SUITE 1850 CHICAGO, IL 60611	DIRECTOR 1.50	0.	0.	0.
MONIQUE DEMERY 737 NORTH MICHIGAN, SUITE 1850 CHICAGO, IL 60611	DIRECTOR 1.50	0.	0.	0.
TALINA SUE MELONE 737 NORTH MICHIGAN, SUITE 1850 CHICAGO, IL 60611	DIRECTOR/SECRETARY 1.50	0.	0.	0.
JAMES D. PARSONS * 737 NORTH MICHIGAN, SUITE 1850 CHICAGO, IL 60611	PRESIDENT 40.00	225,493.	35,098.	0.
THOMAS R. DEMERY 737 NORTH MICHIGAN, SUITE 1850 CHICAGO, IL 60611	DIRECTOR 1.50	0.	0.	0.
ANDREW H. MELONE 737 NORTH MICHIGAN, SUITE 1850 CHICAGO, IL 60611	DIRECTOR 1.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		225,493.	35,098.	0.

* COMPENSATION PROVIDED TO THE PRESIDENT WAS PAID THROUGH INSPERITY, AN UNRELATED MANAGEMENT SERVICES CO.

Name	Address	Purpose	Amount	Tax Status
Access Community Health Network	600 West Fulton Street Suite 200 Chicago, IL 60661	High School Based Health Clinic	$30,000	Public Charity
ACCION International	56 Roland Street Suite 300 Boston, MA 02129	Microfinance Program - Ghana and Technical Assistance	$22,500	Public Charity
Acumen Funds	76 Ninth Avenue Suite 315 New York, NY 10011	Global Fellows Program	$40,000	Public Charity
Adler Planetarium & Astronomy Museum	1300 S. Lake Shore Drive Chicago, IL 60605-2403	Cosmology and Astrophysics Research and Technical Assistance	$81,000	Public Charity
Advance Illinois	50 E. Washington St. Suite 410 Chicago, IL 60602	Education Pioneer at the Illinois State Board of Education	$5,000	Public Charity
After School Matters	66 E. Randolph Chicago, IL 60601	Science 37 - STEM Education Programs	$25,000	Public Charity
American Cancer Society	Illinois Division Inc. 225 N. Michigan Ave. Suite 1200 Chicago, IL 60601	High School Student Summer Research Program	$25,000	Public Charity
America's Foundation for Chess	11120 NE 33rd Place Suite 105 Bellevue, WA 98004	General Support and Technical Assistance	$37,000	Public Charity
Art Institute of Chicago	111 S. Michigan Ave. Chicago, IL 60603-6404	Education Programs	$70,000	Public Charity
Associated Colleges of Illinois	70 E. Lake Street Suite 1418 Chicago, IL 60601	College Readiness - Intensive Science and Math Experience, and Technical Assistance	$22,500	Public Charity
Ayn Rand Institute	2121 Alton Parkway Suite 250 Irvine, CA 92606	Free Books to Teachers Campaign	$30,000	Public Charity
Ayn Rand Institute	2121 Alton Parkway Suite 250 Irvine, CA 92606	Debate Series	$10,000	Public Charity
California Institute of Technology	1200 E. California Blvd. Pasadena, CA 91125	Theoretical Gravitational Wave Research	$60,000	Public Charity
Cara Program	237 S. Desplaines Chicago, Illinois 60661	General Support and Technical Assistance	$22,500	Public Charity
Carnegie Institution of Washington	1530 P Street, NW Washington, DC 20005	Icelandic Volcano Eruption Triggering Process Research	$50,000	Public Charity
Carole Robertson Center for Learning	2020 W. Roosevelt Rd. Chicago, IL 60608	General Support	$25,000	Public Charity
CERGE – EI Foundation USA	715 Queen Anne Road Teaneck, NJ 07666	Brinson Fellows Ph.D. Scholarship Program	$25,000	Public Charity
Chicago Academy of Sciences	2430 North Cannon Dr. Chicago, IL 60614	Education Programs	$35,000	Public Charity
Chicago Architecture Foundation	224 S. Michigan Ave. Chicago, IL 60604-2500	Education Programs, Curriculum Development and Technical Assistance	$42,500	Public Charity
Chicago Foundation for Education	400 N. Michigan Ave. Suite 720 Chicago, IL 60611	General Support	$15,000	Public Charity

Name	Address	Purpose	Amount	Tax Status
Chicago History Museum	1601 North Clark Street Chicago, IL 60614-6099	General Support and Technical Assistance	$57,100	Public Charity
Chicago Horticultural Society	1000 Lake Cook Road Glencoe, IL 60022	Community Education Programs	$40,000	Public Charity
Chicago Public Education Fund	200 West Adams Street Suite 2150 Chicago, IL 60606	Leadership Fund III	$66,000	Public Charity
Chicago Public Library Foundation	20 North Michigan Ave. Suite 204 Chicago, IL 60602	Early Literacy Training for Children's Librarians	$20,000	Public Charity
Chicago Shakespeare Theater	800 East Grand Avenue Chicago, IL 60611	Bard Core Curriculum and Technical Assistance	$21,000	Public Charity
Chicago Symphony Orchestra	220 S. Michigan Ave. Chicago, IL 60604	Institute for Learning, Access and Training, and Technical Assistance	$56,800	Public Charity
ChildFund International	2821 Emerywood Parkway Richmond, VA 23294	Development and Evaluation of Youth Engagement and Well Being Programs	$25,000	Public Charity
Children's Memorial Hospital	2300 Children's Plaza Box 4 (Lincoln and Fullerton Avenues) Chicago, IL 60614	Pediatric Disease Research Center	$60,000	Public Charity
Children's Research Foundation	Post Office Box 205 Clarendon Hills, IL 60514	Grants Program for Young Pediatric Disease Researchers	$10,000	Public Charity
Communities in Schools Chicago Inc.	815 West Van Buren Suite 300 Chicago, IL 60607	Vision Project in Chicago Public Schools	$30,000	Public Charity
Constitutional Rights Foundation Chicago	407 South Dearborn Suite 1700 Chicago, IL 60605	Lawyers in the Classroom - U.S. Constitution and Legal System Education for Students in Grades 2-8	$20,000	Public Charity
Cornell University	Foundation Relations 130 East Seneca Street Suite 400 Ithaca, NY 14850	Arecibo Legacy Fast Alpha Cosmology Research Program	$30,000	Public Charity
Council for the Advancement in Science Writing	P. O. Box 910 Hedgesville, WV 25427	Graduate School Science Writing Fellowship Stipends	$15,000	Public Charity
Council on Foundations	2121 Crystal Drive Suite 700 Arlington, VA 22202	General Support	$11,000	Public Charity
Daniel Murphy Scholarship Fund	228 South Wabash Suite 600 Chicago, IL 60604	High School Scholarship Program	$40,000	Public Charity
Donors Forum	208 South LaSalle Street Suite 1540 Chicago, IL 60604-1006	General Support	$16,000	Public Charity
Donors Forum	208 South LaSalle Street Suite 1540 Chicago, IL 60604-1006	The Brinson Foundation 10th Anniversary Grant	$10,000	Public Charity
DuPage Children's Museum	301 N. Washington St. Naperville, IL 60540	General Support	$25,000	Public Charity

Name	Address	Purpose	Amount	Tax Status
Eisenhower Medical Center	39000 Bob Hope Drive Rancho Mirage, CA 92270	General Support	$40,000	Public Charity
Family Focus	310 South Peoria Street Suite 301 Chicago, IL 60430	Early Childhood Literacy Program	$22,500	Public Charity
Field Museum	1400 S. Lake Shore Dr. Chicago, IL 60605-2496	PlayLab – Young Children's Education and Technical Assistance	$72,500	Public Charity
Food Desert Action	3720 W. Chicago Avenue Suite 160 Chicago, IL 60651	Fresh Moves Mobile Produce Market	$15,000	Public Charity
Healthy Schools Campaign	175 N. Franklin Third Floor Chicago, IL 60606	Healthy Food Programs in Chicago Public Schools and Technical Assistance	$26,500	Public Charity
High Jump	59 West North Blvd. Chicago, IL 60610	General Support	$30,000	Public Charity
Horatio Alger Association	99 Canal Center Plaza Suite 320 Alexandria, VA 22314	Illinois College Scholarship Program	$50,000	Public Charity
Illinois Caucus for Adolescent Health	226 S. Wabash Suite 900 Chicago, IL 60604	General Support and Technical Assistance	$22,500	Public Charity
Independent Institute	100 Swan Way Oakland, CA 94621-1428	Center on Entrepreneurial Innovation and Technical Assistance	$17,500	Public Charity
Inner-City Computer Stars Foundation	212 W. Superior St. Suite 300 Chicago, IL 60610	Technology Training for Young Adults	$25,000	Public Charity
Institute for Humane Studies	3301 North Fairfax Drive Suite 440 Arlington, VA 22201	Summer Seminars for College Students and Technical Assistance	$22,500	Public Charity
Iowa Public Television Foundation	6536 Corporate Drive Johnston, IA 50131	The Reagan Presidency - A Two-Part Public Broadcasting Documentary	$20,000	Public Charity
Jack Miller Center	111 Presidential Blvd Suite 146 Philadelphia, PA 19004	The Benjamin Franklin Project at the Illinois Institute of Technology	$25,000	Public Charity
Jackson Hole Land Trust	555 E. Broadway Suite 228 PO Box 2897 Jackson, WY 83001	Land Conservation and Stewardship	$35,000	Public Charity
Joffrey Ballet	10 East Randolph Chicago, IL 60601	General Support	$35,000	Public Charity
La Rabida Children's Hospital	East 65th Street at Lake Michigan Chicago, IL 60649-1395	General Support	$70,000	Public Charity
Lake Forest Academy	1500 W. Kennedy Road Lake Forest, IL 60045	Class of '93 Scholarship Fund for High School Students	$20,000	Public Charity
Lincoln Park Zoological Society	2001 North Clark Street Chicago, IL 60614	General Support	$55,000	Public Charity
Literacy Works	c/o 6216 North Clark St. Chicago, IL 60660	General Support and Technical Assistance	$27,500	Public Charity
Living Desert	47-900 Portola Ave Palm Desert, CA 92260	Wildlife Rehabilitation and Education Programs	$17,500	Public Charity

Name	Address	Purpose	Amount	Tax Status
Loyola University Medical Center	2160 South First Avenue Maywood, IL 60153	Pediatric Mobile Health Unit	$25,000	Public Charity
Lyric Opera of Chicago	20 North Wacker Drive Chicago, IL 60606	NEXT – Discount Student Tickets for the Next Generation and Technical Assistance	$57,000	Public Charity
Merit School of Music	Joy Faith Knapp Music Center 38 S. Peoria St. Chicago, IL 60607	General Support	$30,000	Public Charity
METROsquash	5655 S. University Ave. Chicago, IL 60637	General Support and Technical Assistance	$27,000	Public Charity
Morton Arboretum	4100 Illinois Route 53 Lisle, IL 60532-1293	Science Education Outreach Program for K-6 Students	$25,000	Public Charity
Museum of Science and Industry	57th Street and Lake Shore Drive Chicago, IL 60637	Science Minors Education Program and the 21st Century Initiative	$70,000	Public Charity
National Geographic Society	1145 17th Street N.W. Washington, DC 20036	Young Explorers Grants Program	$40,000	Public Charity
National Museum of Wildlife Art	P.O. Box 6825 (2820 Rungius Rd.) Jackson, WY 83002	General Support	$20,000	Public Charity
Northwestern Memorial Foundation	Galter Pavilion 251 East Huron Street Suite 3-200 Chicago, IL 60611	Medical Research - Junior Investigator Award	$60,000	Public Charity
Northwestern Memorial Foundation	Galter Pavilion 251 East Huron Street Suite 3-200 Chicago, IL 60611	Neonatal Nurse Practitioner and Neuroscience Nursing Education Programs	$70,000	Public Charity
Northwestern University	2001 Sheridan Road Evanston, IL 60208	Honorarium - Kellogg School of Management	$1,500	Public Charity
Posse Foundation, Inc.	111 W. Jackson Blvd. Ste. 1900 Chicago, IL 60604	General Support and Technical Assistance	$47,000	Public Charity
President and Fellows of Harvard College	Harvard School of Public Health Office of Resource Development 401 Park Drive 3rd Floor East Atrium Boston, MA 02115	Project Antares - Development of Commercially Sustainable Health Interventions	$35,000	Public Charity
Project Exploration	950 East 61st Street Chicago, IL 60637	General Support and Technical Assistance	$37,000	Public Charity
Rehabilitation Institute of Chicago	345 East Superior Street Chicago, IL 60611	Brinson Stroke Fellowship	$60,000	Public Charity
Room to Read	111 Sutter Street 16th Floor San Francisco, CA 94104	General Support	$25,000	Public Charity
Rush University Medical Center	1700 West Van Buren Suite 250 Chicago, Illinois 60612	High School Reproductive Health Education Program	$30,000	Public Charity
Rush University Medical Center	1700 West Van Buren Suite 250 Chicago, Illinois 60612	Medical Research - Junior Investigator Award	$60,000	Public Charity

Name	Address	Purpose	Amount	Tax Status
Shedd Aquarium Society	1200 S. Lake Shore Drive Chicago, IL 60605	General Support	$80,000	Public Charity
Smithsonian Astrophysical Observatory	60 Garden Street Mail Stop 45 Minor Planet Center Cambridge, MA 02138	Planetary Evolution Research	$25,000	Public Charity
Special Olympics Illinois	800 Roosevelt Road Bldg. B Suite 220 Glen Ellyn, IL 60137-5860	General Support and Technical Assistance	$42,500	Public Charity
St. John's Medical Center	P.O. Box 428 625 East Broadway Jackson, WY 83001	Nursing Staff, Parental Neonatal Education Programs, and Technical Assistance	$42,500	Governmental Unit
Teach for America	300 West Adams Street Suite 1000 Chicago, IL 60606	General Support	$30,000	Public Charity
Teton County Integrated Solid Waste & Recycling/Jackson Community Recycling	P. O. Box 9088 Jackson, WY 83002-9088	General Support and Technical Assistance	$31,100	Governmental Unit
Teton Science Schools	700 Coyote Canyon Road Jackson, WY 83001	General Support and Technical Assistance	$27,500	Public Charity
Trustees of Columbia University in the City of New York	Lamont Doherty Earth Observatory P.O. Box 1000 61 Route 9W Palisades, NY 10964	Earth Microbiology Initiative and Seismology Research Programs	$55,000	Public Charity
University of Arizona Foundation	Spacewatch 1111 N. Cherry Avenue Tucson, AZ 85721-0109	Asteroid Composition Research	$25,000	Public Charity
University of Chicago	Booth School of Business Polsky Center for Entrepreneurship 5807 S. Woodlawn Ave. Suite 207 Chicago, IL 60637	Honorarium - Booth School of Business	$1,500	Public Charity
University of Chicago	Anatomy Building 1027 E. 57th Street Chicago, IL 60637	Evolutionary Developmental Biology Research	$25,000	Public Charity
University of Chicago	Department of Astronomy and Astrophysics 5640 South Ellis Avenue Chicago, IL 60637	Brinson Fellowship Program	$70,000	Public Charity
University of Chicago	Urban Education Institute 1313 East 60th Street Chicago, IL 60637	Establishing a Math and Science Learning Community for Chicago Public School Teachers	$25,000	Public Charity
University of Chicago Medicine	5801 South Ellis Chicago, IL 60637	Medical Research - Junior Investigator Award	$100,000	Public Charity
University of Utah	Department of Geology and Geophysics 134 South 1460 East Rm 702 Salt Lake City, UT 84112	Yellowstone Seismology and Tectonophysics Research	$50,000	Public Charity

Name	Address	Purpose	Amount	Tax Status
Wilderness Classroom	4605 Grand Avenue Western Springs, IL 60558	North American Odyssey Elementary and Middle School Education Program	$15,000	Public Charity
Window to the World Communications, Inc.	5400 N. St. Louis Ave. Chicago, IL 60625	Local Broadcast of Nova and Nova Science Now	$60,000	Public Charity
Yale University	Corporate and Foundation Relations Science & Technology 157 Church Street New Haven, CT 06521	Solar Variability Research Project	$25,000	Public Charity
Youth News Service/LA Youth	5967 W. 3rd St. Suite 301 Los Angeles, CA 90036	General Support and Technical Assistance	$22,500	Public Charity
Total	95 Grants		$3,347,000	

The Brinson Foundation
Future Payment Commitments
As of December 31, 2011

Organization	2012	2013	2014	Total
Adler Planetarium	$ 80,000.00	$ 80,000.00	$ -	$ 160,000.00
1300 S. Lake Shore Drive Chicago, IL 60605-2403 *Purpose:* Cosmology and Astrophysics Research				
Lake Forest Academy	$ 20,000.00	$ 20,000.00	$ 20,000.00	$ 60,000.00
1500 W. Kennedy Road Lake Forest, IL 60045 *Purpose:* Class of '93 Scholarship Fund				
Shedd Aquarium	$ 80,000.00	$ 80,000.00	$ -	$ 160,000.00
1200 S. Lake Shore Drive Chicago, IL 60605 *Purpose:* Conservation, Education and Animal Programs				
Totals	**$ 180,000.00**	**$ 180,000.00**	**$ 20,000.00**	**$ 380,000.00**

Federal Basis

The Brinson Foundation

DEPRECIATION SCHEDULE - BUSINESS USE

Asset Description	Date Acquired	Cost	Sold?	Tax System	Method	Life	Con-vention	Bus %	Sec. 179 Deduction	Spec Depr. Allowance	Depreciable Basis	Prior Depreciation	Current Depreciation	Accumulated Depreciation
FURNITURE														
Desk Chair	06/18/01	1,901.03	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,901.03	1,901.03	0.00	1,901.03
Desk Chair	06/18/01	1,901.04	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,901.04	1,901.04	0.00	1,901.04
Desk Chair	06/18/01	1,901.04	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,901.04	1,901.04	0.00	1,901.04
Side Chair	06/18/01	1,716.53	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,716.53	1,716.53	0.00	1,716.53
Side Chair	06/18/01	1,716.54	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,716.54	1,716.54	0.00	1,716.54
Side Chair	06/18/01	1,716.54	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,716.54	1,716.54	0.00	1,716.54
Side Chair	06/18/01	1,716.53	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,716.53	1,716.53	0.00	1,716.53
Side Chair	06/18/01	1,657.24	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,657.24	1,657.24	0.00	1,657.24
Side Chair	06/18/01	1,657.25	N	MACRS	200% DB	07/00	H/Y	100.00	0 00	0.00	1,657.25	1,657.25	0.00	1,657.25
Sofa	06/18/01	6,305.50	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	6,305.50	6,305.50	0.00	6,305.50
Lateral File Cabinet	05/01/01	2,173.60	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	2,173.60	2,173.60	0.00	2,173.60
Floor Lamp	06/18/01	1,962.19	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,962.19	1,962.19	0.00	1,962.19
Desk Lamp	06/18/01	1,202.63	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,202.63	1,202.63	0.00	1,202.63
Desk Lamp	06/18/01	1,531.69	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,531.69	1,531.69	0.00	1,531.69
Desk Lamp	06/18/01	1,531.70	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,531.70	1,531.70	0.00	1,531.70
Return	06/18/01	1,826.66	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,826.66	1,826.66	0.00	1,826.66
Storage/Lateral File	06/18/01	2,972.41	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	2,972.41	2,972.41	0.00	2,972.41
Storage/Wardrobe	06/18/01	1,793.94	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,793.94	1,793.94	0.00	1,793.94
Single Pedestal Desk	06/18/01	2,223.16	N	MACRS	200% DB	07/00	H/Y	100 00	0.00	0.00	2,223.16	2,223.16	0.00	2,223.16
Credenza	06/18/01	2,647.01	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	2,647.01	2,647.01	0 00	2,647.01
Return	06/18/01	1,826.66	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,826.66	1,826.66	0.00	1,826.66
Storage/Lateral File	06/18/01	2,972.41	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	2,972.41	2,972.41	0.00	2,972.41
Storage/Wardrobe	06/18/01	1,900.48	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,900.48	1,900.48	0.00	1,900.48
Single Pedestal Desk	06/18/01	2,223.16	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	2,223.16	2,223.16	0.00	2,223.16
Credenza	06/18/01	2,647.01	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	2,647.01	2,647.01	0.00	2,647.01
Vertical Storage Cabinet	06/18/01	5,945.14	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	5,945.14	5,945.14	0.00	5,945.14
AV Cabinet/Vertical Storage	06/18/01	5,190.10	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	5,190.10	5,190.10	0.00	5,190.10
Credenza	06/18/01	4,161 93	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	4,161.93	4,161.93	0.00	4,161.93
Desk	06/18/01	2,729.04	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	2,729.04	2,729.04	0.00	2,729.04
Credenza Storage Towers	06/18/01	2,816.54	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	2,816.54	2,816.54	0.00	2,816.54
Storage/Wardrobe	06/18/01	2,318.99	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0 00	2,318 99	2,318.99	0.00	2,318.99

The Brinson Foundation

DEPRECIATION SCHEDULE - BUSINESS USE

Asset Description	Date Acquired	Cost	Sold?	Tax System	Method	Life	Con-vention	Bus %	Sec. 179 Deduction	Spec Depr. Allowance	Depreciable Basis	Prior Depreciation	Current Depreciation	Accumulated Depreciation
FURNITURE														
Cocktail Table	06/18/01	1,222.61	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,222.61	1,222.61	0.00	1,222.61
Pencil Drawer	06/18/01	232.44	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	232.44	232.44	0.00	232.44
Grommets	06/18/01	109.40	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	109.40	109.40	0.00	109.40
Desk Chair	06/18/01	1,439.70	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,439.70	1,439.70	0.00	1,439.70
Front Counter	06/18/01	17,903.19	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	17,903.19	17,903.19	0.00	17,903.19
Changes to Ron's Furniture	04/01/02	1,500.00	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,500.00	1,500.00	0.00	1,500.00
Desk Accessories	08/02/01	1,734.32	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,734.32	1,734.32	0.00	1,734.32
Changes to Ron's Office	04/01/02	3,479.69	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	3,479.69	3,479.69	0.00	3,479.69
SIGNAGE	05/12/05	7,424.22	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	7,424.22	6,430.42	662.53	7,092.95
Subtotal for FURNITURE		111,831.26							0.00	0.00	111,831.26	110,837.46	662.53	111,499.99
COMPUTER EQUIPMENT														
Network Infrastructure	05/01/01	3,812.50	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	3,812.50	3,812.50	0.00	3,812.50
Dell Minitower GX400	05/01/01	2,239.75	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	2,239.75	2,239.75	0.00	2,239.75
Intellimouse	05/01/01	44.81	N	MACRS	200% DB	05/00	H/Y	100 00	0.00	0.00	44.81	44.81	0.00	44.81
Intellimouse	05/01/01	44.82	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	44.82	44.82	0.00	44.82
Internet Keyboard	05/01/01	20.92	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	20.92	20.92	0.00	20.92
Internet Keyboard	05/01/01	20.92	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	20.92	20.92	0.00	20.92
Quickcam Pro	05/01/01	88.71	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	88.71	88.71	0.00	88.71
Quickcam	05/01/01	88.71	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	88.71	88.71	0.00	88.71
LaserJet Printer	05/01/01	1,475.76	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	1,475.76	1,475.76	0.00	1,475.76
Monitor	05/01/01	1,890.06	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	1,890.06	1,890.06	0 00	1,890.06
Monitor	05/01/01	1,890.06	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	1,890.06	1,890.06	0.00	1,890.06
Speakers - 2 pc.	05/01/01	23.85	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	23.85	23.85	0.00	23.85
Speakers - 2 pc.	05/01/01	23.85	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	23.85	23.85	0.00	23.85
Monitor	08/05/02	1,306.25	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	1,306.25	1,306.25	0.00	1,306.25
Speakers - 2 pc.	08/05/02	16.47	N	MACRS	200% DB	05/00	H/Y	100 00	0.00	0.00	16.47	16.47	0.00	16.47
Intellimouse	08/05/02	31.51	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	31.51	31.51	0.00	31.51
Internet Keyboard	08/05/02	15.09	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	15.09	15.09	0.00	15.09
Quickcam Pro	08/05/02	61.58	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	61.58	61.58	0.00	61.58
Scandisk Compact Flash Card	02/15/02	141.36	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	141.36	141.36	0.00	141 36
HP JETDIRECT CARD	02/09/05	134.60	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	134.60	134.60	0.00	134.60

Federal Basis

The Brinson Foundation

DEPRECIATION SCHEDULE - BUSINESS USE

Asset Description	Date Acquired	Cost	Sold?	Tax System	Method	Life	Con-vention	Bus %	Sec. 179 Deduction	Spec Depr. Allowance	Depreciable Basis	Prior Depreciation	Current Depreciation	Accumulated Depreciation
COMPUTER EQUIPMENT														
PRINTER	10/17/05	324.00	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	324.00	324.00	0.00	324.00
HP Desktop dc7700	09/13/07	2,017.37	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	2,017.37	1,668.77	232.40	1,901.17
HP Printer	11/16/07	225.32	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0 00	225.32	186.38	25.96	212.34
HP Personal Computer	11/20/07	2,121.66	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	2,121.66	1,755.04	244.41	1,999.45
HP Personal Computer	11/20/07	2,121.66	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	2,121.66	1,755.04	244.41	1,999.45
HP Personal Computer	11/20/07	2,121.66	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	2,121.66	1,755.04	244.41	1,999.45
Subtotal for COMPUTER EQUIPMENT		22,303.25							0.00	0.00	22,303.25	20,815.85	991.59	21,807.44
COMPUTER SOFTWARE														
MicroEdge Grant Software	11/29/01	13,558.00	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0 00	13,558.00	13,558.00	0.00	13,558.00
Quark Express	11/08/02	951.40	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	951.40	951.40	0.00	951.40
Windows XP Pro Upgrade	01/29/04	199.99	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	199.99	199.99	0.00	199.99
Windows XP Pro Upgrade	01/29/04	199.99	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	199.99	199.99	0.00	199.99
Windows XP Pro Upgrade	01/29/04	199.99	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	199.99	199.99	0.00	199.99
MICROSOFT OFFICE UPGRADE	03/31/05	294.99	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	294.99	294.99	0.00	294.99
MICROSOFT OFFICE UPGRADE	03/31/05	294.99	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	294.99	294.99	0.00	294.99
MICROSOFT OFFICE UPGRADE	03/31/05	294.99	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	294.99	294.99	0.00	294.99
Kurzweil Ed Txt to Speech	09/07/07	1,505.00	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	1,505.00	1,244.94	173.37	1,418.31
ADOBE SOFTWARE	09/02/08	666.77	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	666.77	474.74	76.81	551.55
Microtrend Software	08/01/09	119.80	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	119.80	71.88	19.17	91.05
Microsoft Office 2010	11/29/10	250.71	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	250.71	50.14	80.23	130.37
Microsoft Office 2010	11/29/10	250.71	N	MACRS	200% DB	05/00	H/Y	100.00	0 00	0.00	250.71	50.14	80.23	130.37
Microsoft Office 2010	11/29/10	250.71	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	250.71	50.14	80.23	130.37
Microsoft Windows 7	11/29/10	181.90	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	181.90	36.38	58.21	94.59
Microsoft Windows 7	11/29/10	181.90	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	181.90	36.38	58.21	94.59
Microsoft Windows 7	11/29/10	181.90	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	181.90	0.00	72.76	72.76
Subtotal for COMPUTER SOFTWARE		19,583.74							0.00	0.00	19,583.74	18,009.08	699.22	18,708.30
LEASEHOLD IMPROVEMENTS														
Leasehold Improvements	05/01/01	206,449.44	N	MACRS	SL REAL	39/00	M/M	100.00	0.00	0.00	206,449.44	50,953.86	5,293.47	56,247.33
Subtotal for LEASEHOLD IMPROVEMENT:		206,449.44							0.00	0.00	206,449 44	50,953.86	5,293.47	56,247.33

Federal Basis

The Brinson Foundation

DEPRECIATION SCHEDULE - BUSINESS USE

Asset Description	Date Acquired	Cost	Sold?	Tax System	Method	Life	Con-vention	Bus %	Sec. 179 Deduction	Spec Depr. Allowance	Depreciable Basis	Prior Depreciation	Current Depreciation	Accumulated Depreciation
Client Subtotal Before Sales		360,167.69							0.00	0.00	360,167.69	200,616.25	7,646.81	208,263.06
Less Assets Sold		0.00							0.00	0.00	0.00	0.00	0.00	0.00
Total at end of year		360,167.69							0.00	0.00	360,167.69	200,616.25	7,646.81	208,263.06

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	559 SHS VANGUARD EM ETF FUND	P	10/07/08	01/04/11
b	1,332 SHS RUSSELL 3000 INDEX FUND	P	09/30/08	01/04/11
c	2,486 SHS ISHARES MSCI EAFE FUND	P	09/30/08	01/04/11
d	33,075.697 SHS TIAA CREF HIGH YIELD FUND	P	09/30/08	02/09/11
e	55,000 SHS S&P GLOBAL 100 FUND	P	VARIOUS	04/06/11
f	17,621.528 SHS PIMCO FOREIGN BOND FUND	P	09/03/08	08/17/11
g	15,796.178 SHS VANGUARD TOTAL BOND FUND	P	09/17/09	09/28/11
h	EXPIRATION OF TIP PUT OPTION			
i	EXPIRATION OF TLT PUT OPTION			
j	UBS GLOBAL SECURITIES RELATIONSHIP FUND - ST			
k	UBS GLOBAL SECURITIES RELATIONSHIP FUND - LT			
l	ADAMS STREET P-SHIP 2002 U.S. FD - ST			
m	ADAMS STREET P-SHIP 2002 U.S. FD - LT			
n	ADAMS STREET P-SHIP 2002 NON-U.S. FD - ST			
o	ADAMS STREET P-SHIP 2002 NON-U.S. FD - LT			

	(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	27,096.		15,889.	11,207.
b	100,571.		91,450.	9,121.
c	145,491.		137,475.	8,016.
d	332,080.		279,159.	52,921.
e	3,647,019.		3,361,187.	285,832.
f	203,000.		167,999.	35,001.
g	173,600.		155,878.	17,722.
h				25,400.
i				77,518.
j				<201,211.>
k				3,966,894.
l				10,091.
m				240,940.
n				2.
o				85,683.

	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				11,207.
b				9,121.
c				8,016.
d				52,921.
e				285,832.
f				35,001.
g				17,722.
h				25,400.
i				77,518.
j				<201,211.>
k				3,966,894.
l				10,091.
m				240,940.
n				2.
o				85,683.

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	
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	

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	ADAMS STREET P-SHIP 2004 U.S. FD - ST			
b	ADAMS STREET P-SHIP 2004 U.S. FD - LT			
c	ADAMS STREET P-SHIP 2004 NON-U.S. FD - ST			
d	ADAMS STREET P-SHIP 2004 NON-U.S. FD - LT			
e	ADAMS STREET P-SHIP 2011 DEV MKT FD - ST			
f	ADAMS STREET P-SHIP 2011 DEV MKT FD - LT			
g	ADAMS STREET P-SHIP 2011 U.S. FD - ST			
h	ADAMS STREET P-SHIP 2011 U.S. FD - LT			
i	ADAMS STREET P-SHIP 2002 U.S. FD - SEC 1231			
j	ADAMS STREET P-SHIP 2004 U.S. FD - SEC 1231			
k	CAPITAL GAINS DIVIDENDS			
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				5,781.
b				135,530.
c				11.
d				58,145.
e				4.
f				689.
g				84.
h				1,360.
i				3,269.
j				1,773.
k	4,445.			4,445.
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				5,781.
b				135,530.
c				11.
d				58,145.
e				4.
f				689.
g				84.
h				1,360.
i				3,269.
j				1,773.
k				4,445.
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	4,836,228.
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	N/A

Form **8868** (Rev. January 2012)
Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	THE BRINSON FOUNDATION	[X] 68-0656415
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P O. box, see instructions. 737 NORTH MICHIGAN AVENUE, NO. 1850	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO, IL 60611	

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 ▶ KATHERINE L. SMITH 737 NORTH MICHIGAN AVENUE, STE 1810 - CHICAGO, IL 60611
  Telephone No. ▶ (312) 799-4304 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2012 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2011 or
▶ [ ] tax year beginning ______________ , and ending ______________ .

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	$ 139,829.
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	$ 266,829.
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	$ 0.

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.

Form 8868 (Rev. 1-2012) Page 2

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ▶ [X]

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 THE BRINSON FOUNDATION	Employer identification number (EIN) or [X] 68-0656415
	Number, street, and room or suite no. If a P.O. box, see instructions. 737 NORTH MICHIGAN AVENUE, NO. 1850	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO, IL 60611	

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 ▶ KATHERINE L. SMITH
737 NORTH MICHIGAN AVENUE, STE 1810 - CHICAGO, IL 60611
Telephone No. ▶ (312) 799-4304 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 NOVEMBER 15, 2012.

5 For calendar year 2011 , or other tax year beginning ______ , and ending ______ .

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
TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER THE NECESSARY INFORMATION REQUIRED 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	$	139,829.
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	$	266,829.
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	$	0.

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 ▶ Title ▶ TAX PREPARER Date ▶ 8/15/2012

Form 8868 (Rev. 1-2012)

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01-06-12