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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

ENVELOPE POSTMARK DATE MAY 1 3 2013

For calendar year 2011 or tax year beginning 7/1/2011 **, and ending** 6/30/2012

Name of foundation: Ron and Lisa Brill Charitable Trust

A Employer identification number: 58-6275452

Number and street (or P O box number if mail is not delivered to street address): Foundation Source 501 Silverside Rd — Room/suite: 123

B Telephone number (see instructions): (800) 839-1754

City or town, state, and ZIP code: Wilmington DE 19809-1377

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 6,473,234

J Accounting method ☒ 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) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	143,246	143,246		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	374,295			
	b Gross sales price for all assets on line 6a 1,730,026				
	7 Capital gain net income (from Part IV, line 2)		374,295		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	3,616	3,616		
	12 **Total.** Add lines 1 through 11	521,157	521,157		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	22,643	22,643		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	11,643	43		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	31,813	5,102		26,711
	24 **Total operating and administrative expenses.** Add lines 13 through 23	66,099	27,788		26,711
	25 Contributions, gifts, grants paid	392,821			392,821
	26 Total expenses and disbursements Add lines 24 and 25	458,920	27,788		419,532
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	62,237			
	b **Net investment income** (if negative, enter -0-)		493,369		
	c **Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	286,777	290,955	290,955
	3	Accounts receivable ▶ 1,471			
		Less allowance for doubtful accounts ▶		1,471	1,471
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)	189,182	137,307	145,172
	b	Investments—corporate stock (attach schedule)	2,389,926	3,399,171	3,437,876
	c	Investments—corporate bonds (attach schedule)	300,892	244,728	250,406
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,609,621	1,765,003	2,347,354
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	5,776,398	5,838,635	6,473,234
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	5,776,398	5,838,635	
	30	**Total net assets or fund balances** (see instructions)	5,776,398	5,838,635	
	31	**Total liabilities and net assets/fund balances** (see instructions)	5,776,398	5,838,635	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,776,398
2	Enter amount from Part I, line 27a	2	62,237
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,838,635
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,838,635

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 Publicly-traded Securities			
b PROTEGE PARTNERS LTD	P	5/5/2006	7/8/2011
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	564,774		605,731	-40,957
b	1,165,252		750,000	415,252
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				-40,957
b				415,252
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	374,295
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	359,561	5,655,653	0 063576
2009	389,018	4,410,160	0 088209
2008	331,787	3,784,272	0 087675
2007	525,291	5,308,101	0 098960
2006	413,579	4,871,267	0 084902

2 **Total** of line 1, column (d)	2	0 423322
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 084664
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6,614,001
5 Multiply line 4 by line 3	5	559,968
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,934
7 Add lines 5 and 6	7	564,902
8 Enter qualifying distributions from Part XII, line 4	8	419,532

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)

1 a 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	9,867
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	9,867
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	9,867
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 10,639		
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 2,446		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	13,085
8 Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	0
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	0
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	3,218
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	3,218 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	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
4 a 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	N/A	
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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA			
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 ▶

14 The books are in care of ▶ c/o Foundation Source Telephone no ▶ (800) 839-1754
Located at ▶ 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ▶ 19809-1377

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

			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

	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)?		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 ▶ 20_____ , 20_____ , 20_____ , 20_____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20_____ , 20_____ , 20_____ , 20_____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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	N/A	
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)? (see instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

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

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

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

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

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

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE	00			
	00			
	00			
	00			
	00			

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

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

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

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

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 The foundation purchased t-shirts for distribution during the holidays to recovering addicts	1,449
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

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	3,683,048
b	Average of monthly cash balances	1b	502,671
c	Fair market value of all other assets (see instructions)	1c	2,529,003
d	**Total** (add lines 1a, b, and c)	1d	6,714,722
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,714,722
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	100,721
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,614,001
6	**Minimum investment return.** Enter 5% of line 5	6	330,700

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	330,700
2a	Tax on investment income for 2011 from Part VI, line 5	2a	9,867		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0		
c	Add lines 2a and 2b			2c	9,867
3	Distributable amount before adjustments Subtract line 2c from line 1			3	320,833
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	320,833
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	320,833

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	419,532
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	419,532
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	419,532

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				320,833
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only			0	
b	Total for prior years 20____, 20____, 20____		0		
3	Excess distributions carryover, if any, to 2011				
a	From 2006 190,698				
b	From 2007 262,312				
c	From 2008 142,886				
d	From 2009 169,277				
e	From 2010 77,868				
f	**Total** of lines 3a through e	843,041			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 419,532				
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)				
d	Applied to 2011 distributable amount				320,833
e	Remaining amount distributed out of corpus	98,699			
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	941,740			
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				
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 instructions			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) (see instructions)				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	190,698			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	751,042			
10	Analysis of line 9				
a	Excess from 2007 262,312				
b	Excess from 2008 142,886				
c	Excess from 2009 169,277				
d	Excess from 2010 77,868				
e	Excess from 2011 98,699				

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	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))

Lisa F Brill Ronald Brill

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 ▶ [X] 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

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*				
AMERICAN DIABETES ASSOCIATION 225 PEACHTREE ST STE 550 ATLANTA GA 30303	N/A	509(a)(1)	Tour de Cure Program	100
AMERICAN JEWISH COMMITTEE 165 E 56TH ST NEW YORK NY 10022	N/A	509(a)(1)	AJFF -Chefs Division	1,112
AMERICAN JEWISH COMMITTEE SIX PIEDMONT CENTER, STE 510 ATLANTA GA 30305	N/A	509(a)(1)	Atlanta Jewish Film Festival Program	5,000
AMERICAN JEWISH WORLD SERVICE INC 45 W 36TH ST, 11TH FL NEW YORK NY 10018	N/A	509(a)(1)	General & Unrestricted	10,000
ANTI-DEFAMATION LEAGUE ONE SECURITIES CENTRE ATLANTA GA 30305	N/A	509(a)(2)	Annual Fund Community of Respect Campaign	2,500
ART ALLIANCE FOR CONTEMPORARY GLASS 11700 PRESTON RD, STE 660, PMB 327 DALLAS TX 75230	N/A	509(a)(2)	Annual Fund-Visionary Campaign	1,000
ATHENS AREA EMERGENCY FOOD BANK INC 640 BARBER ST ATHENS GA 30601	N/A	509(a)(1)	General & Unrestricted	600
ATLANTA BOTANICAL GARDEN INC 1345 PIEDMON AVE NE ATLANTA GA 30309	N/A	509(a)(1)	General & Unrestricted	50
ATLANTA BOTANICAL GARDEN INC 1345 PIEDMON AVE NE ATLANTA GA 30309	N/A	509(a)(1)	2 Year Annual Campaign	4,500
ATLANTA BOTANICAL GARDEN INC 1345 PIEDMON AVE NE ATLANTA GA 30309	N/A	509(a)(1)	Annual Fund	2,500
BNAI VAIL CONGREGATION INC PO BOX 6086 VAIL CO 81658	N/A	509(a)(1)	Youth Education	50
Total See Attached Statement			▶ 3a	392,821
b *Approved for future payment*				
Total			▶ 3b	0

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 (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	143,246	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	374,295	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a K-1 Pass-Through Income			14	3,616	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		521,157	0

13 Total. Add line 12, columns (b), (d), and (e) 13 521,157

(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) (See instructions)

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Brill | 5/8/13 | Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Jeffrey D Haskell	Jeffrey D. Haskell	4/26/2013		P01345770
Firm's name ▶ Foundation Source			Firm's EIN ▶ 51-0398347	
Firm's address ▶ 55 Walls Drive, Fairfield, CT 06824			Phone no (800) 839-1754	

Form 990-PF, Part I, Line 11 - Other Income

	Description	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
	TOTAL:	3,616	3,616	0
1	SILVER CREEK LOW VOL STRATEGIES II, LTD K-1 Pass-Through Share of Partnership Income/(Loss)	3,616	3,616	
2				
3				
4				
5				
6				
7				
8				
9				
10				

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Form 990-PF, Part I, Line 16c - Other Professional Fees

	TOTAL·	22,643	22,643	0	0
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Investment Management Services	22,643	22,643		0
2					
3					
4					
5					
6					
7					
8					
9					
10					

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Form 990-PF, Part I, Line 18 - Taxes

	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	TOTAL:	11,643	43	0	0
1	Estimated Tax for 2012	10,400	0		0
2	Foreign Tax Paid	43	43		0
3	IRS Excise Tax Payment with 1st ext 990-PF	1,200	0		0
4					
5					
6					
7					
8					
9					
10					

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Form 990-PF, Part I, Line 23 - Other Expenses

	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	TOTAL:	31,813	5,102	0	26,711
1	Administrative Fees	25,262	0	0	25,262
2	K-1 Exp SILVER CREEK LOW VOL STRATEGIES II, LTD	5,102	5,102		0
3	DCA Expense - T-Shirt Distribution	1,449	0		1,449
4					
5					
6					
7					
8					
9					
10					

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Form 990-PF, Part II, Line 10a - Investments - U.S. and State Government Obligations

	TOTAL:	137,307	145,172
	Description	Book Value End of Year	FMV End of Year
1	FHLMC - 5 125% - 07/15/2012 (3134A4QD9)	34,771	35,064
2	FNMA - 4 375% - 03/15/2013 (31359MRG0)	36,568	36,010
3	US TREAS NOTE - 4 625% - 02/15/2017 (912828GH7)	15,424	17,672
4	US TREAS NOTE - 4 750% - 05/15/2014 (912828CJ7)	24,751	27,059
5	US TREAS NOTE - 5 125% - 05/15/2016 (912828FF2)	25,793	29,367
6			
7			
8			
9			
10			

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Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

	Description	Shares	Book Value End of Year	FMV End of Year
		TOTAL.	3,399,171	3,437,876
1	ABSOLUTE STRATEGIES INSTITUTIONAL (ASFIX)	18,281	200,916	204,386
2	AETNA INC NEW (AET)	355	13,439	13,763
3	ALLIANCE DATA SYSTEM CORP (ADS)	115	10,228	15,525
4	ANADARKO PETROLEUM CORP (APC)	205	13,887	13,571
5	APACHE CORPORATION (APA)	180	16,235	15,820
6	APPLE INC (AAPL)	65	24,400	37,960
7	ARTISAN INTERNATIONAL FUND (ARTIX)	9,704	222,462	212,418
8	AUTOMATIC DATA PROCESSING INC (ADP)	360	17,051	20,038
9	B M C SOFTWARE (BMC)	240	9,174	10,243
10	BANK OF AMERICA CORP (BAC)	655	4,803	5,358
11	BLACKROCK INC (BLK)	46	7,060	7,812
12	CISCO SYSTEMS INC (CSCO)	950	14,540	16,312
13	CITIGROUP INC (C)	320	8,791	8,771
14	CME GROUP, INC (CME)	40	9,974	10,724
15	COMCAST CORP CL A (CMCSA)	420	9,036	13,427
16	COVIDIEN LTD (COV)	275	12,484	14,713
17	CROWN HOLDINGS INC (CCK)	370	12,858	12,761
18	CVS CAREMARK CORP (CVS)	170	5,831	7,944
19	DANAHER CORP (DHR)	320	14,390	16,666
20	DREYFUS PREMIER EMERGING MARKETS DEBT LOCAL CURREN (DDBIX)	29,571	425,787	419,612
21	EMC CORP-MASS (EMC)	160	3,949	4,101
22	EPOCH GLOBAL EQUITY SHAREHOLDER YIELD FUND CLASS I (EPSYX)	12,229	175,000	187,351
23	EQT CORPORATION (EQT)	130	7,082	6,972
24	EXPRESS SCRIPTS HOLDING CO (ESRX)	409	18,040	22,834
25	FIDELITY NATIONAL INFORMATION SERVICES INC (FIS)	245	6,257	8,350
26	FISERV INC (FISV)	200	10,693	14,444
27	FORD MOTOR COMPANY (F)	770	8,049	7,384
28	FREEPORT-MCMORAN COPPER & GOLD INC (FCX)	315	11,087	10,732
29	GENERAL ELECTRIC CO (GE)	1,090	16,761	22,716
30	GOOGLE INC CL A (GOOG)	37	20,299	21,463
31	H J HEINZ COMPANY (HNZ)	425	21,504	23,112
32	JP MORGAN CHASE & CO (JPM)	465	15,913	16,614
33	KINDER MORGAN INC (KMI)	180	5,793	5,800
34	LAZARD EMERGING MARKETS EQUITY INSTL (LZEMX)	28,856	598,375	524,886
35	MANAGERS AMG FDS TSQ MC GRW INS (TMDIX)	26,939	315,952	392,228
36	MCDONALD'S CORP (MCD)	205	17,840	18,149
37	MERCK & CO INC (MRK)	375	11,819	15,656
38	MICROSOFT CORPORATION (MSFT)	630	15,900	19,272
39	NETAPP, INC (NTAP)	215	8,027	6,841
40	NIKE INC-CL B (NKE)	75	6,327	6,584
41	NORFOLK SOUTHERN CORP (NSC)	125	8,262	8,971

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Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

		TOTAL:	3,399,171	3,437,876
	Description	Shares	Book Value End of Year	FMV End of Year
42	ORACLE CORP (ORCL)	765	21,267	22,721
43	PEPSICO INC (PEP)	175	10,596	12,366
44	PG & E CORP (PCG)	265	10,794	11,997
45	PIMCO COMMODITY REAL RETURN STRATEGY FUND (PCRIX)	49,038	375,898	314,824
46	PRAXAIR INC (PX)	145	13,738	15,766
47	PROCTER GAMBLE CO (PG)	125	7,798	7,656
48	QEP RESOURCES INC (QEP)	410	13,512	12,288
49	REPUBLIC SVCS INC (RSG)	535	14,505	14,156
50	RIDGEWORTH FDS SEIX FLOATING RATE HIGH INCOME FUND (SAMBX)	45,080	400,000	395,799
51	SPECTRA ENERGY CORP-W/I (SE)	375	10,074	10,898
52	STRYKER CORPORATION (SYK)	320	15,201	17,632
53	TARGET CORPORATION (TGT)	402	19,850	23,392
54	TJX COMPANIES INC (TJX)	375	10,158	16,099
55	UNION PACIFIC (UNP)	55	6,083	6,562
56	UNITED TECHNOLOGIES CORP (UTX)	240	17,369	18,127
57	UNITEDHEALTH GROUP INC (UNH)	360	15,899	21,060
58	V F CORP (VFC)	86	10,533	11,477
59	VISA INC (V)	140	12,015	17,308
60	WALGREEN CO (WAG)	415	14,215	12,276
61	WELLS FARGO & CO (WFC)	630	15,056	21,067
62	WESTERN UNION CO (WU)	795	13,315	13,388
63	WILLIAMS COS (WMB)	650	15,020	18,733

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Ron and Lisa Brill Charitable Trust 58-6275452

Form 990-PF, Part II, Line 10c - Investments - Corporate Bonds

	Description	Shares	Book Value End of Year	FMV End of Year
		TOTAL:	244,728	250,406
1	ABBOTT LABS NT - 5 600% - 11/30/2017 (002819AB6)	15,000	15,507	18,211
2	CATERPILLAR INC NT - 5 700% - 08/15/2016 (149123BM2)	15,000	15,575	17,688
3	CISCO SYSTEMS - 4 950% - 02/15/2019 (17275RAE2)	25,000	29,630	29,638
4	CONOCOPHILLIPS - 4 750% - 10/15/2012 (20825CAE4)	25,000	26,753	25,325
5	GENERAL ELEC CAP CORP MTN BE 5 62500% 05/01/2018 (36962G3U6)	15,000	16,746	17,274
6	GOLDMAN SACHS GRP INC - 5 125% - 01/15/2015 (38141GEA8)	15,000	14,391	15,661
7	INTEL CORP NOTE - 3 300% - 10/01/2021 (458140AJ9)	25,000	26,928	26,850
8	PEPSICO INC NOTES - 4 500% - 01/15/2020 (713448BN7)	25,000	28,666	28,447
9	PFIZER INC MAKE WHOLE - 5 350% - 03/15/2015 (717081DA8)	25,000	28,026	27,952
10	UNITED TECHNLGS CORP BOND 05 37500% 12/15/2017 CALL MAKE WHOLE (91301	15,000	15,650	17,932
11	WALT DISNEY CO SR NT - 4 700% - 12/1/2012 (254687AV8)	25,000	26,856	25,428

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Form 990-PF, Part II, Line 13 - Investments - Other

	Asset Description	Book Value End of Year	FMV End of Year
	TOTAL:	1,765,003	2,347,354
1	BAY RESOURCE PARTNERS OFFSHORE FD LTD	1,350,000	1,908,769
2	SILVER CREEK LOW VOL STRATEGIES II, LTD	415,003	438,585
3			
4			
5			
6			
7			
8			
9			
10			

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Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp	Benefits	Expense Acct
						TOTAL:		0	0	0
1	Jonathan Brill	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Trustee	1	0	0	0
2	Lisa F Brill	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Trustee	2	0	0	0
3	Matt Brill	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Trustee	1	0	0	0
4	Ronald Brill	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Trustee	2	0	0	0
5										
6										
7										
8										
9										
10										

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Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
BNAI VAIL CONGREGATION INC				
Street				
PO BOX 6086				
City	**State**	**Zip Code**	**Foreign Country**	
VAIL	CO	81658		
Relationship	**Foundation Status**			
N/A	509(a)(1)			
Purpose of grant/contribution				**Amount**
Associate Membership Campaign				450

Name				
BRAVO COLORADO AT VAIL-BEAVER CREEK				
Street				
2271 N FRONTAGE RD W STE C				
City	**State**	**Zip Code**	**Foreign Country**	
VAIL	CO	81657		
Relationship	**Foundation Status**			
N/A	509(a)(1)			
Purpose of grant/contribution				**Amount**
2012 Season Campaign				1,500

Name				
CCSU FOUNDATION INC				
Street				
PO BOX 612				
City	**State**	**Zip Code**	**Foreign Country**	
NEW BRITAIN	CT	06050		
Relationship	**Foundation Status**			
N/A	509(a)(3)			
Purpose of grant/contribution				**Amount**
Internal Family Systems Training by Michelle Von Koch				3,400

Name				
CHILDRENS HEALTHCARE OF ATLANTA INC				
Street				
1687 TULLIE CIR NE				
City	**State**	**Zip Code**	**Foreign Country**	
ATLANTA	GA	30329		
Relationship	**Foundation Status**			
N/A	509(a)(1)			
Purpose of grant/contribution				**Amount**
Emerging Leaders for Children's Program				2,500

Name				
CHILDRENS HEALTHCARE OF ATLANTA INC				
Street				
1687 TULLIE CIR NE				
City	**State**	**Zip Code**	**Foreign Country**	
ATLANTA	GA	30329		
Relationship	**Foundation Status**			
N/A	509(a)(1)			
Purpose of grant/contribution				**Amount**
Annual Campaign				10,000

Name				
CLARKE COUNTY MENTOR PROGRAM INC				
Street				
246 W HANCOCK AVE				
City	**State**	**Zip Code**	**Foreign Country**	
ATHENS	GA	30601		
Relationship	**Foundation Status**			
N/A	509(a)(1)			
Purpose of grant/contribution				**Amount**
General & Unrestricted				1,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name					
CONGREGATION B'NAI TORAH					
Street					
700 MT VERNON HWY N E					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30328		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					2,000

Name					
CONGREGATION B'NAI TORAH					
Street					
700 MT VERNON HWY N E					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30328		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Building Fund/Kol Nidre					505

Name					
CONSORTIUM FOR PUBLIC EDUCATION					
Street					
410 9TH ST					
City		**State**	**Zip Code**	**Foreign Country**	
MCKEESPORT		PA	15132		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
MHS Membership, Giveback, & Scholarship Fund					300

Name					
EMORY UNIVERSITY - HOSPITAL MIDTOWN					
Street					
1440 CLIFTON RD					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30322		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Charitable Event					2,500

Name					
EMORY UNIVERSITY - HOSPITAL MIDTOWN					
Street					
1440 CLIFTON RD					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30322		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Fund for Excellence Campaign					1,000

Name					
GEORGIA AQUARIUM INC					
Street					
225 BAKER ST NW					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30313		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Right Whale-Bayla Project					30,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
GEORGIA COMMUNITY SUPPORT AND SOLUTIONS INC				
Street				
1945 CLIFF VLY WAY NE STE 220				
City	**State**	**Zip Code**	**Foreign Country**	
ATLANTA	GA	30329		
Relationship	**Foundation Status**			
N/A	509(a)(1)			
Purpose of grant/contribution				**Amount**
Reelabilities Film Festival Program				1,000

Name				
GEORGIA MUSEUMS INC				
Street				
P O BOX 3248				
City	**State**	**Zip Code**	**Foreign Country**	
CARTERSVILLE	GA	30120		
Relationship	**Foundation Status**			
N/A	509(a)(2)			
Purpose of grant/contribution				**Amount**
2011 Annual Fund				1,000

Name				
HABITAT FOR HUMANITY INTERNATIONAL INC				
Street				
PO BOX 1261				
City	**State**	**Zip Code**	**Foreign Country**	
ATHENS	GA	30603		
Relationship	**Foundation Status**			
N/A	509(a)(1)			
Purpose of grant/contribution				**Amount**
General & Unrestricted				300

Name				
HILLELS OF GEORGIA INC				
Street				
735 GATEWOOD RD NE				
City	**State**	**Zip Code**	**Foreign Country**	
ATLANTA	GA	30322		
Relationship	**Foundation Status**			
N/A	509(a)(1)			
Purpose of grant/contribution				**Amount**
Charitable Event				1,000

Name				
JAZZ FOUNDATION OF AMERICA INC				
Street				
322 W 48TH ST				
City	**State**	**Zip Code**	**Foreign Country**	
NEW YORK	NY	10036		
Relationship	**Foundation Status**			
N/A	509(a)(1)			
Purpose of grant/contribution				**Amount**
General & Unrestricted				400

Name				
JEANNETTE RANKIN FOUNDATION INC				
Street				
1 HUNTINGTON RD STE 701				
City	**State**	**Zip Code**	**Foreign Country**	
ATHENS	GA	30606		
Relationship	**Foundation Status**			
N/A	509(a)(1)			
Purpose of grant/contribution				**Amount**
General & Unrestricted				1,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name					
JEWISH ASSOCIATION ON AGING					
Street					
200 JHF DR					
City		**State**	**Zip Code**	**Foreign Country**	
PITTSBURGH		PA	15217		
Relationship	**Foundation Status**				
N/A	509(a)(2)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					100

Name					
JEWISH COMMUNITY CENTERS ASSOC OF NORTH AMERICA					
Street					
520 8TH AVE FL 4					
City		**State**	**Zip Code**	**Foreign Country**	
NEW YORK		NY	10018		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Annual Fund 2012					5,000

Name					
JEWISH FAMILY & CAREER SERVICES INC					
Street					
4549 CHAMBLEE DUNWOODY RD					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30338		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					500

Name					
JEWISH FAMILY & CAREER SERVICES INC					
Street					
4549 CHAMBLEE DUNWOODY RD					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30338		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Annual Campaign					500

Name					
JEWISH FEDERATION OF GREATER ATLANTA					
Street					
1440 SPRING ST NW					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30309		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					6,000

Name					
JEWISH FEDERATION OF GREATER ATLANTA					
Street					
1440 SPRING ST NW					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30309		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Women's Philanthropy					50

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
JEWISH FEDERATION OF GREATER ATLANTA				
Street				
1440 SPRING ST NW				
City		**State**	**Zip Code**	**Foreign Country**
ATLANTA		GA	30309	
Relationship	**Foundation Status**			
N/A	509(a)(1)			
Purpose of grant/contribution				**Amount**
Community Needs 2011 Campaign				147,000

Name				
LIMMUD ATLANTA & SOUTHEAST				
Street				
1440 SPRING ST NW				
City		**State**	**Zip Code**	**Foreign Country**
ATLANTA		GA	30309	
Relationship	**Foundation Status**			
N/A	509(a)(1)			
Purpose of grant/contribution				**Amount**
Atlanta Jewish Music Festival				250

Name				
MARCUS JEWISH COMMUNITY CENTER OF ATLANTA INC				
Street				
5342 TILLY MILL RD				
City		**State**	**Zip Code**	**Foreign Country**
DUNWOODY		GA	30338	
Relationship	**Foundation Status**			
N/A	509(a)(1)			
Purpose of grant/contribution				**Amount**
Harry Maziar Golf Tournement				850

Name				
MARCUS JEWISH COMMUNITY CENTER OF ATLANTA INC				
Street				
5342 TILLY MILL RD				
City		**State**	**Zip Code**	**Foreign Country**
DUNWOODY		GA	30338	
Relationship	**Foundation Status**			
N/A	509(a)(1)			
Purpose of grant/contribution				**Amount**
College Scholarship Fund				5,000

Name				
MARCUS JEWISH COMMUNITY CENTER OF ATLANTA INC				
Street				
5342 TILLY MILL RD				
City		**State**	**Zip Code**	**Foreign Country**
DUNWOODY		GA	30338	
Relationship	**Foundation Status**			
N/A	509(a)(1)			
Purpose of grant/contribution				**Amount**
Golf Tournament and Pace Setter Campaign				25,000

Name				
MEMORIAL SLOAN-KETTERING CANCER CENTER				
Street				
633 3RD AVE 28TH FL				
City		**State**	**Zip Code**	**Foreign Country**
NEW YORK		NY	10017	
Relationship	**Foundation Status**			
N/A	509(a)(1)			
Purpose of grant/contribution				**Amount**
Hilton Kort 5K & 1K Family Fun Run Program				1,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name	NUCI PHILLIPS MEMORIAL FOUNDATION INC
Street	396 OCONEE ST
City	ATHENS
State	GA
Zip Code	30601
Foreign Country	
Relationship	N/A
Foundation Status	509(a)(1)
Purpose of grant/contribution	General & Unrestricted
Amount	700

Name	ROBERT W WOODRUFF ARTS CENTER - ALLIANCE THEATRE COMPANY
Street	1280 PEACHTREE ST NE
City	ATLANTA
State	GA
Zip Code	30309
Foreign Country	
Relationship	N/A
Foundation Status	509(a)(1)
Purpose of grant/contribution	Alliance Theater Top Billing
Amount	2,500

Name	ROBERT W WOODRUFF ARTS CENTER INC , High Museum of Art Division
Street	1280 PEACHTREE ST, N E
City	ATLANTA
State	GA
Zip Code	30309
Foreign Country	
Relationship	N/A
Foundation Status	509(a)(1)
Purpose of grant/contribution	MoMA Board Challenge Initiative
Amount	1,000

Name	ROBERT W WOODRUFF ARTS CENTER, INC
Street	1280 PEACHTREE ST NE
City	ATLANTA
State	GA
Zip Code	30309
Foreign Country	
Relationship	N/A
Foundation Status	509(a)(1)
Purpose of grant/contribution	Annual Campaign
Amount	5,000

Name	TEMPLE B'NAI ISRAEL
Street	2025 CYPRESS DR
City	WHITE OAK
State	PA
Zip Code	15131
Foreign Country	
Relationship	N/A
Foundation Status	509(a)(1)
Purpose of grant/contribution	TBI 100th Anniversary Program
Amount	180

Name	TEMPLE EMANUEL OF GREATER ATLANTA INC
Street	1580 SPALDING DR
City	ATLANTA
State	GA
Zip Code	30350
Foreign Country	
Relationship	N/A
Foundation Status	509(a)(1)
Purpose of grant/contribution	Caring Fund
Amount	36

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name					
TEMPLE EMANUEL OF GREATER ATLANTA INC					
Street					
1580 SPALDING DR					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30350		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Tzedaka Fund					100

Name					
TEMPLE EMANUEL OF GREATER ATLANTA INC					
Street					
1580 SPALDING DR					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30350		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Matching Gift					37,501

Name					
TEMPLE EMANUEL OF GREATER ATLANTA INC					
Street					
1580 SPALDING DR					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30350		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Annual Dues					2,075

Name					
TEMPLE EMANUEL OF GREATER ATLANTA INC					
Street					
1580 SPALDING DR					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30350		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Annual Dues and Mitzvah Circle Campaign					3,050

Name					
TEMPLE EMANUEL OF GREATER ATLANTA INC					
Street					
1580 SPALDING DR					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30350		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Finanacial Committee Campaign					6,500

Name					
TEMPLE EMANUEL OF GREATER ATLANTA INC					
Street					
1580 SPALDING DR					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30350		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Matching Grant					7,800

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name					
THE ALFRED AND ADELE DAVIS ACADEMY INC					
Street					
8105 ROBERTS DR					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30350		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Community Celebration Program					236

Name					
THE WILLIAM BREMAN JEWISH HOME INC					
Street					
3150 HOWELL MILL RD NW					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30327		
Relationship	**Foundation Status**				
N/A	509(a)(2)				
Purpose of grant/contribution					**Amount**
Annual Fund					250

Name					
THE WILLIAM BREMAN JEWISH HOME INC					
Street					
3150 HOWELL MILL RD NW					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30327		
Relationship	**Foundation Status**				
N/A	509(a)(2)				
Purpose of grant/contribution					**Amount**
Annual Campaign					250

Name					
TRUANCY INTERVENTION PROJECT GEORGIA INC					
Street					
395 PRYOR ST SW, STE 4122					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30312		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					500

Name					
UNITED STATES FUND FOR UNICEF - SOUTHEAST REGIONAL OFFICE					
Street					
1447 PEACHTREE ST , STE 530					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30309		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
The UNICEF Experience Total Package Project					8,526

Name					
UNITED STATES FUND FOR UNICEF - SOUTHEAST REGIONAL OFFICE					
Street					
1447 PEACHTREE ST , STE 530					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30309		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Charitable Event					1,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
UNIVERSITY OF VERMONT				
Street				
411 MAIN ST				
City	**State**	**Zip Code**	**Foreign Country**	
BURLINGTON	VT	05401		
Relationship	**Foundation Status**			
N/A	509(a)(1)			
Purpose of grant/contribution				**Amount**
Lawrence Debate Union Program				1,000

Name				
VAIL BREAST CANCER AWARENESS GROUP				
Street				
PO BOX 4043				
City	**State**	**Zip Code**	**Foreign Country**	
AVON	CO	81620		
Relationship	**Foundation Status**			
N/A	509(a)(1)			
Purpose of grant/contribution				**Amount**
General & Unrestricted				2,000

Name				
VAIL CLINIC INC				
Street				
PO BOX 1529				
City	**State**	**Zip Code**	**Foreign Country**	
VAIL	CO	81658		
Relationship	**Foundation Status**			
N/A	509(a)(1)			
Purpose of grant/contribution				**Amount**
Teaching Aid				1,000

Name				
VAIL VALLEY FOUNDATION INC				
Street				
P O BOX 309				
City	**State**	**Zip Code**	**Foreign Country**	
VAIL	CO	81658		
Relationship	**Foundation Status**			
N/A	509(a)(2)			
Purpose of grant/contribution				**Amount**
Eagle Program				15,000

Name				
VAIL VALLEY FOUNDATION INC				
Street				
P O BOX 309				
City	**State**	**Zip Code**	**Foreign Country**	
VAIL	CO	81658		
Relationship	**Foundation Status**			
N/A	509(a)(2)			
Purpose of grant/contribution				**Amount**
Vilar Performing Arts Center				5,000

Name				
WILLIAM BREMEN JEWISH HERITAGE MUSEUM				
Street				
1440 SPRING ST NW				
City	**State**	**Zip Code**	**Foreign Country**	
ATLANTA	GA	30309		
Relationship	**Foundation Status**			
N/A	509(a)(1)			
Purpose of grant/contribution				**Amount**
Annual Campaign				1,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
WILLIAM P BILLY ISBIR FOUNDATION				
Street				
P O BOX 3102				
City	**State**	**Zip Code**	**Foreign Country**	
MCKEESPORT	PA	15134		
Relationship	**Foundation Status**			
N/A	509(a)(1)			
Purpose of grant/contribution				**Amount**
General & Unrestricted				100

Name				
WOODWARD ACADEMY INC				
Street				
1662 RUGBY AVE				
City	**State**	**Zip Code**	**Foreign Country**	
COLLEGE PARK	GA	30337		
Relationship	**Foundation Status**			
N/A	509(a)(1)			
Purpose of grant/contribution				**Amount**
Ron McCollum Retirement Fund				1,000

Name				
WOODWARD ACADEMY INC				
Street				
1662 RUGBY AVE				
City	**State**	**Zip Code**	**Foreign Country**	
COLLEGE PARK	GA	30337		
Relationship	**Foundation Status**			
N/A	509(a)(1)			
Purpose of grant/contribution				**Amount**
Woodward Society and Building Fund				11,000

Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**
				0

Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**
				0

Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**
				0