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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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation The Brandaw Family Foundation		A Employer identification number 20-8679139	
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd		B Telephone number (see instructions) (800) 839-1754	
City or town, state, and ZIP code Wilmington, DE 198091377		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address 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) ☒ \$ 988,473	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.	31,342	31,342		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 ☒	19,825			
	b Gross sales price for all assets on line 6a _____ 368,079				
	7 Capital gain net income (from Part IV , line 2)		19,825		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	51,167	51,167		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	☒ 9,798	9,798		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ☒	594	94		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	☒ 9,928	12		9,916
	24 Total operating and administrative expenses. Add lines 13 through 23	20,320	9,904		9,916
	25 Contributions, gifts, grants paid	113,920			113,920
	26 Total expenses and disbursements. Add lines 24 and 25	134,240	9,904		123,836
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-83,073			
	b Net investment income (if negative, enter -0-)		41,263		
	c Adjusted net income (if negative, enter -0-)				

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	67,687	7,038	7,038
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	649,818 	721,005	748,808
	c	Investments—corporate bonds (attach schedule)	320,014 	226,403	232,627
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,037,519	954,446	988,473
	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)			
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		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	1,037,519	954,446	
Net Assets or Fund Balances	30	Total net assets or fund balances (see page 17 of the instructions)	1,037,519	954,446	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,037,519	954,446	

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	1,037,519
2	Enter amount from Part I, line 27a	2	-83,073
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	954,446
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	954,446

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)
1 a Publicly-traded Securities				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 368,079		348,254	19,825	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			19,825	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	19,825
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 page 18 of 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))
2011	113,747	1,066,880	000 106616
2010	143,162	1,139,051	000 125685
2009	111,641	1,132,174	000 098608
2008	72,586	1,499,293	000 048413
2007		83,308	

2 Total of line 1, column (d).	2	000 379322
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	000 075864
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	974,953
5 Multiply line 4 by line 3.	5	73,964
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	413
7 Add lines 5 and 6.	7	74,377
8 Enter qualifying distributions from Part XII, line 4.	8	123,836

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ 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	413
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	413
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	413
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	630	
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	630
8		Enter any penalty for underpayment of estimated tax Check here ☐ 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	217
11		Enter the amount of line 10 to be Credited to 2013 estimated tax 217	Refunded	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
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)?			No
	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		No
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?	2		No
	If "Yes," attach a detailed description of the activities.			
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
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	Yes	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)?			
	If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of Foundation Source Telephone no (800) 839-1754 Located at 501 Silverside Road Suite 123 Wilmington DE ZIP+4 198091377			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2012, 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		No
See 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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? 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		
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?			
b	If "Yes," did it have excess business holdings in 2012 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 2012.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2012?	4b		No

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		
	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
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
Joan M Brandaw Foundation Source 501 Silverside Rd Wilmington, DE 19809	Pres / Dir / Sec 001 00	0		
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
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
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	
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 page 24 of the instructions	
3	
Total. Add lines 1 through 3.	

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	978,398
b	Average of monthly cash balances.	1b	11,402
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	989,800
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	989,800
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) 5	4	14,847
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	974,953
6	Minimum investment return. Enter 5% of line 5.	6	48,748

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	48,748
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	413
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	413
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	48,335
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	48,335
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	48,335

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 5	1a	123,836
b	Program-related investments—total from Part IX-B.	1b	
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	123,836
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	413
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	123,423
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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				48,335
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				50,468
d From 2010.				87,649
e From 2011.				61,563
f Total of lines 3a through e.	199,680			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 123,836				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				48,335
e Remaining amount distributed out of corpus	75,501			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	275,181			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				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 2007 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	275,181			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				50,468
c Excess from 2010. . . .				87,649
d Excess from 2011. . . .				61,563
e Excess from 2012. . . .				75,501

Part XIV

Private Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 organization 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))

Joan M Brandaw

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

2

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	113,920
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.			14	31,342	
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	19,825	
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).				51,167	
13 Total. Add line 12, columns (b), (d), and (e).					51,167

[illegible]

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

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

*****	2013-05-03	*****	May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN
	Jeffrey D Haskell	Jeffrey D Haskell	2013-05-03		
	Firm's name ☐	Foundation Source		Firm's EIN ☐	
		One Hollow Lane Suite 212			
	Firm's address ☐	Lake Success, NY 11042		Phone no (800) 839-1754	

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BLANCHET CATHOLIC SCHOOL 4373 MARKET ST NE SALEM,OR 97301	N/A	509a1	Annual Archbishop Blanchet Society Fund	10,000
BLANCHET CATHOLIC SCHOOL 4373 MARKET ST NE SALEM,OR 97301	N/A	509a1	Charitable Event	1,000
BLANCHET CATHOLIC SCHOOL 4373 MARKET ST NE SALEM,OR 97301	N/A	509a1	Foundation for the Future Campaign	5,000
BOYS & GIRLS CLUB SALEM MARION & POLK CO 1395 SUMMER ST NE SALEM,OR 97301	N/A	509a1	Charitable Event	1,000
BOYS & GIRLS CLUB SALEM MARION & POLK CO 1395 SUMMER ST NE SALEM,OR 97301	N/A	509a1	Charitable Event	250
CATHOLIC CMTY SERV OF MID WILLIAMETTE VLY 3737 PORTLAND RD NE SALEM,OR 97301	N/A	509a1	A Forever Home For Everyone Program	5,000
CATLIN GABEL SCHOOL 8825 SW BARNES RD PORTLAND,OR 97225	N/A	509a1	Annual Fund	10,000
CATLIN GABEL SCHOOL 8825 SW BARNES RD PORTLAND,OR 97225	N/A	509a1	Arts Minds Campaign	25,000
CATLIN GABEL SCHOOL 8825 SW BARNES RD PORTLAND,OR 97225	N/A	509a1	Restricted Financial Aid Program	2,500
DUCK ATHLETIC FUND 2727 LEO HARRIS PKWY EUGENE,OR 97401	N/A	509a1	General Unrestricted	8,320
EDUCONGO INC 4130 SW117TH AVE STE 463 BEAVERTON,OR 97005	N/A	509a1	Congo Bus Project	250
FAMILY BUILDING BLOCKS INC 2425 LANCASTER DR NE SALEM,OR 97305	N/A	509a1	General Unrestricted	5,000
FAMILY YOUNG MENS CHRISTIAN ASSOCIATION OF MARION & POLK COUNTIES 685 COURT ST NE SALEM,OR 97301	N/A	509a2	Salem Family YMCA PWY 2011 Campaign	1,000
FRIENDS OF PIMPOLLO PO BOX 1107 SALEM,OR 97308	N/A	509a1	Scholarship Program	1,000
FRIENDS OF PIMPOLLO PO BOX 1107 SALEM,OR 97308	N/A	509a1	Friends of Pimpollo Scholarship	3,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MARION-POLK FOOD SHARE INC 1660 INDUSTRIAL DR NE SALEM,OR 97301	N/A	509a1	Feed Hungry Children and Families Program	250
MARION-POLK FOOD SHARE INC 1660 INDUSTRIAL DR NE SALEM,OR 97301	N/A	509a1	No Hungry Child/Feed Bellies and Brains Program	2,500
MEDICAL FOUNDATION OF MARION AND POLK COUNTIES 2995 RYAN DR SE 100 SALEM,OR 97301	N/A	509a1	2012 Annual Bronze Sponsorship Scholarship	3,500
OREGON ARTISTS SERIES FOUNDATION PO BOX 2682 SALEM,OR 97308	N/A	509a1	General Unrestricted	500
PARENT-TEACHER ORGANIZATION 16800 HAWTHORNE DR LAKE OSWEGO,OR 97034	N/A	509a2	Charitable Event	120
PEPPERDINE UNIVERSITY 24255 PCH COAST HWY MALIBU,CA 91406	N/A	509a1	General Unrestricted	1,000
SALEM ART ASSOCIATION 600 MISSION ST SE SALEM,OR 97302	N/A	509a1	Clay Ball Artist in Residence Paddle Raise Campaign	1,000
SALEM HOSPITAL FOUNDATION 890 OAK ST SE SALEM,OR 97301	N/A	509a1	General Unrestricted	5,000
SALEM LEADERSHIP FOUNDATION PO BOX 7384 SALEM,OR 97303	N/A	509a1	Charitable Event	1,500
SALEM LEADERSHIP FOUNDATION PO BOX 7384 SALEM,OR 97303	N/A	509a1	Charitable Event	300
SALEM LEADERSHIP FOUNDATION PO BOX 7384 SALEM,OR 97303	N/A	509a1	June 2011 Fancy Dessert Pledge Campaign	5,000
THE SALVATION ARMY PO BOX 7047 SALEM,OR 97303	N/A	509a2	The Salem Kroc Scholarship	180
UNIVERSITY OF OREGON FOUNDATION 1720 E 13TH AVE STE 410 EUGENE,OR 97403	N/A	509a1	School of Architecture and Allied Arts Program	2,500
VITAL LIFE - A MARQUIS AND CONSONUS FOUNDATION 4560 SE INTERNATIONAL WAY STE 100 MILWAUKIE,OR 97222	N/A	509a1	Charitable Event	3,750
VITAL LIFE - A MARQUIS AND CONSONUS FOUNDATION 4560 SE INTERNATIONAL WAY STE 100 MILWAUKIE,OR 97222	N/A	509a1	Charitable Event	2,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WILLAMETTE UNIVERSITY 900 STATE ST SALEM,OR 97301	N/A	509a1	Willamette Academy Program	1,000
YATIMA GROUP FUND 891 23RD ST NE SALEM,OR 97301	N/A	509a1	Maasai Project	5,000
Total ▶ 3a				113,920

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: The Brandaw Family Foundation

EIN: 20-8679139

Software ID: 12000057

Software Version: 12.13.328.3

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Publicly-traded Securities					368,079	348,254			19,825	

TY 2012 General Explanation Attachment

Name: The Brandaw Family Foundation

EIN: 20-8679139

Software ID: 12000057

Software Version: 12.13.328.3

**TY 2012 Investments Corporate
Bonds Schedule****Name:** The Brandaw Family Foundation**EIN:** 20-8679139**Software ID:** 12000057**Software Version:** 12.13.328.3

Name of Bond	End of Year Book Value	End of Year Fair Market Value
3M CO NT - 4.375 - 08/15/2013	53,359	51,280
BANK OF AMERICA CORPORATION 5.700 01/24/2022	4,979	6,013
GATX CORP - 3.500 - 07/15/2016	15,038	15,635
GILEAD SCIENCES INC 5.650 12/01/41	998	1,242
HSBC FINANCE CORP 5.6 2/15/18	30,000	33,095
JOY GLOBAL IINC - 5.125 - 10/15/2021	24,788	27,628
NOVARTIS CAPITAL CORP - 4.125 - 02/10/2014	52,088	52,003
SAFEWAY INC NT 3.40 12/01/2016	5,997	6,196
SIMON PROPERTY GROUP 4.125 12/01/21	9,969	11,106
US BANCORP 6.500 PFD	2,750	3,150
WAL MART STORES INC - 4.250 - 04/15/2013	26,437	25,279

TY 2012 Investments Corporate
Stock Schedule

Name: The Brandaw Family Foundation
EIN: 20-8679139
Software ID: 12000057
Software Version: 12.13.328.3

Name of Stock	End of Year Book Value	End of Year Fair Market Value
64 shares of ABBOTT LABS	4,234	4,192
106 shares of ACCENTURE PLC	5,491	7,049
101 shares of ACE LTD	6,665	8,060
95 shares of ALLERGAN INC.	8,260	8,714
110 shares of AMERICAN CAMPUS COMMUNITIES	4,358	5,074
103 shares of APACHE CORPORATION	9,350	8,086
18 shares of APPLE INC.	6,895	9,579
2593 shares of AQR MANAGED FUTURES FUND CL I	24,999	25,363
29 shares of AVALONBAY CMNTYS INC	3,573	3,932
59 shares of BERKSHIRE HATHAWAY INC. CLASS B	4,431	5,292
194 shares of CAPITAL ONE FINANCIAL CORP	9,058	11,238
111 shares of CELANESE CORPORATION	4,544	4,943
65 shares of CELGENE CORP	4,146	5,101
74 shares of CHEVRON CORP	6,983	8,002
569 shares of CISCO SYSTEMS INC	9,852	11,180
155 shares of COMCAST CORP CL A	3,697	5,791
215 shares of CVS CAREMARK CORP.	8,799	10,395
101 shares of DEERE CO	8,411	8,728
68 shares of DIAGEO PLC ADS	6,110	7,927
1344 shares of DIAMOND HILL LONG SHORT FUND CLASS I	21,661	24,659
400 shares of DIGITAL REALTY TRUST INC 7	9,980	10,668
145 shares of DIGITAL RLTY TR INC	9,858	9,844
1515 shares of EATON VANCE FLOATING RATE FUND INSTI SHARE	13,786	13,816
929 shares of FIDELITY ADVISOR EMERG MKTS INC CL I	12,321	13,965
448 shares of FORD MOTOR COMPANY	4,361	5,802
848 shares of GATEWAY FUND CLASS Y	21,063	22,988
533 shares of GENERAL ELECTRIC CO	8,948	11,188
52 shares of GOLDMAN SACHS GROUP	4,941	6,633
15 shares of GOOGLE INC CL A	9,027	10,611
229 shares of HEALTH CARE PPTY INVS INC	9,208	10,342

Name of Stock	End of Year Book Value	End of Year Fair Market Value
424 shares of INTEL CORP	9,643	8,743
185 shares of ISHARE MSCI GERMANY	3,764	4,570
60 shares of ISHARES FTSE CHINA 25 INDEX FUND	2,102	2,427
916 shares of ISHARES GOLD TRUST	15,028	14,912
311 shares of ISHARES MSCI CANADA INDEX FD	9,020	8,832
43 shares of ISHARES MSCI CHILE INVESTABLE MKT IDX	2,540	2,719
247 shares of ISHARES MSCI PACIFIC EX-JAPAN	10,578	11,644
35 shares of ISHARES MSCI RUSSIA CAPPED INDE	923	828
52 shares of ISHARES MSCI SOUTH AFRICA	3,424	3,722
1449 shares of ISHARES MSCI-JAPAN	14,696	14,128
23 shares of ISHARES MSCI-MEXICO	1,266	1,622
37 shares of ISHARES MSCI-SOUTH KOREA	2,228	2,344
267 shares of ISHARES MSCI-TAIWAN	3,397	3,637
125 shares of ISHARES SP 500 GROWTH INDEX FUND	7,997	9,468
215 shares of ISHARES SP MIDCAP 400 BARRA VALUE	12,673	18,950
269 shares of ISHARES SP MIDCAP 400 GROWTH INDEX FUND	21,682	30,776
84 shares of ISHARES SP SMALLCAP 600 GROWTH INDEX FD	5,610	7,059
118 shares of ISHARES SP SMALLCAP 600 VALUE INDEX FUND	6,713	9,547
475 shares of ISHARES SILVER TRUST	14,602	13,951
96 shares of JOHNSON JOHNSON	5,989	6,730
700 shares of JP MORGAN ALERIAN MLP INDEX ETN	25,618	26,922
123 shares of JP MORGAN CHASE CO	3,908	5,408
169 shares of LAS VEGAS SANDS CORP	6,978	7,801
1500 shares of LEHMAN BROTHERS HOLDINGS 7.95	37,499	
4492 shares of LOOMIS SAYLES BOND FUND	64,999	67,920
1117 shares of MAINSTAY CONVERTIBLE FUND CL I	19,130	16,137
68 shares of MCDONALDS CORP	6,191	5,998
1400 shares of MERGER FUND-SBI	21,133	22,169
420 shares of MICROSOFT CORPORATION	11,324	11,218
162 shares of MONDELEZ INTERNATIONAL INC	4,237	4,123

Name of Stock	End of Year Book Value	End of Year Fair Market Value
60 shares of NATL OILWELL VARCO	4,801	4,101
99 shares of PHILIP MORRIS INTL	7,168	8,280
73 shares of POTASH CORPORATION OF SASKATCHEWAN INC	3,067	2,970
211 shares of PUBLIC SVC ENTERPRISE GROUP INC.	6,597	6,457
100 shares of QUALCOMM INC	6,013	6,186
400 shares of QWEST CORP PFD SER A	10,000	10,788
68 shares of SPDR DJ WILSHIRE INT	2,507	2,812
157 shares of TEVA PHARMECEUTICAL SP ADR	6,081	5,862
140 shares of TJX COMPANIES INC	3,904	5,943
101 shares of TOTAL FINA ELF S.A.	4,726	5,253
50 shares of UNITED PARCEL SERVICE	3,807	3,687
173 shares of UNITEDHEALTH GROUP INC.	8,415	9,384
145 shares of US BANCORP DEL NEW	4,311	4,631
397 shares of VODAFONE GROUP PLC	10,903	10,000
1534 shares of WELLS FARGO ADVANTAGE HIGH INCOME FD INSTITUTIONAL	11,782	11,966
1457 shares of WELLS FARGO ADVANTAGE ULTRA SHORT TERM MUNICIPAL	7,021	7,021

TY 2012 Other Expenses Schedule**Name:** The Brandaw Family Foundation**EIN:** 20-8679139**Software ID:** 12000057**Software Version:** 12.13.328.3

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	9,891			9,891
Bank Charges	12	12		
State or Local Filing Fees	25			25

TY 2012 Other Professional Fees Schedule**Name:** The Brandaw Family Foundation**EIN:** 20-8679139**Software ID:** 12000057**Software Version:** 12.13.328.3

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	9,798	9,798		

TY 2012 Taxes Schedule**Name:** The Brandaw Family Foundation**EIN:** 20-8679139**Software ID:** 12000057**Software Version:** 12.13.328.3

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Estimated Tax for 2012	500			
Foreign Tax Paid	94	94		