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Form 990-PF

## Return of Private Foundation

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

2012

Open to Public  
Inspection

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

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

Name of foundation The Brunkhorst Foundation		A Employer identification number 23-7000850			
Number and street (or P O box number if mail is not delivered to street address) 6800 Jericho Turnpike		B Telephone number (see instructions) (516) 496-9195			
City or town, state, and ZIP code Syosset, NY 11791		C If exemption application is pending, check here <input checked="" type="checkbox"/> <input type="checkbox"/>			
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D</b> 1. Foreign organizations, check here <input checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <input type="checkbox"/>			
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/> <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>			
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$</b> 72,634,850		<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			
<b>Part I</b> <b>Analysis of Revenue and Expenses</b> (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)	2,560,000			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	390	390		
	4 Dividends and interest from securities. . . . .	3,293,062	3,293,062		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	163,838			
	b Gross sales price for all assets on line 6a <u>16,290,782</u>				
	7 Capital gain net income (from Part IV, line 2) . . . . .		163,838		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold . . . . .					
c Gross profit or (loss) (attach schedule) . . . . .					
11 Other income (attach schedule) . . . . .					
12 <b>Total.</b> Add lines 1 through 11 . . . . .	6,017,290	3,457,290			
Operating and Administrative Expenses	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) . . . . .				
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)	260,853			
	19 Depreciation (attach schedule) and depletion . . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	1,679	49		1,630
	24 <b>Total operating and administrative expenses.</b>				
Add lines 13 through 23 . . . . .	262,532	49		1,630	
25 Contributions, gifts, grants paid. . . . .	3,335,000			3,335,000	
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	3,597,532	49		3,336,630	
27 Subtract line 26 from line 12					
a <b>Excess of revenue over expenses and disbursements</b>	2,419,758				
b <b>Net investment income</b> (if negative, enter -0-) . . . . .		3,457,241			
c <b>Adjusted net income</b> (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 . . . . .	76,697	125,018	125,018	
	2 Savings and temporary cash investments . . . . .	608,896	198,106	198,106	
	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 . . . . .	234,674	173,821	173,821	
	10a Investments—U S and state government obligations (attach schedule)	1,317,010	1,311,311	1,388,101	
	b Investments—corporate stock (attach schedule) . . . . .	10,175,339	15,618,150	16,513,051	
	c Investments—corporate bonds (attach schedule) . . . . .	50,386,665	46,616,979	49,173,984	
	11 Investments—land, buildings, and equipment basis ►				
Less accumulated depreciation (attach schedule) ►					
12 Investments—mortgage loans . . . . .					
13 Investments—other (attach schedule) . . . . .	3,701,722	4,877,376	5,062,769		
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)	66,501,003	68,920,761	72,634,850		
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	
	<b>Foundations that follow SFAS 117, check here ► <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24 Unrestricted . . . . .				
	25 Temporarily restricted . . . . .				
	26 Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/></b> <b>and complete lines 27 through 31.</b>				
	27 Capital stock, trust principal, or current funds . . . . .	66,501,003	68,920,761		
	28 Paid-in or capital surplus, or land, bldg , and equipment fund . . . . .				
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .				
30 Total net assets or fund balances (see page 17 of the instructions) . . . . .	66,501,003	68,920,761			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	66,501,003	68,920,761			
Net Assets or Fund Balances					

**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	66,501,003
2	Enter amount from Part I, line 27a . . . . .	2	2,419,758
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3 . . . . .	4	68,920,761
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	68,920,761

**Part IV Capital Gains and Losses for Tax on Investment Income**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
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<b>1a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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

<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	<b>(i)</b> If gain, also enter in Part I, line 7 <b>(j)</b> If (loss), enter -0- in Part I, line 7	<b>2</b>	163,838
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		<b>3</b>	71,415

If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8

**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

<b>(a)</b> Base period years Calendar year (or tax year beginning in)	<b>(b)</b> Adjusted qualifying distributions	<b>(c)</b> Net value of noncharitable-use assets	<b>(d)</b> Distribution ratio (col (b) divided by col (c))
2011	3,333,625	66,926,755	0 04981
2010	3,227,534	61,439,803	0 05253
2009	2,830,998	57,498,821	0 04924
2008	2,801,000	55,261,303	0 05069
2007	2,425,750	47,999,745	0 05054

<b>2</b> <b>Total</b> of line 1, column (d).	<b>2</b>	0 25280
<b>3</b> 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	<b>3</b>	0 05056
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	<b>4</b>	70,378,618
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	3,558,343
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	34,572
<b>7</b> Add lines 5 and 6.	<b>7</b>	3,592,915
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	3,336,630

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 page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1	1	69,145	
	Date of ruling or determination letter _____ <b>(attach copy of letter if necessary—see instructions)</b>			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
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		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5		
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	135,736	
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	135,736	
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached <input checked="" type="checkbox"/>	8		
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9		
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10		
11	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> 66,591 <b>Refunded</b> <input type="checkbox"/>	11		

**Part VII-A Statements 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
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .	Yes	No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
1c	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>	Yes	No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	Yes	No
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	Yes	No
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? . . . . .	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	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)? <i>If "Yes," complete Part XIV</i>	Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	Yes	No

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

11		No
12		No
13	Yes	

Website address ► N/A

14 The books are in care of ► Richard Kandel Telephone no ► (516) 496-9195  
 Located at ► 6800 Jericho Turnpike-Suite 206E Syosset NY ZIP +4 ► 11791

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

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? ► Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► Yes <input checked="" type="checkbox"/> 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 <input checked="" type="checkbox"/> 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 <input checked="" type="checkbox"/> No		
1b 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	No
1c 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? ► Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____	2b	No
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) ►		
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 <input checked="" type="checkbox"/> No	3b	No
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.) ►	4a	No
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ►	4b	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? ►		

**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 <b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . <b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . . <b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? . . . . . <b>(4)</b> 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). . . . . <b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? . . . . . Organizations relying on a current notice regarding disaster assistance check here. . . . . <input checked="" type="checkbox"/>		5b No
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? . . . . . <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . <i>If "Yes" to 6b, file Form 8870.</i>		6b No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .		7b No

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

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

2 List all officers, directors, trustees, foundation managers and their compensation (See instructions.)				
<b>(a)</b> Name and address	<b>(b)</b> Title, and average hours per week devoted to position	<b>(c)</b> Compensation <b>(If not paid, enter -0-)</b>	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	<b>(e)</b> Expense account other allowances
Richard Todd Stravitz  11 Bridgewater Road Richmond, VA 23226	Trustee  0 00	0		
Barbara Brunckhorst  2700 N Ocean Dr 2604A Riviera Beach, FL 34242	Trustee  10 00	0		
Frank Brunckhorst III  1400 Ladue Lane Sarasota, FL 33404	Trustee  0 00	0		

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

**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		

**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	70,423,543
b	Average of monthly cash balances. . . . .	1b	1,026,831
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	<b>Total</b> (add lines 1a, b, and c). . . . .	1d	71,450,374
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e	0
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2	
3	Subtract line 2 from line 1d. . . . .	3	71,450,374
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	1,071,756
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	70,378,618
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	6	3,518,931

**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	3,518,931
2a	Tax on investment income for 2012 from Part VI, line 5. . . . .	2a	69,145
b	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	69,145
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	3,449,786
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	3,449,786
6	Deduction from distributable amount (see instructions). . . . .	6	
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	3,449,786

**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	3,336,630
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	3a	
a	Suitability test (prior IRS approval required). . . . .	3b	
b	Cash distribution test (attach the required schedule). . . . .	4	3,336,630
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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). . . . .	6	3,336,630
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .		

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				3,449,786
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only. . . . .			1,039,036	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007. . . . .				
<b>b</b> From 2008. . . . .				
<b>c</b> From 2009. . . . .				
<b>d</b> From 2010. . . . .				
<b>e</b> From 2011. . . . .				
<b>f Total of lines 3a through e. . . . .</b>				
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ► \$ 3,336,630				
<b>a</b> Applied to 2011, but not more than line 2a			1,039,036	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2012 distributable amount. . . . .				2,297,594
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013. . . . .				1,152,192
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008. . . . .				
<b>b</b> Excess from 2009. . . . .				
<b>c</b> Excess from 2010. . . . .				
<b>d</b> Excess from 2011. . . . .				
<b>e</b> Excess from 2012. . . . .				

**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. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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.			
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) )

Barbara Brunckhorst

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)				
<b>a Paid during the year</b> See Additional Data Table				
<b>Total</b> . . . . .			► 3a	3,335,000
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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



2012

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

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

**Name of the organization**

The Brunckhorst Foundation

**Employer identification number**

23-7000850

**Organization type (check one)****Filers of:****Section:**

Form 990 or 990-EZ

501(c)( ) (enter number) organization  
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation  
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation  
 4947(a)(1) nonexempt charitable trust treated as a private foundation  
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

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

**Special Rules**

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

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

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

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

**Name of organization**  
The Brunckhorst Foundation

**Employer identification number**

23-7000850

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	Barbara Brunckhorst 2010 Trust 2700 N Ocean Dr 2604A  Riviera Beach, FL 33404	\$ 560,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
1	Barbara Brunckhorst 2700 N Ocean Dr 2604A  Riviera Beach, FL 33404	\$ 2,000,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )

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**Name of organization**

**Employer identification number**

23-7000850

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____

<b>Name of organization</b> The Brunckhorst Foundation		<b>Employer identification number</b> 23-7000850	
<b>Part III</b> <b>Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.</b> Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusive/y religious, charitable, etc., contributions of \$1,000 or less</i> for the year (Enter this information once. See instructions ) ► \$ Use duplicate copies of Part III if additional space is needed			
<b>(a) No. from Part I</b>	<b>(b) Purpose of gift</b>	<b>(c) Use of gift</b>	<b>(d) Description of how gift is held</b>
—	—	—	—
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP 4</b>		<b>Relationship of transferor to transferee</b>	
—	—	—	—
<b>(a) No. from Part I</b>	<b>(b) Purpose of gift</b>	<b>(c) Use of gift</b>	<b>(d) Description of how gift is held</b>
—	—	—	—
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP 4</b>		<b>Relationship of transferor to transferee</b>	
—	—	—	—
<b>(a) No. from Part I</b>	<b>(b) Purpose of gift</b>	<b>(c) Use of gift</b>	<b>(d) Description of how gift is held</b>
—	—	—	—
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP 4</b>		<b>Relationship of transferor to transferee</b>	
—	—	—	—
<b>(a) No. from Part I</b>	<b>(b) Purpose of gift</b>	<b>(c) Use of gift</b>	<b>(d) Description of how gift is held</b>
—	—	—	—
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP 4</b>		<b>Relationship of transferor to transferee</b>	
—	—	—	—

# TY 2012 Investments Corporate Bonds Schedule

**Name:** The Brunckhorst Foundation

**EIN:** 23-7000850

**Software ID:** 12000229

**Software Version:** 2012v2.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Wyndham Worldwide-4.25%,3/1/22	105,700	103,252
Weyerhaeuser Co-7.125%,7/15/23	49,906	48,265
Weatherford Int'l-4.5%,4/15/22	156,132	159,189
Tyson Foods Inc-4.5%,6/15/22	270,440	270,630
Sociele Generale-5.2%,4/15/21	558,385	554,250
Royal Bank of Scotland-6.4%,10/21/19	105,887	115,070
Rabobank Nederland-3.95%,11/9/22	513,489	512,015
Nordea Bank Reg-S	204,512	210,180
Morgan Stanlry-4.875%,11/1/22	566,914	569,465
Morgan Stanlry-5.75%,1/25/21	55,806	57,102
Lloyds TSB Bank-6.5%,9/14/20	557,081	553,875
Ingram Micro Inc-5%,8/10/22	208,974	205,198
Hewlett Packard-4.65%,12/9/21	213,802	200,778
Hewlett Packard-4.3%,6/1/21	100,161	99,050
Goldman Sachs Group-6%,12/15/23	60,034	57,442
Goldman Sachs Group-5%,6/15/23	110,012	106,114
Goldman Sachs Group-5%,5/15/22	88,710	86,819
Goldman Sachs Group-4.85%,5/15/22	53,681	53,616
GE Capital Corp-5.75%,2/15/23	35,907	34,418
Ford Motor Credit-4.25%,9/20/22	205,771	211,476
Ford Motor Credit-5.875%,8/2/21	115,630	116,454
Century Link Inc-6.45%,6/15/21	226,564	221,000
BNP Paribas-5%,1/15/21	206,123	224,630
Best Buy-5.5%,3/15/21	100,870	84,750
Barclays Bank-6.278%,12/29/49	425,625	479,710
Barclays Bank-6.05%,12/4/17	219,425	217,900
Bank of America-6.75%,8/15/19	114,709	114,570
Bank of America-5.49%,5/15/19	222,628	222,164
Alcoa-5.4%,4/15/21	107,398	104,081
Credit Suisse FB USA-6%,2/15/18	720,750	780,098

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Weyerhaeuser-7.375%,10/1/19	110,540	123,594
UBS AG Stamford-5.75%,4/25/18	106,447	116,885
Transocean-6.5%,11/15/20	113,928	121,112
Royal Bank of Scotland-5.65%,8/24/20	102,718	116,097
Protective Life-6.4%,1/15/18	107,694	116,280
Pitney Bowes-5.6%,3/15/18	210,909	211,834
Pitney Bowes-4.75%,5/15/18	201,317	207,504
Peabody Morris-6.5%,9/15/20	98,108	96,525
Nokia Corp-5.375%,5/15/19		
Nationwide Fin'l-6.75%,5/15/67	174,000	208,450
Morgan Stanley-5.625%,9/23/19	211,922	226,196
Moody's Corp-5.5%,9/1/20	107,325	111,512
Merrill Lynch-5.7%,5/2/17	207,480	219,500
Lorillard Tobacco Settle-6.875%,5/1/20	222,261	243,776
Lloyds TSB Bank-4.875%.1/21/16	100,623	110,135
Lincoln National Corp-6.25%,2/15/20	110,282	119,650
Key Bank NA-4.625%,6/15/18	99,632	103,199
JP Morgan Chase-6.3%,4/23/19	112,594	123,376
Jefferies Group-5.125%,4/13/18	102,630	105,000
Jabil Circuit Inc-5.625%,12/15/20	201,293	222,000
International Paper-9.375%,5/15/19	246,160	272,742
HSBC Finance Corp-5%,9/27/20	103,265	109,188
Hartford Fin'l Services-6.3%,3/15/18	107,430	119,138
Goldman Sachs Group-6.15%,4/1/18	327,737	352,431
GE Capital Corp-5.625%,5/1/18	107,655	118,753
Ford Motor Credit-5%,5/15/18	202,580	220,688
Fifth Third Bank-4.5%,6/1/18	53,224	58,854
Credit Suisse FB USA-5.4%,1/14/20	271,530	281,097
Credit Suisse FB USA-5.3%,8/13/19	209,267	232,780
Credit Suisse FB USA-4.375%,8/5/20	304,952	342,084

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Computer Science-6.5%,3/15/18	109,258	116,646
Citigroup Inc-5.5%,2/15/17	104,451	110,853
Barclays Bank-6.75%,5/22/19	219,333	242,820
Barclays Bank-5.14%,10/14/20	895,933	884,255
Barclays Bank-5.125%,1/8/20	309,891	342,189
Bank of America-6.4%,8/15/19	218,513	228,830
Bank of America-5.65%,5/1/18	211,737	232,688
American Int'l Group-5.85%,1/16/18	369,877	413,770
Alcoa Inc-6.75%,7/15/18	215,878	228,484
ABN AMRO Bank NV-4.65%,6/4/18	201,142	201,000
Wachovia Bank-5.625%,10/15/16	104,407	114,653
Wachovia Bank-5%,8/15/15	410,072	436,964
Wachovia Bank-4.875%,2/1/15	204,754	215,892
Vodafone Group-5%,9/15/15	207,820	222,420
UBS AG Stamford-5.875%,7/15/16	206,291	223,328
UBS AG Stamford-3.875%,1/15/15	301,292	313,905
Transatlantic HL-5.75%,12/15/14	179,913	193,357
Suntrust Banks-5.45%,12/1/17	283,962	310,692
Simon Properties Group-5.75%,12/1/15	209,744	225,288
PPL Energy Supply-6.2%,5/15/16	158,491	171,642
Nationwide Fin'l-5.625%,2/13/15	154,077	157,777
MS Step Up-5%,6/11/25		
Morgan Stanley-5.95%,12/28/17	319,608	339,720
Morgan Stanley-5.75%,10/18/16	314,373	332,571
Morgan Stanley-5.55%,4/27/17	103,846	110,863
Merrill Lynch Co-6.4%,8/28/17	104,753	117,436
Merrill Lynch Co-6.05%,5/16/16	467,689	495,387
Merrill Lynch Co-5%,1/15/15	204,267	213,660
MBNA Corp Sr Notes-5%,6/15/15	406,667	432,536
Key Bank NA-5.45%,3/3/16	102,834	111,787

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Key Bank NA-4.95%,9/15/15	201,875	217,904
JP Morgan Chase-5.15%,10/1/15	492,737	522,096
Goldman Sachs Group-5.625%,1/15/17	207,729	219,436
Goldman Sachs Group-5.125%,1/15/15	206,216	214,856
Genworth Fin'l-4.95%,10/1/15	346,457	370,206
GE Capital Corp-5.5%,8/15/15	83,139	87,477
GE Capital Corp-4.375%,9/21/15	407,048	435,964
Ford Motor Credit-7%,4/15/15	104,880	111,504
Ford Motor Credit-6.625%,8/15/17	315,402	350,541
Ford Motor Credit-5.625%,9/15/15	101,148	109,503
Dresdner Bank	530,422	542,450
Donnelley RR-6.125%,1/15/17	206,834	193,500
Countrywide Fin'l-6.25%,5/15/16	105,917	109,771
Compass Bank-6.4%,10/1/17	264,257	269,118
Comerica Bank-5.75%,11/21/16	308,121	347,106
Comcast Corp-5.85%,11/15/15	212,833	227,640
Citigroup Inc-6.01%,1/15/15	179,280	191,224
Citigroup Inc-4.875%,5/7/15	475,344	510,293
Capital One Fin'l-5.5%,6/1/15	103,812	110,211
Berkley WR Corp-5.6%,5/15/15	102,768	108,518
BB &T Corp-5.2%,12/23/15	144,546	156,080
Barclays Bank-5%,9/22/16	403,577	448,540
Bankers Trust NY-7.5%,11/15/15	107,018	109,381
Bank of America-6.1%,6/15/17	319,692	345,675
Bank of America-5.625%,10/14/16	103,451	113,070
Bank of America-5.42%,3/15/17	361,021	383,376
Bank of America-5.35%,9/15/15	61,363	64,556
Bank of America-5.75%,8/15/16	209,670	218,706
Bank of America-5.3%,3/15/17	514,013	562,355
American Int'l Group-5.6%,10/16/16	150,776	171,294

Name of Bond	End of Year Book Value	End of Year Fair Market Value
American Int'l Group-5.45%,5/18/17	100,786	114,852
Western Union Co-6.5%, 2/26/14	163,178	169,818
Wells Fargo Co-4.95%, 10/16/13	295,301	310,158
Well Point Inc-6%, 2/15/14	710,610	740,859
Walt Disney Co-4.5%, 12/15/13	171,459	176,601
Wachovia Bank-5.25%, 8/1/14	200,822	213,268
Wachovia Bank-4.8%, 11/1/14	483,695	536,675
US Bank NA Notes-4.95%, 10/30/14	352,893	376,320
United Healthcare Group-5%, 8/15/14	251,961	265,990
Unilever Capital-3.65%, 2/15/14	100,463	103,395
Tyco Int'l Group-6%, 11/15/13		
Staples Inc-9.75%, 1/15/14	63,267	65,232
SBC Communications-5.1%, 9/15/14	101,230	107,420
Prudential Fin'l-5.1%, 9/20/14	252,269	267,588
Potash Corp-5.25%, 5/15/14	146,786	153,955
PNC Funding Corp-5.25%, 11/15/15	410,210	446,940
Philip Morris-6.875%, 3/17/14	102,826	107,676
Paccar Inc-6.875%, 2/15/14	202,118	213,708
NYSE Euronext-4.8%, 6/28/13	70,063	71,466
Morgan Stanley-6%, 5/13/14	100,619	105,897
Morgan Stanley-4.75%, 4/1/14		
MetLife-5.5%, 6/15/14	503,483	536,065
Merrill Lynch Co-5.3%, 9/30/15	265,399	284,661
Mellon Funding-5%, 12/1/14	404,847	429,964
Medtronics Inc-1.625%, 4/15/13	183,121	200,626
JP Morgan Chase-5.375%, 1/15/14	200,239	209,856
JP Morgan Chase-5.125%, 9/15/14	202,428	212,708
JP Morgan Chase-4.65%, 6/1/14	775,580	816,548
John Deere Cap Corp-4.9%, 9/9/13	100,417	103,069
International Paper-5.3%, 4/1/15	202,004	217,166

Name of Bond	End of Year Book Value	End of Year Fair Market Value
HSBC Finance Corp-6.676%, 1/15/21	1,465,583	1,706,000
Hewlett Packard-6.125%, 5/1/14	102,158	105,122
Goldman Sachs Group-6%, 5/1/14	201,585	212,850
Goldman Sachs Group-5.25%, 10/15/13	200,760	207,002
Goldman Sachs Group-5%, 10/1/14	347,719	372,817
Glaxo Smithkline Cap-4.375%, 4/15/14	100,762	104,949
GE Capital Corp-11/1/12		
GE Capital Corp-5.9%, 5/13/14	507,214	535,855
GE Capital Corp-5.65%, 6/9/14	302,525	320,556
Duke Energy Carolinas-5.75%, 11/15/13	66,091	67,907
Du Pont EI De Nemou-5.875%, 1/15/14	14,306	14,776
Deutsche Telecom-4.875%, 7/8/14	200,664	211,740
Dell Inc-5.625%, 4/15/14	203,450	212,290
Daimler Chrysler-6.5%, 11/15/13	151,299	157,461
Credit Suisse New York-5.5%, 5/1/14	732,367	770,131
Credit Suisse FB USA-5.5%, 8/15/13	100,493	103,154
Credit Suisse FB USA-5.125%, 1/15/14	200,358	208,908
Conoco Phillips-4.75%, 2/1/14	50,418	52,264
Coca Cola HBC Fin-5.125%, 9/17/13	100,514	102,492
CME Group Inc-5.75%. 2/15/14	505,099	528,025
Charles Schwab-4.95%, 6/1/14		
Caterpillar Fin Ser Corp-6.2%, 9/30/13	101,185	104,317
Caterpillar Fin Ser Corp-6.125%, 2/17/14	906,712	959,535
Carolina Power & Light-5.125%, 9/15/13	101,143	103,322
Berkshire Hathway Inc-4.625%, 10/15/13	201,172	206,316
Bellsouth Corp-5.2%, 9/15/14	101,202	107,412
Bear Stearns Co-5.7%, 11/15/14	402,648	434,668
BB&T Corp-5.7%, 4/30/14	300,351	319,740
Barclays Bank-5.2%, 7/10/14	503,116	530,475
Bank of New York-4.95%, 11/1/12		

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Bank of America Corp-5.125%, 11/15/14	405,796	426,580
AT&T Corp-6.7%, 11/15/13		
AT&T Corp-4.85%, 2/15/14		
American Express Co-7.25%, 5/20/14	406,939	435,284
Allstate Life Global-5.375%,4/13/13	600,555	609,936
Wyeth Notes-5.5%,3/15/13		
Travelers Cos-5.375%,6/15/12		
SBC Communications-5.875%,8/15/12		
Royal Bank of Scotland-5%,11/12/13	200,753	204,290
Morgan Stanley-5.625%,1/9/12		
Household Financial-6.375%,11/27/12		
Goldman Sachs Group-5.7%,9/1/12		
Goldman Sachs Group-6.6%,1/15/12		
GE Capital Corp-5.45%,1/15/13	976,555	1,001,720
Credit Suisse-5%,5/15/13	496,445	508,050
Credit Suisse FB USA-6.5%,1/15/12		
Costco Wholesale Corp-5.3%,3/15/12		
Consolidated Edison-4.875%,2/1/13	300,269	301,050
Citigroup Global Markets-6%,2/21/12		
Bank of America-4.9%,5/1/13	198,312	202,728
Bank of America-4.875%,1/15/13	99,030	100,134
Bank of America-4.875%,9/15/12		
Banc One Corp-5.25%,1/30/13	498,896	501,700
Anheuser Busch-4.375%,1/15/13	195,394	200,222
American Express-5.875%,5/2/13	498,913	509,030
American Express-5.55%.10/17/12		
Target Corp Global Notes-5.875%,3/11/12		
Public Service Elec & Gas-5.125%, 9/1/12		
IBM Corp-4.75%,11/29/12		
Goldman Sachs Group-5.450%,11/1/12		

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
Deutsch Bank AG London-5.375%,10/12/12		
Conoco Phillips-5.5%,4/15/13	501,406	506,990
Conoco Phillips-4.75%,10/15/12		
Citigroup Inc-5.3%,10/17/12		
Berkshire Hathaway Notes-4.75%,5/15/12		
Bear Stearns Co Notes-5.35%,2/1/12		
Astrazeneca PLC Global-5.4%,9/15/12		
JP Morgan Chase-4.5%,1/15/12		

# TY 2012 Investments Corporate Stock Schedule

**Name:** The Brunckhorst Foundation

**EIN:** 23-7000850

**Software ID:** 12000229

**Software Version:** 2012v2.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Wells Fargo Global Notes-5.125%-Pfd	125,000	124,500
Suntrust Banks-5.875%-Pfd	125,000	122,350
Public Storage Ser T-5.75%-Pfd	125,000	129,850
Public Storage-5.625%-Pfd	200,000	207,840
PNC Financial Services-5.375%-Pfd	125,000	124,750
JP Morgan Chase-5.5%-Pfd	125,000	125,700
Goldman Sachs Group-Ser B-PFD	122,831	125,750
Goldman Sachs Group-5.95%-PFD	258,867	249,800
First Republic Bank Ser A-6.7%-Pfd	125,000	134,900
Charles Schwab-6% Ser B-Pfd	108,761	104,600
BB&T Corp-5.85%-Pfd	234,588	233,820
BB&T Corp-5.625%-Pfd	125,000	127,400
BB&T Corp-5.2%-Pfd	127,006	122,850
Wells Fargo & Co	301,308	307,620
Total SA Spon ADR	218,649	208,040
Seadrill Ltd	305,373	294,400
Procter & Gamble	201,267	203,670
Pfizer Inc	193,592	200,634
Merck & Co	471,849	470,810
Lockheed Martin Corp	456,929	461,450
Kimberly Clark Corp	176,677	168,860
General Electric	385,155	419,800
First Trust MLP & Energy	200,000	206,500
Eli Lilly & Co	385,308	443,880
Conoco Phillips	174,500	173,970
Blackrock Inc	190,335	206,710
StaOil ASA ADR	193,592	175,280
Phillip Morris Int'l		
Nextera Energy Inc	398,156	484,330
McDonalds Corp		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Kraft Foods Inc		
JP Mrgan Chase	456,424	571,598
Johnson & Johnson	234,186	245,350
ING Infra Ind & Mat'l		
Glaxo Smithkline PLC	401,198	391,230
Dupont EI De Nemours	422,736	404,807
Dow Chemical Co	390,268	420,282
Dominion Resources Inc	371,352	362,600
Chevron Corp		
Brookfield Global Inc	197,412	201,505
A T & T Inc	436,169	471,940
HSBC Holding PLC-6.2%-Pfd	590,007	625,750
Deutsch Bank Ctg't-6.55%-Pfd	121,471	128,350
Barclays Bank PLC-7.1%-Pfd	98,529	100,240
Barclays Bank PLC-6.625%-Pfd		
Bank of America-7.25%-Pfd	122,074	126,850
Bank of America-6.625%-Pfd	118,540	131,250
Aegon NV-7.25%-Pfd	572,188	626,750
Aegon NV-6.375%-Pfd	236,181	251,600
Verizon Communications	339,628	432,700
Unilever PLC	476,053	580,800
Teco Energy		
Southern Co	520,979	535,125
Duke Energy Corp	330,868	382,736
Consolidated Edison	528,623	555,400
Bristol Myers Squibb	443,554	423,670
Bank of Montreal	423,169	429,100
American Electric Power		
Bank of America-8.625%-Pfd	250,000	255,600
ING Group-8.5%-PFD	170,794	191,771

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
ING Group-7.375%-PFD	354,580	424,830
Deutsche Bank-7.6%-PFD	507,099	549,713
Barclays Bank PLC-8.125%-Pfd	200,903	203,440
Bank of America-8.2%-Pfd	123,422	128,000

## TY 2012 Investments Government Obligations Schedule

**Name:** The Brunckhorst Foundation

**EIN:** 23-7000850

**Software ID:** 12000229

**Software Version:** 2012v2.0

**US Government Securities - End of**

**Year Book Value:**

**US Government Securities - End of**

**Year Fair Market Value:**

**State & Local Government  
Securities - End of Year Book**

**Value:** 1,311,311

**State & Local Government  
Securities - End of Year Fair  
Market Value:**

1,388,101

## TY 2012 Investments - Other Schedule

**Name:** The Brunckhorst Foundation**EIN:** 23-7000850**Software ID:** 12000229**Software Version:** 2012v2.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Unit AAM Preferred Inc Opp'y 2 Yr	AT COST	89,050	84,980
Unit AAM Inflation Inc Strategy	AT COST	99,990	93,580
Unit AAM Balanced 2012-2	AT COST	99,984	96,330
Unit FT Strategic Div Plus	AT COST	296,516	294,752
Stanley Blacker Ser I-5.7%,7/25/52	AT COST	125,000	129,750
Nextera-5.125%,11/15/72	AT COST	127,039	125,450
GE Capital Corp-4.875%,10/15/52	AT COST	150,000	152,940
Entergy Arkansas-4.9%,12/1/52	AT COST	125,000	124,250
Comcast Corp-5%,12/15/61	AT COST	125,000	130,950
AFLAC Inc-5.5%,9/15/52	AT COST	125,000	127,250
Affiliated Managers-5.25%,10/15/22	AT COST	125,000	126,282
JP Morgan Equity Inc A	AT COST	250,000	240,987
John Hancock FDS Str Inc Opp'y A	AT COST	400,000	391,557
Allianceber Equity Inc A	AT COST	250,000	241,112
KKR Fin'l Holdings-8.375%,11/15/41	AT COST	250,000	279,699
DTE Energy Ser-6.5%,12/1/61	AT COST	250,000	272,900
UBS Cap XL-6.6%	AT COST		
JP Chase Cap XL-5.875%,6/15/33	AT COST	477,641	503,400
Goldman Sachs-6.125%,11/1/60	AT COST	372,813	391,800
Corts GS Cap I-6%	AT COST	114,687	124,950
Citigroup Cap VII-7.125%	AT COST	461,028	507,600
Templeton Global Bond Fd	AT COST		
Morgan Stanley Cap Tr-6.45%	AT COST	563,628	622,250
Columbia Marsico 21st Century	AT COST		

## TY 2012 Other Expenses Schedule

**Name:** The Brunckhorst Foundation

**EIN:** 23-7000850

**Software ID:** 12000229

**Software Version:** 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Service Charges	49	49		
Public Notice	130			130
Filing Fees	1,500			1,500

## TY 2012 Taxes Schedule

**Name:** The Brunckhorst Foundation**EIN:** 23-7000850**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Unrelated Business Tax-'12	191,708			
Excise Tax -'12	69,145			

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
LTCG Dist'b Allianceber Equity Inc A	P	2012-11-05	2012-12-26
LTCG Dist'b JP Morgan Equity Inc A	P	2012-11-05	2012-12-14
Fraction Mondelez Int'l Inc	P	2011-05-12	2012-10-01
100,000 Wyeth-5 5%,3/15/13	P	2008-03-28	2012-12-26
200,000 Tyco Int'l Group-6%,11/15/13	P	2009-08-03	2012-08-15
200,000 Travelers Co-5 375%,6/15/12	P	2008-08-14	2012-06-15
350,000 Target Corp Global-5 875%,3/1/12	P	2007-12-03	2012-03-01
75,000 SBC Communications-5 875%,8/15/12	P	2008-03-28	2012-03-30
400,000 Public Service Elec-5 125%,9/1/12	P	2007-10-16	2012-09-04
100,000 Nokia Corp-5 375%,5/15/19	P	2011-09-08	2012-07-23
300,000 MS Step Up-5%,6/11/25	P	2010-06-08	2012-12-11
300,000 Morgan Stanley-5 625%,1/9/12	P	2008-03-24	2012-01-09
400,000 Morgan Stanley-4 75%,4/1/14	P	2009-07-16	2012-10-19
400,000 JP Morgan Chase-4 5%,1/15/12	P	2006-01-01	2012-01-17
150,000 IBM Corp-4 75%,11/29/12	P	2007-11-23	2012-11-29
200,000 Household Financial-6 375%,11/27/12	P	2008-08-13	2012-11-27
100,000 Goldman Sachs Group-6 6%,1/15/12	P	2008-09-19	2012-01-17
400,000 Goldman Sachs Group-5 7%,9/1/12	P	2008-08-08	2012-09-04
200,000 Goldman Sachs Group-5 45%,11/1/12	P	2007-11-14	2012-11-01
100,000 GE Capital Corp-Floating-11/1/12	P	2009-03-17	2012-04-05
1,500,000 Deutsche Bank AG-5 375%,10/12/12	P	2007-10-16	2012-10-12
200,000 Credit Suisse FB USA-6 5%,1/15/12	P	2008-04-02	2012-01-17
200,000 Costco Wholesale-5 3%,3/15/12	P	2008-01-07	2012-03-15
150,000 Conoco Phillips-4 75%,2/1/14	P	2009-02-19	2012-08-20
1,200,000 Conoco Phillips-4 75%,10/15/12	P	2007-10-16	2012-10-15
200,000 Citigroup Inc-5 3%,10/17/12	P	2007-11-14	2012-10-17
74,000 Citigroup Global Markets-6%,2/21/12	P	2008-03-20	2012-02-21
200,000 Charles Schwab-4 95%,6/1/14	P	2009-06-10	2012-12-21
1,300,000 Berkshire Hathway-4 75%,5/15/12	P	2007-10-17	2012-05-15
300,000 Bear Stearns Co-5 35%,2/1/12	P	2007-11-14	2012-02-01

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
200,000 Bank of New York-4 95%,11/1/12	P	2009-03-20	2012-11-01
250,000 Bank of America-4 85%,9/15/12	P	2008-08-08	2012-09-17
100,000 AT&T-6 7%,11/15/13	P	2009-03-20	2012-06-29
200,000 AT&T-4 85%,2/15/14	P	2009-02-19	2012-09-14
600,000 Astrazeneca PLC Global-5 4%,9/15/12	P	2007-10-22	2012-09-17
250,000 American Express-5 55%,10/17/12	P	2008-07-01	2012-10-17
55,257 214 Templeton Global Bd Fd	P	2010-02-03	2012-01-09
6,028 369 Columbia Marsico 21st Century Fd	P	2008-02-06	2012-07-11
5,000 USB Cap XI-6 6%	P	2010-05-18	2012-05-18
18,000 Bayclays Bank-6 625%,Pfd	P	2010-08-23	2012-07-20
4,000 Wal-Mart Stores Inc	P	2012-03-12	2012-10-02
17,000 Teco Energy	P	2010-09-02	2012-03-19
1,500 Phillips 66	P	2012-04-03	2012-05-03
4,000 Philip Morris Int'l	P	2011-10-25	2012-10-15
2,000 Northrop Grumman CP	P	2012-08-15	2012-10-02
3,000 Mondelez Int'l Inc	P	2011-05-12	2012-12-07
8,000 Mondelez Int'l Inc	P	2011-05-12	2012-12-07
6,000 Microsoft Corp	P	2012-03-12	2012-10-02
4,000 McDonalds Corp	P	2011-02-08	2012-10-02
3,666 Kraft Foods Group Inc	P	2011-05-12	2012-11-30
2,000 JP Morgan Chase	P	2011-09-26	2012-03-19
7,000 Intel Corp	P	2012-04-09	2012-08-23
5,000 ING Infra Ind & Mat'l	P	2011-03-23	2012-06-28
1,000 IBM Corp	P	2012-03-05	2012-10-02
1,000 Facebook Inc	P	2012-05-18	2012-07-25
1,300 Facebook Inc	P	2012-05-17	2012-05-18
1,200 Exxon Mobil Corp	P	2012-08-24	2012-10-03
Fraction Duke Energy Corp	P	2010-10-12	2012-06-29
3,000 Dow Chemical	P	2011-10-14	2012-03-19
1,500 Colgate Palmolive Co	P	2012-08-15	2012-10-02

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
4,000 Chevron Corp	P	2011-12-05	2012-10-02
12,000 American Electric Power	P	2010-10-18	2012-03-19

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
2,815			2,815
1,362			1,362
7			7
101,141		100,317	824
213,784		203,305	10,479
200,000		200,000	
350,000		350,000	
76,529		75,449	1,080
400,000		400,000	
72,629		102,750	-30,121
300,000		300,000	
300,000		300,000	
413,960		397,490	16,470
400,000		400,000	
150,000		150,000	
200,000		200,000	
100,000		95,500	4,500
400,000		400,000	
200,000		200,000	
99,445		81,505	17,940
1,500,000		1,500,000	
200,000		200,000	
200,000		200,000	
150,000		142,922	7,078
1,200,000		1,200,000	
200,000		200,000	
74,000		74,000	
212,442		200,426	12,016
1,300,000		1,300,000	
300,000		299,083	917

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>
200,000		200,000	
250,000		249,054	946
108,084		103,106	4,978
211,765		200,856	10,909
600,000		600,000	
250,000		250,000	
689,057		707,669	-18,612
70,773		85,000	-14,227
125,000		122,677	2,323
432,998		438,865	-5,867
293,531		259,407	34,124
300,039		309,585	-9,546
45,896		51,859	-5,963
353,066		318,406	34,660
132,978		138,053	-5,075
18,588		17,183	1,405
258,437		241,254	17,183
176,507		192,540	-16,033
363,132		343,621	19,511
165,412		139,682	25,730
88,755		62,032	26,723
173,819		198,261	-24,442
79,417		106,428	-27,011
208,118		203,001	5,117
27,947		40,726	-12,779
51,129		49,400	1,729
108,624		106,671	1,953
68		53	15
105,614		83,062	22,552
160,616		160,466	150

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>
464,271		429,628	34,643
459,027		445,652	13,375

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I**

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))**

<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>	<b>(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>
			2,815
			1,362
			7
			824
			10,479
			1,080
			-30,121
			16,470
			4,500
			17,940
			7,078
			12,016
			917

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

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

**(l) Gains (Col (h) gain minus  
col (k), but not less than -0-) or  
Losses (from col (h))**

<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>	<b>(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>
			946
			4,978
			10,909
			-18,612
			-14,227
			2,323
			-5,867
			34,124
			-9,546
			-5,963
			34,660
			-5,075
			1,405
			17,183
			-16,033
			19,511
			25,730
			26,723
			-24,442
			-27,011
			5,117
			-12,779
			1,729
			1,953
			15
			22,552
			150

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

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	
			34,643
			13,375

**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)				
<b>a Paid during the year</b>				
Planned Parenthood 5775 Blue Lagoon Drive Miami, FL 33126	N/A	Public	General Purpose	25,000
Peggy Adams Animal Rescue 3200 N Military Trail West Palm Beach, FL 33409	N/A	Public	General Purpose	20,000
Nature Conservancy 222 S Westmonte Drive Altamonte Springs, FL 32714	N/A	Public	General Purpose	175,000
Conservation Foundation of Gulf Coa 224 Dantura Street West Palm Beach, FL 33401	N/A	Public	General Purpose	175,000
Sierra Club Foundation 111 2nd Ave-Ste 14 St Petersburg, FL 33701	N/A	Public	General Purpose	400,000
Suncoast Seabird Sanctuary 18328 Gulf Blvd Indian Shores, FL 33785	N/A	Public	General Purpose	75,000
Nature Conservancy 490 Westfield Road Charlottesville, VA 22901	N/A	Public	General Purpose	175,000
Natural Resources Defense Council 40 West 20th Street New York, NY 10011	N/A	Public	General Purpose	175,000
National Wildlife Foundation 11100 Wildlife Center Drive Reston, VA 20190	N/A	Public	General Purpose	50,000
American Rivers 1101 14th Street NW-Ste 1400 Washington, DC 20005	N/A	Public	General Purpose	175,000
SPCA Tri County Humane Society 21287 Boca Rio Road Boca Raton, FL 33433	N/A	Public	General Purpose	100,000
Earth Justice 1110S ML King Blvd Tallahassee, FL 32301	N/A	Public	General Purpose	200,000
NY Foundling Hospital 590 Ave of the Americas New York, NY 10011	N/A	Public	General Purpose	20,000
Humane Society of Sarasota County 2331 15th Street Sarasota, FL 34237	N/A	Public	General Purpose	45,000
Riverside School 2110 McRae Road Richmond, VA 23235	N/A	Public	General Purpose	50,000

**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)				
<b>a Paid during the year</b>				
Environmental Defense Fund 257 Park Ave So New York, NY 10010	N/A	Public	General Purpose	200,000
Center for Reproductive Rights 120 Wall Street New York, NY 10005	N/A	Public	General Purpose	200,000
Conservation Fund 1655 N Fort Myers Dr-Ste 1300 Arlington, VA 22209	N/A	Public	General Purpose	175,000
SPCA of Richmond 2519 Hermitage Road Richmond, VA 23220	N/A	Public	General Purpose	100,000
Chesapeake Bay Foundation 6 Herndon Avenue Annapolis, MD 21403	N/A	Public	General Purpose	200,000
So Environmental Law Ctr 201 West Main St-Ste 14 Charlottesville, VA 22902	N/A	Public	General Purpose	200,000
Planned Parenthood 736 Central Ave Sarasota, FL 34236	N/A	Public	General Purpose	200,000
Sierra Club Foundation 422 E Franklin St Richmond, VA 23219	N/A	Public	General Purpose	200,000
<b>Total.</b>				3,335,000
			► 3a	