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

Department of the Treasury  
Internal Revenue Service

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** , **2012**, and ending , **20**

Name of foundation **BRUSH FOUNDATION** T/A **20** **A Employer identification number**  
-242000905480 **34-6000445**

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite **B Telephone number (see instructions)**  
**KEYBANK, 4900 TIEDEMAN OH-01-49-0150** **216- 689-0416**

City or town, state, and ZIP code **C If exemption application is pending, check here**

**BROOKLYN, OH 44144-2302**

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

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

**I Fair market value of all assets at end of year (from Part II, col. (c), line 16)** ▶ \$ **6,445,347.** **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**

<b>Part I 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)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule) . . . . .				
	<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch. B . . . . .				
	<b>3</b> Interest on savings and temporary cash investments . . . . .				
	<b>4</b> Dividends and interest from securities . . . . .	180,337.	180,337.		STMT 1
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) . . . . .				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10 . . . . .	169,814.			
	<b>b</b> Gross sales price for all assets on line 6a <b>1,633,795.</b>				
	<b>7</b> Capital gain net income (from Part IV, line 2) . . . . .		169,814.		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10 a</b> Gross sales less returns and allowances . . . . .				
<b>b</b> Less Cost of goods sold . . . . .					
<b>c</b> Gross profit or (loss) (attach schedule) . . . . .					
<b>11</b> Other income (attach schedule) . . . . .	30.			STMT 2	
<b>12 Total.</b> Add lines 1 through 11 . . . . .	350,181.	350,151.			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc. . . . .	19,552.	13,686.		5,866.
	<b>14</b> Other employee salaries and wages . . . . .		NONE	NONE	
	<b>15</b> Pension plans, employee benefits . . . . .		NONE	NONE	
	<b>16a</b> Legal fees (attach schedule) . . . . .				
	<b>b</b> Accounting fees (attach schedule) . . . . .	2,250.	NONE	NONE	2,250.
	<b>c</b> Other professional fees (attach schedule) . . . . .				
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions) . . . . .	4,477.	643.		
	<b>19</b> Depreciation (attach schedule) and depletion . . . . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .	20,143.	NONE	NONE	20,143.
	<b>22</b> Printing and publications . . . . .		NONE	NONE	
	<b>23</b> Other expenses (attach schedule) . . . . .	22,235.			22,235.
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	68,657.	14,329.	NONE	50,494.
	<b>25</b> Contributions, gifts, grants paid . . . . .	290,400.			290,400.
<b>26 Total expenses and disbursements</b> Add lines 24 and 25 . . . . .	359,057.	14,329.	NONE	340,894.	
<b>27 Subtract line 26 from line 12</b> . . . . .	-8,876.				
<b>a</b> Excess of revenue over expenses and disbursements . . . . .					
<b>b</b> Net investment income (if negative, enter -0-) . . . . .		335,822.			
<b>c</b> Adjusted net income (if negative, enter -0-) . . . . .					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing . . . . .				
	2	Savings and temporary cash investments . . . . .				
	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 instructions) . . . . .				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U.S. and state government obligations (attach schedule) . . . . .				
	b	Investments - corporate stock (attach schedule) . . . . .				
	c	Investments - corporate bonds (attach schedule) . . . . .				
	11	Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans . . . . .				
	13	Investments - other (attach schedule) . . . . .	STMT 6	5,828,693.	5,819,817.	6,445,347.
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)					
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .		5,828,693.	5,819,817.	6,445,347.	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	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. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds . . . . .		5,828,693.	5,819,817.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .					
29	Retained earnings, accumulated income, endowment, or other funds . . . . .					
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .		5,828,693.	5,819,817.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .		5,828,693.	5,819,817.		

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1 5,828,693.
2	Enter amount from Part I, line 27a . . . . .	2 -8,876.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3 . . . . .	4 5,819,817.
5	Decreases not included in line 2 (itemize) ▶	5
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6 5,819,817.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
(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 1,633,795.		1,463,981.	169,814.			
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(i) FM V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))			
a			169,814.			
b						
c						
d						
e						
<b>2 Capital gain net income or (net capital loss)</b>				<b>2</b>	169,814.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>				<b>3</b>		
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 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	352,938.	6,444,530.	0.054766
2010	323,587.	6,260,877.	0.051684
2009	333,390.	5,602,510.	0.059507
2008	345,244.	6,724,363.	0.051342
2007	392,417.	7,758,744.	0.050577
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.267876
<b>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</b>			<b>3</b> 0.053575
<b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>			<b>4</b> 6,298,418.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 337,438.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 3,358.
<b>7 Add lines 5 and 6</b>			<b>7</b> 340,796.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b> 340,894.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1	3,358.
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	3,358.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .	4	NONE
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	3,358.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	3,480.
b	Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments. Add lines 6a through 6d . . . . .	7	3,480.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	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	122.
11	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> <input checked="" type="checkbox"/> 122. <b>Refunded</b> <input type="checkbox"/> <b>11</b>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		X
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . . 11' X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
Website address www.brushfoundation.org
14 The books are in care of KEYBANK N A Telephone no. (216) 813-4556
Located at 4900 TIEDEMAN RD OH-01-49-0150, BROOKLYN, OH ZIP+4 44144-2302
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 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 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . Yes X 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 X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . 1b X
Organizations relying on a current notice regarding disaster assistance check here . . . . .
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? . . . . . 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . . Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) . . . . . 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . Yes X 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) . . . . . 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? . . . . . 4b X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

5a During the year did the foundation pay or incur any amount to

(1) Carry on propoganda, 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)?  Yes  No 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 6b

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

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

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

**1 List all officers, directors, trustees, foundation managers and their compensation (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
Keybank N A 127 PUBLIC SQUARE, CLEVELAND, OH 44114	TRUSTEE 2	19,552.		- 0 -
SEE ATTACHED LIST OF BOARD MEMBERS 25350 ROCKSIDE ROAD, BEDFORD HEIGHTS, OH 44146	SEE ATTACHED LIS			

**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
-----		
-----		
-----		
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Total number of others receiving over \$50,000 for professional services . . . . . **NONE**

**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 <b>NONE</b> ----- -----	
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 <b>NONE</b> ----- -----	
2 ----- -----	
All other program-related investments. See instructions. 3 <b>NONE</b> ----- -----	
<b>Total. Add lines 1 through 3</b> . . . . .	

**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	6,394,333.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	<b>Total</b> (add lines 1a, b, and c)	1d	6,394,333.
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	NONE
3	Subtract line 2 from line 1d	3	6,394,333.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	95,915.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,298,418.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	314,921.

**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	314,921.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,358.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,358.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	311,563.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	311,563.
6	Deduction from distributable amount (see instructions)	6	NONE
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	311,563.

**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	340,894.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	340,894.
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	3,358.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	337,536.

**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 . . . . .				311,563.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only . . . . .			NONE	
b Total for prior years 20 <u>10</u> , 20 <u>  </u> , 20 <u>  </u>		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007 . . . . .	NONE			
b From 2008 . . . . .	13,808.			
c From 2009 . . . . .	56,744.			
d From 2010 . . . . .	13,659.			
e From 2011 . . . . .	37,659.			
f Total of lines 3a through e . . . . .	121,870.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>340,894.</u>				
a Applied to 2011, but not more than line 2a . . . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2012 distributable amount . . . . .				311,563.
e Remaining amount distributed out of corpus . . . . .	29,331.			
5 Excess distributions carryover applied to 2012 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	151,201.			
b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
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 . . . . .		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions . . . . .			NONE	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	151,201.			
10 Analysis of line 9				
a Excess from 2008 . . . . .	13,808.			
b Excess from 2009 . . . . .	56,744.			
c Excess from 2010 . . . . .	13,659.			
d Excess from 2011 . . . . .	37,659.			
e Excess from 2012 . . . . .	29,331.			

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

NOT APPLICABLE

**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 foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

N/A

**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.

N/A

**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 or e-mail of the person to whom applications should be addressed:

SEE STATEMENT 7

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

SEE ATTACHED STATEMENT FOR LINE 2

**c** Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

**Part XV Supplementary Information (continued)**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><b>a Paid during the year</b></p> <p>SEE ATTACHED LIST OF GRANTS</p>	NONE	PUBLIC	SEE ATTACHED LIST OF GRANTS	290,400.
<b>Total</b> .....				<b>3a</b> 290,400.
<p><b>b Approved for future payment</b></p>				
<b>Total</b> .....				<b>3b</b>



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

- 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.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Sign Here: Signature of Jeffrey K. Koogler, VP, Date 04/18/2013, Title Vice President. Includes a box for 'May the IRS discuss this return with the preparer shown below'.

Paid Preparer Use Only: Print/Type preparer's name, Preparer's signature, Date, Check if self-employed, PTIN, Firm's name, Firm's address, Firm's EIN, Phone no.

**THE BRUSH FOUNDATION  
BOARD OF MANAGERS - 2012**

<b>Name</b>	<b>Office</b>	<b>Hours per week</b>
Jacqueline Darroch, PhD	President	1.6 (85 annually)
Abigail English	President-Elect	1.4 (75 annually)
Ellen Rome, MD, MPH	Treasurer	1.4 (75 annually)
Elizabeth Stites	Secretary	1.4 (75 annually)
Daphne Byers		0.8 (60 annually)
Cindie Carroll-Pankhurst, PhD		0.8 (60 annually)
Reverend Henry C. Doll		0.8 (60 annually)
Stacey Easterling		0.8 (60 annually)
Gita P. Gidwani, MD		0.8 (60 annually)
Dan Pellegrom		0.8 (60 annually)
Gordon Weir (resigned 10/11)		0.8 (60 annually)
Barbara Brush Wright		0.8 (60 annually)
<i>Active Emeritus Members</i>		
Henry W. Foster, Jr., MD		0.3 (16 annually)
Stirling Scruggs		0.3 (16 annually)
Carol A. Miller		0.3 (16 annually)
Lee Minto		0.3 (16 annually)
Virginia Perkins Carter		0.3 (16 annually)

**TRUSTEE**

Agnes Marountas  
 Assistant Vice President  
 Keybank N.A.  
 Nonprofit Services  
 127 Public Square, 18<sup>th</sup> Floor (OH-01-27-1805)  
 Cleveland, OH 44114-1306  
 Phone: (216) 689-0416  
 FAX: (216) 689-5517  
 email: Agnes\_Marountas@Keybank.com

Susan Oelbracht  
 Vice President  
 Senior Portfolio Manager  
 Keybank N. A.  
 (216) 689-3377  
 FAX: (216)689-1709  
 e-mail: Susan\_Oelbracht@Key.com

**CONTACT INFORMATION FOR ALL BOARD MEMBERS**

Brush Foundation  
 25350 Rockside Road, Third Floor  
 Bedford Heights, Ohio 44146  
 Phone: (216) 334-2209  
 FAX: (216) 334-2211  
 e-mail: brushfoundation@hotmail.com

BRUSH FOUNDATION  
2012 GRANTS

Recipient Name	Address	City	State	Zip	Status	Grant Description	Amount
Mailman School of Public Health, Columbia University	722 West 168th Street, 14th Floor	New York	NY	10032	501 (C)(3)	Scholarship for two MPH students	\$30,000
Advocates for Youth	2000 M Street, NW, Suite 750	Washington	DC	20036	501 (C)(3)	Unrestricted operating support/ Core Grant	\$20,000
NFPRHA	1627 K St, NW 12 <sup>th</sup> Floor	Washington	DC	20006	501 (C)(3)	Unrestricted operating support/ Core Grant	\$20,000
Guttmacher Institute	125 Maiden Lane, 7th Floor	New York	NY	10038	501 (C)(3)	Unrestricted operating support/ Core Grant	\$25,000
Center for Adolescent Health and the Law	PO Box 3795	Chapel Hill	NC	27515	501 (C)(3)	Unrestricted operating support/ Core Grant	\$20,000
Free Medical Clinic of Greater Cleveland	12201 Euclid Ave	Cleveland	OH	44106	501 (C)(3)	Unrestricted operating support/ Core Grant	\$10,000
Pathfinder International	9 Galen Street, Suite 217	Watertown	MA	02472	501 (C)(3)	Unrestricted operating support/ Core Grant	\$25,000
Planned Parenthood of Northeast Ohio	25350 Rockside Road, Third Floor	Bedford Hts	OH	44146	501 (C)(3)	Unrestricted operating support/ Core Grant	\$25,000
Guttmacher Institute	125 Maiden Lane, 7th Floor	New York	NY	10038	501 (C)(3)	Donation in appreciation of meeting space for spring meeting	\$5,000
International Women's Health Coalition	333 7th Ave., 6th Floor	New York	NY	10003	501 (C)(3)	Support and strengthen local leaders and women- and youth-led organizations ("partners") working to advance the sexual and reproductive rights and health of women and young people, particularly girls, in the Global South	\$2,900
Margaret Sanger Papers Project, NYU Department of History	53 Washington Square South	New York	NY	10012	501 (C)(3)	Support Sanger Project's digital edition aims to build a comprehensive and freely accessible website of carefully transcribed and researched texts	\$10,000
NARAL Pro-Choice Ohio Foundation	12000 Shaker Boulevard	Cleveland	OH	44120	501 (C)(3)	To enable NARAL Pro-Choice Ohio Foundation to counter the increasing attacks on reproductive rights and health care in Ohio.	\$35,000
National Health Law Program	3701 Wilshire Boulevard, Suite 750	Los Angeles	CA	90010	501 (C)(3)	Advance efforts to improve reproductive health access for low-income constituencies by helping advocates and medical professionals integrate the Standards of Care (SOC) framework into their advocacy efforts	\$25,000
Preterm	12000 Shaker Boulevard	Cleveland	OH	44120	501 (C)(3)	Public advocacy campaign to end the stigma associated with abortion by promoting honest conversation and accurate information	\$7,500
Venture Strategies for Health and Development	2115 Milvia Street, Suite 4A	Berkeley	CA	94704	501 (C)(3)	Utilization of technologies to ensure that women who obtain Misoprostol tablets use them correctly and safely	\$25,000
Planned Parenthood of Northeast Ohio	25350 Rockside Road, Third Floor	Bedford Hts	OH	44146	501 (C)(3)	Donation in memory of Sally Burton	\$5,000
						<b>TOTAL GRANTS</b>	<b>\$290,400</b>

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
MONEY MARKET DIVIDENDS AND INTEREST MUTUAL FUNDS	705. 42,046. 137,586.	705. 42,046. 137,586.
TOTAL	180,337.	180,337.

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
SALES TAX REFUND	30.
TOTALS	----- 30. =====

BRUSH FOUNDATION

T/A 20

34-6000445

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	2,250.			2,250.
TOTALS	2,250.	NONE	NONE	2,250.

BRUSH FOUNDATION

T/A 20

34-6000445

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
EXCISE TAX DUE PRIOR YEAR	354.	
ESTIMATED EXCISE TAXES PAID	3,480.	
FOREIGN TAXES ON DIVIDENDS	643.	643.
TOTALS	4,477.	643.

BRUSH FOUNDATION

T/A 20

34-6000445

FORM 990PF, PART I - OTHER EXPENSES  
=====

REVENUE  
AND  
EXPENSES  
PER BOOKS  
-----

CHARITABLE  
PURPOSES  
-----

DESCRIPTION  
-----

STATE FILING FEE  
OFFICE EXPENSES  
MEMBERSHIP DUES

200.  
20,000.  
2,035.

200.  
20,000.  
2,035.

TOTALS

-----  
22,235.  
=====

-----  
22,235.  
=====

BRUSH FOUNDATION

T/A 20

34-6000445

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED	C	5,819,817.	6,445,347.
TOTALS		5,819,817.	6,445,347.

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CHARITABLE TRUSTS HOLDINGS REPORT

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BK-RG-OFF-ACCOUNT  
 20-24-200-0905480 BRUSH FOUNDATION  
 FISCAL YEAR CODE 1231 AS OF 12-31-2012

T/A  
 TAX ANALYST/NAME  
 565 R C BRIGGS

216-813-4521

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
61151C101	ACCENTURE PLC FGN COM CL A	39,900.00	0.00	29,369.94	600.000
698290102	XL GROUP PLC FGN COM	38,843.00	0.00	35,963.41	1,550.000
00206R102	AT&T INC COM	25,282.50	0.00	23,371.50	750.000
023135106	AMAZON COM INC COM	32,613.10	0.00	10,532.04	130.000
030420103	AMERICAN WATER WORKS CO INC COM	29,704.00	0.00	24,199.92	800.000
037833100	APPLE INC COM	90,469.39	0.00	21,602.68	170.000
064149107	BANK OF NOVA SCOTIA FGN COM	46,304.00	0.00	36,040.64	800.000
125896100	CMS ENERGY CORP COM	17,066.00	0.00	16,176.93	700.000
151020104	CELGENE CORP COM	43,158.50	0.00	27,314.12	550.000
166764100	CHEVRON CORP COM	64,884.00	0.00	64,855.97	600.000
172062101	CINCINNATI FINANCIAL CORP COM	11,748.00	0.00	11,672.94	300.000
191216100	COCA COLA CO COM	47,125.00	0.00	33,849.48	1,300.000
20825C104	CONOCOPHILLIPS COM	46,392.00	0.00	42,731.79	800.000
22160K105	COSTCO WHOLESALE CORP COM	24,682.50	0.00	22,368.48	250.000
253868103	DIGITAL REALTY TRUST INC REIT	27,156.00	0.00	23,345.28	400.000
254687106	WALT DISNEY CO COM	54,769.00	0.00	26,581.31	1,100.000
25490A309	DIRECTV COM	30,096.00	0.00	27,411.60	600.000
268648102	EMC CORP	35,420.00	0.00	35,906.26	1,400.000

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BK-RG-OFF-ACCOUNT ACCOUNT NAME T/A TAX ANALYST/NAME  
 20-24-200-0905480 BRUSH FOUNDATION 565 R C BRIGGS  
 FISCAL YEAR CODE 1231 AS OF 12-31-2012 216-813-4521

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
29265N108	ENERGEN CORP COM	22,545.00	0.00	25,766.00	500.000
29266R108	ENERGIZER HOLDINGS INC COM	15,996.00	0.00	13,649.00	200.000
307000109	FAMILY DLR STORES INC COM	31,705.00	0.00	33,149.90	500.000
38259P508	GOOGLE INC COM CL A	53,053.50	0.00	30,907.50	75.000
411511306	HARBOR INTERNATIONAL FD OPEN-END FUND	96,132.00	0.00	89,999.91	1,547.521
423074103	H J HEINZ CO COM	28,840.00	0.00	24,959.15	500.000
458140100	INTEL CORP COM	27,837.00	0.00	34,924.50	1,350.000
45865V100	INTERCONTINENTALEXCHANGE INC COM	37,143.00	0.00	34,214.61	300.000
459200101	INTERNATIONAL BUSINESS MACHS COM	14,366.25	0.00	14,887.50	75.000
464286509	ISHARES MSCI CANADA INDEX FD CLOSED-END FUND	65,320.00	0.00	58,184.48	2,300.000
464286665	ISHARES MSCI PAC EX-JPN INDEX FD CLOSED-END FUND	106,065.00	0.00	85,627.39	2,250.000
464287234	ISHARES MSCI EMERGING MKTS INDEX CLOSED-END FUND	155,225.00	0.00	146,965.00	3,500.000
464287242	ISHARES IBOX \$INVESTMENT BD FD CLOSED-END FUND	241,980.00	0.00	226,412.78	2,000.000
464287432	ISHARES BARCLAYS 20+ YR TREAS BD CLOSED-END FUND	103,003.00	0.00	99,883.42	850.000
464287465	ISHARES MSCI EAFE INDEX FUND CLOSED-END FUND	120,827.50	0.00	117,725.00	2,125.000
464287499	ISHARES RUSSELL MIDCAP INDEX FD CLOSED-END FUND	313,852.50	0.00	222,444.00	2,775.000
464287655	ISHARES RUSSELL 2000 INDEX FUND CLOSED-END FUND	172,851.49	0.00	103,977.64	2,050.000

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 FISCAL YEAR CODE 1231

TAX ANALYST/NAME  
 565 R C BRIGGS  
 216-813-4521

CUSIP	ASSET NAME	T/A	TAX ANALYST/NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
464288281	ISHARES JPMORGAN USD EMERG MKTS CLOSED-END FUND		565 R C BRIGGS	208,743.00	0.00	192,514.00	1,700.000
464288588	ISHARES BARCLAYS MBS BOND FUND CLOSED-END FUND		565 R C BRIGGS	161,985.00	0.00	161,820.00	1,500.000
464288638	ISHARES BARCLAYS INTER CREDIT BD CLOSED-END FUND		565 R C BRIGGS	119,636.75	0.00	114,689.53	1,075.000
464288653	ISHARES BARCLAYS 10-20YR TRES BD CLOSED-END FUND		565 R C BRIGGS	30,343.50	0.00	29,585.25	225.000
464288661	ISHARES BARCLAYS 3-7 YR TRES BD CLOSED-END FUND		565 R C BRIGGS	101,656.50	0.00	100,113.42	825.000
464289511	ISHARES 10+ YEAR CREDIT BOND CLOSED-END FUND		565 R C BRIGGS	123,773.25	0.00	114,080.48	1,975.000
46625H100	JP MORGAN CHASE & CO COH		565 R C BRIGGS	28,579.92	0.00	23,304.42	650.000
47803M406	JOHN HANCOCK III DISC VALUE M/C OPEN-END FUND CL I		565 R C BRIGGS	171,456.25	0.00	156,999.99	12,891.447
478160104	JOHNSON & JOHNSON COH		565 R C BRIGGS	45,565.00	0.00	41,830.99	650.000
50076Q106	KRAFT FOODS GROUP INC COH		565 R C BRIGGS	20,461.50	0.00	16,188.20	450.000
501885107	LKCH SMALL CAP EQUITY FUND INS OPEN-END FUND INSTL CL		565 R C BRIGGS	98,996.52	0.00	100,000.00	4,363.002
579780206	MCCORMICK & CO INC COH		565 R C BRIGGS	28,588.50	0.00	20,650.24	450.000
580135101	MCDONALDS CORP COH		565 R C BRIGGS	26,463.00	0.00	25,923.00	300.000
58155Q103	MCKESSON CORP COH		565 R C BRIGGS	29,088.00	0.00	23,802.03	300.000
58933Y105	MERCK & CO INC COH		565 R C BRIGGS	16,376.00	0.00	17,220.00	400.000
59156R108	METLIFE INC COH		565 R C BRIGGS	18,117.00	0.00	20,371.95	550.000
594918104	MICROSOFT CORP COH		565 R C BRIGGS	8,012.91	0.00	9,218.97	300.000

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 20-24-200-0905480 BRUSH FOUNDATION  
 FISCAL YEAR CODE 1231 AS OF 12-31-2012

TAX ANALYST/NAME  
 565 R C BRIGGS

216-813-4521

CUSIP	ASSET NAME	T/A	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
609207105	MONDELEZ INTERNATIONAL INC COM CL A		34,361.82	0.00	29,954.80	1,350.000
65339F101	NEXTERA ENERGY INC COM		41,514.00	0.00	33,689.30	600.000
654106103	NIKE INC COM CL B		25,800.00	0.00	20,612.50	500.000
655844108	NORFOLK SOUTHERN CORP COM		21,644.00	0.00	23,194.50	350.000
66537V443	PRINCETON FUTURES STRATEGY FUND OPEN-END FUND CL I		183,111.64	0.00	190,426.06	19,817.277
66987V109	NOVARTIS AG ADR		28,485.00	0.00	24,318.00	450.000
674599105	OCCIDENTAL PETE CORP DEL COM		30,644.00	0.00	31,622.00	400.000
68389X105	ORACLE CORP COM		26,656.00	0.00	8,320.00	800.000
693390700	PIMCO FUNDS-TOTAL RETURN FUND OPEN-END FUND INSTL CL		1,396,433.34	0.00	1,422,622.43	124,237.842
717081103	PFIZER INC COM		30,095.16	0.00	27,096.00	1,200.000
718546104	PHILLIPS 66 COM		47,790.00	0.00	28,597.62	900.000
74005P104	PRAXAIR INC COM		32,835.00	0.00	32,316.00	300.000
74144T108	T ROWE PRICE GROUP INC COM		29,302.70	0.00	20,518.46	450.000
741503403	PRICELINE.COM INC COM		37,223.40	0.00	31,170.40	60.000
742718109	PROCTER & GAMBLE CO COM		40,734.00	0.00	38,304.00	600.000
744573106	PUBLIC SERVICE ENTERPRISE GROUP COM		26,010.00	0.00	27,144.94	850.000
747525103	QUALCOMM INC COM		46,394.70	0.00	38,077.50	750.000
7495200A1	KT SHORT TERM DEPOSIT FUND		158,468.52	176,227.91	334,696.43	334,696.430

CHARITABLE TRUSTS HOLDINGS REPORT

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 RUN DATE 2013-01-16  
 BUS DATE 2013-01-15  
 PAGE 764  
 SAR ID TAC000PCRR41

BK-RG-OFF-ACCOUNT  
 20-24-200-0905480 BRUSH FOUNDATION  
 FISCAL YEAR CODE 1231 AS OF 12-31-2012

T/A T/A  
 TAX ANALYST/NAME  
 565 R C BRIGGS

216-813-4521

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
760759100	REPUBLIC SERVICES INC COM CL A	27,863.50	0.00	28,162.00	950.000
78008TWX8	ROYAL BANK OF CANADA-S&P LINKED FGN MED TERM BK NT DTD 11/16/11 0% DUE 05/15/13	201,792.50	0.00	175,000.00	175,000.000
806407102	HENRY SCHEIN INC COM	28,147.00	0.00	21,094.29	350.000
855244109	STARBUCKS CORP COM	32,178.00	0.00	29,076.00	600.000
881624209	TEVA PHARMACEUTICAL INDS LTD SPONS ADR	18,670.00	0.00	22,939.00	500.000
883556102	THERMO FISHER SCIENTIFIC INC COM	63,780.00	0.00	42,207.16	1,000.000
911312106	UNITED PARCEL SERVICE INC COM CL B	29,492.00	0.00	30,332.00	400.000
913017109	UNITED TECHNOLOGIES CORP COM	49,206.00	0.00	35,327.78	600.000
92343V104	VERIZON COMMUNICATIONS INC COM	30,289.00	0.00	27,732.99	700.000

\*\*\* TOTAL \*\*\* 6,269,119.11 176,227.91 5,819,816.70 732,713.519

RECIPIENT NAME:

THE BRUSH FOUNDATION

ADDRESS:

25350 ROCKSIDE RD, 3RD FLOOR  
BEDFORD HEIGHTS, OH 44146

RECIPIENT'S PHONE NUMBER: 216-334-2209  
FORM, INFORMATION AND MATERIALS:

CONTACT THE FOUNDATION FOR FORMAL GUIDELINES

SUBMISSION DEADLINES:

6/30 AND 12/31

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NO GRANTS TO INDIVIDUALS. THE FOUNDATION'S VISION OF A "PREFERRED  
FUTURE" IS: A FUTURE IN WHICH FAMILY PLANNING WORLD-WIDE IS AVAILABLE,  
AFFORDABLE, ACCEPTABLE, EFFECTIVE AND SAFE. THE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

BRUSH FOUNDATION'S MISSION IS TO SUPPORT ORGANIZATIONS THAT:

- ADVANCE THE FREEDOM OF REPRODUCTIVE CHOICE
- PROMOTE ACCESS TO AND UTILIZATION OF DIRECT FAMILY PLANNING SERVICES.

RESTRICTIONS OR LIMITATIONS ON AWARDS:

-DISSEMINATE EVIDENCE-BASED INFORMATION ON REPRODUCTIVE HEALTH AND  
CHOICE.

-SUPPORT EFFECTIVE, ACCURATE AND COMPREHENSIVE ADOLESCENT EDUCATION ON

RESTRICTIONS OR LIMITATIONS ON AWARDS:

REPRODUCTIVE HEALTH AND SEXUALITY.

-WORK TOWARD RESPONSIBLE PUBLIC POLICIES FOR REPRODUCTIVE HEALTH.