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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2012

Open to Public Inspection

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

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

C Name of organization
BROTHER'S BROTHER FOUNDATION

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
1200 GALVESTON AVENUE

City or town, state or country, and ZIP + 4
PITTSBURGH, PA 152331604

D Employer identification number
34-6562544

E Telephone number
(412) 321-3160

G Gross receipts $ 297,443,008

F Name and address of principal officer
LUKE L HINGSON
1200 GALVESTON AVENUE
PITTSBURGH,PA 152331604

H(a) Is this a group return for affiliates? ☐ Yes ☑ No

H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status ☑ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ WWW BROTHERSBROTHER ORG

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1958

M State of legal domicile OH

Part I Summary

1 Briefly describe the organization's mission or most significant activities
INT'L DISTRIBUTION OF DONATED PHARMACEUTICALS, MEDICAL & EDUCATIONAL SUPPLIES TO THE NEEDY

2 Check this box ▶☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

Activities & Governance	3 Number of voting members of the governing body (Part VI, line 1a)	3	25
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	25
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	20
	6 Total number of volunteers (estimate if necessary)	6	100
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0

		Prior Year	Current Year
Revenue	8 Contributions and grants (Part VIII, line 1h)	241,436,125	294,731,595
	9 Program service revenue (Part VIII, line 2g)	735,892	775,226
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	215,403	363,334
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	29,976	13,043
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	242,417,396	295,883,198
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	232,519,612	279,834,102
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	947,632	989,278
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) ▶203,296		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	1,637,572	4,218,831
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	235,104,816	285,042,211
	19 Revenue less expenses Subtract line 18 from line 12	7,312,580	10,840,987

		Beginning of Current Year	End of Year
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	25,645,174	36,690,625
	21 Total liabilities (Part X, line 26)	103,374	148,997
	22 Net assets or fund balances Subtract line 21 from line 20	25,541,800	36,541,628

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge

Sign Here

****** | 2013-07-17
Signature of officer | Date

LUKE L HINGSON PRESIDENT
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
SUSAN M KIRSCH				P00341397

Firm's name ▶ SCHNEIDER DOWNS & CO INC | Firm's EIN ▶ 25-1408703

Firm's address ▶ 1133 PENN AVENUE
PITTSBURGH, PA 15222 | Phone no (412) 261-3644

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III . . . . . ☑

1 Briefly describe the organization's mission

DISTRIBUTION OF DONATED PHARMACEUTICALS AND MEDICAL SUPPLIES, EDUCATIONAL SUPPLIES AND HUMANITARIAN ITEMS (FOOD AND SHOES) TO WORLDWIDE DISTRIBUTION ORGANIZATIONS TO AID IN IMPROVING THE LIVING CONDITIONS, HEALTH AND WELFARE OF THOSE IN NEED

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . . . ☐ Yes ☑ No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . . . ☐ Yes ☑ No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses $ 158,432,089 including grants of $ 157,290,244) (Revenue $ 606,111)

INTERNATIONAL HEALTH PROGRAM WORKING WITH DOMESTIC AND IN-COUNTRY RELIEF ORGANIZATIONS, BBF'S MEDICAL PROGRAM PROVIDES PHARMACEUTICALS, MEDICAL SUPPLIES AND EQUIPMENT TO PROMOTE INTERNATIONAL HEALTH BBF RECEIVES DONATED GOODS FROM CORPORATIONS, HOSPITALS AND INDIVIDUALS THROUGHOUT THE UNITED STATES PHARMACEUTICAL DONATIONS INCLUDE ANALGESICS, ANTIBIOTICS, HYPERTENSIVE, ANTI-FUNGAL AND DIABETES MEDICATIONS MEDICAL SUPPLIES AND EQUIPMENT RANGE FROM SYRINGES, BANDAGES, GLOVES AND SURGICAL INSTRUMENTS TO CRUTCHES, WHEELCHAIRS, EXAM TABLES, HOSPITAL BEDS AND OPERATING ROOM TABLES IN AN EFFORT TO INCREASE AID TO AREAS WHERE IT IS MOST NEEDED, BBF EMBARKED ON AN AFRICA MEDICAL INITIATIVE CENTERED AROUND THE DELIVERY OF REQUESTED MEDICAL ITEMS TO BOTH MISSION AND GENERAL HOSPITALS IN COUNTRIES IN AFRICA IN 2012, BBF SENT 19 MEDICAL CONTAINERS TO TANZANIA, KENYA, LIBERIA, MALAWAI, NIGER, ZIMBABWE, GHANA, SIERRA LEONE AND UGANDA AND 1 SHIPMENT BY AIR TO SOUTH SUDAN THE MATERIALS, PRIMARILY SIMPLE MEDICAL EQUIPMENT AND MEDICAL SUPPLIES SUCH AS SURGICAL PACKS, SYRINGES, GLOVES AND OTHER CONSUMABLE ITEMS, WERE SENT TO INDIVIDUAL HOSPITALS AND HOSPITAL DISTRIBUTION SYSTEMS

4b (Code) (Expenses $ 125,380,971 including grants of $ 122,231,564) (Revenue $ 169,115)

INTERNATIONAL EDUCATION PROGRAM BROTHER'S BROTHER FOUNDATION (BBF) RECEIVES DONATED NEW TEXT BOOKS AND EDUCATIONAL MATERIAL FROM A NUMBER OF LARGE U S - BASED PUBLISHERS BBF WORKS WITH TRUSTED PARTNER ORGANIZATIONS TO ENSURE THAT ALL DONATED EDUCATIONAL MATERIAL WILL IMPROVE THE ACCESS AND QUALITY OF EDUCATION FOR DISADVANTAGED CHILDREN AND OUT-OF-SCHOOL YOUTH IN RECIPIENT COUNTRIES IN 2012, BBF SENT OVER 3,341,743 TEXT BOOKS AND EDUCATIONAL SUPPLIES (164 CONTAINER LOADS) TO 33 RECIPIENT COUNTRIES THOUGH MOST OF BBF'S DONATIONS ARE DISTRIBUTED OUTSIDE THE UNITED STATES, ONE PROJECT IN PARTICULAR PROVIDED NEW TEXT BOOKS AND EDUCATIONAL MATERIALS TO FAITH-BASED AND CHARTER SCHOOLS, HEAD START PROGRAMS AND AMERICAN RESERVATION SCHOOLS AND LIBRARIES THROUGHOUT THE US

4c (Code) (Expenses $ 313,129 including grants of $ 312,295) (Revenue $)

INTERNATIONAL HUMANITARIAN PROGRAM BBF RECEIVES A VARIETY OF HUMANITARIAN DONATIONS INCLUDING NEW SHOES AND CLOTHING FROM U S MANUFACTURERS IN ADDITION TO PROMPT DISASTER RESPONSE, BBF PROVIDES ONGOING REQUESTED HUMANITARIAN DONATIONS THROUGH IN-COUNTRY PARTNER AGENCIES IN 2012, BBF SENT 138 CONTAINERS OF REQUESTED PHARMACEUTICALS, MEDICAL SUPPLIES AND EQUIPMENT TO 51 RECIPIENT COUNTRIES AROUND THE WORLD BBF PROVIDED SUPPLIES FOR 274 HAND-CARRY MEDICAL AND HUMANITARIAN MISSION TRIPS AT NO COST TO THE MISSION TEAMS THESE TRIPS ALLOW BBF TO SERVE AND REACH ADDITIONAL MARGINALIZED POPULATIONS

4d Other program services (Describe in Schedule O)

(Expenses $ including grants of $) (Revenue $)

4e Total program service expenses ▶ 284,126,189

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		No
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	Yes	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI.*	11a	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b		No
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d		No
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e		No
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f	Yes	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*	12a	Yes	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional*	12b		No
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Parts I and IV*	14b	Yes	
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Parts II and IV*	15	Yes	
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Parts III and IV*	16		No
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I (see instructions)*	17		No
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		No
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	**21**	Yes	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	**22**	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	**23**	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25*	**24a**		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	**24b**		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	**24c**		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	**24d**		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	**25a**		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	**25b**		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	**26**		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	**27**		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	**28c**		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1*	**34**		No
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	**35a**		No
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	**35b**		
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**37**		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V . . . . . ☐

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . .	**1a**	1		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	**1b**	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	**1c**		Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	**2a**	20		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note.** If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	**2b**		Yes	
3a	Did the organization have unrelated business gross income of $1,000 or more during the year? . . .	**3a**			No
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*	**3b**			
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	**4a**			No
b	If "Yes," enter the name of the foreign country ▶ _____ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . .	**5a**			No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	**5b**			No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	**5c**			
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? . . .	**6a**			No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	**6b**			
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?	**7a**			No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	**7b**			
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	**7c**			No
d	If "Yes," indicate the number of Forms 8282 filed during the year	**7d**			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	**7e**			No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .	**7f**			No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	**7g**			
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	**7h**			
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	**8**			
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?	**9a**			
b	Did the organization make a distribution to a donor, donor advisor, or related person?	**9b**			
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12 . . .	**10a**			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	**10b**			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	**11a**			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	**11b**			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?	**12a**			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	**12b**			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** See the instructions for additional information the organization must report on Schedule O	**13a**			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	**13b**			
c	Enter the amount of reserves on hand	**13c**			
14a	Did the organization receive any payments for indoor tanning services during the tax year?	**14a**			No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .	**14b**			

Part VI **Governance, Management, and Disclosure** *For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.*

Check if Schedule O contains a response to any question in this Part VI . . . . . ☑

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	**1a**	25		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O				
b	Enter the number of voting members included in line 1a, above, who are independent	**1b**	25		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	**2**			No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? .	**3**			No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	**4**			No
5	Did the organization become aware during the year of a significant diversion of the organization's assets? .	**5**			No
6	Did the organization have members or stockholders?	**6**			No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	**7a**			No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	**7b**			No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?	**8a**		Yes	
b	Each committee with authority to act on behalf of the governing body?	**8b**		Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	**9**			No

Section B. Policies (*This Section B requests information about policies not required by the Internal Revenue Code.*)

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	**10a**		No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	**10b**		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	**11a**	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	**12a**	Yes	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	**12b**	Yes	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this was done*	**12c**	Yes	
13	Did the organization have a written whistleblower policy?	**13**	Yes	
14	Did the organization have a written document retention and destruction policy?	**14**	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	**15a**	Yes	
b	Other officers or key employees of the organization	**15b**	Yes	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	**16a**		No
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	**16b**		

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ▶ PA , AK , AL , AR , AZ , CT , FL , GA , IL , KS , KY , MA , MD , ME , MI , MN , MO , MS , NC , NH , NJ , NM , NY , OH , OR , RI , SC , TN , UT , VA , WI , WV , HI

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you made these available Check all that apply

☑ Own website ☑ Another's website ☑ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶ WILLIAM P DAVIS 1200 GALVESTON AVE PITTSBURGH, PA (412) 321-3160

Part VII **Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response to any question in this Part VII . . . . . ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) LINDA M ALLEN TRUSTEE	50	X						0	0	0
(2) ROY DORRANCE TRUSTEE	50	X						0	0	0
(3) MICHAEL FOSTER TRUSTEE	50	X						0	0	0
(4) WALTER B FOWLER TRUSTEE	50	X						0	0	0
(5) MARIANN GEYER TRUSTEE	50	X						0	0	0
(6) DREW HARVEY TRUSTEE	50	X						0	0	0
(7) AUSTIN HENRY TRUSTEE	50	X						0	0	0
(8) GRAHAM JOHNSTONE TRUSTEE	50	X						0	0	0
(9) RALPH MARTIN TRUSTEE	50	X						0	0	0
(10) RONALD MILLER TRUSTEE	50	X						0	0	0
(11) GORDON MOORE TRUSTEE	50	X						0	0	0
(12) PAUL NEWBOURNE TRUSTEE	50	X						0	0	0
(13) LINDA RENNINGER TRUSTEE	50	X						0	0	0
(14) FRANCES STEPHEN TRUSTEE	50	X						0	0	0
(15) DAVID SWAN TRUSTEE	50	X						0	0	0
(16) JOHN TYMITZ TRUSTEE	50	X						0	0	0
(17) ROBERT WEBER TRUSTEE	50	X						0	0	0

Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** *(continued)*

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) THOMAS WENTLING TRUSTEE	50	X						0	0	0
(19) JOHN WILSON TRUSTEE	50	X						0	0	0
(20) JAMES WOLF TRUSTEE	50	X						0	0	0
(21) CHARLES STOUT CHAIR	50	X		X				0	0	0
(22) BJ LEBER VICE CHAIR	50	X		X				0	0	0
(23) RACHEL L ALLEN SECRETARY	50	X		X				0	0	0
(24) JOSEPH SENKO TREASURER	50	X		X				0	0	0
(25) DEBORAH MCMAHON MEDICAL DIRECTOR	50	X		X				0	0	0
(26) LUKE L HINGSON PRESIDENT	37 50			X				157,801	0	12,132
(27) WILLIAM P DAVIS VP FINANCE	22 50			X				55,540	0	622

1b	**Sub-Total** . . . . . ▶			
c	**Total from continuation sheets to Part VII, Section A** . . . . ▶			
d	**Total (add lines 1b and 1c)** . . . . . ▶	213,341	0	12,754

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 1

			Yes	No
3	Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	**3**		No
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	**4**	Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	**5**		No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
MISSIONARY EXPEDITERS INC 5620 TCHOUPOTOULAS ST NEW ORLEANS LA 70115	INTERNATIONAL SHIPPING	284,469

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 1

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII . . . . . ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . .	1a 121,955				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations . . .	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f 294,609,640				
	g	Noncash contributions included in lines 1a-1f $	292,625,201				
	h	**Total.** Add lines 1a-1f . . . . . ▶		294,731,595			
Program Service Revenue			Business Code				
	2a	HEALTH/HUMANITARIAN	900099	606,111	606,111		
	b	EDUCATION	900099	169,115	169,115		
	c						
	d						
	e						
	f	All other program service revenue					
	g	**Total.** Add lines 2a–2f . . . . . ▶		775,226			
	3	Investment income (including dividends, interest, and other similar amounts) . . . . . ▶		122,577			122,577
	4	Income from investment of tax-exempt bond proceeds . . ▶					
	5	Royalties . . . . . ▶					
			(i) Real / (ii) Personal				
	6a	Gross rents	39,000				
	b	Less rental expenses	25,957				
	c	Rental income or (loss)	13,043				
	d	Net rental income or (loss) . . . . . ▶		13,043			13,043
			(i) Securities / (ii) Other				
	7a	Gross amount from sales of assets other than inventory	1,774,610				
	b	Less cost or other basis and sales expenses	1,533,853				
	c	Gain or (loss)	240,757				
	d	Net gain or (loss) . . . . . ▶		240,757			240,757
Other Revenue	8a	Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18 . . a					
	b	Less direct expenses . . . b					
	c	Net income or (loss) from fundraising events . . ▶					
	9a	Gross income from gaming activities See Part IV, line 19 . . . a					
	b	Less direct expenses . . . b					
	c	Net income or (loss) from gaming activities . . ▶					
	10a	Gross sales of inventory, less returns and allowances . a					
	b	Less cost of goods sold . . b					
	c	Net income or (loss) from sales of inventory . . ▶					
		Miscellaneous Revenue	Business Code				
	11a						
	b						
	c						
	d	All other revenue					
	e	**Total.** Add lines 11a–11d . . . . . ▶					
	12	**Total revenue.** See Instructions . . . . . ▶		295,883,198	775,226	0	376,377

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns All other organizations must complete column (A)

Check if Schedule O contains a response to any question in this Part IX . . . . . ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21	48,454,516	48,454,516		
2 Grants and other assistance to individuals in the United States See Part IV, line 22	7,016	7,016		
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	231,372,570	231,372,570		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	226,095	50,980	175,115	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	614,605	265,195	238,869	110,541
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	30,826	12,468	10,782	7,576
9 Other employee benefits	53,748	29,473	16,594	7,681
10 Payroll taxes	64,004	23,827	31,758	8,419
11 Fees for services (non-employees)				
a Management				
b Legal				
c Accounting	34,353		34,353	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees	34,393		34,393	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	72,357	37,909	34,448	
12 Advertising and promotion	41,981		5,011	36,970
13 Office expenses	102,070	36,271	43,261	22,538
14 Information technology				
15 Royalties . .				
16 Occupancy	33,583	21,527	12,056	
17 Travel	38,175	21,799	10,563	5,813
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	13,249	1,004	10,645	1,600
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	25,891	19,146	6,745	
23 Insurance	19,393	10,993	8,400	
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a EXPIRED INVENTORY	2,783,260	2,783,260		
b PROGRAM SUPPLIES	547,673	547,673		
c PACKAGING & SHIPPING	418,539	418,539		
d MAINTENANCE	38,664	11,952	25,914	798
e All other expenses	15,250	71	13,819	1,360
25 **Total functional expenses.** Add lines 1 through 24e	285,042,211	284,126,189	712,726	203,296
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X . . . . . ☐

			(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing	53,437	1	91,913
	2	Savings and temporary cash investments	2,946,464	2	885,333
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net	111,078	4	146,218
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use	17,427,910	8	27,961,369
	9	Prepaid expenses and deferred charges	24,366	9	27,028
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D — 10a: 1,515,487			
	b	Less accumulated depreciation — 10b: 361,920	1,116,528	10c	1,153,567
	11	Investments—publicly traded securities	3,965,391	11	6,425,197
	12	Investments—other securities See Part IV, line 11		12	
	13	Investments—program-related See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11		15	
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	25,645,174	16	36,690,625
Liabilities	17	Accounts payable and accrued expenses	103,374	17	148,997
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		25	
	26	**Total liabilities.** Add lines 17 through 25	103,374	26	148,997
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	24,468,658	27	35,625,011
	28	Temporarily restricted net assets	748,142	28	555,431
	29	Permanently restricted net assets	325,000	29	361,186
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	25,541,800	33	36,541,628
	34	Total liabilities and net assets/fund balances	25,645,174	34	36,690,625

Part XI Reconcilliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI . . . . . ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	295,883,198
2	Total expenses (must equal Part IX, column (A), line 25)	2	285,042,211
3	Revenue less expenses Subtract line 2 from line 1	3	10,840,987
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	25,541,800
5	Net unrealized gains (losses) on investments	5	158,841
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	36,541,628

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII . . . . . ☑

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☑ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		No
	If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes	
	If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both ☑ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	Yes	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

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SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
BROTHER'S BROTHER FOUNDATION

Employer identification number
34-6562544

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☑ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9 ☐ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☐ Type I **b** ☐ Type II **c** ☐ Type III - Functionally integrated **d** ☐ Type III - Non-functionally integrated

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	**11g(i)**		
(ii) A family member of a person described in (i) above?	**11g(ii)**		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	**11g(iii)**		

h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1 - 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
Total									

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	1,084,054,736	267,371,991	272,324,471	241,436,125	294,731,595	2,159,918,918
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3	1,084,054,736	267,371,991	272,324,471	241,436,125	294,731,595	2,159,918,918
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						1,601,543,012
6 **Public support.** Subtract line 5 from line 4						558,375,906

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	1,084,054,736	267,371,991	272,324,471	241,436,125	294,731,595	2,159,918,918
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	201,598	84,392	131,030	134,164	161,577	712,761
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 **Total support** (Add lines 7 through 10)						2,160,631,679

12	Gross receipts from related activities, etc (see instructions)	12	4,654,915

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** . . . . . ▶ ☐

Section C. Computation of Public Support Percentage

14	Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	25 840 %
15	Public support percentage for 2011 Schedule A, Part II, line 14	15	25 970 %

16a **33 1/3% support test—2012.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support test—2011.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10%-facts-and-circumstances test—2012.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ ☑

b **10%-facts-and-circumstances test—2011.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

Part III **Support Schedule for Organizations Described in Section 509(a)(2)**
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support.** (Add lines 9, 10c, 11, and 12)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** ▶☐

Section C. Computation of Public Support Percentage

15	Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	
16	Public support percentage from 2011 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2012** (line 10c, column (f) divided by line 13, column (f))	17	
18	Investment income percentage from **2011** Schedule A, Part III, line 17	18	

19a **33 1/3% support tests—2012.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

b **33 1/3% support tests—2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶☐

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

BROTHER'S BROTHER FOUNDATION ("THE FOUNDATION") DID NOT RECEIVE 33 1/3% OF ITS SUPPORT FROM THE GENERAL PUBLIC COMPUTED AS PRESCRIBED BY TREASURY REGULATION 1 170A-9(C)(2), AND THEREFORE DOES NOT MEET THE MECHANICAL COMPUTATION TEST FOR DESIGNATION AS A "PUBLICLY SUPPORTED" ORGANIZATION HOWEVER, THE FOUNDATION DOES MEET THE DEFINITION OF "PUBLICLY SUPPORTED" ORGANIZATION PURSUANT TO THE "FACTS AND CIRCUMSTANCES TEST" AS SET FORTH IN TREASURY REGULATION 1 170A-9(E)(3) AS DISCUSSED IN THE FOLLOWING I) TEN PERCENT OF SUPPORT LIMITATION THE FOUNDATION REGULARLY RECEIVES MORE THAN 10% OF ITS SUPPORT FROM GENERAL PUBLIC AND THE U S GOVERNMENT, AS DOCUMENTED BY LINE 14 OF FORM 990, SCHEDULE A THAT REFERENCES THIS ATTACHMENT THE PRIMARY REASONS THE FOUNDATION HAS A PUBLIC SUPPORT PERCENTAGE BELOW 33 1/3% COMPUTED AS PRESCRIBED BY TREASURY REGULATION 1 170A-9(E)(2) ARE AS FOLLOWS 1) ALTHOUGH IT HAS A BROAD IN-KIND DONOR BASE, WITHIN THAT BASE IS A SMALL GROUP OF CORPORATE DONORS WHO REGULARLY CONTRIBUTE SUBSTANTIAL QUANTITIES OF MEDICAL, EDUCATIONAL AND HUMANITARIAN SUPPLIES FOR DISTRIBUTION BY THE FOUNDATION AND ITS PARTNERS TO THE NEEDY WORLDWIDE DURING THE FOUR YEAR PERIOD COVERED BY THE PUBLIC SUPPORT COMPUTATION, THE FOUR LARGEST IN-KIND DONORS PROVIDED APPROXIMATELY 74 88% OF IN-KIND CONTRIBUTIONS RECEIVED 2) THE FOUNDATION'S MANAGEMENT AND MONITORING OF ITS FUND RAISING AND ADMINISTRATION COSTS HAS RESULTED IN THE FINANCIAL RESULTS WHEREBY NON-PROGRAM EXPENDITURES REPRESENT LESS THAN 1% OF TOTAL EXPENSES ON AN ANNUAL BASIS DUE TO THE FOUNDATION'S ABILITY TO POWERFULLY LEVERAGE ITS LOW OPERATING OVERHEAD IN DISTRIBUTING DONATED IN-KIND RESOURCES WORLDWIDE, THE FINANCIAL RESOURCES REQUIRED TO RUN ITS PROGRAMS ARE MODEST THE FOUNDATION IS FREQUENTLY ACKNOWLEDGED BY THE MEDIA AS A LEADER IN PROGRAM SUPPORT SPENDING EFFICIENCY II) THE FOUNDATION CONTINUES EFFORTS TO INEXPENSIVELY EXPAND PUBLIC SUPPORT FROM INDIVIDUAL DONORS AND OTHER DONOR UNITS IN 2005, THE FOUNDATION RECEIVED CASH GIFTS FROM 5,803 GIVING UNITS (OVER 93% INDIVIDUALS), AND IN 2006, THE FOUNDATION RECEIVED CASH GIFTS FROM 1,998 GIVING UNITS (OVER 92% INDIVIDUALS) IN 2007, THE FOUNDATION RECEIVED CASH GIFTS FROM 1,875 GIVING UNITS (OVER 92% INDIVIDUALS), AND IN 2008, THE FOUNDATION RECEIVED CASH GIFTS FROM 1,730 GIVING UNITS (OVER 92% INDIVIDUALS) IN 2009, THE FOUNDATION RECEIVED CASH GIFTS FROM 1,627 GIVING UNITS (OVER 91% INDIVIDUALS) IN 2010, THE FOUNDATION RECEIVED CASH GIFTS FROM 5,920 GIVING UNITS (OVER 92% INDIVIDUALS) IN 2011, THE FOUNDATION RECEIVED CASH GIFTS FROM 4,195 GIVING UNITS (OVER 91% INDIVIDUALS) IN 2012, THE FOUNDATION RECEIVED CASH GIFTS FROM 2,505 GIVING UNITS (OVER 92% INDIVIDUALS) PUBLIC SUPPORT IS GENERALLY THROUGH A CONTINUOUS LOW-COST FUNDRAISING PROGRAM DESIGNED TO ATTRACT NEW ADDITIONAL PUBLIC SUPPORT, AS WELL AS ROUTINE MEDIA RECOGNITION BY THE MEDIA IN THE UNITED STATES AND WORLDWIDE, ATTESTING TO THE ABILITY TO DELIVER USEFUL GOODS AND SERVICES WORLDWIDE III) PERCENTAGE OF FINANCIAL SUPPORT THE FOUNDATION HAS WITNESSED A DRAMATIC INCREASE IN THE NUMBER OF INDIVIDUAL DONORS AND IN THE QUANTITY OF GIFTS FROM INDIVIDUALS OVER THE PAST FIVE YEARS THIS IS DUE LARGELY IN PART TO RESPONSES BY INDIVIDUALS TO WORLD DISASTERS INDIVIDUALS REPRESENT 92 09% OF THE TOTAL DONOR BASE AVERAGED OVER THE PREVIOUS FOUR YEARS IT IS QUITE EVIDENT THAT INDIVIDUAL DONORS CONTINUE TO RECOGNIZE THE ORGANIZATION AS A PREMIER CHARITY AN EFFORT TO INCREASE PUBLIC SUPPORT IS GARNERED THROUGH A CONTINUOUS FUNDRAISING PROGRAM THAT IS DESIGNED TO ATTRACT NEW AND ADDITIONAL PUBLIC SUPPORT IV) SOURCES OF SUPPORT THE FOUNDATION MAINTAINS AN ACTIVE FUND RAISING PROGRAM AND REALIZES FINANCIAL SUPPORT FROM A BROAD GROUP OF INDIVIDUALS, CORPORATIONS, CIVIC, AND CHURCH GROUPS, FOUNDATION'S HUMANITARIAN ORGANIZATIONS FROM USAID GENERAL FUND RAISING APPEALS TO A CAREFULLY DEVELOPED GROUP OF PAST AND POTENTIAL SUPPORTERS ARE UNDERTAKEN GENERALLY TWICE A YEAR SEPARATE ANNUAL APPEALS ARE MADE THROUGH THE UNITED WAY AND COMBINED FEDERAL CAMPAIGN ALSO, GOVERNMENT GRANTS AND PROGRAM RELATIONSHIPS ARE PURSUED ON A CONTINUOUS BASIS AS OPPORTUNITIES AND WORLD DEVELOPMENTS OCCUR DURING THE FOUR YEAR PERIOD COVERED BY THE PUBLIC SUPPORT COMPUTATION, THE FOUNDATION'S FINANCIAL DONOR COUNT AVERAGED OVER 3,280 INDIVIDUALS PER YEAR AND OVER 282 ORGANIZATIONS PER YEAR THE FOUNDATION ALSO MAINTAINS AN ACTIVE COMMUNICATION PROGRAM WITH ITS SUPPORTERS AND GENERAL PUBLIC THROUGH MAILINGS OF NEWSLETTERS AND ANNUAL REPORTS AND FREQUENT PROCESS RELEASES OF NOTEWORTHY EVENTS A WEBSITE IS MAINTAINED AT WWW BROTHERSBROTHER ORG THE SITE INCLUDES INFORMATION ON THE FOUNDATION'S MISSION, PROGRAMS, CURRENT EVENTS AND PROVIDES A SECURE FACILITY FOR WEB VISITORS TO MAKE CONTRIBUTIONS BY CREDIT CARD V) REPRESENTATIVE GOVERNING BODY THE FOUNDATION'S BOARD OF TRUSTEES AND OFFICERS ARE COMPRISED OF BUSINESS AND CIVIC LEADERS WITH EXPERIENCE IN A WIDE VARIETY OF FIELDS EDUCATION, MEDICINE, LAW, BANKING, PHILANTHROPY, PUBLIC SERVICE, BUSINESS, MEDICAL MISSIONS AND NEWS MEDIA GOVERNING BODY REPRESENTATIVES HAVE PROVIDED SIGNIFICANT OVERSIGHT TO ENSURE EFFECTIVE LOCAL MANAGEMENT OF THE RESOURCES THAT THE FOUNDATION AND ITS PARTNERS HAVE FORWARDED FOR DISTRIBUTION TO THE NEEDY VI) AVAILABILITY OF PUBLIC FACILITIES OR SERVICES, PUBLIC PARTICIPATION IN PROGRAMS OR POLICIES DONATED MEDICAL, EDUCATIONAL AND HUMANITARIAN SUPPLIES ARE DISTRIBUTED BY THE FOUNDATION AND ITS PARTNERS IN DEVELOPING TRANSITIONAL AND DISASTER-STRICKEN COUNTRIES THROUGHOUT THE WORLD SINCE ITS FOUNDING IN 1958, THE FOUNDATION TOGETHER WITH ITS PARTNERS HAS PROVIDED OVER 97,454 TONS OF MEDICAL SUPPLIES, TEXTBOOKS, SEEDS, AND FOOD SUCH ASSISTANCE HAS ENHANCED THE QUALITY OF LIFE FOR TENS OF MILLIONS OF PEOPLE PROVIDING THEM WITH BETTER HEALTH, EDUCATION, NUTRITION, MATERIAL SECURITY AND HOPE IN OVER 120 COUNTRIES VII) ADDITIONAL FACTORS PERTINENT TO MEMBERSHIP ORGANIZATIONS, THE FOUNDATION IS NOT A MEMBERSHIP ORGANIZATION CONCLUSION ALTHOUGH THE FOUNDATION DOES NOT MEET THE MECHANICAL COMPUTATION TEST DEFINED IN TREASURY REGULATION 1 170A-9(C)(2) FOR DESIGNATION AS A "PUBLICLY SUPPORTED" ORGANIZATION, IT CONTINUES TO QUALIFY AS "PUBLICLY SUPPORTED" ORGANIZATION UNDER THE "FACTS AND CIRCUMSTANCES TEST" AS SET FORTH IN TREASURY REGULATION 1 170A-9(E)(3)

Explanation

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
BROTHER'S BROTHER FOUNDATION

Employer identification number
34-6562544

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)
☐ Preservation of land for public use (e g , recreation or education) ☐ Preservation of an historically important land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

		Held at the End of the Year
a	Total number of conservation easements	2a
b	Total acreage restricted by conservation easements	2b
c	Number of conservation easements on a certified historic structure included in (a)	2c
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

(ii) Assets included in Form 990, Part X ▶ $ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

b Assets included in Form 990, Part X ▶ $ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a ☐ Public exhibition
- b ☐ Scholarly research
- c ☐ Preservation for future generations
- d ☐ Loan or exchange programs
- e ☐ Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table

		Amount
c	Beginning balance	1c
d	Additions during the year	1d
e	Distributions during the year	1e
f	Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII Check here if the explanation has been provided in Part XIII . . . . . ☐

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

		(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a	Beginning of year balance	325,000	350,690	314,997	244,680	367,386
b	Contributions					
c	Net investment earnings, gains, and losses	45,719	-18,752	44,804	79,220	-112,887
d	Grants or scholarships					
e	Other expenditures for facilities and programs	6,605	6,069	4,561	6,424	6,900
f	Administrative expenses	2,928	869	4,550	2,479	2,910
g	End of year balance	361,186	325,000	350,690	314,997	244,680

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

- a Board designated or quasi-endowment ▶ 0 %
- b Permanent endowment ▶ 100 000 %
- c Temporarily restricted endowment ▶ 0 %

The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

		Yes	No
(i) unrelated organizations	3a(i)		No
(ii) related organizations	3a(ii)		No
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		213,201		213,201
b Buildings		1,147,645	232,082	915,563
c Leasehold improvements				
d Equipment		154,641	129,838	24,803
e Other				
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				1,153,567

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
Other		
Total. *(Column (b) must equal Form 990, Part X, col (B) line 12)* ▶		

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) must equal Form 990, Part X, col (B) line 13)* ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
Total. *(Column (b) must equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

1 (a) Description of liability	(b) Book value
Federal income taxes	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	

2. Fin 48 (ASC 740) Footnote In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII ☑

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	296,033,603
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	158,841		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII)	2d	25,957		
e	Add lines **2a** through **2d**			2e	184,798
3	Subtract line **2e** from line **1**			3	295,848,805
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	34,393		
b	Other (Describe in Part XIII)	4b			
c	Add lines **4a** and **4b**			4c	34,393
5	Total revenue Add lines **3** and **4c.** (This must equal Form 990, Part I, line 12)			5	295,883,198

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	285,033,775
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII)	2d	25,957		
e	Add lines **2a** through **2d**			2e	25,957
3	Subtract line **2e** from line **1**			3	285,007,818
4	Amounts included on Form 990, Part IX, line 25, but not on line **1:**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	34,393		
b	Other (Describe in Part XIII)	4b			
c	Add lines **4a** and **4b**			4c	34,393
5	Total expenses Add lines **3** and **4c.** (This must equal Form 990, Part I, line 18)			5	285,042,211

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b Also complete this part to provide any additional information

Identifier	Return Reference	Explanation
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	THE ENDOWMENT CONSISTS OF AN INVESTMENT FUND ESTABLISHED PRIMARILY FOR PROGRAMMING AND OPERATING NEEDS OF THE FOUNDATION AND INCLUDES DONOR-RESTRICTED FUNDS AS REQUIRED BY GENERALLY ACCEPTED ACCOUNTING PRINCIPLES, NET ASSETS ASSOCIATED WITH ENDOWMENT FUNDS, INCLUDING FUNDS DESIGNATED BY THE BOARD OF TRUSTEES TO FUNCTION AS ENDOWMENTS, ARE CLASSIFIED AND REPORTED BASED ON THE EXISTENCE OR ABSENCE OF DONOR-IMPOSED RESTRICTIONS THE BOARD OF TRUSTEES OF THE FOUNDATION HAS ELECTED TO BE GOVERNED BY THE COMMONWEALTH OF PENNSYLVANIA'S ACT 141 (ACT 141) FOR THE DONOR-RESTRICTED ENDOWMENT FUNDS ACT 141 IS A TOTAL RETURN POLICY THAT ALLOWS A NONPROFIT TO CHOOSE TO TREAT A PERCENTAGE OF THE AVERAGE MARKET VALUE OF THE ENDOWMENT'S PERMANENTLY RESTRICTED INVESTMENTS AS INCOME EACH YEAR HOWEVER, THE LONG-TERM PRESERVATION OF THE REAL VALUE OF THE ASSETS MUST BE TAKEN INTO CONSIDERATION WHEN THE BOARD ELECTS THE AMOUNT ON AN ANNUAL BASIS, THE BOARD MUST ELECT, IN WRITING, A SPENDING RATE OF BETWEEN 2% AND 7% THIS PERCENTAGE IS APPLIED TO THE AVERAGE MARKET VALUE OF THE INVESTMENTS AT THE END OF THE PRIOR YEAR AVERAGE MARKET VALUE IS BASED ON THE PREVIOUS 12 QUARTERS THE FOUNDATION CLASSIFIES AS PERMANENTLY RESTRICTED NET ASSETS THE ORIGINAL VALUE OF GIFTS DONATED TO THE PERMANENT ENDOWMENT AND THE ORIGINAL VALUE OF SUBSEQUENT GIFTS TO THE PERMANENT ENDOWMENT THE UNDISTRIBUTED AMOUNTS EARNED ARE INCLUDED IN PERMANENTLY RESTRICTED NET ASSETS AS WELL IN ACCORDANCE WITH ACT 141, THE FOUNDATION HAS ADOPTED A WRITTEN INVESTMENT POLICY, OF WHICH A SECTION SPECIFICALLY RELATES TO THE ENDOWMENT FUND ON AN ANNUAL BASIS, THE BOARD ALSO SETS A SPENDING RATE BETWEEN 2% AND 7% OF THE ENDOWMENT'S PRINCIPAL MARKET VALUE OVER THE PRECEDING THREE YEARS THE FOUNDATION CONSIDERS THE FOLLOWING FACTORS IN MAKING A DETERMINATION TO SET A SPENDING RATE 1 PROTECTING THE CORPUS OF THE ENDOWMENT FUND, 2 PRESERVING THE SPENDING POWER OF THE ASSETS, 3 OBTAINING MAXIMUM INVESTMENT RETURN WITH REASONABLE RISK AND OPERATIONAL CONSIDERATION, AND 4 COMPLYING WITH APPLICABLE LAWS
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X, LINE 2	THE FOUNDATION IS A TAX-EXEMPT ORGANIZATION UNDER SECTION 501(C)(3) OF THE U S INTERNAL REVENUE CODE (IRC) AND IS ALSO CLASSIFIED AS AN ENTITY THAT IS NOT A PRIVATE FOUNDATION UNDER THE MEANING OF SECTION 509(A) OF THE IRC IN ADDITION, THE FOUNDATION HAS NOT IDENTIFIED ANY MATERIAL UNCERTAIN TAX POSITIONS REQUIRING AN ACCRUAL OR DISCLOSURE IN THE FINANCIAL STATEMENTS THE FOUNDATION IS NO LONGER SUBJECT TO EXAMINATIONS BY TAXING AUTHORITIES IN ANY MAJOR TAX JURISDICTION FOR YEARS BEFORE DECEMBER 31, 2009
PART XI, LINE 2D - OTHER ADJUSTMENTS		RENTAL EXPENSES 25,957
PART XII, LINE 2D - OTHER ADJUSTMENTS		RENTAL EXPENSES 25,957

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SCHEDULE F (Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
BROTHER'S BROTHER FOUNDATION

Employer identification number
34-6562544

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 **For grantmakers.** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . ☑ Yes ☐ No

2 **For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of grant funds outside the United States.

3 Activites per Region (The following Part I, line 3 table can be duplicated if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e g , fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
CENTRAL AMERICA AND THE CARIBBEAN	0	0	GRANTS TO RECEIPIENTS LOCATED IN REGION	GRANTMAKING	310,494
SOUTH ASIA	0	0	GRANTS TO RECEIPIENTS LOCATED IN REGION	GRANTMAKING	3,795
EAST ASIA AND THE PACIFIC	0	0	GRANTS TO RECEIPIENTS LOCATED IN REGION	GRANTMAKING	4,250
SUB-SAHARAN AFRICA	0	0	GRANTS TO RECEIPIENTS LOCATED IN REGION	GRANTMAKING	127,766
SOUTH AMERICA	0	0	NON-CASH ASSISTANCE PROVIDED TO RECIPIENTS LOCATED IN REGION	PROVISION OF BOOKS/EDUCATIONAL SUPPLIES/MEDICAL SUPPLIES/PHARMACEUTICALS	10,283,755
CENTRAL AMERICA AND THE CARIBBEAN	0	0	NON-CASH ASSISTANCE PROVIDED TO RECIPIENTS LOCATED IN REGION	PROVISION OF BOOKS/EDUCATIONAL SUPPLIES/MEDICAL SUPPLIES/PHARMACEUTICALS	170,718,731
SOUTH ASIA	0	0	NON-CASH ASSISTANCE PROVIDED TO RECIPIENTS LOCATED IN REGION	PROVISION OF BOOKS/EDUCATIONAL SUPPLIES/MEDICAL SUPPLIES/PHARMACEUTICALS	12,825,905
EAST ASIA AND THE PACIFIC	0	0	NON-CASH ASSISTANCE PROVIDED TO RECIPIENTS LOCATED IN REGION	PROVISION OF BOOKS/EDUCATIONAL SUPPLIES/MEDICAL SUPPLIES/PHARMACEUTICALS	60,848
MIDDLE EAST	0	0	NON-CASH ASSISTANCE PROVIDED TO RECIPIENTS LOCATED IN REGION	PROVISION OF BOOKS/EDUCATIONAL SUPPLIES/MEDICAL SUPPLIES/PHARMACEUTICALS	7,278,958
NORTH AMERICA CANADA MEXICO	0	0	NON-CASH ASSISTANCE PROVIDED TO RECIPIENTS LOCATED IN REGION	PROVISION OF BOOKS/EDUCATIONAL SUPPLIES/MEDICAL SUPPLIES/PHARMACEUTICALS	4,586,127
RUSSIA AND THE NEWLY INDEPENDENT STATES	0	0	NON-CASH ASSISTANCE PROVIDED TO RECIPIENTS LOCATED IN REGION	PROVISION OF BOOKS/EDUCATIONAL SUPPLIES/MEDICAL SUPPLIES/PHARMACEUTICALS	49,833
SOUTH AMERICA	0	0	NON-CASH ASSISTANCE PROVIDED TO RECIPIENTS LOCATED IN REGION	PROVISION OF BOOKS/EDUCATIONAL SUPPLIES/MEDICAL SUPPLIES/PHARMACEUTICALS	1,930
SUB-SAHARAN AFRICA	0	0	NON-CASH ASSISTANCE PROVIDED TO RECIPIENTS LOCATED IN REGION	PROVISION OF BOOKS/EDUCATIONAL SUPPLIES/MEDICAL SUPPLIES/PHARMACEUTICALS	25,120,178
3a Sub-total	0	0			194,335,544
b Total from continuation sheets to Part I	0	0			37,037,026
c Totals (add lines 3a and 3b)	0	0			231,372,570

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than $5,000. Part II can be duplicated if additional space is needed.

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		CENTRAL AMERICA AND THE CARIBBEAN	$300,000 - BUILD HAITI SCHOOL$10,494 - MISSION TRIP	310,494	DIRECT DISBURSEMENT	0	N/A	N/A
		SUB-SAHARAN AFRICA	$75,077 - HOSPITAL MEDICAL SUPPLIES$49,104 - FEEDING PROGRAM$ 3,795 - MISSION TRIP	127,766	DIRECT DISBURSEMENT	0	N/A	N/A
		SOUTH AMERICA	PROVISION OF BOOKS, EDUCATIONAL SUPPLIES, PHARMACEUTICALS, MED SUPPLIES & EQUIPMENT	0	N/A	10,285,685	BOOKS,EDUCATIONAL SUPPLIES, PHARMACEUTICALS, MEDICAL SUPPLIES	SEE PART V, SUPPLEMENTAL INFORMATION
		CENTRAL AMERICA AND THE CARIBBEAN	PROVISION OF BOOKS, EDUCATIONAL SUPPLIES, PHARMACEUTICALS, MED SUPPLIES & EQUIPMENT	0	N/A	144,268,374	BOOKS,EDUCATIONAL SUPPLIES, PHARMACEUTICALS, MEDICAL SUPPLIES	SEE PART V, SUPPLEMENTAL INFORMATION
		SOUTH ASIA	PROVISION OF BOOKS, EDUCATIONAL SUPPLIES, PHARMACEUTICALS, MED SUPPLIES & EQUIPMENT	3,795	DIRECT DISBURSEMENT	12,825,905	BOOKS,EDUCATIONAL SUPPLIES, PHARMACEUTICALS, MEDICAL SUPPLIES	SEE PART V, SUPPLEMENTAL INFORMATION
		CENTRAL AMERICA AND THE CARIBBEAN	PROVISION OF BOOKS, EDUCATIONAL SUPPLIES, PHARMACEUTICALS, MED SUPPLIES & EQUIPMENT	0	N/A	26,442,426	BOOKS,EDUCATIONAL SUPPLIES, PHARMACEUTICALS, MEDICAL SUPPLIES	SEE PART V, SUPPLEMENTAL INFORMATION
		EAST ASIA AND THE PACIFIC	PROVISION OF BOOKS, EDUCATIONAL SUPPLIES, PHARMACEUTICALS, MED SUPPLIES & EQUIPMENT	4,250	DIRECT DISBURSEMENT	60,848	BOOKS,EDUCATIONAL SUPPLIES, PHARMACEUTICALS, MEDICAL SUPPLIES	SEE PART V, SUPPLEMENTAL INFORMATION
		MIDDLE EAST	PROVISION OF BOOKS, EDUCATIONAL SUPPLIES, PHARMACEUTICALS, MED SUPPLIES & EQUIPMENT	0	N/A	7,278,958	BOOKS,EDUCATIONAL SUPPLIES, PHARMACEUTICALS, MEDICAL SUPPLIES	SEE PART V, SUPPLEMENTAL INFORMATION
		NORTH AMERICA CANADA MEXICO	PROVISION OF BOOKS, EDUCATIONAL SUPPLIES, PHARMACEUTICALS, MED SUPPLIES & EQUIPMENT	0	N/A	4,586,127	BOOKS,EDUCATIONAL SUPPLIES, PHARMACEUTICALS, MEDICAL SUPPLIES	SEE PART V, SUPPLEMENTAL INFORMATION
		RUSSIA AND THE NEWLY INDEPENDENT STATES	PROVISION OF BOOKS, EDUCATIONAL SUPPLIES, PHARMACEUTICALS, MED SUPPLIES & EQUIPMENT	0	N/A	49,833	BOOKS,EDUCATIONAL SUPPLIES, PHARMACEUTICALS, MEDICAL SUPPLIES	SEE PART V, SUPPLEMENTAL INFORMATION
		SUB-SAHARAN AFRICA	PROVISION OF BOOKS, EDUCATIONAL SUPPLIES, PHARMACEUTICALS, MED SUPPLIES & EQUIPMENT	0	N/A	25,120,178	BOOKS,EDUCATIONAL SUPPLIES, PHARMACEUTICALS, MEDICAL SUPPLIES	SEE PART V, SUPPLEMENTAL INFORMATION

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter . . . . ▶ 213

3 Enter total number of other organizations or entities . . . . . ▶ 0

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)

Part IV Foreign Forms

1	Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)*	☐ Yes	☑ No
2	Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organizationmay be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)*	☐ Yes	☑ No
3	Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with Respect to Certain Foreign Corporations. (see Instructions for Form 5471)*	☐ Yes	☑ No
4	Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)*	☐ Yes	☑ No
5	Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with Respect to Certain Foreign Partnerships. (see Instructions for Form 8865)*	☐ Yes	☑ No
6	Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713).*	☐ Yes	☑ No

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

Identifier	ReturnReference	Explanation
PROCEDURE FOR MONITORING GRANTS OUTSIDE THE U S		SCHEDULE F, PART I, LINE 2 GRANT MAKING/ELIGIBLE RECIPIENT PROCESS 1 BBF RECEIVES NUMEROUS REQUESTS FOR ASSISTANCE BBF WORKS WITH ESTABLISHED PARTNER AGENCIES IN MANY LOCATIONS INTERNATIONALLY COMPLETION OF AN INTERNATIONAL RECIPIENT APPLICATION DOES NOT AUTOMATICALLY RESULT IN THE GRANT OF REQUESTED ITEMS 2 THE REQUESTING RECIPIENT MUST NOTIFY BBF OF THE SPECIFIC MATERIAL RESOURCES NEEDED IN THE PARTICULAR COUNTRY THIS LIST SHOULD BE AS DETAILED AS POSSIBLE THIS DOCUMENT SHOULD BE PREPARED BY PROFESSIONALS AND/OR BENEFICIARY PARTICIPANTS WITH THE KNOWLEDGE OF THE NEEDS IN THE COUNTRY IN ADDITION, THE REQUESTING RECIPIENT MUST COMPLETE AND SUBMIT THE INTERNATIONAL RECIPIENT APPLICATION 3 THE FOLLOWING MUST BE PROVIDED TO BBF A STATEMENT INDICATING THAT THE DONATED GOODS WILL BE DISTRIBUTED AT NO COST TO THE ULTIMATE RECIPIENT AND DOCUMENTATION IDENTIFYING THE SPONSORING ORGANIZATION'S AND RECIPIENT'S CHARITABLE STATUS SUCH AS A 501(C)(3) CERTIFICATION OR NON-GOVERNMENTAL ORGANIZATION (NGO) CERTIFICATE OF REGISTRATION FROM OVERSEAS PARTNER AGENCY AN OFFICIAL DOCUMENT FROM THE RECIPIENT COUNTRY'S GOVERNMENT STATING THAT ORGANIZATION OR INSTITUTION HAS DUTY-FREE STATUS FOR THE GOODS BEING SHIPPED (IMPORTED) IS REQUIRED BACKGROUND LITERATURE, BROCHURES, ANNUAL REPORTS AND OTHER INFORMATION DESCRIBING THE ORGANIZATIONS INVOLVED MUST ALSO BE SUBMITTED 4 IF THE MATERIAL BEING REQUESTED BY THE RECIPIENT COUNTRY WILL BE USED WITHIN A NATIONAL AND/OR COMMUNITY DEVELOPMENT PLAN, BBF REQUIRES A COPY OF THIS PLAN THAT OUTLINES THE DISTRIBUTION PROCESS, DURATION OF PLAN AND EVALUATION PROCESS OF THE EFFECTIVENESS 5 DOCUMENTATION STATING THAT THERE ARE WAREHOUSE OR STORAGE FACILITIES AVAILABLE FOR THE SHIPMENT MUST BE PROVIDED 6 RECIPIENTS MUST PROVIDE COMPLETE CONSIGNEE INFORMATION, INCLUDING A CONTACT PERSON, ADDRESS, TELEPHONE AND FAX NUMBERS AND EMAIL ADDRESS THE CONSIGNEE MUST BE CAPABLE OF CLEARING THE CONTAINER THROUGH CUSTOMS AND PROVIDING APPROPRIATE LOGISTICAL IN-COUNTRY SUPPORT 7 AN OUTLINE OF THE DISTRIBUTION PLAN STATING WHO THE END USER OF THE DONATED MATERIALS WILL BE, AND A PROMISE TO SUBMIT A WRITTEN REPORT ON THE DISTRIBUTION PROCESS ONCE THE SHIPMENT ARRIVES 8 ONCE DISTRIBUTED, THE RECIPIENT ORGANIZATION IS REQUIRED TO PROVIDE BBF WITH DISTRIBUTION REPORTS AND OTHER DOCUMENTATION SUCH AS PHOTOGRAPHS, NEWSPAPER ARTICLES AND LETTERS SUPPORTING THE EFFORT BY APPROPRIATE OFFICIALS AND PROFESSIONALS 9 IT MAY BE THE RESPONSIBILITY OF THE RECIPIENT/SPONSORING ORGANIZATION TO COVER THE COSTS ASSOCIATED WITH THE SHIPMENT (IN-LAND AND OCEAN TRANSPORTATION AND BBF PROGRAM SERVICE FEE) 10 THE RECIPIENT IS REQUIRED TO CONFIRM ITS REQUEST FOR MATERIAL SELECTED FROM THE BBF PROVIDED INVENTORY LIST IN WRITING THE LIST PROVIDED WILL INCLUDE RELATIVE INFORMATION SUCH AS PRODUCT DESCRIPTION, QUANTITIES ON HAND, DATING INFORMATION AND ANY DISTRIBUTION RESTRICTIONS
METHOD USED TO ACCCOUNT FOR EXPENDITURES		SCHEDULE F, PART I, LINE 3 BOOKS AND EDUCATIONAL SUPPLIES ARE VALUED AT FAIR MARKET VALUE HUMANITARIAN SUPPLIES ARE VALUED AT FAIR MARKET VALUE PHARMACEUTICALS ARE VALUED AT FEDERAL AND STATE MEDICARE & MEDICAID PRICES SET FORTH BY THE CENTER FOR MEDICARE AND MEDICAID SERVICES (CMS) AND THE WEST VIRGINIA STATE MAXIMUM ALLOWABLE COST (WV SMAC)

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Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
BROTHER'S BROTHER FOUNDATION

Employer identification number
34-6562544

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . ☑ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Part II can be duplicated if additional space is needed.

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) GLEANING FOR THE WORLD 7539 STAGE RD CONCORD,VA 24538	54-1930105	501(C)(3)	71,871	0	N/A	N/A	SHIPPING SUPPLIES FOR US HURRICANE RELIEF
(2) BUFFALO EDUCATION OPPORTUNITY CENTER 465 WASHINGTON STREET BUFFALO,NY 14203	14-2600212	501(C)(3)	0	4,108,552	SEE PART IV, SUPPLEMENTAL INFORMATION	BOOKS & EDUCATIONAL MATERIAL	PROVISION OF BOOKS AND EDUCATIONAL SUPPLIES
(3) CHRISTIAN APPLACHAIN PROJECT 441 KENTUCKY CORBIN,KY 40701	61-0661137	501(C)(3)	0	1,227,018	SEE PART IV, SUPPLEMENTAL INFORMATION	BOOKS & EDUCATIONAL MATERIAL	PROVISION OF BOOKS AND EDUCATIONAL SUPPLIES
(4) INTERNATIONAL BOOK PROJECT 110 WEST RAOD SUITE 360 BALTIMORE,MD 21204	25-1679348	501(C)(3)	0	938,830	SEE PART IV, SUPPLEMENTAL INFORMATION	BOOKS & EDUCATIONAL MATERIAL	PROVISION OF BOOKS AND EDUCATIONAL SUPPLIES
(5) INTERNATIONAL ORTHODOX CHRISTIAN CHARITIES 110 WEST ROAD SUITE 360 BALTIMORE,MD 21204	25-1679348	501(C)(3)	0	7,903,191	SEE PART IV, SUPPLEMENTAL INFORMATION	BOOKS & EDUCATIONAL MATERIAL	PROVISION OF BOOKS AND EDUCATIONAL SUPPLIES
(6) LIFE FOR RELIEF AND DEVELOPMENT PO BOX 236 SOUTHFIELD,MI 48037	73-1635264	501(C)(3)	0	32,426,617	SEE PART IV, SUPPLEMENTAL INFORMATION	BOOKS & EDUCATIONAL MATERIAL	PROVISION OF BOOKS AND EDUCATIONAL SUPPLIES
(7) PRESSLEY RIDGE SCHOOL 530 MARSHALL AVE PITTSBURGH,PA 15214	25-0965460	501(C)(3)	0	24,309	SEE PART IV, SUPPLEMENTAL INFORMATION	BOOKS & EDUCATIONAL MATERIAL	PROVISION OF BOOKS AND EDUCATIONAL SUPPLIES
(8) TRI COUNTY OIC 500 MACLAY STREET HARRISBURG,PA 17110	23-1667266	501(C)(3)	0	1,634,064	SEE PART IV, SUPPLEMENTAL INFORMATION	BOOKS & EDUCATIONAL MATERIAL	PROVISION OF BOOKS AND EDUCATIONAL SUPPLIES
(9) DUQUENSE UNIVERSITY 600 FORVE AVENUE PITTSBURGH,PA 15282	25-1035663	501(C)(3)	9,658	0	N/A	N/A	US MISSION TRIPS
(10) CENTRO DE LA FAMILIA DE UTAH 3780 S WEST TEMPLE SOUTH SALT LAKE,UT 84111	87-0310109	501(C)(3)	0	94,905	SEE PART IV, SUPPLEMENTAL INFORMATION	BOOKS & EDUCATIONAL MATERIAL	PROVISION OF BOOKS AND EDUCATIONAL SUPPLIES
(11) MATTHEW 25 MINISTRIES INC 11060 KENWOOD ROAD CINCINNATI,OH 45242	31-1348100	501(C)(3)	0	15,000	SEE PART IV, SUPPLEMENTAL INFORMATION	CLOTHING AND SUPPLIES	CLOTHING AND SUPPLIES

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . . ▶ 11

3 Enter total number of other organizations listed in the line 1 table . . . . . ▶ 0

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
(1) TRAINING IN US	1	7,016	0	N/A	N/A

Part IV **Supplemental Information.**

Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 THE FOUNDATION'S PROCEDURES FOR MONITORING THE USE OF DOMESTIC GRANT FUNDS IS SIMILAR TO THAT DESCRIBED IN SCHEDULE F, PART IV ALSO, ORGANIZATIONS WITHIN THE US PROVIDE DETAIL EXPENDITURE REPORTS OF PROGRAMS FOR GRANTS RECEIVED FROM BBF
FORM 990, SCHEDULE I, PART I AND PART II		BOOKS AND EDUCATION SUPPLIES ARE VALUED AT FAIR MARKET VALUE HUMANITARIAN SUPPLIES ARE VALUED AT FAIR MARKET VALUE PHARMACEUTICALS ARE VALUED AT FEDERAL AND STATE MEDICARE & MEDICAID PRICES SET FORTH BY THE CENTER FOR MEDICARE AND MEDICAID SERVICES (CMS) AND THE WEST VIRGINIA STATE MAXIMUM ALLOWABLE COST (WV SMAC)

Additional Data

Return to Form

Software ID:
Software Version:
EIN: 34-6562544
Name: BROTHER'S BROTHER FOUNDATION

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC Code section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
GLEANING FOR THE WORLD 7539 STAGE RD CONCORD,VA 24538	54-1930105	501(C)(3)	71,871	0	N/A	N/A	SHIPPING SUPPLIES FOR US HURRICANE RELIEF
BUFFALO EDUCATION OPPORTUNITY CENTER465 WASHINGTON STREET BUFFALO,NY 14203	14-2600212	501(C)(3)	0	4,108,552	SEE PART IV, SUPPLEMENTAL INFORMATION	BOOKS & EDUCATIONAL MATERIAL	PROVISION OF BOOKS AND EDUCATIONAL SUPPLIES
CHRISTIAN APPLACHAIN PROJECT441 KENTUCKY CORBIN,KY 40701	61-0661137	501(C)(3)	0	1,227,018	SEE PART IV, SUPPLEMENTAL INFORMATION	BOOKS & EDUCATIONAL MATERIAL	PROVISION OF BOOKS AND EDUCATIONAL SUPPLIES
INTERNATIONAL BOOK PROJECT110 WEST RAOD SUITE 360 BALTIMORE,MD 21204	25-1679348	501(C)(3)	0	938,830	SEE PART IV, SUPPLEMENTAL INFORMATION	BOOKS & EDUCATIONAL MATERIAL	PROVISION OF BOOKS AND EDUCATIONAL SUPPLIES
INTERNATIONAL ORTHODOX CHRISTIAN CHARITIES110 WEST ROAD SUITE 360 BALTIMORE,MD 21204	25-1679348	501(C)(3)	0	7,903,191	SEE PART IV, SUPPLEMENTAL INFORMATION	BOOKS & EDUCATIONAL MATERIAL	PROVISION OF BOOKS AND EDUCATIONAL SUPPLIES
LIFE FOR RELIEF AND DEVELOPMENTPO BOX 236 SOUTHFIELD,MI 48037	73-1635264	501(C)(3)	0	32,426,617	SEE PART IV, SUPPLEMENTAL INFORMATION	BOOKS & EDUCATIONAL MATERIAL	PROVISION OF BOOKS AND EDUCATIONAL SUPPLIES
PRESSLEY RIDGE SCHOOL 530 MARSHALL AVE PITTSBURGH,PA 15214	25-0965460	501(C)(3)	0	24,309	SEE PART IV, SUPPLEMENTAL INFORMATION	BOOKS & EDUCATIONAL MATERIAL	PROVISION OF BOOKS AND EDUCATIONAL SUPPLIES
TRI COUNTY OIC500 MACLAY STREET HARRISBURG,PA 17110	23-1667266	501(C)(3)	0	1,634,064	SEE PART IV, SUPPLEMENTAL INFORMATION	BOOKS & EDUCATIONAL MATERIAL	PROVISION OF BOOKS AND EDUCATIONAL SUPPLIES
DUQUENSE UNIVERSITY 600 FORVE AVENUE PITTSBURGH,PA 15282	25-1035663	501(C)(3)	9,658	0	N/A	N/A	US MISSION TRIPS
CENTRO DE LA FAMILIA DE UTAH3780 S WEST TEMPLE SOUTH SALT LAKE,UT 84111	87-0310109	501(C)(3)	0	94,905	SEE PART IV, SUPPLEMENTAL INFORMATION	BOOKS & EDUCATIONAL MATERIAL	PROVISION OF BOOKS AND EDUCATIONAL SUPPLIES
MATTHEW 25 MINISTRIES INC11060 KENWOOD ROAD CINCINNATI,OH 45242	31-1348100	501(C)(3)	0	15,000	SEE PART IV, SUPPLEMENTAL INFORMATION	CLOTHING AND SUPPLIES	CLOTHING AND SUPPLIES

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
BROTHER'S BROTHER FOUNDATION

Employer identification number
34-6562544

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax idemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)			
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	**1b**		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	**2**		
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III ☑ Compensation committee ☐ Written employment contract ☐ Independent compensation consultant ☑ Compensation survey or study ☑ Form 990 of other organizations ☑ Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization			
a	Receive a severance payment or change-of-control payment?	**4a**		No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**		No
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	**5a**		No
b	Any related organization?	**5b**		No
	If "Yes," to line 5a or 5b, describe in Part III			
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	**6a**		No
b	Any related organization?	**6b**		No
	If "Yes," to line 6a or 6b, describe in Part III			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	**7**	Yes	
8	Were any amounts reported in Form 990, Part VII, paid or accured pursuant to a contract that was subject to the initial contract exception described in Regulations section 53 4958-4(a)(3)? If "Yes," describe in Part III	**8**		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	**9**		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1)LUKE L HINGSON PRESIDENT	(i) (ii)	147,801 0	10,000 0	0 0	11,125 0	1,007 0	169,933 0	0 0

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II
Also complete this part for any additional information

Identifier	Return Reference	Explanation
	PART I, LINE 7	BONUS AWARDS ARE RELATED TO INDIVIDUAL PERFORMANCE AND IS DETERMINED BY THE EXECUTIVE COMMITTEE OF THE BOARD OF TRUSTEES

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SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

▶Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
BROTHER'S BROTHER FOUNDATION

Employer identification number
34-6562544

Part I Types of Property

		(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1	Art—Works of art				
2	Art—Historical treasures				
3	Art—Fractional interests				
4	Books and publications	X		123,039,941	FAIR MARKET VALUE
5	Clothing and household goods				
6	Cars and other vehicles				
7	Boats and planes				
8	Intellectual property				
9	Securities—Publicly traded	X	3	8,913	FAIR MARKET VALUE
10	Securities—Closely held stock				
11	Securities—Partnership, LLC, or trust interests				
12	Securities—Miscellaneous				
13	Qualified conservation contribution—Historic structures				
14	Qualified conservation contribution—Other				
15	Real estate—Residential				
16	Real estate—Commercial				
17	Real estate—Other				
18	Collectibles				
19	Food inventory				
20	Drugs and medical supplies	X	13	169,229,077	SEE SCHEDULE I
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ▶ (HUMANITARIAN SUPPLIES)	X	18	347,270	FAIR MARKET VALUE
26	Other ▶( )				
27	Other ▶( )				
28	Other ▶ ( )				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement . . . **29** 1

			Yes	No
30a	During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	30a		No
b	If "Yes," describe the arrangement in Part II			
31	Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	31	Yes	
32a	Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	32a		No
b	If "Yes," describe in Part II			
33	If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II			

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Identifier	Return Reference	Explanation

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493203001403

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
BROTHER'S BROTHER FOUNDATION

Employer identification number
34-6562544

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	FORM 990 IS REVIEWED BY THE VP OF FINANCE, PRESIDENT, APPROPRIATE STAFF AND TRUSTEES PRIOR TO FILING WITH THE IRS
	FORM 990, PART VI, SECTION B, LINE 12C	THE CONFLICT OF INTEREST POLICY COVERS ALL EMPLOYEES, FOUNDATION OFFICERS AND TRUSTEES POTENTIAL CONFLICTS OF INTEREST INVOLVING A TRUSTEE OR FOUNDATION OFFICER SHALL BE DISCLOSED DIRECTLY TO THE EXECUTIVE COMMITEE OF THE BOARD OF TRUSTEES, WHICH SHALL DETERMINE IF A CONFLICT EXISTS IF THE EXECUTIVE COMMITTEE DETERMINES THAT CONFLICT EXISTS, IT SHALL REFER THE MATTER TO THE FULL BOARD OF TRUSTEES FOR EXAMINATION POTENTIAL CONFLICTS OF INTEREST INVOLVING EMPLOYEES SHOULD BE DISLOSED TO THEIR SUPERVISOR OR THE PRESIDENT THE MINUTES OF MEETINGS OF THE EXECUTIVE COMMITTEE WITH BOARD-DELEGATED POWERS SHALL CONTAIN THE NAMES OF THE PERSONS WHO DISCLOSED OR WERE FOUND TO HAVE A CONFLICT OF INTEREST IF A CONFLICT EXISTS THE EXECUTIVE COMMITTEE SHALL DETERMINE WHETHER THE FOUNDATION CAN OBTAIN WITH REASONABLE EFFORTS A MORE ADVANTAGEOUS TRANSACTION OR ARRANGEMENT FROM A PERSON OR ENTITY THAT WOULD NOT GIVE RISE TO A CONFLICT OF INTEREST
	FORM 990, PART VI, SECTION B, LINE 15	THE ORGANIZATION DETERMINES COMPENSATION FOR INDIVIDUALS BASED ON A COMPENSATION SURVEY OR STUDY, FORM 990 OF OTHER ORGANIZATIONS, AND IS APPROVED BY THE ORGANIZATION'S BOARD OR COMPENSATION COMMITTEE. THIS PROCESS IS DOCUMENTED IN THE MINUTES OF THE EXECUTIVE COMMITTEE MEETING
	FORM 990, PART VI, SECTION C, LINE 19	A COPY OF THE ORGANIZATION'S AUDITED FINANCIAL STATEMENTS AND FORM 990 ARE POSTED ON BROTHER'S BROTHER FOUNDATION'S WEBSITE. THE CONFLICT OF INTEREST POLICY AND GOVERNING DOCUMENTS ARE AVAILABLE UPON REQUEST
	FORM 990, PART XII, LINE 2C, FINANCIAL STATEMENTS AND REPORTING	THE AUDIT COMMITTEE MEETS ON A REGULAR BASIS TO MONITOR THE FINANCIAL REPORTS OF THE ORGANIZATION THE AUDIT COMMITTEE REVIEWS THE WORK OF THE AUDIT FIRM AND CHOOSES AUDIT FIRMS AFTER CAREFUL CONSIDERATION THE AUDIT COMMITTEE REVIEWS AND APPROVES THE COMPLETED DRAFT REPORT