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Form 990-PF

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

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

OMB No 1545-0052

Department of the Treasury Internal Revenue Service For calendar year 2012 or tax year beginning and ending Name of foundation A Employer identification number BRICKELL FAMILY FOUNDATION C/O STERLING FOUNDATION MANAGEMENT, LLC 52-2285368 Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number 670 703-437-9720 2325 DULLES CORNER BLVD City or town, state, and ZIP code C If exemption application is pending, check here HERNDON, VA 20171 Initial return of a former public charity G Check all that apply: Initial return D 1 Foreign organizations, check here Final return Amended return Foreign organizations meeting the 85% test, check here and attach computation Address change Name change Check type of organization: Section 501(c)(3) exempt private foundation E If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation under section 507(b)(1)(A), check here I Fair market value of all assets at end of year | J Accounting method: | X | Cash Accrual F If the foundation is in a 60-month termination Other (specify) under section 507(b)(1)(B), check here (from Part II, col (c), line 16) 854, 126. (Part I, column (d) must be on cash basis) ▶\$ Part I Analysis of Revenue and Expenses (d) Disbursements for charitable purposes (cash basis only) (a) Revenue and (b) Net investment (c) Adjusted net (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) income expenses per books income N/AContributions, gifts, grants, etc., received 2 Check X if the foundation is not required to attach Sch. B Interest on savings and temporary cash investments 13,443. 13,443 STATEMENT Dividends and interest from securities 5a Gross rents b Net rental income or (toss) 15,166 6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 73,140. 15,166 7 Capital gain net income (from Part IV, line 2) Net short-term capital gain Income modifications 9 10a Gross sales less returns and allowances b Less Cost of goods sold c Gross profit or (loss) 11 Other income 28,609. 28,609 12 Total. Add lines 1 through 11 0 0. 0 Compensation of officers, directors, trustees, etc Other employee salaries and wages
Pension plans, employee benefits 280 16a Legal fees b Accounting fees 1 4 2013 STMT 2 Sc Other professional 9,375 1,875 5,496. 17 Interest GOSTMT (3) 131 0. 0. 18 Taxes 19 Depreciation and depletion Occupancy 21 Travel, conferences, and meetings SCANNED NAY 22 Printing and publications STMT 4 91 0 0. 23 Other expenses Total operating and administrative ,597 1,875. 5,496. expenses. Add lines 13 through 23 40,250 40,250. 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. 49,847 1.875 45,746. Add lines 24 and 25 27 Subtract line 26 from line 12: -21,238a Excess of revenue over expenses and disbursements 26,734 b Net investment income (if negative, enter -0-) N/A C Adjusted net income (if negative, enter -0-)

For	m 99	0-PF (2012) C/O STERLING FOUNDATION	MANAGEMENT,	LLC 52-	2285368 Page 2
P	art	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of	
느	<u> </u>	column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing			
		Sawngs and temporary cash investments		5,765.	5,765.
	3	Accounts receivable >			l
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable			l
		Less: allowance for doubtful accounts ▶			
	_	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other			l
		disqualified persons	-		
	7	Other notes and loans receivable			
		Less: allowance for doubtful accounts			
ets		Inventories for sale or use			·
Assets		Prepaid expenses and deferred charges			
•		Investments - U.S. and state government obligations	· · · · · · · · · · · · · · · · · · ·		
		Investments - corporate stock			
		Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis			
		Less accumulated depreciation			
		Investments - mortgage loans	010 120	752 164	040 261
	13	Investments - other STMT 5	810,139.	752,164.	848,361.
	14	Land, buildings, and equipment: basis			
		Less accumulated depreciation			
	15	Other assets (describe)			
	4.0	Table accepts (to be completed by all filers)	810,139	757,929.	854,126.
_	$\overline{}$	Total assets (to be completed by all filers)	610,139	131,343.	0,94,120.
	17	,			
	18	Grants payable Deferred revenue			
ties	19				
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons Mortgages and other notes payable			
Ľ	21	Other liabilities (describe STATEMENT 6)	31,247	275.	
	22	Other Habilities (describe STATISMENT O)	21,21	273.	
	22	Total liabilities (add lines 17 through 22)	31,247	. 275.	
_	23	Foundations that follow SFAS 117, check here	31,241	2731	
		and complete lines 24 through 26 and lines 30 and 31.			
es	24	Unrestricted	778,892	757,654.	
auc	25	Temporarily restricted	7,0,052	707,0027	
3al	26				
or Fund Balances	-"	Foundations that do not follow SFAS 117, check here			
Ē		and complete lines 27 through 31.			
	27	•			
Assets	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
Ass	29	Retained earnings, accumulated income, endowment, or other funds			
Net	30	Total net assets or fund balances	778,892	757,654.	
_					
	31	Total liabilities and net assets/fund balances	810,139	757,929.	
F	art	III Analysis of Changes in Net Assets or Fund B	alances		
-	Tota	I net assets or fund balances at beginning of year - Part II, column (a), line	30	· · · · · · · · · · · · · · · · · · ·	<u> </u>
•		r het assets or fund balances at beginning of year - Part 11, column (a), line st agree with end-of-year figure reported on prior year's return)	00	1	778,892.
2	•	r amount from Part I, line 27a		2	-21,238.
2		er increases not included in line 2 (itemize)		$\frac{2}{3}$	-21,238.
J A		lines 1, 2, and 3		4	757,654.
		reases not included in line 2 (itemize)		5	757,034.
		I net assets or fund balances at end of year (line 4 minus line 5) - Part II, c	olumn (b), line 30	6	757,654.

Form **990-PF** (2012)

Page 3

2-story brick v		od(s) of property sold (e or common stock, 200 s			`P-	ow acquire Purchase Donation	1 1) Date ac (mo., day		(d) Date sold (mo., day, yr.)
1a					-					
b SEE ATTACHEI) STAT	EMENT								
d d										
			_				_		-	
<u>e</u>	/n n	epreciation allowed	(n) Cos	st or other basis				(b) Gau	n or (loss)	
(e) Gross sales price	(1) 0	(or allowable)		expense of sale				(e) plus (f) minus (g)
a	ļ			· · ·						
b	_									
<u> </u>	ļ									
d					-					
e 73,140.		·		57,97	4.					15,166.
Complete only for assets show			į.						i. (h) gain i	
(i) F.M.V. as of 12/31/69		i) Adjusted basis as of 12/31/69		cess of col. (1) col. (j), if any			COI. (Losses (f	t less than rom col. (h	1))
a					1					
b	1				t	•				•
C	1									•
d	·		i							
е										15,166.
		C If gain, also an	iter in Part I line	7	7					-
2 Capital gain net income or (net o	capital loss)	If (loss), enter	iter in Part I, line -0- in Part I, line	7	} L	2				15,166.
3 Net short-term capital gain or (le	nee) ae defin	•			1					
If gain, also enter in Part I, line 8			and (o).)					
If (loss), enter -0- in Part I, line	8	, -			r I	2			N/A	
Dort V Ouglitication						<u> </u>			71/17	
Part V Qualification	Under S	ection 4940(e) f	or Reduced	Tax on Net	Inve	estmen	t Inco	me	11/21	
							t Inco	me	11/ 21	
(For optional use by domestic priva	ite foundatio	ns subject to the section					t Inco	me	11/ 21	
	ite foundatio	ns subject to the section					t Inco	me	11/ 21	
(For optional use by domestic prival if section 4940(d)(2) applies, leave	ite foundation this part black	ins subject to the sections. Ink. Iax on the distributable	on 4940(a) tax on amount of any ye	net investment in	icome.		t Inco	me	11/ 21	Yes X No
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(For optional use by domestic prival if section 4940(d)(2) applies, leave Was the foundation liable for the set if "Yes," the foundation does not quate in Enter the appropriate amount in Base period years Calendar year (or tax year begins 2011 2010 2009 2008 2007 2 Total of line 1, column (d) 3 Average distribution ratio for the the foundation has been in exist 4 Enter the net value of noncharitation in the foundation of the second	the foundation this part bla ection 4942 the salify under section and the salify under section each columning in) e 5-year base tence if less able-use assets	ink. iax on the distributable section 4940(e). Do not not for each year; see the Adjusted qualifying of the period - divide the tot than 5 years sets for 2012 from Part	amount of any year complete this pare instructions be distributions 40,124. 28,879. 42,518. 50,566. 49,730.	ear in the base peart. fore making any e	ncome.	stable-use : 832, 761, 647, 847, 075,	796. 397. 760.	2 3 4 5	Distrib	(d) ution ratio ided by col. (c)) . 048180 . 037929 . 065639
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BRICKELL FAMILY FOUNDATION C/O STERLING FOUNDATION MANAGEMENT 52-2285368 Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions) Part VI 1a Exempt operating foundations described in section 4940(d)(2), check here | and enter "N/A" on line 1. Date of ruling or determination letter: (attach copy of letter if necessary-see instructions) 267. b Domestic foundations that meet the section 4940(e) requirements in Part V, check here **X** and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) Add lines 1 and 2 3 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 4 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-5 Credits/Payments: a 2012 estimated tax payments and 2011 overpayment credited to 2012 **b** Exempt foreign organizations - tax withheld at source 6b c Tax paid with application for extension of time to file (Form 8868) 6c d Backup withholding erroneously withheld 6d 0. 7 Total credits and payments. Add lines 6a through 6d Enter any penalty for underpayment of estimated tax. Check here _____ if Form 2220 is attached 8 267. Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 9 10 Overpayment, If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10 11 Enter the amount of line 10 to be: Credited to 2013 estimated tax Refunded I Part VII-A | Statements Regarding Activities Yes No 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? X 1a b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 1b Х If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. c Did the foundation file Form 1120-POL for this year? 1c X d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year; (1) On the foundation. ▶ \$ _____ 0 . (2) On foundation managers. ▶ \$ e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. > \$ 0. 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 2 X If "Yes," attach a detailed description of the activities. 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? 4a N/A b If "Yes," has it filed a tax return on Form 990-T for this year? 4b 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? X 5 If "Yes," attach the statement required by General Instruction T. 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)

year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar

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X

Х

X

X

6

7

8b

10

By language in the governing instrument, or

If "Yes," complete Part II, col (c), and Part XV.

7 Did the foundation have at least \$5,000 in assets at any time during the year?

8a Enter the states to which the foundation reports or with which it is registered (see instructions)

of each state as required by General Instruction G? If "No," attach explanation

remain in the governing instrument?

	990-PF (2012) C/O STERLING FOUNDATION MANAGEMENT, LLC 52-22	<u> 35368</u>	-	<u> Page 5</u>
	art VII-A Statements Regarding Activities (continued)	$\overline{}$	<u> </u>	ι—
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of	١.,		
10	section 512(b)(13)? If "Yes," attach schedule (see instructions) Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?	11		X
12		12		X_
12	If "Yes," attach statement (see instructions) Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	х	
13		13	<u> </u>	<u> </u>
14	Website address ► N/A The books are in care of ► STERLING FOUNDATION MANAGEMENT Telephone no. ► 703 -	437-0	720	
14	Located at > 2325 DULLES CORNER BLVD, SUITE 670, HERNDON, VA ZIP+4 >			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			$\overline{\Box}$
	and enter the amount of tax-exempt interest received or accrued during the year	N	[/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank,		Yes	No
	securities, or other financial account in a foreign country?	16		х
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign		·	
	country			}
Pa	art VII-B Statements Regarding Activities for Which Form 4720 May Be Required			
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.]	Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			,
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No			
	, , ,			
	(6) Agree to pay money or property to a government official? (Exception. Check "No"			
	If the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes X No			
D	olif any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
		ր '''		
	Organizations relying on a current notice regarding disaster assistance check here Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected	,		
Ü	before the first day of the tax year beginning in 2012?	1c		х
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation	10		
_	defined in section 4942(j)(3) or 4942(j)(5)):			
9	a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning			
·	before 2012?	,		Ì
	If "Yes," list the years	l		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect			1
	valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach			
	statement - see instructions.) N/A	2b		
0	: If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.			
	>	1		
38	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			1
	during the year?	,		
t	b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after			
	May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose	1		
	of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C,			
	Form 4720, to determine if the foundation had excess business holdings in 2012.) N/A	3b	_	<u> </u>
48	a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	_	X
t	b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that			
	had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	<u> </u>	X
		Form 99 6	0-PF	(2012)

Form 990-PF (2012) C/O STERLING FOUNDATION		LC	<u>52-22853</u>	68 Page 6
Part VII-B Statements Regarding Activities for Which I 5a During the year did the foundation pay or incur any amount to:	-oriii 4720 May be r	sequirea (continu	ued)	
(1) Carry on propaganda, or otherwise attempt to influence legislation (section			s X No	
(2) Influence the outcome of any specific public election (see section 4955); o any voter registration drive?		Ye	s X No	
(3) Provide a grant to an individual for travel, study, or other similar purposes		Ye	s X No	
(4) Provide a grant to an organization other than a charitable, etc., organizatio 509(a)(1), (2), or (3), or section 4940(d)(2)?	n described in section	[□vo	s X No	
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational nurnoses, or f		S A NU	
the prevention of cruelty to children or animals?	or oddaznamar parposos, or .		s X No	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und	der the exceptions described i	n Regulations		
section 53.4945 or in a current notice regarding disaster assistance (see instru	ctions)?		N/A	5b
Organizations relying on a current notice regarding disaster assistance check h				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption for		. —]]
expenditure responsibility for the grant?		「/A	s L No	
If "Yes," attach the statement required by Regulations section 53.494				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to a personal benefit contract?	pay premiums on	□ v _o	s X No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal henefit contract?	L 16	!	6b X
If "Yes" to 6b, file Form 8870	orsonar bonom contract:		<u> </u>	12
7a At any time during the tax year, was the foundation a party to a prohibited tax s	helter transaction?	☐ Ye	s X No	
b If "Yes," did the foundation receive any proceeds or have any net income attribu			. —	7b
Part VIII Information About Officers, Directors, Trust Paid Employees, and Contractors	ees, Foundation Ma	nagers, Highly	/	
1 List all officers, directors, trustees, foundation managers and their	compensation.			
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARK C. BRICKELL	PRESIDENT			
NEW YORK, NY 10128	1.00	0.	0.	0.
2 Compensation of five highest-paid employees (other than those inc		enter "NONE."	[d] Contributions in	
Compensation of five highest-paid employees (other than those inc. (a) Name and address of each employee paid more than \$50,000	cluded on line 1). If none, (b) Title, and average hours per week devoted to position	enter "NONE."	(d) Contributions to employee benefit plans and deterred compensation	(e) Expense account, other allowances
	(b) Title, and average hours per week		eimployee benefit plans and deferred	account, other
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week		eimployee benefit plans and deferred	account, other
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week		eimployee benefit plans and deferred	account, other
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week		eimployee benefit plans and deferred	account, other
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week		eimployee benefit plans and deferred	account, other
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week		eimployee benefit plans and deferred	account, other
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week		eimployee benefit plans and deferred	account, other
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week		eimployee benefit plans and deferred	account, other

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

BRICKELL FAMILY FOUNDATION Form 990-PF (2012) C/O STERLING FOUNDATION MANAGEMENT, LLC 52-2285368 Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued) 3 Five highest-paid independent contractors for professional services. If none, enter "NONE." (a) Name and address of each person paid more than \$50,000 (c) Compensation (b) Type of service NONE Total number of others receiving over \$50,000 for professional services Part IX-A Summary of Direct Charitable Activities List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the Expenses number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. Part IX-B Summary of Program-Related Investments Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. Amount

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N/A

Total. Add lines 1 through 3

All other program-related investments. See instructions.

Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment

income. Enter 1% of Part I, line 27b

Adjusted qualifying distributions. Subtract line 5 from line 4

4940(e) reduction of tax in those years.

52-2285368 Page 8 Form 990-PF (2012) C/O STERLING FOUNDATION MANAGEMENT, LLC Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.) Part X Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: a Average monthly fair market value of securities 847,174. 1a 2,240. b Average of monthly cash balances 1b c Fair market value of all other assets 1c 849.414. Total (add lines 1a, b, and c) 1d e Reduction claimed for blockage or other factors reported on lines 1a and 0. 1c (attach detailed explanation) 1e Acquisition indebtedness applicable to line 1 assets 849,414. 3 Subtract line 2 from line 1d 12,741.Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 4 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 836,673. 5 Minimum investment return. Enter 5% of line 5 41,834. Distributable Amount (see instructions) (Section 4942(i)(3) and (i)(5) private operating foundations and certain Part XI foreign organizations check here \blacktriangleright and do not complete this part.) Minimum investment return from Part X, line 6 41.834. 1 267 Tax on investment income for 2012 from Part VI, line 5 Income tax for 2012. (This does not include the tax from Part VI.) Add lines 2a and 2b 2c 3 Distributable amount before adjustments. Subtract line 2c from line 1 3 Recoveries of amounts treated as qualifying distributions 4 ,567. Add lines 3 and 4 5 Deduction from distributable amount (see instructions) 6 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 567. Part XII Qualifying Distributions (see instructions) Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: 45,746. Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 1a Program-related investments - total from Part IX-B 1b 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 2 3 Amounts set aside for specific charitable projects that satisfy the: Suitability test (prior IRS approval required) 3a Cash distribution test (attach the required schedule) 3ь 45,746. Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 4 4

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section

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5

6

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI,	· · · · · · · · · · · · · · · · · · ·			
line 7				41,567.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only		:	36,414.	
b Total for prior years:	**		•	
		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from				
Part XII, line 4: ►\$ 45,746.				
a Applied to 2011, but not more than line 2a			36,414.	
b Applied to undistributed income of prior		·		
years (Election required - see instructions)		0.		
c Treated as distributions out of corpus				
(Election required - see instructions)	0.			
d Applied to 2012 distributable amount				9,332.
e Remaining amount distributed out of corpus	0.			5,0020
5 Excess distributions carryover applied to 2012	0.			0.
(If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:			į	
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract				
line 4b from line 2b		0.		
c Enter the amount of prior years'				
undistributed income for which a notice of				
deficiency has been issued, or on which the section 4942(a) tax has been previously				
assessed		0.		
d Subtract line 6c from line 6b. Taxable				
amount - see instructions		0.		
e Undistributed income for 2011. Subtract line	i			
4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract				
lines 4d and 5 from line 1. This amount must				
be distributed in 2013			,	32,235.
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007				
not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013.				
Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012		<u> </u>	<u> </u>	- 000 PF (00 to

Form 990-PF (2012) C/O STERLING FOUNDATION MANAGEMENT Page 10 52-2285368 Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling 4942(j)(3) or 4942(1)(5) b Check box to indicate whether the foundation is a private operating foundation described in section Tax year Prior 3 years 2 a Enter the lesser of the adjusted net (c) 2010 (a) 2012 (b) 2011 (d) 2009 (e) Total income from Part I or the minimum investment return from Part X for each year listed **b** 85% of line 2a c Qualifying distributions from Part XII. line 4 for each year listed d Amounts included in line 2c not used directly for active conduct of exempt activities e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets (2) Value of assets qualifying under section 4942(j)(3)(B)(i) b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) (3) Largest amount of support from an exempt organization (4) Gross investment income Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets Part XV at any time during the year-see instructions.) Information Regarding Foundation Managers: a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).) MARK C. BRICKELL b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest. NONE Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs: 🔟 if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d. a The name, address, and telephone number or e-mail of the person to whom applications should be addressed; STERLING FOUNDATION MANAGEMENT, LLC, 703-437-9720 2325 DULLES CORNER BLVD, SUITE 670, HERNDON, VA 20171 b The form in which applications should be submitted and information and materials they should include: NONE PRESCRIBED c Any submission deadlines: NONE d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

BRICKELL FAMILY FOUNDATION

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Part XV Supplementary Information (continued) 3 Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, Recipient show any relationship to any foundation manager or substantial contributor Foundation Purpose of grant or **Amount** status of contribution Name and address (home or business) recipient a Paid during the year HARVARD BUSINESS SCHOOL/HBS FUND NONE 501(C)(3) GENERAL SUPPORT SOLDIERS FIELD BOSTON MA 02163 4,500. REFORMED UNIVERSITY MINISTRIES NONE 501(C)(3) GENERAL SUPPORT PO BOX 13476 500. JACKSON, MS 39236 TENNESSEE SOCIETY SONS OF THE NONE 501(C)(3) GENERAL SUPPORT AMERICAN REVOLUTION 2080 PHILLIP LONG ROAD 500. CLARKSVILLE, TN 37043 THE BRICK CHURCH NONE 501(C)(3) GENERAL SUPPORT 62 EAST 92ND STREET NEW YORK, NY 10128 1,400. THE BUCKLEY SCHOOL NONE 501(C)(3) GENERAL SUPPORT 113 EAST 73RD STREET NEW YORK NY 10131 1,000. SEE CONTINUATION SHEET(S) Total ▶ 3a 40 250. b Approved for future payment NONE Total **▶** 3b

Form 990-PF (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelate	d business income		ded by section 512, 513, or 514	(e)
	(a) Business	(b)	(C) Exclu- sion	(d)	Related or exempt
1 Program service revenue:	code	Amount	code	Amount	function income
a					
b					
c					
_					
d	-				 -
e					
1	<u> </u>				
g Fees and contracts from government agencies					 -
2 Membership dues and assessments					
3 Interest on savings and temporary cash			1		
investments					
4 Dividends and interest from securities			14	13,443.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal					
property					
7 Other investment income					
8 Gain or (loss) from sales of assets other			1		
than inventory			18	15,166.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a			 		
ь			ļ .		
C			ļ		
d			<u> </u>		
e			ļ		
12 Subtotal. Add columns (b), (d), and (e)	<u></u>	0.	<u> </u>	28,609.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	28,609.
(See worksheet in line 13 instructions to verify calculations.)					
	a tha Asa	ampliahment of Ex	·	+ Dumoses	
Part XVI-B Relationship of Activities to	U LITE ACC	omplishment of Ex	emp	it Furposes	
Line No. Explain below how each activity for which incor	ne is reported	n column (e) of Part XVI-A	contril	buted importantly to the accord	plishment of
the foundation's exempt purposes (other than I	by providing fu	nds for such purposes).			
ALL SOURCES OF REVENUE	ARE US	ED TO INVEST	' IN	SECURITIES O	R
HELD AS CASH. INCOME F					
CHARITABLE PURPOSES AS					
IN ACCORDANCE WITH THE					KD,
IN ACCORDANCE WITH THE	FOUNDA	TION S EXEMP	T P	URPUSE.	
					
				_	
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	-				
					
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BRICKELL FAMILY FOUNDATION Form 990-PF (2012) C/O STERLING FOUNDATION MANAGEMENT, LLC 52-2285368 Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations Yes No Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash 1a(1) (2) Other assets 1a(2) **b** Other transactions: (1) Sales of assets to a noncharitable exempt organization 1b(1) (2) Purchases of assets from a noncharitable exempt organization 1b(2) 1b(3) (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements 1b(4) (5) Loans or loan guarantees 1b(5) (6) Performance of services or membership or fundraising solicitations 1b(6) X c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. (c) Name of noncharitable exempt organization (a) Line no (b) Amount involved (d) Description of transfers, transactions, and sharing arrangements N/A 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described X No Yes Yes in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? b If "Yes," complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge May the IRS discuss this

Sign Here	and be	Mark C. Si	5 2 2	\ \ \	sident	return with the preparer shown below (see instr.)? X Yes No.
	B ign	ature of officer or trustee	Date	Title	-,	
		Print/Type preparer's name	Preparer's signature	Date	Check if	PTIN
		BARRY B. BONDROFF,	1 1		self- employed	
Paid		CPA C	The trans	+ 425-13		P00087387
Prepa		Firm's name ► GORFINE, SCH	ILLÆR & GARDYN,	PA	Firm's EIN ▶ 5	2-1231901
Use (Only	·	/ /			
		Firm's address ► 10045 RED R	UN BLVD, SUITE	250		
		OWINGS MILL	S, MD 21117		Phone no. 4	10-356-5900
						Form 000-DE (2010

BRICKELL FAMILY FOUNDATION CONTINUATION FOR 990-PF, PART IV C/O STERLING FOUNDATION MANAGEMENT, LLC 52-2285368 PAGE Part IV Capital Gains and Losses for Tax on Investment Income (b) How acquired P - Purchase D - Donation (d) Date sold (a) List and describe the kind(s) of property sold, e.g., real estate, (c) Date acquired 2-story brick warehouse; or common stock, 200 shs. MLC Co. (mo., day, yr.) (mo., day, yr.) 1a POWERSHARES QQQ P VARIOUS VARIOUS b ROCKWELL COLLINS P VARIOUS VARIOUS c EUROPACIFIC GROWTH FUND P 12/30/0501/11/12 d SMALLCAP WORLD FUND P 12/30/0501/11/12 e FEDEX CORPORATION P 02/06/06|12/31/12 f PROCTER AND GAMBLE P 08/25/05|12/31/12 g h ١ m ŋ 0 (g) Cost or other basis (f) Depreciation allowed (h) Gain or (loss) (e) Gross sales price (or allowable) plus expense of sale (e) plus (f) minus (g) 23,043. 14,647. 8,396. a 20,175. <u>14,367.</u> 5,808. b 4,500. 5,063. -563. C 4,500. 4,714. -214. d 5,761. 6,425. -664. е 15,161. 12,758. 2,403. g ħ m n 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), (j) Adjusted basis (k) Excess of col. (i) (i) F.M.V. as of 12/31/69 but not less than "-0-") as of 12/31/69 over col. (j), if any 8,396. 5,808. b -563. C -214. d -664. f 2,403. g h

{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }

2

15,166.

N/A

22359	1	
OE 01	4	2

Capital gain net income or (net capital loss)

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

<u>n</u> 0

C/O STERLING FOUNDATION MANAGEMENT, LLC 52-2285368 Part XV **Supplementary Information** Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, - Recipient Foundation Purpose of grant or show any relationship to Amount any foundation manager status of contribution Name and address (home or business) or substantial contributor recipient THE CHAPIN SCHOOL NONE 501(C)(3) GENERAL SUPPORT 100 EAST END AVENUE NEW YORK, NY 10028 1,000. THE COLLEGIATE SCHOOL ANNUAL FUND NONE 501(C)(3) GENERAL SUPPORT 260 WEST 78TH STREET NEW YORK, NY 10132 1,000. THE CONGREGATIONAL CHURCH OF NONE 501(C)(3) GENERAL SUPPORT MANHASSET 1845 NORTHERN BOULEVARD MANHASSET NY 11030 1,000. THE EPISCOPAL SCHOOL NONE 501(C)(3) GENERAL SUPPORT 35 EAST 69TH STREET NEW YORK, NY 10021 500. UNIVERSITY OF CHICAGO NONE 501(C)(3) GENERAL SUPPORT 10 ROCKEFELLER PLAZA, SUITE 620 NEW YORK, NY 10020 28,100, YAZOO HISTORICAL MUSEUM NONE 501(C)(3) GENERAL SUPPORT PO BOX 575 YAZOO CITY, MS 39194 500. SWIM ACROSS AMERICA NONE 501(C)(3) GENERAL SUPPORT ONE INTERNATIONAL PLACE, STE 4600 BOSTON MA 02110 250.

32,350.

Total from continuation sheets

FORM 990-PF. DIVIDENT	OS AND	INTER	EST FROM	4 SECUI	RITIES	STATEMENT	1
SOURCE		GROSS	AMOUNT		ITAL GAINS IVIDENDS	COLUMN (A)
WELLS FARGO	,		13,443	,	0.	13,4	43.
TOTAL TO FM 990-PF, PART I, I	LN 4		13,443	· -	0.	13,4	43.
FORM 990-PF (OTHER	PROFES	SIONAL H	FEES		STATEMENT	2
DESCRIPTION	EXPE	A) NSES BOOKS	(B) NET IN MENT I	/EST-	(C) ADJUSTED NET INCOM	(D) CHARITAI E PURPOSI	
FOUNDATION MANAGEMENT FEE		9,375.	1	L,875.		5,49	96.
TO FORM 990-PF, PG 1, LN 16C		9,375.		L,875.		5,49	96.
FORM 990-PF		TAX	ES			STATEMENT	3
DESCRIPTION	EXPE	A) NSES BOOKS	(B) NET IN MENT IN	/EST-	(C) ADJUSTED NET INCOM	(D) CHARITAI E PURPOSI	
EXCISE TAXES		131.		0.	*****		0.
TO FORM 990-PF, PG 1, LN 18		131.		0.			0.
FORM 990-PF	0	THER E	XPENSES			STATEMENT	4
DESCRIPTION	EXPE		(B) NET INV MENT I	/EST-			
FILING FEE SUPPLIES		50. 41.		0.			0.
TO FORM 990-PF, PG 1, LN 23		91.		0.			0.

FORM 990-PF.	OTHER INVESTMENTS		STATEMENT 5
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO	COST	752,164.	848,361.
TOTAL TO FORM 990-PF, PART II,	LINE 13	752,164.	848,361.
FORM 990-PF	OTHER LIABILITIES		STATEMENT 6
DESCRIPTION		BOY AMOUNT	EOY AMOUNT
DUE TO WELLS FARGO		31,125.	0.
DUE TO STERLING FOUNDATION MAN	IAGEMENT,	122.	275.
TOTAL TO FORM 990-PF, PART II,	LINE 22	31,247.	275.