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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE BRINSON FOUNDATION		A Employer identification number 68-0656415						
Number and street (or P.O. box number if mail is not delivered to street address) 737 NORTH MICHIGAN AVENUE		B Telephone number (312) 799-4500						
City or town, state, and ZIP code CHICAGO, IL 60611		C If exemption application is pending, check here ☐						
G Check all that apply: <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change	D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☐ Address change	☐ Name change							
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐						
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 95,763,741.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐						
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____								

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	52.	52.		STATEMENT 1
	4 Dividends and interest from securities	2,016,817.	2,009,464.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,218,960.			
	b Gross sales price for all assets on line 6a	13,729,930.			
	7 Capital gain net income (from Part IV, line 2)		4,218,960.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	1,414,390.	1,409,031.		STATEMENT 3	
12 Total. Add lines 1 through 11	7,650,219.	7,637,507.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	234,389.	14,315.		220,074.
	14 Other employee salaries and wages	215,917.	0.		215,917.
	15 Pension plans, employee benefits	107,142.	0.		107,142.
	16a Legal fees STMT 4	9,395.	0.		9,395.
	b Accounting fees STMT 5	30,327.	0.		30,327.
	c Other professional fees STMT 6	418,780.	379,928.		38,852.
	17 Interest				
	18 Taxes STMT 7	128,979.	44,579.		0.
	19 Depreciation and depletion	8,177.	0.		
	20 Occupancy	44,641.	0.		44,641.
	21 Travel, conferences, and meetings	23,944.	0.		23,944.
	22 Printing and publications	11,155.	0.		11,155.
	23 Other expenses STMT 8	512,066.	429,945.		81,739.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,744,912.	868,767.		783,186.
	25 Contributions, gifts, grants paid	3,402,500.			3,402,500.
26 Total expenses and disbursements. Add lines 24 and 25	5,147,412.	868,767.		4,185,686.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	2,502,807.				
b Net investment income (if negative, enter -0-)		6,768,740.			
c Adjusted net income (if negative, enter -0-)			N/A		

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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		299.	298.	298.
	2	Savings and temporary cash investments		13,899,033.	10,588,636.	10,588,636.
	3	Accounts receivable	6,046.			
		Less: allowance for doubtful accounts		9,963.	6,046.	6,046.
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations	STMT 9	1,241,888.	1,241,888.	1,403,198.
	b	Investments - corporate stock	STMT 10	18,622,950.	15,329,154.	18,257,599.
	c	Investments - corporate bonds	STMT 11	1,513,755.	1,001,226.	1,127,396.
Liabilities	11	Investments - land, buildings, and equipment basis	368,287.			
		Less accumulated depreciation	216,440.	151,904.	151,847.	151,847.
	12	Investments - mortgage loans				
	13	Investments - other	STMT 12	55,537,414.	65,158,256.	64,228,721.
	14	Land, buildings, and equipment basis				
		Less accumulated depreciation				
	15	Other assets (describe)				
	16	Total assets (to be completed by all filers)		90,977,206.	93,477,351.	95,763,741.
	17	Accounts payable and accrued expenses		4,001.	1,339.	
	18	Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		4,001.	1,339.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		90,973,205.	93,476,012.	
30	Total net assets or fund balances		90,973,205.	93,476,012.		
31	Total liabilities and net assets/fund balances		90,977,206.	93,477,351.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	90,973,205.
2	Enter amount from Part I, line 27a	2	2,502,807.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	93,476,012.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	93,476,012.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 13,729,930.		13,194,269.	4,218,960.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			4,218,960.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	4,218,960.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	4,117,385.	94,020,871.	.043792
2010	3,993,817.	89,268,420.	.044739
2009	4,084,263.	80,322,373.	.050848
2008	5,314,911.	96,181,926.	.055259
2007	5,462,613.	110,247,875.	.049548

2 Total of line 1, column (d)	2	.244186
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.048837
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	91,689,017.
5 Multiply line 4 by line 3	5	4,477,817.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	67,687.
7 Add lines 5 and 6	7	4,545,504.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	4,193,805.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	135,375.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	135,375.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	135,375.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	209,605.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	209,605.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	74,230.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 74,230. Refunded ☐ 0.	11	0.	

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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c Did the foundation file Form 1120-POL for this year?		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. ☐ \$ 0.		
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? If "Yes," attach a detailed description of the activities.		X
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.BRINSONFOUNDATION.ORG	13	X	
14	The books are in care of ► KATHERINE L. SMITH Telephone no. ► (312) 799-4304 Located at ► 737 NORTH MICHIGAN AVENUE, STE 1810, CHICAGO, IL ZIP+4 ► 60611			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	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, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ 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 ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ Nob If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ N/AOrganizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ N/A**Part VIII. Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation.**

(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
SEE STATEMENT 13		234,389.	37,111.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES BARNES * - 737 N. MICHIGAN AVE, SUITE 1850, CHICAGO, IL 60611	SENIOR PROGRAM OFFICER	84,780.	29,862.	0.
CHERYL A. HEADS * - 737 N. MICHIGAN AVE, SUITE 1850, CHICAGO, IL 60611	GRANTS MANAGER	67,912.	16,824.	0.
AMERI CHRISTY UCHIDA * - 737 N. MICHIGAN AVE, SUITE 1850, CHICAGO,	SENIOR PROGRAM OFFICER	54,121.	21,246.	0.

Total number of other employees paid over \$50,000 ☐ 0

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* COMPENSATION PROVIDED WAS PAID THROUGH INSPERITY, AN UNRELATED MANAGEMENT SERVICES CO.

Part VIII 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	(b) Type of service	(c) Compensation
UBS GLOBAL ASSET MANAGEMENT 1 N. WACKER DRIVE, CHICAGO, IL 60606	INVESTMENT MANAGEMENT FEES	216,568.
GP BRINSON INVESTMENTS - 737 N. MICHIGAN AVE, SUITE 1810, CHICAGO, IL 60611	INVESTMENT & FINANCIAL SERVICES	105,273.
STAIRWAY PARTNERS, LLC 2215 YORK ROAD, SUITE 515, CHICAGO, IL 60523	INVESTMENT & FINANCIAL SERVICES	71,186.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

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
1 N/A	
	0.
2	
All other program-related investments. See instructions.	
3 N/A	
	0.
Total. Add lines 1 through 3	
	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	92,490,032.
b	Average of monthly cash balances	1b	595,264.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	93,085,296.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	93,085,296.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,396,279.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	91,689,017.
6	Minimum investment return. Enter 5% of line 5	6	4,584,451.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	4,584,451.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	135,375.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	299.
c	Add lines 2a and 2b	2c	135,674.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,448,777.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,448,777.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,448,777.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	4,185,686.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	8,119.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,193,805.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,193,805.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				4,448,777.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			637,969.	
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: ▶ \$ 4,193,805.				
a Applied to 2011, but not more than line 2a			637,969.	
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				3,555,836.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
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 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				892,941.
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				

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

GARY P. BRINSON

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

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 14	N/A	SEE STATEMENT 14	SEE STATEMENT 14	3,402,500.
Total			3a	3,402,500.
b Approved for future payment				
SEE STATEMENT 15	N/A	SEE STATEMENT 15	SEE STATEMENT 15	225,000.
Total			3b	225,000.

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

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

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instr. 1)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's Signature

Date _____

Check ☐ self-employed

PTIN

WILLIAM C. SOUIRES

11/12/13

P00436818

Firm's name ► **DELOITTE TAX LLP**

Firm's EIN ▶	86-1065772
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Firm's address ► 111 S. WACKER DRIVE
CHICAGO, IL 60606-4301

Phone no. (312) 486-1000

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for *Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. THE BRINSON FOUNDATION	Employer identification number (EIN) or 68-0656415
	Number, street, and room or suite no. If a P.O. box, see instructions. 737 NORTH MICHIGAN AVENUE, NO. 1850	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO, IL 60611	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

KATHERINE L. SMITH

- The books are in the care of ► **737 NORTH MICHIGAN AVENUE, STE 1810 - CHICAGO, IL 60611**
Telephone No. ► **(312) 799-4304** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2012** or
► ☐ tax year beginning , and ending .

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	129,105.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time.

		Enter filer's identifying number, see instructions	
Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or	
File by the due date for filing your return. See instructions.	THE BRINSON FOUNDATION	68-0656415	
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)	
	737 NORTH MICHIGAN AVENUE, NO. 1850		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
	CHICAGO, IL 60611		

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

KATHERINE L. SMITH

- The books are in the care of **737 NORTH MICHIGAN AVENUE, STE 1810 - CHICAGO, IL 60611**
Telephone No. **(312) 799-4304** FAX No. _____

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013**

5 For calendar year **2012**, or other tax year beginning _____, and ending _____

6 If the tax year entered in line 5 is for less than 12 months, check reason _____ Initial return _____ Final return _____
Change in accounting period _____

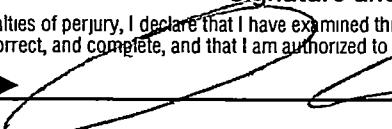
7 State in detail why you need the extension

TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER THE NECESSARY INFORMATION REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	138,919.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	209,605.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title **TAX PREPARER/CPA**

Date **8/14/13**

Form 8868 (Rev. 1-2013)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
JP MORGAN - PRIMARY CHECKING	52.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	52.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ADAMS STREET P-SHIP 2011 DEV MKT FUND	3,905.	0.	3,905.
ADAMS STREET P-SHIP 2011 DIRECT FUND	284.	0.	284.
ADAMS STREET P-SHIP 2011 EMG MKT FUND	530.	0.	530.
ADAMS STREET P-SHIP 2011 U.S. FUND	2,534.	0.	2,534.
ADAMS STREET P-SHIP FUND 2002 NON-U.S. FUND	8,482.	0.	8,482.
ADAMS STREET P-SHIP FUND 2002 U.S. FUND	66,393.	0.	66,393.
ADAMS STREET P-SHIP FUND 2004 NON-U.S. FUND	25,309.	0.	25,309.
ADAMS STREET P-SHIP FUND 2004 U.S. FUND	51,738.	0.	51,738.
GS MEZZANINE PARTNERS III OFFSHORE, LP	26,179.	0.	26,179.
GS MEZZANINE PARTNERS V OFFSHORE, LP	35,968.	0.	35,968.
JP MORGAN (#5000/#5003/#0857)	528,070.	8,122.	519,948.
UBS GLOBAL SECURITIES FUND	1,268,194.	0.	1,268,194.
UBS GLOBAL SECURITIES FUND - T/E	7,353.	0.	7,353.
TOTAL TO FM 990-PF, PART I, LN 4	2,024,939.	8,122.	2,016,817.

FORM 990-PF

OTHER INCOME

STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
UBS GLOBAL SECURITIES FUND	1,401,704.	1,401,704.	
ADAMS STREET P-SHIP FUND 2002 U.S. FUND	1,983.	1,983.	
ADAMS STREET P-SHIP FUND 2002 NON-U.S. FUND	<158.>	<158.>	
ADAMS STREET P-SHIP FUND 2004 U.S. FUND	4,136.	4,136.	
ADAMS STREET P-SHIP FUND 2004 NON-U.S. FUND	<59.>	<59.>	
ADAMS STREET P-SHIP FUND 2011 DEV MKT FUND	<262.>	<262.>	
ADAMS STREET P-SHIP FUND 2011 U.S. FUND	1,805.	1,805.	
ADAMS STREET FUND P-SHIP FUND 2011 EMERGING MKTS	<118.>	<118.>	
ADAMS STREET P-SHIP FUND 2002 U.S. FUND	6,305.	0.	
ADAMS STREET P-SHIP FUND 2002 NON-U.S. FUND	<8.>	0.	
ADAMS STREET P-SHIP FUND 2004 U.S. FUND	<179.>	0.	
ADAMS STREET P-SHIP FUND 2004 NON-U.S. FUND	427.	0.	
ADAMS STREET P-SHIP FUND 2011 DIRECT FUND	<45.>	0.	
ADAMS STREET P-SHIP FUND 2011 DEV MKT FUND	10.	0.	
ADAMS STREET P-SHIP FUND 2011 U.S. FUND	<1,165.>	0.	
ADAMS STREET FUND P-SHIP FUND 2011 EMERGING MKTS	14.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,414,390.	1,409,031.	

FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
QUARLES & BRADY (LEGAL SERVICES)	9,000.	0.		9,000.
USTMS (TRADEMARK PROTECTION)	395.	0.		395.
TO FM 990-PF, PG 1, LN 16A	9,395.	0.		9,395.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DELOITTE TAX LLP (ACCOUNTING SERVICES)	6,827.	0.		6,827.
DELOITTE & TOUCHE LLP (ACCOUNTING SERVICES)	23,500.	0.		23,500.
TO FORM 990-PF, PG 1, LN 16B	30,327.	0.		30,327.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
G.P. BRINSON INVESTMENTS (FINANCIAL SERVICES)	13,100.	0.		13,100.
G.P. BRINSON INVESTMENTS (INVESTMENT FEE)	92,174.	92,174.		0.
UBS GLOBAL ASSET MGMT (INVESTMENT FEES)	216,568.	216,568.		0.
STAIRWAY PARTNERS (INVESTMENT FEES)	71,186.	71,186.		0.
MILLENIA CONSULTING (CONSULTING SERVICE)	7,680.	0.		7,680.
PETERTIL DESIGN PARTNERS (CONSULTING SERVICE)	18,072.	0.		18,072.
TO FORM 990-PF, PG 1, LN 16C	418,780.	379,928.		38,852.

FORM 990-PF

TAXES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UBS GLOBAL SECURITIES FUND (FOREIGN TAXES PAID)	29,625.	29,625.		0.
JP MORGAN (FOREIGN TAXES PAID)	12,787.	12,787.		0.
ADAMS STREET P-SHIP FUND 2002 U.S. FUND (FOREIGN TAXES PAID)	942.	942.		0.
ADAMS STREET P-SHIP FUND 2002 NON-U.S. FUND (FOREIGN TAXES PAID)	94.	94.		0.
ADAMS STREET P-SHIP FUND 2004 U.S. FUND (FOREIGN TAXES PAID)	589.	589.		0.
ADAMS STREET P-SHIP FUND 2004 NON-U.S. FUND (FOREIGN TAXES PAID)	535.	535.		0.
ADAMS STREET P-SHIP FUND 2011 U.S. FUND (FOREIGN TAXES PAID)	6.	6.		0.
FEDERAL EXCISE TAX	80,500.	0.		0.
OTHER TAXES	3,900.	0.		0.
ADAMS STREET P-SHIP FUND 2011 EMERGING MKTS FUND (FOREIGN TAXES)	1.	1.		0.
TO FORM 990-PF, PG 1, LN 18	128,979.	44,579.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UBS GLOBAL SECURITIES FUND	52,534.	52,534.		0.
GCP FUND II REIT LLC	5,730.	5,730.		0.
GCP FUND III REIT LLC	253.	253.		0.
BANK SERVICE FEES	75.	0.		75.
COMPUTER MAINTENANCE	6,637.	0.		6,637.
DUES AND SUBSCRIPTIONS	8,334.	0.		8,334.
IL FILING FEE	25.	0.		25.
INSURANCE	4,344.	0.		4,344.
OFFICE SUPPLIES	785.	0.		785.
POSTAGE AND DELIVERY	1,150.	0.		1,150.

THE BRINSON FOUNDATION

68-0656415

TELEPHONE	3,472.	0.	3,472.
ADAMS STREET P-SHIP FUND			
2002 U.S. FUND	66,996.	66,996.	0.
ADAMS STREET P-SHIP FUND			
2002 U.S. FUND - ND EXP	106.	0.	0.
ADAMS STREET P-SHIP FUND			
2002 NON-U.S. FUND	7,901.	7,901.	0.
ADAMS STREET P-SHIP FUND			
2002 NON-U.S. FUND - ND EXP	1.	0.	0.
ADAMS STREET P-SHIP FUND			
2004 U.S. FUND	61,912.	61,912.	0.
ADAMS STREET P-SHIP FUND			
2004 U.S. FUND - ND EXP	140.	0.	0.
ADAMS STREET P-SHIP FUND			
2004 NON-U.S. FUND	18,803.	18,803.	0.
ADAMS STREET P-SHIP FUND			
2004 NON-U.S. FUND - ND EXP	4.	0.	0.
ADAMS ST. P-SHIP 2011 -			
DIRECT FUND	6,173.	6,173.	0.
ADAMS ST. P-SHIP 2011 -			
EMERGING MARKETS FUND	6,347.	6,347.	0.
ADAMS ST. P-SHIP 2011 -			
NON-US DEVELOPING MARKETS			
FUND	13,753.	13,753.	0.
ADAMS ST. P-SHIP FUND 2011			
U.S. FUND	26,626.	26,626.	0.
ADAMS ST. P-SHIP FUND 2011			
U.S. FUND - ND EXP	19.	0.	0.
UBS GLOBAL SECURITIES FUND -			
ND EXP	108.	0.	0.
MISC. EXPENSES	47.	0.	47.
PURCHASED MANAGEMENT			
SERVICES	55,299.	0.	55,299.
INVESTMENT EXPENSES (JP			
MORGAN #0857)	162,917.	162,917.	0.
STATIONARY AND BUSINESS			
CARDS	1,571.	0.	1,571.
ADAMS ST. P-SHIP 2011 -			
DEVELOPED MKTS - ND EXP	4.	0.	0.
TO FORM 990-PF, PG 1, LN 23	512,066.	429,945.	81,739.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	9
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MFO VANGUARD BD INDEX FD	X		838,273.	942,069.
MFO PIMCO FDS PAC INVT MGMT	X		403,615.	461,129.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,241,888.	1,403,198.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,241,888.	1,403,198.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MFO VANGUARD EMERGING MARKETS STOCK INDEX	1,149,335.	1,242,387.
ISHARES EMERGING MARKETS STOCK INDEX	728,174.	787,541.
MFC ISHARES TR MSCI EAFE INDEX FD	3,297,018.	3,728,310.
MFC ISHARES TR RUSSELL 3000 INDEX FD	4,001,972.	5,169,545.
ISHARES S&P GLOBAL 100 INDEX FUND	6,152,655.	7,329,816.
TOTAL TO FORM 990-PF, PART II, LINE 10B	15,329,154.	18,257,599.

FORM 990-PF	CORPORATE BONDS	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MFO TIAA-CREF MUT FDS HIGH YIELD FD	344,226.	451,036.
VANGUARD ST CORPORATE BOND FUND	657,000.	676,360.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,001,226.	1,127,396.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MFO UBS RELATIONSHIP FD GLOBAL SEC FDS	COST	57,873,837.	54,309,757.
ADAMS STREET PSHIP 2002 U.S. FUND	COST	2,170,893.	2,501,014.
ADAMS STREET PSHIP 2002 NON-U.S. FUND	COST	430,941.	412,717.
ADAMS STREET PSHIP 2004 U.S. FUND	COST	1,729,055.	2,067,120.
ADAMS STREET PSHIP 2004 NON-U.S. FUND	COST	717,998.	710,013.
ADAMS ST. P-SHIP 2011 - DIRECT FUND	COST	81,524.	101,932.
ADAMS ST. P-SHIP 2011 - EMERGING MARKETS FUND	COST	49,330.	52,264.
ADAMS ST. P-SHIP 2011 - NON-US DEVELOPING MARKETS FUND	COST	150,414.	173,862.
ADAMS ST. P-SHIP 2011 - U.S. FUND	COST	324,574.	382,828.
GCP FUND II REIT LLC	COST	3,702,989.	5,538,848.
GCREP REIT I	COST	1,182,402.	1,605,703.
GCP FUND III REIT LLC	COST	595,053.	747,194.
GS MEZZANINE PARTNERS III	COST	300,658.	111,609.
GS MEZZANINE PARTNERS V	COST	375,754.	370,260.
ISHARES BARCLAYS TIPS SHORT POSITION	COST	<4,527,166.>	<4,856,400.>
TOTAL TO FORM 990-PF, PART II, LINE 13		65,158,256.	64,228,721.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 13
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GARY P. BRINSON 737 NORTH MICHIGAN, SUITE 1850 CHICAGO, IL 60611	DIRECTOR/CHAIR OF THE BOAR 2.50	0.	0.	0.
SUZANN A. BRINSON 737 NORTH MICHIGAN, SUITE 1850 CHICAGO, IL 60611	DIRECTOR 1.50	0.	0.	0.
MONIQUE DEMERY 737 NORTH MICHIGAN, SUITE 1850 CHICAGO, IL 60611	DIRECTOR 1.50	0.	0.	0.
TALINA SUE MELONE 737 NORTH MICHIGAN, SUITE 1850 CHICAGO, IL 60611	DIRECTOR/SECRETARY 1.50	0.	0.	0.
JAMES D. PARSONS * 737 NORTH MICHIGAN, SUITE 1850 CHICAGO, IL 60611	PRESIDENT 40.00	234,389.	37,111.	0.
THOMAS R. DEMERY 737 NORTH MICHIGAN, SUITE 1850 CHICAGO, IL 60611	DIRECTOR 1.50	0.	0.	0.
ANDREW H. MELONE 737 NORTH MICHIGAN, SUITE 1850 CHICAGO, IL 60611	DIRECTOR 1.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		234,389.	37,111.	0.

* COMPENSATION PROVIDED WAS PAID THROUGH INSPERITY, AN UNRELATED MANAGEMENT SERVICES CO.

Grants 2012

Name	Address	Purpose	Amount	Tax Status
Access Community Health Network	600 West Fulton Street Suite 200 Chicago, IL 60661	High School Based Health Clinic	\$30,000	Public Charity
ACCION International	56 Roland Street Suite 300 Boston, MA 02129	Microfinance Program - Ghana and Technical Assistance	\$27,500	Public Charity
Acumen Funds	76 Ninth Avenue Suite 315 New York, NY 10011	Global Fellows Program	\$40,000	Public Charity
Adler Planetarium & Astronomy Museum	1300 S. Lake Shore Drive Chicago, IL 60605-2403	Cosmology and Astrophysics Research	\$80,000	Public Charity
Advance Illinois	50 E. Washington St. Suite 410 Chicago, IL 60602	General Support and Honorarium	\$12,500	Public Charity
After School Matters	66 E. Randolph Chicago, IL 60601	Science 37 - STEM Education Programs and Technical Assistance	\$27,500	Public Charity
American Cancer Society	Illinois Division Inc. 225 N. Michigan Ave. Suite 1200 Chicago, IL 60601	High School Student Summer Research Program	\$25,000	Public Charity
America's Foundation for Chess	11120 NE 33rd Place Suite 105 Bellevue, WA 98004	General Support	\$35,000	Public Charity
Ann & Robert H. Lurie Children's Memorial Hospital	225 E Chicago Box 4 Chicago, IL 60611	Medical Research - Junior Investigator Award	\$60,000	Public Charity
Art Institute of Chicago	111 S. Michigan Ave. Chicago, IL 60603-6404	Education Programs	\$70,000	Public Charity
Associated Colleges of Illinois	70 E. Lake Street Suite 1418 Chicago, IL 60601	College Readiness and Completion Initiative and Technical Assistance	\$26,500	Public Charity
Ayn Rand Institute	2121 Alton Parkway Suite 250 Irvine, CA 92606	Free Books to Teachers Campaign and Technical Assistance	\$31,000	Public Charity
California Institute of Technology	1200 E California Blvd Pasadena, CA 91125	Theoretical Gravitational Wave Research	\$60,000	Public Charity
Cara Program	237 S. Desplaines Chicago, Illinois 60661	General Support and Technical Assistance	\$27,500	Public Charity
Carnegie Institution of Washington	1530 P Street, NW Washington, DC 20005	Icelandic Volcano Eruption Triggering Process Research	\$50,000	Public Charity
Carole Robertson Center for Learning	2020 W. Roosevelt Rd. Chicago, IL 60608	General Support and Technical Assistance	\$27,500	Public Charity
CERGE - EI Foundation	715 Queen Anne Road Teaneck, NJ 07666	Brinson Fellows Ph.D. Scholarship Program	\$30,000	Public Charity
Chicago Academy of Sciences	2430 North Cannon Dr. Chicago, IL 60614	Education Programs	\$35,000	Public Charity
Chicago Architecture Foundation	224 S. Michigan Ave. Chicago, IL 60604-2500	Education Programs, Curriculum Development and Technical Assistance	\$47,400	Public Charity
Chicago History Museum	1601 North Clark Street Chicago, IL 60614-6099	General Support and Technical Assistance	\$56,700	Public Charity
Chicago Horticultural Society	1000 Lake Cook Road Glencoe, IL 60022	Education and Community Programs	\$40,000	Public Charity

Grants 2012

Name	Address	Purpose	Amount	Tax Status
Chicagoland Entrepreneurial Center	222 W Merchandise Mart Plaza Suite 1212 Chicago, IL 60654	Entrepreneur Workshops at 1871	\$15,000	Public Charity
Chicago Public Library Foundation	20 North Michigan Ave. Suite 204 Chicago, IL 60602	Early Literacy Training for Children's Librarians	\$20,000	Public Charity
Chicago Shakespeare Theater	800 East Grand Avenue Chicago, IL 60611	Bard Core Curriculum	\$25,000	Public Charity
Chicago Symphony Orchestra	220 S. Michigan Ave. Chicago, IL 60604	General Support	\$55,000	Public Charity
Children's Research Foundation	Post Office Box 205 Clarendon Hills, IL 60514	Grants Program for Young Pediatric Disease Researchers	\$10,000	Public Charity
Communities in Schools Chicago	815 West Van Buren Suite 300 Chicago, IL 60607	Vision Project in Chicago Public Schools	\$35,000	Public Charity
Constitutional Rights Foundation Chicago	407 South Dearborn Suite 1700 Chicago, IL 60605	Lawyers in the Classroom - U.S. Constitution and Legal System Education for Students in Grades 2-8 and Technical Assistance	\$27,000	Public Charity
Cornell University	Foundation Relations 130 East Seneca Street Suite 400 Ithaca, NY 14850	Arecibo Legacy Fast Alpha Cosmology Research Program	\$30,000	Public Charity
Council for the Advancement of Science Writing	P. O. Box 910 Hedgesville, WV 25427	Graduate School Science Writing Fellowship Stipends and General Support	\$15,000	Public Charity
Council on Foundations	2121 Crystal Drive Suite 700 Arlington, VA 22202	General Support	\$10,500	Public Charity
Daniel Murphy Scholarship Fund	228 South Wabash Suite 600 Chicago, IL 60604	High School Scholarship Program	\$40,000	Public Charity
Donors Forum	208 South LaSalle Street Suite 1540 Chicago, IL 60604-1006	General Support	\$25,000	Public Charity
Donors Forum	208 South LaSalle Street Suite 1540 Chicago, IL 60604-1006	Strategic Planning Initiative	\$10,000	Public Charity
DuPage Children's Museum	301 N. Washington St. Naperville, IL 60540	General Support and Technical Assistance	\$31,900	Public Charity
Econ Illinois	155 N Third Street Suite 504 DeKalb, IL 60115	Financial Literacy	\$25,000	Public Charity
Eisenhower Medical Center	39000 Bob Hope Drive Rancho Mirage, CA 92270	General Support	\$50,000	Public Charity
Family Focus	310 South Peoria Street Suite 301 Chicago, IL 60430	Early Childhood Literacy Program	\$22,500	Public Charity
Field Museum	1400 S. Lake Shore Dr. Chicago, IL 60605-2496	Education Programs and Technical Assistance	\$82,000	Public Charity
Growing Power, Inc.	3333 S Iron Street Chicago, IL 60608	Farm-to-City Market Basket Program	\$15,000	Public Charity

Grants 2012

Name	Address	Purpose	Amount	Tax Status
Healthy Schools Campaign	175 N. Franklin Third Floor Chicago, IL 60606	Chicago Partnersip for Healthy Schools and Technical Assistance	\$27,500	Public Charity
High Jump	59 West North Blvd. Chicago, IL 60610	General Support	\$30,000	Public Charity
Horatio Alger Association	99 Canal Center Plaza Suite 320 Alexandria, VA 22314	Illinois College Scholarship Program	\$50,000	Public Charity
Illinois Caucus for Adolescent Health	226 S. Wabash Suite 900 Chicago, IL 60604	General Support and Technical Assistance	\$22,500	Public Charity
Independent Institute	100 Swan Way Oakland, CA 94621-1428	Center on Entrepreneurial Innovation and Technical Assistance	\$17,000	Public Charity
Inner-City Computer Stars Foundation	212 W. Superior St. Suite 300 Chicago, IL 60610	Technology Training for Young Adults and Technical Assistance	\$27,500	Public Charity
Institute for Humane Studies	3301 North Fairfax Drive Suite 440 Arlington, VA 22201	Summer Seminars for College Students and Technical Assistance	\$26,500	Public Charity
Jack Miller Center	111 Presidential Blvd Suite 146 Philadelphia, PA 19004	The Benjamin Franklin Project at the Illinois Institute of Technology	\$25,000	Public Charity
Jackson Hole Land Trust	555 E. Broadway Suite 228 PO Box 2897 Jackson, WY 83001	Land Conservation and Stewardship and Technical Assistance	\$37,000	Public Charity
Joffrey Ballet	10 East Randolph Chicago, IL 60601	General Support and Technical Assistance	\$37,400	Public Charity
La Rabida Children's Hospital	East 65th Street at Lake Michigan Chicago, IL 60649-1395	General Support	\$80,000	Public Charity
Lake Forest Academy	1500 W. Kennedy Road Lake Forest, IL 60045	Class of '93 Scholarship Fund for High School Students	\$20,000	Public Charity
Lincoln Park Zoological Society	2001 North Clark Street Chicago, IL 60614	General Support and Technical Assistance	\$57,200	Public Charity
Literacy Works	c/o 6216 North Clark St. Chicago, IL 60660	General Support and Technical Assistance	\$27,000	Public Charity
Living Desert	47-900 Portola Ave Palm Desert, CA 92260	General Support	\$17,500	Public Charity
Loyola University Medical Center	2160 South First Avenue Maywood, IL 60153	Pediatric Mobile Health Unit	\$25,000	Public Charity
Lyric Opera of Chicago	20 North Wacker Drive Chicago, IL 60606	NEXT - Discount Student Tickets for the Next Generation and Technical Assistance	\$57,000	Public Charity
Merit School of Music	Joy Faith Knapp Music Center 38 S. Peoria St. Chicago, IL 60607	General Support and Technical Assistance	\$32,500	Public Charity
METROsquash	5655 S. University Ave. Chicago, IL 60637	General Support and Technical Assistance	\$27,000	Public Charity
Morton Arboretum	4100 Illinois Route 53 Lisle, IL 60532-1293	Youth Science Education Outreach Program	\$30,000	Public Charity

Grants 2012

Name	Address	Purpose	Amount	Tax Status
Museum of Science and Industry	57th Street and Lake Shore Drive Chicago, IL 60637	General Support and Science Minors Education Program	\$80,000	Public Charity
National Geographic Society	1145 17th Street N.W. Washington, DC 20036	Young Explorers Grants Program	\$40,000	Public Charity
National Museum of Wildlife Art	P.O. Box 6825 (2820 Rungius Rd.) Jackson, WY 83002	General Support	\$20,000	Public Charity
Northwestern Memorial Foundation	Galter Pavilion 251 East Huron Street Suite 3-200 Chicago, IL 60611	Medical Research - Junior Investigator Award	\$60,000	Public Charity
Northwestern Memorial Foundation	Galter Pavilion 251 East Huron Street Suite 3-200 Chicago, IL 60611	Neonatal Nurse Practitioner and Neuroscience Nursing Education Programs	\$70,000	Public Charity
One Million Degrees	226 W Jackson Blvd Suite 528 Chicago, IL 60606	General Support	\$25,000	Public Charity
Posse Foundation, Inc.	111 W. Jackson Blvd. Ste. 1900 Chicago, IL 60604	General Support and Technical Assistance	\$52,000	Public Charity
President and Fellows of Harvard College	Harvard School of Public Health Office of Resource Development 401 Park Drive 3rd Floor East Atrium Boston, MA 02115	Project Antares - Development of Commercially Sustainable Health Interventions	\$35,000	Public Charity
Project Exploration	950 East 61st Street Chicago, IL 60637	General Support and Technical Assistance	\$19,700	Public Charity
Rehabilitation Institute of Chicago	345 East Superior Street Chicago, IL 60611	Brinson Stroke Fellowship	\$60,000	Public Charity
Room to Read	111 Sutter Street 16th Floor San Francisco, CA 94104	General Support	\$25,000	Public Charity
Rush University Medical Center	1700 West Van Buren Suite 250 Chicago, Illinois 60612	High School Reproductive Health Education Program and Technical Assistance	\$31,980	Public Charity
Rush University Medical Center	1700 West Van Buren Suite 250 Chicago, Illinois 60612	Medical Research - Junior Investigator Award	\$60,000	Public Charity
Shedd Aquarium Society	1200 S. Lake Shore Drive Chicago, IL 60605	General Support and Technical Assistance	\$81,330	Public Charity
Smithsonian Astrophysical Observatory	60 Garden Street Mail Stop 45 Minor Planet Center Cambridge, MA 02138	Planetary Systems Evolution Research	\$25,000	Public Charity
Special Olympics Illinois	800 Roosevelt Road Bldg. B Suite 220 Glen Ellyn, IL 60137-5860	General Support and Technical Assistance	\$41,910	Public Charity
St. John's Medical Center	P.O. Box 428 625 East Broadway Jackson, WY 83001	Nursing Education Programs	\$40,000	Governmental Unit

Grants 2012

Name	Address	Purpose	Amount	Tax Status
Teach for America	300 West Adams Street Suite 1000 Chicago, IL 60606	General Support	\$35,000	Public Charity
Teton County Integrated Solid Waste & Recycling/Jackson Community Recycling	P. O. Box 9088 Jackson, WY 83002-9088	General Support and Technical Assistance	\$32,480	Governmental Unit
Teton Science Schools	700 Coyote Canyon Road Jackson, WY 83001	General Support and Technical Assistance	\$27,500	Public Charity
Trustees of Columbia University in the City of New York	Lamont Doherty Earth Observatory P.O. Box 1000 61 Route 9W Palisades, NY 10964	Seismology and Earth Microbiology Research Programs	\$55,000	Public Charity
University of Arizona Foundation	Spacewatch 1111 N. Cherry Avenue Tucson, AZ 85721-0109	Asteroid Composition Research	\$25,000	Public Charity
University of Chicago	Anatomy Building 1027 E. 57th Street Chicago, IL 60637	Evolutionary Developmental Biology Research	\$25,000	Public Charity
University of Chicago	Department of Astronomy and Astrophysics 5640 South Ellis Avenue Chicago, IL 60637	Brinson Fellowship Program	\$70,000	Public Charity
University of Chicago	Urban Education Institute 1313 East 60th Street Chicago, IL 60637	Math and Science Learning Community for Chicago Public School Teachers	\$35,000	Public Charity
University of Chicago Medicine	5801 South Ellis Chicago, IL 60637	Medical Research - Junior Investigator Award	\$100,000	Public Charity
University of Utah	Department of Geology and Geophysics 134 South 1460 East Rm 702 Salt Lake City, UT 84112	Yellowstone Seismology and Tectonophysics Research and Technical Assistance	\$51,500	Public Charity
Wilderness Classroom	4605 Grand Avenue Western Springs, IL 60558	North American Odyssey Elementary and Middle School Education Program	\$15,000	Public Charity
Window to the World Communications, Inc.	5400 N. St. Louis Ave. Chicago, IL 60625	Local Broadcast of Nova and Nova Science Now and Technical Assistance	\$62,500	Public Charity
Yale University	Corporate and Foundation Relations Science & Technology 157 Church Street New Haven, CT 06521	Solar Variability Research Project	\$25,000	Public Charity
Youth News Service/LA Youth	5967 W. 3rd St. Suite 301 Los Angeles, CA 90036	General Support	\$20,000	Public Charity
Total			\$3,402,500	

The Brinson Foundation
Future Payment Commitments
As of December 31, 2012

Organization	2013	2014	Total
Adler Planetarium	\$ 80,000.00	\$ -	\$ 80,000.00
1300 S. Lake Shore Drive			
Chicago, IL 60605-2403			
<i>Purpose:</i> Cosmology and Astrophysics Research			
Jack Miller Center for Teaching America's Founding Principles and History	\$ 25,000.00	\$ -	\$ 25,000.00
111 Presidential Blvd., Suite 146			
Philadelphia, PA 19004			
<i>Purpose:</i> Francis Bacon Project at IIT			
Lake Forest Academy	\$ 20,000.00	\$ 20,000.00	\$ 40,000.00
1500 W. Kennedy Road			
Lake Forest, IL 60045			
<i>Purpose:</i> Class of '93 Scholarship Fund			
Shedd Aquarium	\$ 80,000.00	\$ -	\$ 80,000.00
1200 S. Lake Shore Drive			
Chicago, IL 60605			
<i>Purpose:</i> Conservation, Education and Animal Programs			
Totals	\$ 205,000.00	\$ 20,000.00	\$ 225,000.00

The Brinson Foundation
Lead Schedule by Category
For the 12 Months Ended 12/31/12

05/03/13
02:49PM

DEPRECIATION SCHEDULE - BUSINESS USE

Asset Description	Date Acquired	Cost	Sold?	Tax System	Method	Life	Con- vention	Bus %	Sec. 179 Deduction	Spec Depr. Allowance	Depreciable Basis	Prior Depreciation	Current Depreciation	Accumulated Depreciation
FURNITURE														
Desk Chair	06/18/01	1,901.03	N	MACRS	200% DB	07/00	HY	100.00	0.00	0.00	1,901.03	1,901.03	0.00	1,901.03
Desk Chair	06/18/01	1,901.04	N	MACRS	200% DB	07/00	HY	100.00	0.00	0.00	1,901.04	1,901.04	0.00	1,901.04
Desk Chair	06/18/01	1,901.04	N	MACRS	200% DB	07/00	HY	100.00	0.00	0.00	1,901.04	1,901.04	0.00	1,901.04
Side Chair	06/18/01	1,716.53	N	MACRS	200% DB	07/00	HY	100.00	0.00	0.00	1,716.53	1,716.53	0.00	1,716.53
Side Chair	06/18/01	1,716.54	N	MACRS	200% DB	07/00	HY	100.00	0.00	0.00	1,716.54	1,716.54	0.00	1,716.54
Side Chair	06/18/01	1,716.54	N	MACRS	200% DB	07/00	HY	100.00	0.00	0.00	1,716.54	1,716.54	0.00	1,716.54
Side Chair	06/18/01	1,716.53	N	MACRS	200% DB	07/00	HY	100.00	0.00	0.00	1,716.53	1,716.53	0.00	1,716.53
Side Chair	06/18/01	1,657.24	N	MACRS	200% DB	07/00	HY	100.00	0.00	0.00	1,657.24	1,657.24	0.00	1,657.24
Side Chair	06/18/01	1,657.25	N	MACRS	200% DB	07/00	HY	100.00	0.00	0.00	1,657.25	1,657.25	0.00	1,657.25
Sofa	06/18/01	6,305.50	N	MACRS	200% DB	07/00	HY	100.00	0.00	0.00	6,305.50	6,305.50	0.00	6,305.50
Lateral File Cabinet	05/01/01	2,173.60	N	MACRS	200% DB	07/00	HY	100.00	0.00	0.00	2,173.60	2,173.60	0.00	2,173.60
Floor Lamp	06/18/01	1,962.19	N	MACRS	200% DB	07/00	HY	100.00	0.00	0.00	1,962.19	1,962.19	0.00	1,962.19
Desk Lamp	06/18/01	1,202.63	N	MACRS	200% DB	07/00	HY	100.00	0.00	0.00	1,202.63	1,202.63	0.00	1,202.63
Desk Lamp	06/18/01	1,531.69	N	MACRS	200% DB	07/00	HY	100.00	0.00	0.00	1,531.69	1,531.69	0.00	1,531.69
Desk Lamp	06/18/01	1,531.70	N	MACRS	200% DB	07/00	HY	100.00	0.00	0.00	1,531.70	1,531.70	0.00	1,531.70
Return	06/18/01	1,826.66	N	MACRS	200% DB	07/00	HY	100.00	0.00	0.00	1,826.66	1,826.66	0.00	1,826.66
Storage/Lateral File	06/18/01	2,972.41	N	MACRS	200% DB	07/00	HY	100.00	0.00	0.00	2,972.41	2,972.41	0.00	2,972.41
Storage/Wardrobe	06/18/01	1,793.94	N	MACRS	200% DB	07/00	HY	100.00	0.00	0.00	1,793.94	1,793.94	0.00	1,793.94
Single Pedestal Desk	06/18/01	2,223.16	N	MACRS	200% DB	07/00	HY	100.00	0.00	0.00	2,223.16	2,223.16	0.00	2,223.16
Credenza	06/18/01	2,647.01	N	MACRS	200% DB	07/00	HY	100.00	0.00	0.00	2,647.01	2,647.01	0.00	2,647.01
Return	06/18/01	1,826.66	N	MACRS	200% DB	07/00	HY	100.00	0.00	0.00	1,826.66	1,826.66	0.00	1,826.66
Storage/Lateral File	06/18/01	2,972.41	N	MACRS	200% DB	07/00	HY	100.00	0.00	0.00	2,972.41	2,972.41	0.00	2,972.41
Storage/Wardrobe	06/18/01	1,900.48	N	MACRS	200% DB	07/00	HY	100.00	0.00	0.00	1,900.48	1,900.48	0.00	1,900.48
Single Pedestal Desk	06/18/01	2,223.16	N	MACRS	200% DB	07/00	HY	100.00	0.00	0.00	2,223.16	2,223.16	0.00	2,223.16
Credenza	06/18/01	2,647.01	N	MACRS	200% DB	07/00	HY	100.00	0.00	0.00	2,647.01	2,647.01	0.00	2,647.01
Vertical Storage Cabinet	06/18/01	5,945.14	N	MACRS	200% DB	07/00	HY	100.00	0.00	0.00	5,945.14	5,945.14	0.00	5,945.14
AV Cabinet/Vertical Storage	06/18/01	5,190.10	N	MACRS	200% DB	07/00	HY	100.00	0.00	0.00	5,190.10	5,190.10	0.00	5,190.10
Credenza	06/18/01	4,161.93	N	MACRS	200% DB	07/00	HY	100.00	0.00	0.00	4,161.93	4,161.93	0.00	4,161.93
Desk	06/18/01	2,729.04	N	MACRS	200% DB	07/00	HY	100.00	0.00	0.00	2,729.04	2,729.04	0.00	2,729.04
Credenza Storage Towers	06/18/01	2,816.54	N	MACRS	200% DB	07/00	HY	100.00	0.00	0.00	2,816.54	2,816.54	0.00	2,816.54
Storage/Wardrobe	06/18/01	2,318.99	N	MACRS	200% DB	07/00	HY	100.00	0.00	0.00	2,318.99	2,318.99	0.00	2,318.99

Federal Basis

The Brinson Foundation
Lead Schedule by Category
For the 12 Months Ended 12/31/12

05/03/13
02:49PM

DEPRECIATION SCHEDULE - BUSINESS USE

Asset Description	Date Acquired	Cost	Sold?	Tax System	Method	Life	Con- vention	Bus %	Sec. 179 Deduction	Spec Depr. Allowance	Depreciable Basis	Prior Depreciation	Current Depreciation	Accumulated Depreciation
FURNITURE														
Cocktail Table	06/18/01	1,222.61	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,222.61	1,222.61	0.00	1,222.61
Pencil Drawer	06/18/01	232.44	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	232.44	232.44	0.00	232.44
Grommets	06/18/01	109.40	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	109.40	109.40	0.00	109.40
Desk Chair	06/18/01	1,439.70	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,439.70	1,439.70	0.00	1,439.70
Front Counter	06/18/01	17,903.19	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	17,903.19	17,903.19	0.00	17,903.19
Changes to Ron's Furniture	04/01/02	1,500.00	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,500.00	1,500.00	0.00	1,500.00
Desk Accessories	08/02/01	1,734.32	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,734.32	1,734.32	0.00	1,734.32
Changes to Ron's Office	04/01/02	3,479.69	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	3,479.69	3,479.69	0.00	3,479.69
SIGNAGE	05/12/05	7,424.22	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	7,424.22	7,092.95	331.27	7,424.22
Subtotal for FURNITURE		111,831.26							0.00	0.00	111,831.26	111,499.99	331.27	111,831.26
COMPUTER EQUIPMENT														
Network Infrastructure	05/01/01	3,812.50	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	3,812.50	3,812.50	0.00	3,812.50
Dell Minilower GX400	05/01/01	2,239.75	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	2,239.75	2,239.75	0.00	2,239.75
Intellimouse	05/01/01	44.81	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	44.81	44.81	0.00	44.81
Intellimouse	05/01/01	44.82	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	44.82	44.82	0.00	44.82
Internet Keyboard	05/01/01	20.92	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	20.92	20.92	0.00	20.92
Internet Keyboard	05/01/01	20.92	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	20.92	20.92	0.00	20.92
Quickcam Pro	05/01/01	88.71	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	88.71	88.71	0.00	88.71
Quickcam	05/01/01	88.71	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	88.71	88.71	0.00	88.71
LaserJet Printer	05/01/01	1,475.76	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	1,475.76	1,475.76	0.00	1,475.76
Monitor	05/01/01	1,890.06	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	1,890.06	1,890.06	0.00	1,890.06
Monitor	05/01/01	1,890.06	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	1,890.06	1,890.06	0.00	1,890.06
Speakers - 2 pc.	05/01/01	23.85	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	23.85	23.85	0.00	23.85
Speakers - 2 pc.	05/01/01	23.85	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	23.85	23.85	0.00	23.85
Monitor	08/05/02	1,306.25	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	1,306.25	1,306.25	0.00	1,306.25
Speakers - 2 pc.	08/05/02	16.47	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	16.47	16.47	0.00	16.47
Intellimouse	08/05/02	31.51	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	31.51	31.51	0.00	31.51
Internet Keyboard	08/05/02	15.09	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	15.09	15.09	0.00	15.09
Quickcam Pro	08/05/02	61.58	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	61.58	61.58	0.00	61.58
Scandisk Compact Flash Card	02/15/02	141.36	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	141.36	141.36	0.00	141.36
HP JETDIRECT CARD	02/09/05	134.60	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	134.60	134.60	0.00	134.60

Federal Basis

The Brinson Foundation
Lead Schedule by Category
For the 12 Months Ended 12/31/12

05/03/13
02:49PM

DEPRECIATION SCHEDULE - BUSINESS USE

Asset Description	Date Acquired	Cost	Sold?	Tax System	Method	Life	Con- vention %	Sec. 179 Deduction	Spec Depr. Allowance	Depreciable Basis	Prior Depreciation	Current Depreciation	Accumulated Depreciation
COMPUTER EQUIPMENT													
PRINTER													
HP Desktop dc7700	10/17/05	324.00	N	MACRS	200% DB	05/00	HY	100.00	0.00	0.00	324.00	0.00	324.00
HP Printer	09/13/07	2,017.37	N	MACRS	200% DB	05/00	HY	100.00	0.00	0.00	2,017.37	116.20	2,017.37
HP Personal Computer	11/16/07	225.32	N	MACRS	200% DB	05/00	HY	100.00	0.00	0.00	225.32	12.98	225.32
HP Personal Computer	11/20/07	2,121.66	N	MACRS	200% DB	05/00	HY	100.00	0.00	0.00	2,121.66	122.21	2,121.66
HP Personal Computer	11/20/07	2,121.66	N	MACRS	200% DB	05/00	HY	100.00	0.00	0.00	2,121.66	122.21	2,121.66
HP Personal Computer	11/20/07	2,121.66	N	MACRS	200% DB	05/00	HY	100.00	0.00	0.00	2,121.66	122.21	2,121.66
IPAD and Case	03/12/12	922.25	N	MACRS	200% DB	05/00	HY	100.00	0.00	0.00	922.25	184.45	184.45
IPAD	04/10/12	880.81	N	MACRS	200% DB	05/00	HY	100.00	0.00	0.00	880.81	176.16	176.16
IPAD	04/10/12	880.81	N	MACRS	200% DB	05/00	HY	100.00	0.00	0.00	880.81	176.16	176.16
IPAD	04/10/12	880.81	N	MACRS	200% DB	05/00	HY	100.00	0.00	0.00	880.81	176.16	176.16
Subtotal for COMPUTER EQUIPMENT		25,867.93						0.00	0.00	0.00	21,807.44	1,208.74	23,016.18
COMPUTER SOFTWARE													
MicroEdge Grant Software	11/29/01	13,558.00	N	MACRS	200% DB	05/00	HY	100.00	0.00	0.00	13,558.00	0.00	13,558.00
Quark Express	11/08/02	951.40	N	MACRS	200% DB	05/00	HY	100.00	0.00	0.00	951.40	0.00	951.40
Windows XP Pro Upgrade	01/29/04	199.99	N	MACRS	200% DB	05/00	HY	100.00	0.00	0.00	199.99	0.00	199.99
Windows XP Pro Upgrade	01/29/04	199.99	N	MACRS	200% DB	05/00	HY	100.00	0.00	0.00	199.99	0.00	199.99
Windows XP Pro Upgrade	01/29/04	199.99	N	MACRS	200% DB	05/00	HY	100.00	0.00	0.00	199.99	0.00	199.99
MICROSOFT OFFICE UPGRADE03/31/05	01/29/04	294.99	N	MACRS	200% DB	05/00	HY	100.00	0.00	0.00	294.99	0.00	294.99
MICROSOFT OFFICE UPGRADE03/31/05	01/29/04	294.99	N	MACRS	200% DB	05/00	HY	100.00	0.00	0.00	294.99	0.00	294.99
MICROSOFT OFFICE UPGRADE03/31/05	01/29/04	294.99	N	MACRS	200% DB	05/00	HY	100.00	0.00	0.00	294.99	0.00	294.99
Kurzweil Ed Txt to Speech	09/07/07	1,505.00	N	MACRS	200% DB	05/00	HY	100.00	0.00	0.00	1,505.00	88.69	1,505.00
ADOBE SOFTWARE	09/02/08	666.77	N	MACRS	200% DB	05/00	HY	100.00	0.00	0.00	666.77	76.81	628.36
Microtrend Software	08/01/09	119.80	N	MACRS	200% DB	05/00	HY	100.00	0.00	0.00	119.80	11.50	102.55
Microsoft Office 2010	11/29/10	250.71	N	MACRS	200% DB	05/00	HY	100.00	0.00	0.00	250.71	48.14	178.51
Microsoft Office 2010	11/29/10	250.71	N	MACRS	200% DB	05/00	HY	100.00	0.00	0.00	250.71	48.14	178.51
Microsoft Office 2010	11/29/10	250.71	N	MACRS	200% DB	05/00	HY	100.00	0.00	0.00	250.71	48.14	178.51
Microsoft Windows 7	11/29/10	181.90	N	MACRS	200% DB	05/00	HY	100.00	0.00	0.00	181.90	34.92	129.51
Microsoft Windows 7	11/29/10	181.90	N	MACRS	200% DB	05/00	HY	100.00	0.00	0.00	181.90	34.92	129.51
Microsoft Windows 7	11/29/10	181.90	N	MACRS	200% DB	05/00	HY	100.00	0.00	0.00	181.90	43.66	116.42
GIFTS Document Manager	03/20/12	4,554.85	N	MACRS	200% DB	05/00	HY	100.00	0.00	0.00	4,554.85	910.97	910.97
Subtotal for COMPUTER SOFTWARE		24,138.59						0.00	0.00	0.00	18,708.30	1,343.89	20,052.19

Federal Basis

The Brinson Foundation
Lead Schedule by Category
For the 12 Months Ended 12/31/12

05/03/13

02:49PM

DEPRECIATION SCHEDULE - BUSINESS USE

Asset Description	Date Acquired	Cost	Sold?	Tax System	Method	Life	Con- vention	Bus %	Sec. 179 Deduction	Spec Depr. Allowance	Depreciable Basis	Prior Depreciation	Current Depreciation	Accumulated Depreciation
LEASEHOLD IMPROVEMENTS														
Leasehold Improvements	05/01/01	206,449.44	N	MACRS	SL REAL	39/00	M/M	100.00	0.00	0.00	206,449.44	56,247.33	5,293.47	61,540.80
Subtotal for LEASEHOLD IMPROVEMENT:		206,449.44							0.00	0.00	206,449.44	56,247.33	5,293.47	61,540.80
Client Subtotal Before Sales		368,287.22							0.00	0.00	368,287.22	208,263.06	8,177.37	216,440.43
Less Assets Sold		0.00							0.00	0.00	0.00	0.00	0.00	0.00
Total at end of year		368,287.22							0.00	0.00	368,287.22	208,263.06	8,177.37	216,440.43

THE BRINSON FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	2,410 SHS ISHARES TRUST RUSSELL 3000 INDEX	P	08/08/11	02/14/12
b	53,712 SHS TIAA-CREF HIGH YIELD FUND-RL	P	VARIOUS	05/14/12
c	1,272 SHS ISHARES TRUST RUSSELL 3000 INDEX	P	09/30/08	02/14/12
d	2,731 SHS ISHARES TRUST RUSSELL 3000 INDEX	P	09/30/08	04/03/12
e	526 SHS TIAA-CREF HIGH YIELD FUND-RL	P	09/30/08	05/14/12
f	17,496 SHS VANGUARD MSCI EMERGING MARKETS ETF	P	VARIOUS	10/26/12
g	13,700 SHS VANGUARD MSCI EMERGING MARKETS ETF	P	08/05/11	05/15/12
h	90,600 SHS ISHARES TRUST S&P GLOBAL 100	P	VARIOUS	VARIOUS
i	38,500 SHS ISHARES TRUST BARCLAYS 20+ YEAR SHORT	P	01/31/12	02/03/12
j	23,700 SHS ISHARES TRUST S&P GLOBAL 100	P	VARIOUS	05/15/12
k	UBS GLOBAL SECURITIES FUND			
l	UBS GLOBAL SECURITIES FUND			
m	ADAMS STREET P-SHIP FUND 2002 U.S. FUND			
n	ADAMS STREET P-SHIP FUND 2002 U.S. FUND			
o	ADAMS STREET P-SHIP FUND 2002 NON-U.S. FUND			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	193,412.		168,633.	24,779.
b	540,884.		508,090.	32,794.
c	102,083.		87,330.	14,753.
d	229,030.		187,499.	41,531.
e	5,296.		4,439.	857.
f	727,555.		553,095.	174,460.
g	539,781.		600,766.	<60,985.>
h	5,528,635.		5,222,132.	306,503.
i	4,462,112.		4,603,846.	<141,734.>
j	1,393,020.		1,258,439.	134,581.
k				3,239,697.
l				<243,657.>
m				<794.>
n				356,036.
o				2,303.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			24,779.
b			32,794.
c			14,753.
d			41,531.
e			857.
f			174,460.
g			<60,985.>
h			306,503.
i			<141,734.>
j			134,581.
k			3,239,697.
l			<243,657.>
m			<794.>
n			356,036.
o			2,303.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

2

3

THE BRINSON FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	ADAMS STREET P-SHIP FUND 2002 NON-U.S. FUND			
b	ADAMS STREET P-SHIP FUND 2004 U.S. FUND			
c	ADAMS STREET P-SHIP FUND 2004 U.S. FUND			
d	ADAMS STREET P-SHIP FUND 2004 NON-U.S. FUND			
e	ADAMS STREET P-SHIP FUND 2004 NON-U.S. FUND			
f	ADAMS STREET P-SHIP FUND 2011 U.S. FUND			
g	ADAMS STREET P-SHIP FUND 2011 U.S. FUND			
h	ADAMS STREET P-SHIP 2011 EMG MKT FUND			
i	ADAMS STREET P-SHIP 2011 EMG MKT FUND			
j	ADAMS STREET P-SHIP 2011 DEV MKT FUND			
k	ADAMS STREET P-SHIP 2011 DEV MKT FUND			
l	ADAMS STREET P-SHIP FUND 2002 U.S. FUND SEC 1231			
m	ADAMS STREET P-SHIP FUND 2002 NON-U.S. FUND SEC 1			
n	ADAMS STREET P-SHIP FUND 2004 U.S. FUND SEC 1231			
o	ADAMS STREET P-SHIP FUND 2004 NON-U.S. FUND SEC 1			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			13,194.
b			250.
c			241,017.
d			<2,675.>
e			43,314.
f			12.
g			14,411.
h			<1.>
i			<24.>
j			87.
k			8,637.
l			6,203.
m			<14.>
n			4,191.
o			<32.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			13,194.
b			250.
c			241,017.
d			<2,675.>
e			43,314.
f			12.
g			14,411.
h			<1.>
i			<24.>
j			87.
k			8,637.
l			6,203.
m			<14.>
n			4,191.
o			<32.>

2 Capital gain net income or (net capital loss) .. { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	ADAMS STREET P-SHIP FUND 2011 U.S. FUND SEC 1231			
b	CAPITAL GAINS DIVIDENDS			
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			1,144.
b	8,122.		8,122.
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1,144.
b			8,122.
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	4,218,960.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A