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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

2012

Open to Public Inspection

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

Name of foundation
THE BRETTLER FAMILY FOUNDATION

A Employer identification number
91-2014618

Number and street (or P O box number if mail is not delivered to street address) Room/suite
4124 55TH AVE NE

B Telephone number (see instructions)
(206) 292-9953

City or town, state, and ZIP code
SEATTLE, WA 98105

C If exemption application is pending, check here ☐

G Check all that apply ☐ 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 ☐

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)* ▶$ 14,333,301

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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) (see instructions))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	1,830,263			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	297,065	297,061		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	423,528			
	b	Gross sales price for all assets on line 6a 4,827,343				
	7	Capital gain net income (from Part IV, line 2)		776,679		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	2,550,856	1,073,740		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	875	438		437
	b	Accounting fees (attach schedule)	15,320	7,660		7,660
	c	Other professional fees (attach schedule)	84,485	84,485		0
	17	Interest	234	234		0
	18	Taxes (attach schedule) (see instructions)	19,172	3,172		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	12,799	12,799		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	132,885	108,788		8,097
	25	Contributions, gifts, grants paid	363,382			363,382
	26	**Total expenses and disbursements.** Add lines 24 and 25	496,267	108,788		371,479
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	2,054,589			
	b	**Net investment income** (if negative, enter -0-)		964,952		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,823,858	1,987,550	1,987,550
	3	Accounts receivable ▶ ; Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ ; Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ ; Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	3,805,342	6,741,918	7,028,497
	c	Investments—corporate bonds (attach schedule)	5,234,165	3,980,978	4,060,859
	11	Investments—land, buildings, and equipment basis ▶ ; Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,005,042	1,077,225	1,077,310
	14	Land, buildings, and equipment basis ▶ ; Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	10,417	145,742	179,085
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	11,878,824	13,933,413	14,333,301
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
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	11,878,824	13,933,413	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	11,878,824	13,933,413	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	11,878,824	13,933,413	

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	11,878,824
2	Enter amount from Part I, line 27a	2	2,054,589
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	13,933,413
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	13,933,413

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)
1 a	PUBLICLY TRADED SECURITIES	P		
b	PUBLICLY TRADED SECURITIES	D		
c	CAPITAL GAINS DIVIDENDS	P		
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	3,907,535		3,615,777	291,758
b	873,796		434,887	438,909
c	46,012			46,012
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(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				291,758
b				438,909
c				46,012
d				
e				

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	776,679
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) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(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	765,593	11,188,953	0 068424
2010	718,527	10,221,147	0 070298
2009	703,253	8,995,713	0 078176
2008	414,497	10,531,256	0 039359
2007	491,893	10,173,515	0 048350

2	**Total** of line 1, column (d).	2	0 304607
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	0 060921
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	12,501,400
5	Multiply line 4 by line 3.	5	761,598
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	9,650
7	Add lines 5 and 6.	7	771,248
8	Enter qualifying distributions from Part XII, line 4.	8	371,479

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	19,299
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	19,299
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	19,299
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	16,253		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	25,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	41,253
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	21,954
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 21,954	**Refunded** ▶		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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
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.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
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? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
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*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WA			
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*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶DAN BRETTLER PRESIDENT Telephone no ▶(206) 443-0980

Located at ▶4124 55TH AVE NE SEATTLE WA ZIP+4 ▶98105

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		**Yes**	**No**
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **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 page 20 of the instructions)?	**1b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	**1c**		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ **Yes** ☑ **No**			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	**2b**		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☑ **No**			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	**3b**		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	**4a**		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	**4b**		No

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)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		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 ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
DANIEL E BRETTLER 20 WEST GALER STREET SEATTLE, WA 98119	DIRECTOR 1 00	0	0	0
CINDY S BRETTLER 20 WEST GALER STREET SEATTLE, WA 98119	DIRECTOR 1 00	0	0	0

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
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	10,012,208
b	Average of monthly cash balances		1b	2,679,569
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	12,691,777
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	12,691,777
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	190,377
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	12,501,400
6	**Minimum investment return.** Enter 5% of line 5		6	625,070

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	625,070
2a	Tax on investment income for 2012 from Part VI, line 5	2a 19,299		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	19,299
3	Distributable amount before adjustments Subtract line 2c from line 1		3	605,771
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	605,771
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	605,771

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	371,479
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	
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	371,479
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	371,479

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					605,771
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.				0	
b Total for prior years 20___, 20___, 20___			0		
3 Excess distributions carryover, if any, to 2012					
a From 2007.					
b From 2008.					
c From 2009.					
d From 2010.					
e From 2011.	184,327				
f Total of lines 3a through e.		184,327			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 371,479					
a Applied to 2011, but not more than line 2a				0	
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.					371,479
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).)*		184,327			184,327
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 instructions				0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					49,965
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		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)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . ▶

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

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

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

1 Information Regarding Foundation Managers:

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

See Additional Data Table

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				363,382
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	297,061	4
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 than inventory			18	423,528	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		720,589	4

13 Total. Add line 12, columns (b), (d), and (e). 13 720,593

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
4	IRC SECTION 103-TAX EXEMPT INCOME FROM PASS-THROUGH

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)**		No
(2) Other assets	**1a(2)**		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		No
(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		No
(3) Rental of facilities, equipment, or other assets	**1b(3)**		No
(4) Reimbursement arrangements	**1b(4)**		No
(5) Loans or loan guarantees	**1b(5)**		No
(6) Performance of services or membership or fundraising solicitations	**1b(6)**		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		No

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

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

******	2013-11-11	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
PATRICK E GREEN	PATRICK E GREEN			P00166052

Firm's name ▶ SMITH BUNDAY BERMAN BRITTON PS

Firm's EIN ▶ 91-1275259

Firm's address ▶ 11808 NORTHUP WAY SUITE 240 BELLEVUE, WA 980051959

Phone no (425) 827-8255

Form 990PF Part XV Line 1a - 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).

DANIEL E BRETTLER
CINDY S BRETTLER

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
5TH AVENUE THEATRE 1308 5TH AVE SEATTLE, WA 98101	NONE	501(C)(3)	GENERAL OPERATING FUND-THE ARTS	50
AMERICAN CANCER SOCIETY 250 WILLIAMS STREET NW ATLANTA, GA 30303	NONE	501(C)(3)	GENERAL OPERATING FUNDS-MEDICAL RESEARCH	600
AMVETS 8310 55TH ST WEST UNIVERSITY PLACE, WA 984671600	NONE	501(C)(3)	GENERAL OPERATING FUNDS-VETERANS	100
BOYS & GIRLS CLUB OF KING COUNTY 603 STEWART STREET 300 SEATTLE, WA 98101	NONE	501(C)(3)	GENERAL OPERATING FUNDS-YOUTH PROGRAMS	16,000
BAILEY-BOUSHAY HOUSE 2720 E MADISON STREET SEATTLE, WA 98112	NONE	501(C)(3)	GENERAL OPERATING FUNDS-PATIENT CARE	25,000
CAMP KOREY 28901 NE CARNATION FARM RD CARNATION, WA 98014	NONE	501(C)(3)	GENERAL OPERATING FUNDS-YOUTH PROGRAMS	100
CANCER FEDERATION INC 711 W RAMSEY BANNING, CA 92220	NONE	501(C)(3)	GENERAL OPERATING FUNDS-MEDICAL RESEARCH	25
CASCADE BICYCLE CLUB 7400 SAND POINT WAY NE SUITE 1015 SEATTLE, WA 98115	NONE	501(C)(3)	GENERAL OPERATING FUND-COMMUNITY PROGRAMS	40
COLLEGE SUCCESS FOUNDATION 1605 NW SAMMAMISH RD SUITE 100 ISSAQUAH, WA 98027	NONE	501(C)(3)	GENERAL OPERATING FUNDS-EDUCATION	26,250
FOOD LIFELINE 1702 NE 150TH STREET SHORELINE, WA 981557226	NONE	501(C)(3)	GENERAL OPERATING FUNDS-HUNGER RELIEF	100,000
GIRL SCOUTS OF WESTERN WASHINGTON 601 VALLEY ST SEATTLE, WA 98109	NONE	501(C)(3)	GENERAL OPERATING FUNDS-YOUTH PROGRAMS	219
KUOW PUGET SOUND PUBLIC RADIO 4518 UNIVERSITY WAY NE STE 310 SEATTLE, WA 981054535	NONE	501(C)(3)	GENERAL OPERATING FUNDS-PUBLIC RADIO	120
MAASI ASSOCIATION PO BOX 868 MEDINA, WA 98039	NONE	501(C)(3)	GENERAL OPERATING FUNDS-CHILDREN'S EDUCATION	6,500
MULTIPLE SCLEROSIS FOUNDATION 6350 N ANDREWS AVE FT LAUDERDALE, FL 33309	NONE	501(C)(3)	GENERAL OPERATING FUNDS-MSF PROGRAMS/SVCS	30
PLANNED PARENTHOOD 2001 EAST MADISON STREET SEATTLE, WA 98122	NONE	501(C)(3)	GENERAL OPERATING FUNDS-HEALTHCARE PROGRAMS	25

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
PLYMOUTH HOUSING GROUP 2113 THIRD AVENUE SEATTLE, WA 98121	NONE	501(C)(3)	GENERAL OPERATING FUNDS-COMBATTING HOMELESSNESS	63,930
SEATTLE CHILDREN'S HOSPITAL FOUNDATION 4800 SAND POINT WAY NE SEATTLE, WA 98105	NONE	501(C)(3)	GENERAL OPERATING FUNDS-CHILDREN'S MEDICAL	22,600
ASSOCIATED RECREATION COUNCIL (SEATTLE PARKS & RECREATION) 100 DEXTER AVE N SEATTLE, WA 98109	NONE	501(C)(3)	GENERAL OPERATING FUNDS-COMMUNITY PROGRAMS	1,000
SEE YOUR IMPACT 1403 3RD AVE SUITE 830 SEATTLE, WA 98101	NONE	501(C)(3)	GENERAL OPERATING FUNDS-SOCIAL FUNDRAISING	25,000
SOMALY MAM FOUNDATION PO BOX 4569 NEW YORK, NY 10163	NONE	501(C)(3)	GENERAL OPERATING FUNDS-ABOLISH HUMAN TRAFFICKING	500
SOLID GROUND 1501 N 45TH STREET SEATTLE, WA 98103	NONE	501(C)(3)	GENERAL OPERATING FUNDS-HOUSING FOR POOR	5,938
TREEHOUSE 2100 24TH AVENUE S SEATTLE, WA 98144	NONE	501(C)(3)	GENERAL OPERATING FUNDS-FOSTER CHILDREN PROGRAMS	200
UNITED WAY OF KING COUNTY 720 SECOND AVENUE SEATTLE, WA 981041702	NONE	501(C)(3)	GENERAL OPERATING FUNDS-MISC CHARITABLE ACTIVITIES	27,030
WASHINGTON STATE HOLOCAUST EDUCATION RESOURCE CENTER 2031 THIRD AVENUE SEATTLE, WA 98121	NONE	501(C)(3)	GENERAL OPERATING FUNDS-HOLOCAUST EDUCATION	775
YWCA 1118 5TH AVENUE SEATTLE, WA 98101	NONE	501(C)(3)	GENERAL OPERATING FUNDS-WOMEN AND FAMILY ASSISTANCE	40,000
UNION GOSPEL MISSION 3800 SOUTH OTHELLO STREET SEATTLE, WA 98118	NONE	501(C)(3)	GENERAL OPERATING FUNDS FOR MEN'S SHELTER	100
DONORSCHOOSEORG 213 W 35TH 2ND FLOOR EAST NEW YORK, NY 10001	NONE	501(C)(3)	GENERAL OPERATING FUND-EDUCATION	150
MAKE-A-WISH FOUNDATION 2000 SW 1ST AVE SUITE 410 PORTLAND, OR 97201	NONE	501(C)(3)	GENERAL OPERATING FUND-CHILDREN WITH CANCER	500
UNIVERSITY OF OREGON FOUNDATION 1720 E 13TH AVENUE SUITE 410 EUGENE, OR 974031905	NONE	501(C)(3)	GENERAL OPERATING FUND-EDUCATION	100
YMCA 909 FOURTH AVE SEATTLE, WA 981041702	NONE	501(C)(3)	GENERAL OPERATING FUND-SOCIAL RESPONSIBILITY	500
Total . . . . ▶ **3a**				363,382

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

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
THE BRETTLER FAMILY FOUNDATION	91-2014618

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

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

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

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

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

Name of organization
THE BRETTLER FAMILY FOUNDATION

Employer identification number
91-2014618

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DANIEL E CINDY S BRETTLER 20 WEST GALER STREET SEATTLE, WA 98119	$ 613,827	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	DANIEL E CINDY S BRETTLER 20 WEST GALER STREET SEATTLE, WA 98119	$ 1,216,436	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
THE BRETTLER FAMILY FOUNDATION	91-2014618

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	SEE ATTACHED STATEMENT	$ 1,216,436	2012-10-26

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
THE BRETTLER FAMILY FOUNDATION

Employer identification number
91-2014618

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc ,
contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

TY 2012 Accounting Fees Schedule

Name: THE BRETTLER FAMILY FOUNDATION

EIN: 91-2014618

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	15,320	7,660		7,660

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TY 2012 General Explanation Attachment

Name: THE BRETTLER FAMILY FOUNDATION

EIN: 91-2014618

Identifier	Return Reference	Explanation
OTHER PROFESSIONAL FEES-DETAIL	PART I, LINE 16	PART I, LINE 16, COLUMN (A)LINE 16A, LEGAL FEES NAME OF PROVIDER TYPE OF SERVICE PROVIDED AMOUNT PAID BLACK & YUND LEGAL SERVICES $328KARR TUTTLE CAMPBELL LEGAL SERVICES 547 TOTAL $875LINE 16B, ACCOUNTING FEES NAME OF PROVIDER TYPE OF SERVICE PROVIDED AMOUNT PAID SMITH BUNDAY BERMAN BRITTON, PS FORM 990-PF PREPARATION $15,320 TOTAL $15,320LINE 16C, OTHER PROFESSIONAL FEES NAME OF PROVIDER TYPE OF SERVICE PROVIDED AMOUNT PAIDDA DAVIDSON INVESTMENT MANAGEMENT FEES $ 7,953WENTWORTH HAUSER & VIOLICK INVESTMENT MANAGEMENT FEES 18,751 KUNATH, KARREN, RINNE & ATKIN INVESTMENT MANAGEMENT FEES 41,007JP MORGAN GLOBAL ACCESS PORTFOLIO INVESTMENT MANAGEMENT FEES 8,518UBS FINANCIAL SERVICES, INC INVESTMENT MANAGEMENT FEES 8,256 TOTAL $84,485

Identifier	Return Reference	Explanation
INVESTMENT DETAIL - STOCKS	PART II, LINE 10B	PART II - BALANCE SHEET LINE 10B - INVESTMENTS-CORPORATE STOCKS (SEE ALSO STATEMENT 8) COST BASIS FAIR MARKET VALUE110 SHS AGRIUM INC 8,983 10,986 515 SHS AXA SPONSD ADR 8,773 9,065 150 SHS BASF 6,168 14,071 420 SHS BHP BILLITON LIMITED 37,603 32,936 155 SHS BRITISH AMERICAN TOBACCO PLC 11,583 15,694 265 SHS CAMERON INTERNATIONAL 9,443 14,962 215 SHS CANADIAN NATIONAL RAILWAY CO 12,046 19,567 455 SHS CANADIAN NATURAL RESOURCES 19,841 13,136 200 SHS CANADIAN PACIFIC RAILWAY 12,257 20,324 50 SHS CORE LABORATORIES NV 2,121 5,466 140 SHS DIAGEO PLC 10,444 16,321 262 SHS EATON CORPORATION PLC 13,793 14,195 280 SHS ENSIGN ENERGY SVS INC 3,950 4,326 90 SHS FINNING INTERNATIONAL INC 2,450 2,210 290 SHS INGERSOLL RAND PLC 10,198 13,908 710 SHS MANULIFE FINANCIAL CORP 13,823 9,649 1,745 SHS NABORS INDUSTRIES LTD 37,543 25,215 365 SHS NESTLE S A 21,234 23,766 730 SHS NOBLE CORP 24,661 25,417 465 SHS NOVARTIS AG ADR 25,781 29,435 65 SHS PARTNERRE LTD 4,935 5,232 545 SHS POTASH CORP 24,928 22,176 560 SHS RIO TINTO PLC 39,387 32,530 375 SHS SCHLUMBERGER LTD 30,675 25,987 705 SHS SUNCOR ENERGY INC 23,168 23,251 450 SHS TALISMAN ENERGY INC 8,556 5,099 160 SHS TECK RESOURCES LIMITED 5,709 5,816 515 SHS TENARIS SA ADR 16,916 21,589 585 SHS TRANSOCEAN LTD 41,036 26,126 310 SHS UNILEVER 8,612 11,740 1,235 SHS VALE S A 35,026 25,886 2,220 SHS WEATHERFORD INTL LTD 44,825 24,842 3,275 SHS ACCURAY INCORPORATED 21,858 21,058 545 SHS ACI WORLDWIDE INC 21,636 23,811 4,800 SHS AFFYMETRIX INC 20,437 15,216 230 SHS ALLEGIANT TRAVEL CO 12,970 16,884 1,865 SHS ALLSCRIPTS HEALTHCARE SOLUTIONS 20,191 17,568 955 SHS ALTRA HOLDINGS INC 10,374 21,058 4,500 SHS AMKOR TECHNOLOGY INC 18,219 19,084 305 SHS ANIXTER INTERNATIONAL INC 21,690 19,514 350 SHS ATWOOD OCEANICS INC 8,134 16,027 1,900 SHS BOISE INC 11,321 15,105 330 SHS BRISTOW GROUP INC 7,896 17,708 345 SHS CACI INTERNATIONAL INC 20,336 18,985 1,000 SHS CARDTRONICS INC 21,131 23,740 1,800 SHS CENTURY ALUMINUM CO 22,113 15,771 950 SHS CHART INDUSTRIES INC COM 65,554 63,355 400 SHS CHILDRENS PLACE RETAIL STORES 18,186 17,716 570 SHS CONMED CORP 8,950 15,932 1,045 SHS DELUXE CORP 20,824 33,691 800 SHS DFC GLOBAL CORP 13,645 14,816340 SHS DINEEQUITY INC 21,572 22,780 600 SHS DRIL-QUIP INC 31,711 43,830 2,725 SHS EARTHLINK INC 21,474 17,604 380 SHS ENPRO INDUSTRIES INC 12,694 15,542 4,760 SHS ENTROPIC COMMUNICATIONS INC 18,950 25,180 495 SHS FIRST CASH FINANCIAL SERVICES 11,302 24,562 475 SHS FTI CONSULTING INC 15,525 15,675 3,500 SHS GLOBAL GEOPHYSICAL SVCS INC 29,519 13,475 450 SHS GULFMARK OFFSHORE INC 13,800 15,503 750 SHS HAWAIIAN ELECTRIC INDUSTRIES 17,318 18,855 1,900 SHS HEALTHWAYS INC 18,155 20,330 2,220 SHS HEXCEL CORP NEW 30,734 59,851 580 SHS HORNBECK OFFSHORE SERVICES INC 19,697 19,917 1,600 SHS INTERNATIONAL RECTIFIER CORP 39,892 28,368 920 SHS INTREPID POTASH INC 25,295 19,587 1,000 SHS KBW INC 24,225 15,300 4,000 SHS KNIGHT CAPITAL CROUP INC 27,106 14,040 1,015 SHS LENDER PROCESSING SVCS INC 20,913 24,989 2,500 SHS LINCOLN EDUCATIONAL SERVICES CORP 27,113 13,975 265 SHS LUFKIN INDUSTRIES INC 11,597 15,404 590 SHS MDC HOLDINGS INC 19,290 21,688 4,800 SHS MEMC ELECTRONIC MATL INC 19,791 15,408 290 SHS MIDDLEBY CORP 24,192 37,181 1,400 SHS NAVIGANT CONSULTING INC 19,819 15,624 2,500 SHS NORANDA ALUMINUM HOLDING CORP 22,146 15,275 625 SHS NORTHWESTERN CORPORATION 18,362 21,706 6,300 SHS OFFICE DEPOT INC 19,647 20,664 2,700 SHS OFFICEMAX INCORPORATED 28,340 26,352 700 SHS OM GROUP INC 23,593 15,540 950 SHS OSI SYSTEMS INC 76,520 60,838 600 SHS PEGASYSTEMS INC 16,465 13,608 180 SHS PORTFOLIO RECOVERY ASSOCIATES 5,653 19,235 17,200 SHS RITE AID CORP 18,781 23,392 420 SHS ROBBINS & MYERS INC 13,735 24,969 1,400 SHS ROVI CORP 18,250 21,602 3,000 SHS SWS GROUP INC 19,753 15,870 950 SHS SYKES ENTERPRISES INC 12,319 14,459 730 SHS TEAM HEALTH HOLDINGS INC 21,471 21,002 350 SHS TIDEWATER INC 16,102 15,638 620 SHS VALASSIS COMMUNICATIONS INC 20,428 15,984 2,800 SHS VISHAY INTERTECHNOLOGY INC 35,989 29,762 150 SHS APPLE INC 90,375 79,826 2,100 SHS BOEING COMPANY 137,380 158,256 1,500 SHS COSTCO WHOLESALE CORPORATION 113,381 148,095 600 SHS EMERSON ELECTRIC 31,630 31,776 800 SHS EXXON MOBIL CORPORATION 49,292 69,240 1,000 SHS FINANCIAL SECTOR SPDR 12,620 16,390 6,500 SHS GENERAL ELECTRIC COMPANY 107,164 136,435 5,700 SHS INTEL CORPORATION 122,671 117,534 3,500 SHS INTERNATIONAL PAPER CO 113,229 139,440 500 SHS LILLY ELI & CO 17,049 24,660 1,500 SHS PACCAR INC 55,481 67,8152,000 SHS PEPSICO 127,053 136,860 600 SHS PRECISION CASTPARTS CORPORATION 96,816 113,652 1,100 SHS QUALCOMM INCORPORATED 54,178 68,045 1,500 SHS RUBICON TECHNOLOGY INC 12,805 9,165 1,700 SHS SBA COMMUNICATIONS CORP 119,068 120,666 500 SHS TEVA PHARMACEUTICAL 21,623 18,670 1,800 SHS TOTAL S A FRANCE 85,728 93,618 4,000 SHS TUTOR PERINI CORP 51,716 54,800 2,900 SHS VERIZON COMMUNICATIONS 107,190 125,483 1,800 SHS VODAFONE GROUP PLC 49,155 45,342 2,000 SHS WINDSTREAM CORPORATION 23,115 16,560 6,086 SHS BBH FD INC 100,000 105,600 1,500 SHS SPDR S&P 500 ETF TRUST 207,336 213,615 4,390 SHS ASTON RIVER RD DIV ALL CAP VAL FD 50,000 48,595 3,008 SHS DODGE & COX INTERNATIONAL STOCK 100,000 104,212 7,437 SHS MFS INTERNATIONAL VALUE-I 200,000 209,510 6,611 SHS MATTHEWS PACIFIC TIGER INSTL FD 155,000 161,379 4,940 SHS T ROWE PRICE INTL FUNDS INC 75,000 83,047 653 SHS VANGUARD MSCI EMERGING MARKETS 24,692 29,078 10,145 SHS VIRTUS INSIGHT MERGING FUND I 100,000 104,591 1,500 SHS GLOBAL ACCESS HEDGE FUND LTD 1,500,000 1,535,294 6,086 SHS HIGHBRIDGE DYNAMIC STRATEGIC FD 100,000 85,027 6,798 SHS JPM STRATEGIC INCOME OPP FD 80,000 80,425 17,857 SHS DOUBLELINE TOTAL RETURNS BOND FD 200,000 202,321 16,618 SHS EATON VANCE FLOATING RATE I 150,000 151,556 21,863 SHS JPM HIGH YIELD FUND 175,000 177,963 6,693 SHS JPM INTL CURRENCY INCOME FUND 75,000 75,430 TOTAL 6,741,918 7,028,497

Identifier	Return Reference	Explanation
INVESTMENT DETAIL - BONDS	PART II, LINE 10C	PART II - BALANCE SHEET LINE 10C - INVESTMENTS-CORPORATE BONDS (SEE ALSO STATEMENT 9) FACE AMT COST BASIS FAIR MARKET VALUEBOEING CAPITAL CORP RATE 5 800% MATURES 1/15/13 200,000 200,373 200,346 HONEYWELL INTL INC RATE 4 250% MATURES 3/1/13 200,000 203,541 201,254 VERIZON COMMUNICATION INC RATE 5 250% MATURES 4/15/13 250,000 252,213 253,423 SOUTHWEST AIRLINES CO RATE 7 220% MATURES 7/1/13 24,935 23,689 25,027 ENCANA CORP RATE 4 750% MATURES 10/15/13 100,000 100,550 103,017 CATERPILLAR INC RATE 7 000% MATURES 12/15/13 95,000 99,973 100,830 CATERPILLAR FINL SVS CORPRATE 6 125% MATURES 2/17/14 216,000 226,717 230,288BOEING CAPITAL CORPRATE 3 250% MATURES 10/27/14 200,000 203,948 209,854WELLS FARGO & CO SUB NOTESRATE 5 000% MATURES 11/15/14 250,000 259,960 268,198STRYKER CORPRATE 3 000% MATURES 1/15/15 150,000 155,437 156,795COCA-COLA HBC FINANCE BVRATE 5 500% MATURES 9/17/15 390,000 408,719 425,970WALMART STORES INCRATE 1 500% MATURES 10/25/15 200,000 192,506 205,854BOTTLING GROUP LLCRATE 5 500% MATURES 4/1/16 200,000 212,874 228,546 PACCAR FINANCIAL GROUPRATE 1 600% MATURES 3/15/17 200,000 203,727 203,134DB CONT BUFF EQ SPXRATE 6 25% MATURES 4/10/13 50,000 50,000 52,850GS MARKET PLUS SPXRATE 0% MATURES 12/11/13 50,000 50,000 53,705DB MARKET PLUS SX5ERATE 7 600% MATURES 3/19/14 50,000 50,000 50,871JPM DLY LIQUIDITY GOLDRATE INDEXED, MATURES 8/31/16 81,000 73,984 74,938JPM PARTICIPATING GOLDRATE INDEXED, MATURES 10/24/13 25,000 25,000 24,208UBS AUTOCALL BRENT NOTERATE INDEXED, MATURES 9/16/13 30,000 30,000 29,790HSBC MARKET PLUS MXN NOTERATE INDEXED, MATURES 6/11/13 75,000 75,000 81,390COOK COUNTY SCHOOL DIST #100RATE 8 100% MATURES 12/1/15 400,000 490,000 487,140GULF BREEZE FLORIDARATE 4 500% MATURES 12/1/20 345,000 395,767 393,431 TOTAL 3,980,978 4,060,859

Identifier	Return Reference	Explanation
NONCASH PROPERTY DONATIONS	SCHEDULE B, PART II, LINE 1	SCHEDULE B - SCHEDULE OF CONTRIBUTORS PART II - NONCASH PROPERTY NO FROM PART I DESCRIPTION OF NONCASH PROPERTY GIVEN FMV (OR ESTIMATE) DATE RECEIVED2 880 SH CHART INDUSTRIES INC 63,210 10/26/20122 1,100 SH OSI SYSTEMS INC 88,484 10/26/20122 150 SH APPLE INC 90,375 10/26/20122 2,500 SH INTERNATIONAL PAPER COMPANY 88,600 10/26/20122 $400,000 FACE VALUE COOK COUNTY SCHOOL DISTRICT #100, 8 1% MATURES 12/1/2015 490,000 12/19/20122 $345,000 FACE VALUE GULF BREEZE FLORIDA, 4 5% MATURES 12/1/2020 395,767 12/19/2012 TOTAL 1,216,436

TY 2012 Investments Corporate Bonds Schedule

Name: THE BRETTLER FAMILY FOUNDATION

EIN: 91-2014618

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHED STATEMENT	3,980,978	4,060,859

TY 2012 Investments Corporate Stock Schedule

Name: THE BRETTLER FAMILY FOUNDATION

EIN: 91-2014618

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHED STATEMENT	6,741,918	7,028,497

TY 2012 Investments - Other Schedule

Name: THE BRETTLER FAMILY FOUNDATION

EIN: 91-2014618

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
GLOBAL ACCESS GROWTH TE LLC	FMV	1,077,225	1,077,310

TY 2012 Legal Fees Schedule

Name: THE BRETTLER FAMILY FOUNDATION

EIN: 91-2014618

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	875	438		437

TY 2012 Other Assets Schedule

Name: THE BRETTLER FAMILY FOUNDATION

EIN: 91-2014618

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INTEREST	73	0	33,343
STOCK SETTLEMENT PROCEEDS IN TRANSIT	10,344	145,638	145,638
DIVIDENDS RECEIVABLE	0	104	104

TY 2012 Other Expenses Schedule

Name: THE BRETTLER FAMILY FOUNDATION

EIN: 91-2014618

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER INVESTMENT EXPENSES	12,799	12,799		0

TY 2012 Other Professional Fees Schedule

Name: THE BRETTLER FAMILY FOUNDATION

EIN: 91-2014618

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	84,485	84,485		0

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TY 2012 Taxes Schedule

Name: THE BRETTLER FAMILY FOUNDATION

EIN: 91-2014618

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX WITHHELD	3,172	3,172		0
EXCISE TAX	16,000	0		0