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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 07-01-2012 , and ending 06-30-2013

Name of foundation Ron and Lisa Brill Charitable Trust		A Employer identification number 58-6275452	
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd		B Telephone number (see instructions) (800) 839-1754	
City or town, state, and ZIP code Wilmington, DE 198091377		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 6,746,522	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)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	452	452		
	4 Dividends and interest from securities.	102,865	102,865		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	89,285			
	b Gross sales price for all assets on line 6a 712,325				
	7 Capital gain net income (from Part IV , line 2)		89,285		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	2,575	2,575		
	12 Total. Add lines 1 through 11	195,177	195,177		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	22,055	22,055		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	8,764	72		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	30,102	5,349		24,753
	24 Total operating and administrative expenses. Add lines 13 through 23	60,921	27,476		24,753
	25 Contributions, gifts, grants paid	480,425			480,425
	26 Total expenses and disbursements. Add lines 24 and 25	541,346	27,476		505,178
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-346,169			
	b Net investment income (if negative, enter -0-)		167,701		
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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	290,955	161,602	161,602
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	1,471		
	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)	137,307	65,968	71,173
	b	Investments—corporate stock (attach schedule)	3,399,171	☒ 4,116,788	4,444,472
	c	Investments—corporate bonds (attach schedule).	244,728	☒ 484,782	471,916
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,765,003	☒ 663,326	1,597,359
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,838,635	5,492,466	6,746,522	
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	
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	5,838,635	5,492,466	
	30	Total net assets or fund balances (see page 17 of the instructions)	5,838,635	5,492,466	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,838,635	5,492,466	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	5,838,635
2	Enter amount from Part I, line 27a	2	-346,169
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	5,492,466
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,492,466

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			
b	Protege Partners Ltd	P		2013-06-27
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 710,612		623,040	87,572
b 1,713			1,713
c			
d			
e			

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			87,572
b			1,713
c			
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	89,285
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	419,532	6,614,001	000 063431
2010	359,561	5,655,653	000 063576
2009	389,018	4,410,160	000 088209
2008	331,787	3,784,272	000 087675
2007	525,291	5,308,101	000 098960

2 Total of line 1, column (d).	2	000 401851
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	000 080370
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	6,413,703
5 Multiply line 4 by line 3.	5	515,469
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,677
7 Add lines 5 and 6.	7	517,146
8 Enter qualifying distributions from Part XII, line 4.	8	505,178

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	3,354
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	3,354
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	3,354
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	7,018	
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	7,018
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	3,664
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	3,400	Refunded	264

Part VII-A

Statements Regarding Activities

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?		Yes	No
		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)?			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 \$ (2) On foundation managers \$			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
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)			
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				
14	The books are in care of co Foundation Source Telephone no (800) 839-1754 Located at 501 Silverside Road Suite 123 Wilmington DE ZIP +4 198091377			
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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
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)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
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? 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?			
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?			
	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?			
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?			
	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
Jonathan Brill	Trustee	0		
Foundation Source 501 Silverside Rd Wilmington, DE 19809	001 00			
Lisa F Brill	Trustee	0		
Foundation Source 501 Silverside Rd Wilmington, DE 19809	002 00			
Matt Brill	Trustee	0		
Foundation Source 501 Silverside Rd Wilmington, DE 19809	001 00			
Ronald Brill	Trustee	0		
Foundation Source 501 Silverside Rd Wilmington, DE 19809	002 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Total number of other employees paid over \$50,000.				

Part VIII

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the 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.	

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	4,638,466
b	Average of monthly cash balances.	1b	369,102
c	Fair market value of all other assets (see instructions).	1c	1,503,806
d	Total (add lines 1a, b, and c).	1d	6,511,374
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	6,511,374
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) 5	4	97,671
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,413,703
6	Minimum investment return. Enter 5% of line 5.	6	320,685

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	320,685
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	3,354
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,354
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	317,331
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	317,331
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	317,331

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 5	1a	505,178
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
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	505,178
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	505,178
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				317,331
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				262,312
b From 2008.				142,886
c From 2009.				169,277
d From 2010.				77,868
e From 2011.				98,699
f Total of lines 3a through e.	751,042			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 505,178				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				317,331
e Remaining amount distributed out of corpus	187,847			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	938,889			
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	262,312			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	676,577			
10 Analysis of line 9				
a Excess from 2008. . . .				142,886
b Excess from 2009. . . .				169,277
c Excess from 2010. . . .				77,868
d Excess from 2011. . . .				98,699
e Excess from 2012. . . .				187,847

Part XIVPrivate 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary 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	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 Additional Data Table				
Total			3a	480,425
b Approved for future payment				
Total			3b	

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			14	452	
4 Dividends and interest from securities.			14	102,865	
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	89,285	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory.					
11 Other revenue a <u>K-1 Inc/Loss</u>			14	2,575	
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e).				195,177	
13 Total. Add line 12, columns (b), (d), and (e).			13		195,177

[illegible]

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?		Yes	No
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.			

[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

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

*****	2014-02-06	*****
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
	Jeffrey D Haskell	Jeffrey D Haskell	2014-02-06		
	Firm's name ☐	Foundation Source		Firm's EIN ☐	
		One Hollow Lane Suite 212			
	Firm's address ☐	Lake Success, NY 11042		Phone no (800) 839-1754	

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).

Lisa F Brill
Ronald Brill

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
AMERICAN CANCER SOCIETY INC 250 WILLIAMS ST NW STE 400 ATLANTA,GA 30303	N/A	509a1	General Unrestricted	200
AM FRNDS OF ISRAEL SPRT CTR FOR THE DSBLD PO BOX 667 DEERFIELD,IL 60015	N/A	509a2	Charitable Event	250
AMERICAN JEWISH COMMITTEE SIX PIEDMONT CENTER STE 510 ATLANTA,GA 30305	N/A	509a1	Atlanta Jewish Film Festival	5,000
AMERICAN RED CROSS IN GREATER NY 520 W 49TH ST NEW YORK,NY 10019	N/A	509a1	Hurricane Sandy Relief	1,800
ANTI-DEFAMATION LEAGUE ONE SECURITIES CENTRE ATLANTA,GA 30305	N/A	509a2	General Unrestricted	1,500
ART ALLIANCE FOR CONTEMPORARY GLASS 11700 PRESTON RD STE 660 PMB 327 DALLAS,TX 75230	N/A	509a2	Annual Fund - Visionary Campaign	1,000
ATHENS AREA EMERGENCY FOOD BANK INC 640 BARBER ST ATHENS,GA 30601	N/A	509a1	General Unrestricted	800
ATLANTA LEADERSHIP DEVELOPMENT FDN TEN PEACHTREE PL STE 620 ATLANTA,GA 30309	N/A	509a2	Annual Fund	200
BNAI VAIL CONGREGATION INC PO BOX 6086 VAIL,CO 81658	N/A	509a1	Membership Campaign	450
CHILDRENS HEALTHCARE OF ATLANTA INC PARK N 1577 NE EXPY STE A ATLANTA,GA 30329	N/A	509a1	Circle of Care Program	10,000
CHILDRENS HEALTHCARE OF ATLANTA INC PARK N 1577 NE EXPY STE A ATLANTA,GA 30329	N/A	509a1	Emerging Leaders Program	5,000
CHILDRENS MUSEUM OF ATLANTA INC 275 CENTENNIAL OLYMPIC PARK DR NW ATLANTA,GA 30313	N/A	509a1	General Unrestricted	500
CLARKE COUNTY MENTOR PROGRAM INC 246 WHANCOCK AVE ATHENS,GA 30601	N/A	509a1	General Unrestricted	400
CONGREGATION B'NAI TORAH 700 MT VERNON HWY NE ATLANTA,GA 30328	N/A	509a1	General Unrestricted	2,100
CONSORTIUM FOR PUBLIC EDUCATION 410 9TH ST MCKEESPORT,PA 15132	N/A	509a1	Annual Fund	300

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
DANA FARBER CANCER INSTITUTE INC 10 BROOKLINE PL W 6TH FL BROOKLINE,MA 02445	N/A	509a1	Nanci Eichel Fund for Colorectal Cancer	25
EARTH ISLAND INSTITUTE INC 2150 ALLSTON WAY STE 460 BERKELEY,CA 94704	N/A	509a1	Food Shift Project	600
EQUINOX THEATRE COMPANY 2304 N 7TH AVE STE CL BOZEMAN,MT 59715	N/A	509a1	General Unrestricted	500
GATEWAY REHABILITATION CENTER 311 ROUSER RD MOON TOWNSHIP,PA 15108	N/A	509a1	Franks Fund Endowment/Liberty House	27,500
GEORGIA AQUARIUM INC 225 BAKER ST NW ATLANTA,GA 30313	N/A	509a1	Right Whale-Bayla-2012 Program	30,000
GEORGIA COMMUNITY SUPPORT AND SOLUTIONS INC 1945 CLIFF VALLEY WAY STE 220 ATLANTA,GA 30329	N/A	509a1	General Unrestricted	500
GEORGIA MUSEUMS INC PO BOX 3248 CARTERSVILLE,GA 30120	N/A	509a2	Annual Fund - Booth Museum	2,500
GIST CANCER RESEARCH FUND 55 SAW MILL RD NEW CITY,NY 10956	N/A	509a2	Gist Cancer Research Fund	200
HEBREW ACADEMY OF ATLANTA INC 5200 NORTHLAND DR ATLANTA,GA 30342	N/A	509a1	General Unrestricted	10,000
HILLELS OF GEORGIA INC 735 GATEWOOD RD NE ATLANTA,GA 30322	N/A	509a1	Charitable Event	1,000
IANS FRIENDS FOUNDATION INC 855 MARSEILLES DR ATLANTA,GA 30327	N/A	509a1	Charitable Event	2,000
JEANNETTE RANKIN FOUNDATION INC 1 HUNTINGTON RD STE 701 ATHENS,GA 30606	N/A	509a1	General Unrestricted	1,000
JEWISH COMMUNITY CENTERS ASSOC OF NORTH AMERICA 520 8TH AVE FL 4 NEW YORK,NY 10018	N/A	509a1	Board Fund	5,500
JEWISH COMMUNITY CENTERS ASSOC OF NORTH AMERICA 520 8TH AVE FL 4 NEW YORK,NY 10018	N/A	509a1	Annual Fund	5,000
JEWISH FAMILY & CAREER SERVICES INC 4549 CHAMBLEE DUNWOODY RD ATLANTA,GA 30338	N/A	509a1	General Unrestricted	1,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
JEWISH FAMILY & CAREER SERVICES INC 4549 CHAMBLEE DUNWOODY RD ATLANTA,GA 30338	N/A	509a1	Annual Fund	500
JEWISH FEDERATION OF GREATER ATLANTA 1440 SPRING ST NW ATLANTA,GA 30309	N/A	509a1	General Unrestricted	4,800
JEWISH FEDERATION OF GREATER ATLANTA 1440 SPRING ST NW ATLANTA,GA 30309	N/A	509a1	Annual Campaign	25,000
JEWISH FEDERATION OF GREATER ATLANTA 1440 SPRING ST NW ATLANTA,GA 30309	N/A	509a1	Annual Campaign	100,000
JEWISH NATIONAL FUND-KEREN KAYEMETH LEISRAEL INC 42 E 69TH ST NEWYORK,NY 10021	N/A	509a1	High School In Israel Program	5,000
MARCUS JEWISH COMMUNITY CENTER OF ATLANTA INC 5342 TILLY MILL RD DUNWOODY,GA 30338	N/A	509a1	Camp Barney Medinttz Program	100
MARCUS JEWISH COMMUNITY CENTER OF ATLANTA INC 5342 TILLY MILL RD DUNWOODY,GA 30338	N/A	509a1	College Scholarship Fund	5,000
MARCUS JEWISH COMMUNITY CENTER OF ATLANTA INC 5342 TILLY MILL RD DUNWOODY,GA 30338	N/A	509a1	Capital Campaign	100,000
MARCUS JEWISH COMMUNITY CENTER OF ATLANTA INC 5342 TILLY MILL RD DUNWOODY,GA 30338	N/A	509a1	Pace Setter Gift and Harry Maziar Golf Tournament Fund Raiser	25,000
MORGAN PRESSEL FOUNDATION INC 7559 FAIRMONT CT BOCA RATON,FL 33496	N/A	509a1	Charitable Event	500
NUCI PHILLIPS MEMORIAL FOUNDATION INC 396 OCONEE ST ATHENS,GA 30601	N/A	509a1	General Unrestricted	500
PUNKTORAH INC 3530 PIEDMONT RD NE 2B ATLANTA,GA 30305	N/A	509a1	General Unrestricted	500
ROBERT W WOODRUFF ARTS CENTER - ALLIANCE THEATRE COMPANY 1280 PEACHTREE ST NE ATLANTA,GA 30309	N/A	509a1	Annual Campaign	2,500
ROBERT W WOODRUFF ARTS CENTER INC 1280 PEACHTREE ST NE ATLANTA,GA 30309	N/A	509a1	Bringing Children to the Museum Program	1,000
ROBERT W WOODRUFF ARTS CENTER INC 1280 PEACHTREE ST NE ATLANTA,GA 30309	N/A	509a1	Corning Traveling Hot Shop Show	20,000

Form 990PF Part XV Line 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				
ROBERT W WOODRUFF ARTS CENTER INC 1280 PEACHTREE ST NE ATLANTA,GA 30309	N/A	509a1	Friends of Decorative Arts and Designs Program	1,000
ROBERT W WOODRUFF ARTS CENTER INC 1280 PEACHTREE ST NE ATLANTA,GA 30309	N/A	509a1	Annual Corporate Campaign	5,000
TEMPLE B'NAI ISRAEL 2025 CYPRESS DR WHITE OAK,PA 15131	N/A	509a1	General Unrestricted	61
TEMPLE B'NAI ISRAEL 2025 CYPRESS DR WHITE OAK,PA 15131	N/A	509a1	Bulletin Fund	45
TEMPLE B'NAI ISRAEL 2025 CYPRESS DR WHITE OAK,PA 15131	N/A	509a1	Yahrzeit Plaque-Frank Project	340
TEMPLE EMANUEL OF GREATER ATLANTA INC 1580 SPALDING DR ATLANTA,GA 30350	N/A	509a1	General Unrestricted	2,135
TEMPLE EMANUEL OF GREATER ATLANTA INC 1580 SPALDING DR ATLANTA,GA 30350	N/A	509a1	Temple Emanuel Sisterhood Chai Angel Division	180
TEMPLE EMANUEL OF GREATER ATLANTA INC 1580 SPALDING DR ATLANTA,GA 30350	N/A	509a1	Tzedaka Fund	50
TEMPLE EMANUEL OF GREATER ATLANTA INC 1580 SPALDING DR ATLANTA,GA 30350	N/A	509a1	Yizkor Memorial Book Fund	125
TEMPLE EMANUEL OF GREATER ATLANTA INC 1580 SPALDING DR ATLANTA,GA 30350	N/A	509a1	Yahrzeit Plaque Program	400
TEMPLE EMANUEL OF GREATER ATLANTA INC 1580 SPALDING DR ATLANTA,GA 30350	N/A	509a1	Covenant Campaign	1,800
TEMPLE EMANUEL OF GREATER ATLANTA INC 1580 SPALDING DR ATLANTA,GA 30350	N/A	509a1	Matching Grant Campaign	16,004
TEMPLE EMANUEL OF GREATER ATLANTA INC 1580 SPALDING DR ATLANTA,GA 30350	N/A	509a1	Mitzvah Circle Campaign	1,000
THE ASSOCIATION OF ISRAELS DECORATIVE ARTS 2201 NW 30TH PL POMPANO BEACH,FL 33069	N/A	509a1	General Unrestricted	1,000
THE LIVESTRONG FOUNDATION PO BOX 6003 ALBERTLEA,MN 56007	N/A	509a1	Austin Livestrong Challenge Program	100

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
THE WILLIAM BREMAN JEWISH HOME INC 3150 HOWELL MILL RD NW ATLANTA,GA 30327	N/A	509a2	Womens Auxiliary - Life Membership Division	360
THE WILLIAM BREMAN JEWISH HOME INC 3150 HOWELL MILL RD NW ATLANTA,GA 30327	N/A	509a2	Annual Fund	500
UNIVERSITY OF VERMONT 411 MAIN ST BURLINGTON,VT 05401	N/A	509a1	Lawrence Debate Union Program	1,000
VAIL VALLEY FOUNDATION INC PO BOX 309 VAIL,CO 81658	N/A	509a2	Eagle Program	15,000
VAIL VALLEY FOUNDATION INC PO BOX 309 VAIL,CO 81658	N/A	509a2	Vilar Performing Arts Center	5,000
VAIL VALLEY FOUNDATION INC PO BOX 309 VAIL,CO 81658	N/A	509a2	2015 World Cup At Vail Campaign	5,000
WILLIAM BREMEN JEWISH HERITAGE MUSEUM 1440 SPRING ST NW ATLANTA,GA 30309	N/A	509a1	Annual Fund	1,000
WILLIAM P BILLY ISBIR FOUNDATION PO BOX 3102 MCKEESPORT,PA 15134	N/A	509a1	Scholarship Fund	100
WOODWARD ACADEMY INC 1662 RUGBY AVE COLLEGE PARK,GA 30337	N/A	509a1	Woodward Society and Building Fund	16,000
Total  3a				480,425

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: Ron and Lisa Brill Charitable Trust

EIN: 58-6275452

Software ID: 12000057

Software Version: 12.19.1011.1

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Publicly-traded Securities					710,612	623,040			87,572	
Capital Gain Distribution		P	2013-06		1,713				1,713	

TY 2012 General Explanation Attachment

Name: Ron and Lisa Brill Charitable Trust

EIN: 58-6275452

Software ID: 12000057

Software Version: 12.19.1011.1

TY 2012 Investments Corporate Bonds Schedule

Name: Ron and Lisa Brill Charitable Trust

EIN: 58-6275452

Software ID: 12000057

Software Version: 12.19.1011.1

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BERKSHIRE HATHAWAY FIN CORP - 5.400 - 05/15/2018	42,409	40,206
BLACKROCK INC - 5.000 - 12/10/2019	42,084	39,698
CATERPILLAR INC NT - 5.700 - 08/15/2016	33,012	34,133
CISCO SYSTEMS - 4.950 - 02/15/2019	41,634	39,874
COCA COLA CO NOTES 5.350 11/15/2017 MAKE WHOLE	30,226	28,674
DISNEY WALT CO 5.625 DUE 9/15/16	29,318	28,467
GENERAL ELEC CAP CORP MTN BE 5.62500 05/01/2018	40,386	40,145
GOLDMAN SACHS GRP INC - 5.125 - 01/15/2015	35,903	36,920
IBM CORP NOTES - 5.700 - 09/14/2017	42,526	40,378
INTEL CORP NOTE - 3.300 - 10/01/2021	37,622	35,129
JPMORGAN CHASE CO - 3.450 - 03/01/2016	37,320	36,508
PEPSICO INC NOTES - 4.500 - 01/15/2020	28,666	27,603
PFIZER INC MAKE WHOLE - 5.350 - 03/15/2015	28,026	26,976
UNITED TECHNLS CORP BOND 05.37500 12/15/2017 CALL MAKE WHOLE	15,650	17,205

TY 2012 Investments Corporate

Stock Schedule

Name: Ron and Lisa Brill Charitable Trust

EIN: 58-6275452

Software ID: 12000057

Software Version: 12.19.1011.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
720 shares of AETNA INC. NEW	29,225	45,749
95 shares of ALLIANCE DATA SYSTEM CORP	10,787	17,198
445 shares of ANADARKO PETROLEUM CORP	31,256	38,239
375 shares of APACHE CORPORATION	31,136	31,436
125 shares of APPLE INC.	57,321	49,566
9812 shares of ARTISAN INTERNATIONAL FUND	225,128	255,707
585 shares of AUTOMATIC DATA PROCESSING INC.	29,831	40,283
390 shares of B M C SOFTWARE	15,336	17,601
1860 shares of BANK OF AMERICA CORP	16,858	23,920
76 shares of BLACKROCK INC	13,061	19,521
245 shares of BOEING CO	18,158	25,098
415 shares of CAPITAL ONE FINANCIAL CORP	21,687	26,066
290 shares of CHECK POINT SOFTWARE TECHNOLOGIES LTD	13,099	14,407
1555 shares of CISCO SYSTEMS INC	25,934	37,849
400 shares of CITIGROUP INC	11,856	19,188
195 shares of CITRIX SYSTEMS INC	11,995	11,770
690 shares of COMCAST CORP CL A	19,138	28,808
455 shares of COVIDIEN LTD	22,781	28,592
605 shares of CROWN HOLDINGS INC	21,645	24,884
445 shares of CVS CAREMARK CORP.	18,624	25,445
525 shares of DANAHER CORP	25,535	33,233
305 shares of DIRECTV GROUP	14,956	18,800
485 shares of DOLLAR GENERAL CORP	21,920	24,459
30308 shares of DREYFUS PREMIER EMERGING MARKETS DEBT LOCAL CURREN	436,995	424,617
1145 shares of EMC CORP-MASS	27,643	27,045
22922 shares of EPOCH GLOBAL EQUITY SHAREHOLDER YIELD FUND CLASS I	350,000	399,294
215 shares of EQT CORPORATION	12,158	17,065
674 shares of EXPRESS SCRIPTS HOLDING CO.	32,317	41,613
400 shares of FIDELITY NATIONAL INFORMATION SERVICES INC	11,804	17,136
330 shares of FISERV INC	20,658	28,845

Name of Stock	End of Year Book Value	End of Year Fair Market Value
535 shares of FORD MOTOR COMPANY	5,914	8,276
710 shares of FREEPORT-MCMORAN COPPER GOLD INC.	24,877	19,603
1780 shares of GENERAL ELECTRIC CO	31,358	41,278
41 shares of GOOGLE INC CL A	25,513	36,095
305 shares of JOHNSON JOHNSON	21,048	26,187
760 shares of JP MORGAN CHASE CO	28,241	40,120
710 shares of KINDER MORGAN INC	23,995	27,087
32350 shares of LAZARD EMERGING MARKETS EQUITY INSTL	666,815	578,741
28345 shares of MANAGERS AMG FDS TSQ MC GRW INS	336,919	491,217
255 shares of MCDONALDS CORP	22,293	25,245
615 shares of MERCK CO INC.	22,422	28,567
1255 shares of MICROSOFT CORPORATION	32,879	43,348
350 shares of NETAPP, INC.	12,258	13,223
1245 shares of ORACLE CORP	36,782	38,234
185 shares of PEPSICO INC	12,312	15,131
435 shares of PG E CORP	17,755	19,893
50668 shares of PIMCO COMMODITY REAL RETURN STRATEGY FUND	386,606	280,192
300 shares of PRAXAIR INC.	30,239	34,548
925 shares of QEP RESOURCES INC	28,201	25,697
674 shares of REPUBLIC SVCS INC.	18,696	22,876
50666 shares of RIDGEWORTH FDS SEIX FLOATING RATE HIGH INCOME FUND	450,000	454,477
610 shares of SPECTRA ENERGY CORP-W/I	16,583	21,021
385 shares of STRYKER CORPORATION	19,594	24,902
392 shares of TARGET CORPORATION	22,241	26,993
305 shares of TERADATA CORPORATION	15,823	15,320
510 shares of TJX COMPANIES INC	19,518	25,531
90 shares of UNION PACIFIC	10,404	13,885
390 shares of UNITED TECHNOLOGIES CORP	29,442	36,247
590 shares of UNITEDHEALTH GROUP INC.	28,391	38,633
665 shares of US BANCORP DEL NEW	21,896	24,040

Name of Stock	End of Year Book Value	End of Year Fair Market Value
141 shares of V F CORP	19,120	27,221
120 shares of VISA INC	13,275	21,930
380 shares of WALGREEN CO	12,890	16,796
1030 shares of WELLS FARGO CO.	28,335	42,508
800 shares of WILLIAMS COS	25,311	25,976

TY 2012 Investments - Other Schedule**Name:** Ron and Lisa Brill Charitable Trust**EIN:** 58-6275452**Software ID:** 12000057**Software Version:** 12.19.1011.1

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BAY RESOURCE PARTNERS OFFSHORE FD LTD		350,000	1,234,551
SILVER CREEK LOW VOL STRATEGIES II, LTD		313,326	362,808

TY 2012 Other Expenses Schedule**Name:** Ron and Lisa Brill Charitable Trust**EIN:** 58-6275452**Software ID:** 12000057**Software Version:** 12.19.1011.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	24,753			24,753
K-1 Exp SILVER CREEK LOW VOL STRATEGIES II, LTD	5,349	5,349		

TY 2012 Other Income Schedule**Name:** Ron and Lisa Brill Charitable Trust**EIN:** 58-6275452**Software ID:** 12000057**Software Version:** 12.19.1011.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 Inc/Loss SILVER CREEK LOW VOL STRATEGIES II, LTD	2,575	2,575	

TY 2012 Other Professional Fees Schedule**Name:** Ron and Lisa Brill Charitable Trust**EIN:** 58-6275452**Software ID:** 12000057**Software Version:** 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	22,055	22,055		

TY 2012 Taxes Schedule**Name:** Ron and Lisa Brill Charitable Trust**EIN:** 58-6275452**Software ID:** 12000057**Software Version:** 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Estimated Tax for 2013	3,800			
Foreign Tax Paid	72	72		
IRS Excise Tax Payment with 1st ext 990-PF	2,446			
IRS Excise Tax Payment with 2nd ext 990-PF	2,446			