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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation FRED J. BRUNNER FOUNDATION		A Employer identification number 36-6066471
Number and street (or P O box number if mail is not delivered to street address) 9300 KING AVENUE	Room/suite	B Telephone number (847) 678-3232
City or town, state or province, country, and ZIP or foreign postal code FRANKLIN PARK, IL 60131		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) \$ 40,397,365.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		10.	10.		STATEMENT 1
4 Dividends and interest from securities		877,140.	877,140.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,096,912.			
b Gross sales price for all assets on line 6a 16,035,970.					
7 Capital gain net income (from Part IV, line 2)			1,096,912.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		1,985.	0.		STATEMENT 3
12 Total Add lines 1 through 11		1,976,047.	1,974,062.		
13 Compensation of officers, directors, trustees, etc		26,000.	10,400.		15,600.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		6,000.	1,500.		4,500.
c Other professional fees STMT 5		409,695.	163,878.		245,817.
17 Interest					
18 Taxes STMT 6		24,219.	20,526.		3,693.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		349.	129.		220.
24 Total operating and administrative expenses Add lines 13 through 23		466,263.	196,433.		269,830.
25 Contributions, gifts, grants paid		1,757,226.			1,757,226.
26 Total expenses and disbursements. Add lines 24 and 25		2,223,489.	196,433.		2,027,056.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<247,442.>			
b Net investment income (if negative, enter -0-)			1,777,629.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	20,829.	28,453.	28,453.
	2 Savings and temporary cash investments	955,859.	1,120,339.	1,120,339.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		2,563.	2,563.
	10a Investments - U.S. and state government obligations STMT 8	9,352,448.	9,484,863.	9,495,500.
	b Investments - corporate stock STMT 9	13,322,633.	12,765,881.	17,077,177.
	c Investments - corporate bonds STMT 10	12,325,557.	12,608,414.	12,667,489.
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 11)	8,266.	5,844.	5,844.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	35,985,592.	36,016,357.	40,397,365.	
Liabilities	17 Accounts payable and accrued expenses	80.	278,287.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	80.	278,287.	
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	35,985,512.	35,738,070.	
	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			
30 Total net assets or fund balances	35,985,512.	35,738,070.		
31 Total liabilities and net assets/fund balances	35,985,592.	36,016,357.		

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	35,985,512.
2 Enter amount from Part I, line 27a	2	<247,442.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	35,738,070.
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	35,738,070.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a INVESTMENTS		P	VARIOUS	VARIOUS
b				
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 16,035,970.		14,939,058.	1,096,912.
b			
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			1,096,912.
b			
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	1,096,912.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	2,067,234.	39,247,311.	.052672
2011	2,059,376.	39,941,438.	.051560
2010	1,728,752.	38,992,528.	.044335
2009	1,463,485.	37,448,659.	.039080
2008	1,164,348.	26,017,801.	.044752

2 Total of line 1, column (d)	2	.232399
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	.046480
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	39,668,171.
5 Multiply line 4 by line 3	5	1,843,777.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	17,776.
7 Add lines 5 and 6	7	1,861,553.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	2,027,056.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	17,776.
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	17,776.
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	17,776.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	7,561.	
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	19,731.	
7 Total credits and payments. Add lines 6a through 6d	7	27,292.	
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	9,516.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☒ 4,500. Refunded ☒	11	5,016.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>ROBERT B. WOLF</u> Telephone no. ► <u>847-678-3232</u> Located at ► <u>9300 KING AVENUE, FRANKLIN PARK, IL, FRANKLIN PAR</u> ZIP+4 ► <u>60131</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► _____, _____, _____	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2013 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 2013)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ 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)?

N/A

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?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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?

N/A

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.

(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
FRED M. BRUNNER	PRES/DIRECT			
	5.00	26,000.	0.	0.
ROBERT B. WOLF	SECY/TREAS			
	2.00	0.	0.	0.
PAMELA SCHWEGEL	VP/DIRECTOR			
	10.00	0.	0.	0.
MICHELE CRONIN	DIRECTOR			
	0.00	0.	0.	0.

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

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

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

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

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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	39,511,798.
b	Average of monthly cash balances	1b	760,457.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	40,272,255.
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	40,272,255.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	604,084.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	39,668,171.
6	Minimum investment return. Enter 5% of line 5	6	1,983,409.

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	1,983,409.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	17,776.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	17,776.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,965,633.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,965,633.
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	1,965,633.

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	2,027,056.
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	2,027,056.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	17,776.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,009,280.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,965,633.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			468,487.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 2,027,056.				
a Applied to 2012, but not more than line 2a			468,487.	
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 2013 distributable amount				1,558,569.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				407,064.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 | | X |
| | (2) Other assets | | X |
| | b Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| (6) Performance of services or membership or fundraising solicitations | | X | |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X | |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

5-15-14
Date

TREASURER
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

VINCENT M. GUZALDO

Preparer's signature

Wm. D. Dyer
KIENER

Date _____

05/12/14

Check ☐ self-employed

PTIN

P00360290

Firm's name ► BANSLEY AND KIENER

Firm's EIN ► 36-2152389

Firm's address ► 8475 W. HIGGINS
CHICAGO, IL 60631

Phone no. 312-263-2700

All recipients are public charities and all grants are general and unrestricted

FRED J. BRUNNER FOUNDATION
RETURN OF PRIVATE FOUNDATION
December 31, 2013

Recipients Name and Address	Amount
Charitable Organizations	
Boys Hope Girls Hope Wilmette, IL	6,000
Chicago Lighthouse for the Blind Chicago, IL	10,000
The Children's Clinic Oak Park, IL	15,000
CIE Senior Life Chicago, IL	15,000
Crisis Center of Suburbia Tinley Park, IL	10,000
Fellowship Housing Hoffman Estates, IL	5,000
Fox Valley Hospice Geneva, IL	14,000
Funds for Park Avenue New York, NY	3,500
H.O.M.E. Housing Opportunities for the Elderly Chicago, IL	7,500
House of Good Shepherd Chicago, IL	15,000
The Infant Welfare Society Chicago, IL	10,000
Lamb's Farm Foundation Libertyville, IL	10,000
Little Brothers Friends of the Elderly Chicago, IL	25,000
Little Sisters of the Poor (Palatine) Palatine, IL	15,000
Marillac Social Center Chicago, IL	10,000
Martin Avenue Apartments Naperville, IL	6,500
Mercy Home for Boys and Girls Chicago, IL	20,000
Misericordia Heart of Mercy Chicago, IL	25,000
Mutual Ground Aurora, IL	10,000
NAMI DuPage Wheaton, IL	10,000
National Jewish Research Center New York, NY	35,000

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FRED J. BRUNNER FOUNDATION
RETURN OF PRIVATE FOUNDATION
 December 31, 2013

<u>Recipients Name and Address</u>	<u>Amount</u>
Northside Housing Chicago, IL	3,500
Onward Neighborhood Housing Chicago, IL	5,000
The Night Ministry Chicago, IL	5,000
Southwest Chicago PADS Chicago, IL	5,000
St. Charles Borromeo Church DuBois, IL	5,000
St. Vincent DePaul Center Chicago, IL	15,000
The Peace Corner Chicago, IL	10,000
The Salvation Army Chicago, IL	80,000
WTTW Channel 11 Chicago, IL	7,500
Educational Organizations	
Alliance Francais - Educational Outreach Awards Chicago, IL	25,000
Aspire Westchester, IL	97,000
Aspirtech Highland Park, IL	25,000
Avenues to Independence Park Ridge, IL	20,000
Bartlett Learning Center/Clare Woods Academy Bartlett, IL	25,000
Better Government Association Chicago, IL	15,000
Between Friends Chicago, IL	15,000
Carmel High School Chicago, IL	25,000
Center for Speech & Language Disorders Lombard, IL	5,000
Corazon a Corazon Chicago, IL	7,500
Chicago Jesuit Academy Chicago, IL	25,000
Christ the King Jesuit College Preparatory School Chicago, IL	15,000
Children's Research Triangle Camp - SOAR Chicago, IL	12,000
Colorado School of Mines Golden, CO	10,000

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FRED J. BRUNNER FOUNDATION
RETURN OF PRIVATE FOUNDATION
December 31, 2013

Recipients Name and Address	Amount
Community Counseling Center of Chicago Chicago, IL	5,000
Community Support Services Brookfield, IL	10,000
Cristo Rey Jesuit High School Chicago, IL	10,000
Dutchess Day School Millbrook, NY	30,000
El Hogar Del Nino Chicago, IL	10,000
Elizabeth Ann Seton Program Springfield, IL	5,000
Family Alliance Woodstock, IL	15,000
Franciscan Outreach Association Chicago, IL	15,000
Francis Xavier Wardle Schools Chicago, IL	5,000
Friedman Place Chicago, IL	10,000
Glen Ellyn Children's Resource Center Glen Ellyn, IL	5,000
Hadley School of the Blind Winnetka, IL	25,000
Helping Hand Countryside, IL	10,000
Holy Trinity High School Chicago, IL	15,000
Hoopeston Multi Agency Service Center Hoopeston, IL	10,000
Hope Rural School Indiantown, FL	10,000
Independent Positive Living North Chicago, IL	10,000
Interfaith House Chicago, IL	15,000
The Jones Center Springdale, AR	10,000
Josephum Academy Chicago, IL	5,000
LaCasa Norte Chicago, IL	15,000
Life Styles Fayetteville, AR	185,000
Lincoln Park Zoo Chicago, IL	5,000
Marist High School Chicago, IL	10,000
Marklund of Mill Creek Geneva, IL	10,000

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FRED J. BRUNNER FOUNDATION
RETURN OF PRIVATE FOUNDATION
December 31, 2013

Recipients Name and Address	Amount
Memorial Sloan Kettering Cancer Center New York, NY	10,000
Missouri University of Science Technology Rolla, MO	10,000
Mother McAuley High School Chicago, IL	30,000
Midtown Education Foundation Chicago, IL	7,500
National Lewis University - PACE Program Chicago, IL	15,000
New Moms Chicago, IL	10,000
Northern Illinois Food Bank St. Charles, IL	25,000
Northside Catholic Academy Chicago, IL	20,000
Northwestern Settlement Chicago, IL	10,000
Norwood Life Care Foundation Chicago, IL	5,000
Orchard Village Skokie, IL	10,000
Oskaloosa School for Christian Instruction Oskaloosa, IA	7,500
Our Lady of Mississippi Abbey Dubuque, IA	10,000
Our Lady of Tepeyac High School Chicago, IL	15,000
Pacific Garden Mission Chicago, IL	10,000
Pillars-Constance Morris House LaGrange Park, IL	75,000
Port Ministries Chicago, IL	5,000
Providence Family Services Chicago, IL	8,000
Providence St. Mel School Chicago, IL	15,000
Queen of Peace High School Burbank, IL	15,000
Resurrection College Prep H.S. Chicago, IL	5,000
Roseland Training Center Chicago, IL	15,000
St. Augustine College Chicago, IL	5,000

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FRED J. BRUNNER FOUNDATION
RETURN OF PRIVATE FOUNDATION
December 31, 2013

Recipients Name and Address	Amount
St. Ignatius College Prep Chicago, IL	25,000
St. Joseph High School Westchester, IL	5,000
St. Joseph Services Chicago, IL	10,000
St. Malachy School Chicago, IL	30,000
St. Martin de Porres High School Waukegan, IL	30,000
St. Martin de Porres House of Hope Chicago, IL	10,000
St. Patrick High School Chicago, IL	25,000
St. Xavier University Chicago, IL	5,000
San Miguel School - The Christian Brothers Burr Ridge, IL	20,000
Sister House Chicago, IL	10,000
South Dakota School of Mines Black Hawk, SD	10,000
Southwest Community Services, Inc. Tinley Park, IL	10,000
Union League Boys & Girls Clubs Chicago, IL	3,000
West Suburban Association for the Retarded Lombard, IL	5,000
Wings Palatine, IL	10,000
Religious Organizations	
Catholic Charities of the Archdiocese of Chicago Chicago, IL	10,000
Elim Christian Services Palos Heights, IL	10,000
Glad Tidings Assembly of God Church Springdale, AR	1,226

TOTAL GRANTS & CONTRIBUTIONS PAID DURING 2013

1,757,226

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
NORTHERN TRUST BANK ACCOUNT	10.	10.	
TOTAL TO PART I, LINE 3	10.	10.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NORTHERN TRUST INVESTMENTS	877,140.	0.	877,140.	877,140.	
TO PART I, LINE 4	877,140.	0.	877,140.	877,140.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	1,985.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,985.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	6,000.	1,500.		4,500.
TO FORM 990-PF, PG 1, LN 16B	6,000.	1,500.		4,500.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES-PAID TO BRUNNER AND LAY INC., A RELATED ENTITY	30,753.	12,301.		18,452.
INVESTMENT MANAGEMENT FEES	239,537.	95,815.		143,722.
OTHER CONTRACTED SERVICES	90,000.	36,000.		54,000.
MANAGEMENT ACCOUNT FEE	49,405.	19,762.		29,643.
TO FORM 990-PF, PG 1, LN 16C	409,695.	163,878.		245,817.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX ON INVESTMENT INCOME	2,500.	0.		2,500.
PAYROLL TAXES	1,988.	795.		1,193.
FOREIGN TAXES PAID	19,731.	19,731.		0.
TO FORM 990-PF, PG 1, LN 18	24,219.	20,526.		3,693.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ILLINOIS CHARTIES BUREAU	15.	0.		15.
ILLINOIS ANNUAL FILING FEE	10.	0.		10.
OFFICE EXPENSES	324.	129.		195.
TO FORM 990-PF, PG 1, LN 23	349.	129.		220.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
	X		9,484,863.	9,495,500.
TOTAL U.S. GOVERNMENT OBLIGATIONS			9,484,863.	9,495,500.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			9,484,863.	9,495,500.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	12,765,881.	17,077,177.
TOTAL TO FORM 990-PF, PART II, LINE 10B	12,765,881.	17,077,177.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	12,608,414.	12,667,489.
TOTAL TO FORM 990-PF, PART II, LINE 10C	12,608,414.	12,667,489.

FORM 990-PF	OTHER ASSETS	STATEMENT	11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST PURCHASED	4,512.	1,945.	1,945.
ACCRUED INTEREST	3,754.	3,570.	3,570.
ACCOUNTS RECEIVABLE	0.	329.	329.
TO FORM 990-PF, PART II, LINE 15	8,266.	5,844.	5,844.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT 12
	PART XV, LINES 2A THROUGH 2D	

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

PAMELA BRUNNER SCHWEGEL, VICE PRESIDENT
9300 KING AVENUE
FRANKLIN PARK, IL 60131

TELEPHONE NUMBER

(847)678-3232

FORM AND CONTENT OF APPLICATIONS

APPLICATION SHOULD BE SUBMITTED IN ANY FORM DESIRED BY THE APPLICANT WHICH CLEARLY STATES THE CHARACTER OF THE APPLICANT AND THE PURPOSE OF THE GRANT REQUESTED. ADDITIONALLY, THE ORGANIZATION MUST PROVIDE AN AFFIDAVIT THAT THE ORGANIZATION QUALIFIES AS A NON-PRIVATE FOUNDATION. A PHOTOCOPY OF THE MOST RECENT IRS DETERMINATION LETTER AND CURRENT FINANCIAL STATEMENTS MUST ALSO BE SUBMITTED.

ANY SUBMISSION DEADLINES

SUBMISSION DEADLINE IS AUGUST 1 OF ANY CALENDAR YEAR.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THERE ARE NO RESTRICTIONS OR LIMITATIONS ON AWARDS. HOWEVER, THE FOUNDATION MAKES GRANTS ONLY TO TAX-EXEMPT, CHARITABLE ORGANIZATIONS PRIMARILY IN THE FIELDS OF HEALTH AND EDUCATION.