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

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ 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 , 2013, and ending , 20

Name of foundation THE BROOKBY FOUNDATION	A Employer identification number 38-3202330
Number and street (or P O box number if mail is not delivered to street address) 10936 N. PORT WASHINGTON ROAD — Room/suite 181	B Telephone number (see instructions) (262) 478-0629
City or town, state or province, country, and ZIP or foreign postal code MEQUON, WI 53092	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)* ▶ $ 37,825,155.

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)	25,845,463.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	493,933.	493,933.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	229,611.			
	b Gross sales price for all assets on line 6a 229,611.				
	7 Capital gain net income (from Part IV, line 2)		363,344.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 2	8,857.			
	12 **Total.** Add lines 1 through 11	26,577,864.	892,345.	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages	38,353.			38,353.
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 3	5,315.			5,315.
	b Accounting fees (attach schedule) ATCH 4	9,045.	4,523.		4,522.
	c Other professional fees (attach schedule) *	9,442.	9,442.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 6	2,600.	447.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	303.			303.
	21 Travel, conferences, and meetings	6,817.			6,817.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	13,379.	26,858.		13,339.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	85,254.	41,270.		68,649.
	25 Contributions, gifts, grants paid	936,822.			936,822.
	26 Total expenses and disbursements Add lines 24 and 25	1,022,076.	41,270.	0	1,005,471.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	25,555,788.			
	b **Net investment income** (if negative, enter -0-)		851,075.		
	c **Adjusted net income** (if negative, enter -0-)			0	

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13

Part II Balance Sheets

	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		6,439.	6,439.
	2 Savings and temporary cash investments	1,082,921.	3,471,918.	3,471,918.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see 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			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 8	3,312,592.	20,701,768.	23,593,283.
	c Investments - corporate bonds (attach schedule) ATCH 9	2,332,088.	6,066,232.	6,002,364.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 10	2,368,191.	4,414,886.	4,751,151.
	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)	9,095,792.	34,661,243.	37,825,155.
Liabilities	17 Accounts payable and accrued expenses		620.	
	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	620.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	9,095,792.	34,660,623.	
	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** (see instructions)	9,095,792.	34,660,623.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	9,095,792.	34,661,243.	

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	9,095,792.
2 Enter amount from Part I, line 27a	2	25,555,788.
3 Other increases not included in line 2 (itemize) ▶ ATCH 11	3	9,043.
4 Add lines 1, 2, and 3	4	34,660,623.
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	34,660,623.

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	SEE PART IV SCHEDULE			
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				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
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	363,344.
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	0

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	268,382.	4,883,291.	0.054959
2011	396,220.	3,563,412.	0.111191
2010	179,636.	3,471,156.	0.051751
2009	265,420.	3,672,771.	0.072267
2008	248,710.	3,555,552.	0.069950

2	Total of line 1, column (d)	2	0.360118
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.072024
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	22,129,657.
5	Multiply line 4 by line 3	5	1,593,866.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,511.
7	Add lines 5 and 6	7	1,602,377.
8	Enter qualifying distributions from Part XII, line 4	8	1,005,471.

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 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	17,022.
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	17,022.
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	17,022.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 1,558.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 16,000.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	17,558.
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	536.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 536. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		
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		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
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		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?	6	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*	7	X	
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	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ NICOLE LIGHTWINE Telephone no ▶ 262-478-0629
Located at ▶ 10936 N. PORT WASHINGTON RD. #181 MEQUON, WI ZIP+4 ▶ 53092

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

			Yes	No
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?	16		X
	See the 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ No If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	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)*	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)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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? **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
ATCH 12		0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
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	16,556,992.
b	Average of monthly cash balances	1b	3,455,391.
c	Fair market value of all other assets (see instructions)	1c	2,454,274.
d	**Total** (add lines 1a, b, and c)	1d	22,466,657.
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	22,466,657.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	337,000.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	22,129,657.
6	**Minimum investment return.** Enter 5% of line 5	6	1,106,483.

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	1,106,483.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	17,022.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	17,022.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,089,461.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,089,461.
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	1,089,461.

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	1,005,471.
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	1,005,471.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,005,471.

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					1,089,461.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only					
b Total for prior years 20 11 ,20 10 ,20 09					
3 Excess distributions carryover, if any, to 2013					
a From 2008	70,932.				
b From 2009	82,555.				
c From 2010	8,389.				
d From 2011	220,247.				
e From 2012	26,096.				
f Total of lines 3a through e		408,219.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,005,471.					
a Applied to 2012, 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 2013 distributable amount					1,005,471.
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)		83,990.			83,990.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		324,229.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					
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 2008 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		324,229.			
10 Analysis of line 9					
a Excess from 2009	69,497.				
b Excess from 2010	8,389.				
c Excess from 2011	220,247.				
d Excess from 2012	26,096.				
e Excess from 2013					

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

EDITH BLODGETT (DECEASED)

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

N/A

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

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

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

ATCH 13

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

SEE ATTACHED APPLICATION

c Any submission deadlines

SPRING (BEFORE 3/31);SUMMER(BEFORE 6/30); WINTER (BEFORE 9/30)

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ATCH 14				
Total . . . . . . ▶ 3a				936,822.
b Approved for future payment				
Total . . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	493,933.	
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	229,611.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a OTHER INCOME			01	8,857.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				732,401.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 732,401.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

Paul C. Mulerny 11/3/14 TREASURER

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KRISTIN FICKER	Kristin Ficker 2014.10.24 12:48:13 -07'00'			P01254056

Firm's name ▶ CROWE HORWATH LLP — Firm's EIN ▶ 35-0921680

Firm's address ▶ 55 CAMPAU AVE NW SUITE 500 GRAND RAPIDS, MI 49503-2642 — Phone no 616-774-0774

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

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2013

Name of the organization
THE BROOKBY FOUNDATION

Employer identification number
38-3202330

Organization type (check one)

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization THE BROOKBY FOUNDATION

Employer identification number 38-3202330

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	FERRIS GREENEY FAMILY FOUNDATION PO BOX 803878 CHICAGO, IL 60680	$ 18,377.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
2	CLAT ANNUITY PO BOX 803878 CHICAGO, IL 60680	$ 1,205,936.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
3	ESTATE OF EDITH BLODGETT PO BOX 803878 CHICAGO, IL 60680	$ 24,621,150.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization THE BROOKBY FOUNDATION

Employer identification number 38-3202330

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

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

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

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

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

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

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

Name of organization THE BROOKBY FOUNDATION

Employer identification number 38-3202330

Part III ***Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INTEREST INCOME	127,938.	127,938.	
DIVIDEND INCOME	365,995.	365,995.	
TOTAL	493,933.	493,933.	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
MI-CAL MISCELLANEOUS INCOME		30,023.	
BG LP MISCELLANEOUS INCOME	8,857.	5,045.	
TOTALS	8,857.	35,068.	

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES		5,315.			5,315.
	TOTALS	5,315.			5,315.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	9,045.	4,523.		4,522.
TOTALS	9,045.	4,523.		4,522.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INVESTMENT FEES	9,442.	9,442.		
TOTALS	9,442.	9,442.		

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
MICH-CAL FOREIGN TAXES		441.		
NORTHERN TRUST FOREIGN TAXES		5.		
BG FOREIGN TAXES		1.		
FEDERAL TAXES	2,600.			
TOTALS	2,600.	447.		

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
EQUIPMENT	6,070.			6,070.
COMPUTER SUPPLIES	184.			184.
DESIGN FEES	1,161.			1,161.
MEMBERSHIPS	3,700.			3,700.
MICH-CAL INVESTMENT INTEREST		735.		
MICH-CAL PORTFOLIO DEDUCTIONS		24,928.		
FEES	40.	40.		
OFFICE EXPENSES	1,903.			1,903.
INSURANCE	321.			321.
BG INVESTMENT INTEREST		6.		
BG PORTFOLIO DEDUCTIONS		1,149.		
TOTALS	13,379.	26,858.		13,339.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
REAL ESTATE INTEREST	274,428.	1,724,428.	1,693,302.
SECURITIES	3,038,164.	18,977,340.	21,899,981.
TOTALS	3,312,592.	20,701,768.	23,593,283.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
OTHER BONDS	61,832.	211,706.	209,893.
CORPORATE BONDS	2,270,256.	5,854,526.	5,792,471.
TOTALS	2,332,088.	6,066,232.	6,002,364.

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MICH-CAL INVESTMENTS L.P.	1,813,741.	1,768,741.	2,144,268.
COMMODITITES	250,293.	2,336,630.	2,296,877.
BGLP PARTNERSHIP INTEREST	304,157.	309,515.	310,006.
TOTALS	2,368,191.	4,414,886.	4,751,151.

ATTACHMENT 11

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
UNREALIZED GAIN		9,043.
	TOTAL	9,043.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
PAUL GREENEY 10936 N. PORT WASHINGTON ROAD 181 MEQUON, WI 53092	VICE PRESIDENT/TREASURER 10.00	0	0	0
WENDY GREENEY 10936 N. PORT WASHINGTON ROAD 181 MEQUON, WI 53092	PRESIDENT/SECRETARY 1.00	0	0	0
DANIEL GREENEY 10936 N. PORT WASHINGTON ROAD 181 MEQUON, WI 53092	BOARD TRUSTEE 1.00	0	0	0
JONATHAN GREENEY 10936 N. PORT WASHINGTON ROAD 181 MEQUON, WI 53092	BOARD TRUSTEE 1.00	0	0	0
	GRAND TOTALS	0	0	0

ATTACHMENT 13

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

THE BROOKBY FOUNDATION
10936 N PORT WASHINGTON ROAD, #181
MEQUON, WI 53092

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
3RD ANGLE ENSEMBLE PO BOX 28225 PORTLAND, OR 97228	N/A PC	GENERAL OPERATING SUPPORT	5,000
ALLIANCE FOR THE GREAT LAKES 17 N. STATE STREET SUITE 1390 CHICAGO, IL 60602	N/A PC	GENERAL OPERATING SUPPORT	25,000
ALZHEIMERS DISEASE RESEARCH 22512 GATEWAY CENTER DRIVE CLARKSBURG, MD 20871	N/A PC	GENERAL OPERATING SUPPORT	100
AMERICAN FRIENDS SERVICE 1501 CHERRY ST PHILADELPHIA, PA 19102	N/A PC	GENERAL OPERATING SUPPORT	200
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVE DALLAS, TX 75231	N/A PC	GENERAL OPERATING SUPPORT	100.
AMERICAN RED CROSS GREATER GRAND RAPIDS 1050 FULLER AVE NE GRAND RAPIDS, MI 49503	N/A PC	EBLF- DISASTER SERVICES	15,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN RED CROSS OF WISCONSIN 2600 W WISCONSIN AVE. MILWAUKEE, WI 53233	N/A PC	GENERAL OPERATING SUPPORT	200.
ARBOR DAY FOUNDATION 211 N 12TH STREET LINCOLN, NE 68508	N/A PC	GENERAL OPERATING SUPPORT	100
ARTHRITIS NATIONAL RESEARCH FOUNDATION 200 OCEANGATE, SUITE 830 LONG BEACH, CA 90802	N/A PC	GENERAL OPERATING SUPPORT	100
ASPCA 424 E. 92ND STREET NEW YORK, NY 10128	N/A PC	GENERAL OPERATING SUPPORT	100
ASSOCIATION OF SMALL FOUNDATIONS 1720 N STREET NW WASHINGTON, DC 20036	N/A PC	GENERAL OPERATING SUPPORT	500
BELOIT FUND 700 COLLEGE STREET BELOIT, WI 53511	N/A PC	GENERAL OPERATING SUPPORT	500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON RD KANAB, UT 84741	N/A PC	GENERAL OPERATING SUPPORT	100
BIRCH CREEK MUSIC PERFORMANCE CENTER PO BOX 230 EGG HARBOR, WI 54209	N/A PC	GENERAL OPERATING SUPPORT	200.
BLUE LAKE FINE ARTS CAMP 300 E CRYSTAL LAKE RD TWIN LAKE, MI 49457	N/A PC	EBLF- GR SYMPHONY CONCERT	14,000
CAMP BLODGETT 1545 BUCHANAN AVE. SW GRAND RAPIDS, MI 49507	N/A PC	EBLF- KITCHEN EQUIPMENT	11,000
CENTER FOR SCIENCE IN THE PUBLIC INTEREST DEPT DC PO BOX 96611 WASHINGTON, DC 20077	N/A PC	GENERAL OPERATING SUPPORT	100
CLEAN WISCONSIN 634 W MAIN STREET SUITE 300 MADISON, WI 53703	N/A PC	GENERAL OPERATING SUPPORT	250

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COLLEGE POSSIBLE 1555 N RIVERCENTER DRIVE, SUITE 211 MILWAUKEE, WI 53212	N/A PC	GENERAL OPERATING SUPPORT	200
DA BLODGETT-ST JOHNS 2355 KNAPP ST NE GRAND RAPIDS, MI 49505	N/A PC	EBLF- BIG BROTHERS BIG SISTERS MENTORING PROGRAM	25,000.
DOOR COUNTY LAND TRUST PO BOX 65 STURGEON BAY, WI 54235	N/A PC	SIGNAGE & KIOSKS	25,000.
ELEPHANT SANCTUARY 183 BUCK HOLLOW ROAD HOHENWALD, TN 38462	N/A PC	GENERAL OPERATING SUPPORT	200.
ENVIRONMENTAL DEFENSE FUND 257 PARK AVE SOUTH NEW YORK, NY 10010	N/A PC	GENERAL OPERATING SUPPORT	200
ESPERANCA 1911 WEST EARLL DRIVE PHOENIX, AZ 85015	N/A PC	GENERAL OPERATING SUPPORT	100

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FEEDING AMERICA EASTERN WI 1700 W FOND DU LAC AVE MILWAUKEE, WI 53205	N/A PC	GENERAL OPERATING SUPPORT	500.
FINCA INTERNATIONAL 1101 14TH STREET, NW, 11TH FLOOR WASHINGTON, DC 20005	N/A PC	GENERAL OPERATING SUPPORT	100.
FLORIDA KEYS LAND & SEA TRUST 5550 OVERSEAS HIGHWAY MARATHON, FL 33050	N/A PC	GENERAL OPERATING SUPPORT	500.
FRESHWATER FUTURE PO BOX 2479 PETOSKEY, MI 49770	N/A PC	GENERAL OPERATING SUPPORT	100
FRIENDS OF THE KAL-HAVEN TRAIL P O BOX 156 LAWRENCE, MI 49064	N/A PC	GENERAL OPERATING SUPPORT	200
GENTLE GIANTS DRAFT HORSE RESCUE PO BOX 5058 HAGERSTOWN, MD 21741	N/A PC	GENERAL OPERATING SUPPORT	100

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GLAUCOMA RESEARCH FOUNDATION 251 POST STREET, STE 600 SAN FRANCISCO, CA 94108	N/A PC	GENERAL OPERATING SUPPORT	100
GRAND RAPIDS ART MUSEUM 101 MONROE CENTER STREET NW GRAND RAPIDS, MI 49503	N/A PC	EBLF- SUNDAY CLASSICAL SERIES	20,000
GRAND RAPIDS BALLET 341 ELLSWORTH AVENUE SW GRAND RAPIDS, MI 49503	N/A PC	EBLF- MUSICAL SPONSORSHIP & NUTCRACKER SET	75,000.
GRAND RAPIDS SYMPHONY 300 OTTAWA NW, SUITE 100 GRAND RAPIDS, MI 49503	N/A PC	EBLF- PERCUSSION CHAIR AND ANNUAL FUND	75,000
GROWING POWER 5500 W SILVER SPRING DRIVE MILWAUKEE, WI 53218	N/A PC	GENERAL OPERATING SUPPORT	500.
HABITAT FOR HUMANITY 121 HABITAT ST. AMERICUS, GA 31709-3498	N/A PC	GENERAL OPERATING SUPPORT	200

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HEIFER INTERNATIONAL PO BOX 6021 ALBERT LEA, MN 56007-9827	N/A PC	GENERAL OPERATING SUPPORT	500.
HOMES FOR OUR TROOPS 6 MAIN STREET TAUNTON, MA 02780	N/A PC	GENERAL OPERATING SUPPORT	200.
HORIZON HOME CARE HOSPICE 8949 NORTH DEERBROOK TRAIL MILWAUKEE, WI 53223	N/A PC	GENERAL OPERATING SUPPORT	200.
HOSPICE OF MICHIGAN 989 SPAULDING SE ADA, MI 49301	N/A PC	EBLF- SECOND DEGREE NURSING PROGRAM	20,000
HUMAN RIGHTS WATCH 350 FIFTH AVENUE, 34TH FLOOR NEW YORK, NY 10118	N/A PC	GENERAL OPERATING SUPPORT	100.
HUNGER TASK FORCE, INC 201 S HAWLEY COURT MILWAUKEE, WI 53214	N/A PC	GENERAL OPERATING SUPPORT	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ICEBREAKER MACKINAW MARITIME MUSEUM, INC PO BOX 39, 131 HURON AVE MACKINAW CITY, MI 49701	N/A PC	HEADS PROJECT	6,000.
INTERLOCHEN CENTER FOR ARTS PO BOX 199 INTERLOCHEN, MI 49643	N/A PC	EBLF- INTERLOCHEN ARTS SCHOLARSHIPS	5,000.
INTERNATIONAL CRANE FOUNDATION P O. BOX 447 BARABOO, WI 53913	N/A PC	GENERAL OPERATING SUPPORT	200.
INTERNATIONAL MEDICAL CORPS 1919 SANTA MONICA BLVD SUITE 400 SANTA MONICA, CA 90404	N/A PC	GENERAL OPERATING SUPPORT	100
INTERNATIONAL PLANNED PARENTHOOD FEDERATION 120 WALL STREET, 9TH FLOOR NEW YORK, NY 10005	N/A PC	GENERAL OPERATING SUPPORT	200.
INTERNATIONAL RESCUE COMMITTEE 122 EAST 42ND STREET NEW YORK, NY 10168	N/A PC	GENERAL OPERATING SUPPORT	200.

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LUPUS FOUNDATION OF AMERICA 2000 L STREET NW , SUITE 410 WASHINGTON, DC 20036	N/A PC	GENERAL OPERATING SUPPORT	100.
MAYFLOWER CONGREGATIONAL CHURCH 2345 ROBINSON RD SE GRAND RAPIDS, MI 49506	N/A PC	EBLF- GR SYMPHONY FOR CHRISTMAS CONTATA	3,400
MEQUON NATURE PRESERVE 8200 W. COUNTY LINE ROAD MEQUON, WI 53097	N/A PC	HIDDEN WETLAND PROJECT	20,289
METRO ARTS INC 0240 SW CANBY STREET PORTLAND, OR 97219	N/A PC	YOUNG ARTISTS DEBUT	5,000.
MILWAUKEE CHAMBER THEATRE 158 N. BROADWAY MILWAUKEE, WI 53202	N/A PC	GENERAL OPERATING SUPPORT	200.
MILWAUKEE HABITAT FOR HUMANITY 3726 NORTH BOOTH STREET MILWAUKEE, WI 53212	N/A PC	GENERAL OPERATING SUPPORT	200

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MILWAUKEE REPERTORY THEATER 108 E WELLS ST MILWAUKEE, WI 53202	N/A PC	GENERAL OPERATING SUPPORT	200.
MILWAUKEE RESCUE MISSION 830 N 19TH STREET MILWAUKEE, WI 53233	N/A PC	GENERAL OPERATING SUPPORT	500
MILWAUKEE SYMPHONY ORCHESTRA 1101 N MARKET STREET, STE 100 MILWAUKEE, WI 53202	N/A PC	GENERAL OPERATING SUPPORT	5,000
NATIONAL AUDUBON SOCIETY 225 VARICK STREET, 7TH FLOOR NEW YORK, NY 10014	N/A PC	GENERAL OPERATING SUPPORT	150
NATIONAL LUNG CANCER PARTNERSHIP 1 POINT PLACE, SUITE 200 MADISON, WI 53719	N/A PC	GENERAL OPERATING SUPPORT	300.
NATIONAL PARKS CONSERVATION ASSOC 777 6TH STREET, NW, SUITE 700 WASHINGTON, DC 20001-3723	N/A PC	GENERAL OPERATING SUPPORT	250

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATIONAL PARKS CONSERVATION ASSOCIATION 8 SOUTH MICHIGAN AVE SUITE 2900 CHICAGO, IL 60603	N/A PC	HOW CONFERENCE SCHOLARSHIPS	10,000
NATURAL RESOURCES DEFENCE COUNCIIL 40 WEST 20TH STREET NEW YORK, NY 10011	N/A PC	GENERAL OPERATING SUPPORT	100.
NATURAL RESOURCES FOUNDATION OF WISCONSIN 116 KING ST MADISON, WI 53703	N/A PC	GENERAL OPERATING SUPPORT	500
NEU LIFE COMMUNITY RESOURCE CENTER 2014 W NORTH AVE MILWAUKEE, WI 53206	N/A PC	GENERAL OPERATING SUPPORT	150.
NOTHING BUT NETS PO BOX 96539 WASHINGTON, DC 20077	N/A PC	GENERAL OPERATING SUPPORT	200
NPH USA (FORMERLY FRIENDS OF THE ORPHANS) 134 NORTH LA SALLE STREET CHICAGO, IL 60602-1036	N/A PC	GENERAL OPERATING SUPPORT	200.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OCEAN CONSERVANCY 1300 19TH STREET, NW WASHINGTON, DC 20036	N/A PC	GENERAL OPERATING SUPPORT	200.
OPERA GRAND RAPIDS 1320 EAST FULTON GRAND RAPIDS, MI 49503	N/A PC	EBLF- MADAMA BUTTERFLY	6,000
OPERATION SMILE 6435 TIDEWATER DRIVE NORFOLK, VA 23509	N/A PC	GENERAL OPERATING SUPPORT	200
ORBIS SIGHTFLIGHT 520 8TH AVENUE, 11TH FLOOR NEW YORK, NY 10018	N/A PC	GENERAL OPERATING SUPPORT	400
OREGON PUBLIC BROADCASTING 7140 SW MADADAM AVE PORTLAND, OR 97219	N/A PC	GENERAL OPERATING SUPPORT	400
OREGON SYMPHONY 921 SW WASHINGTON, STE 200 PORTLAND, OR 97205	N/A PC	GENERAL SUPPORT/EDUCATION/CHALLENGE GRANT	260,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OXFAM AMERICA 226 CAUSEWAY STREET, 5TH FLOOR BOSTON, MA 02114	N/A PC	GENERAL OPERATING SUPPORT	200
OZAUKEE COUNTY PLANNING & PARKS DEPARTMENT 121 W MAIN STREET, PO BOX 994 PORT WASHINGTON, WI 53074	N/A PC	VIRMOND PARK INVASIVE SPECIES	7,500.
OZAUKEE WASHINGTON LAND TRUST PO BOX 917 WEST BEND, WI 53095	N/A PC	PARTNERS IN PRESERVATION	1,000.
PACIFIC INSTITUTE 654 13TH ST., PRESERVATION PARK OAKLAND, CA 94612	N/A PC	CIRCLE OF BLUE	1,000.
PEABODY INSTITUTE OF THE JOHNS HOPKINS UNIVERSITY 1 EAST MOUNT VERNON PLACE BALTIMORE, MD 49519	N/A PC	PERCUSSION PROGRAM & SCHOLARSHIPS	60,000
PHEONIX SOCIETY 1835 RW BERENDS DR SW GRAND RAPIDS, MI 49519	N/A PC	EBLF- WORLD BURN CONGRESS	6,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PLANNED PARENTHOOD FEDERATION OF AMERICA 434 W. 33RD STREET NEW YORK, NY 10001	N/A PC	GENERAL OPERATING SUPPORT	500.
PLANNED PARENTHOOD OF WISCONSIN, INC. 3020 N. JACKSON STREET MILWAUKEE, WI 53202	N/A PC	GENERAL OPERATING SUPPORT	500.
PROJECT HOPE 255 CARTER HALL LANE MILLWOOD, VA 22646	N/A PC	GENERAL OPERATING SUPPORT	100.
SALVATION ARMY 4747 W. BRADLEY RD MILWAUKEE, WI 53223	N/A PC	GENERAL OPERATING SUPPORT	500
SAVE THE CHILDREN 54 WILTON ROAD WESTPORT, CT 06880	N/A PC	GENERAL OPERATING SUPPORT	500.
SESAME WORKSHOP 1 LINCOLN PLAZA NEW YORK, NY 10023	N/A PC	GENERAL OPERATING SUPPORT	100.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SMITHSONIAN INSTITUTION PO BOX 9016 PITTSFIELD, MA 01202	N/A PC	GENERAL OPERATING SUPPORT	100
SO PERCUSSION INC 233 NORMAN AVE #309 BROOKLYN, NY 11222	N/A PC	SUMMER INSTITUTE	8,000
SOJOURNER FAMILY PEACE CENTER P O. BOX 080319 MILWAUKEE, WI 53208	N/A PC	GENERAL OPERATING SUPPORT	200
SOUTH FLORIDA NATIONAL PARKS TRUST 1390 SOUTH DIXIE HIGHWAY #2203 CORAL GABLES, FL 33146	N/A PC	GENERAL OPERATING SUPPORT	500.
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVE MONTGOMERY, AL 36104	N/A PC	GENERAL OPERATING SUPPORT	500.
ST. JUDE CHILDREN'S HOSPITAL 501 ST JUDE PLACE MEMPHIS, TN 38105	N/A PC	GENERAL OPERATING SUPPORT	100

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
STROUD WATER RESEARCH CENTER 970 SPENCER ROAD AVONDALE, PA 19311	N/A PC	"GETTING THE WATER RIGHT" CAMPAIGN	25,000
TART TRAILS, INC PO BOX 252 TRAVERSE CITY, MI 49685	N/A PC	GENERAL OPERATING SUPPORT	1,000.
TECHNO SERVE 1 MECHANIC STREET NORWALK, CT 06850	N/A PC	GENERAL OPERATING SUPPORT	200.
THE CARTER CENTER 1 COPENHILL, 453 FREEDOM PKWY ATLANTA, GA 30307	N/A PC	GENERAL OPERATING SUPPORT	200.
THE INTERNATIONAL SCHOOL 025 SW SHERMAN STREET PORTLAND, OR 97201	N/A PC	GENERAL OPERATING SUPPORT	500
THE JANE GOODALL INSTITUTE 1595 SPRING HILL ROAD SUITE 550 VIENNA, VA 22182	N/A PC	GENERAL OPERATING SUPPORT	100

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE MICHAEL J FOX FOUNDATION FOR PARKINSON'S RESE P.O BOX 4777 NEW YORK, NY 10163	N/A PC	GENERAL OPERATING SUPPORT	200
THE NATURE CONSERVANCY (MI PROGRAM) 101 E GRAND RIVER AVE LANSING, MI 48906	N/A PC	PAW PAW WATERSHED	5,000.
THE RIDGES SANCTUARY PO BOX 152 BAILEY'S HARBOR, WI 54202	N/A PC	EDUCATION & RESEARCH GUIDE	5,000.
THE WATERSHED CENTER OF GRAND TRAVERSE BAY 13272 S WEST BAY SHORE DR TRAVERSE CITY, MI 49684	N/A PC	KIDS CREEK, TREE PLANTING	1,000
UNITED PERFORMING ARTS FUND 929 N WATER STREET MILWAUKEE, WI 53202	N/A PC	GENERAL OPERATING SUPPORT	300
URBAN ECOLOGY CENTER 1500 E. PARK PLACE MILWAUKEE, WI 53211	N/A PC	ROTARY ARBORETUM AND LAND ACQUISITION	103,333.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VISION FORWARD 912 HAWLEY ROAD MILWAUKEE, WI 53213	N/A PC	MUSIC THERAPY	5,400.
VOLUNTEERS OF AMERICA OF WISCONSIN 1661 NORTH WATER STREET, SUITE 401 MILWAUKEE, WI 53202	N/A PC	GENERAL OPERATING SUPPORT	200
WEST MICHIGAN YOUTH BALLET 7475 ALASKA RIDGE, ALTO, MI 49302 , P.O BOX 725 ADA, MI 49301	N/A PC	EBLF-GENERAL SUPPORT	2,000.
WGBH LEADERSHIP CIRCLE ONE GUEST STREET BOSTON, MA 02135	N/A PC	GENERAL OPERATING SUPPORT	100.
WISCONSIN HUMANE SOCIETY OZAUKEE CAMPUS 630 W DEKORA STREET SAUKVILLE, WI 53080	N/A PC	GENERAL OPERATING SUPPORT	500
WISCONSIN LEAGUE OF CONSERVATION VOTERS INSTITUTE 133 S BUTLER STREET, #320 MADISON, WI 53703	N/A PC	GENERAL OPERATING SUPPORT	30,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WORLD WILDLIFE FUND 1250 24TH STREET NW WASHINGTON, DC 20037	N/A PC	GENERAL OPERATING SUPPORT	100
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD, SUITE 300 JACKSONVILLE, FL 32256	N/A PC	GENERAL OPERATING SUPPORT	200.
WUWM 111 E WISCONSIN AVE SUITE 700 MILWAUKEE, WI 53202	N/A PC	ENVIRONMENTAL PRODUCER	15,500
YWCA WEST CENTRAL MICHIGAN 25 SHELDON BOULEVARD SE GRAND RAPIDS, MI 49503	N/A PC	EBLF- NURSE EXAMINER PROGRAM	5,000
VARIOUS ORGANIZATIONS	N/A PC	GENERAL OPERATING SUPPORT	1,500
		TOTAL CONTRIBUTIONS PAID	936,822

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949*.

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return: THE BROOKBY FOUNDATION

Social security number or taxpayer identification number: 38-3202330

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

[X] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[ ] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
MICH-CAL SHORT TERM			25,177.				25,177.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			25,177.				25,177.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949*

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return: THE BROOKBY FOUNDATION

Social security number or taxpayer identification number: 38-3202330

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a, you are not required to report these transactions on Form 8949 (see instructions)

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

[ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
BG SHORT TERM				61.			-61.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶				61			-61.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
THE BROOKBY FOUNDATION	38-3202330

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
NORTHERN TRUST			229,611.				229,611.
MICH-CAL LONG TERM			108,419.				108,419.
BG LONG TERM			198.				198.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			338,228.				338,228.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

JSA
3X2616 2 000

The Brookby Foundation Grant Request Process

The Brookby Foundation mission is to promote community well being, primarily by supporting endeavors that advance artistic and scientific literacy, with a special interest in those that protect or improve the environment.

Our Board of Trustees will review grant requests three (3) times each year. All grant requests shall be initiated with a Letter of Inquiry (LOI). The LOI should include a brief description of organization and program/project (with timeline), requested amount and Employer Identification Number (EIN). A review of the LOI will determine if the request aligns with our grantmaking strategies.

LOI's should be submitted by the dates below, in accordance with our grant cycle. Applicants seeking support for a former Blodgett Foundation grantee, please note the Edith Blodgett Legacy Fund requests are only reviewed once in spring. All other requests are reviewed during summer and winter cycles.

Applicants may request funding once per calendar year. Applicants will receive a response to LOI within two weeks. If the Board approves LOI, a full application with supporting documents will be required by deadline below. Applicants will be notified if any additional information is required prior to review meeting.

Spring Review *Edith Blodgett Legacy Fund*	February 15th	LOI deadline for Edith Blodgett Legacy Fund only
	April 1st	Grant Application deadline
	April/May	Edith Blodgett Legacy Fund review
	May	Notification and/or award sent
Summer Review	May 15th	LOI deadline for The Brookby Foundation
	July 1st	Grant Application deadline
	July/August	The Brookby Foundation review
	August	Notification and/or award sent
Winter Review	September 15th	LOI deadline for The Brookby Foundation
	November 1st	Grant Application deadline
	December	The Brookby Foundation review
	January	Notification and/or award sent

All materials should be submitted to:
The Brookby Foundation
10936 N. Port Washington Rd. #181
Mequon, WI 53092
or info@brookbyfoundation.org

All inquiries should be directed to: Nicole Lightwine · 262.478.0629 · info@brookbyfoundation.org

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		NORTHERN TRUST PROPERTY TYPE: SECURITIES				P	VAR	VAR
229,611.							229,611.	
		MICH-CAL LONG TERM PROPERTY TYPE: OTHER				P	VAR	VAR
108,419.							108,419.	
		MICH-CAL SHORT TERM PROPERTY TYPE: OTHER				P	VAR	VAR
25,177.							25,177.	
		BG LONG TERM PROPERTY TYPE: OTHER				P	VAR	VAR
198.							198.	
		BG SHORT TERM PROPERTY TYPE: OTHER				P	VAR	VAR
		61.					-61.	
TOTAL GAIN(LOSS)							363,344.	

Form **8868**
(Rev January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions is at www.irs.gov/form8868.

OMB No 1545-1709

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions: THE BROOKBY FOUNDATION	Employer identification number (EIN) or: 38-3202330
	Number, street, and room or suite no If a P O box, see instructions: 10936 N. PORT WASHINGTON ROAD, #181	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions: MEQUON, WI 53092	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ▶ NICOLE LIGHTWINE

Telephone No. ▶ 262 478-0629 FAX No. ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 14 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 20 13 or
▶ [ ] tax year beginning ______, 20__, and ending ______, 20__.

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	**3a**	$ 17,558.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 1,558.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 16,000.

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

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

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

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

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions THE BROOKBY FOUNDATION	Employer identification number (EIN) or 38-3202330
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P.O box, see instructions 10936 N. PORT WASHINGTON ROAD, #181	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions MEQUON, WI 53092	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

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

- The books are in the care of ▶ NICOLE LIGHTWINE

  Telephone No ▶ 262 478-0629 Fax No ▶

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

4 I request an additional 3-month extension of time until 11/17 , 20 14 .

5 For calendar year 2013 , or other tax year beginning ______ , 20 ___ , and ending ______ , 20 ___

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

7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AD ACCURATE RETURN

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

Signature and Verification must be completed for Part II only.

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

Signature ▶ 2014.07.10 08:46:40 -05'00' Title ▶ CPA Date ▶ 7/10/2014