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Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE BRINSON FOUNDATION		A Employer identification number 68-0656415
Number and street (or P.O. box number if mail is not delivered to street address) 737 NORTH MICHIGAN AVENUE	Room/suite 1850	B Telephone number (312) 799-4500
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60611		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 102,811,041.	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)
Revenue	1 Contributions, gifts, grants, etc., received	3,485.		N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	50.	50.		STATEMENT 1
	4 Dividends and interest from securities	1,626,555.	1,626,479.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	10,150,381.			
	b Gross sales price for all assets on line 6a	42,757,884.			
	7 Capital gain net income (from Part IV, line 2)		10,150,381.		
	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	516,716.	524,202.		STATEMENT 3	
12 Total. Add lines 1 through 11	12,297,187.	12,301,112.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	240,516.	14,934.		225,582.
	14 Other employee salaries and wages	221,744.	0.		221,744.
	15 Pension plans, employee benefits	119,919.	0.		119,919.
	16a Legal fees	5,647.	0.		5,647.
	b Accounting fees	31,387.	0.		31,387.
	c Other professional fees	318,527.	279,466.		39,061.
	17 Interest				
	18 Taxes	278,604.	108,354.		0.
	19 Depreciation and depletion	8,096.	0.		
	20 Occupancy	43,905.	0.		43,905.
	21 Travel, conferences, and meetings	22,704.	0.		22,704.
	22 Printing and publications	9,580.	0.		9,580.
	23 Other expenses	444,204.	357,608.		85,147.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,744,833.	760,362.		804,676.
	25 Contributions, gifts, grants paid	3,878,500.			3,878,500.
26 Total expenses and disbursements. Add lines 24 and 25	5,623,333.	760,362.		4,683,176.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	6,673,854.				
b Net investment income (if negative, enter -0-)		11,540,750.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		298.	302.	302.
	2	Savings and temporary cash investments		10,588,636.	19,350,026.	19,350,026.
	3	Accounts receivable ▶ 8,059.		6,046.	8,059.	8,059.
		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				
	10a	Investments - U.S. and state government obligations STMT 9		1,241,888.	3,050,000.	3,018,557.
	b	Investments - corporate stock STMT 10		15,329,154.	15,575,788.	20,274,934.
	c	Investments - corporate bonds STMT 11		1,001,226.	657,000.	668,241.
	11	Investments - land, buildings, and equipment basis ▶ 368,286.				
	Less accumulated depreciation ▶ 224,536.		151,847.	143,750.	143,750.	
12	Investments - mortgage loans					
13	Investments - other STMT 12		65,158,256.	61,369,016.	59,347,172.	
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		93,477,351.	100,153,941.	102,811,041.	
Liabilities	17	Accounts payable and accrued expenses		1,339.	4,075.	
	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)		1,339.	4,075.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		93,476,012.	100,149,866.		
30	Total net assets or fund balances		93,476,012.	100,149,866.		
31	Total liabilities and net assets/fund balances		93,477,351.	100,153,941.		

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	93,476,012.
2	Enter amount from Part I, line 27a	2	6,673,854.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	100,149,866.
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	100,149,866.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 42,757,884.		41,748,226.	10,150,381.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			10,150,381.	
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	10,150,381.
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	4,193,805.	91,689,017.	.045739
2011	4,117,385.	94,020,871.	.043792
2010	3,993,817.	89,268,420.	.044739
2009	4,084,263.	80,322,373.	.050848
2008	5,314,911.	96,181,926.	.055259
2 Total of line 1, column (d)			2 .240377
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 .048075
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 97,183,926.
5 Multiply line 4 by line 3			5 4,672,117.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 115,408.
7 Add lines 5 and 6			7 4,787,525.
8 Enter qualifying distributions from Part XII, line 4			8 4,683,176.

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	230,815.
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	230,815.
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	230,815.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	238,880.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	13,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	251,880.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	21,065.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ Refunded ☒	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
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 ► WWW.BRINSONFOUNDATION.ORG	13	X	
14	The books are in care of ► KATHERINE L. SMITH Telephone no. ► (312) 799-4304 Located at ► 737 NORTH MICHIGAN AVENUE, STE 1810, CHICAGO, IL ZIP+4 ► 60611			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 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		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?		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	
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.)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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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

6b

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

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		240,516.	46,402.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES BARNES * - 737 N. MICHIGAN AVE, SUITE 1850, CHICAGO, IL 60611	SENIOR PROGRAM OFFICER 37.00	85,875.	31,701.	0.
AMERI CHRISTY UCHIDA * - 737 N. MICHIGAN AVE, SUITE 1850, CHICAGO,	SENIOR PROGRAM OFFICER 40.00	83,348.	29,299.	0.

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

0

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*COMPENSATION PROVIDED WAS PAID THROUGH INSPIRITY, AN UNRELATED MANAGEMENT SERVICES COMPANY

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
UBS GLOBAL ASSET MANAGEMENT 1 N. WACKER DRIVE, CHICAGO, IL 60606	INVESTMENT MANAGEMENT FEES	144,988.
GP BRINSON INVESTMENTS - 737 N. MICHIGAN AVE, SUITE 1810, CHICAGO, IL 60611	INVESTMENT & FINANCIAL SERVICES	110,661.
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	0.
All other program-related investments. See instructions.	
3 N/A	
	0.
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	98,058,543.
b	Average of monthly cash balances	1b	605,341.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	98,663,884.
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	98,663,884.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,479,958.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	97,183,926.
6	Minimum investment return. Enter 5% of line 5	6	4,859,196.

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

1	Minimum investment return from Part X, line 6	1	4,859,196.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	230,815.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	230,815.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,628,381.
4	Recoveries of amounts treated as qualifying distributions	4	8,000.
5	Add lines 3 and 4	5	4,636,381.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,636,381.

Part XII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	4,683,176.
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	4,683,176.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,683,176.

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				4,636,381.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			892,941.	
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: ▶ \$ 4,683,176.				
a Applied to 2012, but not more than line 2a			892,941.	
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				3,790,235.
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:				
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				846,146.
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 XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 14	N/A	SEE STATEMENT 14	SEE STATEMENT 14	3,878,500.
Total			3a	3,878,500.
b Approved for future payment				
SEE STATEMENT 15	N/A	SEE STATEMENT 15	SEE STATEMENT 15	345,000.
Total			3b	345,000.

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

- | 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | Yes | No |
|---|--|-------|----|
| | | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

11/13/14
Date

► President
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

WILLIAM C. SOUIRES

Preparer's signature

WILLIAM C. SOUIRES

Date _____

11/12/14

Check ☐ self-employed

PTIN

P00436818

Firm's name ► **DELOITTE TAX LLP**

Firm's EIN ▶ 86-1065772

Firm's address ► 111 SOUTH WACKER DRIVE
CHICAGO, IL 60606

Phone no. (312) 486-1000

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
JP MORGAN - PRIMARY CHECKING	50.	50.	
TOTAL TO PART I, LINE 3	50.	50.	

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
ADAMS STREET P-SHIP 2011 DEV MKT FUND	5,368.	0.	5,368.	5,368.	
ADAMS STREET P-SHIP 2011 DIRECT FUND	374.	0.	374.	374.	
ADAMS STREET P-SHIP 2011 EMG MKT FUND	782.	0.	782.	782.	
ADAMS STREET P-SHIP 2011 U.S. FUND	3,588.	0.	3,588.	3,588.	
ADAMS STREET P-SHIP FUND 2002 NON-U.S. FUND	9,719.	0.	9,719.	9,719.	
ADAMS STREET P-SHIP FUND 2002 U.S. FUND	42,815.	0.	42,815.	42,815.	
ADAMS STREET P-SHIP FUND 2004 NON-U.S. FUND	17,671.	0.	17,671.	17,671.	
ADAMS STREET P-SHIP FUND 2004 U.S. FUND	31,862.	0.	31,862.	31,862.	
ADAMS STREET PARTNERSHIP FUND 2002 U.S. FUND -	46.	0.	46.	0.	
ADAMS STREET PARTNERSHIP FUND 2004 U.S. FUND -	30.	0.	30.	0.	
GS MEZZANINE PARTNERS III OFFSHORE, LP	0.	0.	0.	0.	

GS MEZZANINE PARTNERS V OFFSHORE, LP JP MORGAN (#5000/#5003/#0857	33,502.	0.	33,502.	33,502.
	409,462.	5,980.	403,482.	403,482.
UBS GLOBAL SECURITIES FUND	1,077,316.	0.	1,077,316.	1,077,316.
TO PART I, LINE 4	1,632,535.	5,980.	1,626,555.	1,626,479.

FORM 990-PF

OTHER INCOME

STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
UBS GLOBAL SECURITIES FUND	502,196.	502,196.	
ADAMS STREET P-SHIP FUND 2002 U.S. FUND	5,492.	5,492.	
ADAMS STREET P-SHIP FUND 2002 NON-U.S. FUND	202.	202.	
ADAMS STREET P-SHIP FUND 2004 U.S. FUND	12,085.	12,085.	
ADAMS STREET P-SHIP FUND 2004 NON-U.S. FUND	564.	564.	
ADAMS STREET P-SHIP FUND 2011 DEV MKT FUND	237.	237.	
ADAMS STREET P-SHIP FUND 2011 U.S. FUND	2,754.	2,754.	
ADAMS STREET FUND P-SHIP FUND 2011 EMERGING MKTS	498.	498.	
ADAMS STREET P-SHIP FUND 2002 U.S. FUND	<4,733.>	0.	
ADAMS STREET P-SHIP FUND 2002 NON-U.S. FUND	<11.>	0.	
ADAMS STREET P-SHIP FUND 2004 U.S. FUND	<6,496.>	0.	
ADAMS STREET P-SHIP FUND 2004 NON-U.S. FUND	39.	0.	
ADAMS STREET P-SHIP FUND 2011 U.S. FUND	<3,600.>	0.	
ADAMS STREET P-SHIP FUND 2011 DIRECT FUND	<553.>	0.	
ADAMS STREET P-SHIP FUND 2011 EMERGING MKT FUND	<26.>	0.	
ADAMS STREET P-SHIP DEVELOPED MKTS FUND	<106.>	0.	
ADAMS STREET FUND P-SHIP FUND 2011 DIRECT FUND	29.	29.	
INCOME FROM ROYALTIES	145.	145.	

RECOVERIES OF AMOUNTS TREATED AS
QUALIFYING DISTRIBUTIONS

8,000.

0.

TOTAL TO FORM 990-PF, PART I, LINE 11

516,716.

524,202.

FORM 990-PF

LEGAL FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
QUARLES & BRADY (LEGAL SERVICES)	5,252.	0.		5,252.
USTMS (TRADEMARK PROTECTION)	395.	0.		395.
TO FM 990-PF, PG 1, LN 16A	5,647.	0.		5,647.

FORM 990-PF

ACCOUNTING FEES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DELOITTE TAX LLP (ACCOUNTING SERVICES)	7,187.	0.		7,187.
DELOITTE & TOUCHE LLP (ACCOUNTING SERVICES)	24,200.	0.		24,200.
TO FORM 990-PF, PG 1, LN 16B	31,387.	0.		31,387.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
G.P. BRINSON INVESTMENTS (FINANCIAL SERVICES)	13,900.	0.		13,900.
G.P. BRINSON INVESTMENTS (INVESTMENT FEE)	96,761.	96,761.		0.
UBS GLOBAL ASSET MGMT (INVESTMENT FEES)	144,988.	144,988.		0.
STAIRWAY PARTNERS (INVESTMENT FEES)	37,717.	37,717.		0.

MILLENNIA CONSULTING (CONSULTING SERVICE)	7,709.	0.	7,709.
PETERTIL DESIGN PARTNERS (CONSULTING SERVICE)	17,452.	0.	17,452.
TO FORM 990-PF, PG 1, LN 16C	318,527.	279,466.	39,061.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UBS GLOBAL SECURITIES FUND (FOREIGN TAXES PAID)	91,610.	91,610.		0.
JP MORGAN (FOREIGN TAXES PAID)	14,340.	14,340.		0.
ADAMS STREET P-SHIP FUND 2002 U.S. FUND (FOREIGN TAXES PAID)	764.	764.		0.
ADAMS STREET P-SHIP FUND 2002 NON-U.S. FUND (FOREIGN TAXES PAID)	352.	352.		0.
ADAMS STREET P-SHIP FUND 2004 U.S. FUND (FOREIGN TAXES PAID)	623.	623.		0.
ADAMS STREET P-SHIP FUND 2004 NON-U.S. FUND (FOREIGN TAXES PAID)	640.	640.		0.
ADAMS STREET P-SHIP FUND 2011 U.S. FUND (FOREIGN TAXES PAID)	10.	10.		0.
FEDERAL EXCISE TAX	164,650.	0.		0.
OTHER TAXES	5,600.	0.		0.
ADAMS STREET P-SHIP FUND 2011 DEVELOPED MKTS FUND (FOREIGN TAXES PAID)	15.	15.		0.
TO FORM 990-PF, PG 1, LN 18	278,604.	108,354.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UBS GLOBAL SECURITIES FUND	89,815.	89,815.		0.
GCP FUND II REIT LLC	5,145.	5,145.		0.
GCP FUND III REIT LLC	394.	394.		0.
BANK SERVICE FEES	202.	0.		202.
COMPUTER MAINTENANCE	6,987.	0.		6,987.
DUES AND SUBSCRIPTIONS	10,356.	0.		10,356.
IL FILING FEE	25.	0.		25.
INSURANCE	4,488.	0.		4,488.
OFFICE SUPPLIES	395.	0.		395.
POSTAGE AND DELIVERY	2,173.	0.		2,173.
TELEPHONE	3,165.	0.		3,165.
ADAMS STREET P-SHIP FUND 2002 U.S. FUND	55,984.	55,984.		0.
ADAMS STREET P-SHIP FUND 2002 U.S. FUND - ND EXP	66.	0.		0.
ADAMS STREET P-SHIP FUND 2002 NON-U.S. FUND	8,824.	8,824.		0.
ADAMS STREET P-SHIP FUND 2004 U.S. FUND - ND EXP	88.	0.		0.
ADAMS STREET P-SHIP FUND 2004 U.S. FUND	55,505.	55,505.		0.
ADAMS STREET P-SHIP FUND 2004 NON-U.S. FUND	15,337.	15,337.		0.
ADAMS ST. P-SHIP 2011 - DIRECT FUND	6,246.	6,246.		0.
ADAMS ST. P-SHIP 2011 - EMERGING MARKETS FUND	7,599.	7,599.		0.
ADAMS ST. P-SHIP FUND 2011 U.S. FUND	33,560.	33,560.		0.
MISC. EXPENSES	49.	0.		49.
PURCHASED MANAGEMENT SERVICES	55,693.	0.		55,693.
INVESTMENT EXPENSES (JP MORGAN #0857)	61,701.	61,701.		0.
STATIONARY AND BUSINESS CARDS	1,614.	0.		1,614.
ADAMS ST. P-SHIP FUND 2004 NON-U.S.- ND EXP	1,289.	0.		0.
ADAMS ST. P-SHIP FUND 2011 U.S. FUND - ND EXP	5.	0.		0.
ADAMS ST. P-SHIP 2011 DEVELOPED MKTS FUND	17,498.	17,498.		0.
ADAMS ST. P-SHIP 2011 DEVELOPED MKTS FUND - ND EXP	1.	0.		0.
TO FORM 990-PF, PG 1, LN 23	444,204.	357,608.		85,147.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	9
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MFO VANGUARD BD INDEX FD	X		3,050,000.	3,018,557.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,050,000.	3,018,557.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,050,000.	3,018,557.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ISHARES EMERGING MARKETS STOCK INDEX	1,903,632.	2,001,714.
MFC ISHARES TR MSCI EAFE INDEX FD	6,888,459.	8,364,734.
MFC ISHARES TR RUSSELL 3000 INDEX FD	6,783,697.	9,908,486.
TOTAL TO FORM 990-PF, PART II, LINE 10B	15,575,788.	20,274,934.

FORM 990-PF	CORPORATE BONDS	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VANGUARD ST CORPORATE BOND FUND	657,000.	668,241.
TOTAL TO FORM 990-PF, PART II, LINE 10C	657,000.	668,241.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MFO UBS RELATIONSHIP FD GLOBAL SEC FDS	COST	50,095,508.	43,885,097.
ADAMS STREET PSHIP 2002 U.S. FUND	COST	1,872,879.	2,312,986.
ADAMS STREET PSHIP 2002 NON-U.S. FUND	COST	349,638.	306,990.

THE BRINSON FOUNDATION

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ADAMS STREET PSHIP 2004 U.S. FUND	COST	1,450,832.	1,898,599.
ADAMS STREET PSHIP 2004 NON-U.S. FUND	COST	678,253.	666,003.
ADAMS ST. P-SHIP 2011 - DIRECT FUND	COST	130,422.	180,737.
ADAMS ST. P-SHIP 2011 - EMERGING MARKETS FUND	COST	80,862.	91,949.
ADAMS ST. P-SHIP 2011 - NON-US DEVELOPING MARKETS FUND	COST	257,556.	304,132.
ADAMS ST. P-SHIP 2011 - U.S. FUND	COST	389,668.	506,374.
GCP FUND II REIT LLC	COST	3,697,844.	6,089,850.
GCREP REIT I	COST	1,182,402.	1,856,342.
GCP FUND III REIT LLC	COST	642,831.	875,885.
GS MEZZANINE PARTNERS III	COST	174,351.	9,075.
GS MEZZANINE PARTNERS V	COST	365,970.	363,153.
TOTAL TO FORM 990-PF, PART I-I, - LINE 13		61,369,016.-	59,347,172.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GARY P. BRINSON 737 NORTH MICHIGAN, SUITE 1850 CHICAGO, IL 60611	DIRECTOR/CHAIR OF THE BOAR 2.50	0.	0.	0.
SUZANN A. BRINSON 737 NORTH MICHIGAN, SUITE 1850 CHICAGO, IL 60611	DIRECTOR 1.50	0.	0.	0.
MONIQUE DEMERY 737 NORTH MICHIGAN, SUITE 1850 CHICAGO, IL 60611	DIRECTOR 1.50	0.	0.	0.
TALINA SUE MELONE 737 NORTH MICHIGAN, SUITE 1850 CHICAGO, IL 60611	DIRECTOR/SECRETARY 1.50	0.	0.	0.
JAMES D. PARSONS * 737 NORTH MICHIGAN, SUITE 1850 CHICAGO, IL 60611	PRESIDENT 40.00	240,516.	46,402.	0.
THOMAS R. DEMERY 737 NORTH MICHIGAN, SUITE 1850 CHICAGO, IL 60611	DIRECTOR 1.50	0.	0.	0.

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

THE BRINSON FOUNDATION

68-0656415

ANDREW H. MELONE
737 NORTH MICHIGAN, SUITE 1850
CHICAGO, IL 60611

DIRECTOR
1.50

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

<u>240,516.</u>	<u>46,402.</u>	<u>0.</u>
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FEIN: 68-0656415

Part XV, Line 3a - Grants and Contributions Paid During the Year
January 1, 2013 to December 31, 2013

Recipient	Address	Recipient Relationship	Foundation Status of Recipient	Purpose of Grant	Amount
A Better Chicago	222 Merchandise Mart Plaza, Suite 1212 Chicago, IL 60654	None	PC	General Operating Support	\$ 25,000
Accron	56 Roland Street, Suite 300 Boston, MA 02129	None	PC	Ghana Regional Microfinance Initiative, Professional Development and Technical Assistance	\$ 32,500
Acumen	76 Ninth Avenue Suite 315 New York, NY 10011	None	PC	Global Fellows Program	\$ 50,000
Adler Planetarium	1300 South Lake Shore Drive Chicago, IL 60605-2403	None	PC	Cosmology and Astrophysics Research, Professional Development and Technical Assistance	\$ 80,400
Advance Illinois	50 E Washington Street, Suite 410 Chicago, IL 60602	None	PC	General Operating Support	\$ 10,000
After School Matters	66 E Randolph Chicago, IL 60601	None	PC	Science37 - STEM Education Programs	\$ 25,000
American Cancer Society	Illinois Division Inc 225 North Michigan Avenue Suite 1200 Chicago, IL 60601	None	PC	High School Student Summer Research Project, Professional Development and Technical Assistance	\$ 26,200
America's Foundation for Chess	13620 NE 20th Street, Suite J Bellevue, WA 98005	None	PC	General Operating Support and CPS Elementary School Scholarships	\$ 35,000
Ann & Robert H Lurie Children's Hospital of Chicago	225 East Chicago Avenue, Box 4 Chicago, Illinois 60611-2605	None	PC	Junior Investigator Award, Professional Development and Technical Assistance	\$ 60,200
Art Institute of Chicago	111 South Michigan Avenue Chicago, IL 60603-6404	None	PC	Education Programs	\$ 80,000
Associated Colleges of Illinois	70 E Lake Street, Suite 1418 Chicago, IL 60601	None	PC	College Readiness and Completion Initiative, Professional Development and Technical Assistance	\$ 27,500
Ayn Rand Institute	2121 Alton Parkway, Suite 250 Irvine, CA 92606	None	PC	Free Books to Teachers Project and Digital Initiative	\$ 35,000
California Institute of Technology	Development and Institute Relations 1200 E California Blvd Mail Code 5-32 Pasadena, California 91125	None	PC	Theoretical Gravitational Wave Research	\$ 70,000
Cara Program	237 S Desplaines Chicago, IL 60661	None	PC	General Operating Support, Professional Development and Technical Assistance	\$ 27,000
Carnegie Institution of Washington	1530 P St , NW Washington, DC 20005	None	PC	Icelandic Volcano Eruption Triggering Process Research, Professional Development and Technical Assistance	\$ 52,500
Carole Robertson Center for Learning	2020 West Roosevelt Road Chicago, IL 60608	None	PC	General Operating Support, Professional Development and Technical Assistance	\$ 27,500
Cato Institute	1000 Massachusetts Ave NW Washington, DC 20001	None	PC	Human Progress org Website Development	\$ 25,000

THE BRINSON FOUNDATION

FEIN: 68-0656415

Part XV, Line 3a - Grants and Contributions Paid During the Year
January 1, 2013 to December 31, 2013

Recipient	Address	Recipient Relationship	Foundation Status of Recipient	Purpose of Grant	Amount
Center for Economic Progress	576 W Lake Street, Suite 1150 Chicago, IL 60661	None	PC	Financial Capability Program	\$ 25,000
CERGE-EI Foundation	715 Queen Anne Road Teaneck, NJ 07666	None	PC	Brinson Fellows Ph D Scholarship, Professional Development and Technical Assistance	\$ 32,000
Chicago Academy of Sciences	2430 North Cannon Drive Chicago, IL 60614	None	PC	Education Programs	\$ 35,000
Chicago Architecture Foundation	224 S Michigan Avenue Chicago, IL 60604-2500	None	PC	Digital Master Plan, Professional Development and Technical Assistance	\$ 52,000
Chicago History Museum	1601 North Clark Street Chicago, IL 60614-6099	None	PC	General Operating Support	\$ 60,000
Chicago Horticultural Society	1000 Lake Cook Road Glencoe, IL 60022	None	PC	Education and Community Programs	\$ 45,000
Chicago Literacy Alliance	3100 N Sheridan Road, Unit 4B Chicago, IL 60657	None	PC	General Operating Support	\$ 10,000
Chicago Public Library Foundation	20 North Michigan Avenue Suite 520 Chicago, IL 60602	None	PC	Early Literacy Training for Children's Librarians	\$ 25,000
Chicago Shakespeare Theater	800 East Grand Avenue Chicago, IL 60611	None	PC	Bard Core Curriculum	\$ 25,000
Chicago Symphony Orchestra	220 S Michigan Ave Chicago, IL 60604	None	PC	General Operating Support	\$ 60,000
Citizen Schools	213 W Institute Pl, Suite 701 Chicago, IL 60610	None	PC	Eighth Grade Academy in Illinois	\$ 25,000
Columbia University	206 Administration / 214 Monell 61 Route 9W P O Box 1000 Palisades, NY 10964	None	PC	Lamont-Doherty Earth Observatory - Seismology and Earth Microbiology Research Programs	\$ 55,000
Communities in Schools of Chicago	815 W Van Buren, Suite 300 Chicago, IL 60607	None	PC	General Operating Support for Student Health Programs, Professional Development and Technical Assistance	\$ 37,500
Constitutional Rights Foundation Chicago	205 West Randolph Suite 1245 Chicago, IL 60606	None	PC	Lawyers in the Classroom Program, Professional Development and Technical Assistance	\$ 31,600
Cornell University	New Business Development, Corporate & Foundation Relations 130 E Seneca St Ithaca, NY 14850	None	PC	Cosmology Research	\$ 40,000
Council for the Advancement of Science Writing Inc	P O Box 910 Hedgesville, WV 25427	None	PC	Writing Fellowship Stipends and General Operating Support	\$ 15,000
Council on Foundations	2121 Crystal Drive, Suite 700 Arlington, VA	None	PC	General Operating Support	\$ 10,500

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Part XV, Line 3a - Grants and Contributions Paid During the Year
January 1, 2013 to December 31, 2013

Recipient	Address	Recipient Relationship	Foundation Status of Recipient	Purpose of Grant	Amount
Daniel Murphy Scholarship Fund	309 W Washington, Suite 1250 Chicago, IL 60606	None	PC	General Operating Support	\$ 40,000
Donors Forum	208 South LaSalle Street Suite 1540 Chicago, IL 60604-1006	None	PC	Strategic Planning Initiative and General Operating Support	\$ 36,000
DuPage Children's Museum	301 N Washington Street Naperville, IL 60540	None	PC	General Operating Support, Professional Development and Technical Assistance	\$ 31,250
Econ Illinois	Northern Illinois University 155 North Third Street, Ste 504 DeKalb, IL 60115	None	PC	Financial Literacy, Professional Development and Technical Assistance	\$ 27,500
Educators for Excellence	333 West 39th Street, Suite 702 New York, NY 10018	None	PC	Chicago Chapter	\$ 25,000
Eisenhower Medical Center	39000 Bob Hope Drive Rancho Mirage, CA 92270-3221	None	PC	Nurses Training and General Operating Support	\$ 50,000
Family Focus Inc	310 South Peoria Street Suite 404 Chicago, IL 60607	None	PC	Early Childhood Literacy Program, Professional Development and Technical Assistance	\$ 23,100
Field Museum of Natural History	1400 South Lake Shore Drive Chicago, IL 60605-2496	None	PC	Education Programs, Professional Development and Technical Assistance	\$ 82,200
Foundation for Teaching Economics	260 Russell Blvd , Ste B Davis, CA 95616	None	PC	Economics for Leaders	\$ 25,000
Harvard School of Public Health	Department of Global Health and Population 665 Huntington Avenue Building 1 11th Floor Boston, Massachusetts 02115	None	PC	Project Antares, Professional Development and Technical Assistance	\$ 37,000
Healthy Schools Campaign	175 N Franklin, Third Floor Chicago, IL 60606	None	PC	Change for Good Student Health Program	\$ 35,000
High Jump	59 West North Boulevard Chicago, IL 60610	None	PC	General Operating Support	\$ 40,000
Horatio Alger Association of Distinguished Americans Inc	99 Canal Center Plaza, Suite 320 Alexandria, VA 22314	None	PC	The Illinois College Scholarship Program	\$ 50,000
Illinois Caucus for Adolescent Health	226 S Wabash, Suite 900 Chicago, IL 60604	None	PC	General Operating Support	\$ 20,000
Illinois Network of Charter Schools	205 W Randolph Street, Suite 1340 Chicago, IL 60606	None	PC	Honorarium	\$ 2,500
Independent Institute	100 Swan Way Oakland, CA 94621	None	PC	Center on Entrepreneurial Innovation, Website Enhancement and Professional Development and Technical Assistance	\$ 21,600
Inner-City Computer Stars Foundation	415 N Dearborn - 3rd Floor Chicago, IL 60654	None	PC	General Operating Support	\$ 30,000

THE BRINSON FOUNDATION

FEIN: 68-0656415

Part XV, Line 3a - Grants and Contributions Paid During the Year
January 1, 2013 to December 31, 2013

Recipient	Address	Recipient Relationship	Foundation Status of Recipient	Purpose of Grant	Amount
Innovation Foundation, Inc	600 W Chicago Ave, Suite 775 Chicago, IL 60654	None	PC	Chicago Ideas Week	\$ 15,000
Institute for Humane Studies	3301 North Fairfax Drive, Suite 440 Arlington, VA 22201	None	PC	Summer Seminars, Professional Development and Technical Assistance	\$ 32,500
Jack Miller Center	Three Bala Plaza West, Suite 401 Bala Cynwyd, PA 19004	None	PC	The Benjamin Franklin Project at The Illinois Institute of Technology	\$ 25,000
Jackson Hole Land Trust	PO Box 2897 185 East Hansen Jackson, WY 83001	None	PC	Land Conservation and Stewardship, Professional Development and Technical Assistance	\$ 37,500
Joffrey Ballet	10 East Randolph Chicago, IL 60601	None	PC	General Operating Support, Professional Development and Technical Assistance	\$ 37,500
John G Shedd Aquarium Society	1200 South Lake Shore Drive Chicago, IL 60605	None	PC	General Operating Support, Professional Development and Technical Assistance	\$ 82,500
La Rabida Children's Hospital	6501 S Promontory Drive Chicago, IL 60649	None	PC	General Operating Support, Professional Development and Technical Assistance	\$ 81,600
Lake Forest Academy	1500 W Kennedy Road Lake Forest, IL 60045	None	PC	"Class of '93 Scholarship" Fund, Professional Development and Technical Assistance	\$ 21,200
Lincoln Park Zoological Society	2001 North Clark Street Chicago, IL 60614	None	PC	General Operating Support	\$ 60,000
Literacy Works	c/o 6216 N Clark St Chicago, IL 60660	None	PC	General Operating Support, Professional Development and Technical Assistance	\$ 27,500
Loyola University Medical Center	2160 South First Avenue Maywood, IL 60153-3328	None	PC	Pediatric Mobile Health Unit	\$ 25,000
Lyric Opera of Chicago	20 North Wacker Drive, Suite 860 Chicago, IL 60606	None	PC	NEXt Discount Student Tickets, Professional Development and Technical Assistance	\$ 62,600
Mercatus Center at George Mason University	3351 N Fairfax Drive, 4th Floor Arlington, VA 22201	None	PC	F A Hayek Program for Advanced Study of Philosophy, Politics and Economics	\$ 25,000
Merit School of Music	Joy Faith Knapp Music Center 38 S Peoria St Chicago, IL 60607	None	PC	General Operating Support, Professional Development and Technical Assistance	\$ 31,800
METROsquash NFP	5655 South University Ave Chicago, IL 60637	None	PC	General Operating Support, Capital Campaign, Professional Development and Technical Assistance	\$ 52,200
Mikva Challenge Grant Foundation	332 S Michigan Avenue, Suite 400 Chicago, IL 60604	None	PC	Teen Health Council	\$ 25,000
Morton Arboretum	4100 Illinois Route 53 Lisle, IL 60532	None	PC	School and Teacher Development, Professional Development and Technical Assistance	\$ 31,500

THE BRINSON FOUNDATION

FEIN: 68-0656415

Part XV, Line 3a - Grants and Contributions Paid During the Year
January 1, 2013 to December 31, 2013

Recipient	Address	Recipient Relationship	Foundation Status of Recipient	Purpose of Grant	Amount
Museum of Science and Industry	57th Street and Lake Shore Drive Chicago, IL 60637	None	PC	General Operating Support, Science Minors Series Program and Professional Development and Technical Assistance	\$ 80,400
National Council on Teacher Quality	1120 G Street N W Suite 800 Washington, DC 20005	None	PC	2014 Teacher Prep Review - Illinois	\$ 25,000
National Geographic Society	1145 17th Street N W Washington, DC 20036-4688	None	PC	Young Explorers Grants Program	\$ 40,000
National Museum of Wildlife Art of the United States	2820 Rungius Road PO Box 6825 Jackson, WY 83002	None	PC	General Operating Support, Professional Development and Technical Assistance	\$ 22,000
Noble Network of Charter Schools	1 N State Street, 7-lower Chicago, IL 60602	None	PC	Right Angle, Summer of a Lifetime	\$ 15,000
Northwestern Memorial Foundation	Galter Pavilion 251 East Huron Stree, Suite 3-200 Chicago, IL 60611-2908	None	PC	Neonatal Nursing and Stroke Nursing Programs	\$ 70,000
Northwestern Memorial Foundation	Galter Pavilion 251 East Huron Stree, Suite 3-200 Chicago, IL 60611-2908	None	PC	Junior Investigator Award	\$ 60,000
One Million Degrees	226 W Jackson Blvd , #528 Chicago, IL 60606	None	PC	General Operating Support	\$ 25,000
OneGoal	215 W Superior Street, Suite 700 Chicago, IL 60654	None	PC	General Operating Support	\$ 25,000
Ounce of Prevention Fund	33 West Monroe St , Suite 2400 Chicago, IL 60603	None	PC	Educare	\$ 25,000
Posse Foundation	111 W Jackson Boulevard Suite 1900 Chicago, IL 60604	None	PC	General Operating Support, Professional Development and Technical Assistance	\$ 51,950
Project Exploration	4511 South Evans Chicago, IL 60653	None	PC	General Operating Support	\$ 17,500
Rehabilitation Institute of Chicago	345 E Superior Chicago, IL 60611	None	PC	Brinson Stroke Fellowship	\$ 75,000
Research Foundation for the State of New York	The Research Foundation for SUNY Stony Brook University Melville Library Suite W5510 Stony Brook, NY 11794-3362	None	PC	Support of the Alan Alda Center for Communicating Science	\$ 30,000
Room to Read	111 Sutter Street, 16th floor San Francisco, CA 94104	None	PC	General Operating Support, Professional Development and Technical Assistance	\$ 26,900
Rush University Medical Center	1700 W Van Buren, Suite 250 Chicago, IL 60612	None	PC	High School Reproductive Health Education Program	\$ 35,000
Rush University Medical Center	1700 W Van Buren, Suite 250 Chicago, IL 60612	None	PC	Junior Investigator Award	\$ 60,000

THE BRINSON FOUNDATION

FEIN: 68-0656415

Part XV, Line 3a - Grants and Contributions Paid During the Year
January 1, 2013 to December 31, 2013

Recipient	Address	Recipient Relationship	Foundation Status of Recipient	Purpose of Grant	Amount
Smithsonian Institution Office of the Comptroller	Theoretical Astrophysics Division 60 Garden Street (MS 45) Cambridge, MA 02138-1516	None	PC	Smithsonian Astrophysical Observatory - Exoplanet Atmosphere Evolution Research	\$ 35,000
Special Olympics Illinois	500 Waters Edge, Suite 100 Lombard, IL 60148	None	PC	General Operating Support	\$ 45,000
St John's Hospital Foundation	555 East Broadway Suite 213 P O Box 428 Jackson, WY 83001-0428	None	PC	Nurses Training	\$ 40,000
Teach For America	300 W Adams St, Suite 1000 Chicago, IL 60606	None	PC	General Operating Support	\$ 50,000
Teton County Integrated Solid Waste and Recycling	P O Box 9088 Jackson, WY 83002-9088	None	NC	General Operating Support, Professional Development and Technical Assistance	\$ 31,500
Teton Science Schools	700 Coyote Canyon Road Jackson, WY 83001	None	PC	General Operating Support	\$ 30,000
The Living Desert	47900 Portola Avenue Palm Desert, CA 92260	None	PC	General Operating Support, Professional Development and Technical Assistance	\$ 18,800
University of Arizona	1111 N Cherry Avenue Tucson, AZ 85721-0109	None	PC	Spacewatch - Asteroid Composition Research	\$ 30,000
University of Chicago	130 East Randolph Street Suite 1400 Chicago, Illinois 60601	None	PC	Department of Organismal Biology and Anatomy - Evolutionary Developmental Biology Research	\$ 30,000
University of Chicago	Physical Sciences Division 5747 South Ellis Avenue Suite 113 Chicago, IL 60637	None	PC	Department of Astronomy and Astrophysics - Brinson Fellowship Program	\$ 80,000
University of Chicago	130 East Randolph Street Suite 1400 Chicago, Illinois 60601	None	PC	University of Chicago Medicine - Junior Investigator Award	\$ 100,000
University of Chicago	Urban Education Institute 1313 E 60th Street Chicago, IL 60637	None	PC	Science and Math Learning Community	\$ 35,000
University of Utah	Dept of Geology and Geophysics Sutton Building, Room 243 135 South 1460 East University of Utah Salt Lake City, UT 84112	None	NC	Yellowstone Seismology and Tectonophysics Research	\$ 60,000
Wilderness Classroom Organization	4605 Grand Ave Western Springs, IL 60558	None	PC	General Operating Support	\$ 15,000
Window to the World Communications, Inc	5400 North St Louis Avenue Chicago, IL 60625	None	PC	Local Broadcast of NOVA and NOVA ScienceNOW, Professional Development and Technical Assistance	\$ 72,500
Total					\$ 3,878,500

The Brinson Foundation
Future Payment Commitments
As of December 31, 2013

Organization	2014	2015	2016	2017	Total
Lake Forest Academy	\$ 20,000.00				\$ 20,000.00
1500 W. Kennedy Road Lake Forest, IL 60045					
<i>Purpose:</i> Class of '93 Scholarship Fund					
Metrosquash	\$ 25,000.00				\$ 25,000.00
5655 South University Ave. Chicago, IL 60637					
<i>Purpose:</i> Capital Campaign					
Rehabilitation Institute of Chicago	\$ 75,000.00	\$ 75,000.00	\$ 75,000.00	\$ 75,000.00	\$ 300,000.00
345 E. Superior Chicago, IL 60611					
<i>Purpose:</i> Brinson Stroke Fellow					
Totals	\$ 120,000.00	\$ 75,000.00	\$ 75,000.00	\$ 75,000.00	\$ 345,000.00

The Brinson Foundation
Lead Schedule by Category
For the 12 Months Ended 12/31/13

05/06/14
03:31PM

DEPRECIATION SCHEDULE - BUSINESS USE

Asset Description	Date Acquired	Cost	Sold?	Tax System	Method	Life	Con- vention	Bus %	Sec. 179 Deduction	Spec Depr. Allowance	Depreciable Basis	Prior Depreciation	Current Depreciation	Accumulated Depreciation
FURNITURE														
Desk Chair	06/18/01	1,901.03	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,901.03	1,901.03	0.00	1,901.03
Desk Chair	06/18/01	1,901.04	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,901.04	1,901.04	0.00	1,901.04
Desk Chair	06/18/01	1,901.04	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,901.04	1,901.04	0.00	1,901.04
Side Chair	06/18/01	1,716.53	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,716.53	1,716.53	0.00	1,716.53
Side Chair	06/18/01	1,716.54	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,716.54	1,716.54	0.00	1,716.54
Side Chair	06/18/01	1,716.54	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,716.54	1,716.54	0.00	1,716.54
Side Chair	06/18/01	1,716.53	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,716.53	1,716.53	0.00	1,716.53
Side Chair	06/18/01	1,657.24	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,657.24	1,657.24	0.00	1,657.24
Side Chair	06/18/01	1,657.25	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,657.25	1,657.25	0.00	1,657.25
Sofa	06/18/01	6,305.50	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	6,305.50	6,305.50	0.00	6,305.50
Lateral File Cabinet	05/01/01	2,173.60	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	2,173.60	2,173.60	0.00	2,173.60
Floor Lamp	06/18/01	1,962.19	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,962.19	1,962.19	0.00	1,962.19
Desk Lamp	06/18/01	1,202.63	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,202.63	1,202.63	0.00	1,202.63
Desk Lamp	06/18/01	1,531.69	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,531.69	1,531.69	0.00	1,531.69
Desk Lamp	06/18/01	1,531.70	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,531.70	1,531.70	0.00	1,531.70
Return	08/18/01	1,826.66	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,826.66	1,826.66	0.00	1,826.66
Storage/Lateral File	06/18/01	2,972.41	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	2,972.41	2,972.41	0.00	2,972.41
Storage/Wardrobe	06/18/01	1,793.94	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,793.94	1,793.94	0.00	1,793.94
Single Pedestal Desk	06/18/01	2,223.16	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	2,223.16	2,223.16	0.00	2,223.16
Credenza	06/18/01	2,647.01	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	2,647.01	2,647.01	0.00	2,647.01
Return	06/18/01	1,826.66	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,826.66	1,826.66	0.00	1,826.66
Storage/Lateral File	06/18/01	2,972.41	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	2,972.41	2,972.41	0.00	2,972.41
Storage/Wardrobe	06/18/01	1,900.48	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	1,900.48	1,900.48	0.00	1,900.48
Single Pedestal Desk	06/18/01	2,223.16	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	2,223.16	2,223.16	0.00	2,223.16
Credenza	06/18/01	2,647.01	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	2,647.01	2,647.01	0.00	2,647.01
Vertical Storage Cabinet	06/18/01	5,945.14	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	5,945.14	5,945.14	0.00	5,945.14
AV Cabinet/Vertical Storage	06/18/01	5,190.10	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	5,190.10	5,190.10	0.00	5,190.10
Credenza	06/18/01	4,161.93	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	4,161.93	4,161.93	0.00	4,161.93
Desk	06/18/01	2,729.04	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	2,729.04	2,729.04	0.00	2,729.04
Credenza Storage Towers	06/18/01	2,816.54	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	2,816.54	2,816.54	0.00	2,816.54
Storage/Wardrobe	06/18/01	2,318.99	N	MACRS	200% DB	07/00	H/Y	100.00	0.00	0.00	2,318.99	2,318.99	0.00	2,318.99

The Brinson Foundation
Lead Schedule by Category
For the 12 Months Ended 12/31/13

05/06/14
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DEPRECIATION SCHEDULE - BUSINESS USE

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

The Brinson Foundation
Lead Schedule by Category
For the 12 Months Ended 12/31/13

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DEPRECIATION SCHEDULE - BUSINESS USE

Asset Description	Date Acquired	Cost	Sold?	Tax System	Method	Life	Con- vention	Bus %	Sec. 179 Deduction	Spec Depr. Allowance	Depreciable Basis	Prior Depreciation	Current Depreciation	Accumulated Depreciation
COMPUTER EQUIPMENT														
PRINTER	10/17/05	324.00	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	324.00	324.00	0.00	324.00
HP Desktop dc7700	09/13/07	2,017.37	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	2,017.37	2,017.37	0.00	2,017.37
HP Printer	11/16/07	225.32	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	225.32	225.32	0.00	225.32
HP Personal Computer	11/20/07	2,121.66	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	2,121.66	2,121.66	0.00	2,121.66
HP Personal Computer	11/20/07	2,121.66	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	2,121.66	2,121.66	0.00	2,121.66
HP Personal Computer	11/20/07	2,121.66	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	2,121.66	2,121.66	0.00	2,121.66
IPAD and Case	03/12/12	922.25	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	922.25	184.45	295.12	479.57
IPAD	04/10/12	880.81	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	880.81	176.16	281.86	458.02
IPAD	04/10/12	880.81	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	880.81	176.16	281.86	458.02
IPAD	04/10/12	880.81	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	880.81	176.16	281.86	458.02
Subtotal for COMPUTER EQUIPMENT		25,867.93							0.00	0.00	25,867.93	23,016.18	1,140.70	24,156.88
COMPUTER SOFTWARE														
MicroEdge Grant Software	11/29/01	13,558.00	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	13,558.00	13,558.00	0.00	13,558.00
Quark Express	11/08/02	951.40	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	951.40	951.40	0.00	951.40
Windows XP Pro Upgrade	01/29/04	199.99	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	199.99	199.99	0.00	199.99
Windows XP Pro Upgrade	01/29/04	199.99	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	199.99	199.99	0.00	199.99
Windows XP Pro Upgrade	01/29/04	199.99	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	199.99	199.99	0.00	199.99
MICROSOFT OFFICE UPGRADE03/1/05		294.99	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	294.99	294.99	0.00	294.99
MICROSOFT OFFICE UPGRADE03/1/05		294.99	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	294.99	294.99	0.00	294.99
MICROSOFT OFFICE UPGRADE03/1/05		294.99	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	294.99	294.99	0.00	294.99
Kurzweil Ed Txt to Speech	09/07/07	1,505.00	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	1,505.00	1,505.00	0.00	1,505.00
ADOBE SOFTWARE	09/02/08	666.77	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	666.77	628.36	38.41	666.77
Microtrend Software	08/01/09	119.80	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	119.80	102.55	11.50	114.05
Microsoft Office 2010	11/29/10	250.71	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	250.71	178.51	28.88	207.39
Microsoft Office 2010	11/29/10	250.71	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	250.71	178.51	28.88	207.39
Microsoft Office 2010	11/29/10	250.71	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	250.71	178.51	28.88	207.39
Microsoft Windows 7	11/29/10	181.90	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	181.90	129.51	20.98	150.47
Microsoft Windows 7	11/29/10	181.90	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	181.90	129.51	20.96	150.47
Microsoft Windows 7	11/29/10	181.90	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	181.90	116.42	26.19	142.61
GIFTS Document Manager	03/20/12	4,554.85	N	MACRS	200% DB	05/00	H/Y	100.00	0.00	0.00	4,554.85	910.97	1,457.55	2,368.52
Subtotal for COMPUTER SOFTWARE		24,138.59							0.00	0.00	24,138.59	20,052.19	1,662.21	21,714.40

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	381 PUTS ISHARES 20+ YEAR	P	07/31/01	06/27/13
b	41,500 SHS ISHARES TRUST RUSSELL 3000 INDEX	P	VARIOUS	VARIOUS
c	43,161.341 SHS TIAA-CREF HIGH YIELD FUND-RL	P	VARIOUS	04/04/13
d	42,344.248 SHS PIMCO FOREIGN BOND FUND	P	09/30/08	06/14/13
e	84,947.645 SHS VANGUARD TOT BD MKT IDX-SIG	P	09/17/09	06/14/13
f	57,600 SHS ISHARES S&P GLOBAL 100 INDEX FUND	P	VARIOUS	05/22/13
g	10,000 SHS ISHARES BARCLAYS TIPS BOND FUND	P	05/16/13	VARIOUS
h	26,700 SHS VANGUARD MSCI EMERGING MARKETS ETF	P	VARIOUS	01/02/13
i	1,200 SHS VANGUARD MSCI EMERGING MARKETS ETF	P	11/07/12	01/02/13
j	57,000 SHS ISHARES TRUST S&P GLOBAL 100	P	VARIOUS	VARIOUS
k	38,100 SHS ISHARES 20+ YEAR TREASURY BOND ETF	P	07/31/13	08/05/13
l	30,000 SHS ISHARES TR BARCLAYS TREAS INFLATION PR	P	05/16/13	VARIOUS
m	34,600 SHS ISHARES MSCI EAFE INDEX FUND	P	07/31/13	11/06/13
n	UBS GLOBAL SECURITIES FUND			
o	UBS GLOBAL SECURITIES FUND			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 137,920.		136,412.	1,508.
b 4,212,034.		4,096,537.	115,497.
c 456,215.		344,226.	111,989.
d 438,686.		403,614.	35,072.
e 920,832.		838,273.	82,559.
f 4,189,684.		2,616,185.	1,573,499.
g 1,116,983.		1,195,842.	<78,859.>
h 1,207,938.		1,099,329.	108,609.
i 54,289.		50,006.	4,283.
j 3,823,287.		3,536,470.	286,817.
k 4,509,457.		4,106,472.	402,985.
l 3,410,183.		3,587,527.	<177,344.>
m 2,274,396.		2,102,603.	171,793.
n			2,553,838.
o			5,904,476.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,508.
b			115,497.
c			111,989.
d			35,072.
e			82,559.
f			1,573,499.
g			<78,859.>
h			108,609.
i			4,283.
j			286,817.
k			402,985.
l			<177,344.>
m			171,793.
n			2,553,838.
o			5,904,476.

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

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

Part IV. Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			1,721.
b			317,878.
c			141.
d			46,868.
e			1,227.
f			212,249.
g			72.
h			64,511.
i			94.
j			21,589.
k			125.
l			<48.>
m			1,062.
n			12,676.
o			988.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,721.
b			317,878.
c			141.
d			46,868.
e			1,227.
f			212,249.
g			72.
h			64,511.
i			94.
j			21,589.
k			125.
l			<48.>
m			1,062.
n			12,676.
o			988.

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

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

Part IV. Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	ADAMS STREET P-SHIP 2011 DIRECT FUND			
b	ADAMS STREET P-SHIP FUND 2002 U.S. FUND SEC 1231			
c	ADAMS STREET P-SHIP FUND 2002 NON-U.S. FUND SEC 1			
d	ADAMS STREET P-SHIP FUND 2004 U.S. FUND SEC 1231			
e	ADAMS STREET P-SHIP FUND 2004 NON-U.S. FUND SEC 1			
f	ADAMS STREET P-SHIP FUND 2011 U.S. FUND SEC 1231			
g	398,805.58 SHS UBS GLOBAL SECURITIES FUND	P	VARIOUS	07/31/13
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			1,119.
b			582.
c			0.
d			<1,739.>
e			<1.>
f			1,295.
g	16,000,000.	17,634,730.	<1,634,730.>
h	5,980.		5,980.
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,119.
b			582.
c			0.
d			<1,739.>
e			<1.>
f			1,295.
g			<1,634,730.>
h			5,980.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss)

{ If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

10,150,381.

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

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

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (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.

KATHERINE L. SMITH

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

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

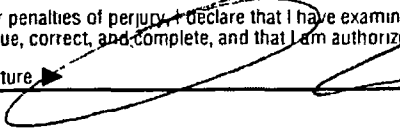
- 4 I request an additional 3-month extension of time until **NOVEMBER 17, 2014**
5 For calendar year **2013**, or other tax year beginning , and ending
6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

- 7 State in detail why you need the extension
TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER THE NECESSARY INFORMATION REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	251,880.
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	\$	251,880.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature  Title **TAX PREPARER/CPA** Date **8/14/2014**
Form 8868 (Rev. 1-2014)

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒

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

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

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

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

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

Part I only ☐

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

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

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (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

KATHERINE L. SMITH

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

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

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2013** or
► ☐ tax year beginning _____, and ending _____

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	251,880.
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.	3b	\$	238,880.
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	\$	13,000.

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