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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 07-01-2013 , and ending 06-30-2014

Name of foundation
Ron and Lisa Brill Charitable Trust

% FOUNDATION SOURCE

Number and street (or P O box number if mail is not delivered to street address)
Foundation Source 501 Silverside Rd
Suite 123

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
Wilmington, DE 198091377

A Employer identification number
58-6275452

B Telephone number (see instructions)

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

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

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 7,227,886

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

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)	0			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	138	138		
	4	Dividends and interest from securities	109,017	109,017		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	49,100			
	b	Gross sales price for all assets on line 6a 982,182				
	7	Capital gain net income (from Part IV, line 2)		49,100		
	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)	4,909	1,352		
	12	**Total.** Add lines 1 through 11	163,164	159,607		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	23,273	23,273		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,111	111		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	2,992			2,992
	22	Printing and publications				
	23	Other expenses (attach schedule)	32,212	5,388		26,824
	24	**Total operating and administrative expenses.** Add lines 13 through 23	59,588	28,772		29,816
	25	Contributions, gifts, grants paid	522,680			522,680
	26	**Total expenses and disbursements.** Add lines 24 and 25	582,268	28,772		552,496
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-419,104			
	b	**Net investment income** (if negative, enter -0-)		130,835		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	161,602	170,887	170,887
	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			
	10a	Investments—U S and state government obligations (attach schedule)	65,968	41,217	43,739
	b	Investments—corporate stock (attach schedule)	4,116,788	3,827,162	4,846,271
	c	Investments—corporate bonds (attach schedule)	484,782	509,704	492,751
	11	Investments—land, buildings, and equipment basis ▶ ____ Less accumulated depreciation (attach schedule) ▶ ____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	663,326	524,392	1,674,238
	14	Land, buildings, and equipment basis ▶ ____ Less accumulated depreciation (attach schedule) ▶ ____			
	15	Other assets (describe ▶ ____)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	5,492,466	5,073,362	7,227,886
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ____)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	5,492,466	5,073,362	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	5,492,466	5,073,362	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	5,492,466	5,073,362	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,492,466
2	Enter amount from Part I, line 27a	2	-419,104
3	Other increases not included in line 2 (itemize) ▶ ____	3	
4	Add lines 1, 2, and 3	4	5,073,362
5	Decreases not included in line 2 (itemize) ▶ ____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,073,362

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	Publicly-traded Securities			
b	PROTEGE PARTNERS LTD			2014-06-20
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	979,265		933,082	46,183
b	2,917			2,917
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				46,183
b				2,917
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	49,100
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	505,178	6,413,703	0 078765
2011	419,532	6,614,001	0 063431
2010	359,561	5,655,653	0 063576
2009	389,018	4,410,160	0 088209
2008	331,787	3,784,272	0 087675

2	**Total** of line 1, column (d).	2	0 381656
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 076331
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	6,980,818
5	Multiply line 4 by line 3.	5	532,853
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,308
7	Add lines 5 and 6.	7	534,161
8	Enter qualifying distributions from Part XII, line 4.	8	552,496

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	1,308
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	1,308
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,308
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 4,400		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	4,400
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	3,092
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 1,400 **Refunded** ▶	11	1,692

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶FOUNDATION SOURCE Telephone no ▶(800) 839-1754

Located at ▶501 Silverside Road Suite 123 Wilmington DE ZIP+4 ▶198091377

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

			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		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Jonathan Brill Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Trustee 1 0	0		
Lisa F Brill Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Trustee 2 0	0		
Matt Brill Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Trustee 1 0	0		
Ronald Brill Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Trustee 2 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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	5,189,442
b	Average of monthly cash balances.	1b	234,901
c	Fair market value of all other assets (see instructions).	1c	1,662,782
d	**Total** (add lines 1a, b, and c).	1d	7,087,125
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	0
3	Subtract line 2 from line 1d.	3	7,087,125
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	106,307
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,980,818
6	**Minimum investment return.** Enter 5% of line 5.	6	349,041

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	349,041
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	1,308		
b	Income tax for 2013 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	1,308
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	347,733
4	Recoveries of amounts treated as qualifying distributions.			4	
5	Add lines 3 and 4.			5	347,733
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	347,733

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	552,496
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	552,496
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	1,308
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	551,188

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				347,733
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 2011 , 2010 , 2009				
3 Excess distributions carryover, if any, to 2013				
a From 2008. 142,886				
b From 2009. 169,277				
c From 2010. 77,868				
d From 2011. 98,699				
e From 2012. 187,847				
f **Total** of lines 3a through e.	676,577			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 552,496				
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.				347,733
e Remaining amount distributed out of corpus	204,763			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	881,340			
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				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	142,886			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	738,454			
10 Analysis of line 9				
a Excess from 2009. . . . 169,277				
b Excess from 2010. . . . 77,868				
c Excess from 2011. . . . 98,699				
d Excess from 2012. . . . 187,847				
e Excess from 2013. . . . 204,763				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9)

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 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 organization had $5,000 or more in assets at any time during the year—see instructions.)**

1 **Information Regarding Foundation Managers:**

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

See Additional Data Table

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

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

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

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				522,680
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)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	138	
4 Dividends and interest from securities. . . .			14	109,017	
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	49,100	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a K-1 Inc/Loss			14	1,352	
b Federal Tax Refund			01	3,557	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				163,164	

13 Total. Add line 12, columns (b), (d), and (e). 13 163,164

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2015-04-15	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Jeffrey D Haskell				P01345770
Firm's name	Foundation Source		Firm's EIN	
Firm's address	One Hollow Ln Ste 212 Lake Success, NY 11042		Phone no (800)839-1754	

Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000).

LISA F BRILL
RONALD BRILL

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

Recipient 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*				
ADAMAH ADVENTURES INC 1440 SPRING ST NW ATLANTA, GA 30309	N/A	PC	Scholarship Fund	500
AMERICAN HEART ASSOCIATION 444 LIBERTY AVE STE 130 PITTSBURGH, PA 15222	N/A	PC	General & Unrestricted	100
AMERICAN JEWISH COMMITTEE 165 E 56TH ST NEW YORK, NY 10022	N/A	PC	Selig Distinguished Service award Program	3,600
AMERICAN JEWISH COMMITTEE ATLANTA CHAPTER SIX PIEDMONT CENTER STE 510 ATLANTA, GA 30305	N/A	PC	Atlanta Jewish Film Festival Program	5,000
ATHENS AREA EMERGENCY FOOD BANK INC 640 BARBER ST ATHENS, GA 30601	N/A	PC	General & Unrestricted	1,000
ATLANTA COMMUNITY FOOD BANK INC 732 JOSEPH E LOWERY BLVD NW ATLANTA, GA 30318	N/A	PC	General & Unrestricted	1,000
ATLANTA CONTEMPORARY ART CENTER INC 535 MEANS ST NW ATLANTA, GA 30318	N/A	PC	Capital Campaign	5,000
ATLANTA LEADERSHIP DEVELOPMENT FOUNDATION INC TEN PEACHTREE PL STE 620 ATLANTA, GA 30309	N/A	PC	General & Unrestricted	200
ATLANTA LEADERSHIP DEVELOPMENT FOUNDATION INC TEN PEACHTREE PL STE 620 ATLANTA, GA 30309	N/A	PC	2014 Annual Campaign	200
BNAI VAIL CONGREGATION INC PO BOX 6086 VAIL, CO 81658	N/A	PC	annual Campaign	760
CARINGBRIDGE 1715 YANKEE DOODLE RD STE 301 EAGAN, MN 55121	N/A	PC	General & Unrestricted	100
CHILDRENS HEALTHCARE OF ATLANTA INC PARK N 1577 NE EXPY STE A ATLANTA, GA 30329	N/A	PC	Emerging Leaders Program	5,000
CLARKE COUNTY MENTOR PROGRAM INC 246 W HANCOCK AVE ATHENS, GA 30601	N/A	PC	General & Unrestricted	1,500
CREATING CONNECTING COMMUNITIES INC PO BOX 28483 ATLANTA, GA 30358	N/A	PC	General & Unrestricted	1,000
EARTH ISLAND INSTITUTE INC 2150 ALLSTON WAY STE 460 BERKELEY, CA 94704	N/A	PC	General & Unrestricted	1,000
Total . . . . ▶ **3a**				522,680

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
EMORY UNIVERSITY 1762 CLIFTON RD NE ATLANTA, GA 30322	N/A	PC	Charitable Event	2,500
EMORY UNIVERSITY - HOSPITAL MIDTOWN 1440 CLIFTON RD ATLANTA, GA 30322	N/A	PC	Emory University Hospital Midtown Fund for Excellence	2,500
FLORENCE MELTON ADULT MINI-SCHOOL CORPORATION 95 REVERE DR STE F NORTHBROOK, IL 60062	N/A	PC	Gordon Zachs Chair Fund	5,000
FOOD BANK OF NORTHEAST GEORGIA 861 NEWTON BRIDGE RD ATHENS, GA 30607	N/A	PC	General & Unrestricted	700
FRIENDS OF ISRAEL SPORTS CENTER FOR THE DISABLED PO BOX 1936 PHILADELPHIA, PA 19105	N/A	PC	General & Unrestricted	500
GEORGIA AQUARIUM INC 225 BAKER ST NW ATLANTA, GA 30313	N/A	PC	North American right whale Program	5,100
GEORGIA AQUARIUM INC 225 BAKER ST NW ATLANTA, GA 30313	N/A	PC	Right whale- Bayla Program	30,000
GEORGIA MUSEUMS INC PO BOX 3248 CARTERSVILLE, GA 30120	N/A	PC	Buffalo Bill Center show at the Booth Museum	5,000
GEORGIA MUSEUMS INC PO BOX 3248 CARTERSVILLE, GA 30120	N/A	PC	collectors circle Campaign	2,500
GIST CANCER RESEARCH FUND 55 SAW MILL RD NEW CITY, NY 10956	N/A	PC	Gist cancer research Fund	500
HABITAT FOR HUMANITY INTERNATIONAL INC PO BOX 1261 ATHENS, GA 30603	N/A	PC	General & Unrestricted	800
HEBREW ACADEMY OF ATLANTA INC 5200 NORTHLAND DR ATLANTA, GA 30342	N/A	PC	General & Unrestricted	1,200
HEBREW ACADEMY OF ATLANTA INC 5200 NORTHLAND DR ATLANTA, GA 30342	N/A	PC	Sidney Feldman Legacy Tournament Fund	1,000
HILLELS OF GEORGIA INC 735 GATEWOOD RD NE ATLANTA, GA 30322	N/A	PC	General & Unrestricted	180
HILLELS OF GEORGIA INC 735 GATEWOOD RD NE ATLANTA, GA 30322	N/A	PC	Campus Superstars 2014 Program	1,000
Total . . . . ▶ **3a**				522,680

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
IANS FRIENDS FOUNDATION INC 855 MARSEILLES DR ATLANTA, GA 30327	N/A	PC	General & Unrestricted	1,000
JAZZ FOUNDATION OF AMERICA INC 322 W 48TH ST NEW YORK, NY 10036	N/A	PC	General & Unrestricted	1,000
JEANNETTE RANKIN FOUNDATION INC 1 HUNTINGTON RD STE 701 ATHENS, GA 30606	N/A	PC	General & Unrestricted	2,000
JEWISH COMMUNITY CENTERS ASSOC OF NORTH AMERICA 520 8TH AVE FL 4 NEW YORK, NY 10018	N/A	PC	2014 Annual Fund	5,000
JEWISH COMMUNITY CENTERS ASSOC OF NORTH AMERICA 520 8TH AVE FL 4 NEW YORK, NY 10018	N/A	PC	JCCA Biennial Delegate Program	700
JEWISH FAMILY & CAREER SERVICES INC 4549 CHAMBLEE DUNWOODY RD ATLANTA, GA 30338	N/A	PC	General & Unrestricted	1,000
JEWISH FAMILY & CAREER SERVICES INC 4549 CHAMBLEE DUNWOODY RD ATLANTA, GA 30338	N/A	PC	Annual Campaign	600
JEWISH FEDERATION OF GREATER ATLANTA 1440 SPRING ST NW ATLANTA, GA 30309	N/A	PC	General & Unrestricted	1,846
JEWISH FEDERATION OF GREATER ATLANTA 1440 SPRING ST NW ATLANTA, GA 30309	N/A	PC	PJ Library Fund	1,200
JEWISH FEDERATION OF GREATER ATLANTA 1440 SPRING ST NW ATLANTA, GA 30309	N/A	PC	2014 Annual Campaign	970
JEWISH FEDERATION OF GREATER ATLANTA 1440 SPRING ST NW ATLANTA, GA 30309	N/A	PC	annual Campaign	125,000
JEWISH INTEREST FREE LOAN OF ATLANTA INC PO BOX 76101 ATLANTA, GA 30358	N/A	PC	General & Unrestricted	5,000
JEWISH NATIONAL FUND-KEREN KAYEMETH LEISRAEL INC 42 E 69TH ST NEW YORK, NY 10021	N/A	PC	Alexander Muss High School In Israel scholarship fund	5,400
JEWISH NATIONAL FUND-KEREN KAYEMETH LEISRAEL INC 42 E 69TH ST NEW YORK, NY 10021	N/A	PC	Alexander Muss High School In Israel Program	1,800
K Wise 206 Waterford Place Sandy Springs, GA 30342	NONE	N/A	Hardship Assistance Grant	5,000
Total . . . . ▶ **3a**				522,680

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
KNOXVILLE MUSEUM OF ART 1050 WORLDS FAIR PARK DR KNOXVILLE,TN 37916	N/A	PC	Cycle of Life Project	5,000
MARCUS JEWISH COMMUNITY CENTER OF ATLANTA INC 5342 TILLY MILL RD DUNWOODY,GA 30338	N/A	PC	2014 Habima Program	500
MARCUS JEWISH COMMUNITY CENTER OF ATLANTA INC 5342 TILLY MILL RD DUNWOODY,GA 30338	N/A	PC	Camp Marie Benator Program	25
MARCUS JEWISH COMMUNITY CENTER OF ATLANTA INC 5342 TILLY MILL RD DUNWOODY,GA 30338	N/A	PC	Lisa Brill Institute for Adult Jewish Education	50
MARCUS JEWISH COMMUNITY CENTER OF ATLANTA INC 5342 TILLY MILL RD DUNWOODY,GA 30338	N/A	PC	Capital Campaign	100,000
MARCUS JEWISH COMMUNITY CENTER OF ATLANTA INC 5342 TILLY MILL RD DUNWOODY,GA 30338	N/A	PC	Capital Campaign	100
MARCUS JEWISH COMMUNITY CENTER OF ATLANTA INC 5342 TILLY MILL RD DUNWOODY,GA 30338	N/A	PC	Pace setter gift and Harry maziar Golf Classic Campaign	25,000
MARCUS JEWISH COMMUNITY CENTER OF ATLANTA INC 5342 TILLY MILL RD DUNWOODY,GA 30338	N/A	PC	Camp Barney Medintz walking stick fund	1,000
MORGAN PRESSEL FOUNDATION INC 7559 FAIRMONT CT BOCA RATON,FL 33496	N/A	PC	Charitable Event	500
NUCI PHILLIPS MEMORIAL FOUNDATION INC 396 OCONEE ST ATHENS,GA 30601	N/A	PC	General & Unrestricted	500
RABBI HARRY H EPSTEIN SCHOOL INC 335 COLEWOOD WAY ATLANTA,GA 30328	N/A	PC	Capital Campaign	500
ROBERT W WOODRUFF ARTS CENTER Inc 1280 PEACHTREE ST NE ATLANTA,GA 30309	N/A	PC	Alliance Theater Patron Division	2,500
ROBERT W WOODRUFF ARTS CENTER Inc 1280 PEACHTREE ST NE ATLANTA,GA 30309	N/A	PC	Alliance Theater Education Program	250
ROBERT W WOODRUFF ARTS CENTER INC 1280 PEACHTREE ST NE ATLANTA,GA 30309	N/A	PC	Directors Circle and friends of decorative arts Program	13,500
ROBERT W WOODRUFF ARTS CENTER INC 1280 PEACHTREE ST NE ATLANTA,GA 30309	N/A	PC	Annual Campaign	12,500
Total . . . . ▶ **3a**				522,680

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ROBERT W WOODRUFF ARTS CENTER INC 1280 PEACHTREE ST NE ATLANTA, GA 30309	N/A	PC	Annual Campaign	5,000
STEADMAN PHILIPPON RESEARCH INSTITUTE 181 W MEADOW DR STE 1000 VAIL, CO 81657	N/A	PC	General & Unrestricted	250
TEMPLE B'NAI ISRAEL 2025 CYPRESS DR WHITE OAK, PA 15131	N/A	PC	General & Unrestricted	50
TEMPLE B'NAI ISRAEL 2025 CYPRESS DR WHITE OAK, PA 15131	N/A	PC	Bulletin Program	45
TEMPLE EMANUEL OF GREATER ATLANTA INC 1580 SPALDING DR ATLANTA, GA 30350	N/A	PC	General & Unrestricted	125
TEMPLE EMANUEL OF GREATER ATLANTA INC 1580 SPALDING DR ATLANTA, GA 30350	N/A	PC	Tzedaka Fund	40
TEMPLE EMANUEL OF GREATER ATLANTA INC 1580 SPALDING DR ATLANTA, GA 30350	N/A	PC	Matching grant campaign	32,311
TEMPLE EMANUEL OF GREATER ATLANTA INC 1580 SPALDING DR ATLANTA, GA 30350	N/A	PC	Annual Dues Campaign	2,160
TEMPLE EMANUEL OF GREATER ATLANTA INC 1580 SPALDING DR ATLANTA, GA 30350	N/A	PC	Matching Grant Campaign	23,343
TEMPLE EMANUEL OF GREATER ATLANTA INC 1580 SPALDING DR ATLANTA, GA 30350	N/A	PC	Special appeal Campaign	540
TEMPLE KOL EMETH LTD 1415 OLD CANTON RD MARIETTA, GA 30062	N/A	PC	Avodah Evening of Honor Scholarship Fund	225
TEMPLE SINAI INC 5645 DUPREE DR ATLANTA, GA 30327	N/A	PC	General & Unrestricted	2,200
THE ASSOCIATION OF ISRAELS DECORATIVE ARTS 2201 NW 30TH PL POMPANO BEACH, FL 33069	N/A	PC	scholarship Fund	1,000
THE VI AND MILTON WEINSTEIN HOSPICE INC 3150 HOWELL MILL RD NW ATLANTA, GA 30327	N/A	PC	General & Unrestricted	150
THE WILLIAM BREMAN JEWISH HOME INC 3150 HOWELL MILL RD NW ATLANTA, GA 30327	N/A	PC	The Auxillary Life Membership Division	360
Total . . . . ▶ 3a				522,680

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
THE WILLIAM BREMAN JEWISH HOME INC 3150 HOWELL MILL RD NW ATLANTA, GA 30327	N/A	PC	Gala Program	500
THE WILLIAM BREMAN JEWISH HOME INC 3150 HOWELL MILL RD NW ATLANTA, GA 30327	N/A	PC	2013-2014 Campaign	550
TREES ATLANTA INC 225 CHESTER AVE SE ATLANTA, GA 30316	N/A	PC	Urban Tree Party Program	200
TRUANCY INTERVENTION PROJECT GEORGIA INC 395 PRYOR ST SW STE 4122 ATLANTA, GA 30312	N/A	PC	General & Unrestricted	250
UNITED STATES FUND FOR UNICEF-SE REGIONAL office 1447 PEACHTREE ST STE 530 ATLANTA, GA 30309	N/A	PC	General & Unrestricted	1,000
UNITED STATES FUND FOR UNICEF-SE REGIONAL office 1447 PEACHTREE ST STE 530 ATLANTA, GA 30309	N/A	PC	UNICEF Experience Program	2,500
UNIVERSITY OF VERMONT 411 MAIN ST BURLINGTON, VT 05401	N/A	PC	Lawrence Debate Union Fund	1,500
VAIL BREAST CANCER AWARENESS GROUP PO BOX 4043 AVON, CO 81620	N/A	PC	Celebration of Life-Pink Program	2,000
VAIL VALLEY FOUNDATION INC PO BOX 309 VAIL, CO 81658	N/A	PC	Eagle Program	15,000
VAIL VALLEY FOUNDATION INC PO BOX 309 VAIL, CO 81658	N/A	PC	Vilar Performing Arts Center	5,000
VAIL VALLEY FOUNDATION INC PO BOX 309 VAIL, CO 81658	N/A	PC	2015 World Cup At Vail Campaign	5,000
VAIL VETERANS FOUNDATION INC PO BOX 6473 VAIL, CO 81658	N/A	PC	General & Unrestricted	1,000
WELLSPRING LIVING INC 140 HOWELL RD STE C-2 TYRONE, GA 30290	N/A	PC	Capital Campaign	1,000
WILLIAM BREMaN JEWISH HERITAGE MUSEUM 1440 Spring St NW ATLANTA, GA 30309	N/A	PC	2014 annual Campaign	1,000
WOODWARD ACADEMY INC 1662 RUGBY AVE COLLEGE PARK, GA 30337	N/A	PC	General & Unrestricted	1,000
Total . . . . ▶ **3a**				522,680

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
WOODWARD ACADEMY INC 1662 RUGBY AVE COLLEGE PARK, GA 30337	N/A	PC	Woodward Society and Building Campaign	13,500
Total . . . . ▶ **3a**				522,680

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

TY 2013 Depreciation Schedule

Name: Ron and Lisa Brill Charitable Trust

EIN: 58-6275452

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491132033565

TY 2013 Investments Corporate Bonds Schedule

Name: Ron and Lisa Brill Charitable Trust

EIN: 58-6275452

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AT&T INC GLBL NT - 3.000% - 02	24,922	24,888
BERKSHIRE HATHAWAY FIN CORP -	42,409	40,030
BLACKROCK INC - 5.000% - 12/10	42,084	39,950
CATERPILLAR INC NT - 5.700% -	33,012	33,067
CISCO SYSTEMS - 4.950% - 02/15	41,634	39,468
COCA COLA CO - 5.350% - 11/15/	30,226	28,402
DISNEY WALT CO - 5.625% - 09/1	29,318	27,655
GE CORP - 5.625% - 05/01/2018	40,386	40,103
GOLDMAN SACHS GRP INC - 5.125%	35,903	35,837
IBM CORP NOTES - 5.700% - 09/1	42,526	39,876
INTEL CORP NOTE - 3.300% - 10/	37,622	36,242
JPMORGAN CHASE & CO - 3.450% -	37,320	36,523
PEPSICO INC NOTES - 4.500% - 0	28,666	27,817
PFIZER INC - 5.350% - 03/15/20	28,026	25,860
UNITED TECHNLGS CORP - 5.375%	15,650	17,033

TY 2013 Investments Corporate Stock Schedule

Name: Ron and Lisa Brill Charitable Trust

EIN: 58-6275452

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AETNA INC	24,243	47,432
ALLIANCE DATA SYSTEM CORP	10,787	26,719
AMAZON COM	19,044	20,461
ANADARKO PETROLEUM CORP	31,256	48,714
APACHE CORPORATION	22,656	29,180
APPLE INC.	57,321	81,314
ARTISAN INTERNATIONAL FUND	225,128	309,380
AUTOMATIC DATA PROCESSING INC.	29,831	46,379
AVALONBAY CMNTYS INC	22,356	24,314
BANK OF AMERICA CORP	16,858	28,588
BLACKROCK INC	13,061	24,290
BOEING CO	18,158	31,171
CAPITAL ONE FINANCIAL CORP	21,687	34,279
CHECK POINT SOFTWARE TECH	13,099	19,439
CISCO SYSTEMS INC	28,554	36,778
CITIGROUP INC	20,373	27,083
CITRIX SYSTEMS INC	20,524	21,267
COLGATE-PALMOLIVE COMPANY	22,628	24,204
COMCAST CORP CL A	19,138	37,039
COVIDIEN LTD	20,790	41,032
CROWN HOLDINGS INC	21,645	30,105
CVS CAREMARK CORP.	18,624	33,540
DANAHER CORP	25,535	41,333
DIRECTV GROUP	9,071	15,727
DOLLAR GENERAL CORP	21,920	27,820
DREYFUS PREMIER EMERGING MKT	403,897	409,666
EMC CORP-MASS	27,643	30,159
EPOCH GLOBAL EQ SHAREHOLDER	350,895	479,125
EQT CORPORATION	12,158	22,984
EXPRESS SCRIPTS HOLDING CO.	39,977	55,395

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FIDELITY NATIONAL INFORMATION	11,804	21,896
FISERV INC	15,915	29,255
GENERAL ELECTRIC CO	31,358	46,778
GOOGLE INC	10,720	18,984
GOOGLE INC CLASS A	10,753	19,294
HOME DEPOT INC.	39,923	42,099
JOHNSON & JOHNSON	21,048	31,909
JP MORGAN CHASE & CO	28,241	43,791
KELLOGG CO	17,320	18,725
LAZARD EMERGING MARKETS EQUITY	642,972	630,957
MANAGERS AMG FDS TSQ MC GRW	395,474	605,939
MARATHON OIL CORP	26,863	29,740
MEDTRONIC INC	13,260	13,071
MERCK & CO INC.	22,422	35,578
MICROSOFT CORPORATION	26,442	41,492
NETAPP, INC.	12,258	12,782
OMNICOM GROUP	19,372	19,942
ORACLE CORP	38,078	50,663
PEPSICO INC	21,341	26,802
PRAXAIR INC.	30,239	39,852
PRUDENTIAL FINCL INC	19,750	19,529
RIDGEWORTH FDS SEIX FLOATING	450,001	459,544
SIMON PPTY GROUP INC	23,291	25,940
STRYKER CORPORATION	19,594	32,463
TARGET CORPORATION	22,241	22,716
TERADATA CORPORATION	15,823	12,261
TJX COMPANIES INC	30,862	38,268
UNION PACIFIC	19,235	28,928
UNITED TECHNOLOGIES CORP	23,912	35,790
UNITEDHEALTH GROUP INC.	22,866	37,605

Name of Stock	End of Year Book Value	End of Year Fair Market Value
US BANCORP DEL	21,896	28,808
V F CORP	14,215	24,444
VERIZON COMMUNICATIONS	19,071	19,572
VISA INC	13,275	25,285
WALGREEN CO	12,890	28,169
WALT DISNEY HOLDINGS CO.	25,325	33,867
WELLS FARGO & CO.	22,944	42,048
WILLIAMS COS	25,311	46,568

TY 2013 Investments Government Obligations Schedule

Name: Ron and Lisa Brill Charitable Trust

EIN: 58-6275452

US Government Securities - End of Year Book Value: 41,217

US Government Securities - End of Year Fair Market Value: 43,739

State & Local Government Securities - End of Year Book Value:

State & Local Government Securities - End of Year Fair Market Value:

TY 2013 Investments - Land Schedule

Name: Ron and Lisa Brill Charitable Trust

EIN: 58-6275452

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TY 2013 Investments - Other Schedule

Name: Ron and Lisa Brill Charitable Trust

EIN: 58-6275452

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BAY RESOURCE PARTNERS OFFSHORE		350,000	1,423,352
SILVER CREEK LW VOL STRATEGIES		174,392	250,886

TY 2013 Land, Etc. Schedule

Name: Ron and Lisa Brill Charitable Trust

EIN: 58-6275452

TY 2013 Other Expenses Schedule

Name: Ron and Lisa Brill Charitable Trust

EIN: 58-6275452

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	25,824			25,824
K-1 EXP SILVER CREEK LOW VOL	5,388	5,388		
DUES AND MEMBERSHIP FEES	1,000			1,000

TY 2013 Other Income Schedule

Name: Ron and Lisa Brill Charitable Trust

EIN: 58-6275452

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 Inc/Loss SILVER CREEK LOW VOL	1,352	1,352	
Federal Tax Refund	3,557		

TY 2013 Other Professional Fees Schedule

Name: Ron and Lisa Brill Charitable Trust

EIN: 58-6275452

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	23,273	23,273		

TY 2013 Taxes Schedule

Name: Ron and Lisa Brill Charitable Trust

EIN: 58-6275452

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Estimated Tax for 2014	1,000			
Foreign Tax Paid	111	111		