Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning 10/01 , 2013, and ending 09/30 , 20 14

Name of foundation: THE BRESLOW FOUNDATION

A Employer identification number: 47-0805066

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 80287

Room/suite:

B Telephone number (see instructions): (480) 840-5734

City or town, state or province, country, and ZIP or foreign postal code: PHOENIX, AZ 85060

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)* ▶ $ 761,544.

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)				
2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	24,344.	24,344.		ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	31,567.			
b	Gross sales price for all assets on line 6a 299,716.				
7	Capital gain net income (from Part IV, line 2)		31,567.		
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)				
12	**Total.** Add lines 1 through 11	55,911.	55,911.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 2	2,200.	2,200.		
c	Other professional fees (attach schedule) *	10,000.	10,000.		
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 4	352.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	**Total operating and administrative expenses.** Add lines 13 through 23	12,552.	12,200.		
25	Contributions, gifts, grants paid	39,835.			39,835.
26	**Total expenses and disbursements.** Add lines 24 and 25	52,387.	12,200.	0	39,835.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	3,524.			
b	**Net investment income** (if negative, enter -0-)		43,711.		
c	**Adjusted net income** (if negative, enter -0-)				

JSA **For Paperwork Reduction Act Notice, see instructions.** *ATCH 3 Form **990-PF** (2013)

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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		11,129.	11,129.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 5	704,846.	687,447.	750,415.
	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)	704,846.	698,576.	761,544.
Liabilities	17	Accounts payable and accrued expenses	9,794.		
	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)	9,794.	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	695,052.	698,576.	
	30	Total net assets or fund balances (see instructions)	695,052.	698,576.	
	31	Total liabilities and net assets/fund balances (see instructions)	704,846.	698,576.	

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	695,052.
2	Enter amount from Part I, line 27a	2	3,524.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	698,576.
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	698,576.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) F.M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 31,567.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 **3** 0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	32,688.	765,092.	0.042724
2011	41,253.	742,390.	0.055568
2010	41,871.	772,081.	0.054231
2009	19,000.	722,101.	0.026312
2008	41,907.	664,697.	0.063047

2	**Total** of line 1, column (d)	2	0.241882
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	0.048376
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	786,673.
5	Multiply line 4 by line 3	5	38,056.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	437.
7	Add lines 5 and 6	7	38,493.
8	Enter qualifying distributions from Part XII, line 4	8	39,835.

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	437.
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	437.
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	437.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 320.		
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	320.
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	117.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ NONE

14 The books are in care of ▶ DANIELLE BRESLOW Telephone no ▶ 480-840-5734

Located at ▶P.O. BOX 80287 PHOENIX, AZ ZIP+4 ▶ 85060

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

		Line	Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

		Line	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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ▶ ______ , ______ , ______ , ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______ , ______ , ______ , ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 7		0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than $50 000	(b) Type of service	(c) Compensation
NONE		0

Total number of others receiving over $50,000 for professional services . . . . ▶

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	785,229.
b	Average of monthly cash balances	1b	13,424.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	798,653.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	798,653.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	11,980.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	786,673.
6	**Minimum investment return.** Enter 5% of line 5	6	39,334.

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	39,334.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	437.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	437.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	38,897.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	38,897.
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	38,897.

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	39,835.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	39,835.
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	437.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	39,398.

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					38,897.
2	Undistributed income, if any, as of the end of 2013					
a	Enter amount for 2012 only					
b	Total for prior years 20 11 ,20 10 ,20 09					
3	Excess distributions carryover, if any, to 2013					
a	From 2008					
b	From 2009					
c	From 2010					
d	From 2011	2,099.				
e	From 2012					
f	**Total** of lines 3a through e		2,099.			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 39,835.					
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					38,897.
e	Remaining amount distributed out of corpus		938.			
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		3,037.			
b	Prior years' undistributed income Subtract line 4b from line 2b					
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount - see instructions					
e	Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions					
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)					
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		3,037.			
10	Analysis of line 9					
a	Excess from 2009					
b	Excess from 2010					
c	Excess from 2011	2,099.				
d	Excess from 2012					
e	Excess from 2013	938.				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

ATCH 8

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

SEE ATTACHED SAMPLE APPLICATION

c Any submission deadlines

SEE ATTACHED SAMPLE APPLICATION

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

SEE ATTACHED SAMPLE APPLICATION - NO RESTRICTIONS APPLY

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 9				
Total . . . . ▶ 3a				39,835.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	24,344.	
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	31,567.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				55,911.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 55,911.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Danielle Gross — 12/10/15 — Secretary/Treasurer

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
VONITA L WOOD	VONITA L WOOD	02/05/2015		P00415828

Firm's name ▶ LABENZ & ASSOCIATES LLC — Firm's EIN ▶ 47-0814192

Firm's address ▶ 4535 NORMAL BLVD., SUITE 195
LINCOLN, NE 68506 — Phone no 402-437-8383

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		917.94 SH LOOMIS SAYLES BOND FD PROPERTY TYPE: SECURITIES				P	VARIOUS	10/07/2013
13,906.		11,703.					2,203.	
		451.95 SH LOOMIS SAYLES BOND FD PROPERTY TYPE: SECURITIES				P	VARIOUS	10/07/2013
6,847.		6,961.					-114.	
		450.44 SH FIRST EAGLE OVERSEAS FD PROPERTY TYPE: SECURITIES				P	VARIOUS	10/07/2013
10,833.		10,239.					594.	
		935.31 SH IVY ASSET STRATEGY FUND I PROPERTY TYPE: SECURITIES				P	11/02/2011	10/07/2013
27,749.		22,715.					5,034.	
		288.17 SH IVY ASSET STRATEGY FUND I PROPERTY TYPE: SECURITIES				P	06/27/2013	10/07/2013
8,549.		7,758.					791.	
		2204.72 SH LAUDUS MONDRIAN EMERGING MARK PROPERTY TYPE: SECURITIES				P	11/02/2011	10/07/2013
19,402.		19,600.					-198.	
		1548.58 SH DOUBLELINE TOTAL RET BD - I PROPERTY TYPE: SECURITIES				P	VARIOUS	10/07/2013
16,964.		17,238.					-274.	
		1138.35 SH DOUBLELINE TOTAL RET BD - I PROPERTY TYPE: SECURITIES				P	04/17/2013	10/07/2013
12,470.		13,015.					-545.	
		81.00 SH ISHARES CORE S&P 500 ETF PROPERTY TYPE: SECURITIES				P	03/28/2008	04/03/2014
15,053.		10,704.					4,349.	
		1762.52 SH VANGUARS S/T TREAS FD - ADMRL PROPERTY TYPE: SECURITIES				P	10/26/2012	04/03/2014
18,791.		19,015.					-224.	
		135.04 SH FAIRHOLME FD PROPERTY TYPE: SECURITIES				P	04/07/2011	04/03/2014
5,500.		4,722.					778.	
		809.50 SH EATON VNACE FLOATING RATE- I PROPERTY TYPE: SECURITIES				P	06/27/2013	04/03/2014
7,400.		7,391.					9.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		717.69 SH VIRTUS PREMIUM ALPHASECTOR FD- PROPERTY TYPE: SECURITIES				P	11/02/2011	04/03/2014
12,200.		8,490.					3,710.	
		1064.78 SH ARTISAN S/C VALUE FD - IV PROPERTY TYPE: SECURITIES				P	VARIOUS	06/04/2014
19,581.		15,941.					3,640.	
		40.64 SH ARTISAN S/C VALUE FUND - IV PROPERTY TYPE: SECURITIES				P	11/21/2013	06/04/2014
747.		747.						
		3154.34 SH EATON VANCE FLOATING RATE- I PROPERTY TYPE: SECURITIES				P	VARIOUS	06/04/2014
28,816.		28,864.					-48.	
		839 SH VIRTUS PREMIUM ALPHASECTOR FD-I PROPERTY TYPE: SECURITIES				P	11/02/2011	06/04/2014
14,571.		9,925.					4,646.	
		322.58 SH VIRTUS PREMIUM ALPHASECTOR FD- PROPERTY TYPE: SECURITIES				P	10/07/2013	06/04/2014
5,602.		5,015.					587.	
		50.00 SH ISHARES CORE S&P 500 ETF PROPERTY TYPE: SECURITIES				P	03/28/2008	09/22/2014
10,057.		6,607.					3,450.	
		305.47 SH VANGUARD INTERM-TERM INV GR AD PROPERTY TYPE: SECURITIES				P	06/27/2013	09/23/2014
3,000.		2,988.					12.	
		43.02 SH HARBOR INTL FD - INS PROPERTY TYPE: SECURITIES				P	03/28/2008	09/23/2014
3,000.		2,840.					160.	
		252.20 SH EATON VANCE STRUCTURED EMERGIN PROPERTY TYPE: SECURITIES				P	10/27/2010	09/23/2014
4,000.		3,919.					81.	
		17.00 SH ISHARES CORE S&P 500 ETF PROPERTY TYPE: SECURITIES				P	03/28/2008	09/30/2014
3,378.		2,247.					1,131.	
		123.96 SH TWEEDY BROWNE GLOBAL VALUE FUN PROPERTY TYPE: SECURITIES				P	06/04/2014	09/30/2014
3,400.		3,459.					-59.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		33.00 SH ISHARES 7-10 YEAR TREASURY BON PROPERTY TYPE: SECURITIES				P	04/03/2014	09/30/2014
3,413.		3,336.					77.	
		1018.17 SH FIRST EAGLE OVERSEAS FD PROPERTY TYPE: SECURITIES				P	11/02/2011	10/07/2013
24,487.		22,710.					1,777.	
TOTAL GAIN(LOSS)							31,567.	

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDNEDS AND INTEREST	24,344.	24,344.
TOTAL	24,344.	24,344.

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	2,200.	2,200.		
TOTALS	2,200.	2,200.		

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT FEES	10,000.	10,000.
TOTALS	10,000.	10,000.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
FORM 990-PF ESTIMATES	320.
FORM 990-PF BALANCE DUE	32.
TOTALS	352.

ATTACHMENT 5

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
OTHER SECURITIES	687,447.	750,415.
TOTALS	687,447.	750,415.

FORM 990PF, PART VII-A, LINE 3 - CONFORMED COPY OF THE CHANGES

THE BRESLOW FOUNDATION AMENDED BYLAWS IN MAY OF 2013 TO MAKE CHANGES IN THE OFFICERS. A COPY IS ATTACHED.

BYLAWS

OF

THE BRESLOW FOUNDATION

1 Offices

Principal Office The address of the principal office of the corporation in the State of Nebraska shall be at 1225 Street, Lincoln, Lancaster County, Nebraska, 68508 The corporation may have such other offices, either within or without the State of Nebraska as the Board of Directors may designate or as the business of the corporation may require from time to time

Registered Office The registered office of the corporation required by the Nebraska Nonprofit Corporation Act to be maintained in the State of Nebraska may be, but need not be, the same as the principal office in the state of Nebraska, and the address of the registered office may be changed from time to time by the Board of Directors

Membership. The Corporation shall have no members.

2 Board of Directors

General Powers The business and affairs of the corporation shall be managed by its Board of Directors

Number, Tenure and Qualifications The number of directors of the corporation shall be three (3) Each director shall hold office until the next annual meeting of shareholders or until his successor shall have been elected and qualified Directors need not be residents of the State of Nebraska

Annual Meetings Regular meetings of the Board of Directors shall be held at least once each year The last regular meeting of the Board of Directors in each fiscal year shall constitute its annual meeting The Board of Directors may provide, by resolution, the time and place, either within or without the state of Nebraska, for the holding of regular meetings without other notice in such resolution

Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any one Director The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Nebraska, as the place for holding any special meeting of the Board of Directors called by them.

Notice. Notice of any special meeting shall be given at least ten (10) days previously thereto by written notice delivered personally to each Director, mailed to his immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

<u>Compensation</u> By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as Director No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor

<u>Indemnity of Directors and Officers</u> This corporation shall indemnify any person serving or who may have served as a director or officer of this corporation, or who is serving or may have served at this corporation's request as an officer or director of another corporation in which this corporation owns shares of capital stock or of which this corporation is a creditor, against expenses actually and reasonably incurred by them in connection with the defense of any action suit or proceeding, civil or criminal, in which they are made a party by reason of being or having been such director or officer of this corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duties to the corporation

3 <u>Officers</u>

<u>Principal Officers</u> The officers of the corporation shall consist of a President one or more Vice Presidents (the number thereof to be determined by the Board of Directors) a Secretary and a Treasurer each of whom shall be elected by the Board of Directors Such other subordinate officers agents and employees, as may be deemed necessary may be elected or appointed by the Board of Directors Any two or more offices may be held by the same person

<u>Election and Term of Office</u> The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided

<u>Removal</u> Any officer or agent may be removed by the Board of Directors, with or without cause, whenever in its judgment, the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed Election or appointment of any officer or agent shall not of itself create contract rights.

3 1 3See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law,

3 1 4Be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized,

3 1 5Keep a register of the post office address of each shareholder which shall be furnished to the Secretary by each shareholder

3 1 6Sign with the President or a Vice President certificates for shares of the corporation, the issuance of which shall have been authorized by resolution of the Board of Directors

3 1 7Have general charge of the stock transfer books of the corporation, and

3 1 8In general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Bylaws, the President or the Board of Directors

<u>The Treasurer</u> The Treasurer shall.

3 1 9Have charge and custody of and be responsible for all funds and securities of the corporation.

3 1 10Receive and give receipts For monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article 5 of these Bylaws, and

3 1 11In general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Bylaws, the President or the Board of Directors If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine

<u>Assistant Treasurer</u> At the request of the Treasurer or, in the case of his absence or inability to act, the Assistant Treasurer shall perform the duties of the Treasurer, and when acting as the Treasurer, shall have the powers of, and be subject to all the restrictions upon the Treasurer The Assistant Treasurer, in general, shall perform such duties as shall be assigned to him from time to time by the Treasurer, the President or the Board of Directors. The Assistant Treasurer shall, if required by the Board of Directors, give bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Assistant Secretary. At the request of the Secretary, or, in the case of his absence or inability to act, the Assistant Secretary shall perform the duties of the Secretary, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Secretary The Assistant Secretary, in general, shall perform such duties as shall be assigned to him from time to time by the Secretary, the President, or the Board of Directors

Salaries and Qualifications The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a Director of the corporation The officers need not be shareholders of the corporation

Resignation Any Director or officer of the corporation may, at any time, resign as such Director or officer by giving notice of his resignation to the Board, the President or the Secretary of the corporation Such resignation shall take effect at the time specified therein, or, if no time be specified therein, at the time of the receipt thereof, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective

4 Contracts, Loans, Checks and Deposits

Contracts The Board may authorize any officer or agent of the corporation, in the name of and on behalf of the corporation, to enter into any contract or to sign, execute, or deliver any contract or other instrument, and such authority may be general or confined to specific instances

Loans No loans shall be contracted on behalf of the corporation, and no negotiable paper shall be issued in its name, unless authorized by resolution of the Board When authorized by the Board to do so, any officer or agent of the corporation thereunto authorized may effect loans and advances at any time for the corporation from any bank, trust company or other institution, or from any firm corporation, or individual and for such loans and advances may make, execute or deliver promissory notes, bonds, debentures, or other certificates or evidences of indebtedness of the corporation, and may, to the extent permitted by law pledge, hypothecate or transfer any securities or other property of the corporation as security for any such loans or advances Such authority for making loans may be general or confined to specific instances Notwithstanding anything to the contrary contained herein no loans shall be made by the corporation to any of its officers or directors

Repayment of Compensation Any payments made to an officer or other employee of the corporation such as a salary, commission, bonus, interest, or rent, or other expenses incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer or employee to the corporation to the full extent of such disallowance It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the officer or employee, subject to the determination of the Directors, proportionate amounts may be withheld from the officer's or employee's future compensation until all amounts owed to the corporation have been recovered in full

Checks, Drafts, etc All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors

Deposits All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select or approve, or, as may be selected by any officer or agent of the corporation to whom such power may from time to time be delegated by the Board

5 Fiscal Year.

5 1The fiscal year of the corporation shall be as set from time to time by the Board of Directors.

6 Corporate Seal

6 1The corporation shall have a corporate seal, which shall be in such form as the Board of Directors may prescribe

7 Waiver of Notice

7 1Whenever any notice is required to be given to any shareholder or Director of the corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Nebraska Business Corporation Act, as amended, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice

8.Amendments

8.1These bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board of Directors at any meeting of the Board

CERTIFICATE OF SECRETARY

I, Danielle Gross, certify that I am presently the duly elected and acting Secretary of The Breslow Foundation, a Nebraska nonprofit corporation, and that the above Amended and Restated Bylaws are the bylaws of this corporation as adopted by the Board of Directors on May 13, 2014.

DATE 5/19/14

Danielle Gross, Secretary
Name Danielle Gross
Title: Secretary

Adopted February 1, 1996

Amended May 13, 2014

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

ATTACHMENT 7

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MELISSA BRESLOW 275 MONTE GRIGIO DRIVE PACIFIC PALISADES, CA 90272	PRESIDENT - AS NEEDED	0	0	0
DANIELLE GROSS P.O. BOX 80287 PHOENIX, AZ 85060	VP, SECRETARY/TREAS -AS NEEDED	0	0	0
BENJAMIN GROSS PO BOX 80287 PHOENIX, AZ 85060	BOARD MEMBER - AS NEEDED	0	0	0
	GRAND TOTALS	0	0	0

ATTACHMENT 8

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

DANIELLE BRESLOW
P.O. BOX 80287
PHOENIX, AZ 85060
480-840-5734

THE BRESLOW FOUNDATION

P.O. Box 80287
Phoenix, Arizona 85060
Telephone (480) 840-5734

Grant Application

Applicant: ______________________________ Federal I.D. No.: ____________

(Name of organization as registered with IRS)

Address: ______________________________

(Street) *(City and State)* *(Zip Code)*

Executive Contact: ______________________________

(Name) *(Title)*

____

(E-mail) *(Phone)* *(Fax)*

Principal Purpose of Organization: ______________________________

____

____

Proposed Use of Funds Applied For *(Be Specific)* ______________________________

____

____

____

____

Amount of This Grant Request $ ____________

Please attach a copy of your Internal Revenue Service Exemption Letter approving tax-exempt status under Internal Revenue Code Section 501(c)(3). ☐ Attached

Please verify that no goods or services were received by the donor as a result of this grant. ☐ Verified

By: ______________________________

Title: ______________________________

For The Breslow Foundation use only.

Approved ☐ Amount: $____________ Denied ☐

Approved by: ____________________ Date Paid: ____________________

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

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TOWARDS FREEDOM PO BOX 7806 VAN NUYS, CA 91409	NONE PC	TO FURTHER PROGRAMS OF THE ORGANIZATION IN SUPPORT OF THE ANIMAL ADVOCACY MUSEUM	3,278
JEWISH GENETIC DISEASES CENTER OF GREATER PHOENIX 12701 N SCOTTSDALE ROAD, SUITE 201 SCOTTSDALE, AZ 85254	NONE PC	TO FURTHER PROGRAMS OF THE ORGANIZATION	5,000
ARIZONA COMMUNITY FOUNDATION 2201 E CAMELBACK ROAD, SUITE 405B PHOENIX, AZ 85016	NONE PC	TO FURTHER PROGRAMS OF THE ORGANIZATION	13,278
MERCY FOR ANIMALS 8033 SUNSET BLVD. SUITE 864 LOS ANGELES, CA 90046	NONE PC	TO FURTHER PROGRAMS OF THE ORGANIZATION	10,000
AFRICAN WILDLIFE FOUNDATION INC 1400 16TH STREET NW NO 120 WASHINGTON, DC 20036-2249	NONE PC	TO FURTHER PROGRAMS OF THE ORGANIZATION	8,279
		TOTAL CONTRIBUTIONS PAID	39,835