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EXTENDED TO NOVEMBER 16, 2015
Return of Private Foundation

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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation

BRENTWOOD FOUNDATION

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

30799 PINETREE ROAD

Room/suite

274

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

CLEVELAND, OH 44124

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 foundationI Fair market value of all assets at end of year J Accounting method: Cash Accrual
(from Part II, col (c), line 16) Other (specify) _____

► \$ 23,142,532. (Part I, column (d) must be on cash basis)

A Employer identification number

34-1783117

B Telephone number

216-328-9294

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 ►

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not
necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	3,100.		N/A	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B interest on savings and temporary cash investments				
4	Dividends and interest from securities	506,614.	506,614.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a	1,072,399.			
7	Capital gain net income (from Part IV, line 2)		1,072,399.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	1,582,113.	1,579,013.		
13	Compensation of officers, directors, trustees, etc.	45,000.	0.		45,000.
14	Other employee salaries and wages				
15	Pension plans, employee benefits	16,198.	0.		16,198.
16a	Legal fees				
b	Accounting fees	STMT 2	52,086.	0.	58,622.
c	Other professional fees	STMT 3	41,946.	41,946.	0.
17	Interest				
18	Taxes	STMT 4	83,504.	0.	3,443.
19	Depreciation and depletion		30.	0.	
20	Occupancy		1,216.	0.	1,216.
21	Travel, conferences, and meetings		4,508.	0.	4,508.
22	Printing and publications				
23	Other expenses	STMT 5	1,303.	0.	1,303.
24	Total operating and administrative expenses. Add lines 13 through 23		245,791.	41,946.	130,290.
25	Contributions, gifts, grants paid		10,854,941.		1,328,485.
26	Total expenses and disbursements. Add lines 24 and 25		11,100,732.	41,946.	1,458,775.
27	Subtract line 26 from line 12:		-9,518,619.		
b	Excess of revenue over expenses and disbursements				
c	Net investment income (if negative, enter -0-)		1,537,067.		
c	Adjusted net income (if negative, enter -0-)			N/A	

G13

15

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing		54,219.	13,352.	13,352.
	2 Savings and temporary cash investments		54,178.	45,326.	45,326.
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges		3,062.	4,574.	4,574.
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock				
	c Investments - corporate bonds	STMT 6	3,980,985.	4,016,579.	3,838,693.
Assets	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 7	16,230,655.	16,237,294.	19,115,138.
	14 Land, buildings, and equipment; basis ►	1,757.			
	Less accumulated depreciation ►	1,757.	30.	0.	0.
	15 Other assets (describe ►	STATEMENT 8)	118,144.	125,449.	125,449.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		20,441,273.	20,442,574.	23,142,532.
	17 Accounts payable and accrued expenses		13,586.	7,050.	
	18 Grants payable		743,234.	10,269,690.	
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
Liabilities	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)		756,820.	10,276,740.	
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		3,885,999.	4,154,363.	
	25 Temporarily restricted		15,798,454.	6,011,471.	
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/>				
	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				
Net Assets or Fund Balances	30 Total net assets or fund balances		19,684,453.	10,165,834.	
	31 Total liabilities and net assets/fund balances		20,441,273.	20,442,574.	

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 19,684,453.
2 Enter amount from Part I, line 27a	2 -9,518,619.
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 10,165,834.
5 Decreases not included in line 2 (itemize) ►	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 10,165,834.

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 PNC ACCOUNT 21-75-073-4454205			P		
b CAPITAL GAINS DIVIDENDS					
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 2,308,105.		1,948,462.	359,643.		
b 712,756.			712,756.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			359,643.		
b			712,756.		
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	1,072,399.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }		3	N/A	

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	533,811.	21,670,087.	.024634
2012	928,410.	19,644,528.	.047260
2011	702,889.	18,663,615.	.037661
2010	749,826.	18,340,503.	.040884
2009	1,364,402.	16,566,159.	.082361

2 Total of line 1, column (d)

2 .232800

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 .046560

4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5

4 23,764,425.

5 Multiply line 4 by line 3

5 1,106,472.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 15,371.

7 Add lines 5 and 6

7 1,121,843.

8 Enter qualifying distributions from Part XII, line 4

8 1,458,775.

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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2014 estimated tax payments and 2013 overpayment credited to 2014

6a 44,433.

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

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ►

29,062. Refunded

10

29,062.

11

0.

Part VII-A Statements Regarding Activities

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

1c X

c Did the foundation file Form 1120-POL for this year?

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?

2 X

*If "Yes," attach a detailed description of the activities*3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

3 X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a X

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

4b X

If "Yes," attach the statement required by General Instruction T

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?

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*

N/A

5 X

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

6 X

OH

7 X

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 2014 or the taxable year beginning in 2014 (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)

- 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
- 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
- 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► BRENTWOODFOUNDATION@SBCGLOBAL.NET 13
- 14 The books are in care of ► DEACONESS COMMUNITY FOUNDATION Telephone no. ► 216-741-4077 Located at ► 7575 NORTHCLIFF AVENUE, SUITE 203, BROOKLYN, OH ZIP+4 ► 44144
- 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A
- 16 At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ► 16 Yes No X

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

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

- | | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► 1b <input type="checkbox"/> N/A | | |
| 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 2014? 1c <input type="checkbox"/> 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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| If "Yes," list the years ► 2a <input type="checkbox"/> N/A | | |
| 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 <input type="checkbox"/> N/A | | |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 2c <input type="checkbox"/> | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b If "Yes," did it have excess business holdings in 2014 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 2014) 3b <input type="checkbox"/> N/A | | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a <input type="checkbox"/> 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 2014? 4b <input type="checkbox"/> 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 4945(d)(4)(A)? (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)?

Organizations relying on a current notice regarding disaster assistance check here c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A**

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?

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A****N/A** ► **5b****6b** **X****7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		45,000.	16,198.	0.

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

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

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

►

0

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

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

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

0
Part IX-A **Summary of Direct Charitable Activities**

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B **Summary of Program-Related Investments**

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

Amount

1	N/A	
2		
3		
Total. Add lines 1 through 3		0.

Form 990-PF (2014)

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 24,045,232.
b	Average of monthly cash balances	1b 81,088.
c	Fair market value of all other assets	1c
d	Total (add lines 1a, b, and c)	1d 24,126,320.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.
2	Acquisition indebtedness applicable to line 1 assets	2 0.
3	Subtract line 2 from line 1d	3 24,126,320.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 361,895.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 23,764,425.
6	Minimum investment return. Enter 5% of line 5	6 1,188,221.

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

1	Minimum investment return from Part X, line 6	1 1,188,221.
2a	Tax on investment income for 2014 from Part VI, line 5	2a 15,371.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 15,371.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 1,172,850.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 1,172,850.
6	Deduction from distributable amount (see instructions)	6 0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 1,172,850.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a 1,458,775.
b	Program-related investments - total from Part IX-B	1b 0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a
b	Cash distribution test (attach the required schedule)	3b
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 1,458,775.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5 15,371.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 1,443,404.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				1,172,850.
2 Undistributed income, if any, as of the end of 2014			276,403.	
a Enter amount for 2013 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 1,458,775.			276,403.	
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2014 distributable amount				1,172,850.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (if an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:		9,522.		
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)		0.		
8 Excess distributions carryover from 2009 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a		9,522.		
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014		9,522.		

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

N/A

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).)

NONE

- 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.

NONE

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:**

BRENTWOOD-FOUNDATION.ORG/APPLY, 216-491-7234
30700 PINETREE ROAD CLEVELAND OH 44124

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

SEE ATTACHED FOR GRANT APPLICATION PROCESS

- c. Any submission deadlines:**

SEE ATTACHED FOR GRANT APPLICATION PROCESS

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

SEE ATTACHED FOR GRANT APPLICATION PROCESS

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SOUTH POINTE HOSPITAL 4110 WARRENSVILLE CTR. RD. WARRENSVILLE HTS, OH 44122	NOT AN INDIVIDUAL	NOT A PRIVATE FOUNDATION	CENTER OF EXCELLENCE	1,303,485.
OHIO UNIVERSITY FOUNDATION P.O. BOX 869 ATHENS, OH 45701	NOT AN INDIVIDUAL	NOT A PRIVATE FOUNDATION	DISCRETIONARY FUND DONATION	25,000.
Total				► 3a 1,328,485.
b Approved for future payment				
AMERICAN COLLEGE OF OSTEOPATHIC FAMILY PRACTICE RESIDENTS 330 E. ALGONQUIN ROAD SUITE 1 ARLINGTON HEIGHTS, IL 60005	NOT AN INDIVIDUAL	NOT A PRIVATE FOUNDATION	DISCRETIONARY FUND DONATION	4,724.
SOUTH POINTE HOSPITAL 4110 WARRENSVILLE CTR. RD. WARRENSVILLE HTS, OH 44122	NOT AN INDIVIDUAL	NOT A PRIVATE FOUNDATION	CENTER OF EXCELLENCE	9,521,732.
Total				► 3b 9,526,456.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.		Unrelated business income		(e) Related or exempt function income
		(a) Business code	(b) 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				
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				
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)			0.	1,579,013.
13 Total. Add line 12, columns (b), (d), and (e)			13	1,579,013.
(See worksheet in line 13 instructions to verify calculations.)				

Relationship of Activities to the Accomplishment of Exempt Purposes

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENT INCOME	1,219,370.	712,756.	506,614.	506,614.	
TO PART I, LINE 4	1,219,370.	712,756.	506,614.	506,614.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	27,300.	0.		27,300.
BOOKKEEPING SERVICES	16,500.	0.		16,500.
CONSULTING SERVICES	8,286.	0.		8,286.
CHANGE IN AP	0.	0.		6,536.
TO FORM 990-PF, PG 1, LN 16B	52,086.	0.		58,622.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	30,000.	30,000.		0.
PROFESSIONAL SERVICES	11,946.	11,946.		0.
TO FORM 990-PF, PG 1, LN 16C	41,946.	41,946.		0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAX	80,061.	0.		0.
PAYROLL TAXES	3,443.	0.		3,443.
TO FORM 990-PF, PG 1, LN 18	83,504.	0.		3,443.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GRANT OFFICE EXPENSES	597.	0.		597.
DUES AND SUBSCRIPTIONS	706.	0.		706.
TO FORM 990-PF, PG 1, LN 23	1,303.	0.		1,303.

FORM 990-PF	CORPORATE BONDS	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	4,016,579.	3,838,693.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,016,579.	3,838,693.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	COST	16,237,294.	19,115,138.
TOTAL TO FORM 990-PF, PART II, LINE 13		16,237,294.	19,115,138.

FORM 990-PF	OTHER ASSETS	STATEMENT	8
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST & DIVIDEND RECEIVABLE	118,144.	125,449.	125,449.
TO FORM 990-PF, PART II, LINE 15	118,144.	125,449.	125,449.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	9
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CHRISTINE GIBBONS 30799 PINETREE RD. NO. 274 CLEVELAND, OH 44124	DIRECTOR 30.00	45,000.	16,198.	0.
VINCENT F. DECRANE 30799 PINETREE RD. NO. 274 CLEVELAND, OH 44124	TRUSTEE 1.00	0.	0.	0.
RAYMOND J. GRABOW 30799 PINETREE RD. NO. 274 CLEVELAND, OH 44124	VICE CHAIR 1.00	0.	0.	0.
GREGORY P. KURTZ 30799 PINETREE RD. NO. 274 CLEVELAND, OH 44124	TRUSTEE 1.00	0.	0.	0.
MICHAEL MERRIMAN 30799 PINETREE RD. NO. 274 CLEVELAND, OH 44124	TRUSTEE 1.00	0.	0.	0.
DAVID KRAHE, D.O. 30799 PINETREE RD. NO. 274 CLEVELAND, OH 44124	TRUSTEE 1.00	0.	0.	0.
MICHAEL MCCLAIN, D.O. 30799 PINETREE RD. NO. 274 CLEVELAND, OH 44124	TRUSTEE 1.00	0.	0.	0.
ROGER F. CLASSEN, D.O. 30799 PINETREE RD. NO. 274 CLEVELAND, OH 44124	BOARD CHAIR 6.00	0.	0.	0.

BRENTWOOD FOUNDATION**34-1783117**

RICHARD BARONE 30799 PINETREE RD. NO. 274 CLEVELAND, OH 44124	TRUSTEE 1.00	0.	0.	0.
GEORGE A. KAPPOS, JR. 30799 PINETREE RD. NO. 274 CLEVELAND, OH 44124	TREASURER 3.00	0.	0.	0.
MICHAEL F. KILLEEN 30799 PINETREE RD. NO. 274 CLEVELAND, OH 44124	SECRETARY 2.00	0.	0.	0.
JEFFREY A. STANLEY, D.O. 30799 PINETREE RD. NO. 274 CLEVELAND, OH 44124	TRUSTEE 1.00	0.	0.	0.
BRENDA R. SARIDAKIS 30799 PINETREE RD. NO. 274 CLEVELAND, OH 44124	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		45,000.	16,198.	0.

08310 Brentwood Foundation
34-1783117
FYE: 12/31/2014

PART III, LINE 14, COLUMN B ATTACHMENT
Book Asset Detail 1/01/14 - 12/31/14

09/12/2015 12:13 PM
Page 1

<u>Asset</u>	<u>Property Description</u>	<u>Date In Service</u>	<u>Book Cost</u>	<u>Book Sec 179 Exp</u>	<u>Book Sal Value</u>	<u>Book Prior Depreciation</u>	<u>Book Current Depreciation</u>	<u>Book End Depr</u>	<u>Book Net Book Value</u>	<u>Book Method</u>	<u>Book Period</u>
Group: Furniture and Fixtures											
1	2006 Additions of Furnitures and F	6/01/06	1,336.97	0.00	0.00	1,336.97	0.00	1,336.97	0.00	S/L	7.00
3	2 door filing cabinet	7/01/07	419.99	0.00	0.00	390.00	29.99	419.99	0.00	S/L	7.00
	Furniture and Fixtures		1,756.96	0.00c	0.00	1,726.97	29.99	1,756.96	0.00		
	Grand Total		1,756.96	0.00c	0.00	1,726.97	29.99	1,756.96	0.00		



**BRENTWOOD FDN - MUTUAL FUND
CUSTODY STATEMENT**
Account number 21-75-073-4454205
January 1, 2014 - December 31, 2014

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Detail

Portfolio

Cash and cash equivalents
Mutual funds - money market

Description	Market value last period	Current market value	% of total portfolio	Total original value at PNC	Current yield	Estimated annual income	Accrued income
	Quantity	Current price per unit		Avg. original value at PNC per unit	Unrealized gain/loss		
PNC MONEY MARKET FUND FUND #417	\$12,583.23 12,583.230	\$12,583.23 \$1.0000	0.06 %	\$12,583.23 \$1.00	0.04 %	\$3.78	\$0.03
PNC MONEY MARKET FUND FUND #417	32,742.70 32,742.700	32,742.70 1.0000	0.15 %	32,742.70 1.00	0.03 %	9.82	2.33
Total mutual funds - money market	\$45,325.93	0.20 %	\$45,325.93	0.03 %	\$13.60	\$2.36	
Total cash and cash equivalents	\$45,325.93	0.20 %	\$45,325.93	0.03 %	\$13.60	\$2.36	

Fixed income
Mutual funds - fixed income

Description [Symbol]	Market value last period	Current market value	% of total portfolio	Total original value at PNC	Current yield	Estimated annual income	Accrued income
	Quantity	Current price per unit		Avg. original value at PNC per unit	Unrealized gain/loss		
PNC INTERMEDIATE BOND FUND [PIKX] CLASS I FUND #407	\$13,699.64 1,707.525	\$18,955.70 \$10.9900	0.09 %	\$18,996.73 \$11.13	-\$231.03	1.12 %	\$210.03
PNC INTERMEDIATE BOND FUND [PIKX] CLASS I FUND #407	2,786,627.47 256,615.576	2,820,205.18 10.9900	12.27 %	2,971,676.24 11.58	-151,471.06	1.12 %	31,563.72
THROWE PRICE INSTITUTIONAL [PFPRX] FLOATING RATE FUND FD #430	521,639.53 50,752.105	508,536.09 10.0200	2.22 %	521,639.53 10.28	-13,103.44	4.23 %	21,448.14
VANGUARD S/T INFL PROT-ADM [VTPAX] FD #567	501,048.13 20,268.546	491,185.70 24.2100	2.14 %	504,246.14 26.85	-13,080.44	0.82 %	4,017.13
							1,909.48



**BRENTWOOD FDN - MUTUAL FUND
CUSTODY STATEMENT**
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Fixed income
Mutual funds - fixed income

Description [Symbol]	Market value last period	Current market value	% of total portfolio	Total original value at PNC	Current	Estimated annual income	Accrued income
	Quantity	Current price per unit		Avg. original value at PNC per unit	Unrealized gain/loss	yield	
Total mutual funds - fixed income		\$3,838,692.67	16.69 %	\$4,016,578.64	-\$177,885.97	1.49 %	\$57,259.02
Total fixed income		\$3,838,692.67	16.69 %	\$4,016,578.64	-\$177,885.97	1.49 %	\$5,031.97

Equities

Description [Symbol]	Market value last period	Current market value	% of total portfolio	Total original value at PNC	Current	Estimated annual income	Accrued income
	Quantity	Current price per unit		Avg. original value at PNC per unit	Unrealized gain/loss	yield	
Gold Fund V7 [***]	\$251,050.00	\$251,245.00	1.10 %	\$252,550.60	-\$1,305.60	2.99 %	\$7,500.00
PFD SERIES B VAR % DUE 03/24/2018	5,000	\$50,249.00		\$50.51			
Eff - equity		\$251,245.00		\$252,550.60	-\$1,305.60	2.99 %	\$7,500.00
Stocks Unclassified							
Description [Symbol]	Market value last period	Current market value	% of total portfolio	Total original value at PNC	Current	Estimated annual income	Accrued income
WISDOMTREE EMERGING MARKETS (DEM)	\$1,239,977.97	\$1,024,445.84	4.46 %	\$1,260,474.91	-\$236,029.07	5.51 %	\$56,446.58
VAR % DUE 03/24/2018	24,299	\$42,160.00		\$51.87			
Mutual funds - equity							
Description [Symbol]	Market value last period	Current market value	% of total portfolio	Total original value at PNC	Current	Estimated annual income	Accrued income
AQR SMALL CAP MOMENTUM FUND (ASMOX) CLASS L	\$16,986.11	\$29,995.08	0.14 %	\$30,925.97	-\$930.89	0.42 %	\$125.05
VAR % DUE 03/24/2018	1,456.779	\$20,590.00		\$21.23			
AQR SMALL CAP MOMENTUM FUND (ASMOX) CLASS L	\$90,069.49	697,983.11	3.04 %	\$89,293.44	108,689.67	0.42 %	2,907.90
VAR % DUE 03/24/2018	33,879.131	20,590.00		17.38			



BRENTWOOD FDN - MUTUAL FUND
CUSTODY STATEMENT

Account number 21-75-073-4454205
January 1, 2014 - December 31, 2014

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Detail

Mutual funds - equity

Description [Symbol]	Market value last period	Current market value	% of total	Total original value at PNC	Current yield	Estimated annual income	Accrued income
	Quantity	Current price per unit	portfolio	Avg. original value at PNC per unit	Unrealized gain/loss		
DODGE & COX INTERNATIONAL (DODFX)	716,145.55	700,900.61	3.05 %	711,908.61	-11,008.00	2.31 %	16,145.18
STOCK FUND #1048	16,644,517	42,1100	42.77				
DODGE & COX STK FD (DODGX)	3,882,098.07	3,938,727.07	17.13 %	2,061,999.67	1,876,727.40	1.55 %	60,950.79
FD #145	21,768,139	180,9400	96.73				
PARAMETRIC (E1EMA)		1,987.28	0.01 %		1,994.37	-7.09	1.60 %
EMERGING MARKETS FD	141,847	14,0100	14.06				31.77
INSTL CLASS FD # 83							
PARAMETRIC (E1EMX)	1,002,575.09	982,198.10	4.19 %	1,003,336.28	-71,138.18	1.60 %	15,384.18
EMERGING MARKETS FD	68,679,377	14,0100	15.05				
INSTL CLASS FD # 83							
HARBOR INTERNATIONAL FUND (HAINX)	710,673.78	649,143.93	2.83 %	700,264.66	-51,120.73	2.19 %	14,209.42
CLASS INS FD # 2011	10,020,746	64,7800	69.88				
TROWE PRICE INSTITUTIONAL (TRLGX)		43,790.97	0.20 %		42,627.68	1,163.29	0.26 %
LARGE-CAP GROWTH FUND CL IN	1,593,558	27,4800	26.75				111.55
TROWE PRICE INSTITUTIONAL (TRLQX)	3,768,485.45	4,031,594.89	17.53 %	2,093,245.83	1,938,349.06	0.26 %	10,269.71
LARGE-CAP GROWTH FUND CL IN	146,710,169	27,4800	14.27				
PIMCO ALL ASSETS ALL AUTHOR (PAUX)	3,632,256.23	3,348,165.29	14.56 %	3,989,568.41	-621,403.12	6.03 %	201,696.70
FUND CLASS IS	366,721,280	9,1300	10.82				120,394.60
FUND # 1860							
TOUCHSTONE SMALL CAP VALUE (TSOX)	109,974.28	174,834.82	0.77 %	177,131.21	-2,296.39	1.83 %	3,198.53
CLASS IS	9,035,391	19,3500	19.60				
TOUCHSTONE SMALL CAP VALUE (TSOX)	1,357,277.22	1,387,645.99	6.04 %	1,102,583.03	285,062.96	1.83 %	25,386.39
CLASS IS	71,712,971	19,3500	15.37				
VANGUARD TOTAL INT'L STOCK INDEX (VGTSX)	1,081,719.52	1,004,584.19	4.37 %	1,245,946.58	-241,362.39	3.32 %	33,335.40
FUND #113	64,603,485	15,5500	19.29				
VANGUARD EXPLORER FUND-ADM (VERRX)		14,239.96	0.07 %	13,902.36	337.60	0.38 %	53.37
FD # 5026	164,719	86,4500	86.40				
VANGUARD EXPLORER FUND-ADM (VERRX)	846,104.61	853,655.80	3.72 %	949,540.66	-95,884.86	0.38 %	3,199.36
FD # 5024	9,874,561	86,4500	96.16				





BRENTWOOD FDN - MUTUAL FUND
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Detail

Mutual funds - equity

Description [Symbol]	Market value [last period] Quantity	Current market value Current price per unit	% of total portfolio	Total original value at PNC at PNC per unit	Estimated yield	Estimated annual income	Accrued income
Total mutual funds - equity		\$17,899,447.09	77.57 %	\$14,724,268.76	\$3,115,178.33	2.17 %	\$387,007.30
Total equities		\$19,115,137.93	83.11 %	\$16,237,294.27	\$2,877,843.66	2.36 %	\$450,953.88
Total portfolio		\$22,999,156.53	100.00 %	\$20,129,198.86	\$2,699,957.69	2.21 %	\$508,226.50
							\$125,448.93



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