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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation****or Section 4947(a)(1) Trust Treated as Private Foundation**

- Do not enter social security numbers on this form as it may be made public.
- Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

2016**Open to Public
Inspection****For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016**

Name of foundation BARBARA & GARY BRANDT FAMILY FOUNDATION	A Employer identification number 26-1396548				
	B Telephone number (see instructions) (212) 697-1000				
C If exemption application is pending, check here ► <input type="checkbox"/>					
D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>					
E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>					
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>					
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change					
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation					
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 3,922,480		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			
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 ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B 3 Interest on savings and temporary cash investments 4 Dividends and interest from securities 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 3,204,760 7 Capital gain net income (from Part IV, line 2) 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		5,250	5,250	19,405	19,405
Operating and Administrative Expenses 13 Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees (attach schedule) b Accounting fees (attach schedule) c Other professional fees (attach schedule) 17 Interest 18 Taxes (attach schedule) (see instructions) 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		0	0	7,131	1,881
25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25		51,611	34,169	44,480	32,288
27 Subtract line 26 from line 12 a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)		-114,796	77,014	227,561	34,169

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	3,685	24,467	24,467	
2	Savings and temporary cash investments	139,153	92,703	92,703	
3	Accounts receivable ►				
	Less allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
7	Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments—U S and state government obligations (attach schedule)	27,834	27,545	28,179	
b	Investments—corporate stock (attach schedule)	3,287,617	3,195,650	3,566,992	
c	Investments—corporate bonds (attach schedule)	65,585	75,612	77,894	
11	Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	108,256	107,698	132,245	
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)	3,632,130	3,523,675	3,922,480	
Liabilities					
17	Accounts payable and accrued expenses				
18	Grants payable				
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe ► _____)				
23	Total liabilities (add lines 17 through 22)	0	0	0	
Net Assets or Fund Balances					
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> 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 ► <input checked="" type="checkbox"/> and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds	0	0	0	
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	3,632,130	3,523,675	3,523,675	
30	Total net assets or fund balances (see instructions)	3,632,130	3,523,675	3,523,675	
31	Total liabilities and net assets/fund balances (see instructions)	3,632,130	3,523,675	3,523,675	

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	3,632,130
2	Enter amount from Part I, line 27a	2	-114,796
3	Other increases not included in line 2 (itemize) ► <input type="checkbox"/>	3	6,341
4	Add lines 1, 2, and 3	4	3,523,675
5	Decreases not included in line 2 (itemize) ► <input type="checkbox"/>	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	3,523,675

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 Additional Data Table					
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 See Additional Data Table					
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 See Additional Data Table					
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	19,405	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8				3	

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

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

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

 Yes No

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

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 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))
2015	213,206	4,135,906	0 051550
2014	183,552	4,144,985	0 044283
2013	169,042	3,824,519	0 044200
2012	172,217	3,528,345	0 048810
2011	159,918	3,478,998	0 045967
2 Total of line 1, column (d)			2 0 234810
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 046962
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 3,917,603
5 Multiply line 4 by line 3			5 183,978
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 770
7 Add lines 5 and 6			7 184,748
8 Enter qualifying distributions from Part XIII, line 4			8 188,392

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 ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	770
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> 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-)	2	0
3	Add lines 1 and 2.	3	770
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	770
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	11,736
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	11,736
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	10,966
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ►	10,966	Refunded ►
		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	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b	Yes	No
	<i>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</i>			
c	Did the foundation file Form 1120-POL for this year?	1c	Yes	No
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? <i>If "Yes," attach a detailed description of the activities</i>	2	Yes	No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	Yes	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	No
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes	No
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► NY			
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? <i>If "No," attach explanation</i>	8b	Yes	No
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	Yes	No

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11 No

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions). 12 No

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 Yes

Website address ►N/A

14 The books are in care of ►CITRIN COOPerman CO LLP Telephone no ►(212) 697-1000

Located at ►529 FIFTH AVENUE NEW YORK NY

ZIP+4 ►10017

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 □

16 At any time during calendar year 2016, 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 Yes No

See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). 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.

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 2016? 1c No

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? □ Yes No
If "Yes," list the years ► 20____, 20____, 20____, 20____

b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions) 2b □

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? □ Yes No

b If "Yes," did it have excess business holdings in 2016 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 2016). 3b □

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a No

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016? 4b No

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

5a During the year did the foundation pay or incur any amount to
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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? 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? 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?

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).

List all officers, directors, trustees, foundation managers and their compensation. (See instructions.)				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, (e) other allowances
BARBARA BRANDT 3 MITTMAN ROAD RYE, NY 10580	TRUSTEE AS NEEDED 0 00	0	0	0
GARY BRANDT 3 MITTMAN ROAD RYE, NY 10580	TRUSTEE AS NEEDED 0 00	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	Contributions to employee benefit plans and deferred (d) compensation	Expense account, (e) other allowances
NONE				
Total number of the above employees: 056,000				

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 (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		

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	3,853,747
b	Average of monthly cash balances.	1b	123,515
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,977,262
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	3,977,262
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	59,659
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,917,603
6	Minimum investment return. Enter 5% of line 5.	6	195,880

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

1	Minimum investment return from Part X, line 6.	1	195,880
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	770
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	770
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	195,110
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	195,110
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	195,110

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	188,392
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	188,392
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	770
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	187,622
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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				195,110
2 Undistributed income, if any, as of the end of 2016			185,199	
a Enter amount for 2015 only.		0		
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ 188,392			185,199	
a Applied to 2015, 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 2016 distributable amount.				3,193
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0	
d Subtract line 6c from line 6b Taxable amount—see instructions			0	
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				0
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				191,917
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 2011 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. ►				
b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years		
b 85% of line 2a	(a) 2016	(b) 2015	(c) 2014	(d) 2013
c Qualifying distributions from Part XII, line 4 for each year listed.				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.				
c "Support" alternative test—enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III).				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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

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

- a** The name, address, and telephone number or email address of the person to whom applications should be addressed
- b** The form in which applications should be submitted and information and materials they should include
- c** Any submission deadlines
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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			14	5,250	
4 Dividends and interest from securities.			14	87,697	
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.			14	413	
8 Gain or (loss) from sales of assets other than inventory			18	19,405	
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		112,765	
13 Total. Add line 12, columns (b), (d), and (e).					112,765

(See worksheet in line 13 instructions to verify calculations)

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

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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.)
PUBLICLY TRADED SECURITIES SCH I	P		
PUBLICLY TRADED SECURITIES SCH I	P		
PUBLICLY TRADED SECURITIES SCH II	P		
PUBLICLY TRADED SECURITIES SCH II	P		
PUBLICLY TRADED SECURITIES SCH III	P		
PUBLICLY TRADED SECURITIES SCH III	P		
AIR LIQUID ADR FRANCE	P	2015-01-01	2016-10-13
PUBLICLY TRADED SECURITIES SCH IV	P		
PUBLICLY TRADED SECURITIES SCH IV	P		
PUBLICLY TRADED SECURITIES SCH V	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis (h) plus expense of sale	(h) (e) plus (f) minus (g)
436,568		446,916	-10,348
358,418		360,131	-1,713
988,435		1,003,854	-15,419
283,185		235,118	48,067
87,274		94,154	-6,880
327,650		321,259	6,391
157			157
274,571		277,915	-3,344
333,157		341,930	-8,773
22		22	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-10,348
			-1,713
			-15,419
			48,067
			-6,880
			6,391
			157
			-3,344
			-8,773
			0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
PUBLICLY TRADED SECURITIES SCH V	P		
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis (h) plus expense of sale	(h) (e) plus (f) minus (g)
111,798		104,056	7,742
3,525			3,525

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			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	
			7,742
			3,525

Form 990PF Part XV Line 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)				
<i>a Paid during the year</i>				
AMERICAN BALLET THEATRE FOUNDATION 890 BROADWAY NEW YORK, NY 10003	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000
AMERICAN DANCE MACHINE 21ST CENTURY FDN 175 EIGHTH AVENUE NEW YORK, NY 10011	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500
BALLET THEATRE FOUNDATION 890 BROADWAY 3RD FLOOR NEW YORK, NY 10003	NONE	PUBLIC CHARITY	GENERAL SUPPORT	8,400
BIRTHRIGHT ISRAEL FOUNDATION 33E 33RD ST 7TH FL NEW YORK, NY 10016	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,500
DOCTORS WITHOUT BORDERS 333 7TH AVENUE 2ND FLOOR NEW YORK, NY 10015004	NONE	PUBLIC CHARITY	GENERAL SUPPORT	12,500
Total				175,950
3a				

Form 990PF Part XV Line 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)				
<i>a Paid during the year</i>				
FISHER HOUSE FOUNDATION INC 111 ROCKVILLE PIKE SUITE 420 ROCKVILLE, MD 20850	NONE	PUBLIC CHARITY	GENERAL SUPPORT	15,000
FOUNDATION FOR INDEPENDENT ARTIST 246 W 38TH STREET NEW YORK, NY 10018	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500
GUGGENHEIM MUSEUM -WORKS & PROCESS 1071 FIFTH AVE NEW YORK, NY 10128	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
HARRISON POLICE ASSOCIATION 650 NORTH ST HARRISON, NY 10528	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500
JESSICA LANG DANCE 2728 THOMSON AVE UNIT 252 LONG ISLAND CITY NEW YORK, NY 11101	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
Total				175,950
3a				

Form 990PF Part XV Line 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				
JOYCE THEATRE FOUNDATION 175 EIGHTH AVENUE NEW YORK, NY 10011	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
JUILLIARD SCHOOL 60 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	PUBLIC CHARITY	GENERAL SUPPORT	12,500
NEW YORK CITY CENTER 131 W 55TH ST NEW YORK, NY 10019	NONE	PUBLIC CHARITY	GENERAL SUPPORT	12,500
NEW YORK LIVE ARTS 219 W 19TH STREET NEW YORK, NY 10011	NONE	PUBLIC CHARITY	GENERAL SUPPORT	250
NEW YORK UNIVERSITY 70 WASHINGTON SQUARE SOUTH NEW YORK, NY 10012	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,000
Total ►				175,950
3a				

Form 990PF Part XV Line 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				
NEW YORK PHILHARMONIC 10 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	PUBLIC CHARITY	GENERAL SUPPORT	3,000
PET RESCUE PO BOX 393 LARCHMONT, NY 10538	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000
SPECIAL OLYMPICS - NY 211 E 43RD ST 802 NEW YORK, NY 10017	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100
USA CARES 562 N DIXIE BLVD SUITE 3 RADCLIFF, KY 40160	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000
UCLA REGENTS 10920 WILSHIRE BOULEVARD SUITE 900 LOS ANGELES, CA 09874	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000
Total			►	175,950
3a				

Form 990PF Part XV Line 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				
UJA FEDERATION 130 EAST 59TH STREET NEW YORK, NY 10022	NONE	PUBLIC CHARITY	GENERAL SUPPORT	11,000
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BOULEVARD BRONX NEW YORK, NY 10460	NONE	PUBLIC CHARITY	GENERAL SUPPORT	27,000
YOUTH AMERICA GRAND PRIX 304 PARK AVENUE SOUTH STE 1004 NEW YORK, NY 10010	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000
CANCER RESEARCH INSTITUTE 133 E 58 TH ST NEW YORK, NY 10022	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500
CHILD GUIDANCE CTR OF S CONN 103 W BROAD ST STAMFORD, CT 06902	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100
Total ►				175,950
3a				

Form 990PF Part XV Line 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)				
<i>a Paid during the year</i>				
HARRISON EMERGENCY MEDICAL SERVICES 2 PLEASANT RIDGE RD NEW YORK, NY 10528	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100
PARK AVENUE ARMORY 643 PARK AVE NEW YORK, NY 10065	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
THE NANTUCKET ATHENIUM 1 INDIA STREET PO BOX 808 NANTUCKET, MA 02554	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500
USTA TENNIS & EDUCATION FDN FLUSHING MEADOW PRK FLUSHING, NY 11368	NONE	PUBLIC CHARITY	GENERAL SUPPORT	17,500
Total			►	175,950
3a				

TY 2016 Investments Corporate Bonds Schedule

Name: BARBARA & GARY BRANDT FAMILY FOUNDATION

EIN: 26-1396548

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CREDIT SUISSE NY BRH NTS	30,217	31,844
MERRILL LYNCH & CO.	20,074	20,613
MORGAN STANLEY B/E	15,010	15,113
VERIZON COMMUNICATIONS	10,311	10,324

TY 2016 Investments Corporate Stock Schedule

Name: BARBARA & GARY BRANDT FAMILY FOUNDATION
EIN: 26-1396548

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ACE LTD CHF	0	0
ACTELION LTD	895	3,688
AFLAC INC	0	0
AIA GROUP LTD SPON ADR	6,012	8,381
AIR LIQUIDE ADR	0	0
ALIBABA GROUP HLDG LTD	0	0
ALLERGAN PLC	16,450	14,491
ALLSTATE CORP SER	49,334	49,153
ALPHABET INC.	109,519	221,457
ALTRIA GROUP INC	26,329	32,660
AMAZON.COM INC.	37,163	47,242
AMERICAN FINANCIAL GROUP INC.	6,989	8,548
AMGEN INC.	0	0
ANADARKO PETROLEUM	12,503	13,737
ANHEUSER BUSCH	0	0
APPLE INC.	39,548	129,719
ASSOCIATED BRITISH FOOD PLC	9,331	8,320
ATLANTIA SPA ADR	0	0
BAIDU INC ADS REPSNTG CL A ORD	5,444	5,590
BARCLAYS PLC	15,265	11,462
BAYER AG	4,765	5,318
BGEO GROUP PLC GBP	3,844	3,613
BOEING COMPANY	0	0
BRENNNTAG AG	0	0
BRITISH AMERICAN TOBACCO	6,872	7,662
CBRE CLARION GL REAL ESTATE	27,749	27,293
CELGENE CORP	22,918	22,340
CENTRICA PLC NEW	10,068	7,402
CH ROBINSON WORLDWIDE INC	17,247	18,242
CHEVRON CORP	27,821	35,428

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHINA BIOLOGIC PRODUCTS INC	3,201	3,656
CHIPOTLE MEXICAN GRILL INC.	0	0
CITIGROUP INC.	0	0
COMMERZBANK A G SPON ADR	0	0
CONTL AG-SPONS ADR	0	0
CREDIT SUISSE GROUP SPON	20,276	16,800
CRH PLC IRELAND SPON ADR	10,123	12,239
DELTA AIR LINES INC DELA NEW	0	0
DEVON ENERGY CORP NEW	0	0
DEXUS PPTY GR	3,207	3,880
DIAGEO PLC NEW GB SPON ADR	7,777	7,068
DIXONS CARPHONE PLC GBP	0	0
DNB ASA SPON ADR	7,837	8,184
DOLLAR TREE INC.	0	0
DON QUIJOTE CO LTD.	6,768	12,894
EATON VANCE GLOBAL DIV INCOME FUND	0	0
ELECTRONIC ARTS	0	0
EMPIRE STATE REALTY TR	22,914	30,285
ENERGY DEV CORP.	0	0
EOG RESOURCES INC.	8,608	10,919
EQUITY RESIDENTIAL SBI	14,629	12,872
EXELON CORP	10,208	6,175
FACEBOOK INC	18,134	21,629
FANUC CORP ADR	7,322	7,176
FEDERAL RLTY INV TR BI MD	12,564	11,795
FLEETCOR TECHNOLOGIES INC.	0	0
GALP ENERGIA SGPS SA ADR	5,150	5,032
GENERAL ELECTRIC CO.	31,799	36,403
GENL MILLS INC.	11,395	11,427
GLAXO SMITHKLINE	10,346	9,127

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GOLDMAN SACHS GROUP INC.	9,551	15,085
GRUPO FIN SANTANDER MAXICO	4,790	3,473
HDFC BANK LTD ADR REPSTG 3 ORD	5,462	5,401
HELLA KGAA HUECK & CO EUR	6,862	5,742
HOME DEPOT INC	33,778	39,151
HUBBELL INC.	14,485	15,988
INCYTE CORP	0	0
INFINEON TECHNOLOGIES ADR	7,590	12,044
INTEL CORP	21,483	25,208
INVESCO LTD	0	0
ISHARES JP MORGAN	0	0
JAPAN AIRLINES CO UNSPONSORED	7,661	7,157
JAPAN TOBACCO INC	12,901	13,183
JOHNSON & JOHNSON COM	28,136	33,872
JOHNSON CONTROLS INC	0	0
JOHNSON CTLS INTL PLC	23,987	21,254
JP MORGAN CHASE	45,007	78,006
JP MORGAN STRATEGIC INCOME	0	0
JUST EAT PLC GBP	2,514	2,999
KEYCORP NEW	13,627	15,000
KROGER COMPANY	12,610	12,079
LEG IMMOBILIEN AG	9,698	9,404
LILLY ELI & CO.	10,122	10,223
LIXIL GR CORP	0	0
MAN WAH HOLDINGS LTD	6,496	9,207
MARKET VECTORS HIGH YIELD MUNI	0	0
MCKESSON CORP	0	0
MEDTRONIC PLC	0	0
MERLIN ENTERTAINMENTS REG	0	0
METLIFE FLOATER	50,998	46,560

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MICHAEL KORS HLDGS LTD.	0	0
MICROSOFT CORP	22,182	23,737
MOLSON COORS BREWING CO. CL B	0	0
NESTLE SA	0	0
NEXT GROUP PLC ORD GBP	6,823	3,941
NEXTERA ENERGY INC.	16,800	21,981
NIKE INC CL B	0	0
NOMURA HOLDINGS	0	0
NOVARTIS AG	11,408	12,310
NXP SEMICONDUCTORS N V COM EUR	4,044	4,901
OCCIDENTAL PETROLEUM	22,994	20,372
ORACLE CORP	0	0
PALO ALTO NETWORKS INC.	0	0
PG & E CORP (HOLDING COMPANY)	17,808	19,386
PHILIP MORRIS INTL INC.	17,335	18,298
PIMCO 0.5 HIGH YIELD BOND	0	0
PNC FINANCIAL SERVICES	0	0
POST PROPERTIES INC.	0	0
PPG INDUSTRIES INC.	13,795	12,793
PRICELINE.COM INC	0	0
PRUDENTIAL PLC	6,301	5,571
RANGE RESOURCES CORP	0	0
RECRUIT HLDGS CO LTD JPY	12,653	16,084
REGENERON PHARMACEUTICALS INC.	0	0
RELX PLC SPON ADR	7,070	7,925
REYNOLDS AMERN INC.	13,073	14,739
ROCHE HOLDING	13,083	12,953
ROCKWELL AUTOMATION INC. NEW	0	0
ROYAL CARIBBEAN CRUISES LTD.	0	0
ROYAL DUTCH SHELL PLC	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SALESFORCE.COM INC.	13,779	12,597
SANOR SPON ADR	0	0
SAP AG SPON	6,638	7,347
SCHLUMBERGER LTD NETHERLANDS ANTILLES	12,982	14,272
SCHWAB CHARLES CORP NEW	7,179	10,302
SEMPRA ENERGY	20,930	20,329
SHWERWIN WILLIAMS CO.	9,670	11,287
SIGNET JEWELERS LTD.	0	0
SIMON PPTY GR	28,947	25,940
SKYLARK CO LTD	4,006	5,295
SOFTBANK CORP ADR	6,702	7,201
SPYGLASS RES CORP	6,636	1
STANLEY ELEC CO LTD ORD	0	0
STARBUCKS CORP	15,699	16,712
STARWOOD PPTY TR INC	7,542	6,585
SUNTORY BEVERAGE & FOOD LTD	7,442	8,229
SYNCHRONY FINL	0	0
SYNGENTA AG SPON ADR	0	0
TARGET CORP	0	0
TECHNOPRO HLDGS INC JPY	11,744	12,860
TELEFONICA DEUTSCHLAND HLDG GA EUR	8,696	6,744
TESLA MTRS INC COM	0	0
TEVA PHARMA. IND LTD	9,568	6,598
THERMO FISHER SCIENTIFIC	6,103	8,043
TOYOTA MOTOR CORP	5,804	7,970
UNITED TECHNOLOGIES CORP.	0	0
UNITEDHEALTH GROUP INC	20,126	29,287
UNTS FT RICHARD BERNSTEIN	0	0
UNUM GROUP	0	0
VERIZON COMMUNICATION INC	29,956	33,096

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VISA INC CL A	42,236	49,153
VIVENDI SA ADR	9,049	7,049
VODAFONE GR	17,054	9,845
WALT DISNEY CO	0	0
WELLS FARGO & CO.	38,603	40,892
WOLSELEY PLC	8,400	9,135
WOLTERS KLUWER NV	11,348	14,847
WP CAREY INC REIT	18,391	17,727
XL GROUP PLC	0	0
ZIMMER BIOMET HOLDINGS INC.	11,990	10,630
ZOETIS INC.	9,558	10,064
FIDELITY ADVISOR INTERNATIONAL BOND	89,972	90,328
ISHARES MBS ETF	0	0
ISHARES TR0-5YR HI YL	0	0
POWERSHARES- ETFTRUST.II BUILD AMER BOND PORTFOLIO	0	0
UNITS FT U S REVENUE PORT SER 2	0	0
VICTORY INCORE FUND FOR INCOME CLASS	101,621	96,587
WELLS FARGO & CO (WFC)	38,587	37,860
AETNA INC	7,581	8,061
O REILLY AUTOMOTIVE INC	11,366	11,972
ABBVIE INC COM	12,299	12,524
ACUITY BRANES INC	9,748	9,927
ACXIOM CORP	11,067	12,033
ADIENT PLC	745	938
ADOBE SYSTEMS INC (DELAWARE	11,803	13,589
AILANTLASPA ADR	4,174	3,550
ALLEGHIANY CORP DEL NEW	8,488	10,946
AMEDISYS INC	11,559	10,103
BAXTER INTL INC	10,621	11,085
BERKLEYWR CORP	9,611	11,440

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BERKSHIRE HATHAWAY INC NEW	10,158	9,942
BERRY PLAS11CS GROUP INC	14,756	15,594
BIOGEN INC	4,837	4,254
BIOGEN INC	4,861	5,104
BRIDGES17ONE CORP LTD ADR JAPAN	8,169	8,484
BROADCOM LTD	15,361	15,025
CARUSLE COS INC	10,423	12,242
CATERPILLAR INC	13,261	14,560
CDW CORP	5,066	5,105
CENTURYUNK INC	21,123	16,646
CHARTER COMMUNICATIONS INC NEW	17,195	20,442
CHUBB LTD CHF	19,838	22,725
CINEMARK HOLDINGS INC	12,907	14,654
CONSTELLATION BRANDS INC CL A	13,208	13,951
COSTAR GROUP INC	9,625	9,613
DEXCOM INC	10,185	9,134
E TRADE FINANCIAL CORP COM NEW	12,946	13,167
EBAY INC	12,177	14,311
EPAM SYSTEMS INC	10,971	10,097
EXXON MOBIL CORP	6,675	7,131
FIDELTY NATL INFORMATION SVCS	10,712	10,590
FOMENTO ECONOMICO MEXICANO	6,399	5,182
GOODYEAR 11RE & RUBBER CO	13,465	13,768
HALLIBURTON CO	12,949	15,362
HARRIS CORP DELA	11,259	14,141
HD SUPPLY HLDGS INC.	10,940	15,261
INTEGRA UFESCIENCES HLDG	15,173	16,129
INTERCONTINENTALEXCHANGE GROUP	18,160	20,932
INTERIR U ST NV EU R	5,082	3,827
INTL PAPER CO	5,697	6,792

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INTUI11VE SURGICAL INC NEW	10,635	11,415
KANSAS CITY STF-IN NEW	10,152	9,588
KAR AUCTION SVCS INC	9,481	10,911
KELLOGG CO	9,536	9,140
L BRANDS INC COM	6,984	6,650
LAUDER ESTEE COS CL A	5,882	5,737
LOREAL CO ADR FRANCE ADR	6,633	6,772
MONSTER BEVERAGE CORP NEW COM	14,641	13,701
MTU AFRO ENGINES HLDGS AG ADR	3,314	4,235
NINTENDO LTD ADR NEW JAPANI ADR	12,892	10,302
OCEANEERING INTL INC	5,105	5,219
ORBITAL AFK NC COM	8,075	8,510
PAYPAL HOLDINGS INC	15,826	16,104
PFIZER INC	26,611	25,822
PIONEER NAT RES CO	11,364	12,605
PROCTER & GAMBLE CD	9,430	9,081
PUBLIC STORAGE REFL	7,254	7,376
RADIAN GROUP INC	6,256	6,473
RAYMOND JAMES FINANCIAL CORP	7,599	11,222
ROYAL BANK SCOTLAND SPON ADR	16,412	13,897
SALLY BEAUTY CO INC	4,959	4,386
SEI INVESTMENTS CO	9,399	11,254
SERVICENOW INC	7,080	8,103
SIX FLAGS ENTERTAINMENT CORP	13,358	13,671
SLM CORP VTG	9,609	11,637
SPIRIT AIRLINES INC	4,812	4,802
SURGICAL CARE AFFIUATES INC	12,002	11,799
SYMANTEC CORP	15,774	15,242
TAKE-TWO INTERACTIVE SOFTVVRE	10,964	14,491
TENCENT HLDGS LTD ADR	10,149	12,498

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TOPCON CORP JPY	4,378	6,042
TOTAL S.A. FRANCE SPON ADR	9,590	9,735
TRANSUNIO N	11,677	10,795
TRINITY INDUSTRIES INC	5,690	6,413
ULTIMATE SOFTWARE GROUP INC	10,238	9,300
UNILEVER NV N Y SHS NEW	11,779	10,963
UNTO TECHNOLOGIES CORP	11,573	12,935
US BANCORP DEL (NEW)	9,723	12,740
VAIL RESORTS INC	11,054	12,905
VCA INC	14,754	15,858
VOLKSWAGEN A G SPON ADR	4,781	4,607
VULCAN MATERIALS CO NEW	11,519	13,767
WASTE CONNEC11ONS INC CAD	26,482	27,114
WEXINC	13,759	15,624
WHIRLPOOL CORP	10,407	11,270
WINGSTOP INC	6,842	7,516
YUM CHINA HLDGS INC	2,296	2,403
YUM BRANDSINC	11,644	12,666
COHEN & STEERS LTD DURATION	21,234	20,859
BARINGS ACTIVE SHORT	201,152	200,947
JPMORGAN CHASE & CO. 6.100%	29,494	29,164
SOUTHERN COMPANY	10,920	10,440
STATE STREET CORP 6.000%	11,290	10,120
WELLS FARGO DIVERSIFIED FUND	30,263	30,211
UNITS FT U S REVENUE PORT SER 2	26,853	26,951
UNITS FT RICHARD BERNSTEIN ADV GLBL DVD K	103,021	112,525

TY 2016 Investments Government Obligations Schedule

Name: BARBARA & GARY BRANDT FAMILY FOUNDATION

EIN: 26-1396548

**US Government Securities - End
of Year Book Value:** 27,545

**US Government Securities - End
of Year Fair Market Value:** 28,179

**State & Local Government
Securities - End of Year Book
Value:** 0

**State & Local Government
Securities - End of Year Fair
Market Value:** 0

TY 2016 Investments - Other Schedule

Name: BARBARA & GARY BRANDT FAMILY FOUNDATION
EIN: 26-1396548

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
A&Q ALTERNATIVE FIXED INC FKA O'CONNOR FUND OF FUNDS	AT COST	107,698	132,245
ISHARE MSCI JAPAN ETF	AT COST	0	0

TY 2016 Other Expenses Schedule

Name: BARBARA & GARY BRANDT FAMILY FOUNDATION
EIN: 26-1396548

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	25,928	25,928		0
PROFESSIONAL FEES	18,025	5,833		12,192
MISC EXP	527	527		0

TY 2016 Other Income Schedule

Name: BARBARA & GARY BRANDT FAMILY FOUNDATION**EIN:** 26-1396548

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER PORTFOLIO INCOME	413	413	413

TY 2016 Other Increases Schedule

Name: BARBARA & GARY BRANDT FAMILY FOUNDATION

EIN: 26-1396548

Description	Amount
TAX EXEMPT INTEREST INCOME AND OTHER ADJ.	1,582
NONDIVIDEND DISTRIBUTIONS	2,074
PRIOR PERIOD ADJUSTMENT	2,685

TY 2016 Taxes Schedule

Name: BARBARA & GARY BRANDT FAMILY FOUNDATION**EIN:** 26-1396548

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID	1,881	1,881		0
NYS FILING FEE	250	0		250
EXCISE TAX	5,000	0		0