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EXTENDED TO NOVEMBER 15, 2017

Return of Private Foundation

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

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OMB No 1545-0052

2016

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2016 or tax year beginning

, and ending

Name of foundation BRENTWOOD FOUNDATION		A Employer identification number 34-1783117
Number and street (or P O box number if mail is not delivered to street address) 30799 PINETREE ROAD	Room/suite 274	B Telephone number 216-328-9294
City or town, state or province, country, and ZIP or foreign postal code CLEVELAND, OH 44124		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 21,934,199. (Part I, column (d) must be on cash basis)	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	1,550.		N/A	
	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	438,371.	438,371.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,289,769.			
	b Gross sales price for all assets on line 6a	3,340,659.			
	7 Capital gain net income (from Part IV, line 2)		1,289,769.		
	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	1,729,690.	1,728,140.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	50,000.	0.		50,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	19,524.	0.		19,524.
	16a Legal fees				
	b Accounting fees	STMT 2 45,625.	0.		48,602.
	c Other professional fees	STMT 3 44,378.	40,666.		3,712.
	17 Interest				
	18 Taxes	STMT 4 11,525.	0.		3,825.
	19 Depreciation and depletion				
	20 Occupancy	1,405.	0.		1,405.
	21 Travel, conferences, and meetings	2,882.	0.		2,882.
	22 Printing and publications				
	23 Other expenses	STMT 5 -459,468.	0.		2,348.
	24 Total operating and administrative expenses. Add lines 13 through 23	-284,129.	40,666.		132,298.
25 Contributions, gifts, grants paid	36,000.			925,553.	
26 Total expenses and disbursements. Add lines 24 and 25	-248,129.	40,666.		1,057,851.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,977,819.				
b Net investment income (if negative, enter -0-)		1,687,474.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	27,499.	11,254.	11,254.
	2 Savings and temporary cash investments	584,514.	33,474.	33,474.
	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	2,519.	4,086.	4,086.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds STMT 7	3,922,116.	3,987,279.	3,971,865.
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8	16,149,425.	17,282,320.	17,827,284.	
14 Land, buildings, and equipment: basis ▶ 1,757.				
Less: accumulated depreciation ▶ 1,757.				
15 Other assets (describe ▶ STATEMENT 9)	95,101.	86,236.	86,236.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	20,781,174.	21,404,649.	21,934,199.	
Liabilities	17 Accounts payable and accrued expenses	9,888.	6,911.	
	18 Grants payable	9,035,118.	7,683,751.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	9,045,006.	7,690,662.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>			
	24 Unrestricted	4,690,069.	5,494,181.	
	25 Temporarily restricted	7,046,099.	8,219,806.	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	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			
30 Total net assets or fund balances	11,736,168.	13,713,987.		
31 Total liabilities and net assets/fund balances	20,781,174.	21,404,649.		

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	11,736,168.
2 Enter amount from Part I, line 27a	2	1,977,819.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	13,713,987.
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	13,713,987.

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 3,106,033.		2,050,890.	1,055,143.
b 234,626.			234,626.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1,055,143.
b			234,626.
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	1,289,769.
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))
2015	1,143,265.	22,000,311.	.051966
2014	1,443,404.	23,764,425.	.060738
2013	533,811.	21,670,087.	.024634
2012	928,410.	19,644,528.	.047260
2011	702,889.	18,663,615.	.037661

2 Total of line 1, column (d)	2	.222259
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	.044452
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	20,964,383.
5 Multiply line 4 by line 3	5	931,909.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	16,875.
7 Add lines 5 and 6	7	948,784.
8 Enter qualifying distributions from Part XII, line 4 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.	8	1,057,851.

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 2016 estimated tax payments and 2015 overpayment credited to 2016

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

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 2017 estimated tax

12,230. Refunded

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

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?

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

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

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

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

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

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

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

OH

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

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)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		X
5		X
6	X	
7	X	
8b	X	
9		X
10		X

N/A

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► BRENTWOODFOUNDATION@SBCGLOBAL.NET	13	X
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 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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	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 2016?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

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

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

7b

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		50,000.	19,524.	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

Form 990-PF (2016)

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	20,985,130.
b	Average of monthly cash balances	1b	298,508.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	21,283,638.
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	21,283,638.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	319,255.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,964,383.
6	Minimum investment return. Enter 5% of line 5	6	1,048,219.

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	1,048,219.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	16,875.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	16,875.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,031,344.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,031,344.
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	1,031,344.

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	1,057,851.
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	1,057,851.
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	16,875.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,040,976.

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				1,031,344.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				9,522.
e From 2015				73,163.
f Total of lines 3a through e	82,685.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 1,057,851.				
a Applied to 2015, but not more than line 2a			0.	
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				1,031,344.
e Remaining amount distributed out of corpus	26,507.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (e).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	109,192.			
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 instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				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 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	109,192.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				9,522.
d Excess from 2015				73,163.
e Excess from 2016				26,507.

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	925,553.
Total			3a	925,553.
b Approved for future payment				
AMERICAN COLLEGE OF OSTEOPATHIC FAMILY PRACTICE RESIDENTS 330 E. ALGONQUIN ROAD SUITE 1 ARLINGTON HEIGHTS 60005	NOT AN INDIVIDUAL	NOT A PRIVATE FOUNDATION	DISCRETIONARY FUND DONATION	-4,271.
SOUTH POINTE HOSPITAL 4110 WARRENSVILLE CTR. RD. WARRENSVILLE HTS 44122	NOT AN INDIVIDUAL	NOT A PRIVATE FOUNDATION	CENTER OF EXCELLENCE	-885,553.
Total			3b	-889,553.

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


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

[illegible]

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


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

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

Sign Here  **8-4-17** **BOARD TREASURER**

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see Instr. 7)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name CHRISTOPHER G. SIVAK, CPA	Preparer's signature 	Date 8/1/2017	Check <input type="checkbox"/> if self-employed	PTIN P00001407
	Firm's name ▶ SKODA, MINOTTI & CO.			Firm's EIN ▶ 34-1945206	
	Firm's address ▶ 3320 WEST MARKET STREET STE 300 FAIRLAWN, OH 44333			Phone no. (330)668-1100	

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 INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENT INCOME	672,997.	234,626.	438,371.	438,371.	
TO PART I, LINE 4	672,997.	234,626.	438,371.	438,371.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	29,125.	0.		29,125.
BOOKKEEPING SERVICES	16,500.	0.		16,500.
CHANGE IN AP	0.	0.		2,977.
TO FORM 990-PF, PG 1, LN 16B	45,625.	0.		48,602.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	30,000.	30,000.		0.
PROFESSIONAL SERVICES	10,666.	10,666.		0.
CONSULTING SERVICES	3,712.	0.		3,712.
TO FORM 990-PF, PG 1, LN 16C	44,378.	40,666.		3,712.

FORM 990-PF	TAXES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	3,825.	0.		3,825.
FEDERAL INCOME TAX	7,700.	0.		0.
TO FORM 990-PF, PG 1, LN 18	11,525.	0.		3,825.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GRANT OFFICE EXPENSES	403.	0.		405.
DUES AND SUBSCRIPTIONS	943.	0.		943.
CONTRIBUTIONS	1,000.	0.		1,000.
PRESENT VALUE ADJUSTMENT ON LONG TERM GRANTS PAYABLE	-461,814.	0.		0.
TO FORM 990-PF, PG 1, LN 23	-459,468.	0.		2,348.

FOOTNOTES

STATEMENT 6

PART 1, LINE 23 SHOWS NEGATIVE EXPENSE ON A BOOK BASIS. THIS IS DUE TO AN ADJUSTMENT OF THE PRESENT VALUE DISCOUNT CALCULATION FOR GAAP PURPOSES.

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	3,987,279.	3,971,865.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,987,279.	3,971,865.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	COST	17,282,320.	17,827,284.
TOTAL TO FORM 990-PF, PART II, LINE 13		17,282,320.	17,827,284.

FORM 990-PF	OTHER ASSETS	STATEMENT	9
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST & DIVIDEND RECEIVABLE	95,101.	86,236.	86,236.
TO FORM 990-PF, PART II, LINE 15	95,101.	86,236.	86,236.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 10
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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	50,000.	19,524.	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.
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.

BRENTWOOD FOUNDATION

34-1783117

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

50,000. 19,524. 0.



INSTITUTIONAL
ASSET MANAGEMENT

BRENTWOOD FDN - MUTUAL FUND CUSTODY STATEMENT

Account number 21-75-073-4454205
January 1, 2016 - December 30, 2016

Page 11 of 45

Detail

Fixed income

Mutual funds - fixed income

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total original value at PNC		Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	price per unit	Current	price per unit		Avg. original value at PNC per unit	value at PNC				
VANGUARD SHORT TERM INVMT GRADE (VFSUX)	376.87			2,490.68	0.02 %	2,484.58	6.10	2.07 %	51.55		
ADMR SHS FD #539	234.307			10.6300		10.60					
VANGUARD SHORT TERM INVMT GRADE (VFSUX)	2,101,000.79			2,112,939.21	9.68 %	2,112,317.82	621.39	2.07 %	43,729.69		3,337.58
ADMR SHS FD #539	198,771.327			10.6300		10.63					
Total mutual funds - fixed income			\$3,971,864.65		18.20 %	\$3,987,278.76	-\$15,414.11	2.68 %	\$106,524.89		\$8,299.88

Total fixed income

			\$3,971,864.65		18.20 %	\$3,987,278.76	-\$15,414.11	2.68 %	\$106,524.89		\$8,299.88
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Equities

Stocks Unclassified

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total original value at PNC		Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	price per unit	Current	price per unit		Avg. original value at PNC per unit	value at PNC				
GD L FUND V7 (***)				\$251,850.00	1.16 %	\$252,550.60		-\$700.60	2.98 %	\$7,500.00	
PFD SERIES B	5,000			\$50.3700		\$50.51					
VAR % DUE 03/26/2018											

Etf - equity

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total original value at PNC		Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	price per unit	Current	price per unit		Avg. original value at PNC per unit	value at PNC				
ISHARES EDGE MSCI MIN VOL (ADWV)				\$1,412,264.50	6.47 %	\$1,484,636.26		-\$72,371.76	2.57 %	\$36,196.45	
GLOBAL ETF	19,450			\$72.6100		\$76.33					
WISDOMTREE EMERGING MARKETS (DEM)	826,162.93			940,720.86	4.41 %	1,306,023.89		-345,303.03	3.64 %	34,888.52	
HIGH DIVIDEND FUND ETF	25,729			37.3400		50.76					
Total etf - equity			\$2,372,985.36		10.87 %	\$2,790,660.15	-\$417,674.79	3.00 %	\$71,086.97		

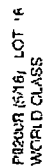


**BRENTWOOD FDN - MUTUAL FUND
CUSTODY STATEMENT**

Account number 21-75-073-4454205
January 1, 2016 - December 30, 2016

Mutual funds - equity

Mutual funds - equity											
Description (Symbol)	Market value		Quantity	Current market value		% of total portfolio	Total original value at PNC	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Last period			Current	price per unit						
AQR SMALL CAP MOMENTUM STYLE (ASMOX) FUND CLASS I	\$28,480.03	1,456.77		\$32,005.43	\$21.9700	0.15 %	\$30,925.97	\$1,079.46	0.79 %	\$252.02	
AQR SMALL CAP MOMENTUM STYLE (ASMOX) FUND CLASS I	893,643.41	45,274.963		994,690.94	21.9700	4.56 %	822,312.06	172,378.88	0.79 %	7,832.57	
DODGE & COX INTERNATIONAL (DODIX) STOCK FUND #1048	671,144.62	18,377.170		700,170.18		3.21 %	775,101.83	- 74,931.65	2.24 %	15,638.97	
DODGE & COX STK FD (DODGX) FD #145		9.996		1,842.26	184.3000	0.01 %	1,873.75	-31.49	1.65 %	30.29	
DODGE & COX STK FD (DODGX) FD #145	1,991,144.64	12,694.444		2,339,589.72	184.3000	10.72 %	1,316,399.35	1,023,190.37	1.65 %	38,464.23	
PARAMETRIC (EIEMX) EMERGING MARKETS FD	2,090.53			2,304.10		0.02 %	2,565.59	- 261.49	1.79 %	41.09	
INSTL CLASS FD # 83	180.998			12.7300			14.17				
PARAMETRIC (EIEMX) EMERGING MARKETS FD	875,216.12			952,089.68		4.37 %	1,105,300.04	- 153,210.36	1.79 %	16,977.56	
INSTL CLASS FD # 83	74,791.020			12.7300			14.78				
HARBOR INTERNATIONAL FUND (HAINX) CLASS INS FD # 2011	639,513.57	10,762.951		628,643.97	58.4100	2.88 %	743,402.63	- 114,738.66	2.00 %	12,517.31	
T ROWE PRICE INSTITUTIONAL (TRLGX) LARGE-CAP GROWTH FUND CL IN	46,037.89	1,593.558		46,595.64	29.2400	0.22 %	42,627.68	3,967.96	0.04 %	15.94	
T ROWE PRICE INSTITUTIONAL (TRLGX) LARGE-CAP GROWTH FUND CL IN	2,258,885.73	78,158.344		2,285,249.98	29.2400	10.47 %	1,185,944.09	1,099,405.89	0.04 %	781.58	
PIMCO ALL ASSETS ALL AUTHIOR (PAUIX) FUND CLASS IS	3,056,976.61	399,247.184		3,349,683.87	8.3900	15.35 %	4,230,345.42	-880,661.55	3.63 %	121,371.14	77,933.05
FUND # 1860							10.60				
TOUCHSTONE SMALL CAP VALUE (TSQIX) OPPORTUNITIES FUND CLASS IS	177,797.25	11,199.247		208,529.98	18.6200	0.96 %	211,842.30	- 3,312.32	0.12 %	244.48	
TOUCHSTONE SMALL CAP VALUE (TSQIX) OPPORTUNITIES FUND CLASS IS	1,561,540.57	96,600.987		1,798,710.38	18.6200	8.24 %	1,519,962.74	278,747.64	0.12 %	2,108.80	





BRENTWOOD FDN - MUTUAL FUND
CUSTODY STATEMENT
Account number 21-75-073-4454205
January 1, 2016 - December 30, 2016

Detail

Mutual funds - equity

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total original value at PNC		Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	price per unit	Current	Avg. original value at PNC per unit							
VANGUARD TOTAL INTL STOCK INDEX (VGTSX)	855,332.43	869.26519		1,120,499.77	3.99 %	18.99		- 251,234.58	2.87 %	24,903.59	
FUND #113	59,013.251	14.7300									
VANGUARD EXPLORER FUND-ADM (VEXRX)	17,363.61	18,673.54		19,012.43	0.09 %			- 338.89	0.51 %	93.60	
FO # 5024	232.258	80.4000		81.86							
VANGUARD EXPLORER FUND-ADM (VEXRX)	916,648.01	974,283.58		1,110,993.19	4.47 %			- 136,709.61	0.51 %	4,883.54	
FO # 5024	12,117.955	80.4000		91.68							
Total mutual funds - equity			\$15,202,448.44	\$14,239,108.84	69.64 %			\$963,339.60	1.62 %	\$246,156.71	\$77,933.05
Total equities			\$17,827,283.80	\$17,282,319.59	81.67 %			\$544,964.21	1.82 %	\$324,741.68	\$77,933.05
Total portfolio			\$21,829,241.33	\$21,299,691.12	100.00 %			\$526,850.10	1.78 %	\$451,072.87	\$184,238.09

Book Asset Detail 1/01/16 - 12/31/16

Asset	id	Property Description	Date In Service	Book Cost	Book Sec 179 Exp	Book Sal Value	Book Prior Depreciation	Book Current Depreciation	Book End Depr	Book Net Value	Book Method	Book Period
Group: Furniture and Fixtures												
1		2006 Additions of Furnitures and Fi	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	419.99	0.00	419.99	0.00	S/L	7.00
		Furniture and Fixtures		<u>1,756.96</u>	<u>0 00c</u>	<u>0.00</u>	<u>1,756.96</u>	<u>0.00</u>	<u>1,756.96</u>	<u>0.00</u>		
		Grand Total		<u>1,756.96</u>	<u>0.00c</u>	<u>0.00</u>	<u>1,756.96</u>	<u>0.00</u>	<u>1,756.96</u>	<u>0.00</u>		