

**Return of Private Foundation**

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

**2014**

Department of the Treasury  
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

**Open to Public Inspection**

For calendar year **2014** or tax year beginning , **2014**, and ending , **20**

Name of foundation  
**BRUSH FOUNDATION T/A 20 -0905480**

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite  
**KEYBANK, 4900 TIEDEMAN OH-01-49-0150**

City or town, state or province, country, and ZIP or foreign postal code  
**BROOKLYN, OH 44144-2302**

A Employer identification number  
**34-6000445**

B Telephone number (see instructions)  
**216-689-0416**

C If exemption application is pending, check here

D 1 Foreign organizations, check here   
2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

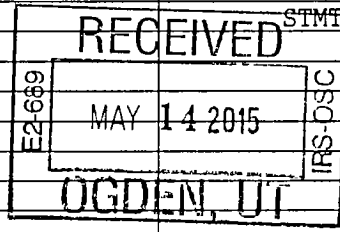
G Check all that apply:  
Initial return  Initial return of a former public charity   
Final return  Amended return   
Address change  Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 6,913,855.**

J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis)

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) |   | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|---|------------------------------------|---------------------------|-------------------------|---|
| Revenue  | 1 Contributions, gifts, grants, etc., received (attach schedule) . . . . .                              | 554.                               |                           |                         |   |
|  | 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B . . . . . |                                    |                           |                         |   |
|  | 3 Interest on savings and temporary cash investments . . . . .  | 615.                               | 615.                      |                         | STMT 1  |
|  | 4 Dividends and interest from securities . . . . .  | 146,041.                           | 146,041.                  |                         | STMT 2  |
|  | 5a Gross rents . . . . .  |                                    |                           |                         |   |
|  | b Net rental income or (loss) . . . . .   |                                    |                           |                         |   |
|  | 6a Net gain or (loss) from sale of assets not on line 10 . . . . .                                      | 672,866.                           |                           |                         |   |
|  | b Gross sales price for all assets on line 6a . . . . .   | 4,269,334.                         |                           |                         |   |
|  | 7 Capital gain net income (from Part IV, line 2) . . . . .  |                                    | 672,866.                  |                         |   |
|  | 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 . . . . .   | 820,076.  | 819,522.                           |                           |                         |   |
| Operating and Administrative Expenses  | 13 Compensation of officers, directors, trustees, etc. . . . .  | 21,815.                            | 16,361.                   |                         | 5,454.  |
|  | 14 Other employee salaries and wages . . . . .  |                                    | NONE                      | NONE                    |   |
|  | 15 Pension plans, employee benefits . . . . .   |                                    | NONE                      | NONE                    |   |
|  | 16a Legal fees (attach schedule) . . . . .  |                                    |                           |                         |   |
|  | b Accounting fees (attach schedule) STMT 3 . . . . .  | 2,250.                             | NONE                      | NONE                    | 2,250.  |
|  | c Other professional fees (attach schedule) . . . . .   |                                    |                           |                         |   |
|  | 17 Interest . . . . .   |                                    |                           |                         |   |
|  | 18 Taxes (attach schedule) (see instructions) STMT 4 . . . . .  | 3,215.                             |                           |                         |   |
|  | 19 Depreciation (attach schedule) and depletion . . . . .   |                                    |                           |                         |   |
|  | 20 Occupancy . . . . .  |                                    |                           |                         |   |
|  | 21 Travel, conferences, and meetings . . . . .  | 21,656.                            | NONE                      | NONE                    | 21,656.   |
|  | 22 Printing and publications . . . . .  |                                    | NONE                      | NONE                    |   |
|  | 23 Other expenses (attach schedule) STMT 5 . . . . .  | 43,034.                            |                           |                         | 43,034.   |
|  | 24 Total operating and administrative expenses. Add lines 13 through 23. . . . .                        | 91,970.                            | 16,361.                   | NONE                    | 72,394.   |
|  | 25 Contributions, gifts, grants paid . . . . .  | 285,000.                           |                           |                         | 285,000.  |
| 26 Total expenses and disbursements Add lines 24 and 25 . . . . .  | 376,970.  | 16,361.                            | NONE                      | 357,394.                |   |
| 27 Subtract line 26 from line 12 . . . . .   |   |                                    |                           |                         |   |
| a Excess of revenue over expenses and disbursements . . . . .  | 443,106.  |                                    |                           |                         |   |
| b Net investment income (if negative, enter -0-) . . . . .   |   | 803,161.                           |                           |                         |   |
| c Adjusted net income (if negative, enter -0-) . . . . .   |   |                                    |                           |                         |   |



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| Part II Balance Sheets      |  | Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)              | Beginning of year |                | End of year           |            |
|-----------------------------|--|---|-------------------|----------------|-----------------------|------------|
|                             |  |   | (a) Book Value    | (b) Book Value | (c) Fair Market Value |            |
| Assets                      | 1  | Cash - non-interest-bearing . . . . .   |                   |                |                       |            |
|                             | 2  | Savings and temporary cash investments . . . . .  |                   |                |                       |            |
|                             | 3  | Accounts receivable ▶<br>Less: allowance for doubtful accounts ▶  |                   |                |                       |            |
|                             | 4  | Pledges receivable ▶<br>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) ▶<br>Less: allowance for doubtful accounts ▶                                   |                   |                | NONE                  |            |
|                             | 8  | Inventories for sale or use . . . . .   |                   |                |                       |            |
|                             | 9  | Prepaid expenses and deferred charges . . . . .   |                   |                |                       |            |
|                             | 10a  | Investments - U.S. and state government obligations (attach schedule) . . . . .   |                   |                |                       |            |
|                             | b  | Investments - corporate stock (attach schedule) . . . . .   |                   |                |                       |            |
|                             | c  | Investments - corporate bonds (attach schedule) . . . . .   |                   |                |                       |            |
|                             | 11   | Investments - land, buildings, and equipment basis ▶<br>Less: accumulated depreciation ▶ (attach schedule)                        |                   |                |                       |            |
|                             | 12   | Investments - mortgage loans . . . . .  |                   |                |                       |            |
|                             | 13   | Investments - other (attach schedule) . . . . .   | STMT 6            | 5,779,499.     | 6,222,605.            | 6,913,855. |
|                             | 14   | Land, buildings, and equipment basis ▶<br>Less: accumulated depreciation ▶ (attach schedule)                                      |                   |                |                       |            |
| 15                          | Other assets (describe ▶)  |   |                   |                |                       |            |
| 16                          | <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . . |   | 5,779,499.        | 6,222,605.     | 6,913,855.            |            |
| 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                          | <b>Total liabilities</b> (add lines 17 through 22) . . . . .   |   |                   |                | NONE                  |            |
| 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, . . . ▶ <input checked="" type="checkbox"/>                           |   |                   |                |                       |            |
|                             | check here and complete lines 27 through 31.   |   |                   |                |                       |            |
| 27                          | Capital stock, trust principal, or current funds . . . . .   |   | 5,779,499.        | 6,222,605.     |                       |            |
| 28                          | Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .  |   |                   |                |                       |            |
| 29                          | Retained earnings, accumulated income, endowment, or other funds . . . . .                                     |   |                   |                |                       |            |
| 30                          | <b>Total net assets or fund balances</b> (see instructions) . . . . .  |   | 5,779,499.        | 6,222,605.     |                       |            |
| 31                          | <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .                             |   | 5,779,499.        | 6,222,605.     |                       |            |

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

|   |  |   |            |
|---|--|---|------------|
| 1 | Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . . | 1 | 5,779,499. |
| 2 | Enter amount from Part I, line 27a . . . . .   | 2 | 443,106.   |
| 3 | Other increases not included in line 2 (itemize) ▶   | 3 |            |
| 4 | Add lines 1, 2, and 3 . . . . .  | 4 | 6,222,605. |
| 5 | Decreases not included in line 2 (itemize) ▶   | 5 |            |
| 6 | <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .   | 6 | 6,222,605. |

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|---|--|---|---|--|--------------------------------------|----------------------------------|
| <b>1a PUBLICLY TRADED SECURITIES</b>  |  |   |   |  |                                      |                                  |
| <b>b</b>  |  |   |   |  |                                      |                                  |
| <b>c</b>  |  |   |   |  |                                      |                                  |
| <b>d</b>  |  |   |   |  |                                      |                                  |
| <b>e</b>  |  |   |   |  |                                      |                                  |
| (e) Gross sales price   | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g)  |  |                                      |                                  |
| <b>a</b> 4,269,334.   |  | 3,596,468.                                      | 672,866.  |  |                                      |                                  |
| <b>b</b>  |  |   |   |  |                                      |                                  |
| <b>c</b>  |  |   |   |  |                                      |                                  |
| <b>d</b>  |  |   |   |  |                                      |                                  |
| <b>e</b>  |  |   |   |  |                                      |                                  |
| 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<br>as of 12/31/69       | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |  |                                      |                                  |
| <b>a</b>  |  |   | 672,866.  |  |                                      |                                  |
| <b>b</b>  |  |   |   |  |                                      |                                  |
| <b>c</b>  |  |   |   |  |                                      |                                  |
| <b>d</b>  |  |   |   |  |                                      |                                  |
| <b>e</b>  |  |   |   |  |                                      |                                  |
| <b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }  |  |   |   | <b>2</b>   | 672,866.                             |                                  |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in<br>Part I, line 8 . . . . . |  |   |   | <b>3</b>   |                                      |                                  |

**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.

| (a)<br>Base period years<br>Calendar year (or tax year beginning in)   | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|--|--|--|---|
| 2013   | 362,327.                                 | 6,629,918.                                   | 0.054650  |
| 2012   | 337,536.                                 | 6,298,418.                                   | 0.053591  |
| 2011   | 352,938.                                 | 6,444,530.                                   | 0.054766  |
| 2010   | 323,587.                                 | 6,260,877.                                   | 0.051684  |
| 2009   | 333,390.                                 | 5,602,510.                                   | 0.059507  |
| <b>2</b> Total of line 1, column (d) . . . . .   |  |  | <b>2</b> 0.274198   |
| <b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the<br>number of years the foundation has been in existence if less than 5 years . . . . .                                       |  |  | <b>3</b> 0.054840   |
| <b>4</b> Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 . . . . .  |  |  | <b>4</b> 6,868,310.   |
| <b>5</b> Multiply line 4 by line 3 . . . . .   |  |  | <b>5</b> 376,658.   |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .  |  |  | <b>6</b> 8,032.   |
| <b>7</b> Add lines 5 and 6 . . . . .   |  |  | <b>7</b> 384,690.   |
| <b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . .<br>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<br>Part VI instructions. |  |  | <b>8</b> 357,394.   |

| <b>Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)</b>  |           |
|---|-----------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. . . . .<br>Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions) | 1 16,063. |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input 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         |
| 3 Add lines 1 and 2. . . . .  | 3 16,063. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)   | 4 NONE    |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .   | 5 16,063. |
| 6 Credits/Payments.   |           |
| a 2014 estimated tax payments and 2013 overpayment credited to 2014. . . . .  | 6a 3,290. |
| b Exempt foreign organizations - tax withheld at source. . . . .  | 6b NONE   |
| c Tax paid with application for extension of time to file (Form 8868). . . . .  | 6c NONE   |
| d Backup withholding erroneously withheld. . . . .  | 6d        |
| 7 Total credits and payments. Add lines 6a through 6d. . . . .  | 7 3,290.  |
| 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 12,773. |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .   | 10        |
| 11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> NONE Refunded <input type="checkbox"/>  | 11        |

| <b>Part VII-A Statements Regarding Activities</b>  |    | Yes | No |
|--|----|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .  | 1a |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . .<br>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 | 1b |     | X  |
| c Did the foundation file Form 1120-POL for this year? . . . . .   | 1c |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____   |    |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____   |    |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .<br>If "Yes," attach a detailed description of the activities.  | 2  |     | X  |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes. . . . .  | 3  |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .   | 4a |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .   | 4b |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .<br>If "Yes," attach the statement required by General Instruction T   | 5  |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .          | 6  | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV   | 7  | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶<br>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. . . . .   | 8b | X   |    |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV. . . . .  | 9  |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses. . . . .   | 10 |     | X  |

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). . . . . 11 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 www.brushfoundation.org 13 X
14 The books are in care of KEYBANK N A Telephone no. (216) 813-4556
Located at 4900 TIEDEMAN RD OH-01-49-0150, BROOKLYN, OH ZIP+4 44144-2302
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15
16 At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . 16 Yes No X
See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . X 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 X 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 X 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 X
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 2014? . . . . . 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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? . . . . . Yes X 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 X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . Yes X No
b If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.) . . . . . 3b
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 2014? 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)?  Yes  No
- 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?  Yes  No
- If "Yes" to 6b, file Form 8870.
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

|    |  |   |
|----|--|---|
|    |  |   |
| 5b |  |   |
| 6b |  | X |
| 7b |  |   |

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

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

| (a) Name and address   | (b) Title, and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|--|---|---|---|---------------------------------------|
| Keybank N A<br>100 Public Square, Suite 600, CLEVELAND, OH 44113                     | TRUSTEE<br>2  | 21,815.                                   | -0-   | -0-                                   |
| SEE ATTACHED LIST OF BOARD MEMBERS<br>25350 ROCKSIDE ROAD, BEDFORD HEIGHTS, OH 44146 | SEE ATTACHED LIS  | -0-                                       | -0-   | -0-                                   |
|  |   |   |   |                                       |
|  |   |   |   |                                       |

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

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

**Total number of other employees paid over \$50,000**  **NONE**

**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  |                     | NONE             |
| -----   |                     |                  |
| -----   |                     |                  |
| -----   |                     |                  |
| -----   |                     |                  |
| -----   |                     |                  |

Total number of others receiving over \$50,000 for professional services . . . . . **NONE**

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

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

|        | Expenses |
|--------|----------|
| 1 NONE |          |
| -----  |          |
| -----  |          |
| 2      |          |
| -----  |          |
| -----  |          |
| 3      |          |
| -----  |          |
| -----  |          |
| 4      |          |
| -----  |          |
| -----  |          |

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

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

|  | Amount |
|--|--------|
| 1 NONE   |        |
| -----  |        |
| -----  |        |
| 2  |        |
| -----  |        |
| -----  |        |
| All other program-related investments. See instructions. |        |
| 3 NONE   |        |
| -----  |        |
| -----  |        |
| <b>Total.</b> Add lines 1 through 3 . . . . .            |        |

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

|          |   |           |            |
|----------|---|-----------|------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:           |           |            |
| <b>a</b> | Average monthly fair market value of securities . . . . .   | <b>1a</b> | 6,972,904. |
| <b>b</b> | Average of monthly cash balances . . . . .  | <b>1b</b> | NONE       |
| <b>c</b> | Fair market value of all other assets (see instructions). . . . .   | <b>1c</b> | NONE       |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c) . . . . .   | <b>1d</b> | 6,972,904. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .   | <b>1e</b> |            |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets . . . . .  | <b>2</b>  | NONE       |
| <b>3</b> | Subtract line 2 from line 1d . . . . .  | <b>3</b>  | 6,972,904. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .    | <b>4</b>  | 104,594.   |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . . | <b>5</b>  | 6,868,310. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5 . . . . .  | <b>6</b>  | 343,416.   |

**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.)

|           |   |           |          |
|-----------|---|-----------|----------|
| <b>1</b>  | Minimum investment return from Part X, line 6 . . . . .   | <b>1</b>  | 343,416. |
| <b>2a</b> | Tax on investment income for 2014 from Part VI, line 5 . . . . .  | <b>2a</b> | 16,063.  |
| <b>b</b>  | Income tax for 2014. (This does not include the tax from Part VI.) . . . . .  | <b>2b</b> |          |
| <b>c</b>  | Add lines 2a and 2b . . . . .   | <b>2c</b> | 16,063.  |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .                                     | <b>3</b>  | 327,353. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions . . . . .   | <b>4</b>  | NONE     |
| <b>5</b>  | Add lines 3 and 4 . . . . .   | <b>5</b>  | 327,353. |
| <b>6</b>  | Deduction from distributable amount (see instructions). . . . .   | <b>6</b>  | NONE     |
| <b>7</b>  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . . | <b>7</b>  | 327,353. |

**Part XII Qualifying Distributions** (see instructions)

|          |  |           |          |
|----------|--|-----------|----------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:   |           |          |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 . . . . .  | <b>1a</b> | 357,394. |
| <b>b</b> | Program-related investments - total from Part IX-B . . . . .   | <b>1b</b> |          |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .  | <b>2</b>  | NONE     |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:   |           |          |
| <b>a</b> | Suitability test (prior IRS approval required) . . . . .   | <b>3a</b> | NONE     |
| <b>b</b> | Cash distribution test (attach the required schedule) . . . . .  | <b>3b</b> | NONE     |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .                                    | <b>4</b>  | 357,394. |
| <b>5</b> | 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) . . . . . | <b>5</b>  | N/A      |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .  | <b>6</b>  | 357,394. |

**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)<br>Corpus | (b)<br>Years prior to 2013 | (c)<br>2013 | (d)<br>2014 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2014 from Part XI, line 7 . . . . .   |               |                            |             | 327,353.    |
| 2 Undistributed income, if any, as of the end of 2014:   |               |                            |             |             |
| a Enter amount for 2013 only . . . . .   |               |                            | NONE        |             |
| b Total for prior years 20 <u>12</u> , 20 <u>    </u> , 20 <u>    </u> . . . . .   |               | NONE                       |             |             |
| 3 Excess distributions carryover, if any, to 2014:   |               |                            |             |             |
| a From 2009 . . . . .  | 56,744.       |                            |             |             |
| b From 2010 . . . . .  | 13,659.       |                            |             |             |
| c From 2011 . . . . .  | 37,659.       |                            |             |             |
| d From 2012 . . . . .  | 29,331.       |                            |             |             |
| e From 2013 . . . . .  | 37,401.       |                            |             |             |
| f <b>Total</b> of lines 3a through e . . . . .   | 174,794.      |                            |             |             |
| 4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ <u>357,394.</u>  |               |                            |             |             |
| a Applied to 2013, but not more than line 2a . . . . .   |               |                            | NONE        |             |
| b Applied to undistributed income of prior years (Election required - see instructions) . . . . .  |               | NONE                       |             |             |
| c Treated as distributions out of corpus (Election required - see instructions) . . . . .  | NONE          |                            |             |             |
| d Applied to 2014 distributable amount . . . . .   |               |                            |             | 327,353.    |
| e Remaining amount distributed out of corpus . . . . .   | 30,041.       |                            |             |             |
| 5 Excess distributions carryover applied to 2014 . . . . .<br>(If an amount appears in column (d), the same amount must be shown in column (a) )                                     |               | NONE                       |             | NONE        |
| 6 <b>Enter the net total of each column as indicated below:</b>  |               |                            |             |             |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .  | 204,835.      |                            |             |             |
| b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .   |               | NONE                       |             |             |
| 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 . . . . . |               | NONE                       |             |             |
| d Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .   |               | NONE                       |             |             |
| e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .  |               |                            | NONE        |             |
| f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015 . . . . .  |               |                            |             | NONE        |
| 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) . . . . .       |               | NONE                       |             |             |
| 8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . . . .  | 56,744.       |                            |             |             |
| 9 <b>Excess distributions carryover to 2015.</b> Subtract lines 7 and 8 from line 6a . . . . .   | 148,091.      |                            |             |             |
| 10 Analysis of line 9:   |               |                            |             |             |
| a Excess from 2010 . . . . .   | 13,659.       |                            |             |             |
| b Excess from 2011 . . . . .   | 37,659.       |                            |             |             |
| c Excess from 2012 . . . . .   | 29,331.       |                            |             |             |
| d Excess from 2013 . . . . .   | 37,401.       |                            |             |             |
| e Excess from 2014 . . . . .   | 30,041.       |                            |             |             |

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling

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

Table with columns for Tax year (2014) and Prior 3 years (2013, 2012, 2011) and a Total column. Rows include: 2a Adjusted net income, b 85% of line 2a, c Qualifying distributions, d Amounts included in line 2c, e Qualifying distributions made directly for active conduct, 3 Alternative tests (Assets, Endowment, Support).

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

1 Information Regarding Foundation Managers: a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).) NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest. NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs: Check here [ ] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed: SEE STATEMENT 7

b The form in which applications should be submitted and information and materials they should include: SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines: SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors: SEE ATTACHED STATEMENT FOR LINE 2

**Part XV** Supplementary Information (continued)

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

| Recipient<br>Name and address (home or business)                        | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount               |
|---|--|--------------------------------------|-------------------------------------|----------------------|
| <p><b>a Paid during the year</b></p> <p>SEE ATTACHED LIST OF GRANTS</p> | NONE   | PUBLIC                               | SEE ATTACHED LIST OF GRANTS         | 285,000.             |
| <b>Total</b> .....  |  |                                      |                                     | ▶ <b>3a</b> 285,000. |
| <p><b>b Approved for future payment</b></p>                             |  |                                      |                                     |                      |
| <b>Total</b> .....  |  |                                      |                                     | ▶ <b>3b</b>          |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue (a-f), Membership dues, Interest on savings, Dividends, Net rental income, Other investment income, Gain or loss from sales, and Subtotal.

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

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes. Includes the text 'NOT APPLICABLE'.



FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

=====

| DESCRIPTION<br>-----       | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- |
|----------------------------|--|--------------------------------------|
| KT SHORT TERM DEPOSIT FUND | 615.   | 615.                                 |
|                            | -----  | -----                                |
| TOTAL                      | 615.   | 615.                                 |
|                            | =====  | =====                                |

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

=====

| DESCRIPTION<br>-----                           | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- |
|--|--|--------------------------------------|
| VARIOUS DIVIDENDS AND INTEREST<br>MUTUAL FUNDS | 32,925.<br>113,116.                              | 32,925.<br>113,116.                  |
| TOTAL  | -----<br>146,041.<br>=====                       | -----<br>146,041.<br>=====           |

FORM 990PF, PART I - ACCOUNTING FEES

=====

| DESCRIPTION<br>----- | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- | ADJUSTED<br>NET<br>INCOME<br>----- | CHARITABLE<br>PURPOSES<br>----- |
|----------------------|--|--------------------------------------|------------------------------------|---------------------------------|
| TAX PREPARATION FEE  | 2,250.   |                                      |                                    | 2,250.                          |
| TOTALS               | 2,250.   | NONE                                 | NONE                               | 2,250.                          |



FORM 990PF, PART I - TAXES

=====

| DESCRIPTION<br>-----          | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- |
|-------------------------------|--|
| FEDERAL ESTIMATES - PRINCIPAL | 3,215.   |
| TOTALS                        | -----<br>3,215.<br>=====                         |

FORM 990PF, PART I - OTHER EXPENSES  
=====

| DESCRIPTION<br>-----          | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | CHARITABLE<br>PURPOSES<br>----- |
|-------------------------------|--|---------------------------------|
| INSURANCE                     | 1,314.   | 1,314.                          |
| STATE FILING FEE              | 200.   | 200.                            |
| OFFICE EXPENSES               | 22,000.  | 22,000.                         |
| CONSULTING FEE- CHATHAM GROUP | 16,670.  | 16,670.                         |
| MEMBERSHIP DUES               | 2,850.   | 2,850.                          |
|                               | -----  | -----                           |
| TOTALS                        | 43,034.  | 43,034.                         |
|                               | =====  | =====                           |

BRUSH FOUNDATION T/A 20 -0905480

34-6000445

FORM 990PF, PART II - OTHER INVESTMENTS

=====

| DESCRIPTION<br>----- | COST/<br>FMV<br>C OR F<br>----- | ENDING<br>BOOK VALUE<br>----- | ENDING<br>FMV<br>--- |
|----------------------|---------------------------------|-------------------------------|----------------------|
| SEE ATTACHED         | C                               | 6,222,605.                    | 6,913,855.           |
|                      | TOTALS                          | -----<br>6,222,605.           | -----<br>6,913,855.  |
|                      |                                 | =====                         | =====                |

CHARITABLE TRUSTS HOLDINGS REPORT

BK-RG-OFF-ACCOUNT  
101-200-24200-0905480  
FISCAL YEAR CODE 1231

ACCOUNT NAME  
BRUSH FOUNDATION T/A  
AS OF 12-31-2014

RUN DATE 2015-01-21  
BUS DATE 2015-01-20  
PAGE 523

| CUSIP     | ASSET NAME   | PRINCIPAL MV | INCOME MV  | TAX COST     | UNITS         |
|-----------|--|--------------|------------|--------------|---------------|
| 00203H461 | AQR MGD FUTURES STRATFGY HV<br>FUND OPEN-END FUND CL I   | 185,158.51   | 0.00       | 161,207.28   | 16,487.846    |
| 00706R102 | AT&T INC COM   | 25,192.50    | 0.00       | 23,371.50    | 750.000       |
| 00817YAN8 | AETNA INC SENIOR NT DTD<br>3/1/2014 2.20000% DUE<br>3/15/2019                                    | 49,669.50    | 0.00       | 49,691.00    | 50,000.000    |
| 020002AZ4 | ALLSTATE CORP SENIOR BD DTD<br>06/07/13 3.15% DUE 06/15/23                                       | 50,243.50    | 0.00       | 50,300.00    | 50,000.000    |
| 023608102 | AMEREN CORP COM  | 20,758.50    | 0.00       | 21,393.50    | 450.000       |
| 031162BV1 | AMGEN INC SENIOR NT DTD<br>5/22/2014 3.62500% DUE<br>5/22/2024                                   | 50,822.00    | 0.00       | 50,791.00    | 50,000.000    |
| 03523TBP2 | ANHEUSER-BUSCH INBEV<br>WORLDWIDE SENIOR NT DTD<br>07/16/12 2.50% DUE 07/15/22                   | 48,594.00    | 0.00       | 48,601.50    | 50,000.000    |
| 06738EAD7 | BARCLAYS PLC FGN SR NT DTD<br>11/10/2014 2.75000% DUE<br>11/8/2019                               | 49,694.50    | 0.00       | 49,972.00    | 50,000.000    |
| 12572Q105 | CME GROUP INC COM  | 17,730.00    | 0.00       | 18,119.98    | 200.000       |
| 125896100 | CMS ENERGY CORP COM  | 24,325.00    | 0.00       | 16,176.93    | 700.000       |
| 126650CF8 | CVS CARPMARK CORP SENIOR NT<br>DTD 8/12/2014 2.25000% DUE<br>8/12/2019                           | 49,791.00    | 0.00       | 49,819.00    | 50,000.000    |
| 14040H105 | CAPITAL ONE FINANCIAL CORP<br>COM  | 28,892.50    | 0.00       | 29,224.97    | 350.000       |
| 14042E3Y4 | CAPITAL ONE N A SENIOR NT DTD<br>7/24/2014 2.95000% DUE<br>7/23/2021                             | 49,687.00    | 0.00       | 49,719.00    | 50,000.000    |
| 151020104 | CELGENE CORP COM   | 55,930.00    | 0.00       | 12,316.75    | 500.000       |
| 172062101 | CINCINNATI FINANCIAL CORP COM  | 23,323.50    | 0.00       | 19,552.44    | 450.000       |
| 17275RAK8 | CISCO SYSTEMS INC SENIOR NT<br>DTD 03/16/11 3.15% DUE<br>03/14/17                                | 104,530.00   | 0.00       | 105,005.55   | 100,000.000   |
| 202795HZ6 | COMMONWEALTH EDISON CO NOTE<br>DTD 9/7/2011 3.40000% DUE<br>9/1/2021                             | 52,129.00    | 0.00       | 52,021.50    | 50,000.000    |
| 20825C104 | CONOCOPHILLIPS COM   | 41,436.00    | 0.00       | 30,941.31    | 600.000       |
| 20826FAE6 | CONOCOPHILLIPS CO SENIOR NT<br>DTD 11/12/2014 2.87500% DUE<br>11/15/2021                         | 50,498.50    | 0.00       | 50,331.00    | 50,000.000    |
| 22160K105 | COSTCO WHOLESALE CORP COM  | 21,262.50    | 0.00       | 13,267.18    | 150.000       |
| 22160KAP2 | COSTCO WHOLESALE CORP SENIOR<br>NT DTD 12/07/12 1.70% DUE<br>12/15/19                            | 98,196.00    | 0.00       | 96,976.00    | 100,000.000   |
| 22546QAP2 | CREDIT SUISSE FGN MED TERM BK<br>NT DTD 9/9/2014 3.62500% DUE<br>9/9/2024                        | 50,862.00    | 0.00       | 50,775.50    | 50,000.000    |
| 22546T2L4 | CREDIT SUISSE AG-MID LINKED<br>FGN MED TERM NT SER MID<br>LINKED DTD 03/19/13 0% DUE<br>09/23/15 | 213,040.00   | 0.00       | 200,000.00   | 200,000.000   |
| 22547QKJ4 | CREDIT SUISSE AG-EFA LINKED<br>FGN MED TERM NT SER FFA<br>LINKED DTD 04/02/14 0% DUE<br>10/03/16 | 185,020.00   | 0.00       | 200,000.00   | 200,000.000   |
| 235851102 | DANAHER CORP DEL COM   | 34,784.00    | 0.00       | 34,767.48    | 400.000       |
| 25278X109 | DIAMONDBACK ENERGY INC COM   | 14,945.00    | 0.00       | 15,122.50    | 250.000       |
| 254687106 | WALT DISNEY CO COM   | 58,868.75    | 0.00       | 11,799.12    | 625.000       |
| 254709104 | DISCOVER FINANCIAL SERVICES<br>COM   | 16,372.50    | 0.00       | 16,632.50    | 250.000       |
| 268648102 | EMC CORP COM   | 30,483.50    | 0.00       | 25,751.33    | 1,025.000     |
|           | *** TOTAL ***  | 6,690,221.18 | 223,633.58 | 6,222,604.51 | 2,050,844.684 |

CHARITABLE TRUSTS HOLDINGS REPORT

BK-RG-OFF-ACCOUNT  
101-200-24200-0905480  
FISCAL YEAR CODE 1231

ACCOUNT NAME  
BRUSH FOUNDATION T/A  
AS OF 12-31-2014

RUN DATE 2015-01-21  
BUS DATE 2015-01-20  
PAGE 524

| CUSIP         | ASSET NAME  | PRINCIPAL MV | INCOME MV  | TAX COST     | UNITS         |
|---------------|---|--------------|------------|--------------|---------------|
| 26875PAL5     | FOG RESOURCES INC SENIOR NT<br>DTD 3/21/2014 2.45000% DUE<br>4/1/2020                 | 49,740.50    | 0.00       | 49,701.50    | 50,000.000    |
| 29265N108     | ENERGEN CORP COM  | 27,315.00    | 0.00       | 18,035.50    | 350.000       |
| 29266R108     | ENERGIZER HOLDINGS INC COM  | 25,717.00    | 0.00       | 13,649.00    | 200.000       |
| 35671D857     | FREEMONT-MCMORAN COPPER &<br>GOLD COM   | 15,184.00    | 0.00       | 15,359.50    | 650.000       |
| 375558103     | GILEAD SCIENCES INC COM   | 32,991.00    | 0.00       | 32,991.00    | 350.000       |
| 38259P508     | GOOGLE INC COM CL A   | 26,533.00    | 0.00       | 10,318.99    | 50.000        |
| 38259P706     | GOOGLE INC COM CL C   | 26,320.00    | 0.00       | 10,286.01    | 50.000        |
| 411511306     | HAFOR INTERNATIONAL FD OPEN-<br>END FUND  | 100,248.41   | 0.00       | 89,999.91    | 1,547.571     |
| 437076102     | HOME DEPOT INC COM  | 15,715.50    | 0.00       | 15,600.00    | 150.000       |
| 458140100     | INTEL CORP COM  | 38,104.50    | 0.00       | 27,163.50    | 1,050.000     |
| 159200101     | INTERNATIONAL BUSINESS MACHS<br>COM   | 17,033.00    | 0.00       | 14,887.50    | 75.000        |
| 464287234     | ISHARES MSCI EMERGING MKTS<br>INDEX CLOSED-END FUND                                   | 137,515.00   | 0.00       | 146,965.00   | 3,500.000     |
| 464287242     | ISHARES IHOYX \$INVESTMENT BD<br>FD CLOSED-END FUND                                   | 238,820.00   | 0.00       | 226,412.78   | 2,000.000     |
| 464287465     | ISHARES MSCI EAFE INDEX FUND<br>CLOSED-END FUND                                       | 129,285.00   | 0.00       | 117,725.00   | 2,125.000     |
| 464287499     | ISHARES RUSSELL MIDCAP INDEX<br>FD CLOSED-END FUND                                    | 233,856.00   | 0.00       | 112,224.00   | 1,400.000     |
| 46625H100     | JP MORGAN CHASE & CO COM  | 40,677.00    | 0.00       | 23,304.47    | 650.000       |
| 46625HJH4     | JPMORGAN CHASE & CO SENIOR NT<br>DTD 01/25/13 3.20% DUE<br>01/25/23                   | 50,056.50    | 0.00       | 50,031.00    | 50,000.000    |
| 47803W406     | JOHN HANCOCK III DISC VALUE<br>M/C OPEN-END FUND CL I                                 | 268,284.49   | 0.00       | 167,004.48   | 13,434.376    |
| 47804M878     | JOHN HANCOCK 2 GLE ABS RET<br>STRAT OPEN-END FUND CL I                                | 155,118.13   | 0.00       | 156,000.00   | 14,191.961    |
| 178160104     | JOHNSON & JOHNSON COM   | 31,371.00    | 0.00       | 19,074.00    | 300.000       |
| 50076Q106     | KRAFT FOODS GROUP INC COM   | 28,197.00    | 0.00       | 16,188.20    | 450.000       |
| 540424AQ1     | LOWES CORP SENIOR BD DTD<br>05/01/13 2.625% DUE 05/15/23                              | 47,239.00    | 0.00       | 47,439.00    | 50,000.000    |
| 57636Q104     | MASTERCARD INC COM CL A   | 25,848.00    | 0.00       | 26,415.00    | 300.000       |
| 580135101     | MCDONALDS CORP COM  | 11,055.00    | 0.00       | 12,961.50    | 150.000       |
| 58155Q103     | MCKESSON CORP COM   | 31,137.00    | 0.00       | 11,901.01    | 150.000       |
| 58605Q109     | MEMORIAL RESOURCE DEVELOPMENT<br>CORP COM   | 11,424.00    | 0.00       | 14,885.04    | 800.000       |
| 58933Y105     | MERCK & CO INC COM  | 22,716.00    | 0.00       | 17,220.00    | 400.000       |
| 59156R108     | METLIFE INC COM   | 29,749.50    | 0.00       | 20,371.95    | 550.000       |
| 594918104     | MICROSOFT CORP COM  | 39,482.50    | 0.00       | 35,596.97    | 850.000       |
| 617446448     | MORGAN STANLEY COM  | 42,680.00    | 0.00       | 42,800.45    | 1,100.000     |
| 665859AM6     | NORTHERN TRUST CORP SENIOR BD<br>DTD 08/22/11 3.375% DUE<br>08/23/21                  | 105,047.00   | 0.00       | 103,992.68   | 100,000.000   |
| 68389X105     | ORACLE CORP COM   | 20,236.50    | 0.00       | 4,680.00     | 450.000       |
| 693390700     | PIMCO TOTAL RETURN FUND OPEN-<br>END FUND INSTL CL                                    | 0.01         | 0.00       | 0.01         | 0.001         |
| 693475AL9     | PNC FINANCIAL SERVICES GROUP<br>INC SENIOR BD DTD 6/10/2012<br>2.85400% DUE 11/9/2022 | 49,170.50    | 0.00       | 49,732.00    | 50,000.000    |
| 701765885     | PARNASSUS MID CAP FUND OPEN-<br>END FUND  | 159,039.77   | 0.00       | 162,000.00   | 5,804.371     |
| *** TOTAL *** |   | 6,690,221.18 | 223,633.58 | 6,222,601.51 | 2,050,844.684 |

CHARITABLE TRUSTS HOLDINGS REPORT

BK-RG-OFF-ACCOUNT  
101-200-24200-0905480  
FISCAL YEAR CODE 1231

ACCOUNT NAME  
BRUSH FOUNDATION T/A  
AS OF 12-31-2014

TAX ANALYST/NAME  
Roberta C Briggs

RUN DATE 2015-01-21  
BUS DATE 2015-01-20  
PAGE 525

| CUSIP     | ASSET NAME   | PRINCIPAL MV | INCOME MV  | TAX COST     | UNITS         |
|-----------|--|--------------|------------|--------------|---------------|
| 717081103 | PFIZER INC COM   | 21,805.00    | 0.00       | 15,806.00    | 700.000       |
| 718172BE8 | PHILIP MORRIS INTL INC SENIOR<br>BD DTD 11/12/13 3.60% DUE<br>11/15/23           | 52,183.00    | 0.00       | 51,991.50    | 50,000.000    |
| 718546104 | PHILLIPS 66 COM  | 50,190.00    | 0.00       | 21,671.46    | 700.000       |
| 74144T108 | T ROWE PRICE GROUP INC COM   | 21,465.00    | 0.00       | 10,989.66    | 250.000       |
| 741503403 | PRICE LINE GROUP, INC.   | 11,407.10    | 0.00       | 5,195.07     | 10.000        |
| 742718109 | PROCTER & GAMBLE CO COM  | 36,436.00    | 0.00       | 25,536.00    | 400.000       |
| 742935356 | PROFESSIONALLY MGD PORTFOLIO<br>01 OPEN-END FUND INSTL CL                        | 920,553.78   | 0.00       | 929,415.54   | 25,549.647    |
| 74525103  | QUALCOMM INC COM   | 79,737.00    | 0.00       | 70,308.00    | 400.000       |
| 7495200A1 | KT SHORT TERM DEPOSIT FUND   | 926,783.23   | 229,465.31 | 1,156,248.54 | 1,166,248.540 |
| 760759100 | REPUBLIC SERVICES INC COM CL<br>A  | 22,137.50    | 0.00       | 16,108.00    | 550.000       |
| 76628T678 | RIDGEWORTH SEIA FLFT HIGH<br>INCOME OPEN-END FUND CL I                           | 381,786.33   | 0.00       | 393,000.00   | 43,975.581    |
| 774415103 | ROCKWOOD HOLDINGS INC COM  | 19,700.00    | 0.00       | 19,847.48    | 750.000       |
| 806407102 | HENRY SCHEIN INC COM   | 27,230.00    | 0.00       | 12,053.88    | 200.000       |
| 816851109 | SEMPRA ENERGY COM  | 22,272.00    | 0.00       | 22,940.00    | 200.000       |
| 855244109 | STARBUCKS CORP COM   | 20,517.50    | 0.00       | 12,115.00    | 250.000       |
| 880208400 | TEMPLETON GLOBAL BOND FUND<br>OPEN-END FUND ADV CL                               | 286,818.78   | 0.00       | 300,647.96   | 23,111.908    |
| 883556102 | TERMO FISHER SCIENTIFIC INC<br>COM   | 31,327.50    | 0.00       | 10,452.50    | 250.000       |
| 88579Y101 | 3M CO COM  | 32,864.00    | 0.00       | 33,304.00    | 700.000       |
| 911312106 | UNITED PARCEL SERVICE INC COM<br>CL B  | 44,468.00    | 0.00       | 30,332.00    | 400.000       |
| 92343V104 | VERIZON COMMUNICATIONS INC<br>COM  | 24,559.50    | 0.00       | 20,381.75    | 525.000       |
| 92343VCR3 | VERIZON COMMUNICATIONS INC<br>SENIOR BD DTD 10/29/2011<br>3.50000% DUE 11/1/2024 | 49,125.00    | 0.00       | 49,196.50    | 50,000.000    |
| 949746101 | WELLS FARGO CO COM   | 35,633.00    | 0.00       | 36,055.44    | 650.000       |
| 94974BF09 | WELLS FARGO & CO MFD TRFM BF<br>NT DTD 4/22/2014 2.12500% DUE<br>4/22/2019       | 19,987.00    | 0.00       | 49,938.00    | 50,000.000    |
| 969251784 | WILLIAM BLAIR MACRO<br>ALLOCATION OPEN-END FUND CL I                             | 288,888.89   | 0.00       | 300,000.00   | 23,640.662    |
| 969457100 | WILLIAMS COS INC DEL COM   | 15,729.00    | 0.00       | 16,019.50    | 350.000       |
| 989701107 | ZIONS BANCORP COM  | 18,531.50    | 0.00       | 18,668.00    | 650.000       |
| G1151C101 | ACCENTUPE PLC FGN COM CL A   | 51,586.00    | 0.00       | 29,369.94    | 600.000       |
| G60754101 | MICHAEL KORS HOLDINGS LTD FGN<br>COM   | 15,020.00    | 0.00       | 15,053.00    | 200.000       |
| N53745100 | LYONDELLBASELL INDUSTRIES II V<br>FGN COM CL A                                   | 15,878.00    | 0.00       | 16,217.50    | 200.000       |
| USD       | US DOLLAR CURRENCY   | -850,051.00  | -5,831.73  | -855,882.73  | -855,882.730  |
|           | *** TOTAL ***  | 6,690,221.18 | 223,633.58 | 6,222,604.51 | 2,050,844.684 |

RECIPIENT NAME:

THE BRUSH FOUNDATION

ADDRESS:

25350 ROCKSIDE RD, 3RD FLOOR

BEDFORD HEIGHTS, OH 44146

RECIPIENT'S PHONE NUMBER: 216-334-2209

FORM, INFORMATION AND MATERIALS:

CONTACT THE FOUNDATION FOR FORMAL GUIDELINES

SUBMISSION DEADLINES:

6/30 AND 12/31

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NO GRANTS TO INDIVIDUALS. THE FOUNDATION'S VISION OF A "PREFERRED FUTURE" IS: A FUTURE IN WHICH FAMILY PLANNING WORLD-WIDE IS AVAILABLE, AFFORDABLE, ACCEPTABLE, EFFECTIVE AND SAFE. THE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

BRUSH FOUNDATION'S MISSION IS TO SUPPORT ORGANIZATIONS THAT:

-ADVANCE THE FREEDOM OF REPRODUCTIVE CHOICE

-PROMOTE ACCESS TO AND UTILIZATION OF DIRECT FAMILY PLANNING SERVICES.

RESTRICTIONS OR LIMITATIONS ON AWARDS:

-DISSEMINATE EVIDENCE-BASED INFORMATION ON REPRODUCTIVE HEALTH AND CHOICE.

-SUPPORT EFFECTIVE, ACCURATE AND COMPREHENSIVE ADOLESCENT EDUCATION ON

RESTRICTIONS OR LIMITATIONS ON AWARDS:

REPRODUCTIVE HEALTH AND SEXUALITY.

-WORK TOWARD RESPONSIBLE PUBLIC POLICIES FOR REPRODUCTIVE HEALTH.

BRUSH FOUNDATION  
2014 GRANTS

| Recipient Name  | Address                                 | City        | State | Zip   | Status     | Grant Description  | Amount   |
|---|---|-------------|-------|-------|------------|--|----------|
| Mailman School of Public Health, Columbia University                                | 722 West 168th Street, 14th Floor       | New York    | NY    | 10032 | 501 (C)(3) | Scholarship for two MPH students   | \$30,000 |
| Center for Adolescent Health and the Law  | PO Box 3795                             | Chapel Hill | NC    | 27515 | 501 (C)(3) | Research, produce & disseminate the 4th edition of State Minor Consent Laws A summary  | \$25,000 |
| Collaborative for Comprehensive School-Aged Health - Center for Community Solutions | 1501 Euclid Ave, Suite 310              | Cleveland   | OH    | 44115 | 501 (C)(3) | Market the Collaborative in order to increase its reach and strengthen the voice for reproductive health in Cuyahoga County  | \$5,000  |
| UN Foundation FP 2020 Initiative  | 1750 Pennsylvania Avenue, NW, Suite 300 | Washington  | DC    | 20006 | 501 (C)(3) | Contribution in support of the FP 2020 Rapid Response Initiative   | \$5,000  |
| Free Medical Clinic of Greater Cleveland  | 12201 Euclid Ave                        | Cleveland   | OH    | 44106 | 501 (C)(3) | Address adolescent health & sexuality through direct service, education and advocacy   | \$10,000 |
| Guttmacher Institute  | 125 Maiden Lane, 7th Floor              | New York    | NY    | 10038 | 501 (C)(3) | Provide advocates and program planners with an evidence-based case for school based provision of contraception   | \$25,000 |
| National Health Law Program   | 3701 Wilshire Blvd , Suite 750          | Los Angeles | CA    | 90010 | 501 (C)(3) | Advancing policies that hold health systems accountable for providing services that reflect objective clinical standards of reproductive health care rather than the ideological/religious preference of providers | \$25,000 |
| NFPRHA  | 1627 K St, NW 12 <sup>th</sup> Floor    | Washington  | DC    | 20006 | 501 (C)(3) | Ensure that FP providers' needs and challenges are addressed in ACA implementation   | \$15,000 |
| Pathfinder International  | 9 Galen Street, Suite 217               | Watertown   | MA    | 02472 | 501 (C)(3) | Champion-building activities to support systematic change and fundamental public policy shifts for international SRHR  | \$25,000 |
| Planned Parenthood of Greater Ohio  | 25350 Rockside Road, Third Floor        | Bedford Hts | OH    | 44146 | 501 (C)(3) | Implementation of a pharmacy billing system to allow reimbursement for dispensed contraceptives  | \$20,000 |
| Trust Women Foundation  | 5107 E Kellogg                          | Wichita     | KS    | 67218 | 501 (C)(3) | Open clinics that provide abortion care in low access areas of the Midwest and South US and to provide employment and training to physicians who are committed to providing abortion care                          | \$15,000 |
| Advocates for Youth   | 2000 M Street NW, Suite 750             | Washington  | DC    | 20036 | 501 (C)(3) | Build capacity of partners in Ohio and beyond to engage and mobilize youth networks to advance sex ed policies   | \$20,000 |
| Center for Reproductive Rights  | 120 Wall Street, 14th Floor             | New York    | NY    | 10005 | 501 (C)(3) | High-impact legislation to challenge assaults on reproductive freedom in courts nationwide   | \$5,000  |
| International Women's Health Coalition  | 333 7th Ave, 6th Floor                  | New York    | NY    | 10001 | 501 (C)(3) | Maintaining gains, reducing barriers to access and documenting success MYSU and the movement for comprehensive and integrated sexual and reproductive health services in Uruguay                                   | \$12,500 |
| NARAL Pro-Choice Ohio Foundation  | 12000 Shaker Boulevard                  | Cleveland   | OH    | 44120 | 501 (C)(3) | To protect women's health by combatting ideologically motivated efforts to close abortion clinics across Ohio  | \$25,000 |
| National Women's Law Center   | 11 Dupont Circle, Suite 800             | Washington  | DC    | 20036 | 501 (C)(3) | Efforts to realize the promise of the AVA's guarantee of no-cost contraceptive coverage and to protect and expand contraceptive access more broadly  | \$5,000  |
| Religious Institute, Inc  | 21 Charles Street, Suite 140            | Westport    | CT    | 06880 | 501 (C)(3) | Initiative to create a motivated, educated, and trained network of Southern clergy who will advocate for SRJ.  | \$5,000  |
| Sea Change Program  | 426 17th Street, Suite 500              | Oakland     | CA    | 94612 | 501 (C)(3) | Transforming culture of stigma around abortion and other stigmatized reproductive experiences  | \$12,500 |

**TOTAL GRANTS**

**\$285,000**



**THE BRUSH FOUNDATION  
BOARD OF MANAGERS - 2014**

| <b>Name</b>                     | <b>Office</b>   | <b>Hours per week</b> |
|---------------------------------|-----------------|-----------------------|
| Abigail English, JD             | President       | 1.6 (85 annually)     |
| Stacey Easterling               | President-Elect | 1.4 (75 annually)     |
| Ellen Rome, MD, MPH             | Treasurer       | 1.4 (75 annually)     |
| Reverend Henry C. Doll          | Secretary       | 1.4 (75 annually)     |
| Daphne Byers                    |                 | 0.8 (60 annually)     |
| Cindie Carroll-Pankhurst, PhD   |                 | 0.8 (60 annually)     |
| Elizabeth Stites, PhD           |                 | 0.8 (60 annually)     |
| Jacqueline Darroch, PhD         |                 | 0.8 (60 annually)     |
| Gita P. Gidwani, MD             |                 | 0.8 (60 annually)     |
| Dan Pellegroni                  |                 | 0.8 (60 annually)     |
| <i>Active Emeritus Members:</i> |                 |                       |
| Carol A. Miller                 |                 | 0.3 (16 annually)     |

**TRUSTEE**

Agnes Marountas  
Assistant Vice President  
Keybank N.A.  
Nonprofit Asset Services  
100 Public Square, Suite 600  
Cleveland, OH 44113  
Phone: (216) 689-0416  
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Susan Oelbracht  
Portfolio Manager II  
(216) 689-3377  
FAX: (216) 689-1709  
e-mail: Susan\_Oelbracht@Key.com

**CONTACT INFORMATION FOR ALL BOARD MEMBERS**

Brush Foundation  
25350 Rockside Road, Third Floor  
Bedford Heights, Ohio 44146

Phone: (216) 334-2209  
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