

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter social security numbers on this form as it may be made public.

2015

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

Open to Public Inspection

For calendar year **2015** or tax year beginning , **2015**, 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:

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

H Check type of organization: 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) ▶ \$ **6,743,803.**

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

ENVELOPE
 ESTIMATE DATE: MAY 02 2016
 SCANNED MAY 16 2016

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)
1	Contributions, gifts, grants, etc., received (attach schedule)	25,000.			
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	166,982.	166,982.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	451,102.			
b	Gross sales price for all assets on line 6a 1,500,889.				
7	Capital gain net income (from Part IV, line 2)		451,102.		
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	643,084.	618,084.		
13	Compensation of officers, directors, trustees, etc.	21,814.	16,361.		5,453.
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 2	2,250.	NONE	NONE	2,250.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 3	24,826.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	32,302.	NONE	NONE	32,302.
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 4	100,225.			99,979.
24	Total operating and administrative expenses. Add lines 13 through 23.	181,417.	16,361.	NONE	139,984.
25	Contributions, gifts, grants paid	75,250.			75,250.
26	Total expenses and disbursements Add lines 24 and 25	256,667.	16,361.	NONE	215,234.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	386,417.			
b	Net investment income (if negative, enter -0-)		601,723.		
c	Adjusted net income (if negative, enter -0-)				

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 ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶ 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 ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) STMT 5.	6,222,605.	6,611,947.	6,743,803.	
14	Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	6,222,605.	6,611,947.	6,743,803.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons.			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)			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, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	6,222,605.	6,611,947.	
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 (see instructions)	6,222,605.	6,611,947.		
31	Total liabilities and net assets/fund balances (see instructions)	6,222,605.	6,611,947.		

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 6,222,605.
2	Enter amount from Part I, line 27a	2 386,417.
3	Other increases not included in line 2 (itemize) ▶ RETURN OF UNUSED GRANT FROM 2014	3 2,925.
4	Add lines 1, 2, and 3	4 6,611,947.
5	Decreases not included in line 2 (itemize) ▶	5
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 6,611,947.

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 PUBLICLY TRADED SECURITIES				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 1,500,889.		1,049,787.	451,102.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			451,102.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	451,102.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }		3	

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

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

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

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))
2014	357,394.	6,868,310.	0.052035
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
2 Total of line 1, column (d)			2 0.266726
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.053345
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 6,858,466.
5 Multiply line 4 by line 3			5 365,865.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6,017.
7 Add lines 5 and 6			7 371,882.
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.			8 215,234.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
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	1	12,034.
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	12,034.
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	12,034.
6	Credits/Payments.		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	12,053.
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	12,053.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	19.
11	Enter the amount of line 10 to be Credited to 2016 estimated tax ▶ 19. Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
b		X
c		X
d		
e		
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
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 Yes No 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 Yes No X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address www.brushfoundation.org 13 Yes No 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 2015, 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. If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly).
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(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 No X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes No X
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 Yes No 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 2015? 1c Yes No 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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? Yes No X
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 Yes No 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 No X
b If "Yes," did it have excess business holdings in 2015 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 2015) 3b Yes No X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a Yes No 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 2015? 4b Yes No 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 propoganda, 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)? **5b**

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **6b** X
If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **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 100 Public Square, Suite 600, CLEVELAND, OH 44113	TRUSTEE 2	21,814.	-0-	-0-
SEE ATTACHED LIST OF BOARD MEMBERS 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	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,962,910.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	6,962,910.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	6,962,910.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	104,444.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,858,466.
6	Minimum investment return. Enter 5% of line 5	6	342,923.

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	342,923.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	12,034.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	12,034.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	330,889.
4	Recoveries of amounts treated as qualifying distributions	4	2,925.
5	Add lines 3 and 4	5	333,814.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	333,814.

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	215,234.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	215,234.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	215,234.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				333,814.
2 Undistributed income, if any, as of the end of 2015:				
a Enter amount for 2014 only.			NONE	
b Total for prior years 20 13 ,20 _____,20 _____		NONE		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	13,659.			
b From 2011	37,659.			
c From 2012	29,331.			
d From 2013	37,401.			
e From 2014	30,041.			
f Total of lines 3a through e	148,091.			
4 Qualifying distributions for 2015 from Part XII, line 4. ▶ \$ _____ 215,234.				
a Applied to 2014, 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 2015 distributable amount.				215,234.
e Remaining amount distributed out of corpus.	NONE			
5 Excess distributions carryover applied to 2015 . (If an amount appears in column (d), the same amount must be shown in column (a))	118,580.			118,580.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	29,511.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				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 2010 not applied on line 5 or line 7 (see instructions)		NONE		
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	29,511.			
10 Analysis of line 9.				
a Excess from 2011	NONE			
b Excess from 2012	NONE			
c Excess from 2013	NONE			
d Excess from 2014	29,511.			
e Excess from 2015				

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, 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: Tax year (a) 2015, (b) 2014, (c) 2013, (d) 2012, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions from Part XII), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly), 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 6

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED LIST OF GRANTS	NONE	PUBLIC	SEE ATTACHED LIST OF GRANTS	75,250.
Total ▶ 3a				75,250.
b Approved for future payment				
Total ▶ 3b				

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 categories like Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, etc.

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes.

NOT APPLICABLE

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

Schedule of Contributors

OMB No. 1545-0047

2015

Attach to Form 990, Form 990-EZ, or Form 990-PF.

Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

Name of the organization

Employer identification number

BRUSH FOUNDATION T/A 20 -0905480

34-6000445

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the General Rule or a Special Rule.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions exclusively for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions totaling \$5,000 or more during the year \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization BRUSH FOUNDATION T/A 20 -0905480	Employer identification number 34-6000445
---	---

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Estate of Barbara Brush Wright 306 Rossburn Way Chapel Hill, NC 27516	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS AND INTEREST	60,666.	60,666.
MUTUAL FUNDS	106,316.	106,316.
	-----	-----
TOTAL	166,982.	166,982.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
 =====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	2,250.			2,250.
TOTALS	2,250.	NONE	NONE	2,250.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
ESTIMATED EXCISE TAXES PAID	12,053.
EXCISE TAXES DUE	12,773.

TOTALS	24,826.
	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
STATE FILING FEE	200.	200.
OFFICE EXPENSES	45,868.	45,868.
MEMBERSHIP DUES	2,740.	2,740.
INSURANCE EXPENSE	1,314.	1,314.
CONSULTANT FEES	49,469.	49,469.
OTHER EXPENSES	246.	
WEBPAGE EXPENSES	245.	245.
OFFICE SUPPLIES	143.	143.
	-----	-----
TOTALS	100,225.	99,979.
	=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS

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DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED	C	6,611,947.	6,743,803.
	TOTALS	----- 6,611,947.	----- 6,743,803.
		=====	=====

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
00203H461	AQR MGD FUTURES STRATEGY HV FUND OPEN-END FUND CL I	176,419.95	0.00	161,207.28	16,487.846
00206R102	AT&T INC COM	15,484.50	0.00	13,828.50	450.000
00817Y108	AETNA INC COM	21,624.00	0.00	23,288.00	200.000
00817YAN8	AETNA INC SENIOR NT DTD 3/7/2014 2 20000% DUE 3/15/2019	49,741.00	0.00	49,691.00	50,000.000
012653101	ALBEMARLE CORP COM	17,923.20	0.00	19,445.50	320.000
020002AZ4	ALLSTATE CORP SENIOR BD DTD 06/07/13 3 15% DUE 06/15/23	49,961.50	0.00	50,270.25	50,000.000
02079K305	ALPHABET INC COM CL A	19,450.25	0.00	5,159.49	25.000
023608102	AMEREN CORP COM	19,453.50	0.00	21,393.50	450.000
031162BV1	AMGEN INC SENIOR NT DTD 5/22/2014 3.62500% DUE 5/22/2024	49,981.50	0.00	50,725.25	50,000.000
037833100	APPLE INC COM	52,630.00	0.00	65,180.00	500.000
053332AN2	AUTOZONE INC SENIOR BD DTD 11/13/2012 2 87500% DUE 1/15/2023	48,324.00	0.00	49,136.50	50,000.000
06738EAD7	BARCLAYS PLC FGN SR NT DTD 11/10/2014 2.75000% DUE 11/8/2019	49,817.50	0.00	49,972.00	50,000.000
122017106	BURLINGTON STORES INC COM	8,580.00	0.00	10,910.00	200.000
12572Q105	CME GROUP INC COM	18,120.00	0.00	18,119.98	200.000
125896100	CMS ENERGY CORP COM	14,432.00	0.00	9,243.96	400.000
126650100	CVS HEALTH CORPORATION	19,554.00	0.00	20,388.00	200.000
126650CE8	CVS CAREMARK CORP SENIOR NT DTD 8/12/2014 2.25000% DUE 8/12/2019	49,934.00	0.00	49,819.00	50,000.000
14040H105	CAPITAL ONE FINANCIAL CORP COM	25,263.00	0.00	29,224.97	350.000
14042E3Y4	CAPITAL ONE N A SENIOR NT DTD 7/24/2014 2 95000% DUE 7/23/2021	49,493.00	0.00	49,719.00	50,000.000
151020104	CELGENE CORP COM	35,928.00	0.00	7,390.05	300.000
171340102	CHURCH & DWIGHT INC COM	16,976.00	0.00	16,804.00	200.000
172062101	CINCINNATI FINANCIAL CORP COM	26,626.50	0.00	19,552.44	450.000
17275RAK8	CISCO SYSTEMS INC SENIOR NT DTD 03/16/11 3 15% DUE 03/14/17	102,464.00	0.00	103,017.72	100,000.000
202795HZ6	COMMONWEALTH EDISON CO NOTE DTD 9/7/2011 3 40000% DUE 9/1/2021	51,900.00	0.00	51,828.50	50,000.000
22160K105	COSTCO WHOLESALE CORP COM	24,225.00	0.00	13,267.48	150.000
22160KAF2	COSTCO WHOLESALE CORP SENIOR NT DTD 12/07/12 1 70% DUE 12/15/19	99,156.00	0.00	96,976.00	100,000.000
22546QAP2	CREDIT SUISSE FGN MED TERM BK NT DTD 9/9/2014 3 62500% DUE 9/9/2024	50,393.00	0.00	50,730.05	50,000.000
22547QKJ4	CREDIT SUISSE AG-EFA LINKED FGN MED TERM NT SER EFA LINKED DTD 04/02/14 0% DUE 10/03/16	188,620.00	0.00	200,000.00	200,000.000
235851102	DANAHER CORP DEL COM	37,152.00	0.00	34,767.48	400.000
25278X109	DIAMONDBACK ENERGY INC COM	16,725.00	0.00	15,122.50	250.000
254687106	WALT DISNEY CO COM	34,151.00	0.00	7,695.54	325.000
254709108	DISCOVER FINANCIAL SERVICES	13,405.00	0.00	16,632.50	250.000
*** TOTAL ***		6,366,233.79	377,568.80	6,611,947.30	2,049,475.553

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
	COM				
268648102	EMC CORP COM	15,408 00	0.00	14,242.42	600 000
375558103	GILEAD SCIENCES INC COM	35,416 50	0.00	32,991 00	350.000
411511306	HARBOR INTERNATIONAL FD OPEN- END FUND	91,969.17	0.00	89,999.91	1,547 521
437076102	HOME DEPOT INC COM	19,837 50	0.00	15,600 00	150 000
458140100	INTEL CORP COM	25,837.50	0 00	19,402.50	750 000
459200101	INTERNATIONAL BUSINESS MACHS COM	10,321 50	0.00	14,887.50	75 000
464287234	ISHARES MSCI EMERGING MKTS INDEX CLOSED-END FUND	112,665.00	0 00	146,965.00	3,500 000
464287465	ISHARES MSCI EAFE INDEX FUND CLOSED-END FUND	124,780 00	0 00	117,725.00	2,125 000
464287499	ISHARES RUSSELL MIDCAP INDEX FD CLOSED-END FUND	64,072.00	0 00	32,064.00	400.000
46625R100	JP MORGAN CHASE & CO COM	29,713.50	0 00	15,374.48	450.000
46625HJH4	JPMORGAN CHASE & CO SENIOR NT DTD 01/25/13 3 20% DUE 01/25/23	49,837.00	0 00	50,029.61	50,000 000
47803W406	JOHN HANCOCK III DISC VALUE M/C OPEN-END FUND CL I	221,619 12	0 00	142,293.82	11,572 800
47804M878	JOHN HANCOCK 2 GLB ABS RET STRAT OPEN-END FUND CL I	194,743 06	0 00	207,000 00	18,725.294
478160104	JOHNSON & JOHNSON COM	30,816 00	0 00	19,074.00	300.000
4812A4351	JP MORGAN STRATEGIC INCOME OPP OPEN-END FUND SELECT CL	50,933 28	0.00	53,000 00	4,592.721
540424AQ1	LOEWS CORP SENIOR BD DTD 05/07/13 2 625% DUE 05/15/23	47,642.50	0.00	47,439.00	50,000 000
57636Q104	MASTERCARD INC COM CL A	29,208 00	0 00	26,415 00	300 000
580135101	MCDONALDS CORP COM	17,721 00	0 00	12,961.50	150 000
58155Q103	MCKESSON CORP COM	29,584.50	0.00	11,901.01	150 000
58605Q109	MEMORIAL RESOURCE DEVELOPMENT CORP COM	12,920 00	0 00	14,885 04	800 000
58933Y105	MERCK & CO INC COM	21,128.00	0 00	17,220.00	400 000
59156R108	METLIFE INC COM	16,873.50	0.00	12,963.97	350 000
594918104	MICROSOFT CORP COM	38,836.00	0.00	28,402.97	700 000
617446448	MORGAN STANLEY COM	34,991.00	0.00	42,800 45	1,100 000
665859AM6	NORTHERN TRUST CORP SENIOR BD DTD 08/22/11 3 375% DUE 08/23/21	103,816.00	0.00	103,466 08	100,000 000
68389X105	ORACLE CORP COM	16,438 50	0 00	4,680 00	450.000
693475AL9	PNC FINANCIAL SERVICES GROUP INC SENIOR BD DTD 6/10/2012 2 85400% DUE 11/9/2022	49,361.50	0.00	49,732 00	50,000 000
701765885	PARNASSUS MID CAP FUND INVESTOR CLASS	148,359.72	0.00	162,000.00	5,804.371
717081103	PFIZER INC COM	22,596 00	0 00	15,806 00	700 000
718546104	PHILLIPS 66 COM	16,360 00	0 00	5,836 90	200.000
74006E769	PRAXIS INTERMEDIATE INCOME FUND OPEN-END FUND CL I	413,959.73	0 00	420,000 00	40,268 456
74144T108	T ROWE PRICE GROUP INC COM	17,872.50	0 00	10,989.66	250 000
741503403	PRICELINE GROUP INC COM	12,749.50	0 00	5,195.07	10 000
742718109	PROCTER & GAMBLE CO COM	15,882.00	0.00	12,768.00	200 000
742935356	PROFESSIONALLY MGD PORTFOLIO 21 OPEN-END FUND INSTL CL	1,103,384.46	0 00	1,161,210.30	31,852 900
	*** TOTAL ***	6,366,233.79	377,568 80	6,611,947.30	2,049,475.553

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
747525103	QUALCOMM INC COM	19,994 00	0.00	20,308 00	400 000
7495200A1	KT SHORT TERM DEPOSIT FUND	206,855.05	377,568 80	584,423.85	584,423 850
760759100	REPUBLIC SERVICES INC COM CL A	24,194 50	0.00	16,108 00	550 000
76628U105	RIDGEWORTH SEIX FLOATING RT HI INCOME FD OPEN-END FUND INSTL CL	399,593 48	0 00	431,000 00	48,318.438
806407102	HENRY SCHEIN INC COM	15,819 00	0 00	6,026.94	100 000
816851109	SEMPRA ENERGY COM	9,401.00	0 00	11,470.00	100 000
855244109	STARBUCKS CORP COM	30,015 00	0 00	12,115.00	500.000
880208400	TEMPLETON GLOBAL BOND FUND OPEN-END FUND ADV CL	266,480.30	0.00	300,647.96	23,111.908
883556102	THERMO FISHER SCIENTIFIC INC COM	21,277 50	0 00	6,271 50	150 000
88579Y101	3M CO COM	30,128 00	0.00	33,364.00	200 000
92343V104	VERIZON COMMUNICATIONS INC COM	15,021 50	0 00	12,603 50	325 000
92343VCR3	VERIZON COMMUNICATIONS INC SENIOR BD DTD 10/29/2014 3 50000% DUE 11/1/2024	49,385 00	0.00	49,196 50	50,000.000
949746101	WELLS FARGO CO COM	35,334.00	0.00	36,055.44	650.000
94974BFU9	WELLS FARGO & CO MED TERM BK NT DTD 4/22/2014 2.12500% DUE 4/22/2019	50,060.50	0 00	49,938 00	50,000.000
95768D400	WESTERN ASSET MACRO OPPTYS FUND OPEN-END FUND CL I	146,612.29	0 00	159,000 01	14,573 786
969251784	WILLIAM BLAIR MACRO ALLOCATION OPEN-END FUND CL I	269,030 73	0.00	300,000.00	23,640.662
969457100	WILLIAMS COS INC DEL COM	8,995.00	0.00	16,019.50	350 000
989701107	ZIONS BANCORP COM	17,745 00	0.00	18,668.00	650.000
G1151C101	ACCENTURE PLC FGN COM CL A	31,350.00	0.00	14,684.97	300 000
N53745100	LYONDELLBASELL INDUSTRIES N V FGN COM CL A	17,380 00	0.00	16,217.50	200.000
*** TOTAL ***		6,366,233.79	377,568 80	6,611,947 30	2,049,475 553

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
2015 GRANTS

Recipient Name	Address	City	State	Zip	Status	Grant Description	Amount
Guttmacher Institute	125 Maiden Lane, 7th Floor	New York	NY	10038	501 (C)(3)	Support of International Advocacy Work	\$25,000
Pathfinder International	9 Galen Street, Suite 217	Watertown	MA	02472	501 (C)(3)	General Operating Support	\$25,000
Planned Parenthood of Greater Ohio	25350 Rockside Road, Third Floor	Bedford Hts	OH	44146	501 (C)(3)	General Operating Support	\$5,000
NARAL Pro-Choice Ohio Foundation	12000 Shaker Boulevard	Cleveland	OH	44120	501 (C)(3)	General Operating Support	\$5,000
Preterm	12000 Shaker Boulevard	Cleveland	OH	44120	501 (C)(3)	General Operating Support	\$5,000
Ohio Religious Coalition for Reproductive Choice	P O Box 82204	Columbus	OH	43202	501 (C)(3)	General Operating Support	\$5,000
New Voices Pittsburgh	5907 Penn Avenue, #340	Pittsburgh	PA	15206	501 (C)(3)	General Operating Support for work in Ohio	\$5,000
Early Childhood Enrichment Center	19824 Sussex Road	Shaker Heights	OH	44122	501 (C)(3)	General Operating Support	\$125
The Memorial Committee of Fairmount Presbyterian Church	2757 Fairmount Blvd	Cleveland Heights	OH	44118	501 (C)(3)	General Operating Support	\$125
TOTAL GRANTS							\$75,250