

Return of Private Foundation

2016

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.

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

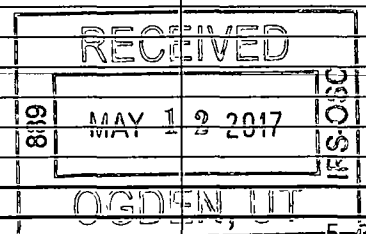
Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation BRUSH FOUNDATION T/A 20-0905480
Employer identification number 34-6000445
Telephone number 216-689-0416
Address KEYBANK, 4900 TIEDEMAN OH-01-49-0150
City or town, state or province, country, and ZIP or foreign postal code BROOKLYN, OH 44144-2302

G Check all that apply: Initial return, Final return, Address change, Initial return of a former public charity, Amended return, Name change
H Check type of organization: Section 501(c)(3) exempt private foundation
I Fair market value of all assets at end of year: \$ 6,706,954
J Accounting method: Cash

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-27).



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SCANNED MAY 22 2017

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 .	6,611,947.	6,537,049.	6,706,954.	
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)	6,611,947.	6,537,049.	6,706,954.	
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	6,611,947.	6,537,049.	
	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)	6,611,947.	6,537,049.		
31	Total liabilities and net assets/fund balances (see instructions)	6,611,947.	6,537,049.		

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 6,611,947.
2	Enter amount from Part I, line 27a	2 -74,898.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 6,537,049.
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 6,537,049.

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.)
1 a 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 1,870,632.		1,706,504.	164,128.	
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			164,128.	
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	164,128.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	{ }		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.	(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
	2015	215,234.	6,858,466.	0.031382
	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
2 Total of line 1, column (d)				2 0.246424
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 0.049285
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5				4 6,602,683.
5 Multiply line 4 by line 3.				5 325,413.
6 Enter 1% of net investment income (1% of Part I, line 27b).				6 2,679.
7 Add lines 5 and 6.				7 328,092.
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.				8 333,675.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b.	1	2,679.
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	2,679.
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	2,679.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016.	6a	9,030.
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	9,030.
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	6,351.
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax <input type="checkbox"/> 2,680. Refunded <input type="checkbox"/> 3,671.	11	3,671.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		X
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 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X

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

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

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? Yes No X
(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
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? 1c 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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? 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 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016) 3b 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 2016? 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 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

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 National Assoc. 100 Public Square, Suite 600, CLEVELAND, OH 44113	TRUSTEE 4	21,244.	-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	6,703,231.
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	6,703,231.
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	6,703,231.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	100,548.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,602,683.
6	Minimum investment return. Enter 5% of line 5	6	330,134.

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	330,134.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	2,679.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,679.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	327,455.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4.	5	327,455.
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	327,455.

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	333,675.
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	333,675.
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	2,679.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	330,996.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				327,455.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			NONE	
b Total for prior years 20 <u>14</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	NONE			
b From 2012	NONE			
c From 2013	NONE			
d From 2014	29,511.			
e From 2015	NONE			
f Total of lines 3a through e	29,511.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>333,675.</u>				
a Applied to 2015, 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 2016 distributable amount.				327,455.
e Remaining amount distributed out of corpus.	6,220.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	35,731.			
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 2015 Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017.				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 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	35,731.			
10 Analysis of line 9				
a Excess from 2012	NONE			
b Excess from 2013	NONE			
c Excess from 2014	29,511.			
d Excess from 2015	NONE			
e Excess from 2016	6,220.			

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 2016, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets.					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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	205,000.
Total ▶ 3a				205,000.
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 Program service revenue, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income or (loss) from real estate, Net rental income or (loss) from personal property, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income or (loss) from special events, Gross profit or (loss) from sales of inventory, Other revenue, 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 (other than by providing funds for such purposes). (See instructions.)

NOT APPLICABLE

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash... (2) Other assets... b Other transactions: (1) Sales of assets to a noncharitable exempt organization... (2) Purchases of assets from a noncharitable exempt organization... (3) Rental of facilities, equipment, or other assets... (4) Reimbursement arrangements... (5) Loans or loan guarantees... (6) Performance of services or membership or fundraising solicitations... c Sharing of facilities, equipment, mailing lists, other assets, or paid employees... d If the answer to any of the above is "Yes," complete the following schedule.

Table with 3 columns: Question ID, Yes, No. Rows include 1a(1), 1a(2), 1b(1) through 1b(6), and 1c.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Sign Here: Signature of James R. Freedline, Date 04/27/2017, Title Vice President.

KEYBANK BY: J R FREEDLINE. Preparer's name, signature, firm's name, and address fields.

**THE BRUSH FOUNDATION
BOARD OF MANAGERS – 2016**

Name	Office	Hours per week
Stacey Easterling, MPH	President	1.6 (85 annually)
Judith Wright	President-Elect	1.4 (75 annually)
Ellen Rome, MD, MPH	Treasurer	1.4 (75 annually)
Rev. Henry C. Doll	Secretary	1.4 (75 annually)
Abigail English, JD		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 Pellegrom		0.8 (60 annually)
Lourdes Rivera, JD		0.8 (60 annually)
<i>Active Emeritus Members:</i>		
Carol A. Miller		0.3 (16 annually)
Hank Foster, MD		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
 Fax: (216) 370-6222
 E-mail: Agnes_Marountas@Keybank.com

CONTACT INFORMATION FOR ALL BOARD MEMBERS

Brush Foundation
 25350 Rockside Road, Third Floor
 Bedford Heights, Ohio 44146
 Phone: (216) 334-2209
 Fax: (216) 334-2211
 E-mail: brushfoundation@hotmail.com

Susan Oelbracht
 Portfolio Manager II
 Phone : (216) 689-3377
 Fax: (216) 689-1709
 E-mail: Susan_Oelbracht@Key.com

BRUSH FOUNDATION
2016 GRANTS

Recipient Name	Address	City	State	Zip	Status	Grant Description	Amount
NARAL Pro-Choice Ohio Foundation	12000 Shaker Boulevard	Cleveland	OH	44120	501 (C)(3)	Project grant funding for message testing and educational campaign on impacts of TRAP laws in Toledo region	\$ 50,000 00
Innovation Ohio	35 E Gay Street, Suite 403	Columbus	OH	43215	501 (C)(3)	Project grant for Women's Public Policy Network (WPPN) and research on economic and reproductive justice issues	\$ 50,000 00
New Voices Pittsburgh	5907 Penn Avenue, #340	Pittsburgh	PA	15206	501 (C)(3)	Project Grant for support of Cleveland Black Paper – community organizing, policy strategy, constituent informed research tool	\$ 50,000 00
Hopewell Fund	1201 Connecticut Ave NW, Suite 300	Washington	DC	20036	501 (C)(3)	Project grant support for video on reproductive rights restrictions	\$ 25,000 00
Planned Parenthood of Southwest Ohio	2314 Auburn Avenue	Cincinnati	OH	45219	501 (C)(3)	Funding for for Regional Field Organizer in Southwest Ohio position	\$ 30,000 00
TOTAL GRANTS							\$ 205,000.00

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS AND INTEREST	54,699.	54,699.
MUTUAL FUNDS	64,992.	64,992.
	-----	-----
TOTAL	119,691.	119,691.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
ACCOUNTING FEES	2,300.			2,300.
TOTALS	2,300.	NONE	NONE	2,300.

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
ESTIMATED TAXES PAID	9,011.
TOTALS	----- 9,011. =====

BRUSH FOUNDATION T/A 20-0905480

34-6000445

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
STATE FILING FEE	200.	200.
OFFICE EXPENSES	14,518.	14,518.
MEMBERSHIP DUES	2,554.	2,554.
INSURANCE EXPENSE	1,132.	1,132.
CONSULTANT FEE	89,148.	89,148.
OTHER EXPENSES	196.	98.
TOTALS	----- 107,748. -----	----- 107,650. =====

BRUSH FOUNDATION T/A 20-0905480

34-6000445

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED	C	6,537,049.	6,706,954.
	TOTALS	----- 6,537,049. -----	----- 6,706,954. -----

CHARITABLE TRUSTS HOLDINGS REPORT

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

ACCOUNT NAME
BRUSH FOUNDATION T/A
AS OF 12-31-2016

TAX ANALYST/NAME
Roberta C Briggs

RUN DATE 2017-01-19
BUS DATE 2017-01-18
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CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
00203H461	AQR MGD FUTURES STRATEGY HV FUND OPEN-END FUND CL I	61,495 33	0.00	64,470.91	6,612 401
00206R102	AT&T INC COM	19,138 50	0 00	15,006 00	450.000
00817Y108	AETNA INC COM	31,002.50	0.00	29,472.50	250 000
00817YAN8	AETNA INC SENIOR NT DTD 3/7/2014 2 20000% DUE 3/15/2019	50,126 00	0 00	49,691 00	50,000.000
020002AZ4	ALLSTATE CORP SENIOR BD DTD 06/07/13 3 15% DUE 06/15/23	50,630 00	0 00	50,237 05	50,000.000
02079K305	ALPHABET INC COM CL A	19,811 25	0.00	5,159 49	25 000
023135106	AMAZON COM INC COM	56,240 25	0 00	57,627 75	75.000
023608102	AMEREN CORP COM	23,607 00	0.00	21,630.44	450 000
03027X100	AMERICAN TOWER CORP REIT	26,420 00	0 00	26,885 00	250 000
031162BV1	AMGEN INC SENIOR NT DTD 5/22/2014 3 62500% DUE 5/22/2024	50,862.00	0.00	50,648.16	50,000.000
037833100	APPLE INC COM	75,283 00	0.00	82,755 50	650.000
053332AN2	AUTOZONE INC SENIOR BD DTD 11/13/2012 2 87500% DUE 1/15/2023	49,167 50	0 00	49,136.50	50,000.000
06738EAD7	BARCLAYS PLC FGN SR NT DTD 11/10/2014 2 75000% DUE 11/8/2019	49,868 00	0.00	49,972.00	50,000.000
125896100	CMS ENERGY CORP COM	20,810 00	0.00	13,852 96	500.000
126650100	CVS HEALTH CORPORATION	23,673 00	0 00	29,992 00	300.000
126650CE8	CVS CAREMARK CORP SENIOR NT DTD 8/12/2014 2 25000% DUE 8/12/2019	50,274 50	0.00	49,819.00	50,000 000
14040H105	CAPITAL ONE FINANCIAL CORP COM	30,534.00	0.00	29,224 97	350 000
14042E3Y4	CAPITAL ONE N A SENIOR NT DTD 7/24/2014 2.95000% DUE 7/23/2021	50,185 50	0 00	49,719 00	50,000.000
151020104	CELGENE CORP COM	34,725 00	0 00	7,390.05	300.000
172062101	CINCINNATI FINANCIAL CORP COM	37,875.00	0.00	25,772.94	500 000
17275RAK8	CISCO SYSTEMS INC SENIOR NT DTD 03/16/11 3 15% DUE 03/14/17	100,442 00	0.00	101,007 71	100,000 000
20030N101	COMCAST CORP COM CL A	31,072 50	0.00	29,567.00	450 000
202795HZ6	COMMONWEALTH EDISON CO NOTE DTD 9/7/2011 3.40000% DUE 9/1/2021	51,885 00	0 00	51,530 55	50,000.000
22160K105	COSTCO WHOLESALE CORP COM	24,016.50	0 00	13,267 48	150 000
22160KAF2	COSTCO WHOLESALE CORP SENIOR NT DTD 12/07/12 1.70% DUE 12/15/19	99,894 00	0.00	96,976.00	100,000.000
235851102	DANAHER CORP DEL COM	31,136.00	0 00	26,226 81	400.000
25278X109	DIAMONDBACK ENERGY INC COM	45,477 00	0.00	33,184 50	450 000
254687106	WALT DISNEY CO COM	23,449 50	0.00	5,327 68	225 000
254709108	DISCOVER FINANCIAL SERVICES COM	18,022 50	0.00	16,632 50	250.000
30303M102	FACEBOOK INC COM CL A	46,020 00	0.00	46,973.50	400.000
3130A8NU3	FEDERAL HOME LN BANKS DEB DTD 7/12/2016 2.07000% DUE 7/12/2024	239,065 00	0.00	249,750.00	250,000 000
3133EGKX2	FEDERAL FARM CR BANKS DEB DTD 7/11/2016 1 75000% DUE 7/11/2022	96,728 00	0 00	100,000 00	100,000.000
*** TOTAL ***		6,439,746 36	267,208 01	6,537,049 26	1,915,530.398

CHARITABLE TRUSTS HOLDINGS REPORT

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101-200-24200-0905480
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ACCOUNT NAME
BRUSH FOUNDATION T/A
AS OF 12-31-2016

TAX ANALYST/NAME
Roberta C Briggs

RUN DATE 2017-01-19
BUS DATE 2017-01-18
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CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
3133EGLJ2	FEDERAL FARM CR BANKS DEB DTD 7/13/2016 2.35000% DUE 4/13/2026	93,086 00	0.00	99,850 00	100,000 000
34959J108	FORTIVE CORP COM	29,496.50	0.00	27,493.17	550 000
375558103	GILEAD SCIENCES INC COM	32,224 50	0 00	39,435 00	450 000
437076102	HOME DEPOT INC COM	26,816.00	0 00	22,174 50	200 000
458140100	INTEL CORP COM	30,829.50	0.00	23,114 50	850 000
459200101	INTERNATIONAL BUSINESS MACHS COM	12,449 25	0 00	14,887 50	75 000
461202103	INTUIT COM	17,191 50	0.00	16,962 00	150 000
464287234	ISHARES MSCI EMERGING MKTS INDEX CLOSED-END FUND	122,535 00	0 00	146,965 00	3,500 000
46625H100	JP MORGAN CHASE & CO COM	51,774.00	0.00	28,344.98	600 000
46625HJH4	JPMORGAN CHASE & CO SENIOR NT DTD 01/25/13 3 20% DUE 01/25/23	50,556 50	0.00	50,026.13	50,000.000
47804M878	JOHN HANCOCK II GLE ABSOL RET STRATEGIES OPEN-END FUND CL I	189,874 48	0.00	207,000 00	18,725 294
478160104	JOHNSON & JOHNSON COM	34,563.00	0 00	19,074.00	300.000
4812A4351	JP MORGAN STRATEGIC INCOME OPP OPEN-END FUND SELECT CL	53,229.64	0.00	53,000 00	4,592 721
501044101	KROGER CO COM	34,510 00	0 00	35,417.50	1,000 000
540424AQ1	LOEWS CORP SENIOR BD DTD 05/07/13 2 625% DUE 05/15/23	48,589.00	0.00	47,439 00	50,000 000
57636Q104	MASTERCARD INC COM CL A	36,137 50	0 00	32,437 50	350 000
580135101	MCDONALDS CORP COM	18,258.00	0.00	12,961.50	150.000
58155Q103	MCKESSON CORP COM	28,090 00	0.00	22,182 01	200 000
58933Y105	MERCK & CO INC COM	23,548 00	0 00	17,220 00	400.000
59156R108	METLIFE INC COM	18,861.50	0.00	12,963.97	350 000
594918104	MICROSOFT CORP COM	52,819 00	0.00	37,932.47	850.000
609207105	MONDELEZ INTERNATIONAL INC COM CL A	24,381 50	0 00	24,841 00	550 000
617446448	MORGAN STANLEY COM	40,137 50	0.00	36,964 02	950.000
665859AM6	NORTHERN TRUST CORP SENIOR BD DTD 08/22/11 3 375% DUE 08/23/21	103,982 00	0 00	102,928 05	100,000.000
68389X105	ORACLE CORP COM	17,302 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	49,539.50	0 00	49,732.00	50,000.000
701765885	PARNASSUS MID CAP FUND INVESTOR CLASS	480,130 85	0 00	462,000.01	16,630 788
717081103	PFIZER INC COM	22,736 00	0 00	15,806 00	700.000
74006E769	PRAXIS IMPACT BOND FUND	614,296.61	0.00	630,000 00	59,931 377
74144T108	T ROWE PRICE GROUP INC COM	18,815 00	0.00	10,989 66	250 000
741503403	PRICELINE GROUP INC COM	14,660 60	0.00	5,195.07	10 000
742718109	PROCTER & GAMBLE CO COM	25,224 00	0 00	21,256.00	300.000
742935356	PROFESSIONALLY MGD PORTFOLIO 21 OPEN-END FUND INSTL CL	1,269,394.60	0 00	1,339,210 30	36,987 022
74460D109	PUBLIC STORAGE REIT	44,700 00	0 00	43,406 00	200 000
747525103	QUALCOMM INC COM	26,080 00	0 00	20,308.00	400.000
7495200A1	KT SHORT TERM INVESTMENT FUND	34,306 19	267,208 01	301,514 20	301,514 200
760759100	REPUBLIC SERVICES INC COM CL A	31,377.50	0 00	16,108 00	550 000
*** TOTAL ***		6,439,746 36	267,208 01	6,537,049.26	1,915,530 398

CHARITABLE TRUSTS HOLDINGS REPORT

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AS OF 12-31-2016

TAX ANALYST/NAME
Roberta C Briggs

RUN DATE 2017-01-19
BUS DATE 2017-01-18
PAGE 654

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
776696106	ROPER TECHNOLOGIES INC COM	27,462.00	0.00	24,951.00	150.000
806407102	HENRY SCHEIN INC COM	15,171.00	0.00	6,026.94	100.000
824348106	SHERWIN WILLIAMS CO.COM	20,155.50	0.00	22,476.00	75.000
855244109	STARBUCKS CORP COM	33,312.00	0.00	17,884.00	600.000
883556102	THERMO FISHER SCIENTIFIC INC COM	42,330.00	0.00	27,374.00	300.000
88579Y101	3M CO COM	44,642.50	0.00	42,311.00	250.000
887317303	TIME WARNER INC COM	33,785.50	0.00	33,681.90	350.000
913017109	UNITED TECHNOLOGIES CORP COM	38,367.00	0.00	35,914.50	350.000
92343V104	VERIZON COMMUNICATIONS INC COM	25,355.50	0.00	21,020.00	475.000
92343VCR3	VERIZON COMMUNICATIONS INC SENIOR BD DTD 10/29/2014 3.50000% DUE 11/1/2024	49,839.50	0.00	49,196.50	50,000.000
949746101	WELLS FARGO CO COM	35,821.50	0.00	36,085.45	650.000
94974BFU9	WELLS FARGO & CO MED TERM BK NT DTD 4/22/2014 2 12500% DUE 4/22/2019	50,162.00	0.00	49,938.00	50,000.000
95768D400	WESTERN ASSET MACRO OPPTY FUND OPEN-END FUND CL I	226,744.58	0.00	234,000.01	21,635.933
969251784	WILLIAM BLAIR MACRO ALLOCATION OPEN-END FUND CL I	269,030.73	0.00	300,000.00	23,640.662
989701107	ZIONS BANCORP COM	27,976.00	0.00	18,668.00	650.000
G1151C101	ACCENTURE PLC FGN COM CL A	40,995.50	0.00	20,578.47	350.000
N53745100	LYONDELLBASELL INDUSTRIES N V FGN COM CL A	17,156.00	0.00	16,217.50	200.000
	*** TOTAL ***	6,439,746.36	267,208.01	6,537,049.26	1,915,530.398

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.