

Form **990-PF** Department of the Treasury Internal Revenue Service
Return of Private Foundation **2000**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

IRS use only — Do not write or staple in this space.

Note: The organization may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2000, or tax year beginning **Oct 1**, 2000, and ending **Sep 30**, 20 **01** OMB No. 1545-0052

G Check all that apply: Initial return Final return Amended return Address Change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of Organization Fred J. Brotherton Charitable Foundation		A Employer Identification Number 65-0774706
	Number and Street (or P.O. box number if mail is not delivered to street address)	Room/Suite	B Telephone Number (see instructions) (561) 963-1003
	City or Town West Palm Beach	State ZIP code FL 33406	C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		I Fair market value of all assets at end of year (from Part II, column c, line 16) \$ 7,716,797.	
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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 (att sch)				
	2 Distributions from split-interest trusts				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	194,883.	194,883.		
	5a Gross rents				
	b (Net rental income or (loss))				
	6a Net gain/(loss) from sale of assets not on line 10	-155,415.			
	b Gross sales prices for all assets on line 6a	2,171,834.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	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/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	39,468.	194,883.			
ADMINISTRATIVE OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) L-16a Stmt	10,450.	5,225.		10,450.
	b Accounting fees (attach sch) L-16b Stmt	6,485.	3,243.		6,485.
	c Other prof fees (attach sch) L-16c Stmt	58,790.	58,790.		58,790.
	17 Interest				
	18 Taxes (attach schedule) See Line 18 Stmt	1,448.	106.		106.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See line 23 Stmt	1,002.	490.		1,002.
	24 Total operating and administrative expenses. Add lines 13 through 23	78,175.	67,854.		76,833.
	25 Contributions, gifts, grants paid	403,728.			403,728.
26 Total contributions and disbursements. Add lines 24 and 25	481,903.	67,854.		480,561.	
27 Subtract line 26 from line 12:					
Net investment income over expenses and disbursements	-442,435.				
b Net investment income (if negative, enter -0-)		127,029.			
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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing	14,873.	5,098.	5,098.
	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 sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S. and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) L-10b Stmt.	9,844,979.	9,411,823.	7,711,699.
	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)				
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 instructions. Also, see page 1, item I)	9,859,852.	9,416,921.	7,716,797.	
LIABILITIES	17	Accounts payable and accrued expenses	1,838.	1,342.	
	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)	1,838.	1,342.	
NET ASSETS OR FUND BALANCES		Organizations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24	Unrestricted	9,858,014.	9,415,579.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Organizations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	9,858,014.	9,415,579.		
31	Total liabilities and net assets/fund balances (see instructions)	9,859,852.	9,416,921.		

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	9,858,014.
2	Enter amount from Part I, line 27a	2	-442,435.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	9,415,579.
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	9,415,579.

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 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a TOTAL STOCKS SOLD BY PITCAIRN TRUST CO	P	Various	Various
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 2,171,834.		2,327,249.	-155,415.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-155,415.
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	-155,415.
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 organization liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If 'Yes,' the organization does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
1999	549,852.	10,176,068.	0.054034
1998	452,240.	9,860,294.	0.045865
1997	37,155.		
1996			
1995			

2 Total of line 1, column (d)	2	0.099899
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	0.049950
4 Enter the net value of noncharitable-use assets for 2000 from Part X, line 5	4	8,670,915.
5 Multiply line 4 by line 3	5	433,112.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,270.
7 Add lines 5 and 6	7	434,382.
8 Enter qualifying distributions from Part XII, line 4	8	480,561.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1 a Exempt operating foundations described in Section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling letter: _____ (attach copy of ruling letter if necessary – see instructions)			
b Domestic organizations 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	1,270.
c All other domestic organizations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under Section 511 (domestic Section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,270.
4 Subtitle A (income) tax (domestic Section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,270.
6 Credits/Payments:			
a 2000 estimated tax payments and 1999 overpayment credited to 2000	6a		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	72.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	1,342.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount on line 10 to be Credited to 2001 estimated tax Refunded		11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities</i>		X
c Did the organization file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (Section 4955) imposed during the year: (1) On the organization <input type="checkbox"/> \$ _____ (2) On organization managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers. <input type="checkbox"/> \$ _____		
2 Has the organization engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the organization made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of Section 508(e) (relating to Sections 4941 through 4945) satisfied either: • By language in the governing instrument or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the organization have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> FL		
b If the answer is 'Yes' to line 7, has the organization furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the organization claiming status as a private operating foundation within the meaning of Section 4942(j)(3) or 4942(j)(5) for calendar year 2000 or the taxable year beginning in 2000 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	X	
11 Did the organization comply with the public inspection requirements for its annual returns and exemption application?		X
12 The books are in care of <input type="checkbox"/> STEVEN J. CORSO CPA Telephone no. <input type="checkbox"/> (561) 963-1003 Located at <input type="checkbox"/> 1850 FOREST HILL BLVD. #204, WEST PALM BEACH, FL ZIP + 4 <input type="checkbox"/> 33406		
13 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here <input checked="" type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 13 <input type="checkbox"/> 0.		

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.

Table with columns for question descriptions, Yes/No checkboxes, and a grid for Yes/No responses. Questions include: 1a During the year did the organization (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (6) Agree to pay money or property to a government official? (Exception. Check 'No' if the organization agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) 1b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations Section 53.4941(d) 3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here 1c Did the organization 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 2000? 2 Taxes on failure to distribute income (Section 4942) (does not apply for years the organization was a private operating foundation defined in Section 4942(j)(3) or 4942(j)(5)): 2a At the end of tax year 2000, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2000? If 'Yes,' list the years 19__, 19__, 19__, 19__ 2b Are there any years listed in 2a for which the organization 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.) 2c 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 organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? 3b If 'Yes,' did it have excess business holdings in 2000 as a result of (1) any purchase by the organization 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 organization had excess business holdings in 2000.) 4a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes? 4b Did the organization 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 2000? 5a During the year did the organization pay or incur any amount to: (1) Carry on propaganda, or otherwise attempt to influence legislation (Section 4945(e))? (2) Influence the outcome of any specific public election (see Section 4955); or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc, organization described in Section 509(a)(1), (2), or (3), or Section 4940(d)(2)? (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? 5b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations Section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here 6a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? 6b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If you answered 'Yes' to 6b, also file 8870.

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
FRED J. BROTHERTON PALM BEACH, FL	TRUSTEE 2	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				

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

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		

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 The only charitable activity for the foundation is to donate money to charitable religious, educational and other 501c3 organizations.	480,561.
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	
2	
All other program-related investments. See instructions.	
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	8,796,457.
b Average of monthly cash balances	1b	6,502.
c Fair market value of all other assets (see instructions)	1c	0.
d Total (add lines 1a, b and c)	1d	8,802,959.
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	0.
3 Subtract line 2 from line 1d	3	8,802,959.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	132,044.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,670,915.
6 Minimum investment return. Enter 5% of line 5	6	433,546.

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	433,546.
2a Tax on investment income for 2000 from Part VI, line 5	2a	1,270.
b Income tax for 2000. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	1,270.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	432,276.
4a Recoveries of amounts treated as qualifying distributions	4a	
b Income distributions from section 4947(a)(2) trusts	4b	
c Add lines 4a and 4b	4c	
5 Add lines 3 and 4c	5	432,276.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	432,276.

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	480,561.
b Program-related investments — total of lines 1-3 of Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	480,561.
5 Organizations 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	1,270.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	479,291.

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 1999	(c) 1999	(d) 2000
1 Distributable amount for 2000 from Part XI, line 7				432,276.
2 Undistributed income, if any, as of the end of 1999:				
a Enter amount for 1999 only			403,728.	
b Total for prior years: 19__, 19__, 19__				
3 Excess distributions carryover, if any, to 2000:				
a From 1995	0.			
b From 1996	0.			
c From 1997	0.			
d From 1998	0.			
e From 1999	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2000 from Part XII, line 4: ▶ \$ 480,561.				
a Applied to 1999, but not more than line 2a			403,728.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2000 distributable amount				76,833.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2000 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 1999. Subtract line 4a from line 2a. Taxable amount - see instructions			0.	
f Undistributed income for 2000. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2001				355,443.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 1995 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2001. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 1996	0.			
b Excess from 1997	0.			
c Excess from 1998	0.			
d Excess from 1999	0.			
e Excess from 2000	0.			

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

N/A

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 2000, enter the date of the ruling

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year		Prior 3 years		(e) Total
	(a) 2000	(b) 1999	(c) 1998	(d) 1997	
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)(ii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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).)

N/A

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.

N/A

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

Check here if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization 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 of the person to whom applications should be addressed:

MACMILLAN & STANLEY
29 NORTHEAST FOURTH AVE.
DELRAY BEACH FL 33483 (561) 276-6363

b The form in which applications should be submitted and information and materials they should include:

LETTER FORM

c Any submission deadlines:

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

NONE

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

N/A

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2000, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2000	(b) 1999	(c) 1998	(d) 1997	
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 organization had \$5,000 or more in assets at any time during the year.)

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).)
N/A

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.
N/A

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

Check here if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization 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 of the person to whom applications should be addressed:
MACMILLAN & STANLEY
29 NORTHEAST FOURTH AVE.
DELRAY BEACH FL 33483 (561) 276-6363

b The form in which applications should be submitted and information and materials they should include:
APPLICATIONS

c Any submission deadlines:
NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
NONE

Part IV 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
<i>a Paid during the year</i>				
DELRAY BEACH HISTORICAL DELRAY BEACH, FL	N/A	PUBLIC	CHARITABLE GENERAL	10,000.
PRESERVATION FOUNDATION OF PALM BEACH PALM BEACH, FL	N/A	PUBLIC	CHARITABLE GENERAL	50,000.
REFORMED CHURCH OF AMERICA GRAND RAPIDS, MI	N/A	PUBLIC	CHARITABLE GENERAL	50,000.
CAMP SHILOH HEWITT, NJ	N/A	PUBLIC	CHARITABLE GENERAL	10,000.
CENTENARY COLLEGE HACKETTSTOWN, NJ	N/A	PUBLIC	CHARITABLE GENERAL	100,000.
CHURCH OF ATONEMENT QUOQUE, NY	N/A	PUBLIC	CHARITABLE GENERAL	5,000.
TOUCH THE WORLD, INC BERGENFIELD, NJ	N/A	PUBLIC	CHARITABL GENERAL	15,000.
FAMILY COUNSELING SERVICE WEST HAMPTON BEACH, NY	N/A	PUBLIC	CHARITABLE GENERAL	10,000.
RINGWOOD CHRISTIAN SCHOOL RINGWOOD, NJ	N/A	PUBLIC	CHARITABLE GENERAL	25,000.
THE SUMMIT AREA PUBLIC FOUNDATION SUMMIT, NJ	N/A	PUBLIC	CHARITABLE GENERAL	15,000.
VISITING NURSE HEALTH SYSEM ATLANTA, GA	N/A	PUBLIC	CHARITABLE GENERAL	10,000.
HACKENSACK UNIVERSITY MED CENTER HACKENSACK, NJ	N/A	PUBLIC	CHARITABL GENERAL	10,000.
HAWES HOME & SCHOOL ASSOC RIDGWOOD, NJ	N/A	PUBLIC	CHARITABLE GENERAL	8,728.
THE FLAGLER MUSEUM PALM BEACH, FL	N/A	PUBLIC	CHARITABLE GENERAL	10,000.
MEMORIAL SLOAN-K CANCER NY, NY	N/A	PUBLIC	CHARITABLE GENERAL	10,000.
See Line 3a statement				65,000.
Total				403,728.
<i>b Approved for future payment</i>				
Total				3b

Underpayment of Estimated Tax by Corporations

2000

Department of the Treasury
Internal Revenue Service

▶ See separate instructions for Paperwork Reduction Act Notice.
▶ Attach to the corporation's tax return.

Name **Fred J. Brotherton Charitable Foundation** Employer Identification Number **65-0774706**

Note: In most cases, the corporation **does not** need to file Form 2220. (See Part I below for exceptions.) The IRS will figure any penalty owed and bill the corporation. If the corporation does not need to file Form 2220, it may still use it to figure the penalty. Enter the amount from line 34 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Reasons for Filing — Check the boxes below that apply to the corporation. If any boxes are checked, the corporation must file Form 2220, even if it does not owe the penalty. If the box on line 1 or line 2 applies, the corporation may be able to lower or eliminate the penalty. See instructions.

- 1 The corporation is using the annualized income installment method.
- 2 The corporation is using the adjusted seasonal installment method.
- 3 The corporation is a 'large corporation' figuring its first required installment based on the prior year's tax.

Note: The corporation must also file Form 2220 if it has a research credit allowed for the current year. See the instructions for line 4.

Part II Figuring the Underpayment

4 Total tax (see instructions)					4	1,270.
5a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 4					5a	
b Interest included on line 4 due under the look-back method of Section 460(b)(2) for completed long-term contracts or Section 167(g) for property depreciated under the income forecast method					5b	
c Credit for federal tax paid on fuels (see instructions)					5c	
d Total. Add lines 5a through 5c					5d	
6 Subtract line 5d from line 4. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty					6	1,270.
7 Enter the tax shown on the corporation's 1999 income tax return. Caution: See instructions before completing this line					7	1,733.
8 Enter the smaller of line 6 or line 7. If the corporation must skip line 7, enter the amount from line 6 on line 8					8	1,270.
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Enter 5th month), 6th, 9th, and 12th months of the corporation's tax year	(a)	(b)	(c)	(d)		
	9	02/15/01	03/15/01	06/15/01	09/15/01	
10 Required installments. If the box on line 1 and/or line 2 above is checked, enter the amounts from Schedule A, line 41. If the box on line 3 (but not 1 or 2) is checked, see the instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 8 above in each column	10	316.	318.	318.	318.	
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15	11					
Complete lines 12 through 18 of one column before going to the next column.						
12 Enter amount, if any, from line 18 of the preceding column	12					
13 Add lines 11 and 12	13					
14 Add amounts on lines 16 and 17 of the preceding column	14		316.	634.	952.	
15 Subtract line 14 from line 13. If zero or less, enter -0-	15		0.	0.	0.	
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		316.	634.		
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17	316.	318.	318.	318.	
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18					

Complete Part III on page 2 to figure the penalty. If there are no entries on line 17, no penalty is owed.

Part III Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)	19 02/15/02	02/15/02	02/15/02	02/15/02
20 Number of days from due date of installment on line 9 to the date shown on line 19	20 365	337	245	153
21 Number of days on line 20 after 4/15/2000 and before 1/1/2001	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21}}{366}$ x 9%	22			
23 Number of days on line 20 after 12/31/2000 and before 4/1/2001	23 44	16		
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23}}{365}$ x 9%	24 3.	1.		
25 Number of days on line 20 after 3/31/2001 and before 7/1/2001	25 91	91	15	
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25}}{365}$ x 7 *%	26 6.	6.	1.	
27 Number of days on line 20 after 6/30/2001 and before 10/1/2001	27 92	92	92	15
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27}}{365}$ x 7 *%	28 6.	6.	6.	1.
29 Number of days on line 20 after 9/30/2001 and before 1/1/2002	29 92	92	92	92
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29}}{365}$ x 7 *%	30 6.	6.	6.	6.
31 Number of days on line 20 after 12/31/2001 and before 2/16/2002	31 46	46	46	46
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31}}{365}$ x 7 *%	32 3.	3.	3.	3.
33 Add lines 22, 24, 26, 28, 30, and 32	33 24.	22.	16.	10.
34 Penalty. Add columns (a) through (d), of line 33. Enter the total here and on Form 1120, line 33; Form 1120-A, line 29; or the comparable line for other income tax returns	34			72.

*For underpayments paid after March 31, 2001: For lines 26, 28, 30, and 32, use the penalty interest rate for each calendar quarter that the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS web site at www.irs.gov. You can also call 1-800-829-1040 to get interest rate information.

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes: (see instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FOREIGN TAXES	106.	106.		106.
INCOME TAXES FY 2001	1,342.			
Total	1,448.	106.		106.

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
BANK CHARGES	22.			22.
OFFICE	380.	190.		380.
TRAVEL	0.			0.
INSURANCE	600.	300.		600.
Total	1,002.	490.		1,002.

Form 990-PF, Page 1, Part I, Line 16a

L-16a Stmt

Line 16a - Legal Fees: Name of Provider	Type of Service Provided	Amount Paid
MACMILLAN & STANLEY	LEGAL & BOOKKEEPING	10,450.
Total		10,450.

Form 990-PF, Page 1, Part I, Line 16b

L-16b Stmt

Line 16b - Accounting Fees: Name of Provider	Type of Service Provided	Amount Paid
STEVEN J CORSO CPA	ACCOUNTING, FINANCIAL & TAX PREP	6,485.
Total		6,485.

Form 990-PF, Page 1, Part I, Line 16c

L-16c Stmt

Line 16c - Other Professional Fees: Name of Provider	Type of Service Provided	Amount Paid
PITCAIRN TRUST CO.	MONEY MANAGEMENT FEES	58,790.
Total		58,790.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	Beginning Book Value	End of Year	
		Book Value	Fair Market Value
PITCAIRN TUST CO	9,844,979.	9,411,823.	7,711,699.
Total	<u>9,844,979.</u>	<u>9,411,823.</u>	<u>7,711,699.</u>

Form 990-PF, Page 10, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
QUOQUE HISTORICAL SOCIETY QUOQUE, NY	N/A	PUBLIC	CHARITABLE GENERAL	10,000.
QUOQUE CEMETERY ASSOC QUOQUE, NY	N/A	PUBLIC	CHARITABLE GENERAL	10,000.
FOUNDATION FOR ECONOMIC ED IRVINGTON, NY	N/A	PUBLIC	CHARITABLE GENERAL	5,000.
THE EPISCOPAL CHURCH PALM BEACH, FL	N/A	PUBLIC	CHARITABLE GENERAL	10,000.
THE PARRISH ART MUSEUM SOUTHAMPTON, NY	N/A	PUBLIC	CHARITABLE GENERAL	10,000.
ST MARKS EPISCOPAL CHURCH WEST HAMPTON, NY	N/A	PUBLIC	CHARITABLE GENERAL	10,000.
QUOQUE LIBRARY QUOQUE, NY	N/A	PUBLIC	CHARITABLE GENERAL	10,000.
Total				<u>65,000.</u>

PALM BEACH DAILY BUSINESS REVIEW

Published Daily except Saturday, Sunday and
Legal Holidays
West Palm Beach, Palm Beach County, Florida

STATE OF FLORIDA
COUNTY OF PALM BEACH:

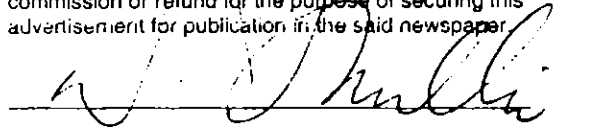
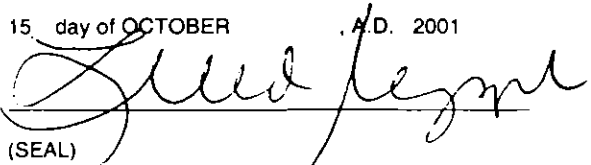
Before the undersigned authority personally appeared D.MULLIN, who on oath says that she is the GENERAL MANAGER, Legal Notices of the Palm Beach Daily Business Review f/k/a Palm Beach Review, a newspaper published at West Palm Beach in Palm Beach County, Florida; that the attached copy of advertisement, being a Legal Advertisement of Notice in the matter of

PRIVATE FOUNDATIONS ANNUAL RETURN

FRED J. BROTHERTON CHARITABLE FOUNDATION

in the XXXX Court,
was published in said newspaper in the issues of
10/15/2001

Affiant further says that the said Palm Beach Daily Business Review is a newspaper published at Palm Beach, in said Palm Beach County, Florida and that the said newspaper has heretofore been continuously published in said Palm Beach County, Florida, and has been entered as second class mail matter at the post office in West Palm Beach in said Palm Beach County, Florida, for a period of one year next preceding the first publication of the attached copy of advertisement; and affiant further says that she has neither paid nor promised any person, firm or corporation any discount, rebate, commission or refund for the purpose of securing this advertisement for publication in the said newspaper.


Sworn to and subscribed before me this
15 day of OCTOBER, A.D. 2001

(SEAL)

D.MULLIN personally known to me



Linda Rappaport
MY COMMISSION # DD003115 EXPIRES
February 20, 2005
BONDED THRU TROY FAIR INSURANCE, INC

PRIVATE FOUNDATIONS ANNUAL RETURN
The annual return of the private foundation
FRED J. BROTHERTON CHARITABLE FOUNDATION
required to be filed under section 6033 Internal Revenue Code, is available for public inspection at its principal office c/o Steven J. Corso, CPA, 1850 Forest Hill Blvd. Suite 204, West Palm Beach FL. 33406 561-963-1003 for inspection during regular business hours by any citizen upon request, within 180 days after the date of this publication.
Steven J. Corso
Principal Manager
Publication of this notice on October 15 2001.
10/15 01-4-25/204538P