Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

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

OMB No 1545-0052

2004

For calendar year 2004, or tax year beginning Oct 1 **, 2004, and ending** Sep 30 , 2005

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): 1141 Greenwood Lake Turnpike	Room/suite: C-6	**B** Telephone number (see instructions): (973) 728-6100
City or town: Ringwood	State: NJ ZIP code: 07456	**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 ► ☐

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 14,021,953.

J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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

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)	0.			
	2 Ck ► ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	252,198.	252,198.	252,198.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	492,301.			
	b Gross sales price for all assets on line 6a 28,020,225.				
	7 Capital gain net income (from Part IV, line 2)		492,301.		
	8 Net short-term capital gain			196,920.	
	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	744,499.	744,499.	449,118.	
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages	7,853.			7,853.
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) L-16a Stmt	5,000.	2,500.	2,500.	2,500.
	b Accounting fees (attach sch) L-16b Stmt	6,170.	6,170.	6,170.	
	c Other prof fees (attach sch) L-16c Stmt	119,768.	119,768.	119,768.	
	17 Interest				
	18 Taxes (attach schedule) See Line 18 Stmt	13,532.	1,227.	1,227.	
	19 Depreciation (attach schedule) and depletion	655.	655.	655.	
	20 Occupancy	4,800.	2,400.	2,400.	2,400.
	21 Travel, conferences, and meetings	8,017.	4,008.	4,008.	4,009.
	22 Printing and publications	111.			
	23 Other expenses (attach schedule) See Line 23 Stmt	5,974.	2,036.	2,036.	3,938.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	171,880.	138,764.	138,764.	20,700.
	25 Contributions, gifts, grants paid	602,397.			602,397.
	26 **Total expenses and disbursements.** Add lines 24 and 25	774,277.	138,764.	138,764.	623,097.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-29,778.			
	b **Net investment income** (if negative, enter -0-)		605,735.		
	c **Adjusted net income** (if negative, enter -0-)			310,354.	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash – non-interest-bearing	2,182.	11,641.	11,641.
	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	12,088,429.	12,057,439.	14,010,112.
	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 ► 3,273.			
	Less accumulated depreciation (attach schedule) L-14 Stmt ► 1,637.	2,291.	1,636.	200.
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers – see instructions. Also, see page 1, item I)	12,092,902.	12,070,716.	14,021,953.
Liabilities	17 Accounts payable and accrued expenses	4,850.	12,442.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	4,850.	12,442.	
Net Assets or Fund Balances	**Organizations that follow SFAS 117, check here ► [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	12,088,052.	12,058,274.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Organizations that do not follow SFAS 117, check here ► [ ] and complete lines 27 through 31.			
	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)	12,088,052.	12,058,274.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	12,092,902.	12,070,716.	

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	12,088,052.
2	Enter amount from Part I, line 27a	2	-29,778.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	12,058,274.
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	12,058,274.

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 Common stock	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	28,020,225.		27,527,924.	492,301.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a	0.	0.	0	492,301.
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	492,301.
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	196,920.

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))
2003	497,269.	12,691,778.	0.039180
2002	343,035.	9,682,792.	0.035427
2001	410,846.	7,808,537.	0.052615
2000	479,291.	8,670,915.	0.055276
1999	549,852.	10,176,068.	0.054034

2	**Total** of line 1, column (d)	2	0.236532
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	0.047306
4	Enter the net value of noncharitable-use assets for 2004 from Part X, line 5	4	13,251,553.
5	Multiply line 4 by line 3	5	626,878.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,057.
7	Add lines 5 and 6	7	632,935.
8	Enter qualifying distributions from Part XII, line 4	8	623,097.

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 ► ☐ 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 ► ☐ and enter 1% of Part I, line 27b	1	12,115.
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	12,115.
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	12,115.
6	Credits/Payments		
a	2004 estimated tax pmts and 2003 overpayment credited to 2004 — 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 ☒ if Form 2220 is attached	8	190.
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►	9	12,305.
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 2005 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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	*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*			
c	Did the organization file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the organization ► $ ________ **(2)** On organization managers ► $ ________			
e	Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers ► $ ________			
2	Has the organization engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		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? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a	Did the organization have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • 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?	6	X	
7	Did the organization have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► 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? *If 'No,' attach explanation*	8b	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 2004 or the taxable year beginning in 2004 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X
11	Did the organization comply with the public inspection requirements for its annual returns and exemption application?	11	X	

Web site address ► N/A

12 The books are in care of ► STEVEN J. CORSO CPA Telephone no ► (561) 963-1003

Located at ► 1850 FOREST HILL BLVD. #204, WEST PALM BEACH, FL ZIP + 4 ► 33406

13 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here ► ☒
and enter the amount of tax-exempt interest received or accrued during the year ► 13 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.

			Yes	No
1 a 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?	☐ Yes	☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ 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		
(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)	☐ Yes	☒ No		
b If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c 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 2004?		1c		X
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))				
a At the end of tax year 2004, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2004?	☐ Yes	☒ No		
If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__				
b 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)		2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20__ , 20__ , 20__ , 20__				
3a Did the organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No		
b If 'Yes,' did it have excess business holdings in 2004 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 2004)*		3b		
4a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b 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 2004?		4b		X
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))?	☐ 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 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ 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 organization 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 organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No		
b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If you answered 'Yes' to 6b, also file Form 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
WAYNE A. BROTHERTON RINGWOOD, NJ	TRUSTEE 2	0.	0.	0.
WILLIAM P. BROTHERTON, MD RINGWOOD, NJ	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 NONE	NONE 0	0.	0.	0.
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 NONE	NONE	0.
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.	623,097.
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	
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	13,445,642.
b Average of monthly cash balances			1b	7,511.
c Fair market value of all other assets (see instructions)			1c	200.
d **Total** (add lines 1a, b and c)			1d	13,453,353.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2 Acquisition indebtedness applicable to line 1 assets			2	0.
3 Subtract line 2 from line 1d			3	13,453,353.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)			4	201,800.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	13,251,553.
6 **Minimum investment return.** Enter 5% of line 5			6	662,578.

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	662,578.
2a Tax on investment income for 2004 from Part VI, line 5	2a	12,115.		
b Income tax for 2004 (This does not include the tax from Part VI)	2b			
c Add lines 2a and 2b			2c	12,115.
3 Distributable amount before adjustments Subtract line 2c from line 1			3	650,463.
4 Recoveries of amounts treated as qualifying distributions			4	
5 Add lines 3 and 4			5	650,463.
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	650,463.

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	623,097.
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	
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	623,097.
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	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	623,097.

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 2003	(c) 2003	(d) 2004
1 Distributable amount for 2004 from Part XI, line 7				650,463.
2 Undistributed income, if any, as of the end of 2003				
a Enter amount for 2003 only			602,397.	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2004				
a From 1999 0.				
b From 2000 0.				
c From 2001 0.				
d From 2002 0.				
e From 2003 0.				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2004 from Part XII, line 4 ► $ 623,097.				
a Applied to 2003, but not more than line 2a			602,397.	
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 2004 distributable amount				20,700.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2004 *(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 2003 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2004 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2005				629,763.
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 1999 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2005.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2000 0.				
b Excess from 2001 0.				
c Excess from 2002 0.				
d Excess from 2003 0.				
e Excess from 2004 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 2004, 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	Prior 3 years			
	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
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:

KAY R. LARK
1141 GREENWOOD LAKE TURNPIKE, C-6
RINGWOOD NJ 07456 (973) 728-6100

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

GRANT MAKING GUIDELINES

c Any submission deadlines

JUNE 15 AND DECEMBER 15

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

NOT OUTSIDE THE U.S.

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				
Brookview Wildlife Center Booton Twp., NJ	N/A	PUBLIC	CHARITABLE GENERAL	24,000.
Gospel Volunteers of the World, Inc. Speculator, NY	N/A	PUBLIC	CHARITABLE GENERAL	58,000.
Coalition for Pulmonary Fibrosis San Jose, CA	N/A	PUBLIC	CHARITABLE GENERAL	24,870.
Shiloh Bible Camp, Inc. Hewitt, NJ	N/A	PUBLIC	CHARITABLE GENERAL	50,000.
West Bergen Mental Healthcare Ridgewood, NJ	N/A	PUBLIC	CHARITABLE GENERAL	50,000.
The Valley Hospital Foundation, Inc. Ridgewood, NJ	N/A	PUBLIC	CHARITABLE GENERAL	49,500.
Home Port Alliance - USS New Jersey, Inc. Camden, NJ	N/A	PUBLIC	CHARITABLE GENERAL	25,000.
Bergen Performing Arts Center, Inc. Englewood, NJ	N/A	PUBLIC	CHARITABLE GENERAL	50,000.
Boy Scouts of America, Inc. Oakland, NJ	N/A	PUBLIC	CHARITABLE GENERAL	20,000.
Boys & Girls Club of PBC West Palm Beach, FL	N/A	PUBLIC	CHARITABLE GENERAL	25,000.
Foundation for Anesthesia Education, Inc. Rochester, MN	N/A	PUBLIC	CHARITABLE GENERAL	35,000.
Houghton College Houghton, NY	N/A	PUBLIC	CHARITABLE GENERAL	20,000.
The Metropolitan Opera Guild New York, NY	N/A	PUBLIC	CHARITABLE GENERAL	20,000.
The Moody Bible Institute Chicago, IL	N/A	PUBLIC	CHARITABLE GENERAL	50,000.
Ringwood Christian School Ringwood, NJ	N/A	PUBLIC	CHARITABLE GENERAL	39,198.
See Line 3a statement				61,829.
Total			► **3a**	602,397.
b Approved for future payment				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	252,198.	
5 Net rental income or (loss) from real estate					
a Debt financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	492,301.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				744,499.	

13 Total. Add line 12, columns (b), (d), and (e) 13 744,499.

(See worksheet in the instructions for line 13 to verify calculations)

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

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 organization's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting organization to a noncharitable exempt organization of:			
(1) Cash	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

d If the answer to any of the above is 'Yes,' complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

SIGN HERE

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 or fiduciary) is based on all information of which preparer has any knowledge

x Wayne A Brotherton 12/2/05

x [signature] 12.2.05 ▶ Trustee

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only			
Preparer's signature ▶ STEVEN J. CORSO [signature]	Date 11/01/05	Check if self-employed ▶ ☒	Preparer's SSN or PTIN (See instructions) P65082097
Firm's name (or yours if self-employed), address, and ZIP code ▶ STEVEN J. CORSO, CPA		EIN ▶ 65-0820979	
1850 Forest Hill Blvd., # 204			
West Palm Beach FL 33406		Phone no ▶ (561) 963-1003	

Form **2220**

Department of the Treasury
Internal Revenue Service

Underpayment of Estimated Tax by Corporations

► See separate instructions.
► Attach to the corporation's tax return.

OMB No 1545-0142

2004

Name	Employer identification number
Fred J. Brotherton Charitable Foundation	65-0774706

Note: *In most cases, the corporation is not required to file Form 2220 (see Part I below for exceptions) because the IRS will figure any penalty owed and bill the corporation Even if Form 2220 is not required, the corporation may still use it to figure the penalty In such a case, enter the amount from page 2, line 38 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 If any boxes are checked, and line 6, below, is $500 or more, the corporation **must** file Form 2220, even if it does not owe a penalty

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

Part II Figuring the Underpayment

4	Total tax (see instructions)			4	12,115.
5a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 4	5a			
b	Look-back interest included on line 4 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation 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	12,115.
7	Enter the tax shown on the corporation's 2003 income tax return (see instructions). **Caution:** ***If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 6 on line 8***			7	4,155.
8	Enter the **smaller** of line 6 or line 7 If the corporation is required to skip line 7, enter the amount from line 6			8	4,155.

			(a)	(b)	(c)	(d)	(e)
9	**Installment due dates.** Enter in columns (a) through (d) the 15th day of the 4th ***(Form 990 — PF filers:*** Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9	02/15/05	03/15/05	06/15/05	09/15/05	
	Exception. If one of your installment due dates is September 15, 2004, see the instructions						
10	**Required installments.** If the box on line 1 and/or line 2 above is checked, enter the amounts from Schedule A, line 38 If the box on line 3 (but not 1 or 2) is checked, see instructions for the amounts to enter If none of these boxes are checked, enter 25% of line 8 above in each column	10	1,038.	1,039.	1,039.	1,039.	
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		1,038.	2,077.	3,116.	
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		1,038.	2,077.	N/A	
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	1,038.	1,039.	1,039.	1,039.	
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				N/A	

Go to Part III on page 2 to figure the penalty. Do not go to Part III if there are no entries on line 17 — no penalty is owed.

Part III Figuring the Penalty

		(a)	(b)	(c)	(d)	(e)
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	02/15/06	02/15/06	02/15/06	02/15/06	
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 4/15/2004 and before 7/1/2004	21					
22 Underpayment on line 17 x (Number of days on line 21 / 366) x 5%	22					
23 Number of days on line 20 after 6/30/2004 and before 10/1/2004	23					
24 Underpayment on line 17 x (Number of days on line 23 / 366) x 4%	24					
25 Number of days on line 20 after 9/30/2004 and before 1/1/2005	25					
26 Underpayment on line 17 x (Number of days on line 25 / 366) x 5%	26					
27 Number of days on line 20 after 12/31/2004 and before 4/1/2005	27	44	16			
28 Underpayment on line 17 x (Number of days on line 27 / 365) x 5%	28	6.	2.			
29 Number of days on line 20 after 3/31/2005 and before 7/1/2005	29	91	91	15		
30 Underpayment on line 17 x (Number of days on line 29 / 365) x 6 *%	30	16.	16.	3.		
31 Number of days on line 20 after 6/30/2005 and before 10/1/2005	31	92	92	92	15	
32 Underpayment on line 17 x (Number of days on line 31 / 365) x 6 *%	32	16.	16.	16.	3.	
33 Number of days on line 20 after 9/30/2005 and before 1/1/2006	33	92	92	92	92	
34 Underpayment on line 17 x (Number of days on line 33 / 365) x 6 *%	34	16.	16.	16.	16.	
35 Number of days on line 20 after 12/31/2005 and before 2/16/2006	35	46	46	46	46	
36 Underpayment on line 17 x (Number of days on line 35 / 365) x 6 *%	36	8.	8.	8.	8.	
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	62.	58.	43.	27.	

38 **Penalty.** Add columns (a) through (e) of line 37 Enter the total here and on Form 1120, line 33, Form 1120-A, line 29, or the comparable line for other income tax returns	38	190.

***For underpayments paid after March 31, 2005:** For lines 30, 32, 34, and 36, use the penalty interest rate for each calendar quarter, which 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 website at **www.irs.gov.** You can also call 1-800-829-1040 to get interest rate information

Form **4562**

Department of the Treasury
Internal Revenue Service

Depreciation and Amortization
(Including Information on Listed Property)

► See separate instructions.
► Attach to your tax return.

OMB No 1545-0172

2004

67

Name(s) shown on return: Fred J. Brotherton Charitable Foundation

Identifying number: 65-0774706

Business or activity to which this form relates: Form 990-PF page 1

Part I Election To Expense Certain Property Under Section 179

Note: *If you have any listed property, complete Part V before you complete Part I*

1	Maximum amount See instructions for a higher limit for certain businesses	1	$102,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	$410,000.
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2003 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2005 Add lines 9 and 10, less line 12 ►	13	

Note: *Do not use Part II or Part III below for listed property Instead, use Part V*

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election (see instructions)	15	
16	Other depreciation (including ACRS) (see instructions)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2004	17	655.
18	If you are electing under section 168(i)(4) to group any assets placed in service during the tax year into one or more general asset accounts, check here ► ☐		

Section B – Assets Placed in Service During 2004 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only – see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C – Assets Placed in Service During 2004 Tax Year Using the Alternative Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions)

21	Listed property Enter amount from line 28	21	
22	**Total** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations – see instructions	22	655.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A — Depreciation and Other Information (Caution: *See instructions for limits for passenger automobiles.***)**

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If 'Yes,' is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						25		
26 Property used more than 50% in a qualified business use (see instructions)								
27 Property used 50% or less in a qualified business use (see instructions)								
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B — Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (**do not** include commuting miles — see instructions)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C — Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions).

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (see instructions)		

Note: *If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles.*

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2004 tax year (see instructions)					
43 Amortization of costs that began before your 2004 tax year				43	
44 **Total.** Add amounts in column (f). See instructions for where to report				44	

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	1,227.	1,227.	1,227.	
INCOME TAXES FY 2005	12,305.			
Total	13,532.	1,227.	1,227.	

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	61.	30.	30.	31.
OFFICE	2,276.	1,138.	1,138.	1,138.
DUES	1,900.			1,900.
INSURANCE	763.	381.	381.	382.
TELEPHONE	974.	487.	487.	487.
Total	5,974.	2,036.	2,036.	3,938.

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**
J. ANDREW LARK	LEGAL	5,000.
Total		5,000.

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	6,170.
Total		6,170.

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**
INVESTMENT ACCOUNTS	MONEY MANAGEMENT FEES	119,768.
Total		119,768.

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

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
INVESTMENT ACCOUNTS	12,057,439.	14,010,112.
Total	12,057,439.	14,010,112.

Form 990-PF, Page 2, Part II, Line 14
L-14 Stmt

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
EQUIPMENT	3,273.	1,637.	1,636.
Total	3,273.	1,637.	1,636.

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	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
St Louis Children's Hospital Foundation St. Louis, MO	N/A	PUBLIC	CHARITABLE GENERAL	20,000.
St. Phillip's Academy Newark, Inc. Newark, NJ	N/A	PUBLIC	CHARITABLE GENERAL	21,829.
Summit Speech School New Providence, New Jersey	N/A	PUBLIC	CHARITABLE GENERAL	20,000.
Total				61,829.