

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

Department of the Treasury
Internal Revenue Service

▶ **Do not enter social security numbers on this form as it may be made public.**
▶ **Go to www.irs.gov/Form990PF for instructions and the latest information.**

Open to Public Inspection

For calendar year 2017 or tax year beginning Oct 1, 2017, and ending Sep 30, 2018

Name of foundation 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) 234 Morse Ave.	Room/suite B-1	B Telephone number (see instructions) (973) 728-6100
City or town, state or province, country, and ZIP or foreign postal code Wyckoff NJ 07481		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 13,007,591.	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.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	244,404.	244,404.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	867,876.			
	b Gross sales price for all assets on line 6a 7,810,684.		L-6a Stmt		
	7 Capital gain net income (from Part IV, line 2)		867,876.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	1,112,280.	1,112,280.	0.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages	65,250.	29,157.		36,093.
	15 Pension plans, employee benefits	4,973.	2,221.		2,752.
	16a Legal fees (attach schedule) L-16a Stmt	3,000.	1,500.		1,500.
	b Accounting fees (attach schedule) L-16b Stmt	8,240.	4,490.		3,750.
	c Other professional fees (attach schedule) L-16c Stmt	112,618.	112,618.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) See Stmt	18,960.	141.		
	19 Depreciation (attach schedule) and depletion L-19 Stmt	51.			
	20 Occupancy	8,558.	4,279.		4,279.
	21 Travel, conferences, and meetings	27,039.	16,883.		10,156.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Stmt	5,762.	2,558.		3,204.
	24 Total operating and administrative expenses. Add lines 13 through 23	254,451.	173,847.		61,734.
	25 Contributions, gifts, grants paid	546,636.			546,636.
26 Total expenses and disbursements. Add lines 24 and 25	801,087.	173,847.		608,370.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	311,193.				
b Net investment income (if negative, enter -0-)		938,433.			
c Adjusted net income (if negative, enter -0-)			0.		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing		8,902.	208,090.	208,090.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶				
	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	13,033,543.	4,408,245.	4,408,245.	
	c	Investments—corporate bonds (attach schedule) L-10c Stmt		367,457.	367,457.	
	11	Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶				
	12	Investments—mortgage loans L-12 Stmt		107,019.	107,019.	
	13	Investments—other (attach schedule) L-13 Stmt		7,915,847.	7,915,847.	
	14	Land, buildings, and equipment: basis ▶ 8,384. Less: accumulated depreciation (attach schedule) ▶ L-14 Stmt 7,451.	984.	933.	933.	
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	13,043,429.	13,007,591.	13,007,591.		
Liabilities	17	Accounts payable and accrued expenses	19,960.	36,724.		
	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)	19,960.	36,724.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/>			and complete lines 24 through 26, and lines 30 and 31.		
	24	Unrestricted	13,023,469.	12,970,867.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			and complete lines 27 through 31.		
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)	13,023,469.	12,970,867.			
31	Total liabilities and net assets/fund balances (see instructions)	13,043,429.	13,007,591.			

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	13,023,469.
2	Enter amount from Part I, line 27a	2	311,193.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	13,334,662.
5	Decreases not included in line 2 (itemize) ▶ Unrealized Net Loss	5	363,795.
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	12,970,867.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	Securities & Funds	P	01/01/2017	12/31/2017
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	7,810,684.	6,942,808.	867,876.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				(i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			867,876.	
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$		2	867,876.
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	867,876.

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	634,423.	12,601,400.	0.050345
2015	623,818.	12,415,651.	0.050244
2014	682,543.	13,260,086.	0.051474
2013	683,686.	13,992,104.	0.048862
2012	691,029.	13,888,249.	0.049756
2	Total of line 1, column (d)		2 0.250681
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years		3 0.050136
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5		4 12,828,673.
5	Multiply line 4 by line 3		5 643,178.
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 9,384.
7	Add lines 5 and 6		7 652,562.
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		8 608,370.

Part VII-A Statements Regarding Activities (continued)

		Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		x
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		x
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	x	
14	The books are in care of ▶ <u>Kathleen M Shafer CPA</u> Telephone no. ▶ <u>(561) 963-1003</u> Located at ▶ <u>1850 FOREST HILL BLVD. #204, WEST PALM BEACH, FL ZIP+4 ▶ 33406</u>		
15	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 ▶ 15 0.		
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		x

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

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

		Yes	No
1a	During the year, did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b	x
	Organizations relying on a current notice regarding disaster assistance, check here ▶ <input type="checkbox"/>		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	1c	x
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	
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 foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	x
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b	x

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

5a	During the year, did the foundation pay or incur any amount to:		Yes	No
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	<input type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	x
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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

1 List all officers, directors, trustees, and 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 234 Morse Ave, B-1 Wyckoff NJ 07481	TRUSTEE 2.00	0.	0.	0.
WILLIAM P. BROTHERTON, MD 234 Morse Ave, B-1 Wyckoff NJ 07481	TRUSTEE 2.00	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
Theresa Brotherton 565 Campgaw Rd Mahwah NJ 07430	Admin Director 25.00	65,000.	0.	0.

Total number of other employees paid over \$50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE	NONE	
.....		
.....		
.....		
.....		
.....		
.....		
Total number of others receiving over \$50,000 for professional services ▶		0

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	
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	13,007,669.
b	Average of monthly cash balances	1b	16,364.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	13,024,033.
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	
3	Subtract line 2 from line 1d	3	13,024,033.
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	195,360.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,828,673.
6	Minimum investment return. Enter 5% of line 5	6	641,434.

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	641,434.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	18,769.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	18,769.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	622,665.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	622,665.
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	622,665.

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	608,370.
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	608,370.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	608,370.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				622,665.
2 Undistributed income, if any, as of the end of 2017:				
a Enter amount for 2016 only			565,636.	
b Total for prior years: 20____,20____,20____				
3 Excess distributions carryover, if any, to 2017:				
a From 2012				0.
b From 2013				0.
c From 2014				0.
d From 2015				0.
e From 2016				0.
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ <u>608,370.</u>				
a Applied to 2016, but not more than line 2a			565,636.	
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 2017 distributable amount				
e Remaining amount distributed out of corpus	42,734.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)	42,734.			42,734.
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 2016. Subtract line 4a from line 2a. Taxable amount—see instructions			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				579,931.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				0.
b Excess from 2014				0.
c Excess from 2015				0.
d Excess from 2016				0.
e Excess from 2017				0.

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 2017, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter ² / ₃ of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
 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 foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

a The name, address, and telephone number or email address of the person to whom applications should be addressed:
 See Supplementary Information Statement

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

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

Part XV **Supplementary Information** *(continued)*

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

Recipient	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
Name and address (home or business)				
<p>a <i>Paid during the year</i></p> <p>See Attached Sch. See Attached Sch. Various NJ 07456</p>	N/A	PC	CHARITABLE GENERAL	546,636.
<p>Total</p>			▶ 3a	546,636.
<p>b <i>Approved for future payment</i></p>				
<p>Total</p>			▶ 3b	

9:07 AM
 01/30/19
 Accrual Basis

Fred J. Brotherton Charitable Foundation
 Account QuickReport
 October 2017 through September 2018

Type	Date	Num	Name	Name Address	Amount
601 - Charitable Contributions					
Check	03/02/2018	20181...	The Healthcare Foundation of Cape Cod	P. O. Box 370 Hyannis, MA 02601	30,000.00
Check	03/02/2018	20181...	Center for Creative Education	425 24th St. West Palm Beach, FL 33407	10,000.00
Check	03/02/2018	20181...	Foundation for Anesthesia Education & Res	1061 American Lane Schaumburg, IL 60173	10,000.00
Check	03/02/2018	20181...	Gettysburg Foundation	1195 Baltimore Pike Gettysburg, PA 17325	3,909.00
Check	03/02/2018	20181...	Grace and Glory ministries	7877 State Route 104 Oswego, NY 13126	10,000.00
Check	03/02/2018	20181...	Haycock Camping Ministries, Inc.	3100 School Road Kintnersville, PA 18930	15,000.00
Check	03/02/2018	20181...	Daughters of the American Revolution	14 Arminda Ave. Midland Park, NJ 07432	15,000.00
Check	03/02/2018	20181...	Wesleyan Church Corporation		6,409.00
Check	03/02/2018	20181...	Inspire Sports Camp, Inc.	P. O. Box 1050 Maywood, NJ 07607	10,000.00
Check	03/02/2018	20181...	Lighthouse Pregnancy Resource Center Inc.	2025 Hamburg Tpke, Suite L Wayne, NJ 07470	25,000.00
Check	03/02/2018	20181...	Massachusetts Institute of Technology	77 Massachusetts Avenue Cambridge, MA 02139	25,000.00
Check	03/02/2018	20181...	Passaic County Historical Society	3 Valley Road Paterson, NJ 07503	20,000.00
Check	03/02/2018	20181...	Pathlight	220 Brookdale Drive Springfield, MA 01104	12,500.00
Check	03/02/2018	20181...	Pony power Therapies, Inc.	1170 Ramapo Valley Rd. Mahwah, NJ 07430	10,000.00
Check	03/02/2018	20181...	R. McDonald House Char. Charlottesville	300 9th St., SW Charlottesville, Virginia 22903	5,000.00
Check	03/02/2018	20181...	Shiloh Bible Camp, Inc.	753 Burnt Meadow Road Hewitt, New Jersey 07421	25,000.00
Check	03/02/2018	20181...	Solid Foundation Skatepark, Inc.	649 Franklin Ave. Franklin Lakes, NJ 07417	5,000.00
Check	03/02/2018	20181...	The Navigators	P. O. Box 6000 Colorado Springs, CO 80934	20,000.00
Check	03/02/2018	20181...	Visual Arts Center of NJ	68 Elm Street Summit, NJ 07901	5,000.00
Check	03/02/2018	20181...	William Paterson University Foundation	300 Pompton Road Wayne, NJ 07470-2103	15,000.00
Check	03/02/2018	20181...	Moody Bible Institute	820 N. LaSalle Boulevard Chicago, Illinois 60610-3284	5,000.00
Check	03/19/2018	20181...	Philanthropy Round Table		1,000.00
Check	08/25/2018	20181...	Junior Achievement of the Palm Beaches	6903 Vista Pkwy N, Suite 10 West Palm Beach, FL 33411	5,000.00
Check	08/25/2018	20181...	Can Do Multiple Sclerosis	100 W. Beaver Creek Blvd., Suite 200 P.O. Box 5860 Avon, CO 81620	10,000.00
Check	08/25/2018	20181...	Interfaith Council for the Homeless		20,000.00
Check	08/25/2018	20181...	Hospitality Homes Inc.	1018 Beacon St., Suite 201 Brookline, MA 02446	15,500.00
Check	08/25/2018	20181...	Tech Goes Home, Inc.	867 Boylston St., 5th Fl. Boston, MA 02116	25,000.00
Check	08/25/2018	20181...	All the Kings Horses Ministry Inc.	130 Lions Head Drive East Wayne, NJ 07470	15,000.00
Check	08/25/2018	20181...	Ariel Ministries	11926 Radium St. San Antonio, TX 78216	25,000.00
Check	08/25/2018	20181...	Black Rock Retreat Association	1345 Kirkwood Pike Wuarnville, PA 17566	20,000.00
Check	08/25/2018	20181...	Church at Bergen	348 Evelyn St, Paramus, NJ 07652	4,600.00
Check	08/25/2018	20181...	Lighthouse Youth Ministries Inc.	P.O. Box 38 / 245 Commerce St. Oxford, PA 19363	10,000.00
Check	08/25/2018	20181...	New Hope Community Ministries	331 N. 11th St. Prospect Park, NJ 07508	11,300.00
Check	08/25/2018	20181...	New York City Leadership Center, Inc.	2 Washington St., Fl. 20 New York, NY 10004	22,009.00
Check	08/25/2018	20181...	New York City Relief, Inc.	295 Walnut St. Elizabeth, NJ 07201	15,000.00
Check	08/25/2018	20181...	The Plant Church	115 Franklin Tpke, #155 Mahwah, NJ 07430	16,500.00
Check	08/25/2018	20181...	Princeton Battlefield Area Pres. Soc.	P.O. Box 7645 Princeton, NJ 08543	2,000.00
Check	08/25/2018	20181...	Cora Inc.	358 Van Brunt St. Brooklyn, NY 11231	15,000.00
Check	08/25/2018	20181...	CodeNow, Inc.	217 Centre St. #106 New York, NY 10013	5,500.00
Check	08/25/2018	20181...	STREETSSQUASH, Inc.	50 Park Place, Suite 1041 Newark, NJ 07102	10,000.00
Check	08/25/2018	20181...	Star of Hope Ministries, Inc.	34 Broadway Paterson, NJ 07505	11,000.00
Check	08/25/2018	20181...	Eva's Village Inc.	393 Main St. Paterson, NJ 07501	4,409.00
Total 601 - Charitable Contributions					546,636.00
TOTAL					546,636.00

Form 990-PF: Return of Private Foundation**Part XV, Line 2: Supplementary Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc.****Continuation Statement**

Name and Address Information	Form Information	Submission Information	Restrictions
Theresa Brotherton 234 Morse Ave., B-1 Wyckoff, NJ 07481 973-728-6100	GRANT MAKING GUIDELINES	JUNE 15 AND DECEMBER 15	NOT OUTSIDE THE U. S.

Additional information from your Form 990-PF: Return of Private Foundation

Form 990-PF: Return of Private Foundation

Taxes

Continuation Statement

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
Excise Taxes	18,819.			
Foreign Tax	141.	141.		
Total	18,960.	141.		

Form 990-PF: Return of Private Foundation

Other Expenses

Continuation Statement

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
Office	2,134.	1,067.		1,067.
Bank Charges	99.			99.
Telephone	60.	30.		30.
Insurance	1,260.	630.		630.
Website	628.			628.
Other Fees	831.	831.		
Dues	750.			750.
Total	5,762.	2,558.		3,204.

Name Fred J. Brotherton Charitable Foundation	Employer Identification No. 65-0774706
--	---

Asset Information:

Description of Property Securities & Funds
Business Code _____ Exclusion Code . . . 19
Date Acquired various How Acquired . . . Purchased
Date Sold various Name of Buyer . . . _____
Check Box, if Buyer is a Business . . .
Sales Price 7,810,684. Cost or other basis (do not reduce by depreciation). 6,942,808.
Sales Expense _____ Valuation Method . . . _____
Total Gain (Loss) 867,876. Accumulated Depreciation _____

Description of Property _____
Business Code _____ Exclusion Code . . . _____
Date Acquired _____ How Acquired . . . _____
Date Sold _____ Name of Buyer . . . _____
Check Box, if Buyer is a Business . . .
Sales Price _____ Cost or other basis (do not reduce by depreciation). _____
Sales Expense _____ Valuation Method . . . _____
Total Gain (Loss) _____ Accumulated Depreciation _____

Description of Property _____
Business Code _____ Exclusion Code . . . _____
Date Acquired _____ How Acquired . . . _____
Date Sold _____ Name of Buyer . . . _____
Check Box, if Buyer is a Business . . .
Sales Price _____ Cost or other basis (do not reduce by depreciation). _____
Sales Expense _____ Valuation Method . . . _____
Total Gain (Loss) _____ Accumulated Depreciation _____

Description of Property _____
Business Code _____ Exclusion Code . . . _____
Date Acquired _____ How Acquired . . . _____
Date Sold _____ Name of Buyer . . . _____
Check Box, if Buyer is a Business . . .
Sales Price _____ Cost or other basis (do not reduce by depreciation). _____
Sales Expense _____ Valuation Method . . . _____
Total Gain (Loss) _____ Accumulated Depreciation _____

Description of Property _____
Business Code _____ Exclusion Code . . . _____
Date Acquired _____ How Acquired . . . _____
Date Sold _____ Name of Buyer . . . _____
Check Box, if Buyer is a Business . . .
Sales Price _____ Cost or other basis (do not reduce by depreciation). _____
Sales Expense _____ Valuation Method . . . _____
Total Gain (Loss) _____ Accumulated Depreciation _____

Totals:

Total Gain (Loss) of all assets 867,876.
Gross Sales Price of all assets 7,810,684.
Unrelated Business Income _____ Business Code . . . _____
Excluded by section 512, 513, 514 867,876. Exclusion Code . . . 19
Related/Exempt Function Income _____

QuickZoom here to Form 990-PF, Page 1. ▶
QuickZoom here to Form 990-PF, Page 12. ▶

Name Fred J. Brotherton Charitable Foundati	Employer Identification No. 65-0774706
--	---

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
Tot to Fm 990-PF, Pt II, Ln 10a				

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
See Attached Schedule	4,408,245.	4,408,245.
Totals to Form 990-PF, Part II, Line 10b	4,408,245.	4,408,245.

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
See Attached Schedule	367,457.	367,457.
Totals to Form 990-PF, Part II, Line 10c	367,457.	367,457.

Line 12 - Investments - Mortgage loans:	End of Year	
	Book Value	Fair Market Value
See Attached Schedule	107,019.	107,019.
Totals to Form 990-PF, Part II, Line 12	107,019.	107,019.

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
See Attached Schedule	7,915,847.	7,915,847.
Totals to Form 990-PF, Part II, Line 13	7,915,847.	7,915,847.

Underpayment of Estimated Tax by Corporations

Department of the Treasury
Internal Revenue Service

▶ **Attach to the corporation's tax return.**

2017

▶ **Go to www.irs.gov/Form2220 for instructions and the latest information.**

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

Note: Generally, the corporation isn't required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, 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 Required Annual Payment

1 Total tax (see instructions)				18,769.
2a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a			
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b			
c Credit for federal tax paid on fuels (see instructions)	2c			
d Total. Add lines 2a through 2c	2d			
3 Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation doesn't owe the penalty	3			18,769.
4 Enter the tax shown on the corporation's 2016 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 3 on line 5	4			1,941.
5 Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5			1,941.

Part II Reasons for Filing—Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it doesn't owe a penalty. See instructions.

- 6 The corporation is using the adjusted seasonal installment method.
- 7 The corporation is using the annualized income installment method.
- 8 The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

		(a)	(b)	(c)	(d)
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	02/15/18	03/15/18	06/15/18	09/15/18
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Schedule A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% (0.25) of line 5 above in each column	10	485.	485.	485.	486.
11 Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions.	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		485.	970.	1,455.
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		485.	970.	
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	485.	485.	485.	486.
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				

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

For Paperwork Reduction Act Notice, see separate instructions.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. (C Corporations with tax years ending June 30 and S corporations: Use 3rd month instead of 4th month. Form 990-PF and Form 990-T filers: Use 5th month instead of 4th month.) See instructions	19 02/15/19	02/15/19	02/15/19	02/15/19
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 4/15/2017 and before 7/1/2017	21			
22 Underpayment on line 17 × $\frac{\text{Number of days on line 21}}{365} \times 4\% (0.04)$	22 \$	\$	\$	\$
23 Number of days on line 20 after 6/30/2017 and before 10/1/2017	23			
24 Underpayment on line 17 × $\frac{\text{Number of days on line 23}}{365} \times 4\% (0.04)$	24 \$	\$	\$	\$
25 Number of days on line 20 after 9/30/2017 and before 1/1/2018	25			
26 Underpayment on line 17 × $\frac{\text{Number of days on line 25}}{365} \times 4\% (0.04)$	26 \$	\$	\$	\$
27 Number of days on line 20 after 12/31/2017 and before 4/1/2018	27 44	16		
28 Underpayment on line 17 × $\frac{\text{Number of days on line 27}}{365} \times 4\% (0.04)$	28 \$ 2.	\$ 1.	\$	\$
29 Number of days on line 20 after 3/31/2018 and before 7/1/2018	29 91	91	15	
30 Underpayment on line 17 × $\frac{\text{Number of days on line 29}}{365} \times 4\%$	30 \$ 5.	\$ 5.	\$ 1.	\$
31 Number of days on line 20 after 6/30/2018 and before 10/1/2018	31 92	92	92	15
32 Underpayment on line 17 × $\frac{\text{Number of days on line 31}}{365} \times 4\%$	32 \$ 5.	\$ 5.	\$ 5.	\$ 1.
33 Number of days on line 20 after 9/30/2018 and before 1/1/2019	33 92	92	92	92
34 Underpayment on line 17 × $\frac{\text{Number of days on line 33}}{365} \times 4\%$	34 \$ 5.	\$ 5.	\$ 5.	\$ 5.
35 Number of days on line 20 after 12/31/2018 and before 3/16/2019	35			
36 Underpayment on line 17 × $\frac{\text{Number of days on line 35}}{365} \times \%$	36 \$	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37 \$ 17.	\$ 16.	\$ 11.	\$ 6.
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 33; or the comparable line for other income tax returns.	38			\$ 50.

*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 1-800-829-4933 to get interest rate information.

Schedule A Adjusted Seasonal Installment Method and Annualized Income Installment Method

See instructions.

Form 1120S filers: For lines 1, 2, 3, and 21, below, "taxable income" refers to excess net passive income or the amount on which tax is imposed under section 1374(a), whichever applies.

Part I Adjusted Seasonal Installment Method

Caution: Use this method only if the base period percentage for any 6 consecutive months is at least 70%. See instructions.

		(a)	(b)	(c)	(d)
		First 3 months	First 5 months	First 8 months	First 11 months
1	Enter taxable income for the following periods.				
a	Tax year beginning in 2014				
b	Tax year beginning in 2015				
c	Tax year beginning in 2016				
2	Enter taxable income for each period for the tax year beginning in 2017. See the instructions for the treatment of extraordinary items				
3	Enter taxable income for the following periods.	First 4 months	First 6 months	First 9 months	Entire year
a	Tax year beginning in 2014				
b	Tax year beginning in 2015				
c	Tax year beginning in 2016				
4	Divide the amount in each column on line 1a by the amount in column (d) on line 3a				
5	Divide the amount in each column on line 1b by the amount in column (d) on line 3b				
6	Divide the amount in each column on line 1c by the amount in column (d) on line 3c				
7	Add lines 4 through 6				
8	Divide line 7 by 3.0				
9a	Divide line 2 by line 8				
b	Extraordinary items (see instructions)				
c	Add lines 9a and 9b				
10	Figure the tax on the amount on line 9c using the instructions for Form 1120, Schedule J, line 2 or comparable line of corporation's return				
11a	Divide the amount in columns (a) through (c) on line 3a by the amount in column (d) on line 3a				
b	Divide the amount in columns (a) through (c) on line 3b by the amount in column (d) on line 3b				
c	Divide the amount in columns (a) through (c) on line 3c by the amount in column (d) on line 3c				
12	Add lines 11a through 11c				
13	Divide line 12 by 3.0				
14	Multiply the amount in columns (a) through (c) of line 10 by columns (a) through (c) of line 13. In column (d), enter the amount from line 10, column (d)				
15	Enter any alternative minimum tax for each payment period. See instructions				
16	Enter any other taxes for each payment period. See instructions				
17	Add lines 14 through 16				
18	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions				
19	Total tax after credits. Subtract line 18 from line 17. If zero or less, enter -0-				

Part II Annualized Income Installment Method

		(a)	(b)	(c)	(d)
		First _____ months	First _____ months	First _____ months	First _____ months
20	Annualization periods (see instructions)	20			
21	Enter taxable income for each annualization period. See instructions for the treatment of extraordinary items	21			
22	Annualization amounts (see instructions)	22			
23a	Annualized taxable income. Multiply line 21 by line 22	23a			
b	Extraordinary items (see instructions)	23b			
c	Add lines 23a and 23b	23c			
24	Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2, or comparable line of corporation's return	24			
25	Enter any alternative minimum tax for each payment period (see instructions)	25			
26	Enter any other taxes for each payment period. See instructions	26			
27	Total tax. Add lines 24 through 26	27			
28	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions	28			
29	Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-	29			
30	Applicable percentage	30	25%	50%	75%
31	Multiply line 29 by line 30	31			

Part III Required Installments

		1st	2nd	3rd	4th
		installment	installment	installment	installment
	Note: Complete lines 32 through 38 of one column before completing the next column.				
32	If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the smaller of the amounts in each column from line 19 or line 31	32			
33	Add the amounts in all preceding columns of line 38. See instructions	33			
34	Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0-	34			
35	Enter 25% (0.25) of line 5 on page 1 of Form 2220 in each column. Note: "Large corporations," see the instructions for line 10 for the amounts to enter	35			
36	Subtract line 38 of the preceding column from line 37 of the preceding column	36			
37	Add lines 35 and 36	37			
38	Required installments. Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10. See instructions	38			

Depreciation and Amortization (Including Information on Listed Property)

Department of the Treasury Internal Revenue Service (99)

Attach to your tax return.

Go to www.irs.gov/Form4562 for instructions and the latest information.

Name(s) shown on return: Fred J. Brotherton Charitable Foundation; Business or activity to which this form relates: Form 990-PF page 1; Identifying number: 65-0774706

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.

Table with 5 columns: Line number, Description, and numerical values for lines 1-13.

Note: Don't use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Don't include listed property.) (See instructions.)

Table with 2 columns: Line number and Description for lines 14-16.

Part III MACRS Depreciation (Don't include listed property.) (See instructions.)

Section A

Table with 2 columns: Line number and Description for lines 17-18.

Section B - Assets Placed in Service During 2017 Tax Year Using the General Depreciation System

Table with 7 columns: (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.

Section C - Assets Placed in Service During 2017 Tax Year Using the Alternative Depreciation System

Table with 7 columns: (a) Class life, (b) Recovery period, (c) Convention, (d) Method, (e) Depreciation deduction.

Part IV Summary (See instructions.)

Table with 2 columns: Line number and Description for lines 21-23.

IRS e-file Signature Authorization for an Exempt Organization

For calendar year 2017, or fiscal year beginning Oct 1, 2017, and ending Sep 30, 20 18

Department of the Treasury
Internal Revenue Service

Do not send to the IRS. Keep for your records.
Go to www.irs.gov/Form8879EO for the latest information.

2017

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

Name and title of officer Wayne Brotherton, Trustee	
---	--

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line **1a**, **2a**, **3a**, **4a**, or **5a**, below, and the amount on that line for the return being filed with this form was blank, then leave line **1b**, **2b**, **3b**, **4b**, or **5b**, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. **Do not** complete more than one line in Part I.

1a Form 990 check here <input type="checkbox"/>	b Total revenue , if any (Form 990, Part VIII, column (A), line 12)	1b _____
2a Form 990-EZ check here <input type="checkbox"/>	b Total revenue , if any (Form 990-EZ, line 9)	2b _____
3a Form 1120-POL check here <input type="checkbox"/>	b Total tax (Form 1120-POL, line 22)	3b _____
4a Form 990-PF check here <input checked="" type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part VI, line 5)	4b <u>18,769.</u>
5a Form 8868 check here <input type="checkbox"/>	b Balance Due (Form 8868, line 3c)	5b _____

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2017 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

I authorize _____ to enter my PIN

--	--	--	--	--

 as my signature

ERO firm name

Enter five numbers, but do not enter all zeros

on the organization's tax year 2017 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2017 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature Date **02/07/2019**

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

6	9	2	7	4	1	1	1	8	9	3
---	---	---	---	---	---	---	---	---	---	---

Do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2017 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of **Pub. 4163**, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature Date **01/30/2019**

ERO Must Retain This Form — See Instructions
Do Not Submit This Form to the IRS Unless Requested To Do So

LINE 10B - INVESTMENTS - CORPORATE STOCK:

1ST SOURCE CORP	2,789
3M CO	3,582
A.O. SMITH CORP	4,803
ABBVIE INC	18,349
ABIOMED INC	2,699
ACACIA	2,689
ACCENTURE PLC	11,403
ACTUANT CORP CL A	11,511
ACUSHNET HOLDINGS CORP	3,346
ADOBE INC	18,627
AEGION CORPORATION	13,046
AEROJET ROCKETDYNE HOLDINGS INC	1,190
AFLAC INC	18,075
AGCO CORP	9,422
AIR PRODUCTS & CHEMICALS INC	16,037
AIRCASTLE LTD	1,687
ALBANY INTERNATIONAL CORP	3,021
ALBEMARLE CORP	2,495
ALCOA CORP	2,262
ALIGN TECHNOLOGY INC	28,559
ALIGN TECHNOLOGY INC	8,216
ALLEGHANY CORP	8,483
ALLISON TRANSMISSION HOLDINGS INC	6,657
ALLSTATE CORP	16,430
ALLSTATE CORP	22,250
ALPHABET INC	4,774
ALPHABET INC	39,834
ALTRA INDUSTRIAL MOTION CORP	1,404
ALTRIA GROUP INC	28,285
AMAZON.COM INC	44,066
AMBER ROAD, INC	1,549
AMC NETWORKS INC	3,516
AMEDISYS INC	7,872
AMERICAN ELECTRIC POWER CO INC	19,563
AMERICAN EQUITY INVESTMENT LIFE HOLDING CO	1,909
AMERICAN EXPRESS CO	19,062
AMERICAN STATES WATER CO	6,420
AMERIPRISE FINANCIAL INC	22,297
AMGEN INC	47,055
ANALOG DEVICES INC	4,531
ANSYS INC	2,053
APACHE CORP	5,625
APOLLO COMMERCIAL REAL ESTATE FINANCE INC	2,812
APPLE INC	70,882
ARCHER-DANIELS MIDLAND CO	3,821
ARCONIC INC	1,871
ARGO GROUP INTERNATIONAL HOLDINGS LTD	1,387
ARTHUR J. GALLAGHER & CO	17,196
ASPEN TECHNOLOGY INC	3,189
ASSURANT INC	3,562
AT&T INC	26,293
ATHENAHEALTH INC	1,870
ATHENE HOLDING LTD	2,170

LINE 10B - INVESTMENTS - CORPORATE STOCK, CON'T:

AVANOS MEDICAL INC	1,096
AVIS BUDGET GROUP INC	804
AVX CORP	1,931
AZZ INC	2,475
BANCFIRST CORP	2,098
BANK OF AMERICA CORPORATION	12,609
BANK OF AMERICA CORPORATION	6,760
BANK OF AMERICA CORPORATION	19,616
BANK OF AMERICA CORPORATION	19,812
BANNER CORP	2,425
BARRICK GOLD CORP	3,058
BAXTER INTERNATIONAL INC	26,519
BB&T CORP	14,125
BB&T CORP	23,141
BELDEN INC	6,789
BEST BUY CO INC	9,523
BIOGEN INC	14,132
BLACKROCK INC	31,108
BOEING CO	19,711
BOISE CASCADE CO	920
BOTTOMLINE TECHNOLOGIES	6,835
BRISTOL-MYERS SQUIBB CO	14,527
BRUNSWICK CORP	4,691
BRYN MAWR BANK CORP	1,595
C.H. ROBINSON WORLDWIDE INC	13,317
CABLE ONE INC	2,651
CALIFORNIA WATER SERVICE GROUP	17,289
CALLAWAY GOLF CO	2,405
CAPITAL ONE FINANCIAL CORP	16,216
CAPITAL ONE FINANCIAL CORP	14,079
CAPITAL ONE FINANCIAL CORP	16,300
CARA THERAPEUTICS	10,035
CARBO CERAMICS INC	616
CARPENTER TECHNOLOGY CORP	6,661
CASA SYSTEMS INC	3,864
CATERPILLAR INC	12,962
CBRE GROUP INC	11,290
CDW CORP	4,179
CELANESE CORP	10,602
CENTENE CORP	10,859
CENTERPOINT ENERGY INC	9,622
CEVA, INC.	8,999
CHANNELADVISOR CORP	4,258
CHARLES RIVER LABORATORIES INTERNATIONAL INC	5,516
CHART INDUSTRIES INC	1,253
CHEESECAKE FACTORY	9,155
CHENIERE ENERGY INC	2,363
CHEVRON CORP	42,187
CHURCHILL DOWNS INC	5,832
CIENA CORP	7,872
CISCO SYSTEMS INC	49,818
CITIGROUP CAPITAL XIII	16,916
CITIGROUP INC	12,717

LINE 10B - INVESTMENTS - CORPORATE STOCK, CON'T:

CITIGROUP INC	9,878
CITIGROUP INC	8,464
CITIGROUP INC	18,337
CITIZENS FINANCIAL GROUP INC	12,882
CLEAN HARBORS, INC.	13,242
CMS ENERGY CORP	23,961
COCA-COLA CO	18,430
COLFAX CORP	2,632
COLGATE-PALMOLIVE CO	5,624
COLUMBUS MCKINNON CORP	1,463
COMERICA INC	6,675
COMFORT SYSTEMS USA INC	1,410
CONCHO RESOURCES INC	3,513
CONSOLIDATED-TOMOKA LAND CO.	872
CONTINENTAL BUILDING PRODUCTS INC	1,727
CORELOGIC, INC.	4,150
CORNING INC	6,601
COSTAR GROUP, INC.	3,788
COSTCO WHOLESALE CORP	11,274
CRANE CO	9,245
CROWN CASTLE INTERNATIONAL CORP	29,280
CUMMINS INC	5,112
CURTISS-WRIGHT CORP	1,924
D.R. HORTON INC	4,091
DANA INC	1,475
DANAHER CORP	7,063
DARLING INGREDIENTS	15,534
DENBURY RESOURCES INC	3,584
DESTINATION MATERNITY CORPORATION	1,365
DEVON ENERGY CORP	2,117
DIAMONDBACK ENERGY INC	6,219
DIEBOLD NIXDORF, INC	2,799
DILLARD'S INC	1,221
DINE BRANDS GLOBAL INC	2,033
DISH NETWORK CORP	4,148
DOLLAR GENERAL CORP	1,967
DOWDUPONT INC	13,119
DULUTH HOLDINGS INC	6,607
DXC TECHNOLOGY CO	2,806
DYCOM INDUSTRIES INC.	11,675
EAGLE MATERIALS INC	1,449
EBAY INC	8,783
EDWARDS LIFESCIENCES CORP	9,401
ELECTRONICS FOR IMAGING INC	1,568
ELI LILLY AND CO	28,330
EMCOR GROUP INC	1,502
EMERGENT BIOSOLUTIONS INC	1,580
EMERSON ELECTRIC CO	10,338
ETHAN ALLEN INTERIOR	3,112
EURONET WORLDWIDE INC	5,612
EVERCORE INC	2,514
EVERSOURCE ENERGY	3,748
EXTENDED STAY AMERICA, INC.	10,742

LINE 10B - INVESTMENTS - CORPORATE STOCK, CON'T:

EXXON MOBIL CORP	31,457
FACEBOOK INC	19,900
FAIR ISAAC CORP	1,143
FASTENAL CO	6,614
FEDEX CORP	26,487
FIFTH THIRD BANCORP	5,335
FIREEYE INC	2,193
FIRST AMERICAN FINANCIAL CORP	2,631
FIRST FINANCIAL NORTHWEST INC	713
FIVE9 INC	2,534
FLEETCOR TECHNOLOGIES, INC.	1,595
FLOOR & DECOR HOLDINGS INC	1,509
FLOTEK INDS INC DEL	1,956
FLUOR CORP	6,623
FMC CORP	3,749
FOOT LOCKER INC	3,008
FORD MOTOR CO	11,396
FORTINET INC	24,821
GARMIN LTD	2,522
GENERAC HOLDINGS INC	1,579
GENTHERM INC	17,544
GEOSPACE TECHNOLOGIES CORP	5,412
G-III APPAREL GROUP LTD	1,783
GILEAD SCIENCES INC	16,600
GOLDMAN SACHS GROUP INC	11,290
GRANITE CONSTRUCTION INC	7,221
GREENBRIER COMPANIES INC	2,825
GROUPON INC	690
HAMILTON LANE INC	4,561
HANCOCK WHITNEY CORP	1,331
HARSCO CORP	999
HAWAIIAN ELECTRIC INDUSTRIES INC	4,271
HCP INC	5,159
HEARTLAND EXPRESS INC	4,656
HERBALIFE NUTRITION LTD	8,673
HILL-ROM HOLDINGS, INC.	12,178
HOLLYFRONTIER CORP	2,447
HOMESTREET INC	1,007
HONEYWELL INTERNATIONAL INC	19,802
HOSPITALITY PROPERTIES TRUST	5,739
HP INC	23,502
HSBC HOLDINGS PLC	19,766
HUNTINGTON BANCSHARES INC	10,354
ICU MEDICAL INC	1,697
IDEXX LABORATORIES INC	3,246
ILLINOIS TOOL WORKS INC	1,976
ILLUMINA INC	18,720
IMPERVA INC	743
ING GROEP NV	11,811
INOGEN INC	4,394
INSIGHT ENTERPRISES INC	1,460
INSPERITY INC	3,539
INTEL CORP	33,339

LINE 10B - INVESTMENTS - CORPORATE STOCK, CON'T:

INTERNATIONAL BUSINESS MACHINES CORP	9,980
INTERNATIONAL PAPER CO	15,040
INTUITIVE SURGICAL INC	21,812
INVESCO LTD	9,312
IROBOT CORPORATION	20,115
JOHN BEAN TECHNOLOGIES CORP	1,074
JOHNSON & JOHNSON	49,327
JPMORGAN CHASE & CO	44,233
JPMORGAN CHASE & CO	14,159
JPMORGAN CHASE & CO	30,952
JPMORGAN CHASE & CO	24,064
KADANT INC	1,510
KAR AUCTION SERVICES INC	14,445
KEURIG DR PEPPER INC	12,628
KIMCO REALTY CORP	5,600
KINDER MORGAN INC	16,631
KLA-TENCOR CORP	3,051
KOHL'S CORP	5,144
KOPPERS HOLDINGS INC	12,958
LABORATORY CORP OF AMERICA HOLDINGS	7,295
LADDER CAPITAL CORP	3,320
LAM RESEARCH CORP	6,978
LANDSTAR SYSTEM INC	10,858
LAUREATE EDUCATION INC	1,976
LIBERTY BROADBAND CORP	2,445
LIBERTY PROPERTY TRUST	10,647
LIGAND PHARMACEUTICALS INC	2,470
LINDBLAD EXPEDITIONS HOLDINGS INC	2,067
LITTELFUSE INC	3,166
LOCKHEED MARTIN CORP	24,217
LOEWS CORP	4,270
LOUISIANA-PACIFIC CORP	2,225
LPL FINANCIAL HOLDINGS INC	2,774
LULULEMON ATHLETICA INC	4,387
LUMBER LIQUIDATORS	2,324
LYONDELLBASELL INDUSTRIES NV	13,429
M.D.C. HOLDINGS INC	1,361
MACQUARIE INFRASTRUCTURE CORP	5,859
MACY'S INC	14,482
MALIBU BOATS INC	1,532
MANHATTAN ASSOCIATES INC	1,747
MARATHON PETROLEUM CORP	3,199
MARKEL CORP	3,565
MARSH & MCLENNAN COMPANIES INC	33,088
MASIMO CORP	3,238
MASTEC INC	1,607
MASTERCARD INC	14,470
MATERIALISE NV	5,520
MAXIM INTEGRATED PRODUCTS INC	5,244
MCGRATH RENTCORP	1,689
MEDIDATA SOLUTIONS	15,835
MEDIFAST INC	2,216
MEDTRONIC PLC	19,674

LINE 10B - INVESTMENTS - CORPORATE STOCK, CON'T:

MERCK & CO INC	51,219
MERITOR INC	1,394
MERRILL LYNCH CAPITAL TRUST I	15,464
METLIFE INC	28,780
METLIFE INC	11,416
MGIC INVESTMENT CORP	1,784
MICRON TECHNOLOGY INC	11,579
MICROSOFT CORP	83,833
MIMEDX GROUP, INC.	2,144
MIX TELEMATICS LIMITED	6,137
MKS INSTRUMENTS INC	2,885
MOBILE MINI INC	1,886
MOELIS & COMPANY	877
MOLINA HEALTHCARE INC	6,989
MONARCH CASINO & RESORT INC	1,954
MONDELEZ INTERNATIONAL INC	14,005
MORGAN STANLEY	14,001
MORGAN STANLEY	19,466
MORGAN STANLEY	7,929
MORGAN STANLEY	8,351
MOSAIC CO	3,183
MOTOROLA SOLUTIONS INC	4,425
MSA SAFETY INC	2,342
MSCI INC	3,371
MURPHY USA INC	7,948
NANOMETRICS INC	1,501
NATIONAL GENERAL HOLDINGS CORP	993
NATIONAL INSTRUMENTS CORP	4,833
NAUTILUS INC	6,626
NETAPP INC	16,491
NEWFIELD EXPLORATION CO.	13,838
NICE LTD	15,225
NIKE INC	4,914
NISOURCE INC	1,794
NMI HOLDINGS INC	1,291
NORTHERN TRUST CORP	1,838
NORTHROP GRUMMAN CORP	9,838
NRG ENERGY INC	2,020
NUCOR CORP	3,046
NUVASIVE, INC.	2,981
NVIDIA CORP	21,639
OCCIDENTAL PETROLEUM CORP	16,270
OGE ENERGY CORP	11,804
OLD NATIONAL BANCORP	1,930
OMNICOM GROUP INC	4,081
ONE GAS INC	2,880
ONESPAN INC	3,658
OPEN TEXT CORPORATION	18,183
PACCAR INC	4,364
PANDORA MEDIA INC	8,026
PANHANDLE OIL AND GAS INC.	3,487
PARK HOTELS & RESORTS INC	4,365
PAYCOM SOFTWARE INC	1,710

LINE 10B - INVESTMENTS - CORPORATE STOCK, CON'T:

PAYLOCITY HOLDING CORP	2,570
PEABODY ENERGY CORP	2,424
PENN NATIONAL GAMING INC	2,370
PEPSICO INC	21,577
PFIZER INC	56,013
PGT INNOVATIONS INC	1,253
PHILIP MORRIS INTERNATIONAL INC	22,342
PHILLIPS 66	16,457
PINNACLE WEST CAPITAL CORP	3,642
PLANET FITNESS INC	3,080
PLANTRONICS INC	10,854
PLANTRONICS INC	1,990
PLEXUS CORP	12,170
PNC FINANCIAL SERVICES GROUP INC	11,576
PNC FINANCIAL SERVICES GROUP INC	5,672
PNC FINANCIAL SERVICES GROUP INC	5,409
POLARIS INDUSTRIES INC	8,783
POTLATCHDELTIC CORP	2,129
POWER INTEGRATIONS, INC	5,814
PRA HEALTH SCIENCES INC	3,085
PROCTER & GAMBLE CO	38,036
PROGRESSIVE CORP	11,580
PROLOGIS INC	13,626
PROOFPOINT INC	10,314
PROS HOLDINGS, INC.	5,253
PROTO LABS INC	11,322
PRUDENTIAL FINANCIAL INC	19,048
PS BUSINESS PARKS INC	5,505
PUBLIC STORAGE	5,283
PUBLIC STORAGE	11,279
QUALCOMM INC	17,719
QUIDEL CORP	912
RADIAN GROUP INC	1,406
RALPH LAUREN CORP	12,242
RAYONIER INC	2,434
RAYTHEON CO	23,353
REALPAGE, INC.	9,687
RED HAT INC	2,453
REGIONS FINANCIAL CORP	8,471
REGIONS FINANCIAL CORP	5,196
REPUBLIC SERVICES INC	10,681
ROCKWELL AUTOMATION INC	9,751
ROPER TECHNOLOGIES INC	2,962
ROYAL DUTCH SHELL PLC	18,513
RUSH ENTERPRISES INC	1,690
SABRE CORP	4,773
SAGE THERAPEUTICS INC	1,413
SANDERSON FARMS INC	10,544
SCE TR VI 5% TR PREF SECS 06/26/22 @ 25.00	10,714
SCHLUMBERGER LTD	10,478
SCHNEIDER NATIONAL INC	2,873
SCHWAB U.S. TREASURY MONEY FUND	11,247
SCIENCE APPLICATIONS INTERNATIONAL CORP	1,531

LINE 10B - INVESTMENTS - CORPORATE STOCK, CON'T:

SENIOR HOUSING PROPERTIES TRUST	5,250
SERVICE CORP INTERNATIONAL	3,580
SHUTTERFLY INC	988
SILICON LABORATORIES INC	1,377
SLEEP NUMBER CORP	16,551
SPECTRUM BRANDS HOLDINGS INC	10,461
SPS COMMERCE INC	1,886
SPS COMMERCE, INC.	7,046
STAMPS.COM INC	26,240
STAMPS.COM INC	1,357
STARBUCKS CORP	8,753
STARWOOD PROPERTY TRUST INC	5,186
STATE STREET CORPORATION	7,592
STATE STREET CORPORATION	13,393
STEEL DYNAMICS INC	7,953
STRATASYS LTD.	1,664
STRATEGIC EDUCATION INC.	7,674
STRYKER CORP	4,620
SUNTRUST BANKS INC	11,955
SUPER MICRO COMPUTER, INC.	6,698
SURMODICS INC	6,644
SVB FINANCIAL GROUP	1,865
SYNAPTICS INC	9,124
SYNOPSIS INC	6,114
T. ROWE PRICE GROUP INC	8,189
TACTILE SYSTEMS TECHNOLOGY INC	1,421
TARGET CORP	7,762
TELEDYNE TECHNOLOGIES INC	5,180
TESARO INC	7,841
TEXAS CAPITAL BANCSHARES INC	827
TEXAS INSTRUMENTS INC	13,733
THE BRINK'S COMPANY	14,368
THE CHEMOURS CO	2,761
THE HANOVER INSURANCE GROUP INC	3,824
THE HARTFORD FINANCIAL SERVICES GROUP INC	9,642
THE HERSHEY CO	9,894
THE HOME DEPOT INC	66,495
THE KROGER CO	2,765
THE MEET GROUP INC	1,183
THE MIDDLEBY CORPORATION	18,885
THE TIMKEN COMPANY	15,204
THE TRAVELERS COMPANIES INC	8,950
THE ULTIMATE SOFTWARE GROUP	9,988
THOMSON REUTERS CORP	12,699
THOR INDUSTRIES, INC.	8,621
T-MOBILE US INC	9,685
TOPBUILD CORP	1,591
TOTAL SYSTEM SERVICES INC	8,492
TRANSDIGM GROUP INC	3,723
TRAVELPORT WORLDWIDE	7,355
TREX INC	26,868
TRIMBLE INC	3,781
TRINET GROUP INC	4,168

LINE 10B - INVESTMENTS - CORPORATE STOCK, CON'T:

TRINITY INDUSTRIES, INC.	12,494
TRISTATE CAPITAL HOLDINGS INC	1,159
TYLER TECHNOLOGIES INC	2,696
UGI CORP	7,601
ULTRA PETROLEUM CORP	1,544
UNIFIRST CORP	1,737
UNITED RENTALS INC	3,272
UNITEDHEALTH GROUP INC	40,970
URBAN OUTFITTERS INC	3,231
US BANCORP	26,563
US BANCORP	30,607
VAIL RESORTS INC	6,312
VEEVA SYSTEMS INC	2,286
VENTAS INC	13,758
VERINT SYSTEMS INC	3,206
VERIZON COMMUNICATIONS INC	23,492
VERIZON COMMUNICATIONS INC	13,188
VERSUM MATERIALS INC	5,510
VIASAT, INC.	7,098
VIRTUSA CORP	3,491
VISA INC	10,806
VISHAY INTERTECHNOLOGY INC	1,119
W.P. CAREY INC	7,267
W.W. GRAINGER INC	13,582
WABCO HOLDINGS INC	4,600
WALMART INC	33,056
WALT DISNEY CO	11,928
WEC ENERGY GROUP INC	1,936
WELLCARE HEALTH PLANS INC	4,487
WELLS FARGO & CO	26,595
WELLS FARGO & CO	10,995
WESTERN DIGITAL CORP	1,932
WEX INC	2,610
WOODWARD INC	5,498
XYLEM INC	5,351
ZIONS BANCORP NA	5,567
ZUMIEZ INC.	3,030
LINE 10B - INVESTMENTS - CORPORATE STOCK - TOTAL	4,408,245

LINE 10C - INVESTMENTS - CORPORATE BONDS:

AGILENT TECHNOLOGIES INC NOTE 3.20000% 10/01/2022 CALL MAKE WHOLE	24,571
AMERICAN INTL GROUP BOND 03.37500% 08/15/2020	12,007
CA INC NOTE 05.37500% 12/01/2019MAKE WHOLE	15,332
CHURCH & DWIGHT INC NOTE CALL MAKE WHOLE 2.45000% 08/01/2022	23,983
CMS ENERGY CORP NOTE CALL MAKE WHOLE 5.05000% 03/15/2022	15,664
CMS ENERGY CORP NOTE CALL MAKE WHOLE 6.25000% 02/01/2020	10,390
CORN PRODS INTL INC NOTE CALL MAKE WHOLE 4.62500% 11/01/2020	25,527
COSTCO WHOLESALE CORP NEW SR NOTE B/E	10,852
DR PEPPER SNAPPLE GROUP INC 3.20000% 11/15/2021 CALL MAKE WHOLE ISIN #US26138EAP43 SEDOL #B703KS5	24,638
FIDELITY NATL INFORMATION SVCS INC FXD RT SR NT 2.250% 08/15/21 B/E DTD 08/16/16 CLB	19,312
FNMA GTD MTG PASS THRU CTFS POOL # AE0949 4.000% 02/01/41 B/E DTD 02/01/11	11,869
INGERSOL RAND LUXEMBOURG FIN 2.62500% 05/01/2020 SR GLOBL NT	24,760
JPMORGAN CHASE & CO SR NT 4.25000% 10/15/2020	12,232

LINE 10C - INVESTMENTS - CORPORATE BONDS, CON'T:

KELLOGG COMPANY 3.125%22 DUE 05/17/22	9,853
LABORATORY CORP AMER HLDGS NOTE 2.62500% 02/01/2020 CALL MAKE WHOLE	14,906
MONDELEZ INTL INC NOTE 1.27650% 02/01/2019	10,013
RYDER SYS INC MEDIUM TERM NTS FXD RT SR NT 2.800% 03/01/22 B/E DTD 02/24/17 CLB	24,375
THERMO FISHER SCIENTIFIC	25,666
TOTAL CAPITAL SR GBL BD 2.12500% 01/10/2019	11,950
VERIZON COMMUNICATIONS INC NT	19,594
XILINX INC BOND CALL MAKE WHOLE 2.12500% 03/15/2019 ISIN #US983919AG66 SEDOL #BKJL702	19,965
LINE 10C - INVESTMENTS - CORPORATE BONDS - TOTAL	367,457

LINE 12 - INVESTMENTS - MORTGAGE LOANS

FEDL HOME LN MTG CRP POOL #G08572 3.50000% 02/01/2044	4,454
FEDL NATL MTG ASSN POOL #AH3431 3.50000% 01/01/2026	9,945
FEDL NATL MTG ASSN POOL #AI1886 4.50000% 05/01/2041	26,225
FEDL NATL MTG ASSN POOL #AJ7689 4.00000% 12/01/2041	14,005
FEDL NATL MTG ASSN POOL #AL0145 4.50000% 08/01/2040	3,433
FEDL NATL MTG ASSN POOL #AU3742 3.50000% 08/01/2043	15,612
FEDL NATL MTG ASSN POOL #AA7681 4.50000% 06/01/2039	2,048
FEDL NATL MTG ASSN POOL #MA1133 3.50000% 08/01/2042	8,979
FEDL NATL MTG ASSN POOL #MA1459 3.00000% 06/01/2033	5,420
FEDL NATL MTG ASSN POOL #MA1490 3.00000% 07/01/2033	12,844
FEDL NATL MTG ASSN POOL #MA1980 3.50000% 08/01/2044	4,054
LINE 12 - INVESTMENTS - MORTGAGE LOANS - TOTAL	107,019

LINE 13 - INVESTMENTS - OTHER

AKRE FOCUS FUND	456,186
DEEP VALUE ETF	321,503
DOUBLELINE CORE FIXED INCOME FUND	225,046
DOUBLELINE TOTAL RETURN BOND FUND	1,232,941
FMI INTERNATIONAL	681,691
GQG PARTNERS EMERGING MARKETS EQUITY INST	402,749
ISHARES CORE MODERATE ALLOCATION ETF	341,958
LONGLEAF PARTNERS INTERNATIONAL	441,651
MATTHEWS ASIA DIVIDEND FUND	394,228
MATTHEWS ASIA SMALL COMPANIES FUND	152,736
MULTI-STRATEGY SEGREGATED PORTFOLIO	769,642
PINEHURST INSTITUTIONAL LTD.	786,528
SCHWAB FUNDAMENTAL US LARGE CO INDEX	988,463
VANGUARD INFLATION PROTECTED FUND	299,990
WELLS FARGO ADVANTAGE ABSOLUTE RETURN FUND	420,535
LINE 13 - INVESTMENTS - OTHER - TOTAL	7,915,847