

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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

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

OMB No 1545-0052
2018
Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018 , and ending 12-31-2018

Name of foundation THE BRACKTHORN FOUNDATION		A Employer identification number 36-3668992	
Number and street (or P O box number if mail is not delivered to street address) 1802 W BERTEAU AVE SUITE 205	Room/suite	B Telephone number (see instructions) (773) 871-1466	
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60613		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 checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input 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) ▶ \$ <u>214,093</u>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>			

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(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)	0			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	35	35		
	4 Dividends and interest from securities	4,352	4,352		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,963			
	b Gross sales price for all assets on line 6a <u>49,699</u>				
	7 Capital gain net income (from Part IV, line 2)		2,963		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	7,350	7,350			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	492	492		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	25	25		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	517	517		0
	25 Contributions, gifts, grants paid	18,763			18,763
26 Total expenses and disbursements. Add lines 24 and 25	19,280	517		18,763	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-11,930				
b Net investment income (if negative, enter -0-)		6,833			
c Adjusted net income (if negative, enter -0-)					

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	100,267	85,564	85,564
	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) ▶ _____ 19,000 Less allowance for doubtful accounts ▶ _____ 0	19,000	19,000	19,000
	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)	111,775	114,548	109,529
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	231,042	219,112	214,093	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0	0	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29 Retained earnings, accumulated income, endowment, or other funds	231,042	219,112		
30 Total net assets or fund balances (see instructions)	231,042	219,112		
31 Total liabilities and net assets/fund balances (see instructions) .	231,042	219,112		

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	231,042
2 Enter amount from Part I, line 27a	2	-11,930
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	219,112
5 Decreases not included in line 2 (itemize) ▶ _____	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	219,112

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, donor advised funds, public inspection requirements, and books in care.

Located at 1802 W BERTEAU AV SUITE 205 CHICAGO IL ZIP+4 60613

15 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.

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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

5a During the year did the foundation pay or incur any amount to
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
(3) Provide a grant to an individual for travel, study, or other similar purposes?
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?
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.
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?
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?

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

Table with 5 columns: (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. Includes entries for SCOTT BRAINERD, STUART W BRAINERD, and ELISE PASCHEN.

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

Table with 5 columns: (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. Includes a 'Total number of other employees paid over \$50,000' row.

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, 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)

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

	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
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))

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
See Additional Data Table

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 e-mail address of the person to whom applications should be addressed
STUART BRAINERD
1802 W BERTEAU SUITE 205
CHICAGO, IL 60613
(773) 871-1466

b The form in which applications should be submitted and information and materials they should include
NO RESTRICTIONS AS TO 2B, 2C, AND 2D

c Any submission deadlines
NONE

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

Part 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)				
a <i>Paid during the year</i> See Additional Data Table				
Total				▶ 3a
b <i>Approved for future payment</i>				
Total				▶ 3b

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 AMERICAN CENTURY GOV'T BOND	P	2014-05-15	2018-09-25
1 BRIDGEWAY FD INC	P	2014-05-15	2018-09-25
BUFFALO FDS MID CAP	P	2014-05-15	2018-09-25
DODGE & COX STOCK FUND	P	2014-05-15	2018-09-25
JANUS HENDERSON SHORT-TERM BOND	P	2014-05-15	2018-09-25
NORTHERN FDS SMALL CAP	P	2014-05-15	2018-09-25
PIMCO REAL RETURN	P	2014-05-15	2018-09-25
PRIMECAP ODYSSEY	P	2016-01-08	2018-09-25
TCW FUNDS	P	2016-06-28	2018-09-25
THORNBURG INT'L	P	2014-05-15	2018-09-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,961		5,209	-248
3,873		2,744	1,129
2,905		3,235	-330
4,239		3,366	873
2,064		2,131	-67
500		411	89
2,635		2,739	-104
1,377		894	483
950		970	-20
2,641		2,855	-214

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-248
			1,129
			-330
			873
			-67
			89
			-104
			483
			-20
			-214

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
TROWE PRICE EMERGING MARKETS	P	2014-05-15	2018-09-25
1 TROWE PRICE EQUITY INCOME I	P	2014-05-15	2018-09-25
TROWE PRICE HIGH YIELD I	P	2016-01-08	2018-09-25
TROWE PRICE INSTL FLOATING RATE	P	2014-05-15	2018-09-25
TROWE PRICE SHORT-TERM BOND I	P	2014-05-15	2018-09-25
ARTISIAN MID CAP	P	2014-05-15	2018-09-28
PIMCO REAL RETURN	P	2014-05-15	2018-09-28
AQR	P	2014-05-15	2018-09-28
BLACKROCK TOTAL RETURN	P	2014-10-14	2018-09-28
TROWE PRICE EMERGING MARKETS	P	2014-05-15	2018-09-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,222		2,606	616
3,695		3,510	185
4,802		4,595	207
990		980	10
2,077		2,138	-61
592		598	-6
49		51	-2
390		434	-44
789		835	-46
40		32	8

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			616
			185
			207
			10
			-61
			-6
			-2
			-44
			-46
			8

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
DODGE & COX FUNDS INT'L	P	2014-05-15	2018-09-28
1 TEMPLETON GLOBAL	P	2014-05-15	2018-09-28
TCW FUNDS	P	2016-06-28	2018-09-28
METROPOLITAN WEST	P	2014-05-15	2018-09-28
TROWE PRICE BLUE CHIP	P	2014-05-15	2018-10-05
TROWE PRICE INSTL FLOATING RATE	P	2016-06-28	2018-10-05
TROWE PRICE EQUITY INCOME I	P	2014-05-15	2018-10-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
109		95	14
1,293		1,374	-81
120		121	-1
571		599	-28
1,255		746	509
2,423		2,399	24
1,137		1,069	68

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			14
			-81
			-1
			-28
			509
			24
			68

Form 990PF Part XV Line 1b - 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.

SCOTT BRAINERD

STUART W BRAINERD

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
AMERICAN FRIENDS OF THE NATIONAL GALLERY LONDON 275 MADISON AVENUE 6TH FL NEW YORK, NY 10016	NONE	PUBLIC CHARITY	CHARITABLE	3,000
BARD COLLEGE FUNDPO BOX 5000 ANNANDALEONHUDSON, NY 12504	NONE	PUBLIC CHARITY	CHARITABLE	100
FINE LINE ART37W570 BOLCUM RD ST CHARLES, IL 60175	NONE	PUBLIC CHARITY	CHARITABLE	193
Total ▶ 3a				18,763

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
GIORDANO DANCE 1754 N CLARK ST CHICAGO, IL 60614	NONE	PUBLIC CHARITY	CHARITABLE	2,500
GOSHEN CANCER CARE 200 HIGH PARK AVENUE GOSHEN, IN 46526	NONE	PUBLIC CHARITY	CHARITABLE	5,000
GRAYWOLF PRESS 250 THIRD AVENUE N MINNEAPOLIS, MN 55401	NONE	PUBLIC CHARITY	CHARITABLE	500
Total ▶ 3a				18,763

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
LOOKING GLASS THEATRE 821 N MICHIGAN AVE CHICAGO, IL 60611	NONE	PUBLIC CHARITY	CHARITABLE	5,650
MAGDALENE COLLEGE MAGDALENE STREET CAMBRIDGE, CB3 0AG UK	NONE	PUBLIC CHARITY	CHARITABLE	500
PING PROVIDING INSTRUMENTS FOR THE NEXT GENERATION PO BOX 1963 OAK PARK, IL 60304	NONE	PUBLIC CHARITY	CHARITABLE	200
Total ▶ 3a				18,763

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
POETRY SOCIETY OF AMERICA 15 GRAMERCY PARK NEW YORK, NY 10003	NONE	PUBLIC CHARITY	CHARITABLE	500
PROSTATE CANCER FOUNDATION 1250 FOURTH STREET SANTA MONICA, CA 90401	NONE	PUBLIC CHARITY	CHARITABLE	200
SARAH'S INN311 HARRISON ST OAK PARK, IL 60304	NONE	PUBLIC CHARITY	CHARITABLE	270
Total ▶ 3a				18,763

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
THE LEUKEMIA OF LYMPHOMA SOCIETY 954 W WASHINGTON BLVD STE 305 CHICAGO, IL 60607	NONE	PUBLIC CHARITY	CHARITABLE	150
Total			▶ 3a	18,763

TY 2018 Accounting Fees Schedule**Name:** THE BRACKTHORN FOUNDATION**EIN:** 36-3668992

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	492	492		0

TY 2018 Investments Corporate Stock Schedule**Name:** THE BRACKTHORN FOUNDATION**EIN:** 36-3668992**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INVESTMENTS	114,548	109,529

TY 2018 Taxes Schedule**Name:** THE BRACKTHORN FOUNDATION**EIN:** 36-3668992

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
IL CHARITY BUREAU	25	25		0