



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2008

Department of the Treasury
Internal Revenue Service (77)

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

For calendar year 2008, or tax year beginning 10/01, 2008, and ending 9/30, 2009

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

Use the IRS label. Otherwise, print or type. See Specific Instructions	CLARENCE S. BROOKS FOUNDATION 8501 WILSHIRE BL, #330 BEVERLY HILLS, CA 90211-3118	A Employer identification number 20-1835676
		B Telephone number (see the instructions) (310) 657-7711
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	C If exemption application is pending, check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 17,817,147.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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 the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)				
2 <input checked="" type="checkbox"/> If the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	2,289.	2,289.		
4 Dividends and interest from securities	588,132.	588,132.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-2,131,200.			
b Gross sales price for all assets on line 6a	17,133,095.			
7 Capital gain net income (from Part IV, line 2)		0.		
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/(loss) (att sch)				
11 Other income (attach schedule)	374,292.	374,292.		
12 Total. Add lines 1 through 11	-1,166,487.	964,713.	0.	
13 Compensation of officers, directors, trustees, etc.	399,960.	100,000.		220,000.
14 Other employee salaries and wages	42,000.	28,900.		6,800.
15 Pension plans - employee benefits				
16a Legal fees (attach schedule)	18,567.			18,567.
b Accounting fees (attach sch)	33,782.	23,782.		10,000.
c Other prof fees (attach sch)	154,842.	154,842.		
17 Interest				
18 Taxes (attach schedule)	45,468.	22,854.		9,210.
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	17,417.			17,417.
22 Printing and publications				
23 Other expenses (attach schedule)	21,802.	14,251.		5,275.
24 Total operating and administrative expenses. Add lines 13 through 23	733,838.	344,629.		287,269.
25 Contributions, gifts, grants paid PART XV	9,856,500.			9,856,500.
26 Total expenses and disbursements. Add lines 24 and 25	10,590,338.	344,629.	0.	10,143,769.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-11,756,825.			
b Net investment income (if negative, enter 0-)		620,084.		
c Adjusted net income (if negative, enter -0-)			0.	

SCANNED AUG 12 2010
 ADMINISTRATIVE EXPENSES

RECEIVED
 AUG 9 2010
 SEE STATEMENT 1
 SEE ST 2
 SEE ST 3
 SEE ST 4
 SEE STMT 5
 SEE STATEMENT 6

6419

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	13,313.	3,543.	3,543.
	2	Savings and temporary cash investments	795,990.	259,513.	259,513.
	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 the instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) STATEMENT 7	8,394,696.	5,532,300.	5,651,889.
	c	Investments – corporate bonds (attach schedule) STATEMENT 8	4,106,356.	1,686,903.	1,448,327.
	11	Investments – land, buildings, and equipment: basis 1,510,000.			
	Less accumulated depreciation (attach schedule) SEE STMT 9	1,510,000.	1,510,000.	825,000.	
12	Investments – mortgage loans				
13	Investments – other (attach schedule) STATEMENT 10	17,614,740.	11,880,502.	9,606,807.	
14	Land, buildings, and equipment: basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe SEE STATEMENT 11)	30,000.	22,068.	22,068.	
16	Total assets (to be completed by all filers – see instructions Also, see page 1, item l)	32,465,095.	20,894,829.	17,817,147.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe SEE STATEMENT 12)		12,370.	
	23	Total liabilities (add lines 17 through 22)	0.	12,370.	
NET FUND	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
ASSETS OR	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	26	Permanently restricted			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	32,465,095.	20,882,459.	
	30	Total net assets or fund balances (see the instructions)	32,465,095.	20,882,459.	
31	Total liabilities and net assets/fund balances (see the instructions)	32,465,095.	20,894,829.		

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	32,465,095.
2	Enter amount from Part I, line 27a	2	-11,756,825.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 13	3	174,189.
4	Add lines 1, 2, and 3	4	20,882,459.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	20,882,459.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE STATEMENT 14			
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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	[If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	-2,131,200.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	-205,615.
If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8			

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2007	5,042,987.	29,023,551.	0.173755
2006	4,377,716.	40,087,484.	0.109204
2005	599,033.	36,729,755.	0.016309
2004		3,462,238.	
2003			

2 Total of line 1, column (d)	2	0.299268
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.074817
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	15,519,965.
5 Multiply line 4 by line 3	5	1,161,157.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,201.
7 Add lines 5 and 6	7	1,167,358.
8 Enter qualifying distributions from Part XII, line 4	8	10,143,769.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling letter: _____ (attach copy of ruling letter if necessary – see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	6,201.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3 Add lines 1 and 2	3	6,201.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	6,201.
6 Credits/Payments		
a 2008 estimated tax pmts and 2007 overpayment credited to 2008	6a	22,068.
b Exempt foreign organizations – tax withheld at source	6b	13,224.
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d	7	35,292.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	29,091.
11 Enter the amount of line 10 to be Credited to 2009 estimated tax 6,400. Refunded	11	22,691.

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) N/A		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G?</i> <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

BAA

Form 990-PF (2008)

Part VII-A Statements Regarding Activities *Continued*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address		X	
14 The books are in care of ▶ <u>JEFFREY RATNER</u> Telephone no ▶ <u>(310) 657-7711</u> Located at ▶ <u>8501 WILSHIRE BL, #330 BEVERLY HILLS CA</u> ZIP + 4 ▶ <u>90211-3128</u>				
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	N/A		<input type="checkbox"/> N/A
			15	N/A

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

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

	Yes	No
1 a During the year did the 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 type="checkbox"/> Yes	<input checked="" 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here		N/A
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 2008?		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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	<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 the instructions)		N/A
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__		
3 a 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 2008 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 2008)		N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2008?		X

BAA

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc. organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A Yes No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b X

If you answered 'Yes' to 6b, also file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JEFFREY RATNER 8501 WILSHIRE BL, #330 BEVERLY HILLS, CA 90211-3118	PRESIDENT 40.00	274,980.	0.	0.
IRENE GELFEN 8501 WILSHIRE BL, #330 BEVERLY HILLS, CA 90211-3118	SECRETARY 40.00	124,980.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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		

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 N/A	
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 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶ 0.	

BAA

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	10,064,790.
b	Average of monthly cash balances	1b	224,421.
c	Fair market value of all other assets (see instructions)	1c	5,467,099.
d	Total (add lines 1a, b, and c)	1d	15,756,310.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	15,756,310.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	236,345.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,519,965.
6	Minimum investment return. Enter 5% of line 5	6	775,998.

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	775,998.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	6,201.
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	6,201.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	769,797.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	769,797.
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	769,797.

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	10,143,769.
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	10,143,769.
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	6,201.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	10,137,568.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				769,797.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only			0.	
b Total for prior years: 20 ____, 20 ____, 20 ____		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006	916,104.			
e From 2007	3,622,329.			
f Total of lines 3a through e	4,538,433.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 10,143,769.				
a Applied to 2007, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2008 distributable amount				769,797.
e Remaining amount distributed out of corpus	9,373,972.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	13,912,405.			
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		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2007 Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	13,912,405.			
10 Analysis of line 9				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006	916,104.			
d Excess from 2007	3,622,329.			
e Excess from 2008	9,373,972.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, 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)

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

	Tax year		Prior 3 years		(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter.					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))
NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
NONE

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed

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)				
a Paid during the year SEE STATEMENT 15				
Total				▶ 3a 9,856,500.
b Approved for future payment				
Total				▶ 3b

CLIENT 02088

CLARENCE S. BROOKS FOUNDATION

20-1835676

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	\$ 374,292.	\$ 374,292.	
TOTAL	\$ 374,292.	\$ 374,292.	0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LAW OFFICES OF ROBERT L.DAILY	\$ 18,567.			\$ 18,567.
TOTAL	\$ 18,567.	\$ 0.	\$ 0.	\$ 18,567.

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 15,232.	\$ 9,232.		\$ 6,000.
AUDIT FEES	18,550.	14,550.		4,000.
TOTAL	\$ 33,782.	\$ 23,782.	\$ 0.	\$ 10,000.

STATEMENT 4
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES-COLCHESTER FUND	\$ 8,804.	\$ 8,804.		
MANAGEMENT FEES-DISCIPLINED GROWTH	7,420.	7,420.		
MANAGEMENT FEES-EQUITY INVESTMENT CORP	9,378.	9,378.		
MANAGEMENT FEES-GRYPHON INTL FUND	18,540.	18,540.		
MANAGEMENT FEES-INTERNATIONAL EQUITY	1,709.	1,709.		
MANAGEMENT FEES-NEWGATE FUND	9,883.	9,883.		
MANAGEMENT FEES-PRESIDIO WEALTH MGMT	78,891.	78,891.		
MANAGEMENT FEES-SOUTHERN SUN	6,184.	6,184.		
MANAGEMENT FEES-WEDGEWOOD	7,207.	7,207.		

CLIENT 02088

CLARENCE S. BROOKS FOUNDATION

20-1835676

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES-WENTWORTH INTERNATIONAL	\$ 6,826.	\$ 6,826.		
TOTAL	\$ 154,842.	\$ 154,842.	\$ 0.	\$ 0.

STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CORPORATE TAXES-CA	\$ 160.			\$ 160.
EXCISE TAX	7,800.	\$ 7,800.		
PAYROLL TAXES	22,454.			9,050.
PROPERTY TAXES-VISTA STR.	15,054.	15,054.		
TOTAL	\$ 45,468.	\$ 22,854.	\$ 0.	\$ 9,210.

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	\$ 20.			
DUES & SUBSCRIPTIONS	863.			\$ 863.
FILING & CORPORATE FEES-CA SOS	25.			
INSURANCE	12,819.	\$ 10,669.		2,150.
LANDSCAPING-VISTA PROP	2,350.	2,350.		
MESSENGER SERVICE	23.			23.
OFFICE EXP.	4,052.			1,896.
PARKING	247.			247.
POSTAGE	96.			96.
REPAIRS & MAINTENANCE-VISTA STR.	1,195.	1,195.		
STATIONERY & PRINTING	75.			
UTILITIES-VISTA STR.	37.	37.		
TOTAL	\$ 21,802.	\$ 14,251.	\$ 0.	\$ 5,275.

CLIENT 02088

CLARENCE S. BROOKS FOUNDATION

20-1835676

STATEMENT 7
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
CHARLES SCHWAB-CORPORATE STOCKS	COST	\$ 5,532,300.	\$ 5,651,889.
	TOTAL	<u>\$ 5,532,300.</u>	<u>\$ 5,651,889.</u>

STATEMENT 8
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

<u>CORPORATE BONDS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
SCHWAB-BOND FUNDS	COST	\$ 1,686,903.	\$ 1,448,327.
	TOTAL	<u>\$ 1,686,903.</u>	<u>\$ 1,448,327.</u>

STATEMENT 9
FORM 990-PF, PART II, LINE 11
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

<u>CATEGORY</u>	<u>BASIS</u>	<u>ACCUM. DEPREC.</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
BUILDINGS	\$ 1,510,000.	\$ 0.	\$ 1,510,000.	\$ 0.
LAND	0.	0.	0.	825,000.
TOTAL	<u>\$ 1,510,000.</u>	<u>\$ 0.</u>	<u>\$ 1,510,000.</u>	<u>\$ 825,000.</u>

STATEMENT 10
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

<u>OTHER SECURITIES</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
MUTUAL FUNDS INVESTMENTS	COST	\$ 11,880,502.	\$ 9,606,807.
	TOTAL	<u>\$ 11,880,502.</u>	<u>\$ 9,606,807.</u>

CLIENT 02088

CLARENCE S. BROOKS FOUNDATION

20-1835676

STATEMENT 11
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
PREPAID EXCISE TAX	\$ 22,068.	\$ 22,068.
TOTAL	<u>\$ 22,068.</u>	<u>\$ 22,068.</u>

STATEMENT 12
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

PAYROLL TAX PAYABLE	\$ 12,370.
TOTAL	<u>\$ 12,370.</u>

STATEMENT 13
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

PRIOR YEAR ADJ	\$ 174,189.
TOTAL	<u>\$ 174,189.</u>

STATEMENT 14
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	SILVER GREEK OFFSHORE FUND	PURCHASED	9/30/2005	7/31/2009
2	TELESIS OFFSHORE FUND	PURCHASED	VARIOUS	10/28/2008
3	SOUTHERNSUN ASSET MANAGEMENT	PURCHASED	VARIOUS	VARIOUS
4	SOUTHERNSUN ASSET MANAGEMENT	PURCHASED	VARIOUS	10/10/2009
5	PIMCO REAL RETURN FUND	PURCHASED	VARIOUS	VARIOUS
6	PIMCO REAL RETURN FUND	PURCHASED	VARIOUS	VARIOUS
7	WEDGEWOOD PARTNERS	PURCHASED	VARIOUS	VARIOUS
8	WEDGEWOOD PARTNERS	PURCHASED	VARIOUS	VARIOUS
9	WENTWORTH INTERNATIONAL	PURCHASED	VARIOUS	VARIOUS
10	WENTWORTH INTERNATIONAL	PURCHASED	VARIOUS	VARIOUS
11	EQUITY INVESTMENT CORPORATION	PURCHASED	VARIOUS	VARIOUS
12	EQUITY INVESTMENT CORPORATION	PURCHASED	VARIOUS	VARIOUS
13	HARDING LOEVNER	PURCHASED	9/30/2005	VARIOUS
14	SEIX HIGH YIELD	PURCHASED	VARIOUS	VARIOUS
15	SEIX HIGH YIELD	PURCHASED	VARIOUS	VARIOUS
16	PIMCO TOTAL RETURN FUND	PURCHASED	4/15/2008	VARIOUS
17	DISCIPLINED GROWTH INVESTORS	PURCHASED	VARIOUS	VARIOUS
18	DISCIPLINED GROWTH INVESTORS	PURCHASED	VARIOUS	VARIOUS
19	LONGLEAF PARTNERS	PURCHASED	VARIOUS	VARIOUS
20	INTERNATIONAL EQUITY	PURCHASED	VARIOUS	9/10/2009

CLIENT 02088

CLARENCE S. BROOKS FOUNDATION

20-1835676

STATEMENT 14 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	233,390.		225,000.	8,390.				\$ 8,390.
2	1234983.		1112722.	122,261.				122,261.
3	732,196.		1211626.	-479,430.				-479,430.
4	451,387.		624,202.	-172,815.				-172,815.
5	121,066.		129,552.	-8,486.				-8,486.
6	1933698.		2320455.	-386,757.				-386,757.
7	1267914.		1189839.	78,075.				78,075.
8	1529346.		1516837.	12,509.				12,509.
9	114,449.		94,688.	19,761.				19,761.
10	915,584.		810,568.	105,016.				105,016.
11	1453006.		1406594.	46,412.				46,412.
12	1286105.		1671148.	-385,043.				-385,043.
13	475,000.		476,317.	-1,317.				-1,317.
14	1095017.		1349335.	-254,318.				-254,318.
15	292,369.		341,919.	-49,550.				-49,550.
16	1199950.		1301956.	-102,006.				-102,006.
17	341,771.		272,008.	69,763.				69,763.
18	1003253.		1530484.	-527,231.				-527,231.
19	607,950.		952,383.	-344,433.				-344,433.
20	844,661.		726,662.	117,999.				117,999.
								TOTAL \$ -2131200.

STATEMENT 15
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
JEWISH EDUCATIONAL TRADE SCHOOL 16601 RINALDI STREET GRANADA HILLS, CA 91344	NONE	PUBLIC	EDUCATIONAL	\$ 2,000,000.
JEWISH EDUCATIONAL MOVEMENT 9930 LITTLE SANTA MONICA BEVERLY HILLS, CA 90212	NONE	PUBLIC	EDUCATIONAL	1,400,000.
ASSOCIATION OF SMALL FOUNDATIONS 1720 N STREET, NW WASHINGTON, DC 20036	NONE	PUBLIC	EDUCATIONAL	1,500.
FRIENDS OF ARAD P.O. BOX 190162 BROOKLYN, NY 11219	NONE	PUBLIC	EDUCATIONAL	100,000.

CLIENT 02088

CLARENCE S. BROOKS FOUNDATION

20-1835676

STATEMENT 15 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
FRIENDS OF BINYAN HAOLAM 1303 53RD STREET, SUITE 254 BROOKLYN, NY 11219	NONE	PUBLIC	EDUCATIONAL	\$ 40,000.
AMERICAN FRIENDS OF TIFERET MOSHE BETZA 1368 44TH STREET BROOKLYN, NY 11219	NONE	PUBLIC	EDUCATIONAL	700,000.
AMERICAN TORAH RELIEF CENTER 1348 47TH STREET BROOKLYN, NY 11219	NONE	PUBLIC	EDUCATIONAL	360,000.
CHABAD LUBAVITCH OF GREATER FORT LAUDERD 3500 N.OCEAN BLVD, FT.LAUDERDALE, FL 33308	NONE	PUBLIC	EDUCATIONAL	200,000.
CHABAD OF NEW MEXICO 400 SAN PEDRO NE ALBUQUURQUE, NM 87110	NONE	PUBLIC	EDUCATIONAL	130,000.
CHABAD OF PORT WASHINGTON 80 SHORE RD PORT WASHINGTON, NY 11050	NONE	PUBLIC	EDUCATIONAL	250,000.
FRIENDS OF MOSDOT GOOR, INC 1310 48TH STREET BROOKLYN , NY 11219	NONE	PUBLIC	EDUCATIONAL	500,000.
FRIENDS OF TZEIREI CHABAD IN ISRAEL, INC 737 EASTERN PARKWAY BROOKLYN , NY 11213	NONE	PUBLIC	EDUCATIONAL	1,000,000.
JEWISH VOCATIONAL SERVICE 6505 WILSHIRE BLVD, SUITE 200 LOS ANGELES, CA 90048	NONE	PUBLIC	EDUCATIONAL	100,000.
KOLEL NACHLAS YISROEL MOSHE 1286 52ND STREET BROOKLYN, NY 11219	NONE	PUBLIC	EDUCATIONAL	970,000.
MACHON CHANA WOMEN'S INSTITUTE 556 CROWN STREET BROOKLYN , NY 11213	NONE	PUBLIC	EDUCATIONAL	500,000.

CLIENT 02088

CLARENCE S. BROOKS FOUNDATION

20-1835676

STATEMENT 15 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
MOSDOS BNOS FRIMA 1377 42ND STREET BROOKLYN, NY 11219	NONE	PUBLIC	EDUCATIONAL	\$ 750,000.
CONGREGATION OHEL CHABAD LUBAVITCH 226-20 FRANCIS LEWIS BLVD CAMBRIA HEIGHTS, NY 11411	NONE	PUBLIC	EDUCATIONAL	50,000.
UNITED JEWISH FUND 6505 WILSHIRE BLVD, #1000 LOS ANGELES, CA 90048	NONE	PUBLIC	EDUCATIONAL	5,000.
YESHIVA MINCHAS ELUZAR 4706 14TH AVENUE BROOKLYN, NY 11219	NONE	PUBLIC	EDUCATIONAL	800,000.
			TOTAL	\$ <u>9,856,500.</u>

CLIENT 02088

CLARENCE S. BROOKS FOUNDATION

20-1835676

**ESTIMATES
FOREIGN ORGANIZATIONS TAX WITHHELD**

SOUTHERN ASSET MANAGEMENT	\$	15.
WENTWORTH INTERNATIONAL		1,893.
EQUITY INVESTMENT CORPORATION		704.
DISCIPLINED GROWTH INVESTORS		26.
NEWGATE INV. TRUST		1,912.
GRYPHON GROWTH FUND		8,674.
TOTAL	\$	<u>13,224.</u>

**OTHER INCOME PRODUCING ACTIVITIES
INTEREST ON SAVINGS & CASH INVESTMENTS**

NATIONAL BANK OF CA FROM 10/01/08 TO 12/31/08	\$	967.
NATIONAL BANK OF CA FROM 1/01/09 TO 9/30/09		1,322.
TOTAL	\$	<u>2,289.</u>

**OTHER INCOME PRODUCING ACTIVITIES
DIVIDENDS/INTEREST FROM SECURITIES.**

SCHWAB BROKERAGE ACCOUNT-INTEREST	\$	2,534.
PIMCO TOTAL RETURN FUND-ST CAP GAIN DISTRIBUTION		91,790.
PIMCO TOTAL RETURN FUND-LT CAP GAIN DISTRIBUTION		52,283.
LONGLEAF PARTNERS-ST CAP GAIN DISTRIBUTION		27,959.
LONGLEAF PARTNERS-LT CAP GAIN DISTRIBUTION		24,025.
LONGLEAF PARTNERS-DIVIDENDS		4,516.
SOUTHERN SUN ASSET MGMT-INTEREST		414.
SOUTHERN SUN ASSET MGMT-DIVIDENDS		11,015.
PIMCO REAL RETURN FUND-DIVIDENDS		12,776.
PIMCO REAL RETURN-ST.CAP GAIN DISTR		41,158.
WEDGEWOOD PARTNERS-INTEREST		175.
WEDGEWOOD PARTNERS-DIVIDENDS		11,320.
EQUITY INVESTMENT-INTEREST		587.
EQUITY INVESTMENT-DIVIDENDS		49,772.
HARDING LOEVNER-INTEREST		2.
HARDING LOEVNER-DIVIDENDS		17,393.
SEIX HIGH YIELD-INTEREST EXPENSE		29.
SEIX HIGH YIELD-DIVIDENDS		53,027.
DISCIPLINED GROWTH-INTEREST		70.
DISCIPLINED GROWTH-DIVIDENDS		2,553.
PIMCO TOTAL RETURN FUND-INTEREST		62.
PIMCO TOTAL RETURN FUND-DIVIDENDS		165,556.
WENTWORTH INTERNATIONAL-INTEREST		4,525.
WENTWORTH INTERNATIONAL-INTEREST		700.
WENTWORTH INTERNATIONAL-DIVIDENDS		13,891.
TOTAL	\$	<u>588,132.</u>

**OTHER INCOME PRODUCING ACTIVITIES
OTHER INVESTMENT INCOME [O]**

K-1, NEWGATE INV. TRUST-ST CAPITAL LOSS	\$	-17,607.
K-1, NEWGATE INV. TRUST-LT CAPITAL GAIN		27,408.
K-1, NEWGATE INV. TRUST-OTHER INCOME		13,614.
K-1, BOSTON CAPITAL FUND-RENTAL LOSS		-1,753.

CLIENT 02088

CLARENCE S. BROOKS FOUNDATION

20-1835676

OTHER INCOME PRODUCING ACTIVITIES (continued)
OTHER INVESTMENT INCOME [O]

K-1, BOSTON CAPITAL FUND-INTEREST	\$	51.
K-1, BOSTON CAPITAL FUND-SECTION 1231 GAIN		1,040.
K-1, BOSTON CAPITAL FUND-OTHER INCOME		1,316.
K-1, GRYPHON GROWTH FUND-INTEREST INCOME		1,359.
K-1, GRYPHON GROWTH FUND-ORDINARY DIV.		10,710.
K-1, GRYPHON GROWTH FUND-QUALIFIED DIV.		60,680.
K-1, GRYPHON GROWTH FUND-ST CAPITAL LOSS		-111,256.
K-1, GRYPHON GROWTH FUND-LT CAPITAL LOSS		-49,699.
K-1, GRYPHON GROWTH FUND-OTHER INCOME		211.
K-1, COLCHESTER BOND FUND-INTEREST INCOME		110,079.
K-1, COLCHESTER BOND FUND-QUALIFIED DIV		351.
K-1, COLCHESTER BOND FUND-ST CAP GAIN		2,385.
K-1, COLCHESTER BOND FUND-LT CAP GAIN		6.
K-1, COLCHESTER BOND FUND-SECTION 988 INCOME		323,547.
K-1, GEODYNE ENERGY-ORDINARY INCOME		995.
K-1, GEODYNE ENERGY-INTEREST INCOME		46.
K-1, GEODYNE ENERGY-SECTION 1231 GAIN		809.
TOTAL	\$	<u>374,292.</u>

BALANCE SHEET
SAVINGS AND TEMPORARY CASH INVESTMENTS

NAT'L BANK OF CA-MM ACC'T	\$	35,092.
RAFI LARGE CAP FUND-A/C 4420		2,425.
WENTWORTH FUND-A/C #4200		822.
EQUITY INVESTMENT FUND-A/C #5176		360.
HARDING LOEVNER FUND-A/C #7464		2.
FUNDING-A/C #1956		218,541.
RAFI SMALL CAP FUND-A/C #9523		431.
RAFI INT'L FUND-A/C #1269		6.
PIMCO TOTAL RETURN FUND-A/C #9430		891.
WEDGEWOOD PARTNERS-A/C #9885		943.
TOTAL	\$	<u>259,513.</u>

BALANCE SHEET - INVESTMENTS
END OF YEAR AMOUNT
CHARLES SCHWAB-CORPORATE STOCKS

RAFI LARGE CAP FUND	\$	3,196,920.
RAFI INTERNATIONAL FUND		919,400.
RAFI SMALL CAP FUND		1,415,980.
TOTAL	\$	<u>5,532,300.</u>

BALANCE SHEET - INVESTMENTS
FAIR MARKET VALUE AT END OF YEAR (FORM 990-PF)
CHARLES SCHWAB-CORPORATE STOCKS

RAFI LARGE CAP FUND	\$	3,253,218.
RAFI INTERNATIONAL FUND		933,157.
RAFI SMALL CUP FUND		1,465,514.
TOTAL	\$	<u>5,651,889.</u>

CLIENT 02088

CLARENCE S. BROOKS FOUNDATION

20-1835676

**BALANCE SHEET - INVESTMENTS
END OF YEAR AMOUNT
SCHWAB-BOND FUNDS**

COLCHESTER GLOBAL BOND FUND, K-1	\$ 1,686,903.
TOTAL	\$ <u>1,686,903.</u>

**BALANCE SHEET - INVESTMENTS
FAIR MARKET VALUE AT END OF YEAR (FORM 990-PF)
SCHWAB-BOND FUNDS**

COLCHESTER GLOBAL BOND FUND, K-1	\$ 1,448,327.
TOTAL	\$ <u>1,448,327.</u>

**BALANCE SHEET - INVESTMENTS
END OF YEAR AMOUNT
MUTUAL FUNDS INVESTMENTS**

BOSTON CAPITAL, K-1	\$ 30,324.
GEODYNE ENERGY, K-1	-139.
GRYPHON GROWTH FUND, K-1	2,434,054.
HARDING LOEVNER FUND	184,050.
LONGLEAF PARTNERS	516,489.
NEWGATE TRUST, K-1	689,143.
PIMCO TOTAL RETURN FUND	3,207,136.
PINEHURST PARTNERS OFFSHORE	1,500,000.
SILVER CREEK	1,275,000.
TELESIS OFFSHORE FUND	44,445.
WHIPPOORWILL OFFSHORE FUND	2,000,000.
TOTAL	\$ <u>11,880,502.</u>

**BALANCE SHEET - INVESTMENTS
FAIR MARKET VALUE AT END OF YEAR (FORM 990-PF)
MUTUAL FUNDS INVESTMENTS**

BOSTON CAPITAL, K-1	\$ -7,119.
GEODYNE ENERGY, K-1	-341.
GRYPHON GROWTH FUND, K-1	1,156,593.
HARDING LOEVNER FUND	122,584.
LONGLEAF PARTNERS FUND	287,604.
NEWGATE TRUST, K-1	363,964.
PIMCO TOTAL RETURN FUND	2,737,165.
PINEHURST PARTNERS OFFSHORE FUND	1,584,376.
SILVER CREEK OFFSHORE FUND	1,361,146.
TELESIS OFFSHORE FUND	38,939.
WHIPPOORWILL OFFSHORE FUND	1,961,896.
TOTAL	\$ <u>9,606,807.</u>

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box.
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II: Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions	Name of Exempt Organization CLARENCE S. BROOKS FOUNDATION	Employer identification number 20-1835676
	Number, street, and room or suite number. If a P O box, see instructions JEFF RATNER & ASSOCIATES, INC. 95-4032158	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions BEVERLY HILLS, CA 90211-3128	

Check type of return to be filed (File a separate application for each return)

<input type="checkbox"/> Form 990	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of **JEFFREY RATNER**
 Telephone No **(310) 657-7711** FAX No **(310) 657-4362**
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 8/15, 2010

5 For calendar year _____, or other tax year beginning 10/01, 2008, and ending 9/30, 2009

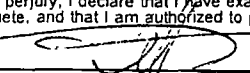
6 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period

7 State in detail why you need the extension TAXPAYER REQUESTS ADDITIONAL TIME TO GATHER INFORMATION IN ORDER TO COMPLETE ACCURATE TAX RETURN

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$ 3,255.
8b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$ 35,292.
8c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instrs.	8c \$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title **PRESIDENT** Date **5/11/10**

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box.
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only
All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Type or print	Name of Exempt Organization CLARENCE S. BROOKS FOUNDATION	Employer identification number 20-1835676
File by the due date for filing your return. See instructions	Number, street, and room or suite number. If a P.O. box, see instructions 8501 WILSHIRE BL, #330	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions BEVERLY HILLS, CA 90211-3128	

Check type of return to be filed (file a separate application for each return)

- | | | |
|---|--|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

• The books are in the care of ▶ JEFFREY RATNER

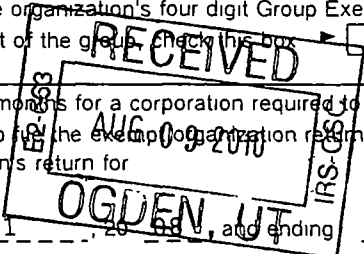
Telephone No. ▶ (310) 657-7711 FAX No ▶ (310) 657-4362

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 5/15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for

▶ calendar year 20____ or

▶ tax year beginning 10/01, 2009, and ending 9/30, 2009



2 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 3,255.
3b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 35,292.
3c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev 4-2009)