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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: HENRY BROOKS TRUST C

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: P O BOX 1802

City or town, state, and ZIP code: PROVIDENCE, RI 02901-1802

A Employer identification number: 04-6785966

B Telephone number (see page 10 of the instructions): ( ) -

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 2,323,748.

J Accounting method: [X] Cash ☐ Accrual
☐ Other (specify) ____________
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the 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 ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	65,275.	64,825.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-64,499.			
	b Gross sales price for all assets on line 6a 622,773.				
	7 Capital gain net income (from Part IV, line 2)				
	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)	4,472.	1,417.		STMT 4
	12 **Total.** Add lines 1 through 11	5,248.	66,242.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	19,128.	11,477.		7,651.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 5	893.	48.	NONE	845.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 6	605.	605.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 7	35.			35.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	20,661.	12,130.	NONE	8,531.
	25 Contributions, gifts, grants paid	112,000.			112,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	132,661.	12,130.	NONE	120,531.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-127,413.			
	b **Net investment income** (if negative, enter -0-)		54,112.		
	c **Adjusted net income** (if negative, enter -0-)				

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POSTMARK DATE APR 07 2010

SCANNED APR 14 2010

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. JSA Form **990-PF** (2009)

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing	NONE	NONE	
2	Savings and temporary cash investments	45,788.	97,032.	97,032.
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 page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ *		* NONE	
	Less allowance for doubtful accounts ▶	NONE	NONE	NONE
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)	NONE	NONE	NONE
b	Investments - corporate stock (attach schedule)	2,299,660.	2,118,821.	2,226,716.
c	Investments - corporate bonds (attach schedule)	NONE	NONE	NONE
11	Investments - land, buildings, and equipment basis ▶ NONE			
	Less accumulated depreciation (attach schedule) ▶	NONE	NONE	
12	Investments - mortgage loans	NONE	NONE	
13	Investments - other (attach schedule) STMT 8	NONE	NONE	NONE
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	NONE	NONE	NONE
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	2,345,448.	2,215,853.	2,323,748.
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)			
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ [ ] 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 and complete lines 27 through 31. ▶ [X]			
27	Capital stock, trust principal, or current funds	2,345,448.	2,215,853.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	NONE	NONE	
30	**Total net assets or fund balances** (see page 17 of the instructions)	2,345,448.	2,215,853.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,345,448.	2,215,853.	

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	2,345,448.
2	Enter amount from Part I, line 27a	2	-127,413.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	634.
4	Add lines 1, 2, and 3	4	2,218,669.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	2,816.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,215,853.

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 shs. MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr)
1a	SEE PART IV DETAIL			
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

	(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	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
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** -64,499.

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 pages 13 and 17 of the instructions).
If (loss), enter -0- in Part I, line 8 . . . . **3**

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

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

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

Was the 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 page 18 of 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))
2008	131,943.	2,448,198.	0.05389392525
2007	130,990.	2,825,998.	0.04635176670
2006	98,941.	2,650,313.	0.03733181703
2005	102,691.	2,110,230.	0.04866341584
2004	118,912.	2,319,854.	0.05125839816

2	**Total** of line 1, column (d)	2	0.23749932298
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	0.04749986460
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,048,396.
5	Multiply line 4 by line 3	5	97,299.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	541.
7	Add lines 5 and 6	7	97,840.
8	Enter qualifying distributions from Part XII, line 4	8	120,531.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination 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 ▶ [X] and enter 1% of Part I, line 27b	1	541.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	541.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	541.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 . . . . 6a 624.		
b	Exempt foreign organizations-tax withheld at source . . . . 6b NONE		
c	Tax paid with application for extension of time to file (Form 8868) . . . . 6c NONE		
d	Backup withholding erroneously withheld 6d		
7	Total credits and payments Add lines 6a through 6d	7	624.
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] 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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	83.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 83. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 11			
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 *General Instruction G? If "No," attach explanation*	8b	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ PRIVATE BANK TAX SERVICES Telephone no. ▶ (401)278-6882

Located at ▶ P.O. BOX 1802, PROVIDENCE, RI ZIP + 4 ▶ 02901-1802

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 ▶ 15

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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the 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.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No If "Yes," list the years ▶ ____, ____, ____, ____			
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 page 20 of the 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 ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009.)*	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 2009?	4b		X

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

		Yes	No
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 page 22 of the 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 page 22 of the instructions)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes	☐ No
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)		
6a	Did the 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 "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?	☐ Yes	☒ 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, foundation managers and their compensation (see page 22 of the 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
SEE STATEMENT 12		19,128.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over $50,000 ▶ NONE

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 page 23 of the 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 ▶ NONE

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	1,989,453.
b	Average of monthly cash balances	1b	90,137.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	2,079,590.
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	NONE
3	Subtract line 2 from line 1d	3	2,079,590.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	31,194.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,048,396.
6	**Minimum investment return.** Enter 5% of line 5	6	102,420.

Part XI Distributable Amount (see page 25 of the 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	102,420.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	541.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	541.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	101,879.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	101,879.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	101,879.

Part XII Qualifying Distributions (see page 25 of the 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	120,531.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	120,531.
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 page 26 of the instructions)	5	541.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	119,990.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				101,879.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			111,932.	
b Total for prior years 20 07 ,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2009:				
a From 2004 ...... NONE				
b From 2005 ...... NONE				
c From 2006 ...... NONE				
d From 2007 ...... NONE				
e From 2008 ...... NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 120,531.				
a Applied to 2008, but not more than line 2a			111,932.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				8,599.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				93,280.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2005 ... NONE				
b Excess from 2006 ... NONE				
c Excess from 2007 ... NONE				
d Excess from 2008 ... NONE				
e Excess from 2009 ... NONE				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the 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 ▶ [X] 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 page 28 of the 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 13				
Total . . . . ▶ **3a**				112,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	65,275.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			1	1,417.	
8 Gain or (loss) from sales of assets other than inventory			18	-64,499.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b FEDERAL TAX REFUND			1	3,055.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				5,248.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 5,248.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Austin Wentworth | 03/26/2010 | SVP Tax

Signature of officer or trustee AUSTIN WENTWORTH | Date | Title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number (See **Signature** on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code		EIN	
		Phone no	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-2,308.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-8,871.	
		9046.87 COLUMBIA CONSERVATIVE HIGH YIELD PROPERTY TYPE: SECURITIES					09/16/2005	01/09/2009
57,176.00		77,713.00					-20,537.00	
		175. CVS CAREMARK CORP COM PROPERTY TYPE: SECURITIES					10/10/2008	01/13/2009
4,546.00		5,026.00					-480.00	
		50. COCA COLA CO COM PROPERTY TYPE: SECURITIES					09/16/2005	01/13/2009
2,204.00		2,179.00					25.00	
		225. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES					02/18/1998	01/13/2009
5,515.00		4,506.00					1,009.00	
		75. NOBLE CORP COM PROPERTY TYPE: SECURITIES					05/05/2008	01/13/2009
1,671.00		4,438.00					-2,767.00	
		75. NOBLE CORP COM PROPERTY TYPE: SECURITIES					04/01/2008	01/13/2009
1,671.00		3,778.00					-2,107.00	
		125. NOBLE CORP COM PROPERTY TYPE: SECURITIES					02/12/2008	01/13/2009
2,785.00		5,872.00					-3,087.00	
		150. BEST BUY INCORPORATED PROPERTY TYPE: SECURITIES					05/16/2008	01/27/2009
4,273.00		6,685.00					-2,412.00	
		25. BEST BUY INCORPORATED PROPERTY TYPE: SECURITIES					05/05/2008	01/27/2009
712.00		1,102.00					-390.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		100. COCA COLA CO COM PROPERTY TYPE: SECURITIES					09/16/2005	01/27/2009
4,335.00		4,357.00					-22.00	
		89. PEPSICO INCORPORATED PROPERTY TYPE: SECURITIES					08/28/1995	01/27/2009
4,625.00		1,881.00					2,744.00	
		36. PEPSICO INCORPORATED PROPERTY TYPE: SECURITIES					04/08/1994	01/27/2009
1,871.00		542.00					1,329.00	
		25. SCHLUMBERGER LIMITED PROPERTY TYPE: SECURITIES					07/02/2008	01/27/2009
1,054.00		2,692.00					-1,638.00	
		25. SCHLUMBERGER LIMITED PROPERTY TYPE: SECURITIES					05/18/2006	01/27/2009
1,054.00		1,632.00					-578.00	
		50. SCHLUMBERGER LIMITED PROPERTY TYPE: SECURITIES					05/18/2006	01/27/2009
2,094.00		3,264.00					-1,170.00	
		100. HEINZ H J CO PROPERTY TYPE: SECURITIES					09/26/2008	02/13/2009
3,451.00		5,076.00					-1,625.00	
		25. RIO TINTO PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					12/16/2008	02/13/2009
2,844.00		2,347.00					497.00	
		75. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES					11/28/2007	02/13/2009
2,231.00		3,111.00					-880.00	
		325. INVESCO LTD COM PROPERTY TYPE: SECURITIES					05/09/2008	02/13/2009
4,308.00		8,944.00					-4,636.00	
		100. INVESCO LTD COM PROPERTY TYPE: SECURITIES					07/24/2008	02/13/2009
1,325.00		2,401.00					-1,076.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		100. MERCK & CO INC COM PROPERTY TYPE: SECURITIES					09/28/2007	02/26/2009
2,694.00		5,173.00					-2,479.00	
		25. MERCK & CO INC COM PROPERTY TYPE: SECURITIES					08/02/2007	02/26/2009
674.00		1,286.00					-612.00	
		450. NOKIA CORPORATION SPONSORED ADR PROPERTY TYPE: SECURITIES					05/18/2006	02/26/2009
4,323.00		9,433.00					-5,110.00	
		175. NOKIA CORPORATION SPONSORED ADR PROPERTY TYPE: SECURITIES					09/26/2008	02/26/2009
1,681.00		3,399.00					-1,718.00	
		75. DEVON ENERGY CORPORATION PROPERTY TYPE: SECURITIES					07/02/2008	03/04/2009
3,225.00		9,286.00					-6,061.00	
		25. DEVON ENERGY CORPORATION PROPERTY TYPE: SECURITIES					11/19/2008	03/04/2009
1,075.00		1,747.00					-672.00	
		75. MERCK & CO INC COM PROPERTY TYPE: SECURITIES					08/02/2007	03/04/2009
1,720.00		3,859.00					-2,139.00	
		50. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES					04/18/2007	03/06/2009
2,336.00		2,881.00					-545.00	
		25. DEVON ENERGY CORPORATION PROPERTY TYPE: SECURITIES					11/19/2008	03/06/2009
999.00		1,747.00					-748.00	
		25. DEVON ENERGY CORPORATION PROPERTY TYPE: SECURITIES					12/01/2008	03/06/2009
999.00		1,704.00					-705.00	
		225. HOME DEPOT INC PROPERTY TYPE: SECURITIES					06/03/2008	03/06/2009
4,021.00		6,105.00					-2,084.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		100. HOME DEPOT INC PROPERTY TYPE: SECURITIES					07/24/2008	03/06/2009
1,787.00		2,453.00					-666.00	
		100. HOME DEPOT INC PROPERTY TYPE: SECURITIES					12/16/2008	03/06/2009
1,787.00		2,392.00					-605.00	
		100. AGCO CORP PROPERTY TYPE: SECURITIES					08/26/2008	03/11/2009
1,669.00		6,026.00					-4,357.00	
		25. BURLINGTON NORTHERN SANTA FE CORP PROPERTY TYPE: SECURITIES					08/26/2008	03/11/2009
1,383.00		2,559.00					-1,176.00	
		50. GENENTECH INC PROPERTY TYPE: SECURITIES					12/18/2006	03/11/2009
4,641.00		4,063.00					578.00	
		75. GENENTECH INC PROPERTY TYPE: SECURITIES					01/16/2008	03/11/2009
6,961.00		5,197.00					1,764.00	
		25. HEINZ H J CO PROPERTY TYPE: SECURITIES					09/26/2008	03/17/2009
843.00		1,269.00					-426.00	
		50. HEINZ H J CO PROPERTY TYPE: SECURITIES					10/10/2008	03/17/2009
1,687.00		2,038.00					-351.00	
		125. MERCK & CO INC COM PROPERTY TYPE: SECURITIES					01/31/2008	03/17/2009
3,271.00		5,748.00					-2,477.00	
		100. SCHLUMBERGER LIMITED PROPERTY TYPE: SECURITIES					05/18/2006	03/17/2009
4,180.00		6,528.00					-2,348.00	
		25. AGCO CORP PROPERTY TYPE: SECURITIES					08/26/2008	04/20/2009
555.00		1,506.00					-951.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		100. AGCO CORP					09/18/2008	04/20/2009
		PROPERTY TYPE: SECURITIES						
2,219.00		4,788.00					-2,569.00	
		100. AGCO CORP					12/16/2008	04/20/2009
		PROPERTY TYPE: SECURITIES						
2,219.00		2,207.00					12.00	
		100. BEST BUY INCORPORATED					05/05/2008	04/20/2009
		PROPERTY TYPE: SECURITIES						
3,861.00		4,409.00					-548.00	
		75. BURLINGTON NORTHERN SANTA FE CORP					08/26/2008	04/20/2009
		PROPERTY TYPE: SECURITIES						
4,871.00		7,678.00					-2,807.00	
		50. BURLINGTON NORTHERN SANTA FE CORP					09/26/2008	04/20/2009
		PROPERTY TYPE: SECURITIES						
3,248.00		4,875.00					-1,627.00	
		761.035 COLUMBIA MARSICO 21ST CENTURY FU					05/18/2006	04/20/2009
		PROPERTY TYPE: SECURITIES						
6,157.00		10,000.00					-3,843.00	
		475.059 COLUMBIA MARSICO 21ST CENTURY FU					09/16/2005	04/20/2009
		PROPERTY TYPE: SECURITIES						
3,843.00		5,420.00					-1,577.00	
		2967.359 COLUMBIA CORE BOND FUND CLASS Z					04/22/2003	04/20/2009
		PROPERTY TYPE: SECURITIES						
30,000.00		33,887.00					-3,887.00	
		125. HEINZ H J CO					10/10/2008	04/20/2009
		PROPERTY TYPE: SECURITIES						
4,246.00		5,095.00					-849.00	
		100. PEPSICO INCORPORATED					04/08/1994	04/20/2009
		PROPERTY TYPE: SECURITIES						
4,999.00		1,505.00					3,494.00	
		50. ADOBE SYS INC					01/16/2008	11/24/2009
		PROPERTY TYPE: SECURITIES						
1,820.00		1,901.00					-81.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		25. ADOBE SYS INC PROPERTY TYPE: SECURITIES					02/07/2008	11/24/2009
910.00		814.00					96.00	
		75. AMAZON COM INC PROPERTY TYPE: SECURITIES					08/02/2007	11/24/2009
10,042.00		5,844.00					4,198.00	
		50. AMAZON COM INC PROPERTY TYPE: SECURITIES					08/14/2007	11/24/2009
6,695.00		3,693.00					3,002.00	
		125. AMGEN INC PROPERTY TYPE: SECURITIES					09/26/2008	11/24/2009
7,063.00		7,617.00					-554.00	
		125. AUTODESK INC (DEL) PROPERTY TYPE: SECURITIES					04/18/2007	11/24/2009
3,037.00		4,915.00					-1,878.00	
		75. AUTODESK INC (DEL) PROPERTY TYPE: SECURITIES					02/07/2008	11/24/2009
1,822.00		2,890.00					-1,068.00	
		125. AUTODESK INC (DEL) PROPERTY TYPE: SECURITIES					12/16/2008	11/24/2009
3,037.00		2,311.00					726.00	
		150. AVON PRODUCTS INC PROPERTY TYPE: SECURITIES					05/05/2008	11/24/2009
5,266.00		5,802.00					-536.00	
		325. CIGNA CORPORATION PROPERTY TYPE: SECURITIES					03/11/2009	11/24/2009
10,457.00		4,967.00					5,490.00	
		175. CIGNA CORPORATION PROPERTY TYPE: SECURITIES					03/06/2009	11/24/2009
5,630.00		2,343.00					3,287.00	
		75. CISCO SYSTEMS INCORPORATED PROPERTY TYPE: SECURITIES					05/24/2007	11/24/2009
1,782.00		1,930.00					-148.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		75. COCA COLA CO COM PROPERTY TYPE: SECURITIES					09/16/2005	11/24/2009
4,362.00		3,268.00					1,094.00	
		325. CORNING INC PROPERTY TYPE: SECURITIES					02/26/2009	11/24/2009
5,402.00		3,506.00					1,896.00	
		175. CORNING INC PROPERTY TYPE: SECURITIES					03/04/2009	11/24/2009
2,909.00		1,873.00					1,036.00	
		100. DEAN FOODS CO NEW COM PROPERTY TYPE: SECURITIES					07/24/2008	11/24/2009
1,613.00		2,198.00					-585.00	
		50. DUN & BRADSTREET CORP DEL NEW COM PROPERTY TYPE: SECURITIES					05/16/2008	11/24/2009
4,013.00		4,603.00					-590.00	
		100. DUN & BRADSTREET CORP DEL NEW COM PROPERTY TYPE: SECURITIES					04/18/2007	11/24/2009
8,026.00		9,041.00					-1,015.00	
		150. ENTERGY CORP NEW COM PROPERTY TYPE: SECURITIES					12/18/2006	11/24/2009
11,874.00		13,482.00					-1,608.00	
		50. EXELON CORP COM PROPERTY TYPE: SECURITIES					02/12/2008	11/24/2009
2,369.00		3,999.00					-1,630.00	
		75. EXPRESS SCRIPTS INC CL A PROPERTY TYPE: SECURITIES					08/03/2007	11/24/2009
6,531.00		3,836.00					2,695.00	
		100. EXPRESS SCRIPTS INC CL A PROPERTY TYPE: SECURITIES					04/18/2007	11/24/2009
8,708.00		4,408.00					4,300.00	
		25. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES					01/13/2009	11/24/2009
1,883.00		1,946.00					-63.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		228.955 EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES					03/19/1997	11/24/2009
17,241.00		5,745.00					11,496.00	
		396.045 EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES					02/05/1996	11/24/2009
29,823.00		8,289.00					21,534.00	
		100. GENERAL ELEC CO PROPERTY TYPE: SECURITIES					05/18/2006	11/24/2009
1,606.00		3,433.00					-1,827.00	
		225. GENERAL ELEC CO PROPERTY TYPE: SECURITIES					06/16/2008	11/24/2009
3,613.00		6,548.00					-2,935.00	
		200. GENERAL ELEC CO PROPERTY TYPE: SECURITIES					09/18/2008	11/24/2009
3,211.00		4,476.00					-1,265.00	
		200. GENERAL ELEC CO PROPERTY TYPE: SECURITIES					02/05/1996	11/24/2009
3,211.00		2,575.00					636.00	
		25. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES					06/03/2008	11/24/2009
1,178.00		1,387.00					-209.00	
		75. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES					07/24/2008	11/24/2009
3,533.00		3,957.00					-424.00	
		25. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES					03/17/2009	11/24/2009
1,178.00		1,134.00					44.00	
		25. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					05/09/2008	11/24/2009
4,268.00		4,691.00					-423.00	
		150. HARTFORD FINANCIAL SVCS GRP PROPERTY TYPE: SECURITIES					08/30/2004	11/24/2009
3,778.00		9,209.00					-5,431.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		100. HARTFORD FINANCIAL SVCS GRP PROPERTY TYPE: SECURITIES					09/26/2008	11/24/2009
2,518.00		5,497.00					-2,979.00	
		325. HARTFORD FINANCIAL SVCS GRP PROPERTY TYPE: SECURITIES					10/06/2008	11/24/2009
8,185.00		9,934.00					-1,749.00	
		325. HARTFORD FINANCIAL SVCS GRP PROPERTY TYPE: SECURITIES					10/10/2008	11/24/2009
8,185.00		5,929.00					2,256.00	
		50. HESS CORP COM PROPERTY TYPE: SECURITIES					02/12/2008	11/24/2009
2,930.00		4,531.00					-1,601.00	
		100. HESS CORP COM PROPERTY TYPE: SECURITIES					05/24/2007	11/24/2009
5,860.00		6,019.00					-159.00	
		50. HESS CORP COM PROPERTY TYPE: SECURITIES					12/01/2008	11/24/2009
2,930.00		2,498.00					432.00	
		25. INTERNATIONAL BUSINESS MACHS PROPERTY TYPE: SECURITIES					12/19/2007	11/24/2009
3,193.00		2,652.00					541.00	
		100. INTERNATIONAL BUSINESS MACHS PROPERTY TYPE: SECURITIES					05/24/2007	11/24/2009
12,772.00		10,505.00					2,267.00	
		100. J P MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES					05/24/2007	11/24/2009
4,305.00		5,161.00					-856.00	
		75. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					08/12/2008	11/24/2009
4,719.00		5,373.00					-654.00	
		75. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					09/26/2008	11/24/2009
4,719.00		5,192.00					-473.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		225. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					07/24/2008	11/24/2009
14,158.00		15,299.00					-1,141.00	
		50. MCKESSON HBOC INC PROPERTY TYPE: SECURITIES					01/13/2009	11/24/2009
3,164.00		2,093.00					1,071.00	
		150. MERCK & CO INC NEW COM PROPERTY TYPE: SECURITIES					12/18/2006	11/24/2009
5,450.00		6,574.00					-1,124.00	
		100. MERCK & CO INC NEW COM PROPERTY TYPE: SECURITIES					07/24/2008	11/24/2009
3,634.00		3,280.00					354.00	
		300. METLIFE INC PROPERTY TYPE: SECURITIES					12/01/2008	11/24/2009
10,341.00		8,006.00					2,335.00	
		50. METLIFE INC PROPERTY TYPE: SECURITIES					03/11/2009	11/24/2009
1,723.00		727.00					996.00	
		300. NEWS CORP CL A PROPERTY TYPE: SECURITIES					12/19/2007	11/24/2009
3,575.00		6,116.00					-2,541.00	
		150. NEWS CORP CL A PROPERTY TYPE: SECURITIES					01/16/2008	11/24/2009
1,787.00		2,932.00					-1,145.00	
		150. NEWS CORP CL A PROPERTY TYPE: SECURITIES					04/01/2008	11/24/2009
1,787.00		2,919.00					-1,132.00	
		175. NEWS CORP CL A PROPERTY TYPE: SECURITIES					05/16/2008	11/24/2009
2,085.00		3,351.00					-1,266.00	
		125. NIKE INC CL B PROPERTY TYPE: SECURITIES					08/26/2008	11/24/2009
8,089.00		7,449.00					640.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		25. OCCIDENTAL PETROLEUM CORPORATION PROPERTY TYPE: SECURITIES					01/13/2009	11/24/2009
2,033.00		1,398.00					635.00	
		25. POTASH CORP SASK INC PROPERTY TYPE: SECURITIES					01/16/2008	11/24/2009
2,807.00		3,475.00					-668.00	
		25. POTASH CORP SASK INC PROPERTY TYPE: SECURITIES					01/31/2008	11/24/2009
2,807.00		3,339.00					-532.00	
		25. POTASH CORP SASK INC PROPERTY TYPE: SECURITIES					12/16/2008	11/24/2009
2,807.00		1,851.00					956.00	
		50. PRAXAIR INCORPORATED PROPERTY TYPE: SECURITIES					09/16/2005	11/24/2009
4,167.00		2,424.00					1,743.00	
		75. SOUTHERN CO PROPERTY TYPE: SECURITIES					09/18/2008	11/24/2009
2,381.00		2,917.00					-536.00	
		50. SOUTHERN CO PROPERTY TYPE: SECURITIES					10/10/2008	11/24/2009
1,587.00		1,556.00					31.00	
		50. SOUTHWESTERN ENERGY CO PROPERTY TYPE: SECURITIES					03/17/2009	11/24/2009
2,102.00		1,497.00					605.00	
		75. SOUTHWESTERN ENERGY CO PROPERTY TYPE: SECURITIES					11/09/2007	11/24/2009
3,153.00		1,969.00					1,184.00	
		75. STATE STREET CORP PROPERTY TYPE: SECURITIES					05/24/2007	11/24/2009
3,104.00		5,085.00					-1,981.00	
		50. TEVA PHARMACEUTICAL INDS LTD ADR PROPERTY TYPE: SECURITIES					03/04/2009	11/24/2009
2,686.00		2,197.00					489.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		75. TEVA PHARMACEUTICAL INDS LTD ADR PROPERTY TYPE: SECURITIES					03/11/2009	11/24/2009
4,029.00		3,231.00					798.00	
		150. TEXAS INSTRS INC PROPERTY TYPE: SECURITIES					09/05/2007	11/24/2009
3,817.00		5,279.00					-1,462.00	
		200. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES					11/28/2007	11/24/2009
6,295.00		8,295.00					-2,000.00	
		225. WAL-MART STORES INCORPORATED PROPERTY TYPE: SECURITIES					06/03/2008	11/24/2009
12,322.00		13,050.00					-728.00	
		175. WAL-MART STORES INCORPORATED PROPERTY TYPE: SECURITIES					05/16/2008	11/24/2009
9,584.00		9,969.00					-385.00	
		50. WAL-MART STORES INCORPORATED PROPERTY TYPE: SECURITIES					10/10/2008	11/24/2009
2,738.00		2,458.00					280.00	
		50. WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES					08/12/2008	11/24/2009
1,654.00		1,769.00					-115.00	
		325. WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES					09/16/2005	11/24/2009
10,753.00		9,152.00					1,601.00	
		125. COMCAST CORP PROPERTY TYPE: SECURITIES					10/06/2008	12/21/2009
2,183.00		2,183.00						
		75. PRAXAIR INCORPORATED PROPERTY TYPE: SECURITIES					09/16/2005	12/21/2009
5,965.00		3,636.00					2,329.00	
		75. STATE STREET CORP PROPERTY TYPE: SECURITIES					05/24/2007	12/21/2009
3,144.00		5,085.00					-1,941.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		75. STATE STREET CORP PROPERTY TYPE: SECURITIES					06/19/2007	12/21/2009
3,144.00		4,868.00					-1,724.00	
		50. STATE STREET CORP PROPERTY TYPE: SECURITIES					12/01/2008	12/21/2009
2,096.00		2,009.00					87.00	
		50. STATE STREET CORP PROPERTY TYPE: SECURITIES					11/19/2008	12/21/2009
2,096.00		1,681.00					415.00	
		50. YUM BRANDS INC COM PROPERTY TYPE: SECURITIES					11/24/2009	12/21/2009
1,719.00		1,791.00					-72.00	
		25. YUM BRANDS INC COM PROPERTY TYPE: SECURITIES					09/16/2005	12/21/2009
860.00		631.00					229.00	
TOTAL GAIN(LOSS)		....					-64,499.	

HENRY BROOKS TRUST C 04-6785966

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	1,343.	1,343.
ABBOTT LABORATORIES	330.	330.
APACHE CORPORATION	79.	79.
AVON PRODUCTS INC	494.	494.
BEST BUY INCORPORATED	53.	53.
BURLINGTON NORTHERN SANTA FE CORP	120.	120.
CIGNA CORPORATION	7.	7.
INTERNATIONAL EQUITY CTF	3,513.	3,513.
COCA COLA CO COM	92.	92.
COLUMBIA ACORN FUND CLASS Z SHARES	117.	117.
COLUMBIA ACORN INT'L SELECT FUND CLASS Z	1,087.	1,087.
COLUMBIA MARSICO 21ST CENTURY FUND CLASS	3.	3.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	297.	297.
COLUMBIA CORE BOND FUND CLASS Z SHARES	12,432.	12,432.
COLUMBIA MONEY MARKET RESERVES G TRUST C	13.	13.
COLUMBIA INTERMEDIATE BOND FUND CLASS Z	24,829.	24,829.
COLUMBIA SMALL CAP VALUE I FUND CLASS Z	144.	144.
COLUMBIA CONSERVATIVE HIGH YIELD FUND CL	5,276.	5,276.
COMCAST CORP	99.	99.
CORNING INC	75.	75.
DISNEY WALT CO	140.	140.
DOVER CORPORATION	33.	33.
DUN & BRADSTREET CORP DEL NEW COM	204.	204.
EOG RESOURCES INC	22.	22.
ENTERGY CORP NEW COM	450.	
EXELON CORP COM	473.	473.
EXXON MOBIL CORPORATION	1,079.	1,079.
FPL GROUP INC COM	189.	189.
GENERAL ELEC CO	809.	809.
GOLDMAN SACHS GROUP INC	219.	219.
HARTFORD FINANCIAL SVCS GRP	423.	423.
HEINZ H J CO	176.	176.

HENRY BROOKS TRUST C 04-6785966

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HESS CORP COM	80.	80.
HEWLETT PACKARD COMPANY	168.	168.
INTERNATIONAL BUSINESS MACHS	699.	699.
J P MORGAN CHASE & CO COM	398.	398.
JOHNSON & JOHNSON	724.	724.
KIMBERLY CLARK CORP COM	759.	759.
LOCKHEED MARTIN CORPORATION	207.	207.
LOWES COMPANIES INCORPORATED	152.	152.
MCKESSON HBOC INC	90.	90.
MERCK & CO INC COM	646.	646.
METLIFE INC	259.	259.
MICROSOFT CORPORATION	640.	640.
MOLSON COORS BREWING CO CL B	66.	66.
MONSANTO CO NEW COM	104.	104.
NEWS CORP CL A	93.	93.
NIKE INC CL B	125.	125.
NORDSTROM INCORPORATED	80.	80.
OCCIDENTAL PETROLEUM CORPORATION	342.	342.
PNC BK CORP	110.	110.
PACKAGING CORP OF AMERICA	68.	68.
PEPSICO INCORPORATED	138.	138.
PHILIP MORRIS INTL INC COM	789.	789.
POTASH CORP SASK INC	30.	30.
PRAXAIR INCORPORATED	180.	180.
SCHLUMBERGER LIMITED	63.	63.
SOUTHERN CO	217.	217.
STAPLES INCORPORATED	161.	161.
STATE STREET CORP	88.	88.
TEVA PHARMACEUTICAL INDS LTD ADR	58.	58.
TEXAS INSTRS INC	380.	380.
US BANCORP DEL COM NEW	316.	316.
UNITED TECHNOLOGIES CORP	655.	655.
VERIZON COMMUNICATIONS	406.	406.

HENRY BROOKS TRUST C 04-6785966

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WAL-MART STORES INCORPORATED	475.	475.
WASTE MANAGEMENT INC	326.	326.
YUM BRANDS INC COM	195.	195.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	268.	268.
AXIS CAPITAL HOLDINGS LTD COM	100.	100.
TOTAL	65,275.	64,825.

HENRY BROOKS TRUST C 04-6785966

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTERNATIONAL EQUITY CTF	1,417.	1,417.
FEDERAL TAX REFUND	3,055.	
TOTALS	4,472.	1,417.

HENRY BROOKS TRUST C 04-6785966

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
AUDIT & ACCOUNTING FEES (ALLOC	48.	48.		
TAX PREPARATION FEE (NON-ALLOC	845.			845.
TOTALS	893.	48.	NONE	845.

HENRY BROOKS TRUST C 04-6785966

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	484.	484.
FOREIGN TAXES ON QUALIFIED FOR	121.	121.
TOTALS	605.	605.

HENRY BROOKS TRUST C 04-6785966

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-INCOME	35.	35.
TOTALS	35.	35.

HENRY BROOKS TRUST C 04-6785966

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F
SEE ATTACHED STATEMENTS	C
TOTALS	

HENRY BROOKS TRUST C 04-6785966

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
INC ADJ		634.
	TOTAL	634.

HENRY BROOKS TRUST C 04-6785966

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
CTF ADJ		2,360.
ROUNDING		6.
SECURITIES ADJ		450.
	TOTAL	2,816.

STATEMENT 10

HENRY BROOKS TRUST C 04-6785966

STATE(S) WHERE THE FOUNDATION IS REGISTERED
MA

HENRY BROOKS TRUST C 04-6785966

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
VIRGINIA A KAVANAUGH
ADDRESS:
89 PICKERING ST
DANVERS, MA 01923
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 1,796.

OFFICER NAME:
BANK OF AMERICA
ADDRESS:
100 FEDERAL STREET
BOSTON, MA 02109
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40
COMPENSATION .... 17,332.

TOTAL COMPENSATION: 19,128.

STATEMENT 12

HENRY BROOKS TRUST C 04-6785966
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SEE ATTACHED
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORTS NAMED ORGANIZATIONS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 112,000.

TOTAL GRANTS PAID: 112,000.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2009

Name of estate or trust	Employer identification number
HENRY BROOKS TRUST C	04-6785966

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-27,968.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	-2,308.
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-30,276.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a						

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-25,352.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	-8,871.
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	-34,223.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2009**

JSA
9F1210 2 000

Part III **Summary of Parts I and II**
Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-30,276.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-34,223.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-64,499.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet,** as necessary.*

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 (3,000)

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust: HENRY BROOKS TRUST C

Employer identification number: 04-6785966

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 175. CVS CAREMARK CORP COM	10/10/2008	01/13/2009	4,546.00	5,026.00	-480.00
75. NOBLE CORP COM	05/05/2008	01/13/2009	1,671.00	4,438.00	-2,767.00
75. NOBLE CORP COM	04/01/2008	01/13/2009	1,671.00	3,778.00	-2,107.00
125. NOBLE CORP COM	02/12/2008	01/13/2009	2,785.00	5,872.00	-3,087.00
150. BEST BUY INCORPORATED	05/16/2008	01/27/2009	4,273.00	6,685.00	-2,412.00
25. BEST BUY INCORPORATED	05/05/2008	01/27/2009	712.00	1,102.00	-390.00
25. SCHLUMBERGER LIMITED	07/02/2008	01/27/2009	1,054.00	2,692.00	-1,638.00
100. HEINZ H J CO	09/26/2008	02/13/2009	3,451.00	5,076.00	-1,625.00
25. RIO TINTO PLC SPONSORED ADR	12/16/2008	02/13/2009	2,844.00	2,347.00	497.00
325. INVESCO LTD COM	05/09/2008	02/13/2009	4,308.00	8,944.00	-4,636.00
100. INVESCO LTD COM	07/24/2008	02/13/2009	1,325.00	2,401.00	-1,076.00
175. NOKIA CORPORATION SPONSORED ADR	09/26/2008	02/26/2009	1,681.00	3,399.00	-1,718.00
75. DEVON ENERGY CORPORATION	07/02/2008	03/04/2009	3,225.00	9,286.00	-6,061.00
25. DEVON ENERGY CORPORATION	11/19/2008	03/04/2009	1,075.00	1,747.00	-672.00
25. DEVON ENERGY CORPORATION	11/19/2008	03/06/2009	999.00	1,747.00	-748.00
25. DEVON ENERGY CORPORATION	12/01/2008	03/06/2009	999.00	1,704.00	-705.00
225. HOME DEPOT INC	06/03/2008	03/06/2009	4,021.00	6,105.00	-2,084.00
100. HOME DEPOT INC	07/24/2008	03/06/2009	1,787.00	2,453.00	-666.00
100. HOME DEPOT INC	12/16/2008	03/06/2009	1,787.00	2,392.00	-605.00
100. AGCO CORP	08/26/2008	03/11/2009	1,669.00	6,026.00	-4,357.00
25. BURLINGTON NORTHERN SANTA FE CORP	08/26/2008	03/11/2009	1,383.00	2,559.00	-1,176.00
25. HEINZ H J CO	09/26/2008	03/17/2009	843.00	1,269.00	-426.00
50. HEINZ H J CO	10/10/2008	03/17/2009	1,687.00	2,038.00	-351.00
25. AGCO CORP	08/26/2008	04/20/2009	555.00	1,506.00	-951.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2009**

SCHEDULE D-1 (Form 1041)
Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust: HENRY BROOKS TRUST C

Employer identification number: 04-6785966

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 100. AGCO CORP	09/18/2008	04/20/2009	2,219.00	4,788.00	-2,569.00
100. AGCO CORP	12/16/2008	04/20/2009	2,219.00	2,207.00	12.00
100. BEST BUY INCORPORATED	05/05/2008	04/20/2009	3,861.00	4,409.00	-548.00
75. BURLINGTON NORTHERN SANTA FE CORP	08/26/2008	04/20/2009	4,871.00	7,678.00	-2,807.00
50. BURLINGTON NORTHERN SANTA FE CORP	09/26/2008	04/20/2009	3,248.00	4,875.00	-1,627.00
125. HEINZ H J CO	10/10/2008	04/20/2009	4,246.00	5,095.00	-849.00
125. AUTODESK INC (DEL)	12/16/2008	11/24/2009	3,037.00	2,311.00	726.00
325. CIGNA CORPORATION	03/11/2009	11/24/2009	10,457.00	4,967.00	5,490.00
175. CIGNA CORPORATION	03/06/2009	11/24/2009	5,630.00	2,343.00	3,287.00
325. CORNING INC	02/26/2009	11/24/2009	5,402.00	3,506.00	1,896.00
175. CORNING INC	03/04/2009	11/24/2009	2,909.00	1,873.00	1,036.00
25. EXXON MOBIL CORPORATION	01/13/2009	11/24/2009	1,883.00	1,946.00	-63.00
25. GILEAD SCIENCES INC	03/17/2009	11/24/2009	1,178.00	1,134.00	44.00
50. HESS CORP COM	12/01/2008	11/24/2009	2,930.00	2,498.00	432.00
50. MCKESSON HBOC INC	01/13/2009	11/24/2009	3,164.00	2,093.00	1,071.00
300. METLIFE INC	12/01/2008	11/24/2009	10,341.00	8,006.00	2,335.00
50. METLIFE INC	03/11/2009	11/24/2009	1,723.00	727.00	996.00
25. OCCIDENTAL PETROLEUM CORPORATION	01/13/2009	11/24/2009	2,033.00	1,398.00	635.00
25. POTASH CORP SASK INC	12/16/2008	11/24/2009	2,807.00	1,851.00	956.00
50. SOUTHWESTERN ENERGY CO	03/17/2009	11/24/2009	2,102.00	1,497.00	605.00
50. TEVA PHARMACEUTICAL INDS LTD ADR	03/04/2009	11/24/2009	2,686.00	2,197.00	489.00
75. TEVA PHARMACEUTICAL INDS LTD ADR	03/11/2009	11/24/2009	4,029.00	3,231.00	798.00
50. YUM BRANDS INC COM	11/24/2009	12/21/2009	1,719.00	1,791.00	-72.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -27,968.00

Schedule D-1 (Form 1041) 2009 Page 2

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: HENRY BROOKS TRUST C

Employer identification number: 04-6785966

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 9046.87 COLUMBIA CONSERVATIVE HIGH YIELD FUN	09/16/2005	01/09/2009	57,176.00	77,713.00	-20,537.00
50. COCA COLA CO COM	09/16/2005	01/13/2009	2,204.00	2,179.00	25.00
225. WELLS FARGO COMPANY	02/18/1998	01/13/2009	5,515.00	4,506.00	1,009.00
100. COCA COLA CO COM	09/16/2005	01/27/2009	4,335.00	4,357.00	-22.00
89. PEPSICO INCORPORATED	08/28/1995	01/27/2009	4,625.00	1,881.00	2,744.00
36. PEPSICO INCORPORATED	04/08/1994	01/27/2009	1,871.00	542.00	1,329.00
25. SCHLUMBERGER LIMITED	05/18/2006	01/27/2009	1,054.00	1,632.00	-578.00
50. SCHLUMBERGER LIMITED	05/18/2006	01/27/2009	2,094.00	3,264.00	-1,170.00
75. VERIZON COMMUNICATIONS	11/28/2007	02/13/2009	2,231.00	3,111.00	-880.00
100. MERCK & CO INC COM	09/28/2007	02/26/2009	2,694.00	5,173.00	-2,479.00
25. MERCK & CO INC COM	08/02/2007	02/26/2009	674.00	1,286.00	-612.00
450. NOKIA CORPORATION SPONSORED ADR	05/18/2006	02/26/2009	4,323.00	9,433.00	-5,110.00
75. MERCK & CO INC COM	08/02/2007	03/04/2009	1,720.00	3,859.00	-2,139.00
50. ABBOTT LABORATORIES	04/18/2007	03/06/2009	2,336.00	2,881.00	-545.00
50. GENENTECH INC	12/18/2006	03/11/2009	4,641.00	4,063.00	578.00
75. GENENTECH INC	01/16/2008	03/11/2009	6,961.00	5,197.00	1,764.00
125. MERCK & CO INC COM	01/31/2008	03/17/2009	3,271.00	5,748.00	-2,477.00
100. SCHLUMBERGER LIMITED	05/18/2006	03/17/2009	4,180.00	6,528.00	-2,348.00
761.035 COLUMBIA MARSICO 21ST CENTURY FUND CLASS Z S	05/18/2006	04/20/2009	6,157.00	10,000.00	-3,843.00
475.059 COLUMBIA MARSICO 21ST CENTURY FUND CLASS Z S	09/16/2005	04/20/2009	3,843.00	5,420.00	-1,577.00
2967.359 COLUMBIA CORE BOND FUND CLASS Z SHARES	04/22/2003	04/20/2009	30,000.00	33,887.00	-3,887.00
100. PEPSICO INCORPORATED	04/08/1994	04/20/2009	4,999.00	1,505.00	3,494.00
50. ADOBE SYS INC	01/16/2008	11/24/2009	1,820.00	1,901.00	-81.00
25. ADOBE SYS INC	02/07/2008	11/24/2009	910.00	814.00	96.00
75. AMAZON COM INC	08/02/2007	11/24/2009	10,042.00	5,844.00	4,198.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Schedule D-1 (Form 1041) 2009 Page **2**

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

HENRY BROOKS TRUST C

Employer identification number 04-6785966

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 50. AMAZON COM INC	08/14/2007	11/24/2009	6,695.00	3,693.00	3,002.00
125. AMGEN INC	09/26/2008	11/24/2009	7,063.00	7,617.00	-554.00
125. AUTODESK INC (DEL)	04/18/2007	11/24/2009	3,037.00	4,915.00	-1,878.00
75. AUTODESK INC (DEL)	02/07/2008	11/24/2009	1,822.00	2,890.00	-1,068.00
150. AVON PRODUCTS INC	05/05/2008	11/24/2009	5,266.00	5,802.00	-536.00
75. CISCO SYSTEMS INCORPORATED	05/24/2007	11/24/2009	1,782.00	1,930.00	-148.00
75. COCA COLA CO COM	09/16/2005	11/24/2009	4,362.00	3,268.00	1,094.00
100. DEAN FOODS CO NEW COM	07/24/2008	11/24/2009	1,613.00	2,198.00	-585.00
50. DUN & BRADSTREET CORP DEL NEW COM	05/16/2008	11/24/2009	4,013.00	4,603.00	-590.00
100. DUN & BRADSTREET CORP DEL NEW COM	04/18/2007	11/24/2009	8,026.00	9,041.00	-1,015.00
150. ENTERGY CORP NEW COM	12/18/2006	11/24/2009	11,874.00	13,482.00	-1,608.00
50. EXELON CORP COM	02/12/2008	11/24/2009	2,369.00	3,999.00	-1,630.00
75. EXPRESS SCRIPTS INC CL A	08/03/2007	11/24/2009	6,531.00	3,836.00	2,695.00
100. EXPRESS SCRIPTS INC CL A	04/18/2007	11/24/2009	8,708.00	4,408.00	4,300.00
228.955 EXXON MOBIL CORPORATION	03/19/1997	11/24/2009	17,241.00	5,745.00	11,496.00
396.045 EXXON MOBIL CORPORATION	02/05/1996	11/24/2009	29,823.00	8,289.00	21,534.00
100. GENERAL ELEC CO	05/18/2006	11/24/2009	1,606.00	3,433.00	-1,827.00
225. GENERAL ELEC CO	06/16/2008	11/24/2009	3,613.00	6,548.00	-2,935.00
200. GENERAL ELEC CO	09/18/2008	11/24/2009	3,211.00	4,476.00	-1,265.00
200. GENERAL ELEC CO	02/05/1996	11/24/2009	3,211.00	2,575.00	636.00
25. GILEAD SCIENCES INC	06/03/2008	11/24/2009	1,178.00	1,387.00	-209.00
75. GILEAD SCIENCES INC	07/24/2008	11/24/2009	3,533.00	3,957.00	-424.00
25. GOLDMAN SACHS GROUP INC	05/09/2008	11/24/2009	4,268.00	4,691.00	-423.00
150. HARTFORD FINANCIAL SVCS GRP	08/30/2004	11/24/2009	3,778.00	9,209.00	-5,431.00
100. HARTFORD FINANCIAL SVCS GRP	09/26/2008	11/24/2009	2,518.00	5,497.00	-2,979.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Schedule D-1 (Form 1041) 2009

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: HENRY BROOKS TRUST C

Employer identification number: 04-6785966

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 325. HARTFORD FINANCIAL SVCS GRP	10/06/2008	11/24/2009	8,185.00	9,934.00	-1,749.00
325. HARTFORD FINANCIAL SVCS GRP	10/10/2008	11/24/2009	8,185.00	5,929.00	2,256.00
50. HESS CORP COM	02/12/2008	11/24/2009	2,930.00	4,531.00	-1,601.00
100. HESS CORP COM	05/24/2007	11/24/2009	5,860.00	6,019.00	-159.00
25. INTERNATIONAL BUSINESS MACHS	12/19/2007	11/24/2009	3,193.00	2,652.00	541.00
100. INTERNATIONAL BUSINESS MACHS	05/24/2007	11/24/2009	12,772.00	10,505.00	2,267.00
100. J P MORGAN CHASE & CO COM	05/24/2007	11/24/2009	4,305.00	5,161.00	-856.00
75. JOHNSON & JOHNSON	08/12/2008	11/24/2009	4,719.00	5,373.00	-654.00
75. JOHNSON & JOHNSON	09/26/2008	11/24/2009	4,719.00	5,192.00	-473.00
225. JOHNSON & JOHNSON	07/24/2008	11/24/2009	14,158.00	15,299.00	-1,141.00
150. MERCK & CO INC NEW COM	12/18/2006	11/24/2009	5,450.00	6,574.00	-1,124.00
100. MERCK & CO INC NEW COM	07/24/2008	11/24/2009	3,634.00	3,280.00	354.00
300. NEWS CORP CL A	12/19/2007	11/24/2009	3,575.00	6,116.00	-2,541.00
150. NEWS CORP CL A	01/16/2008	11/24/2009	1,787.00	2,932.00	-1,145.00
150. NEWS CORP CL A	04/01/2008	11/24/2009	1,787.00	2,919.00	-1,132.00
175. NEWS CORP CL A	05/16/2008	11/24/2009	2,085.00	3,351.00	-1,266.00
125. NIKE INC CL B	08/26/2008	11/24/2009	8,089.00	7,449.00	640.00
25. POTASH CORP SASK INC	01/16/2008	11/24/2009	2,807.00	3,475.00	-668.00
25. POTASH CORP SASK INC	01/31/2008	11/24/2009	2,807.00	3,339.00	-532.00
50. PRAXAIR INCORPORATED	09/16/2005	11/24/2009	4,167.00	2,424.00	1,743.00
75. SOUTHERN CO	09/18/2008	11/24/2009	2,381.00	2,917.00	-536.00
50. SOUTHERN CO	10/10/2008	11/24/2009	1,587.00	1,556.00	31.00
75. SOUTHWESTERN ENERGY CO	11/09/2007	11/24/2009	3,153.00	1,969.00	1,184.00
75. STATE STREET CORP	05/24/2007	11/24/2009	3,104.00	5,085.00	-1,981.00
150. TEXAS INSTRS INC	09/05/2007	11/24/2009	3,817.00	5,279.00	-1,462.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: HENRY BROOKS TRUST C

Employer identification number: 04-6785966

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example, 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 200. VERIZON COMMUNICATION S	11/28/2007	11/24/2009	6,295.00	8,295.00	-2,000.00
225. WAL-MART STORES INCORPORATED	06/03/2008	11/24/2009	12,322.00	13,050.00	-728.00
175. WAL-MART STORES INCORPORATED	05/16/2008	11/24/2009	9,584.00	9,969.00	-385.00
50. WAL-MART STORES INCORPORATED	10/10/2008	11/24/2009	2,738.00	2,458.00	280.00
50. WASTE MANAGEMENT INC	08/12/2008	11/24/2009	1,654.00	1,769.00	-115.00
325. WASTE MANAGEMENT INC	09/16/2005	11/24/2009	10,753.00	9,152.00	1,601.00
125. COMCAST CORP	10/06/2008	12/21/2009	2,183.00	2,183.00	
75. PRAXAIR INCORPORATED	09/16/2005	12/21/2009	5,965.00	3,636.00	2,329.00
75. STATE STREET CORP	05/24/2007	12/21/2009	3,144.00	5,085.00	-1,941.00
75. STATE STREET CORP	06/19/2007	12/21/2009	3,144.00	4,868.00	-1,724.00
50. STATE STREET CORP	12/01/2008	12/21/2009	2,096.00	2,009.00	87.00
50. STATE STREET CORP	11/19/2008	12/21/2009	2,096.00	1,681.00	415.00
25. YUM BRANDS INC COM	09/16/2005	12/21/2009	860.00	631.00	229.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . -25,352.00

HENRY BROOKS TRUST C 04-6785966

GAINS AND LOSSES FROM PASS-THRU ENTITIES

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	-2,308.00	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		-2,308.00

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	-8,871.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		-8,871.00

					============	============ ============	
149	BENEFICIARY DISTRIBUTIONS DISTRIBUTIONS NOT MATCHED TO BENEFICIARY --						
04/24/09	AMERICAN CANCER SOCIETY INC 2009 ANNUAL DISTRIBUTION FOR: 05-0271570 TR TRAN#=091140002000	TR CD=305	REG=0	PORT=INC	-11200.00	-11200.00 UNMATCHED BENE DISTRIBUTION	090400050
04/24/09	THE SALVATION ARMY 2009 ANNUAL DISTRIBUTION FOR: 979-62-3076 TR TRAN#=091140001000	TR CD=305	REG=0	PORT=INC	-11200.00	-11200.00 UNMATCHED BENE DISTRIBUTION	090400049
04/24/09	KNIGHTS OF COLUMBUS DANVERS MA 2009 ANNUAL DISTRIBUTION FOR: 04-2307257 TR TRAN#=091140004000	TR CD=305	REG=0	PORT=INC	-11200.00	-11200.00 UNMATCHED BENE DISTRIBUTION	090400052
04/24/09	ST MARY OF THE ANNUNCIATION SCHO 2009 ANNUAL DISTRIBUTION FOR: 04-3493848 TR TRAN#=091140005000	TR CD=305	REG=0	PORT=INC	-11200.00	-11200.00 UNMATCHED BENE DISTRIBUTION	090400053

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149	BENEFICIARY DISTRIBUTIONS (CONTINUED) DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
04/24/09	CARROLL CENTER 2009 ANNUAL DISTRIBUTION FOR: 04-2106176 TR TRAN#=091140003000 TR CD=305 REG=0 PORT=INC	-11200.00	-11200.00 UNMATCHED BENE DISTRIBUTION		090400051
04/24/09	AMERICAN RED CROSS OF MASS BAY 2009 ANNUAL DISTRIBUTION FOR: 979-60-0632 TR TRAN#=091140006000 TR CD=305 REG=0 PORT=INC	-11200.00	-11200.00 UNMATCHED BENE DISTRIBUTION		090400054
04/24/09	MARYKNOLL FATHERS & BROTHERS 2009 ANNUAL DISTRIBUTION FOR: 979-61-6943 TR TRAN#=091140007000 TR CD=305 REG=0 PORT=INC	-11200.00	-11200.00 UNMATCHED BENE DISTRIBUTION		090400055
04/24/09	AMERICAN HEART ASSOCIATION 2009 ANNUAL DISTRIBUTION FOR: 97-9638114 TR TRAN#=091140008000 TR CD=305 REG=0 PORT=INC	-11200.00	-11200.00 UNMATCHED BENE DISTRIBUTION		090400056
04/24/09	DISCALCED CARMELITE NUNS DANVERS 2009 ANNUAL DISTRIBUTION FOR: 979-60-7873 TR TRAN#=091140009000 TR CD=305 REG=0 PORT=INC	-11200.00	-11200.00 UNMATCHED BENE DISTRIBUTION		090400057
07/28/09	BABSON COLLEGE FBO ROBERT JONATHAN CHAPRUET STUDENT ID #000242391 2009 BROOKS FAMILY SCHOLARSHIP FOR: TR TRAN#=092090001000 TR CD=305 REG=0 PORT=INC	-3500.00	-3500.00 BENE DISTRIBUTION WITH NO SSN	SUB TRUST 099008507059	0907000002
07/28/09	BOSTON UNIVERSITY FBO ERIN LYN MCLEAN STUDENT ID U67-20-3994 2009 BROOKS FAMILY SCHOLARSHIP FOR: TR TRAN#=092090002000 TR CD=305 REG=0 PORT=INC	-3000.00	-3000.00 BENE DISTRIBUTION WITH NO SSN	SUB TRUST 099008507059	0907000003
07/28/09	SPRINGFIELD COLLEGE FBO KASEY E. KELLARD STUDENT ID #510658 UG 2009 BROOKS FAMILY SCHOLARSHIP FOR: TR TRAN#=092090004000 TR CD=305 REG=0 PORT=INC	-2350.00	-2350.00 BENE DISTRIBUTION WITH NO SSN	SUB TRUST 099008507059	0907000005
07/28/09	WES6TFIELD STATE COLLEGE FBO COURTNEY A. MARTINO STUDENT ID #A00355725 2009 BROOKS FAMILY SCHOLARSHIP FOR: TR TRAN#=092090003000 TR CD=305 REG=0 PORT=INC	-2350.00	-2350.00 BENE DISTRIBUTION WITH NO SSN	SUB TRUST 099008507059	0907000004
	TOTAL CODE 149 - BENEFICIARY DISTRIBUTIONS	-112000 00	-112000 00	0.00	

Settlement Date

Bank of America

Account Summary

Dec 01, 2009 through Dec. 31, 2009

Account: 80-09-900-8506374 HENRY BROOKS TRUST C

Market Value $2,323,191.74

Description	Current Period	YTD Since 09/01/09
Beginning Market Value	**$2,294,274.37**	**$2,174,446.45**
Income	8,436 98	23,549 89
Disbursements	-163 06	-638 82
Bank Fees	-1,551.04	-6,056.08
Change in Market Value	22,194 49	131,890 30
Ending Market Value	**$2,323,191.74**	**$2,323,191.74**
Change in Account Value	28,917.37	148,745.29

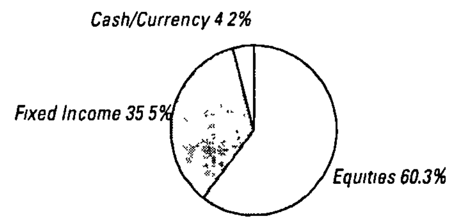
Realized Gain/Loss Summary

Description	Current Period	Fiscal YTD
Short-term	-$83.05	-$30,294 94
Long-term	-255.49	-34,480.21
Net Total	**-$338.54**	**-$64,775.15**

Income Summary

Description	Current Period	YTD Since 09/01/09
Dividends - Taxable	$8,180 74	$22,244 97
Interest - Taxable	11.15	42.86
Collective Fund - Taxable	245.09	1,262 06
Total Income	**$8,436.98**	**$23,549.89**

Description	Market Value	Tax Cost	Estimated Annual Income	Current Yield
Cash/Currency	$96,488.18	$96,476.00	$144.71	0.2%
Equities	1,402,719 97	1,298,738.76	20,254.13	1.4
Fixed Income	823,983.59	820,082 07	39,564.60	4.8
Total Assets	**$2,323,191.74**	**$2,215,296.83**	**$59,963.44**	**2.6%**
Total	**$2,323,191.74**	**$2,215,296.83**	**$59,963.44**	



Market Value includes accrued income unless otherwise noted

The amounts shown throughout this statement should not be used in the preparation of tax documents. Detail specifying taxable nature of income will be provided with year-end tax documentation. Please consult your tax advisor.

299/4358 2000003 005/189 3/ 30 0271255 02-007 505 B E

Bank of America

Account Summary

Dec. 01, 2009 through Dec. 31, 2009

Account: 80-09-900-8506374 HENRY BROOKS TRUST C

	Current Period		YTD Since 09/01/09	
	Income Cash	*Principal Cash*	*Income Cash*	*Principal Cash*
Beginning Value	**$0.00**	**$0.00**	**$0.00**	**$0.00**
Income	8,436.98	0.00	23,549.89	0.00
Disbursements	-81.53	-81.53	-319.40	-319.42
Bank Fees	-775.54	-775.50	-3,028.12	-3,027.96
Purchases	0.00	-20,471.66	0.00	-406,331.57
Sales and Maturities	0.00	21,207.27	0.00	406,032.09
Net Automated Money Market Transactions	-7,579.91	121.42	-20,202.37	3,646.86
Ending Value	**$0.00**	**$0.00**	**$0.00**	**$0.00**

Bank of America

Portfolio Analysis

Dec 01, 2009 through Dec. 31, 2009

Account: 80-09-900-8506374 HENRY BROOKS TRUST C

Portfolio Summary by Asset Class

Description	Market Value	% of Account	% of Sector	Tax Cost	Estimated Annual Income	Current Yield
Cash/Currency						
Cash Equivalents	$96,488.18	4 2%	100.0%	$96,476.00	$144 71	0.2%
Total Cash/Currency	**$96,488.18**	**4.2%**	**100.0%**	**$96,476.00**	**$144.71**	**0.2%**
Equities						
U.S. Large Cap	$836,353 44	36.0%	59.6%	$736,206.14	$14,625.40	1.8%
U S Mid Cap	269,182 90	11.6	19 2	262,912.43	2,205 46	0 8
U.S. Small Cap	60,027.97	2.6	4.3	65,422.10	144.47	0.2
International Developed	237,155 66	10 2	16 9	234,198 09	3,278 80	1.4
Total Equities	**$1,402,719.97**	**60.4%**	**100.0%**	**$1,298,738.76**	**$20,254.13**	**1.4%**
Fixed Income						
Investment Grade Taxable	$751,891 07	32.4%	91 3%	$737,874 03	$34,425 40	4 6%
Global High Yield Taxable	72,092 52	3 1	8.7	82,208.04	5,139 20	7.2
Total Fixed Income	**$823,983.59**	**35.5%**	**100.0%**	**$820,082.07**	**$39,564.60**	**4.8%**
Total Assets	**$2,323,191.74**	**100.0%**		**$2,215,296.83**	**$59,963.44**	**2.6%**
Total	**$2,323,191.74**			**$2,215,296.83**	**$59,963.44**	

Bank of America

Portfolio Analysis

Dec. 01, 2009 through Dec. 31, 2009

Account: 80-09-900-8506374 HENRY BROOKS TRUST C

Equities Summary by Business Sector

Sector	*Market Value*	*% of Equities*	*% of S&P 500*
Consumer Discretionary	$96,520.63	6.9%	9.6%
Consumer Staples	109,609.50	7.8	11.4
Energy	116,443.75	8.3	11.5
Financials	135,799.00	9.7	14.4
Health Care	121,608.25	8.7	12.6
Industrials	99,482.75	7.1	10.2
Information Technology	192,782.58	13.7	19.9
Materials	33,479.75	2.4	3.6
Telecommunication Services	29,431.50	2.1	3.1
Utilities	33,120.00	2.4	3.7
Other Equities	434,442 26	31.0	0.0
Total Equities	**$1,402,719.97**	**100.0%**	**100.0%**

Portfolio Detail

Account: 80-09-900-8506374 HENRY BROOKS TRUST C

Dec. 01, 2009 through Dec 31, 2009

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash Equivalents								
38,013.400	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (Income Investment)	994458719	$38,013.40	$4.75	$38,013.40 1.000	$0.00	$57.02	0.2%
58,462 600	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	994458719	58,462.60	7.43	58,462.60 1.000	0.00	87.69	0.2
	Total Cash Equivalents		**$96,476.00**	**$12.18**	**$96,476.00**	**$0.00**	**$144.71**	**0.1%**
Total Cash/Currency			**$96,476.00**	**$12.18**	**$96,476.00**	**$0.00**	**$144.71**	**0.1%**

(2)Industry Sector Codes
CND = Consumer Discretionary
CNS = Consumer Staples
ENR = Energy
FIN = Financials
HEA = Health Care
IND = Industrials
IFT = Information Technology
MAT = Materials
OEQ = Other Equities
TEL = Telecommunication Services
UTL = Utilities

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap								
250.000	ABBOTT LABS Ticker: ABT	002824100 HEA	$13,497.50 53.990	$0.00	$12,789.25 51.157	$708.25	$400.00	3.0%
275.000	ADOBE SYS INC Ticker ADBE	00724F101 IFT	10,114.50 36.780	0.00	7,853.49 28.558	2,261.01	0.00	0.0
150.000	AMGEN INC Ticker AMGN	031162100 HEA	8,485 50 56.570	0.00	7,720 90 51.473	764.60	0.00	0 0
250.000	APACHE CORP Ticker: APA	037411105 ENR	25,792.50 103.170	0.00	19,218.46 76.874	6,574.04	150.00	0.6
100.000	APPLE INC Ticker AAPL	037833100 IFT	21,073.20 210.732	0.00	20,441.50 204.415	631.70	0.00	0.0
1,050.000	AT&T INC Ticker. T	00206R102 TEL	29,431.50 28.030	0.00	27,043.50 25.756	2,388.00	1,764.00	6.0
475.000	AVON PRODS INC Ticker: AVP	054303102 CNS	14,962.50 31.500	0.00	13,839.44 29 136	1,123.06	399.00	2.7
450.000	CHEVRON CORP Ticker: CVX	166764100 ENR	34,645.50 76.990	0.00	35,427.56 78.728	-782.06	1,224.00	3.5

(1) Market Value in the Portfolio Detail section does not include Accrued Income

Bank of America

Portfolio Detail

Account: 80-09-900-8506374 HENRY BROOKS TRUST C

Dec 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap (cont)								
675.000	CISCO SYS INC Ticker CSCO	17275R102 IFT	16,159.50 23.940	0.00	12,108.36 17.938	4,051.14	0.00	0.0
6,197.288	COLUMBIA MARSICO 21ST CENTURY FUND CLASS Z SHARES Ticker: NMYA X	19765J400 OEQ	73,437.86 11.850	0.00	69,579.58 11.227	3,858.28	0.00	0 0
425.000	COMCAST CORP NEW CL A COM Ticker. CMCS A	20030N101 CND	7,165.50 16.860	0.00	7,209.15 16.963	-43.65	160.65	2 2
150.000	DIRECTV CL A COM Ticker: DTV	25490A101 CND	5,002.50 33.350	0.00	5,065.60 33.771	-63 10	0.00	0.0
400.000	DISNEY WALT CO COM DISNEY Ticker: DIS	254687106 CND	12,900.00 32.250	140.00	13,002.03 32.505	-102.03	140.00	1.1
1,375.000	EMC CORP Ticker. EMC	268648102 IFT	24,021.25 17.470	0.00	15,814.27 11.501	8,206 98	0.00	0.0
75.000	EOG RES INC Ticker EOG	26875P101 ENR	7,297 50 97.300	0.00	4,806 19 64 083	2,491.31	43.50	0.6
175.000	EXELON CORP Ticker. EXC	30161N101 UTL	8,552.25 48.870	0.00	7,955.50 45.460	596.75	367.50	4.3
225 000	FPL GROUP INC Ticker: FPL	302571104 UTL	11,884.50 52.820	0.00	11,970.42 53.202	-85.92	425.25	3.6
450.000	GENERAL ELEC CO Ticker: GE	369604103 IND	6,808.50 15.130	45.00	4,718.01 10.484	2,090.49	180.00	2.6
125 000	GILEAD SCIENCES INC Ticker: GILD	375558103 HEA	5,408.75 43.270	0.00	5,610.09 44.881	-201.34	0 00	0.0
125.000	GOLDMAN SACHS GROUP INC Ticker GS	38141G104 FIN	21,105.00 168.840	0.00	18,547.42 148.379	2,557.58	175.00	0.8
525.000	HEWLETT PACKARD CO Ticker: HPQ	428236103 IFT	27,042.75 51.510	42.00	16,262.06 30.975	10,780 69	168.00	0.6
200.000	INTERNATIONAL BUSINESS MACHS Ticker: IBM	459200101 IFT	26,180.00 130.900	0.00	16,201.50 81.008	9,978.50	440.00	1.7

Portfolio Detail

Account: 80-09-900-8506374 HENRY BROOKS TRUST C

Dec. 01, 2009 through Dec 31, 2009

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap (cont)								
650.000	J P MORGAN CHASE & CO Ticker: JPM	46625H100 FIN	27,085.50 41.670	0.00	31,651.36 48.694	-4,565.86	130.00	0.5
350.000	KIMBERLY CLARK CORP Ticker KMB	494368103 CNS	22,298.50 63.710	210.00	20,980.88 59.945	1,317.62	840.00	3 8
125.000	LOCKHEED MARTIN CORP Ticker: LMT	539830109 IND	9,418 75 75.350	0.00	10,129.49 81.036	-710.74	315 00	3.3
575.000	LOWES COS INC Ticker: LOW	548661107 CND	13,449.25 23.390	0.00	7,721.50 13.429	5,727.75	207.00	1.5
200.000	MCKESSON CORP Ticker: MCK	58155Q103 HEA	12,500.00 62.500	24 00	7,729.57 38.648	4,770.43	96.00	0.8
125.000	MEDCO HLTH SOLUTIONS INC Ticker: MHS	58405U102 HEA	7,988 75 63.910	0.00	7,842.13 62.737	146.62	0.00	0.0
1,275 000	MICROSOFT CORP Ticker. MSFT	594918104 IFT	38,862.00 30.480	0.00	32,429.12 25.435	6,432.88	663.00	1.7
100.000	MONSANTO CO NEW COM Ticker: MON	61166W101 MAT	8,175.00 81.750	0.00	5,092.75 50.928	3,082.25	106.00	1.3
250 000	OCCIDENTAL PETE CORP DEL Ticker: OXY	674599105 ENR	20,337.50 81.350	82.50	12,532.81 50.131	7,804.69	330.00	1.6
350.000	PEPSICO INC Ticker: PEP	713448108 CNS	21,280.00 60.800	157.50	21,894.25 62.555	-614.25	630.00	3.0
1,775 000	PFIZER INC Ticker: PFE	717081103 HEA	32,287.25 18.190	0.00	32,881.88 18.525	-594.63	1,278.00	4.0
600.000	PHILIP MORRIS INTL INC Ticker: PM	718172109 CNS	28,914.00 48.190	348.00	25,575.03 42.625	3,338.97	1,392.00	4.8
250.000	PNC FINL SVCS GROUP INC Ticker: PNC	693475105 FIN	13,197.50 52.790	0.00	10,958.88 43.836	2,238.62	100.00	0 8
275 000	PRUDENTIAL FINL INC Ticker: PRU	744320102 FIN	13,684.00 49.760	0 00	13,808.12 50.211	-124.12	192.50	1.4
225 000	SEMPRA ENERGY Ticker: SRE	816851109 UTL	12,595.50 55.980	87.75	11,881.13 52 805	714.37	351.00	2.8

Portfolio Detail

Account: 80-09-900-8506374 HENRY BROOKS TRUST C

Dec 01, 2009 through Dec 31, 2009

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap (cont)								
225.000	SOUTHWESTERN ENERGY CO Ticker: SWN	845467109 ENR	10,845.00 48 200	0.00	5,785.60 25.714	5,059.40	0.00	0.0
650.000	STAPLES INC Ticker. SPLS	855030102 CND	15,983.50 24.590	53.63	13,946.60 21.456	2,036.90	214.50	1 3
725.000	TEXAS INSTRS INC Ticker: TXN	882508104 IFT	18,893.50 26 060	0.00	20,466.44 28.230	-1,572.94	348.00	1 8
275.000	THERMO FISHER SCIENTIFIC CORP Ticker: TMO	883556102 HEA	13,114.75 47.690	0.00	14,773.70 53.723	-1,658.95	0.00	0 0
100.000	UNITED PARCEL SVC INC CL B Ticker: UPS	911312106 IND	5,737.00 57.370	0.00	5,805.50 58.055	-68.50	180.00	3.1
475.000	UNITED TECHNOLOGIES CORP Ticker: UTX	913017109 IND	32,969.75 69.410	0.00	21,760.18 45.811	11,209.57	731.50	2.2
700.000	US BANCORP DEL COM NEW Ticker: USB	902973304 FIN	15,757.00 22.510	35.00	20,218.72 28.884	-4,461.72	140.00	0.9
775.000	WELLS FARGO & CO NEW COM Ticker: WFC	949746101 FIN	20,917.25 26.990	0.00	21,476.10 27 711	-558.85	155.00	0.7
225.000	YUM BRANDS INC Ticker: YUM	988498101 CND	7,868.25 34.970	0.00	5,680.12 25.245	2,188.13	189.00	2.4
	Total U.S. Large Cap		**$835,128.06**	**$1,225.38**	**$736,206.14**	**$98,921.92**	**$14,625.40**	**1.8%**
U.S. Mid Cap								
225 000	AMPHENOL CORP NEW CL A Ticker. APH	032095101 IFT	$10,390.50 46.180	$3.38	$9,592.77 42.635	$797 73	$13.50	0.1%
150.000	APOLLO GROUP INC CL A Ticker: APOL	037604105 CND	9,087.00 60.580	0.00	8,343.74 55.625	743.26	0.00	0.0
275.000	AXIS CAP HLDGS LTD BERMUDA Ticker AXS	G0692U109 FIN	7,812.75 28.410	57.75	7,341.63 26.697	471.12	231.00	3.0

Bank of America

Portfolio Detail

Account: 80-09-900-8506374 HENRY BROOKS TRUST C

Dec. 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Mid Cap (cont)								
350.000	CELANESE CORP DEL SER A COM Ticker CE	150870103 MAT	11,235.00 32.100	0.00	10,413.45 29.753	821.55	56.00	0.5
2,382.281	COLUMBIA ACORN FUND CLASS Z SHARES Ticker: ACRN X	197199409 OEQ	58,794.70 24.680	0.00	50,981.60 21.400	7,813.10	116.73	0.2
2,962.348	COLUMBIA MID CAP VALUE FUND CLASS Z SHARES Ticker: NAMA X	19765J830 OEQ	32,822.82 11.080	0.00	41,828.36 14.120	-9,005.54	296.23	0.9
500.000	DEAN FOODS CO NEW COM Ticker: DF	242370104 CNS	9,020.00 18.040	0.00	9,044.68 18.089	-24.68	0 00	0.0
525 000	DISCOVER FINL SVCS Ticker DFS	254709108 FIN	7,722.75 14.710	10.50	7,819.82 14.895	-97.07	42.00	0.5
125.000	DOVER CORP Ticker DOV	260003108 IND	5,201.25 41.610	0.00	5,221.88 41.775	-20.63	130 00	2.5
75 000	FLOWSERVE CORP Ticker: FLS	34354P105 IND	7,089.75 94.530	20.25	7,628.92 101.719	-539.17	81.00	1.1
175.000	LABORATORY CORP AMER HLDGS NEW COM Ticker: LH	50540R409 HEA	13,097.00 74.840	0.00	12,584.56 71.912	512 44	0.00	0.0
275.000	MOLSON COORS BREWING CO CL B COM Ticker: TAP	60871R209 CNS	12,419.00 45.160	0.00	12,750.38 46.365	-331.38	264.00	2.1
825.000	MYLAN INC Ticker: MYL	628530107 HEA	15,204.75 18.430	0.00	14,935.72 18.104	269.03	0.00	0.0
425.000	NABORS INDS INC ISIN BMG6359F1032 BERMUDA Ticker: NBR	G6359F103 ENR	9,303.25 21.890	0.00	8,617.14 20.276	686 11	0.00	0.0
150 000	NAVISTAR INTL CORP NEW Ticker NAV	63934E108 IND	5,797 50 38.650	0.00	4,983.74 33.225	813.76	0.00	0.0
500.000	NORDSTROM INC Ticker: JWN	655664100 CND	18,790.00 37.580	0.00	16,977 50 33.955	1,812.50	320.00	1.7

Portfolio Detail

Account: 80-09-900-8506374 HENRY BROOKS TRUST C

Dec 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Mid Cap (cont)								
375.000	PACKAGING CORP AMER Ticker: PKG	695156109 MAT	8,628.75 23.010	56.25	6,489.78 17.306	2,138.97	225.00	2.6
225.000	PARKER HANNIFIN CORP Ticker. PH	701094104 IND	12,123.00 53.880	0.00	12,250.13 54.445	-127.13	225.00	1.9
75 000	POLO RALPH LAUREN CORP CL A Ticker: RL	731572103 CND	6,073.50 80.980	7.50	5,962.88 79.505	110.62	30.00	0.5
350.000	PRINCIPAL FINL GROUP INC Ticker: PFG	74251V102 FIN	8,414.00 24.040	0.00	9,143.75 26.125	-729.75	175.00	2.1
	Total U.S. Mid Cap		**$269,027.27**	**$155.63**	**$262,912.43**	**$6,114.84**	**$2,205.46**	**0.8%**
U.S. Small Cap								
3,664.441	COLUMBIA SMALL CAP GROWTH FUND II CLASS Z SHARES Ticker: PSCPX	19765J723 OEQ	$34,738.90 9.480	$0 00	$44,710.59 12.201	-$9,971.69	$0.00	0.0%
668.846	COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARES Ticker: CSCZX	19765N567 OEQ	25,289 07 37.810	0.00	20,711.51 30 966	4,577.56	144 47	0 6
	Total U.S. Small Cap		**$60,027.97**	**$0.00**	**$65,422.10**	**-$5,394.13**	**$144.47**	**0.2%**
International Developed								
4,094.813	COLUMBIA ACORN INTL SELECT FUND CLASS Z SHARES Ticker: ACFFX	197199763 OEQ	$96,801.38 23.640	$0.00	$78,460.79 19.161	$18,340.59	$966.38	1.0%
5,828.818	INTERNATIONAL EQUITY CTF ORIGINAL COST 100,000.00 Ticker: INLEPT	1261292H7 OEQ	112,510.76 19.303	46 77	127,562.65 21 885	-15,051.89	1,824.42	1.6
200 000	NOBLE CORP ISIN CH0033347318 SWITZERLAND Ticker: NE	H5833N103 ENR	8,140.00 40.700	0.00	8,291.40 41.457	-151.40	32.00	0.4

Portfolio Detail

Account: 80-09-900-8506374 HENRY BROOKS TRUST C

Dec. 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
International Developed (cont)								
25.000	RIO TINTO PLC SPONSORED ADR UNITED KINGDOM Ticker: RTP	767204100 MAT	5,384.75 215.390	0.00	5,273.25 210.930	111.50	136.00	2.5
400 000	TYCO INTL LTD NEW F COM SWITZERLAND Ticker: TYC	H89128104 IND	14,272.00 35.680	0.00	14,610.00 36.525	-338.00	320.00	2.2
	Total International Developed		**$237,108.89**	**$46.77**	**$234,198.09**	**$2,910.80**	**$3,278.80**	**1.4%**
Total Equities			**$1,401,292.19**	**$1,427.78**	**$1,298,738.76**	**$102,553.43**	**$20,254.13**	**1.4%**
Investment Grade Taxable								
28,143.605	COLUMBIA CORE BOND FUND CLASS Z SHARES	19765L371	$298,885.09 10.620	$865.44	$292,874.03 10.406	$6,011.06	$11,679.60	3.9%
51,229 284	COLUMBIA INTERMEDIATE BOND FUND CLASS Z SHARES	19765N468	450,305.41 8.790	1,835.13	445,000.00 8.686	5,305.41	22,745.80	5.1
	Total Investment Grade Taxable		**$749,190.50**	**$2,700.57**	**$737,874.03**	**$11,316.47**	**$34,425.40**	**4.6%**
Global High Yield Taxable								
9,570.203	COLUMBIA CONSERVATIVE HIGH YIELD FUND CLASS Z SHARES	19765P323	$71,585.12 7.480	$507.40	$82,208.04 8.590	-$10,622.92	$5,139.20	7.2%
	Total Global High Yield Taxable		**$71,585.12**	**$507.40**	**$82,208.04**	**-$10,622.92**	**$5,139.20**	**7.2%**
Total Fixed Income			**$820,775.62**	**$3,207.97**	**$820,082.07**	**$693.55**	**$39,564.60**	**4.8%**
Total Portfolio			**$2,318,543.81**	**$4,647.93**	**$2,215,296.83**	**$103,246.98**	**$59,963.44**	**2.6%**
Accrued Income			$4,647.93					

Bank of America

Portfolio Detail

Account: 80-09-900-8506374 HENRY BROOKS TRUST C

Dec. 01, 2009 through Dec 31, 2009

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Global High Yield Taxable (cont)								
Total			**$2,323,191.74**					

Settlement Date

Bank of America

Account Summary

Dec 01, 2009 through Dec. 31, 2009

Account: 80-09-900-8507059 HENRY BROOKS TRUST C SCHLRSHPS

Market Value $556.18

Account Activity

Description	Current Period	YTD Since 01/01/09
Beginning Market Value	**$556.12**	**$543.46**
Income	0.06	14 76
Deposits	0 00	11,200 00
Disbursements	0.00	-11,200.00
Change in Market Value	0 00	-2.04
Ending Market Value	**$556.18**	**$556.18**
Change in Account Value	0.06	12.72

Realized Gain/Loss Summary

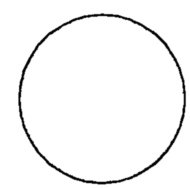
Description	Current Period	Fiscal YTD
Short-term	$0.00	$0 00
Long-term	0.00	0.00
Net Total	**$0.00**	**$0.00**

Income Summary

Description	Current Period	YTD Since 01/01/09
Dividends - Taxable	$0 06	$14 76
Total Income	**$0.06**	**$14.76**

Portfolio Allocation

Description	Market Value	Tax Cost	Estimated Annual Income	Current Yield
Cash/Currency	$556.18	$556 12	$0 63	0.1%
Total Assets	**$556.18**	**$556.12**	**$0.63**	**0.1%**
Total	**$556.18**	**$556.12**	**$0.63**	



Cash/Currency 100 0%

Market Value includes accrued income unless otherwise noted

The amounts shown throughout this statement should not be used in the preparation of tax documents Detail specifying taxable nature of income will be provided with year-end tax documentation. Please consult your tax advisor.

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Account Summary

Dec 01, 2009 through Dec. 31, 2009

Account: 80-09-900-8507059 HENRY BROOKS TRUST C SCHLRSHPS

Cash Summary

	Current Period		*YTD Since 01/01/09*	
	Income Cash	*Principal Cash*	*Income Cash*	*Principal Cash*
Beginning Value	**$0.00**	**$0.00**	**$0.00**	**$0.00**
Income	0.06	0.00	14.76	0.00
Deposits	0.00	0.00	11,200.00	0.00
Disbursements	0.00	0.00	-11,200.00	0.00
Net Automated Money Market Transactions	-0.06	0.00	-14.76	0.00
Ending Value	**$0.00**	**$0.00**	**$0.00**	**$0.00**

Bank of America

Account: 80-09-900-8507059 HENRY BROOKS TRUST C SCHLRSHPS

Portfolio Analysis

Dec. 01, 2009 through Dec. 31, 2009

Description	*Market Value*	*% of Account*	*% of Sector*	*Tax Cost*	*Estimated Annual Income*	*Current Yield*
Cash/Currency						
Cash Equivalents	$556.18	100 0%	100 0%	$556 12	$0.63	0 1%
Total Cash/Currency	**$556.18**	**100.0%**	**100.0%**	**$556.12**	**$0.63**	**0.1%**
Total Assets	**$556.18**	**100.0%**		**$556.12**	**$0.63**	**0.1%**
Total	**$556.18**			**$556.12**	**$0.63**	

Settlement Date

Bank of America

Portfolio Detail

Account: 80-09-900-8507059 HENRY BROOKS TRUST C SCHLRSHPS

Dec. 01, 2009 through Dec 31, 2009

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash Equivalents								
556.120	COLUMBIA MONEY MARKET RESERVES G TRUST CLASS (Income Investment)	19765M767	$556.12	$0.06	$556.12 1.000	$0.00	$0.63	0.1%
	Total Cash Equivalents		**$556.12**	**$0.06**	**$556.12**	**$0.00**	**$0.63**	**0.1%**
Total Cash/Currency			**$556.12**	**$0.06**	**$556.12**	**$0.00**	**$0.63**	**0.1%**
Total Portfolio			**$556.12**	**$0.06**	**$556.12**	**$0.00**	**$0.63**	**0.1%**
Accrued Income			$0.06					
Total			**$556.18**					

(1) Market Value in the Portfolio Detail section does not include Accrued Income

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