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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: UW GLADYS BROOKS FOUNDATION

A Employer identification number: 13-2955337

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

B Telephone number (see page 10 of the instructions): (212) 852-1000

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

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) ▶ $ 33,026,453.

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

MAY 1 3 2010

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	73.	73.		ATCH 1
	4 Dividends and interest from securities	933,173.	931,342.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,368.			
	b Gross sales price for all assets on line 6a 16,647,996.				
	7 Capital gain net income (from Part IV, line 2)		1,368.		
	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)	36,240.			ATCH 3
	12 **Total.** Add lines 1 through 11	970,854.	932,783.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	276,869.	132,371.		144,498.
	14 Other employee salaries and wages	65,973.			65,973.
	15 Pension plans, employee benefits	47,358.			47,358.
	16a Legal fees (attach schedule) ATCH 4	17,216.	0.	0.	17,216.
	b Accounting fees (attach schedule) ATCH 5	4,419.	669.	0.	3,750.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	26,743.	6,019.		
	19 Depreciation (attach schedule) and depletion	413.			
	20 Occupancy	24,729.			24,729.
	21 Travel, conferences, and meetings	2,509.			2,509.
	22 Printing and publications	787.			787.
	23 Other expenses (attach schedule) ATCH 7	13,650.	1,085.		12,565.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	480,666.	140,144.	0.	319,385.
	25 Contributions, gifts, grants paid	1,302,973.			1,302,973.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,783,639.	140,144.	0.	1,622,358.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-812,785.			
	b **Net investment income** (if negative, enter -0-)		792,639.		
	c **Adjusted net income** (if negative, enter -0-)			-0-	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	32,004.	17,615.	17,615.
	2	Savings and temporary cash investments	4,118,967.	2,500,580.	2,500,580.
	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) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) **	4,618,463.	4,613,973.	4,886,632.
	b	Investments - corporate stock (attach schedule) ATCH 9	15,719,475.	18,093,615.	21,946,516.
	c	Investments - corporate bonds (attach schedule) ATCH 10	4,888,535.	2,909,956.	3,141,072.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 11		448,771.	529,575.
	14	Land, buildings, and equipment basis ▶ 3,431.			ATCH 12
		Less accumulated depreciation (attach schedule) ▶ 413.		3,018.	3,018.
	15	Other assets (describe ▶ ATCH 13)	4,979.	1,445.	1,445.
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	29,382,423.	28,588,973.	33,026,453.
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	29,382,423.	28,588,973.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	29,382,423.	28,588,973.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	29,382,423.	28,588,973.	

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	29,382,423.
2	Enter amount from Part I, line 27a	2	-812,785.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 14	3	19,335.
4	Add lines 1, 2, and 3	4	28,588,973.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	28,588,973.

**ATCH 8

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 SCHEDULE			
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** — 1,368.

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	1,842,662.	35,411,745.	0.052035
2007	1,807,212.	37,108,202.	0.048701
2006	2,013,744.	36,297,108.	0.055479
2005	1,748,302.	35,362,165.	0.049440
2004	1,707,304.	34,425,267.	0.049595

2	**Total** of line 1, column (d)	2	0.255250
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	0.051050
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	31,231,727.
5	Multiply line 4 by line 3	5	1,594,380.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,926.
7	Add lines 5 and 6	7	1,602,306.
8	Enter qualifying distributions from Part XII, line 4	8	1,622,358.

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	7,926.
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	7,926.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	7,926.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 20,724.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	20,724.
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	12,798.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 12,798. **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 $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ ______ (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		X
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) ▶ NY,			
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-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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** | No: 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
ATTACHMENT 15		276,869.	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
ATTACHMENT 16		65,973.	47,358.	0.

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		0.

Total number of others receiving over $50,000 for professional services ▶ NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 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	27,979,179.
b	Average of monthly cash balances	1b	3,723,695.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	4,463.
d	**Total** (add lines 1a, b, and c)	1d	31,707,337.
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	0.
3	Subtract line 2 from line 1d	3	31,707,337.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	475,610.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	31,231,727.
6	**Minimum investment return.** Enter 5% of line 5	6	1,561,586.

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	1,561,586.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	7,926.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	7,926.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,553,660.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,553,660.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,553,660.

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	1,622,358.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,622,358.
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	7,926.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,614,432.

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				1,553,660.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years 20 07 ,20 06 ,20 05		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004 . . . 21,053.				
b From 2005 . . . 26,026.				
c From 2006 . . . 251,665.				
d From 2007 . . . 44,103.				
e From 2008 . . . 82,797.				
f Total of lines 3a through e	425,644.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 1,622,358.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		0.		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	0.			
d Applied to 2009 distributable amount				1,553,660.
e Remaining amount distributed out of corpus	68,698.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	494,342.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
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)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	21,053.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	473,289.			
10 Analysis of line 9.				
a Excess from 2005 . . . 26,026.				
b Excess from 2006 . . . 251,665.				
c Excess from 2007 . . . 44,103.				
d Excess from 2008 . . . 82,797.				
e Excess from 2009 . . . 68,698.				

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 ▶ ☐ 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:

ATTACHMENT 17

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

SEE ATTACHED STATEMENT

c Any submission deadlines:

SEE ATTACHED STATEMENT

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

SEE ATTACHED STATEMENT

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 SCHEDULE ATTACHED				1,302,973.
Total . . . . . . ▶ **3a**				1,302,973.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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			01	73.	
4 Dividends and interest from securities			14	933,173.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,368.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b EXCISE TAX OVERPAYMENT			01	36,240.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				970,854.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 970,854.

(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
	N/A		N/A

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

Signature of officer or trustee — Date 5/11/10 — Title SVP

Paid Preparer's Use Only

Preparer's signature	Date 5/6/10	Check if self-employed ▶ ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00267259
Firm's name (or yours if self-employed), address, and ZIP code	ALBERT M. VANASCO, CPA PC 1325 FRANKLIN AVENUE GARDEN CITY, NY 11530		EIN ▶ 13-3378820 Phone no 516-741-6767

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: UW GLADYS BROOKS FOUNDATION

Employer identification number: 13-2955337

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	-28,747.
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	9,073.
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	-19,674.

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 LONG-TERM CAPITAL GAIN DIVIDENDS			ATCH 18		19,938.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	26,422.
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	-25,318.
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	21,042.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

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			-19,674.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			21,042.
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			1,368.

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 ( )

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
UW GLADYS BROOKS FOUNDATION

Employer identification number
13-2955337

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 US TRUST CO/BANK OF AMERICA-SCHEDULE ATTACHED					-28,747.

1b **Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -28,747.

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

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 US TRUST CO/BANK OF AMERICA-SCHEDULE ATTACHED					26,422.

6b **Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b	26,422.

FEDERAL CAPITAL GAIN DIVIDENDS

ATTACHMENT 18

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS		
COMMON TRUST FUND	19,938.	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		19,938.
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		19,938.

Description of Property

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
FURNITURE	02/09/2009	911.	100 000			911		119	SL		7.000				119
EQUIPMENT	06/08/2009	2,520	100 000			2,520		294	SL		5 000				294.
Less Retired Assets															
Subtotals		3,431.				3,431.		413							413

Listed Property

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
Less: Retired Assets															
Subtotals															
TOTALS		3,431				3,431		413							413

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
TOTALS							

*Assets Retired
JSA
9X9024 1 000

4843AM L953

Trade Date

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Account: 41-01-100-5837423 UW GLADYS BROOKS FOUNDATION

Dec. 01, 2009 through Dec 31, 2009

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency								
Cash Equivalents								
110,413.480	COLUMBIA GOVERNMENT RESERVES TRUST CLASS (Income Investment)	19765K712	$110,413.48	$0.00	$110,413.48 1.000	$0.00	$0.00	0.0%
2,390,166 340	COLUMBIA GOVERNMENT RESERVES TRUST CLASS	19765K712	2,390,166.34	0.00	2,390,166.34 1 000	0.00	0 00	0.0
	Total Cash Equivalents		**$2,500,579.82**	**$0.00**	**$2,500,579.82**	**$0.00**	**$0.00**	**0.0%**
Total Cash/Currency			**$2,500,579.82**	**$0.00**	**$2,500,579.82**	**$0.00**	**$0.00**	**0.0%**
Equities								
Consumer Discretionary								
7,200.000	JOHNSON CTLS INC Ticker: JCI	478366107	$196,128.00 27.240	$936.00	$286,243.92 39.756	-$90,115.92	$3,744.00	1.9%
12,000.000	YUM BRANDS INC Ticker: YUM	988498101	419,640.00 34.970	0.00	373,762.00 31.147	45,878.00	10,080.00	2.4
	Total Consumer Discretionary		**$615,768.00**	**$936.00**	**$660,005.92**	**-$44,237.92**	**$13,824.00**	**2.2%**
Consumer Staples								
16,000.000	AVON PRODS INC Ticker: AVP	054303102	$504,000.00 31.500	$0.00	$298,358.40 18.647	$205,641.60	$13,440.00	2.7%
8,500.000	CLOROX CO Ticker: CLX	189054109	518,500.00 61.000	0.00	485,751.75 57.147	32,748.25	17,000.00	3.3
26,000.000	DANONE SPONSORED ADR FRANCE Ticker: DANOY	23636T100	319,540.00 12.290	0.00	427,804.00 16.454	-108,264.00	6,006.00	1.9
8,500.000	PEPSICO INC Ticker: PEP	713448108	516,800.00 60.800	3,825.00	231,531.00 27.239	285,269.00	15,300.00	3.0
	Total Consumer Staples		**$1,858,840.00**	**$3,825.00**	**$1,443,445.15**	**$415,394.85**	**$51,746.00**	**2.8%**

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

2H0055104

Trade Date

Portfolio Detail

Account: 41-01-100-5837423 UW GLADYS BROOKS FOUNDATION

Dec. 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
Energy								
8,632.000	CHEVRON CORP Ticker: CVX	166764100	$664,577.68 76.990	$0.00	$131,251.23 15.205	$533,326.45	$23,479.04	3.5%
6,514.000	EXXON MOBIL CORP Ticker: XOM	30231G102	444,189.66 68.190	0.00	37,438.91 5.747	406,750.75	10,943.52	2.5
19,200.000	NABORS INDS INC ISIN BMG6359F1032 BERMUDA Ticker: NBR	G6359F103	420,288.00 21.890	0.00	422,142.40 21.987	-1,854.40	0.00	0.0
8,700.000	SCHLUMBERGER LTD NETHERLANDS ANTILLES Ticker: SLB	806857108	566,283.00 65.090	1,827.00	533,341.50 61.304	32,941.50	7,308.00	1.3
	Total Energy		**$2,095,338.34**	**$1,827.00**	**$1,124,174.04**	**$971,164.30**	**$41,730.56**	**2.0%**
Financials								
10,000.000	AFLAC INC Ticker: AFL	001055102	$462,500.00 46.250	$0.00	$203,320.80 20.332	$259,179.20	$11,200.00	2.4%
4.000	BERKSHIRE HATHAWAY INC DEL CL A Ticker: BRK A	084670108	396,800.00 99,200.000	0.00	378,100.12 94,525.030	18,699.88	0.00	0.0
10,000.000	CHUBB CORP Ticker: CB	171232101	491,800.00 49.180	3,500.00	417,665.80 41.767	74,134.20	14,000.00	2.8
10,000.000	PRICE T ROWE GROUP INC Ticker: TROW	74144T108	532,500.00 53.250	0.00	488,837.65 48.884	43,662.35	10,000.00	1.9
18,400.000	WELLS FARGO & CO NEW COM Ticker: WFC	949746101	496,616.00 26.990	0.00	324,675.25 17.645	171,940.75	3,680.00	0.7
	Total Financials		**$2,380,216.00**	**$3,500.00**	**$1,812,599.62**	**$567,616.38**	**$38,880.00**	**1.6%**
Health Care								
8,000.000	ABBOTT LABS Ticker: ABT	002824100	$431,920.00 53.990	$0.00	$434,681.80 54.335	-$2,761.80	$12,800.00	3.0%
13,000.000	BAXTER INTL INC Ticker: BAX	071813109	762,840.00 58.680	3,770.00	493,067.90 37.928	269,772.10	15,080.00	2.0

Trade Date

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Account: 41-01-100-5837423 UW GLADYS BROOKS FOUNDATION

Dec. 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
Health Care (cont)								
7,600 000	BECTON DICKINSON & CO Ticker: BDX	075887109	599,336.00 78.860	2,812.00	518,786.10 68.261	80,549.90	11,248.00	1.9
6,000.000	COVIDIEN LTD PLC COM IRELAND Ticker: COV	G2554F105	287,340.00 47.890	0.00	267,499.80 44.583	19,840.20	4,320.00	1.5
9,600.000	NOVARTIS A G SPONSORED ADR SWITZERLAND Ticker: NVS	66987V109	522,528.00 54.430	0.00	534,469.44 55.674	-11,941.44	13,958.40	2.7
8,500.000	TEVA PHARMACEUTICAL INDS LTD ADR ISRAEL Ticker: TEVA	881624209	477,530.00 56.180	0.00	397,926.60 46.815	79,603.40	4,097.00	0.9
	Total Health Care		**$3,081,494.00**	**$6,582.00**	**$2,646,431.64**	**$435,062.36**	**$61,503.40**	**2.0%**
Industrials								
8,100.000	FTI CONSULTING INC Ticker: FCN	302941109	$381,996.00 47.160	$0.00	$396,491.54 48.950	-$14,495.54	$0.00	0 0%
12,000.000	GENERAL ELEC CO Ticker: GE	369604103	181,560.00 15.130	1,200.00	26,300.02 2.192	155,259.98	4,800.00	2.6
8,800.000	JACOBS ENGR GROUP INC DEL Ticker: JEC	469814107	330,968.00 37.610	0.00	422,079.56 47 964	-91,111.56	0.00	0.0
5,600.000	LOCKHEED MARTIN CORP Ticker: LMT	539830109	421,960.00 75.350	0.00	417,254.32 74.510	4,705.68	14,112.00	3.3
3,400.000	SIEMENS A G SPONSORED ADR GERMANY Ticker: SI	826197501	311,780.00 91.700	0.00	342,812.14 100.827	-31,032.14	5,967.00	1 9
	Total Industrials		**$1,628,264.00**	**$1,200.00**	**$1,604,937.58**	**$23,326.42**	**$24,879.00**	**1.5%**

2H0055105

Trade Date

Portfolio Detail

Account: 41-01-100-5837423 UW GLADYS BROOKS FOUNDATION

Dec. 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
Information Technology								
16,000.000	ACCENTURE PLC CL A COM IRELAND Ticker: ACN	G1151C101	$664,000.00 41.500	$0.00	$386,233.00 24.140	$277,767.00	$12,000.00	1.8%
11,500.000	ADOBE SYS INC Ticker: ADBE	00724F101	422,970.00 36.780	0.00	163,792.88 14.243	259,177.12	0.00	0.0
11,000.000	AUTOMATIC DATA PROCESSING INC Ticker: ADP	053015103	471,020.00 42.820	3,740.00	393,430.72 35.766	77,589.28	14,960.00	3.2
6,400.000	CISCO SYS INC Ticker: CSCO	17275R102	153,216.00 23.940	0.00	152,816.00 23.878	400.00	0.00	0.0
17,800.000	CORNING INC Ticker: GLW	219350105	343,718.00 19.310	0.00	382,923.96 21.513	-39,205.96	3,560.00	1.0
15,000.000	EMC CORP Ticker: EMC	268648102	262,050.00 17.470	0.00	160,200.00 10.680	101,850.00	0.00	0.0
8,200.000	MICROCHIP TECHNOLOGY INC Ticker: MCHP	595017104	238,210.00 29.050	0.00	255,258.84 31.129	-17,048.84	11,152.00	4.7
19,000.000	MICROSOFT CORP Ticker: MSFT	594918104	579,120.00 30.480	0.00	379,343.50 19.965	199,776.50	9,880.00	1.7
	Total Information Technology		**$3,134,304.00**	**$3,740.00**	**$2,273,998.90**	**$860,305.10**	**$51,552.00**	**1.6%**
Materials								
8,000.000	AIR PRODS & CHEMS INC Ticker: APD	009158106	$648,480.00 81.060	$3,600.00	$377,924.00 47.241	$270,556.00	$14,400.00	2.2%
17,000.000	ALCOA INC Ticker: AA	013817101	274,040.00 16.120	0.00	226,003.90 13.294	48,036.10	2,040.00	0.7
5,600.000	MONSANTO CO NEW COM Ticker: MON	61166W101	457,800.00 81.750	0.00	454,494.25 81.160	3,305.75	5,936.00	1.3
8,500.000	NEWMONT MNG CORP Ticker: NEM	651639106	402,135.00 47.310	0.00	222,198.50 26.141	179,936.50	3,400 00	0 8
5,900 000	NUCOR CORP Ticker: NUE	670346105	275,235.00 46.650	2,124.00	334,599.80 56.712	-59,364.80	8,496.00	3.1

Portfolio Detail

Account: 41-01-100-5837423 UW GLADYS BROOKS FOUNDATION

Dec 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
Materials (cont)								
3,600.000	POTASH CORP SASK INC CANADA Ticker: POT	73755L107	390,600.00 108.500	0.00	311,015.25 86.393	79,584.75	1,440.00	0.4
	Total Materials		**$2,448,290.00**	**$5,724.00**	**$1,926,235.70**	**$522,054.30**	**$35,712.00**	**1.5%**
Telecommunication Services								
15,000 000	VERIZON COMMUNICATIONS INC Ticker: VZ	92343V104	$496,950.00 33.130	$0.00	$446,604.40 29.774	$50,345.60	$28,500.00	5.7%
	Total Telecommunication Services		**$496,950.00**	**$0.00**	**$446,604.40**	**$50,345.60**	**$28,500.00**	**5.7%**
Utilities								
9,000.000	FPL GROUP INC Ticker: FPL	302571104	$475,380.00 52.820	$0.00	$505,360.45 56.151	-$29,980.45	$17,010.00	3.6%
	Total Utilities		**$475,380.00**	**$0.00**	**$505,360.45**	**-$29,980.45**	**$17,010.00**	**3.6%**
Total Equities			**$18,214,844.34**	**$27,334.00**	**$14,443,793.40**	**$3,771,050.94**	**$365,336.96**	**2.0%**
Fixed Income								
Investment Grade Taxable								
1,000,000.000	***2010*** UNITED STATES TREAS NT DTD 09/02/08 2.375% DUE 08/31/10 Moody's: AAA S&P: AAA	912828JJ0	$1,013,240.00 101.324	$8,069.75	$1,005,706.48 100.571	$7,533.52	$23,750.00	2.3% 0.3
1,000,000 000	***2011*** UNITED STATES TREAS NT DTD 02/15/01 5.000% DUE 02/15/11 Moody's: AAA S&P: AAA	9128276T4	1,048,010.00 104.801	18,885.86	967,812.50 96.781	80,197.50	50,000.00	4.8 0.5
601,140.000	***2012*** UNITED STATES TREAS NT INFLATION INDEX DTD 07/15/02 3.000% DUE 07/15/12 Moody's: AAA S&P: AAA	912828AF7	646,321.68 107.516	8,331.02	629,337.58 104.691	16,984.10	18,034.20	2.8

Portfolio Detail

Account: 41-01-100-5837423 UW GLADYS BROOKS FOUNDATION

Dec. 01, 2009 through Dec. 31, 2009

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)								
Investment Grade Taxable (cont)								
1,000,000.000	***2013*** WAL-MART STORES INC NT DTD 04/29/03 4.550% DUE 05/01/13 Moody's: AA2 S&P: AA	931142BT9	1,065,460.00 106.546	7,583.33	966,910.00 96.691	98,550.00	45,500.00	4.3 2.4
500,000.000	BERKSHIRE HATHAWAY FIN CORP GTD SR NT DTD 11/15/08 4.600% DUE 05/15/13 Moody's: AA2 S&P: AAA	084664BD2	528,050.00 105.610	2,938.89	506,220.00 101.244	21,830.00	23,000.00	4.4 2.7
1,000,000.000	JOHNSON & JOHNSON DEB DTD 05/22/03 3.800% DUE 05/15/13 Moody's: AAA S&P: AAA	478160AM6	1,053,070.00 105.307	4,855.55	948,450.00 94.845	104,620.00	38,000.00	3.6 2.1
1,000,000.000	UNITED STATES TREAS NT DTD 11/17/03 4.250% DUE 11/15/13 Moody's: AAA S&P: AAA	912828BR0	1,080,310.00 108.031	5,517.96	1,013,906.25 101.391	66,403.75	42,500.00	3.9 2.0
1,000,000.000	***2014*** FEDERAL HOME LN MTG CORP REFERENCE NT DTD 07/16/04 5.000% DUE 07/15/14 Moody's: AAA S&P: AAA	3134A4UU6	1,098,750.00 109.875	23,055.56	997,210.00 99.721	101,540.00	50,000.00	4.6 2.6
197,834.307	COLUMBIA SHORT TERM BOND FUND CLASS Z SHARES	19765H362	1,954,602.95 9.880	5,474.96	1,925,902.03 9.735	28,700.92	75,968.37	3.9
140,048.014	INTERMEDIATE TERM TAXABLE BOND FUND FOR TRUSTS ORIGINAL COST 1,706,506.06	45899T998	1,777,069.25 12.689	1,427.08	1,723,919.86 12.309	53,149.39	74,365.50	4.2
18,410.000	JPMORGAN CHASE CAP XXVI CAP SECS VAR SER Z Moody's: AA3 S&P: BBB+	48124G104	494,492.60 26.860	0.00	488,376.80 26.528	6,115.80	36,820.00	7.4
	Total Investment Grade Taxable		**$11,759,376.48**	**$86,139.96**	**$11,173,751.50**	**$585,624.98**	**$477,938.07**	**4.1%**
Total Fixed Income			**$11,759,376.48**	**$86,139.96**	**$11,173,751.50**	**$585,624.98**	**$477,938.07**	**4.1%**

Trade Date

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Account: 41-01-100-5837423 UW GLADYS BROOKS FOUNDATION

Dec. 01, 2009 through Dec 31, 2009

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Tangible Assets								
Commodities								
4,935.000	SPDR GOLD TR GOLD SHS	78463V107	$529,574.85 107.310	$0.00	$448,770.70 90.936	$80,804.15	$0.00	0.0%
	Total Commodities		**$529,574.85**	**$0.00**	**$448,770.70**	**$80,804.15**	**$0.00**	**0.0%**
Total Tangible Assets			**$529,574.85**	**$0.00**	**$448,770.70**	**$80,804.15**	**$0.00**	**0.0%**
Total Portfolio			**$33,004,375.49**	**$113,473.96**	**$28,566,895.42**	**$4,437,480.07**	**$843,275.03**	**2.6%**

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)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					9,073.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					19,938.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-25,318.	
		US TRUST CO/BANK OF AMERICA-SCHEDULE ATT PROPERTY TYPE: SECURITIES				P	-28,747.	
		US TRUST CO/BANK OF AMERICA-SCHEDULE ATT PROPERTY TYPE: SECURITIES				P	26,422.	
TOTAL GAIN(LOSS)							1,368.	

FROM 01/01/2009 STATEMENT OF CAPITAL GAINS AND LOSSES
TO 12/31/2009 UW GLADYS BROOKS FOUNDATION RUN 03/04/2010 01:01 34 PM

TRUST YEAR ENDING 12/31/2009

TAX PREPARER: 209
TRUST ADMINISTRATOR: 305
INVESTMENT OFFICER: 43T

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
1000000.0000 UNITED STATES TREAS BILL DTD 07/17/08 DUE 01/15/09 - 912795J77 - MINOR = 0102						
SOLD		01/02/2009	998401.11			
ACQ	1000000 0000		998401.11	998401.11	0 00	LT15
1000 0000 HARTFORD FINANCIAL SVCS GRP - 416515104 - MINOR = 3101						
SOLD		01/08/2009	18657.39			
ACQ	1000.0000	01/22/2008	18657.39	77219.50	-58562 11	ST
4400 0000 HARTFORD FINANCIAL SVCS GRP - 416515104 - MINOR = 3101						
SOLD		01/08/2009	82092 54			
ACQ	4400 0000	02/19/2003	82092 54	162976 00	-80883.46	LT15
1000000.0000 UNITED STATES TREAS BILL DTD 07/31/08 DUE 01/29/09 - 912795J93 - MINOR = 0102						
SOLD		01/29/2009	991260.00			
ACQ	1000000.0000		991260 00	991260 00	0.00	LT15
500000 0000 BANK AMER CORP NT - 060505BU7 - MINOR = 0230						
SOLD		03/09/2009	469415 00			
ACQ	500000.0000	08/28/2006	469415.00	486705.00	-17290.00	LT15
5200.0000 CARDINAL HEALTH INCORPORATED - 14149Y108 - MINOR = 5010						
SOLD		03/19/2009	163385 16			
ACQ	5200.0000	01/23/2008	163385 16	299218 92	-135833.76	LT15
1500.0000 CARDINAL HEALTH INCORPORATED - 14149Y108 - MINOR = 5010						
SOLD		03/19/2009	47130 34			
ACQ	1500.0000	03/07/2008	47130 34	83156.25	-36025.91	LT15
2000.0000 GENENTECH INC - 368710406 - MINOR = 3101						
SOLD		03/26/2009	190000.00			
ACQ	2000 0000	04/30/2001	190000.00	52060.00	137940.00	LT15
1000 0000 GENENTECH INC - 368710406 - MINOR = 3101						
SOLD		03/26/2009	95000.00			
ACQ	1000.0000	02/26/2002	95000.00	24370.00	70630 00	LT15
1000000.0000 GENERAL ELEC CAP CORP MTN - 36962FUT1 - MINOR = 0230						
SOLD		04/08/2009	1000000.00			
ACQ	1000000 0000	03/06/2000	1000000.00	998510 00	1490.00	LT15
1000 0000 GENENTECH INC - 368710406 - MINOR = 3101						
SOLD		04/10/2009	95000 00			
ACQ	1000.0000	02/26/2002	95000 00	24370.00	70630.00	LT15
2000.0000 GENENTECH INC - 368710406 - MINOR = 3101						
SOLD		04/10/2009	190000.00			
ACQ	2000.0000	01/21/2003	190000.00	39470.00	150530.00	LT15
2814.0000 FREEPORT-MCMORAN COPPER & GOLD INC COM - 35671D857 - MINOR = 3101						
SOLD		04/15/2009	125032 64			
ACQ	2814.0000	03/20/2007	125032.64	173300.19	-48267 55	LT15
1000000.0000 UNITED STATES TREAS BILL DTD 10/16/08 DUE 04/16/09 - 912795L41 - MINOR = 0102						
SOLD		04/16/2009	994371.40			
ACQ	1000000 0000		994371 40	994371.40	0.00	LT15
1000000.0000 UNITED STATES TREAS BILL DTD 11/13/08 DUE 05/14/09 - 912795L82 - MINOR = 0102						
SOLD		05/14/2009	999209.06			
ACQ	1000000.0000		999209.06	999209.06	0.00	LT15
500000 0000 CREDIT SUISSE FIRST BOSTON USA INC SR N SR NT DTD 05/27/2004 4.70% DUE06/01/200 - 22541LAN3 - MINOR = 0230						
SOLD		06/01/2009	500000.00			
ACQ	500000.0000	08/28/2006	500000.00	500000.00	0 00	LT15
40518.0000 INTERMEDIATE TERM TAXABLE BOND FD - 45899T998 - MINOR = 4100						
SOLD		06/12/2009	493533.55			
ACQ	40518.0000	01/06/2006	493533.55	497979 22	-4445 67	LT15
20215.9860 INTERMEDIATE TERM TAXABLE BOND FD - 45899T998 - MINOR = 4100						
SOLD		06/12/2009	246242 84			
ACQ	20215.9860	12/23/2005	246242.84	248033 71	-1790.87	LT15
101602 0000 COLUMBIA SHORT TERM BOND FUND CLASS Z SHARES - 19765H362 - MINOR = 3515						
SOLD		07/01/2009	984523.38			
ACQ	101602 0000	01/15/2008	984523.38	1000000 00	-15476 62	LT15
7690.9990 COLUMBIA SHORT TERM BOND FUND CLASS Z SHARES - 19765H362 - MINOR = 3515						
SOLD		07/01/2009	74525.78			
ACQ	7690.9990	05/21/2007	74525.78	74097 97	427.81	LT15
500 0000 WASHINGTON POST CO CLASS B - 939640108 - MINOR = 3101						
SOLD		07/01/2009	176022 47			
ACQ	500.0000	08/14/2008	176022.47	317008.75	-140986 28	ST
1000000.0000 GOLDMAN SACHS GROUP INC SR NT - 38141GEF7 - MINOR = 0230						
SOLD		07/07/2009	1034840.00			
ACQ	1000000.0000	11/02/2006	1034840.00	995380 00	39460.00	LT15
1000000 0000 UNITED STATES TREAS BILL DTD 01/15/09 DUE 07/16/09 - 912795N23 - MINOR = 0102						
SOLD		07/16/2009	999643 36			
ACQ	1000000.0000		999643.36	999643.36	0.00	LT15
8300.0000 HOSPIRA INC - 441060100 - MINOR = 31000						
SOLD		08/05/2009	323049.27			
ACQ	8300.0000	05/05/2008	323049.27	348115.28	-25066 01	LT15
600.0000 HOSPIRA INC - 441060100 - MINOR = 31000						
SOLD		08/05/2009	23352.96			
ACQ	600.0000	05/30/2008	23352 96	25032.90	-1679.94	LT15
1000000 0000 UNITED STATES TREAS BILL DTD 02/12/09 DUE 08/13/09 - 912795N64 - MINOR = 0102						
SOLD		08/13/2009	999623 00			
ACQ	1000000 0000		999623.00	999623.00	0 00	LT15
3400 0000 FORTUNE BRANDS INC - 349631101 - MINOR = 3101						
SOLD		08/14/2009	133242.57			
ACQ	3400.0000	03/16/2007	133242.57	268923.00	-135680.43	LT15
600.0000 FORTUNE BRANDS INC - 349631101 - MINOR = 3101						
SOLD		08/14/2009	23513.39			
ACQ	600 0000	01/23/2008	23513.39	40468.02	-16954 63	LT15

TRUST YEAR ENDING 12/31/2009

TAX PREPARER. 209
TRUST ADMINISTRATOR: 305
INVESTMENT OFFICER: 43T

LEGEND· F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
7000.0000 HEINZ H J CO - 423074103 - MINOR = 3101						
SOLD		08/14/2009	263702 82			
ACQ	7000.0000	01/08/2008	263702 82	325600.80	-61897 98	LT15
2500 0000 HEINZ H J CO - 423074103 - MINOR = 3101						
SOLD		08/14/2009	94179.58			
ACQ	2500.0000	01/15/2008	94179 58	113708.75	-19529.17	LT15
500.0000 HEINZ H J CO - 423074103 - MINOR = 3101						
SOLD		08/14/2009	18835.91			
ACQ	500 0000	01/22/2008	18835.91	21543.75	-2707 84	LT15
5000 0000 NORDSTROM INCORPORATED - 655664100 - MINOR = 3101						
SOLD		08/14/2009	139045.42			
ACQ	5000 0000	06/04/2009	139045.42	105709.00	33336.42	ST
11000.0000 NORDSTROM INCORPORATED - 655664100 - MINOR = 3101						
SOLD		08/14/2009	305899.93			
ACQ	11000 0000	03/18/2009	305899.93	168435.30	137464.63	ST
1000 0000 AUTOMATIC DATA PROCESSING INC - 053015103 - MINOR = 31001						
SOLD		09/08/2009	38587.01			
ACQ	1000.0000	02/26/2002	38587 01	47613.73	-9026.72	LT15
1000 0000 AUTOMATIC DATA PROCESSING INC - 053015103 - MINOR = 31001						
SOLD		09/08/2009	38587 00			
ACQ	1000 0000	03/21/2005	38587.00	40604.92	-2017.92	LT15
2000.0000 EXXON MOBIL CORPORATION - 30231G102						
SOLD		09/08/2009	141146.37			
ACQ	2000.0000	03/26/1984	141146.37	11494.91	129651.46	LT15
4000.0000 ACCENTURE PLC CL A COM - G1151C101 - MINOR = 3162						
SOLD		09/08/2009	138141.64			
ACQ	4000.0000	03/29/2005	138141 64	97904 00	40237.64	LT15
1000000 0000 UNITED STATES TREAS BILL DTD 04/09/09 DUE 10/08/09 - 912795P62 - MINOR = 0102						
SOLD		10/08/2009	999546 39			
ACQ	1000000.0000		999546.39	999546.39	0.00	LT15
1000000 0000 UNITED STATES TREAS BILL DTD 05/07/09 DUE 11/05/09 - 912795Q20 - MINOR = 0102						
SOLD		11/05/2009	999552.58			
ACQ	1000000.0000		999552 58	999552.58	0.00	LT15
1000000.0000 UNITED STATES TREAS BILL DTD 06/04/09 DUE 12/03/09 - 912795Q61 - MINOR = 0102						
SOLD		12/03/2009	999703.68			
ACQ	1000000.0000		999703.68	999703.68	0 00	LT15
		TOTALS	16647995.54	16650320.45		

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
SUBTOTAL FROM ABOVE	-28747 34	0.00	26422.43	0.00	0.00	0.00*
COMMON TRUST FUND	9073 12	0.00	-25318 19			0.00
CAPITAL GAIN DIVIDENDS	0.00	0.00	19938.49			0.00
	-19674 22	0.00	21042.73	0.00	0.00	0.00

STATE	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
SUBTOTAL FROM ABOVE	-28747.34	0.00	26422.43	0.00	0.00	0.00*
COMMON TRUST FUND	9073.12	0.00	-25318.19			0.00
CAPITAL GAIN DIVIDENDS	0.00	0 00	19938.49			0.00
	-19674.22	0.00	21042.73	0.00	0 00	0.00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0 00	0.00
NEW YORK	N/A	N/A

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SIGNATURE BANK-SECURITY DEPOSIT	34.	34.
COMMUNITY NATIONAL BANK-SECURITY DEPOSIT	39.	39.
TOTAL	73.	73.

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US TRUST/BANK OF AMERICA		933,173.	931,342.
	TOTAL	933,173.	931,342.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
EXCISE TAX OVERPAYMENT		36,240.
	TOTALS	36,240.

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	17,216.			17,216.
TOTALS	17,216.	0.	0.	17,216.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	3,750.			3,750.
CTF ACCOUNTING FEES	669.	669.		
TOTALS	4,419.	669.	0.	3,750.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	6,019.	6,019.
FEDERAL ESTIMATES-PRINCIPAL	10,000.	
FEDERAL OVERPAYMENT APPLIED 08	10,724.	
TOTALS	26,743.	6,019.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
SUPPLIES EXPENSE	930.		930.
GRANT EXPENSES	166.		166.
PAYROLL SERVICE	1,523.		1,523.
INSURANCE EXPENSE	3,312.		3,312.
MOVING EXPENSES	1,351.		1,351.
SUPPLIES & EQUIPMENT	3,504.		3,504.
NY AG FILING FEES	750.		750.
OTHER FEES	1,122.	1,085.	37.
COMPUTER EXPENSES	992.		992.
TOTALS	13,650.	1,085.	12,565.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 8

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
US TRUST/BANK OF AMERICA	4,613,973.	4,886,632.
US OBLIGATIONS TOTAL	4,613,973.	4,886,632.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 9

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
US TRUST/BANK OF AMERICA-EQUIT	14,443,793.	18,214,844.
US TRUST/BANK OF AMERICA-FDS	3,649,822.	3,731,672.
TOTALS	18,093,615.	21,946,516.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 10

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
US TRUST/BANK OF AMERICA	2,909,956.	3,141,072.
TOTALS	2,909,956.	3,141,072.

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 11

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
US TRUST/BOA - COMMODITIES	448,771.	529,575.
TOTALS	448,771.	529,575.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 12

		FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
FURNITURE	SL		911		911		119		119.
EQUIPMENT	SL		2,520.		2,520.		294		294
TOTALS					3,431.				413

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 13

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SECURITY DEPOSIT	1,445.	1,445.
TOTALS	1,445.	1,445.

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

DESCRIPTION		AMOUNT
CARRYING VALUE ADJUSTMENT		3,172.
FIXED ASSETS		3,018.
INCOME ADJUSTMENT		13,145.
	TOTAL	19,335.

UW GLADYS BROOKS FOUNDATION 13-2955337

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

ATTACHMENT 15

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
BANK OF AMERICA, N.A. ONE BRYANT PARK NEW YORK, NY 10036	TRUSTEE 40.00	201,869.	0.	0.
CHRISTOPHER R. HAWKINS 6 HERMAN SAVAGE ROAD LANCASTER, NH 03584	GOVERNOR Part Time	25,000.	0.	0.
JAMES J. DALY, ESQ 300 VICTORIA PLACE LAWRENCE, NY 11559	GOVERNOR Part Time	25,000.	0.	0.
THOMAS Q. MORRIS, MD 305 EAST 47TH STREET NEW YORK, NY 10017	GOVERNOR Part Time	25,000.	0.	0.
	GRAND TOTALS	276,869.	0.	0.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 16

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JESSICA L. RUTLEDGE 360 STEWART AVENUE GARDEN CITY, NY 11530	ADMINISTRATOR 35.00	65,973.	47,358.	0.
	TOTAL COMPENSATION	65,973.	47,358.	0.

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

SEE ATTACHED STATEMENT

GLADYS BROOKS FOUNDATION

BOARD OF GOVENORS

JAMES J. DALY
CHAIRMAN

THOMAS Q MORRIS, M.D.
CHRISTOPHER R HAWKINS

C/O THOMAS Q. MORRIS, M D
305 EAST 47TH STREET
8TH FLOOR
NEW YORK, NEW YORK 10017-2303

MAILING ADDRESS.
1055 FRANKLIN AVENUE
SUITE 208
GARDEN CITY, NEW YORK 11530
516-746-6103

The Gladys Brooks Foundation was created under the Will of the late Gladys Brooks Thayer of New York. Its purpose is to provide for the intellectual, moral and physical welfare of the people of this country by establishing and supporting non-profit libraries, educational institutions, hospitals and clinics.

GENERAL POLICIES

As a matter of policy, the Foundation will make grants only to publicly supported not-for-profit tax-exempt organizations.

Grant applications will be considered where {a} outside funding (including governmental) is not available; {b} the project will be largely funded by the grant unless the grant request covers a discrete component of a larger project and {c} the funds will be used for capital projects including equipment or endowments. Applications for direct salary support will not be accepted.

Generally the Board will only entertain grant applications from applicants located in the states of: Connecticut, Delaware, Florida, Illinois, Indiana, Louisiana, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Rhode Island, Tennessee and Vermont.

Grant applications will be considered only for major expenditures generally between $50,000.00 and $100,000.00 and greater or lesser amounts in certain circumstances.

All grant awards are made on the condition that the entirety of the funds advanced shall be utilized in direct furtherance of the project and that no portion thereof shall be appropriated by the Grantee as an administrative or processing fee, for overseeing the project or for its general overhead.

The Board follows the practice of determining at the beginning of each calendar year a limited scope of activities for which it will consider grant applications for that year. Any significant change in the objectives of the Foundation will be posted on its website.

If you receive a Second Round Grant Questionnaire the Foundation is seriously considering your application and will require that the following documents be provided: budget for the year 2010 when available; Internal Revenue Service exemption letter; latest Internal Revenue Service information return and an opinion of counsel with respect to your tax exemption and your legal authority to accept the grant.

GLADYS BROOKS FOUNDATION

GRANT APPLICATION

Date: ______________

Applications must be submitted in **DUPLICATE** with a specific budget for the grant. The application must be completed and sent with all supporting documents to the Foundation within 45 days from the date of the letter from the Foundation furnishing the application to the applicant unless the Foundation letter is dated after APRIL 17,2009 in which case the application must be postmarked with all supporting documents before June 1, 2009.

Please furnish **FINANCIAL STATEMENTS certified by your auditors for the applicant organization and include a SPECIFIC BUDGET FOR THE PROJECT;** and an **ANNUAL REPORT or a brief description of your organization.** If the applicant supports another organization, for example, a hospital supported by a Foundation applicant, the documents required in the immediately preceding sentence must be furnished for **both** organizations, and the supporting organization applicant must be a ***Type I, Type II***, or functionally integrated ***Type III*** supporting organization. **Foundation applicants must represent only a single institution.**

All information must be furnished **ONLY ON THIS APPLICATION FORM** except budgets, financial statements, annual report or brief description of your organization. Inquires should be made to Ms. Jessica L. Rutledge at 516-746-6103.

Only information requested should be forwarded at this time. No material will be returned.

It is the policy of the Foundation not to acknowledge receipt of the grant application or indicate the reason for the action of the Board . Grants approved are normally paid in December each year.

NAME OF APPLICANT:

AMOUNT OF GRANT REQUEST:
PURPOSE OF GRANT:

GLADYS BROOKS FOUNDATION

BOARD OF GOVENORS

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ANNUAL REPORT
FOR THE YEAR
2009

The Gladys Brooks Foundation was created under the Will of Gladys Brooks Thayer of New York. Its purpose is to provide for the intellectual, moral and physical welfare of the people of this country by establishing and supporting non-profit libraries, educational institutions, hospitals and clinics.

The grant making body of the Foundation is the Governing Board. As a matter of policy, the Foundation will make grants only to publicly supported, tax-exempt organizations. The Board follows the practice of determining at the beginning of each calendar year a limited scope of activities for which it will consider grant applications for that year.

In 2009 the Governing Board concentrated on grants to private not-for-profit publicly supported libraries, educational institutions, and hospitals. The following institutions received major grant payments from the Foundation in 2009:

CARE FOR THE HOMELESS New York, New York	$ 31,813.00
COLUMBIA UNIVERSITY New York, New York	$100,000.00
CAMERON M. NEELY FOUNDATION FOR CANCER CARE Boston, Massachusetts	$100,000.00
CRISTO REY NEW YORK HIGH SCHOOL New York, New York	$100,000.00
GOOD SHEPHERD SERVICES New York, New York	$ 50,000.00
JEANNE JUGAN RESIDENCE Bronx, New York	$ 30,000.00
AMERICAN UNIVERSITY OF BEIRUT New York, New York	$100,000.00
MOUNT WASHINGTON OBSERVATORY Conway, New Hampshire	$100,000.00
WEEKS MEDICAL CENTER, INC. Lancaster, New Hampshire	$100,000.00

ROCHESTER INSTITUTE OF TECHNOLOGY Rochester, New York	$ 50,000.00
SACRED HEART ACADEMY Hempstead, New York	$ 100,000.00
ST. JOHNSBURY ATHENAEUM St. Johnsbury, Vermont	$ 100,000.00
NEW YORK ACADEMY OF MEDICINE New York, New York	$ 100,000.00
FAMILY & CHILDREN'S ASSOCIATION Mineola, New York	$ 91,160.00

New York, New York
January 22, 2010

GLADYS BROOKS FOUNDATION

SUPPLEMENTARY INFORMATION
FORM 990 PF
PART XV – LINE 3A
2009

		Foundation Status of Recipient	PURPOSE	AMOUNT
12/16/09	The Cameron M. Neely Foundation For Cancer Care, Inc.	Public Charity	Equipment	$100,000.00
12/16/09	Mount Washington Observatory	Public Charity	Library Endowment	$100,000.00
12/16/09	St. Johnsbury Athenaeum	Public Charity	Capital Improvements Construction	$100,000.00
12/16/09	Weeks Medical Center, Inc.	Public Charity	Equipment	$100,000.00
12/16/09	American University of Beruit	Public Charity	Scholarship Endowment	$100,000.00
12/16/09	Care for the Homeless	Public Charity	Equipment	$ 31,813.00
12/16/09	New York Academy of Medicine	Public Charity	Library Capital Improvements	$100,000.00
12/22/09	Jeanne Jugan Residence	Public Charity	Equipment	$ 30,000.00
12/16/09	Rochester Institute of Technology	Public charity	Endowment	$ 50,000.00
12/16/09	Cristo Rey New York High School	Public Charity	Scholarship Endowment	$100,000.00
12/16/09	Family and Children's Association	Public Charity	Equipment	$ 91,160.00
12/16/09	Good Shepard Services	Public Charity	Reconstruction Capital Improvements	$ 50,000.00
12/22/09	Sacred Heart Academy	Public Charity	Scholarship Endowment	$100,000.00
12/16/09	Visiting Nurses Association & Hospice Foundation, Inc.	Public Charity	Equipment	$ 10,000.00
12/16/09	Helen Keller Services for the Blind	Public Charity	Equipment	$ 20,000.00
12/16/09	mercyFirst	Public Charity	Equipment	$ 10,000.00
12/16/09	South End Athletics & Activities	Public Charity	Equipment	$ 10,000.00
12/16/09	University of Notre Dame du Lac	Public Charity	Educational	$ 25,000.00
12/16/09	New York Academy of Medicine	Public Charity	Equipment	$ 15,000.00

12/16/09	Canterbury School	Public Charity	Endowment	$ 10,000.00
12/16/09	Mary Hitchcock Memorial Hospital North Cotton Cancer Center North	Public Charity	Endowment	$ 25,000 00
12/16/09	Mount Washington Observatory	Public Charity	Endowment	$ 25,000.00
12/16/09	Columbia University	Public Charity	Scholarship Endowment	$100,000.00
		TOTAL		$1,302,973.00