S 4-1

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

2010

For calendar year 2010, or tax year beginning , 2010, 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

Name of foundation: HENRY BROOKS TRUST C

A Employer identification number: 04-6785966

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): ( ) -

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: ☒ 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)* ▶ $ 2,498,512.

J Accounting method: ☒ 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 ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	65,133.	65,133.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-20,926.			
	b	Gross sales price for all assets on line 6a 710,994.				
	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)	-927.	-927.		STMT 4
	12	**Total.** Add lines 1 through 11	43,280.	64,206.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	20,314.	12,188.		8,126.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 5	905.	25.	NONE	880.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 6	1,257.	740.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	22,476.	12,953.	NONE	9,006.
	25	Contributions, gifts, grants paid	94,000.			94,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	116,476.	12,953.	NONE	103,006.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-73,196.			
	b	**Net investment income** (if negative, enter -0-)		51,253.		
	c	**Adjusted net income** (if negative, enter -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	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	97,032.	30,251.	30,251.
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 15 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)	2,118,821.	2,113,642.	2,468,261.
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 7	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)	2,215,853.	2,143,893.	2,498,512.
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. ▶ ☒			
27	Capital stock, trust principal, or current funds	2,215,853.	2,143,893.	
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)	2,215,853.	2,143,893.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,215,853.	2,143,893.	

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	2,215,853.
2	Enter amount from Part I, line 27a	2	-73,196.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	1,241.
4	Add lines 1, 2, and 3	4	2,143,898.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	5.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,143,893.

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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 -20,926.

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))
2009	119,990.	2,048,396.	0.05857754067
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

2	**Total** of line 1, column (d)	2	0.24481846549
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	0.04896369310
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,287,684.
5	Multiply line 4 by line 3	5	112,013.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	513.
7	Add lines 5 and 6	7	112,526.
8	Enter qualifying distributions from Part XII, line 4	8	103,006.

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 ▶ ☐ and enter 1% of Part I, line 27b			1	1,025.
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	1,025.
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	1,025.
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	600.		
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	600.
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	425.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ **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		
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 10			
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 2010 or the taxable year beginning in 2010 (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. ▶ (888)866-3275

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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 22 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 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ 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 22 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 2010 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 2010)*		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 2010?		4b		X

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

5a	During the year did the foundation pay or incur any amount to:				
	(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? *If "Yes," attach the statement required by Regulations section 53.4945-5(d).*	☐ Yes ☐ No			
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? *If "Yes" to 6b, file Form 8870*		6b		X
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 11		20,314.	-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

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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 24 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	2,281,922.
b	Average of monthly cash balances	1b	40,600.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	2,322,522.
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	2,322,522.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	34,838.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,287,684.
6	**Minimum investment return.** Enter 5% of line 5	6	114,384.

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	114,384.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,025.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,025.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	113,359.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	113,359.
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	113,359.

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	103,006.
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	103,006.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	103,006.

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.

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Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					113,359.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				93,280.	
b Total for prior years 20 08 ,20 ,20			NONE		
3 Excess distributions carryover, if any, to 2010:					
a From 2005	NONE				
b From 2006	NONE				
c From 2007	NONE				
d From 2008	NONE				
e From 2009	NONE				
f **Total** of lines 3a through e		NONE			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 103,006.					
a Applied to 2009, but not more than line 2a				93,280.	
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 2010 distributable amount					9,726.
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2010 *(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 2009 Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions					
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011					103,633.
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)		NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a		NONE			
10 Analysis of line 9:					
a Excess from 2006	NONE				
b Excess from 2007	NONE				
c Excess from 2008	NONE				
d Excess from 2009	NONE				
e Excess from 2010	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 2010, 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) 2010	**(b)** 2009	**(c)** 2008	**(d)** 2007	**(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:

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 12				
Total . . . . ▶ **3a**				94,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

04-6785966

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					
4 Dividends and interest from securities			14	65,133.	
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	-927.	
8 Gain or (loss) from sales of assets other than inventory			18	-20,926.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				43,280.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 43,280.

(See worksheet in line 13 instructions on page 29 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

JSA
0E1492 1 000

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

Signature of officer or trustee

Date: 04/22/2011

Title: SVP Tax

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no

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					769.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					2,098.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					740.	
		1277.789 COLUMBIA MARSICO 21ST CENTURY F PROPERTY TYPE: SECURITIES					09/16/2005	01/12/2010
15,385.00		14,580.00					805.00	
		4919.499 COLUMBIA MARSICO 21ST CENTURY F PROPERTY TYPE: SECURITIES					02/25/2005	01/12/2010
59,231.00		55,000.00					4,231.00	
		208.918 COLUMBIA SMALL CAP GROWTH FUND I PROPERTY TYPE: SECURITIES					12/12/2005	01/12/2010
2,004.00		3,253.00					-1,249.00	
		173.633 COLUMBIA SMALL CAP GROWTH FUND I PROPERTY TYPE: SECURITIES					09/20/2006	01/12/2010
1,665.00		2,418.00					-753.00	
		293.666 COLUMBIA SMALL CAP GROWTH FUND I PROPERTY TYPE: SECURITIES					09/20/2006	01/12/2010
2,816.00		4,089.00					-1,273.00	
		1499.583 COLUMBIA SMALL CAP GROWTH FUND PROPERTY TYPE: SECURITIES					08/30/2004	01/12/2010
14,381.00		20,000.00					-5,619.00	
		1488.641 COLUMBIA SMALL CAP GROWTH FUND PROPERTY TYPE: SECURITIES					04/22/2003	01/12/2010
14,276.00		14,950.00					-674.00	
		125. ADOBE SYS INC PROPERTY TYPE: SECURITIES					02/07/2008	01/28/2010
4,101.00		4,068.00					33.00	

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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)	
		125. CHEVRONTEXACO CORP COM PROPERTY TYPE: SECURITIES					11/24/2009	01/28/2010
9,112.00		9,841.00					-729.00	
		250. COMCAST CORP NEW CL A COM PROPERTY TYPE: SECURITIES					10/06/2008	01/28/2010
3,902.00		4,508.00					-606.00	
		125. COMCAST CORP NEW CL A COM PROPERTY TYPE: SECURITIES					09/09/2008	01/28/2010
1,951.00		1,950.00					1.00	
		50. COMCAST CORP NEW CL A COM PROPERTY TYPE: SECURITIES					11/24/2009	01/28/2010
780.00		752.00					28.00	
		50. FPL GROUP INC COM PROPERTY TYPE: SECURITIES					09/05/2007	01/28/2010
2,453.00		2,979.00					-526.00	
		75. FPL GROUP INC COM PROPERTY TYPE: SECURITIES					11/24/2009	01/28/2010
3,680.00		3,866.00					-186.00	
		25. KIMBERLY CLARK CORP COM PROPERTY TYPE: SECURITIES					11/24/2009	01/28/2010
1,484.00		1,650.00					-166.00	
		100. KIMBERLY CLARK CORP COM PROPERTY TYPE: SECURITIES					08/12/2008	01/28/2010
5,935.00		6,206.00					-271.00	
		150. KIMBERLY CLARK CORP COM PROPERTY TYPE: SECURITIES					05/18/2006	01/28/2010
8,903.00		9,039.00					-136.00	
		50. KIMBERLY CLARK CORP COM PROPERTY TYPE: SECURITIES					10/10/2008	01/28/2010
2,968.00		2,789.00					179.00	
		25. KIMBERLY CLARK CORP COM PROPERTY TYPE: SECURITIES					01/27/2009	01/28/2010
1,484.00		1,297.00					187.00	

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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. POLO RALPH LAUREN CORPORATION PROPERTY TYPE: SECURITIES					11/24/2009	01/28/2010
6,155.00		5,963.00					192.00	
		225. YUM BRANDS INC COM PROPERTY TYPE: SECURITIES					09/16/2005	01/28/2010
7,741.00		5,680.00					2,061.00	
		200. E M C CORP MASS PROPERTY TYPE: SECURITIES					11/24/2009	02/23/2010
3,434.00		3,419.00					15.00	
		50. E M C CORP MASS PROPERTY TYPE: SECURITIES					01/13/2009	02/23/2010
858.00		567.00					291.00	
		50. FPL GROUP INC COM PROPERTY TYPE: SECURITIES					11/24/2009	02/23/2010
2,342.00		2,577.00					-235.00	
		50. FPL GROUP INC COM PROPERTY TYPE: SECURITIES					02/13/2009	02/23/2010
2,342.00		2,548.00					-206.00	
		50. LOCKHEED MARTIN CORPORATION PROPERTY TYPE: SECURITIES					10/10/2008	02/23/2010
3,867.00		4,321.00					-454.00	
		25. LOCKHEED MARTIN CORPORATION PROPERTY TYPE: SECURITIES					10/24/2008	02/23/2010
1,934.00		1,945.00					-11.00	
		50. LOCKHEED MARTIN CORPORATION PROPERTY TYPE: SECURITIES					11/24/2009	02/23/2010
3,867.00		3,863.00					4.00	
		125. PEPSICO INCORPORATED PROPERTY TYPE: SECURITIES					11/24/2009	02/23/2010
7,730.00		7,819.00					-89.00	
		250. PFIZER INC PROPERTY TYPE: SECURITIES					11/24/2009	02/23/2010
4,419.00		4,631.00					-212.00	

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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. AT&T INC PROPERTY TYPE: SECURITIES					04/01/2008	03/04/2010
1,865.00		2,954.00					-1,089.00	
		200. AT&T INC PROPERTY TYPE: SECURITIES					11/24/2009	03/04/2010
4,974.00		5,375.00					-401.00	
		100. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES					12/18/2006	03/04/2010
7,418.00		5,093.00					2,325.00	
		250. PFIZER INC PROPERTY TYPE: SECURITIES					11/24/2009	03/04/2010
4,310.00		4,631.00					-321.00	
		200. STAPLES INCORPORATED PROPERTY TYPE: SECURITIES					08/26/2008	03/04/2010
4,581.00		4,803.00					-222.00	
		100. STAPLES INCORPORATED PROPERTY TYPE: SECURITIES					01/28/2010	03/04/2010
2,290.00		2,383.00					-93.00	
		25. STAPLES INCORPORATED PROPERTY TYPE: SECURITIES					05/05/2008	03/04/2010
573.00		570.00					3.00	
		100. DEAN FOODS CO NEW COM PROPERTY TYPE: SECURITIES					01/27/2009	03/11/2010
1,549.00		1,970.00					-421.00	
		225. DEAN FOODS CO NEW COM PROPERTY TYPE: SECURITIES					07/02/2008	03/11/2010
3,485.00		4,319.00					-834.00	
		175. DEAN FOODS CO NEW COM PROPERTY TYPE: SECURITIES					12/16/2008	03/11/2010
2,711.00		2,756.00					-45.00	
		75. APOLLO GROUP INC CL A PROPERTY TYPE: SECURITIES					11/24/2009	03/18/2010
4,844.00		4,172.00					672.00	

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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)	
		275. MOLSON COORS BREWING CO CL B PROPERTY TYPE: SECURITIES					11/24/2009	03/18/2010
11,925.00		12,750.00					-825.00	
		50. DISNEY WALT CO PROPERTY TYPE: SECURITIES					12/18/2006	03/23/2010
1,699.00		1,710.00					-11.00	
		150. DISNEY WALT CO PROPERTY TYPE: SECURITIES					08/14/2007	03/23/2010
5,096.00		4,869.00					227.00	
		700. PFIZER INC PROPERTY TYPE: SECURITIES					11/24/2009	03/31/2010
12,014.00		12,968.00					-954.00	
		75. APOLLO GROUP INC CL A PROPERTY TYPE: SECURITIES					11/24/2009	04/20/2010
4,843.00		4,172.00					671.00	
		424. PFIZER INC PROPERTY TYPE: SECURITIES					11/24/2009	04/20/2010
7,090.00		7,855.00					-765.00	
		151. PFIZER INC PROPERTY TYPE: SECURITIES					11/24/2009	04/20/2010
2,525.00		2,797.00					-272.00	
		100. AXIS CAPITAL HOLDINGS LTD COM PROPERTY TYPE: SECURITIES					11/24/2009	04/20/2010
3,075.00		2,911.00					164.00	
		25. ADOBE SYS INC PROPERTY TYPE: SECURITIES					02/07/2008	06/03/2010
819.00		814.00					5.00	
		125. ADOBE SYS INC PROPERTY TYPE: SECURITIES					10/24/2008	06/03/2010
4,093.00		2,972.00					1,121.00	
		75. PEPSICO INCORPORATED PROPERTY TYPE: SECURITIES					11/24/2009	06/03/2010
4,738.00		4,692.00					46.00	

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)	
		50. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES					05/24/2007	06/03/2010
1,173.00		1,717.00					-544.00	
		250. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES					09/16/2005	06/03/2010
5,866.00		7,483.00					-1,617.00	
		200. NOBLE CORP COM PROPERTY TYPE: SECURITIES					11/24/2009	06/03/2010
5,501.00		8,291.00					-2,790.00	
		225. AMPHENOL CORP NEW CL A PROPERTY TYPE: SECURITIES					11/24/2009	06/04/2010
9,327.00		9,593.00					-266.00	
		1410.925 COLUMBIA CORE BOND FUND CLASS Z PROPERTY TYPE: SECURITIES					04/22/2003	06/24/2010
15,436.00		16,113.00					-677.00	
		84.125 COLUMBIA CORE BOND FUND CLASS Z S PROPERTY TYPE: SECURITIES					12/11/2003	06/24/2010
920.00		931.00					-11.00	
		76.148 COLUMBIA CORE BOND FUND CLASS Z S PROPERTY TYPE: SECURITIES					12/09/2004	06/24/2010
833.00		830.00					3.00	
		1171.032 COLUMBIA CORE BOND FUND CLASS Z PROPERTY TYPE: SECURITIES					08/16/2007	06/24/2010
12,811.00		12,132.00					679.00	
		2843.85 INTERNATIONAL EQUITY CTF PROPERTY TYPE: SECURITIES					03/19/2004	06/30/2010
46,365.00		64,994.00					-18,629.00	
		2984.968 INTERNATIONAL EQUITY CTF PROPERTY TYPE: SECURITIES					08/31/2004	06/30/2010
48,666.00		63,907.00					-15,241.00	
		5708.215 COLUMBIA CORE BOND FUND CLASS Z PROPERTY TYPE: SECURITIES					08/16/2007	06/30/2010
62,733.00		59,137.00					3,596.00	

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)	
		150. DIRECTV CL A COM PROPERTY TYPE: SECURITIES					12/21/2009	08/05/2010
5,829.00		5,066.00					763.00	
		25. EOG RESOURCES INC PROPERTY TYPE: SECURITIES					11/24/2009	08/05/2010
2,546.00		2,193.00					353.00	
		50. EOG RESOURCES INC PROPERTY TYPE: SECURITIES					03/06/2009	08/05/2010
5,092.00		2,614.00					2,478.00	
		75. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES					03/17/2009	08/05/2010
2,676.00		3,401.00					-725.00	
		50. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES					11/19/2008	08/05/2010
1,784.00		2,209.00					-425.00	
		350. PRINCIPAL FINL GROUP INC COM PROPERTY TYPE: SECURITIES					11/24/2009	08/05/2010
8,559.00		9,144.00					-585.00	
		75. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES					03/18/2010	08/05/2010
4,506.00		4,788.00					-282.00	
		75. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES					01/28/2010	08/05/2010
4,506.00		4,666.00					-160.00	
		50. AXIS CAPITAL HOLDINGS LTD COM PROPERTY TYPE: SECURITIES					11/24/2009	08/05/2010
1,570.00		1,455.00					115.00	
		125. AXIS CAPITAL HOLDINGS LTD COM PROPERTY TYPE: SECURITIES					11/19/2008	08/05/2010
3,925.00		2,975.00					950.00	
		125. SOUTHWESTERN ENERGY CO PROPERTY TYPE: SECURITIES					11/09/2007	08/19/2010
4,294.00		3,282.00					1,012.00	

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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. SOUTHWESTERN ENERGY CO PROPERTY TYPE: SECURITIES					11/28/2007	08/19/2010
3,435.00		2,504.00					931.00	
		150. NABORS INDUSTRIES INC COM PROPERTY TYPE: SECURITIES					11/24/2009	08/19/2010
2,557.00		3,041.00					-484.00	
		375. DISCOVER FINL SVCS COM PROPERTY TYPE: SECURITIES					04/20/2010	09/14/2010
5,902.00		5,942.00					-40.00	
		125. DISCOVER FINL SVCS COM PROPERTY TYPE: SECURITIES					08/05/2010	09/14/2010
1,967.00		1,931.00					36.00	
		100. GENERAL MILLS INC PROPERTY TYPE: SECURITIES					06/03/2010	10/14/2010
3,713.00		3,749.00					-36.00	
		100. GENERAL MILLS INC PROPERTY TYPE: SECURITIES					03/18/2010	10/14/2010
3,713.00		3,670.00					43.00	
		250. GENERAL MILLS INC PROPERTY TYPE: SECURITIES					03/11/2010	10/14/2010
9,283.00		9,021.00					262.00	
		50. CLOROX COMPANY PROPERTY TYPE: SECURITIES					03/18/2010	11/04/2010
3,114.00		3,232.00					-118.00	
		100. CLOROX COMPANY PROPERTY TYPE: SECURITIES					02/23/2010	11/04/2010
6,229.00		6,100.00					129.00	
		25. LABORATORY CORP AMER HLDGS COM NEW PROPERTY TYPE: SECURITIES					08/02/2007	11/04/2010
2,068.00		1,888.00					180.00	
		50. LABORATORY CORP AMER HLDGS COM NEW PROPERTY TYPE: SECURITIES					04/18/2007	11/04/2010
4,135.00		3,651.00					484.00	

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. LOWES COMPANIES INCORPORATED PROPERTY TYPE: SECURITIES					01/28/2010	11/04/2010
2,215.00		2,203.00					12.00	
		125. LOWES COMPANIES INCORPORATED PROPERTY TYPE: SECURITIES					03/06/2009	11/04/2010
2,768.00		1,679.00					1,089.00	
		150. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES					08/05/2010	11/04/2010
4,046.00		4,192.00					-146.00	
		100. CHEVRONTEXACO CORP COM PROPERTY TYPE: SECURITIES					11/24/2009	11/18/2010
8,370.00		7,873.00					497.00	
		25. CISCO SYSTEMS INCORPORATED PROPERTY TYPE: SECURITIES					05/24/2007	11/18/2010
490.00		643.00					-153.00	
		125. CISCO SYSTEMS INCORPORATED PROPERTY TYPE: SECURITIES					09/16/2005	11/18/2010
2,448.00		2,291.00					157.00	
		200. GENERAL ELEC CO PROPERTY TYPE: SECURITIES					02/05/1996	11/18/2010
3,213.00		2,575.00					638.00	
		250. GENERAL ELEC CO PROPERTY TYPE: SECURITIES					03/11/2009	11/18/2010
4,016.00		2,143.00					1,873.00	
		450. LOWES COMPANIES INCORPORATED PROPERTY TYPE: SECURITIES					03/06/2009	11/18/2010
9,790.00		6,043.00					3,747.00	
		125. CHEVRONTEXACO CORP COM PROPERTY TYPE: SECURITIES					11/24/2009	12/01/2010
10,358.00		9,841.00					517.00	
		75. AMGEN INC PROPERTY TYPE: SECURITIES					11/04/2010	12/09/2010
3,994.00		4,191.00					-197.00	

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)	
		125. CELANESE CORP DEL SER A COM					11/24/2009	12/09/2010
		PROPERTY TYPE: SECURITIES						
4,837.00		3,719.00					1,118.00	
		150. E M C CORP MASS					01/13/2009	12/09/2010
		PROPERTY TYPE: SECURITIES						
3,303.00		1,701.00					1,602.00	
		25. E M C CORP MASS					02/26/2009	12/09/2010
		PROPERTY TYPE: SECURITIES						
551.00		279.00					272.00	
		50. FLOWSERVE CORP					11/24/2009	12/09/2010
		PROPERTY TYPE: SECURITIES						
5,661.00		5,086.00					575.00	
		250. US BANCORP DEL COM NEW					09/16/2005	12/09/2010
		PROPERTY TYPE: SECURITIES						
6,412.00		7,483.00					-1,071.00	
		150. US BANCORP DEL COM NEW					11/24/2009	12/09/2010
		PROPERTY TYPE: SECURITIES						
3,847.00		3,536.00					311.00	
		2962.185 COLUMBIA CORE BOND FUND CLASS Z					08/16/2007	12/10/2010
		PROPERTY TYPE: SECURITIES						
32,317.00		30,688.00					1,629.00	

TOTAL GAIN(LOSS)		....					-20,926.	
							==========	

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	1,418.	1,418.
ABBOTT LABORATORIES	628.	628.
ALLERGAN INCORPORATED	40.	40.
AMPHENOL CORP NEW CL A	7.	7.
APACHE CORPORATION	150.	150.
AVON PRODUCTS INC	495.	495.
BOFA MONEY MARKET RESERVES G TRUST CLASS	2.	2.
INTERNATIONAL EQUITY CTF	1,835.	1,835.
CELANESE CORP DEL SER A COM	63.	63.
CHEVRONTEXACO CORP COM	923.	923.
CLOROX COMPANY	240.	240.
COLUMBIA ACORN FUND CLASS Z SHARES	104.	104.
COLUMBIA ACORN INT'L SELECT FUND CLASS Z	1,672.	1,672.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	508.	508.
COLUMBIA CORE BOND FUND CLASS Z SHARES	8,849.	8,849.
COLUMBIA INTERMEDIATE BOND FUND CLASS Z	21,309.	21,309.
COLUMBIA SMALL CAP VALUE I FUND CLASS Z	359.	359.
COLUMBIA CONSERVATIVE HIGH YIELD FUND CL	5,421.	5,421.
COMCAST CORP NEW CL A COM	40.	40.
CREDIT SUISSE COMMODITY-RETURN PLUS STRA	5,602.	5,602.
DISNEY WALT CO	140.	140.
DISCOVER FINL SVCS COM	60.	60.
DOVER CORPORATION	134.	134.
EOG RESOURCES INC	34.	34.
EXELON CORP COM	368.	368.
FIFTH THIRD BANCORP COM	22.	22.
FLOWSERVE CORP	86.	86.
GANNETT CO INC	68.	68.
GENERAL ELEC CO	189.	189.
GENERAL MILLS INC	338.	338.
GOLDMAN SACHS GROUP INC	175.	175.
HEWLETT PACKARD CO COM	210.	210.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTERNATIONAL BUSINESS MACHS	500.	500.
ISHARES INC MSCI BRAZIL FREE INDEX FUND	474.	474.
ISHARES MSCI SOUTH KOREA INDEX FUND	52.	52.
ISHR MSCI EAFE INDEX FUND	810.	810.
J P MORGAN CHASE & CO COM	130.	130.
KIMBERLY CLARK CORP COM	210.	210.
LOWES COMPANIES INCORPORATED	261.	261.
MCKESSON HBOC INC	120.	120.
MICROSOFT CORPORATION	701.	701.
MOLSON COORS BREWING CO CL B	66.	66.
MONSANTO CO NEW COM	27.	27.
NORDSTROM INCORPORATED	380.	380.
OCCIDENTAL PETROLEUM CORPORATION	393.	393.
PNC BK CORP	100.	100.
PACKAGING CORP OF AMERICA	225.	225.
PARKER HANNIFIN CORPORATION	241.	241.
PEPSICO INCORPORATED	439.	439.
PFIZER INC	320.	320.
PHILIP MORRIS INTL INC COM	1,428.	1,428.
POLO RALPH LAUREN CORPORATION	8.	8.
PRICE T ROWE GROUP INC COM	243.	243.
PROCTER & GAMBLE CO COM	578.	578.
PRUDENTIAL FINL INC COM	316.	316.
QEP RES INC COM	14.	14.
QUESTAR CORP	209.	209.
RIO TINTO PLC SPONSORED ADR	186.	186.
SCHLUMBERGER LIMITED	32.	32.
SEMPRA ENERGY	351.	351.
STAPLES INCORPORATED	168.	168.
TJX COMPANIES INCORPORATED NEW	146.	146.
TARGET CORP	159.	159.
TEXAS INSTRS INC	355.	355.
US BANCORP DEL COM NEW	110.	110.

HENRY BROOKS TRUST C 04-6785966

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UNITED PARCEL SERVICE CL B	294.	294.
UNITED TECHNOLOGIES CORP	808.	808.
VANGUARD MSCI EMERGING MKTS ETF	2,008.	2,008.
WELLS FARGO COMPANY	165.	165.
YUM BRANDS INC COM	47.	47.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	57.	57.
AXIS CAPITAL HOLDINGS LTD COM	152.	152.
NOBLE CORP COM	18.	18.
TYCO INTL LTD NEW F COM	343.	343.
TOTAL	65,133.	65,133.

HENRY BROOKS TRUST C 04-6785966

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTERNATIONAL EQUITY CTF	-927.	-927.
TOTALS	-927.	-927.

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	25.	25.		
TAX PREPARATION FEE (NON-ALLOC	880.			880.
TOTALS	905.	25.	NONE	880.

HENRY BROOKS TRUST C 04-6785966

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	302.	302.
FEDERAL ESTIMATES - PRINCIPAL	517.	
FOREIGN TAXES ON QUALIFIED FOR	320.	320.
FOREIGN TAXES ON NONQUALIFIED	118.	118.
TOTALS	1,257.	740.

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
CTF ADJ		678.
INC ADJ		563.
	TOTAL	1,241.

STATEMENT 8

HENRY BROOKS TRUST C 04-6785966

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

DESCRIPTION		AMOUNT
ROUNDING		5.
	TOTAL	5.

STATEMENT 9

HENRY BROOKS TRUST C 04-6785966

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STATE(S) WHERE THE FOUNDATION IS REGISTERED
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     MA
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STATEMENT 10

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 .... 1,967.

OFFICER NAME:
BANK OF AMERICA
ADDRESS:
100 FEDERAL STREET
BOSTON, MA 02109
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40
COMPENSATION .... 18,347.

TOTAL COMPENSATION: 20,314.
==============

STATEMENT 11

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 .... 94,000.

TOTAL GRANTS PAID: 94,000.
==============

STATEMENT 12

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149   BENEFICIARY DISTRIBUTIONS
06/25/10  THE SALVATION ARMY                                               -9400.00      -9400.00                 1006000059
          2010 ANNUAL DISTRIBUTION                                                  UNMATCHED BENE DISTRIBUTION
          FOR:                                                                                 **CHANGED** 04/20/11 JJK
          TR TRAN#=101760004000    TR CD=823     REG=0      PORT=INC

06/25/10  AMERICAN CANCER SOCIETY INC                                      -9400.00      -9400.00                 1006000060
          2010 ANNUAL DISTRIBUTION                                                  UNMATCHED BENE DISTRIBUTION
          FOR:                                                                                 **CHANGED** 04/20/11 JJK
          TR TRAN#=101760005000    TR CD=823     REG=0      PORT=INC

06/25/10  AMERICAN RED CROSS OF MASS BAY                                   -9400.00      -9400.00                 1006000056
          2010 ANNUAL DISTRIBUTION                                                  UNMATCHED BENE DISTRIBUTION
          FOR:                                                                                 **CHANGED** 04/20/11 JJK
          TR TRAN#=101760001000    TR CD=823     REG=0      PORT=INC

06/25/10  DISCALCED CARMELITE NUNS DANVERS                                 -9400.00      -9400.00                 1006000057
          2010 ANNUAL DISTRIBUTION                                                  UNMATCHED BENE DISTRIBUTION
          FOR:                                                                                 **CHANGED** 04/20/11 JJK
          TR TRAN#=101760002000    TR CD=823     REG=0      PORT=INC

06/25/10  MARYKNOLL FATHERS & BROTHERS                                     -9400.00      -9400.00                 1006000058
          2010 ANNUAL DISTRIBUTION                                                  UNMATCHED BENE DISTRIBUTION
          FOR:                                                                                 **CHANGED** 04/20/11 JJK
          TR TRAN#=101760003000    TR CD=823     REG=0      PORT=INC

06/25/10  CARROLL CENTER                                                   -9400.00      -9400.00                 1006000061
          2010 ANNUAL DISTRIBUTION                                                  UNMATCHED BENE DISTRIBUTION
          FOR:                                                                                 **CHANGED** 04/20/11 JJK
          TR TRAN#=101760006000    TR CD=823     REG=0      PORT=INC

06/25/10  KNIGHTS OF COLUMBUS DANVERS MA                                   -9400.00      -9400.00                 1006000062
          2010 ANNUAL DISTRIBUTION                                                  UNMATCHED BENE DISTRIBUTION
          FOR:                                                                                 **CHANGED** 04/20/11 JJK
          TR TRAN#=101760007000    TR CD=823     REG=0      PORT=INC
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TAX                                                                                                          EDIT
CODE/DATE TRANSACTIONS                                                TAXABLE        INCOME      PRINCIPAL   NUMBER
--------- ------------                                            ------------  ------------  ------------  ----------

149   BENEFICIARY DISTRIBUTIONS (CONTINUED)
06/25/10  ST MARY OF THE ANNUNCIATION SCHO                             -9400.00      -9400.00                 1006000063
          2010 ANNUAL DISTRIBUTION                                              UNMATCHED BENE DISTRIBUTION
          FOR:                                                                             **CHANGED** 04/20/11 JJK
          TR TRAN#=101760008000    TR CD=823     REG=0      PORT=INC

06/25/10  AMERICAN HEART ASSOCIATION                                   -9400.00      -9400.00                 1006000064
          2010 ANNUAL DISTRIBUTION                                              UNMATCHED BENE DISTRIBUTION
          FOR:                                                                             **CHANGED** 04/20/11 JJK
          TR TRAN#=101760009000    TR CD=823     REG=0      PORT=INC

07/13/10  EMERSON COLLEGE                                              -2000.00      -2000.00                 1007000002
          FBO KAITLIN J. MCGUIRE                                                           SUB TRUST 099008507059
          STUDENT ID #E01099171                                                 BENE DISTRIBUTION WITH NO SSN
          2010 BROOKS FAMILY SCHOLARSHIP                                                   **CHANGED** 04/20/11 JJK
          FOR:
          TR TRAN#=101940001000    TR CD=823     REG=0      PORT=INC

07/13/10  SYRACUSE UNIVERSITY                                          -2000.00      -2000.00                 1007000003
          FBO DARCY CHERLIN                                                                SUB TRUST 099008507059
          STUDENT ID #345744093                                                 BENE DISTRIBUTION WITH NO SSN
          2010 BROOKS FAMILY SCHOLARSHIP                                                   **CHANGED** 04/20/11 JJK
          FOR:
          TR TRAN#=101940002000    TR CD=823     REG=0      PORT=INC

07/27/10  BRYANT UNIVERSITY                                            -2000.00      -2000.00                 1007000004
          FBO CHRISTOPHER  V. CHAPRUET                                                     SUB TRUST 099008507059
          STUDENT ID #000195132                                                 BENE DISTRIBUTION WITH NO SSN
          2010 BROOKS FAMILY SCHOLARSHIP                                                   **CHANGED** 04/20/11 JJK
          FOR.
          TR TRAN#=102080001000    TR CD=823     REG=0      PORT=INC

08/10/10  UNIVERSITY OF MASSACHUSETTS                                  -1400.00      -1400.00                 1008000002
          FBO KEVIN POWERS                                                                 SUB TRUST 099008507059
          STUDENT ID #25950309                                                  BENE DISTRIBUTION WITH NO SSN
          2010 BROOKS FAMILY SCHOLARSHIP                                                   **CHANGED** 04/20/11 JJK
          FOR:
          TR TRAN#=102220001000    TR CD=823     REG=0      PORT=INC

08/31/10  MERRIMACK COLLEGE                                            -2000.00      -2000.00                 1008000003
          FBO NICOLE E. MORRISSEY                                                          SUB TRUST 099008507059
          STUDENT ID #282571                                                    BENE DISTRIBUTION WITH NO SSN
          2010 BROOKS FAMILY SCHOLARSHIP                                                   **CHANGED** 04/20/11 JJK
          FOR:
          TR TRAN#=102430001000    TR CD=823     REG=0      PORT=INC
                                                                    ------------  ------------  ------------
          TOTAL CODE 149 - BENEFICIARY DISTRIBUTIONS                   -94000 00     -94000 00          0 00
                                                                    ============  ============  ============
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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

2010

Name of estate or trust: HENRY BROOKS TRUST C

Employer identification number: 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 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	-6,350.
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	769.
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 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	-5,581.

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 instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a	LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			2,098.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-18,183.
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	740.
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 2009 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	-15,345.

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 instr.)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13			-5,581.
14 Net long-term gain or (loss):				
a Total for year	14a			-15,345.
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			-20,926.

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 2010 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 2010 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

2010

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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	125. CHEVRONTEXACO CORP COM	11/24/2009	01/28/2010	9,112.00	9,841.00	-729.00
	50. COMCAST CORP NEW CL A COM	11/24/2009	01/28/2010	780.00	752.00	28.00
	75. FPL GROUP INC COM	11/24/2009	01/28/2010	3,680.00	3,866.00	-186.00
	25. KIMBERLY CLARK CORP COM	11/24/2009	01/28/2010	1,484.00	1,650.00	-166.00
	75. POLO RALPH LAUREN CORPORATION	11/24/2009	01/28/2010	6,155.00	5,963.00	192.00
	200. E M C CORP MASS	11/24/2009	02/23/2010	3,434.00	3,419.00	15.00
	50. FPL GROUP INC COM	11/24/2009	02/23/2010	2,342.00	2,577.00	-235.00
	50. LOCKHEED MARTIN CORPORATION	11/24/2009	02/23/2010	3,867.00	3,863.00	4.00
	125. PEPSICO INCORPORATED	11/24/2009	02/23/2010	7,730.00	7,819.00	-89.00
	250. PFIZER INC	11/24/2009	02/23/2010	4,419.00	4,631.00	-212.00
	200. AT&T INC	11/24/2009	03/04/2010	4,974.00	5,375.00	-401.00
	250. PFIZER INC	11/24/2009	03/04/2010	4,310.00	4,631.00	-321.00
	100. STAPLES INCORPORATED	01/28/2010	03/04/2010	2,290.00	2,383.00	-93.00
	75. APOLLO GROUP INC CL A	11/24/2009	03/18/2010	4,844.00	4,172.00	672.00
	275. MOLSON COORS BREWING CO CL B	11/24/2009	03/18/2010	11,925.00	12,750.00	-825.00
	700. PFIZER INC	11/24/2009	03/31/2010	12,014.00	12,968.00	-954.00
	75. APOLLO GROUP INC CL A	11/24/2009	04/20/2010	4,843.00	4,172.00	671.00
	424. PFIZER INC	11/24/2009	04/20/2010	7,090.00	7,855.00	-765.00
	151. PFIZER INC	11/24/2009	04/20/2010	2,525.00	2,797.00	-272.00
	100. AXIS CAPITAL HOLDINGS LTD COM	11/24/2009	04/20/2010	3,075.00	2,911.00	164.00
	75. PEPSICO INCORPORATED	11/24/2009	06/03/2010	4,738.00	4,692.00	46.00
	200. NOBLE CORP COM	11/24/2009	06/03/2010	5,501.00	8,291.00	-2,790.00
	225. AMPHENOL CORP NEW CL A	11/24/2009	06/04/2010	9,327.00	9,593.00	-266.00
	150. DIRECTV CL A COM	12/21/2009	08/05/2010	5,829.00	5,066.00	763.00

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)

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

2010

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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 25. EOG RESOURCES INC	11/24/2009	08/05/2010	2,546.00	2,193.00	353.00
350. PRINCIPAL FINL GROUP INC COM	11/24/2009	08/05/2010	8,559.00	9,144.00	-585.00
75. PROCTER & GAMBLE CO COM	03/18/2010	08/05/2010	4,506.00	4,788.00	-282.00
75. PROCTER & GAMBLE CO COM	01/28/2010	08/05/2010	4,506.00	4,666.00	-160.00
50. AXIS CAPITAL HOLDINGS LTD COM	11/24/2009	08/05/2010	1,570.00	1,455.00	115.00
150. NABORS INDUSTRIES INC COM	11/24/2009	08/19/2010	2,557.00	3,041.00	-484.00
375. DISCOVER FINL SVCS COM	04/20/2010	09/14/2010	5,902.00	5,942.00	-40.00
125. DISCOVER FINL SVCS COM	08/05/2010	09/14/2010	1,967.00	1,931.00	36.00
100. GENERAL MILLS INC	06/03/2010	10/14/2010	3,713.00	3,749.00	-36.00
100. GENERAL MILLS INC	03/18/2010	10/14/2010	3,713.00	3,670.00	43.00
250. GENERAL MILLS INC	03/11/2010	10/14/2010	9,283.00	9,021.00	262.00
50. CLOROX COMPANY	03/18/2010	11/04/2010	3,114.00	3,232.00	-118.00
100. CLOROX COMPANY	02/23/2010	11/04/2010	6,229.00	6,100.00	129.00
100. LOWES COMPANIES INCORPORATED	01/28/2010	11/04/2010	2,215.00	2,203.00	12.00
150. WELLS FARGO COMPANY	08/05/2010	11/04/2010	4,046.00	4,192.00	-146.00
100. CHEVRONTEXACO CORP COM	11/24/2009	11/18/2010	8,370.00	7,873.00	497.00
75. AMGEN INC	11/04/2010	12/09/2010	3,994.00	4,191.00	-197.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -6,350.00

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

Schedule D-1 (Form 1041) 2010

JSA
0F1221 3 000

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
HENRY BROOKS TRUST C	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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1277.789 COLUMBIA MARSICO 21ST CENTURY FUND CLASS Z S	09/16/2005	01/12/2010	15,385.00	14,580.00	805.00
4919.499 COLUMBIA MARSICO 21ST CENTURY FUND CLASS Z S	02/25/2005	01/12/2010	59,231.00	55,000.00	4,231.00
208.918 COLUMBIA SMALL CAP GROWTH FUND II CLASS Z SHAR	12/12/2005	01/12/2010	2,004.00	3,253.00	-1,249.00
173.633 COLUMBIA SMALL CAP GROWTH FUND II CLASS Z SHAR	09/20/2006	01/12/2010	1,665.00	2,418.00	-753.00
293.666 COLUMBIA SMALL CAP GROWTH FUND II CLASS Z SHAR	09/20/2006	01/12/2010	2,816.00	4,089.00	-1,273.00
1499.583 COLUMBIA SMALL CAP GROWTH FUND II CLASS Z	08/30/2004	01/12/2010	14,381.00	20,000.00	-5,619.00
1488.641 COLUMBIA SMALL CAP GROWTH FUND II CLASS Z	04/22/2003	01/12/2010	14,276.00	14,950.00	-674.00
125. ADOBE SYS INC	02/07/2008	01/28/2010	4,101.00	4,068.00	33.00
250. COMCAST CORP NEW CL A COM	10/06/2008	01/28/2010	3,902.00	4,508.00	-606.00
125. COMCAST CORP NEW CL A COM	09/09/2008	01/28/2010	1,951.00	1,950.00	1.00
50. FPL GROUP INC COM	09/05/2007	01/28/2010	2,453.00	2,979.00	-526.00
100. KIMBERLY CLARK CORP COM	08/12/2008	01/28/2010	5,935.00	6,206.00	-271.00
150. KIMBERLY CLARK CORP COM	05/18/2006	01/28/2010	8,903.00	9,039.00	-136.00
50. KIMBERLY CLARK CORP COM	10/10/2008	01/28/2010	2,968.00	2,789.00	179.00
25. KIMBERLY CLARK CORP COM	01/27/2009	01/28/2010	1,484.00	1,297.00	187.00
225. YUM BRANDS INC COM	09/16/2005	01/28/2010	7,741.00	5,680.00	2,061.00
50. E M C CORP MASS	01/13/2009	02/23/2010	858.00	567.00	291.00
50. FPL GROUP INC COM	02/13/2009	02/23/2010	2,342.00	2,548.00	-206.00
50. LOCKHEED MARTIN CORPORATION	10/10/2008	02/23/2010	3,867.00	4,321.00	-454.00
25. LOCKHEED MARTIN CORPORATION	10/24/2008	02/23/2010	1,934.00	1,945.00	-11.00
75. AT&T INC	04/01/2008	03/04/2010	1,865.00	2,954.00	-1,089.00
100. MONSANTO CO NEW COM	12/18/2006	03/04/2010	7,418.00	5,093.00	2,325.00
200. STAPLES INCORPORATED	08/26/2008	03/04/2010	4,581.00	4,803.00	-222.00
25. STAPLES INCORPORATED	05/05/2008	03/04/2010	573.00	570.00	3.00
100. DEAN FOODS CO NEW COM	01/27/2009	03/11/2010	1,549.00	1,970.00	-421.00

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	**Employer identification number**
HENRY BROOKS TRUST C	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	**(e)** Cost or other basis (see instructions)	**(f)** Gain or (loss) Subtract (e) from (d)
6a 225. DEAN FOODS CO NEW COM	07/02/2008	03/11/2010	3,485.00	4,319.00	-834.00
175. DEAN FOODS CO NEW COM	12/16/2008	03/11/2010	2,711.00	2,756.00	-45.00
50. DISNEY WALT CO	12/18/2006	03/23/2010	1,699.00	1,710.00	-11.00
150. DISNEY WALT CO	08/14/2007	03/23/2010	5,096.00	4,869.00	227.00
25. ADOBE SYS INC	02/07/2008	06/03/2010	819.00	814.00	5.00
125. ADOBE SYS INC	10/24/2008	06/03/2010	4,093.00	2,972.00	1,121.00
50. US BANCORP DEL COM NEW	05/24/2007	06/03/2010	1,173.00	1,717.00	-544.00
250. US BANCORP DEL COM NEW	09/16/2005	06/03/2010	5,866.00	7,483.00	-1,617.00
1410.925 COLUMBIA CORE BOND FUND CLASS Z SHARES	04/22/2003	06/24/2010	15,436.00	16,113.00	-677.00
84.125 COLUMBIA CORE BOND FUND CLASS Z SHARES	12/11/2003	06/24/2010	920.00	931.00	-11.00
76.148 COLUMBIA CORE BOND FUND CLASS Z SHARES	12/09/2004	06/24/2010	833.00	830.00	3.00
1171.032 COLUMBIA CORE BOND FUND CLASS Z SHARES	08/16/2007	06/24/2010	12,811.00	12,132.00	679.00
2843.85 INTERNATIONAL EQUITY CTF	03/19/2004	06/30/2010	46,365.00	64,994.00	-18,629.00
2984.968 INTERNATIONAL EQUITY CTF	08/31/2004	06/30/2010	48,666.00	63,907.00	-15,241.00
5708.215 COLUMBIA CORE BOND FUND CLASS Z SHARES	08/16/2007	06/30/2010	62,733.00	59,137.00	3,596.00
50. EOG RESOURCES INC	03/06/2009	08/05/2010	5,092.00	2,614.00	2,478.00
75. GILEAD SCIENCES INC	03/17/2009	08/05/2010	2,676.00	3,401.00	-725.00
50. GILEAD SCIENCES INC	11/19/2008	08/05/2010	1,784.00	2,209.00	-425.00
125. AXIS CAPITAL HOLDINGS LTD COM	11/19/2008	08/05/2010	3,925.00	2,975.00	950.00
125. SOUTHWESTERN ENERGY CO	11/09/2007	08/19/2010	4,294.00	3,282.00	1,012.00
100. SOUTHWESTERN ENERGY CO	11/28/2007	08/19/2010	3,435.00	2,504.00	931.00
25. LABORATORY CORP AMER HLDGS COM NEW	08/02/2007	11/04/2010	2,068.00	1,888.00	180.00
50. LABORATORY CORP AMER HLDGS COM NEW	04/18/2007	11/04/2010	4,135.00	3,651.00	484.00
125. LOWES COMPANIES INCORPORATED	03/06/2009	11/04/2010	2,768.00	1,679.00	1,089.00
25. CISCO SYSTEMS INCORPORATED	05/24/2007	11/18/2010	490.00	643.00	-153.00
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	**Employer identification number**
HENRY BROOKS TRUST C	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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	125. CISCO SYSTEMS INCORPORATED	09/16/2005	11/18/2010	2,448.00	2,291.00	157.00
	200. GENERAL ELEC CO	02/05/1996	11/18/2010	3,213.00	2,575.00	638.00
	250. GENERAL ELEC CO	03/11/2009	11/18/2010	4,016.00	2,143.00	1,873.00
	450. LOWES COMPANIES INCORPORATED	03/06/2009	11/18/2010	9,790.00	6,043.00	3,747.00
	125. CHEVRONTEXACO CORP COM	11/24/2009	12/01/2010	10,358.00	9,841.00	517.00
	125. CELANESE CORP DEL SER A COM	11/24/2009	12/09/2010	4,837.00	3,719.00	1,118.00
	150. E M C CORP MASS	01/13/2009	12/09/2010	3,303.00	1,701.00	1,602.00
	25. E M C CORP MASS	02/26/2009	12/09/2010	551.00	279.00	272.00
	50. FLOWSERVE CORP	11/24/2009	12/09/2010	5,661.00	5,086.00	575.00
	250. US BANCORP DEL COM NEW	09/16/2005	12/09/2010	6,412.00	7,483.00	-1,071.00
	150. US BANCORP DEL COM NEW	11/24/2009	12/09/2010	3,847.00	3,536.00	311.00
	2962.185 COLUMBIA CORE BOND FUND CLASS Z SHARES	08/16/2007	12/10/2010	32,317.00	30,688.00	1,629.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . -18,183.00

HENRY BROOKS TRUST C 04-6785966

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

COLUMBIA ACORN FUND CLASS Z SHARES	1,995.00	
COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARE	103.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		2,098.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		2,098.00

GAINS AND LOSSES FROM PASS-THRU ENTITIES

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

COMMON TRUST FUNDS	769.00	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		769.00

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

COMMON TRUST FUNDS	740.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		740.00

A S S E T   S U M M A R Y

AS OF 12/31/10

ACCOUNT
80-09-900-8506374 HENRY BROOKS TRUST C

	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST INC
CASH AND CASH EQUIVALENTS					
MONEY MARKET FUNDS	29,692.67	29,692.67	1.189	0.130	
FIXED INCOME					
MUTUAL FUNDS-FIXED	700,250.80	722,467.58	28.922	4.559	32,
EQUITIES					
CONSUMER DISCRETIONARY	110,238.71	126,556.75	5.066	1.268	1,
CONSUMER STAPLES	85,795.71	95,971.50	3.842	3 501	3,
ENERGY	88,863.27	121,786.75	4.875	1.013	1,
FINANCIALS	157,623.53	175,366.75	7.020	0.842	1,
HEALTH CARE	117,145.28	127,590.00	5.108	0.754	
INDUSTRIALS	82,141.03	115,947.25	4.642	1.882	2,
INFORMATION TECHNOLOGY	154,233.04	208,733.50	8.356	0.901	1,
MATERIALS	39,759.38	57,250.25	2.292	0.973	
TELECOMMUNICATION SERVICES	26,225.82	31,806.50	1.273	4.191	1,
UTILITIES	30,062.74	30,411.50	1.217	3.560	1,
MUTUAL FUNDS-EQUITY	270,656.68	359,862.31	14.406	0.699	2,
OTHER EQUITIES	181,246.86	216,019.85	8.648	2.007	4,
TOTAL EQUITIES	1,343,992.05	1,667,302.91	66.747	1.351	22,
BALANCED FUNDS					
MUTUAL FUNDS-BALANCED	69,398.67	78,490.76	3.142	7.141	5,
ACCOUNT TOTAL	2,143,334.19	2,497,953.92	100.000	2.446	61,

ASSET DETAIL

AS OF 12/31/10

ACCOUNT
80-09-900-8506374

HENRY BROOKS TRUST C

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST AN INCO
	CASH AND CASH EQUIVALENTS						
	MONEY MARKET FUNDS						
29,122 350	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (INCOME INVESTMENT) CUSIP NO: 994458719	29,122.35	29,122.35	29,122.35	1.166	0.130	3
570.320	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT CUSIP NO: 994458719	570.32	570.32	570.32	0.023	0.130	
	TOTAL MONEY MARKET FUNDS	29,692.67	29,692.67	29,692.67	1.189	0 130	3
	TOTAL CASH AND CASH EQUIVALENTS	29,692.67	29,692.67	29,692.67	1.189	0 130	3
	FIXED INCOME						
	MUTUAL FUNDS-FIXED						
16,730.975	COLUMBIA CORE BOND FUND CLASS Z SHARES CUSIP NO: 19765L371	175,726 94	173,042.76	183,204.18	7.334	3.388	6,20
51,229.284	COLUMBIA INTERMEDIATE BOND FUND CLASS Z SHARES CUSIP NO: 19765N468	445,000.00	445,000.00	464,137.31	18.581	4.592	21,31
9,570.203	COLUMBIA CONSERVATIVE HIGH YIELD FUND CLASS Z SHARES CUSIP NO: 19765P323	82,343.41	82,208.04	75,126.09	3.008	7.210	5,41
	TOTAL MUTUAL FUNDS-FIXED	703,070.35	700,250.80	722,467.58	28.923	4.559	32,93
	TOTAL FIXED INCOME	703,070.35	700,250.80	722,467.58	28.923	4 559	32,93

A S S E T D E T A I L

AS OF 12/31/10

ACCOUNT
80-09-900-8506374

HENRY BROOKS TRUST C

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST AN INCO
	EQUITIES						
	CONSUMER DISCRETIONARY						
125.000	AMAZON COM INC CUSIP NO: 023135106	15,698.94	15,698.94	22,500.00	0.901	0.000	
175.000	AUTOLIV INC CUSIP NO: 052800109	13,213.26	13,213 26	13,814.50	0 553	2.027	28
325.000	DISNEY WALT CO COM DISNEY CUSIP NO: 254687106	11,322.91	11,114.19	12,190.75	0 488	1.066	13
1,075.000	GANNETT INC CUSIP NO: 364730101	16,772.98	16,772.98	16,221.75	0.649	1.060	17
500.000	NORDSTROM INC CUSIP NO. 655664100	16,977.50	16,977.50	21,190.00	0.848	1.888	40
425.000	STAPLES INC CUSIP NO: 855030102	9,253.67	8,573.01	9,677.25	0.387	1.581	15
325.000	TJX COS INC NEW CUSIP NO: 872540109	13,562.65	13,562.65	14,426.75	0.578	1.352	19
275.000	TARGET CORP CUSIP NO· 87612E106	14,326.18	14,326.18	16,535.75	0.662	1.663	27
	TOTAL CONSUMER DISCRETIONARY	111,128.09	110,238.71	126,556.75	5.066	1.268	1,60
	CONSUMER STAPLES						
650.000	AVON PRODS INC CUSIP NO: 054303102	20,730.34	19,290.25	18,889.00	0.756	3.028	57
150.000	PEPSICO INC CUSIP NO: 713448108	9,383.25	9,383.25	9,799.50	0.392	2.939	28

ASSET DETAIL

AS OF 12/31/10

ACCOUNT
80-09-900-8506374

HENRY BROOKS TRUST C

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST AN INCO
600.000	PHILIP MORRIS INTL INC CUSIP NO: 718172109	25,575.03	25,575.03	35,118.00	1.406	4.374	1,53
500.000	PROCTER & GAMBLE CO CUSIP NO: 742718109	31,626.06	31,547.18	32,165.00	1.288	2.995	96
	TOTAL CONSUMER STAPLES	87,314.68	85,795.71	95,971.50	3.842	3.501	3,35
ENERGY							
275 000	NABORS INDS INC ISIN BMG6359F1032 BERMUDA CUSIP NO· G6359F103	5,575.80	5,575.80	6,451.50	0.258	0.000	
250.000	APACHE CORP CUSIP NO: 037411105	19,218.46	19,218.46	29,807 50	1.193	0.503	15
100.000	CHEVRON CORP CUSIP NO: 166764100	7,872.79	7,872.79	9,125.00	0.365	3.156	28
125.000	MURPHY OIL CORP CUSIP NO: 626717102	8,703.79	8,703.79	9,318.75	0.373	1.476	13
300.000	OCCIDENTAL PETE CORP DEL CUSIP NO: 674599105	16,707.63	16,576.02	29,430.00	1.178	1.549	45
75.000	OCEANEERING INTL INC CUSIP NO: 675232102	5,496.53	5,496.53	5,522.25	0.221	0.000	
425.000	QEP RES INC CUSIP NO: 74733V100	12,983.38	12,983.38	15,431 75	0.618	0 220	3
200.000	SCHLUMBERGER LTD NETHERLANDS ANTILLES CUSIP NO: 806857108	12,436.50	12,436.50	16,700.00	0.669	1.006	16

ASSET DETAIL

AS OF 12/31/10

ACCOUNT
80-09-900-8506374

HENRY BROOKS TRUST C

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST AN INCO
	TOTAL ENERGY	88,994.88	88,863.27	121,786.75	4.875	1.013	1,23
FINANCIALS							
725 000	DISCOVER FINL SVCS CUSIP NO: 254709108	10,945.80	10,621.75	13,434.25	0.538	0.432	5
1,075.000	FIFTH THIRD BANCORP CUSIP NO: 316773100	13,547.12	13,547.12	15,781.00	0.632	0.272	4
125.000	GOLDMAN SACHS GROUP INC CUSIP NO: 38141G104	19,365.59	18,547.42	21,020.00	0.841	0 833	17
100.000	INTERCONTINENTAL EXCHANGE INC CUSIP NO: 45865V100	11,006.45	11,006 45	11,915.00	0.477	0 000	
650.000	J P MORGAN CHASE & CO CUSIP NO: 46625H100	31,903.82	31,651.36	27,573.00	1.104	0 471	13
250.000	PNC FINL SVCS GROUP INC CUSIP NO: 693475105	10,958.88	10,958.88	15,180.00	0.608	0.659	10
400.000	PRICE T ROWE GROUP INC CUSIP NO: 74144T108	21,811.55	21,811.55	25,816.00	1.033	1 673	43
325.000	PRUDENTIAL FINL INC CUSIP NO. 744320102	16,605.65	16,605.65	19,080.75	0.764	1.959	37
825.000	WELLS FARGO & CO NEW COM CUSIP NO. 949746101	22,901.24	22,873.35	25,566.75	1.024	0.645	16
	TOTAL FINANCIALS	159,046 10	157,623.53	175,366.75	7.021	0 842	1,47
HEALTH CARE							

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ASSET DETAIL

AS OF 12/31/10

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HENRY BROOKS TRUST C

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST AN INCO
425.000	ABBOTT LABS CUSIP NO: 002824100	22,466.51	22,187.21	20,361.75	0.815	3.674	74
350.000	ALLERGAN INC CUSIP NO. 018490102	23,013.05	23,013.05	24,034.50	0.962	0.291	7
200.000	AMGEN INC CUSIP NO. 031162100	11,164 76	10,514.98	10,980.00	0.440	0.000	
75.000	CELGENE CORP CUSIP NO: 151020104	4,281 07	4,281 07	4,435.50	0.178	0.000	
100.000	LABORATORY CORP AMER HLDGS NEW COM CUSIP NO: 50540R409	7,191.18	7,045.74	8,792.00	0.352	0.000	
200.000	MCKESSON CORP CUSIP NO: 58155Q103	7,858.13	7,729.57	14,076.00	0.564	1.023	14
200.000	MEDCO HLTH SOLUTIONS INC CUSIP NO: 58405U102	12,664.24	12,664.24	12,254.00	0.491	0.000	
825 000	MYLAN INC CUSIP NO: 628530107	14,935.72	14,935.72	17,432.25	0.698	0.000	
275.000	THERMO FISHER SCIENTIFIC CORP CUSIP NO: 883556102	14,773.70	14,773.70	15,224.00	0.609	0.000	
	TOTAL HEALTH CARE	118,348.36	117,145.28	127,590 00	5.109	0.754	96
INDUSTRIALS							
400 000	TYCO INTL LTD NEW F COM SWITZERLAND CUSIP NO: H89128104	14,610 00	14,610.00	16,576.00	0.664	2.027	33

ASSET DETAIL

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HENRY BROOKS TRUST C

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST ANN INCON
125 000	DOVER CORP CUSIP NO: 260003108	5,221.88	5,221.88	7,306.25	0.292	1.882	13
25.000	FLOWSERVE CORP CUSIP NO: 34354P105	2,542.97	2,542.97	2,980.50	0.119	0.973	2
150.000	NAVISTAR INTL CORP NEW CUSIP NO: 63934E108	4,983.74	4,983.74	8,686.50	0.348	0.000	(
225.000	PARKER HANNIFIN CORP CUSIP NO: 701094104	12,250.13	12,250.13	19,417.50	0.777	1.344	26
325.000	UNITED PARCEL SVC INC CL B CUSIP NO. 911312106	20,772.13	20,772.13	23,588.50	0.944	2.590	61
475.000	UNITED TECHNOLOGIES CORP CUSIP NO. 913017109	23,869.18	21,760.18	37,392.00	1 497	2.160	80
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TOTAL	INDUSTRIALS	84,250 03	82,141.03	115,947.25	4.641	1.882	2,18
INFORMATION	TECHNOLOGY						
225.000	AKAMAI TECHNOLOGIES INC CUSIP NO: 00971T101	9,631.13	9,631.13	10,586.25	0.424	0.000	(
125.000	APPLE INC CUSIP NO. 037833100	25,437.55	25,437.55	40,320.00	1.614	0.000	(
525.000	CISCO SYS INC CUSIP NO· 17275R102	11,791.34	9,173.70	10,620.75	0.425	0.000	(
950.000	EMC CORP CUSIP NO: 268648102	10,926.22	9,848.40	21,755.00	0.871	0 000	(
25.000	GOOGLE INC CL A COM CUSIP NO: 38259P508	14,783.14	14,783.14	14,849.25	0.594	0.000	(

A S S E T   D E T A I L

AS OF 12/31/10

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HENRY BROOKS TRUST C

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST AN INCO
525 000	HEWLETT PACKARD CO CUSIP NO: 428236103	16,262.06	16,262.06	22,102.50	0.885	0.760	16
200.000	INTERNATIONAL BUSINESS MACHS CUSIP NO· 459200101	18,294.02	16,201.50	29,352.00	1.175	1.772	52
1,275.000	MICROSOFT CORP CUSIP NO· 594918104	33,660.79	32,429.12	35,585.25	1.425	2 293	81
725.000	TEXAS INSTRS INC CUSIP NO: 882508104	21,332.10	20,466.44	23,562.50	0.943	1.600	37
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	TOTAL INFORMATION TECHNOLOGY	162,118.35	154,233.04	208,733.50	8.356	0.901	1,88
MATERIALS							
250 000	ALPHA NAT RES INC CUSIP NO. 02076X102	10,124 26	10,124.26	15,007.50	0.601	0.000	
225.000	CELANESE CORP DEL SER A COM CUSIP NO: 150870103	6,694.36	6,694.36	9,263.25	0.371	0.486	4
375.000	PACKAGING CORP AMER CUSIP NO· 695156109	6,489 78	6,489.78	9,690.00	0.388	2.322	22
325.000	RIO TINTO PLC SPONSORED ADR UNITED KINGDOM CUSIP NO: 767204100	16,450 98	16,450.98	23,289.50	0 932	1.234	28
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	TOTAL MATERIALS	39,759.38	39,759.38	57,250.25	2.292	0.973	55
TELECOMMUNICATION SERVICES							
775.000	AT&T INC CUSIP NO: 00206R102	19,980.30	18,714.77	22,769.50	0.912	5.854	1,33

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HENRY BROOKS TRUST C

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST AN INCO
175.000	AMERICAN TOWER CORP CL A CUSIP NO: 029912201	7,511.05	7,511.05	9,037.00	0.362	0.000	
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TOTAL	TELECOMMUNICATION SERVICES	27,491.35	26,225.82	31,806.50	1.274	4.191	1,33
UTILITIES							
175.000	EXELON CORP CUSIP NO: 30161N101	10,135.95	7,955.50	7,287.00	0.292	5.043	36
650.000	QUESTAR CORP CUSIP NO: 748356102	10,226 11	10,226 11	11,316.50	0.453	3.217	36
225.000	SEMPRA ENERGY CUSIP NO: 816851109	11,881.13	11,881.13	11,808.00	0.473	2.973	35
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TOTAL	UTILITIES	32,243.19	30,062.74	30,411 50	1 218	3.560	1,08
MUTUAL FUNDS-EQUITY							
2,449.791	COLUMBIA ACORN FUND CLASS Z SHARES CUSIP NO: 197199409	52,976.52	52,976.52	73,959.19	2.961	0.146	10
4,094.813	COLUMBIA ACORN INTL SELECT FUND CLASS Z SHARES CUSIP NO: 197199763	79,035.10	78,460.79	116,006.05	4.644	1.327	1,53
2,962.348	COLUMBIA MID CAP VALUE FUND CLASS Z SHARES CUSIP NO: 19765J830	41,828.36	41,828.36	39,873.20	1.596	1.278	50
671.083	COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARES CUSIP NO: 19765N567	24,941.16	20,814.51	31,514.06	1.262	1.141	35

A S S E T   D E T A I L

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ACCOUNT
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HENRY BROOKS TRUST C

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST ANN INCO
3,117.399	COLUMBIA SMALL CAP GROWTH I FUND CLASS Z SHARES CUSIP NO· 19765P596	76,576.50	76,576.50	98,509.81	3.944	0.000	
	TOTAL MUTUAL FUNDS-EQUITY	275,357.64	270,656.68	359,862.31	14.407	0 699	2,51
	OTHER EQUITIES						
175.000	ISHARES INC MSCI BRAZIL FREE INDEX FUND CUSIP NO: 464286400	11,081.00	11,081.00	13,545.00	0.542	3 627	49
250.000	ISHARES MSCI SOUTH KOREA INDEX FUND CUSIP NO· 464286772	11,325.00	11,325.00	15,297.50	0.612	0.722	11
1,375.000	ISHARES MSCI EAFE INDEX FUND CUSIP NO: 464287465	64,693.75	64,693.75	80,052.50	3.205	2.400	1,92
2,225.000	VANGUARD INTL EQUITY INDEX FDS VANGUARD EMERGING MKTS ETF CUSIP NO. 922042858	94,147.11	94,147.11	107,124.85	4.289	1.693	1,81
	TOTAL OTHER EQUITIES	181,246.86	181,246.86	216,019.85	8.648	2.007	4,33
	TOTAL EQUITIES	1,367,298.91	1,343,992.05	1,667,302.91	66.749	1.351	22,52
	BALANCED FUNDS						
	MUTUAL FUNDS-BALANCED						
8,403.722	CREDIT SUISSE COMMODITY-RETURN PLUS STRATEGY FUND CL CUSIP NO. 22544R305	69,398.67	69,398.67	78,490.76	3.142	7.141	5,60

ASSET DETAIL

AS OF 12/31/10

ACCOUNT
80-09-900-8506374

HENRY BROOKS TRUST C

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST AN INCO
	TOTAL MUTUAL FUNDS-BALANCED	69,398.67	69,398.67	78,490.76	3.142	7.141	5,60
	TOTAL BALANCED FUNDS	69,398.67	69,398.67	78,490.76	3.142	7.141	5,60
TOTAL FOR ACCOUNT		2,169,460.60	2,143,334.19	2,497,953.92	100.000	2.446	61,10

ASSET SUMMARY

AS OF 12/31/10

ACCOUNT
80-09-900-8507059 HENRY BROOKS TRUST C SCHLRSHPS

	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST INC
CASH AND CASH EQUIVALENTS					
MONEY MARKET FUNDS	558.43	558.43	100.000	0.120	
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ACCOUNT TOTAL	558.43	558.43	100.000	0.120	

ASSET DETAIL

AS OF 12/31/10

ACCOUNT
80-09-900-8507059

HENRY BROOKS TRUST C SCHLRSHPS

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST AN INCO
	CASH AND CASH EQUIVALENTS						
	MONEY MARKET FUNDS						
558.430	BOFA MONEY MARKET RESERVES G TRUST CLASS - FORMERLY COLUMBIA MONEY MARKET RESERVES (INCOME INVESTMENT) CUSIP NO: 097100499	558.43	558.43	558.43	100.000	0.120	
	TOTAL MONEY MARKET FUNDS	558.43	558.43	558.43	100.000	0.120	
	TOTAL CASH AND CASH EQUIVALENTS	558.43	558.43	558.43	100 000	0 120	
	TOTAL FOR ACCOUNT	558.43	558 43	558.43	100.000	0.120	