



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



Form **990-PF**

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

OMB No 1545-0052

**2010**

Department of the Treasury  
Internal Revenue Service

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

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

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

**UW GLADYS BROOKS FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address)

**P.O. BOX 1802**

Room/suite

City or town, state, and ZIP code

**PROVIDENCE**

**RI 02901-1802**

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) **\$ 34,323,820**  
J Accounting method. ☒ Cash ☐ Accrual  
☐ Other (specify)

A Employer identification number  
**13-2955337**

B Telephone number (see page 10 of the instructions)

C If exemption application is pending, check here ☐

D 1. Foreign organizations check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

**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)
------------------------------------	---------------------------	-------------------------	---

- 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
- 5a Gross rents
- b Net rental income or (loss)
- 6a Net gain or (loss) from sale of assets not on line 10
- b Gross sales price for all assets on line 6a **13,296,551**
- 7 Capital gain net income (from Part IV, line 2)
- 8 Net short-term capital gain
- 9 Income modifications
- 10a Gross sales less returns & allowances
- b Less Cost of goods sold
- c Gross profit or (loss) (attach schedule)
- 11 Other income (attach schedule) **Stmt 1**
- 12 **Total.** Add lines 1 through 11

30	30		
818,855	818,744		
-209,398			
	0		
		0	
		-	
12,798			
622,285	818,774	0	

- 13 Compensation of officers, directors, trustees, etc
- 14 Other employee salaries and wages
- 15 Pension plans, employee benefits
- 16a Legal fees (attach schedule) **See Stmt 2**
- b Accounting fees (attach schedule) **Stmt 3**
- c Other professional fees (attach schedule)
- 17 Interest
- 18 Taxes (attach schedule) (see page 14 of the instructions) **Stmt 4**
- 19 Depreciation (attach schedule) and depletion **Stmt 5**
- 20 Occupancy
- 21 Travel, conferences, and meetings
- 22 Printing and publications
- 23 Other expenses (att. sch) **Stmt 6**
- 24 **Total operating and administrative expenses.**  
Add lines 13 through 23
- 25 Contributions, gifts, grants paid
- 26 **Total expenses and disbursements.** Add lines 24 and 25

273,196	130,168		143,028
63,522			63,522
48,901			48,901
12,711			12,711
12,551	181		12,370
22,536	5,413		
638			
25,104			25,104
1,965			1,965
310			310
10,684	488		10,182
472,118	136,250	0	318,093
1,050,000			1,050,000
1,522,118	136,250	0	1,368,093

- 27 Subtract line 26 from line 12
- a Excess of revenue over expenses and disbursements
- b Net investment income (if negative, enter -0-)
- c Adjusted net income (if negative, enter -0-)

-899,833			
	682,524		
		0	

For Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2010)

SCANNED MAY 16 2011 Revenue

Operating and Administrative Expenses

**RECEIVED**  
**MAY 18 2011**  
**OGDEN, UT**

*1294*

<b>Part II Balance Sheets</b>		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
<b>Assets</b>	<b>1</b>	Cash—non-interest-bearing		17,615	15,125	15,125
	<b>2</b>	Savings and temporary cash investments		2,500,580	1,911,709	1,911,944
	<b>3</b>	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	<b>4</b>	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	<b>5</b>	Grants receivable				
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	<b>7</b>	Other notes and loans receivable (att schedule) ▶				
		Less allowance for doubtful accounts ▶	0			
	<b>8</b>	Inventories for sale or use				
	<b>9</b>	Prepaid expenses and deferred charges				
	<b>10a</b>	Investments—U S and state government obligations (attach schedule) Stmt 7		4,613,973	3,615,306	3,922,501
	<b>b</b>	Investments—corporate stock (attach schedule) See Stmt 8		18,093,615	14,092,410	19,833,470
	<b>c</b>	Investments—corporate bonds (attach schedule) See Stmt 9		2,909,956	7,417,515	7,720,788
	<b>11</b>	Investments—land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach sch) ▶					
<b>12</b>	Investments—mortgage loans					
<b>13</b>	Investments—other (attach schedule) See Statement 10		448,771	619,404	914,404	
<b>14</b>	Land, buildings, and equipment basis ▶ 3,660					
	Less accumulated depreciation (attach sch) ▶ Stmt 11 1,051		3,018	2,609	2,609	
<b>15</b>	Other assets (describe ▶ See Statement 12 )		1,445	2,979	2,979	
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)		28,588,973	27,677,057	34,323,820	
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses				
	<b>18</b>	Grants payable				
	<b>19</b>	Deferred revenue				
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons				
	<b>21</b>	Mortgages and other notes payable (attach schedule)				
	<b>22</b>	Other liabilities (describe ▶ )				
	<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22)		0	0	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	<b>24</b>	Unrestricted				
	<b>25</b>	Temporarily restricted				
	<b>26</b>	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	<b>27</b>	Capital stock, trust principal, or current funds		28,588,973	27,677,057	
	<b>28</b>	Paid-in or capital surplus, or land, bldg, and equipment fund				
	<b>29</b>	Retained earnings, accumulated income, endowment, or other funds				
	<b>30</b>	<b>Total net assets or fund balances</b> (see page 17 of the instructions)		28,588,973	27,677,057	
	<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)		28,588,973	27,677,057	

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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)	<b>1</b>	28,588,973
<b>2</b>	Enter amount from Part I, line 27a	<b>2</b>	-899,833
<b>3</b>	Other increases not included in line 2 (itemize) ▶ See Statement 13	<b>3</b>	14,252
<b>4</b>	Add lines 1, 2, and 3	<b>4</b>	27,703,392
<b>5</b>	Decreases not included in line 2 (itemize) ▶ See Statement 14	<b>5</b>	26,335
<b>6</b>	Total net assets or fund balances at end of year: (line 4 minus line 5)—Part II, column (b), line 30	<b>6</b>	27,677,057

**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.)
<b>1a</b>	<b>US TRUST CO -SCHEDULE ATTACHED</b>	<b>P</b>	<b>Various</b>	<b>Various</b>
<b>b</b>	<b>US TRUST CO -SCHEDULE ATTACHED</b>	<b>P</b>	<b>Various</b>	<b>Various</b>
<b>c</b>	<b>US TRUST CO-CAP GAIN DISTRIBU</b>			
<b>d</b>	<b>US TRUST CO-CAP GAIN DISTRIBU</b>			
<b>e</b>				

(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)
<b>a</b> 2,216,871		2,348,724	-131,853
<b>b</b> 11,067,024		11,157,225	-90,201
<b>c</b> 5,230			5,230
<b>d</b> 7,426			7,426
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b>			-131,853
<b>b</b>			-90,201
<b>c</b>			5,230
<b>d</b>			7,426
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	<b>2</b>	<b>-209,398</b>
<b>3</b> 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		<b>3</b>	

**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	1,622,358	31,231,727	0.051946
2008	1,842,662	35,411,745	0.052035
2007	1,807,212	37,108,202	0.048701
2006	2,013,744	36,297,108	0.055479
2005	1,748,302	35,362,165	0.049440

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>0.257601</b>
<b>3</b> 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	<b>3</b>	<b>0.051520</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	<b>4</b>	<b>32,665,932</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>1,682,949</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>6,825</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>1,689,774</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4 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.	<b>8</b>	<b>1,368,093</b>

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	<b>13,650</b>
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12; col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	<b>0</b>
<b>3</b>	Add lines 1 and 2	<b>3</b>	<b>13,650</b>
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	<b>0</b>
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	<b>13,650</b>
<b>6</b>	Credits/Payments		
<b>a</b>	2010 estimated tax payments and 2009 overpayment credited to 2010	<b>6a</b>	<b>17,123</b>
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	<b>17,123</b>
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	<b>3,473</b>
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2011 estimated tax</b> <b>3,473</b> <b>Refunded</b>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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?		<b>X</b>
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		<b>X</b>
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		<b>X</b>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <b>\$</b> (2) On foundation managers <b>\$</b>		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <b>\$</b>		
<b>2</b> 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		<b>X</b>
<b>3</b> 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		<b>X</b>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<b>X</b>
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		<b>X</b>
<b>6</b> 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?	<b>X</b>	
<b>7</b> 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	<b>X</b>	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <b>None</b>		
<b>b</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	<b>X</b>	
<b>9</b> 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		<b>X</b>
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		<b>X</b>

N/A

**Part VII-A Statements Regarding Activities (continued)**

<b>11</b>	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)	<b>11</b>		<b>X</b>
<b>12</b>	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	<b>12</b>		<b>X</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>WWW.GLADYSBROOKSFOUNDATION.ORG</b>	<b>13</b>	<b>X</b>	
<b>14</b>	The books are in care of ► <b>PRIVATE BANK TAX SERVICES</b> <b>P.O. BOX 1802</b> Located at ► <b>PROVIDENCE</b> <b>RI</b> ZIP+4 ► <b>02901-1802</b> Telephone no ► <b>401-278-6846</b>			
<b>15</b>	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	► <b>15</b> <input type="checkbox"/>		
<b>16</b>	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? 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 ►	<b>16</b>	Yes	No <b>X</b>

**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
<b>1a</b>	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</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)? Organizations relying on a current notice regarding disaster assistance check here	<b>1b</b>	<b>X</b>
<b>c</b>	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?	<b>1c</b>	<b>X</b>
<b>2</b>	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))		
<b>a</b>	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? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</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.)	<b>2b</b>	<b>X</b>
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</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.)	<b>N/A</b>	<b>3b</b>
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	<b>X</b>
<b>b</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?	<b>4b</b>	<b>X</b>

**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)? Organizations relying on a current notice regarding disaster assistance check here ☐ **N/A** **5b**

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No **N/A**

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No **6b**

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b** **X**

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No **7b**

**b** If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **N/A** **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
US TRUST COMPANY P.O. BOX 1802	PROVIDENCE RI 02901-1802	TRUSTEE 40.00	198,196	0
CHRISTOPHER R. HAWKINS 26 HERMAN SAVAGE ROAD	LANCASTER NH 03584	GOVERNOR part time 0.00	25,000	0
JAMES J DALY, ESQ 750 BEACH ROAD APT 302	VERO BEACH FL 32963	GOVERNOR part time 0.00	25,000	0
THOMAS Q. MORRIS, MD P.O. BOX 223	DELHI NY 13753	GOVERNOR part time 0.00	25,000	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
JESSICA L. RUTLEDGE 360 STEWART AVENUE	GARDEN CITY NY 11530	ADMINISTRATO 35.00	63,522	36,981

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

0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (see 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		

Total number of others receiving over \$50,000 for professional services

0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments (see 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 N/A	
2 N/A	
All other program-related investments See page 24 of the instructions	
3 N/A	
<b>Total.</b> 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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	<b>30,159,624</b>
<b>b</b>	Average of monthly cash balances	<b>1b</b>	<b>2,998,733</b>
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions)	<b>1c</b>	<b>5,026</b>
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	<b>33,163,383</b>
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	<b>0</b>
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	<b>0</b>
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	<b>33,163,383</b>
<b>4</b>	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	<b>497,451</b>
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	<b>32,665,932</b>
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	<b>1,633,297</b>

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	<b>1,633,297</b>
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	<b>13,650</b>
<b>b</b>	Income tax for 2010 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	<b>13,650</b>
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	<b>1,619,647</b>
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	<b>1,619,647</b>
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	<b>1,619,647</b>

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	<b>1a</b>	<b>1,368,093</b>
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1b</b>	
<b>b</b>	Program-related investments—total from Part IX-B		
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	<b>1,368,093</b>
<b>5</b>	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)	<b>5</b>	<b>0</b>
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	<b>1,368,093</b>

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7				<b>1,619,647</b>
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2010				
<b>a</b> From 2005	<b>26,026</b>			
<b>b</b> From 2006	<b>251,665</b>			
<b>c</b> From 2007	<b>44,103</b>			
<b>d</b> From 2008	<b>82,797</b>			
<b>e</b> From 2009	<b>68,698</b>			
<b>f</b> Total of lines 3a through e	<b>473,289</b>			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ <b>1,368,093</b>				
<b>a</b> Applied to 2009, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
<b>d</b> Applied to 2010 distributable amount				<b>1,368,093</b>
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a) )	<b>251,554</b>			<b>251,554</b>
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	<b>221,735</b>			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b				
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
<b>e</b> Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
<b>f</b> Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				<b>0</b>
<b>7</b> 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)				
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	<b>221,735</b>			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2006	<b>26,137</b>			
<b>b</b> Excess from 2007	<b>44,103</b>			
<b>c</b> Excess from 2008	<b>82,797</b>			
<b>d</b> Excess from 2009	<b>68,698</b>			
<b>e</b> Excess from 2010				

NOT APPLICABLE

- (4) Gross investment income**

[illegible]

SEE ATTACHED

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year <b>SEE ATTACHED</b>				<b>1,050,000</b>
<b>Total</b>			<b>▶ 3a</b>	<b>1,050,000</b>
<b>b</b> Approved for future payment <b>N/A</b>				
<b>Total</b>			<b>▶ 3b</b>	

**Part XVI-A      Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

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	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments					
<b>3</b> Interest on savings and temporary cash investments			<b>14</b>	<b>30</b>	
<b>4</b> Dividends and interest from securities			<b>14</b>	<b>818,855</b>	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property					
<b>b</b> Not debt-financed property					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income					
<b>8</b> Gain or (loss) from sales of assets other than inventory			<b>18</b>	<b>-209,398</b>	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> <b>FEDERAL EXCISE TAX OVERPAYMEN</b>			<b>1</b>	<b>12,798</b>	
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal Add columns (b), (d), and (e)		<b>0</b>		<b>622,285</b>	<b>0</b>
<b>13</b> Total. Add line 12, columns (b), (d), and (e)				<b>13</b>	<b>622,285</b>

(See worksheet in line 13 instructions on page 29 to verify calculations )

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

[illegible]

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

- 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
    - (2)** Other assets
  - b** Other transactions
    - (1)** Sales of assets to a noncharitable exempt organization
    - (2)** Purchases of assets from a noncharitable exempt organization
    - (3)** Rental of facilities, equipment, or other assets
    - (4)** Reimbursement arrangements
    - (5)** Loans or loan guarantees
    - (6)** Performance of services or membership or fundraising solicitations
  - c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
  - 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.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 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
N/A		

**Sign  
Here**

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

Signature of officer or trustee

Date 5/11/11

Christine O'Donnell, Vice President  
Title for Bank of America, N.A.,

**Paid**

Print/Type preparer's name

Preparer's signature

Date \_\_\_\_\_

Check ☐ if self-employed

Preparer

Albert M Vanasco

Trustee

5/6/11

**Use Only**

Firm's name ▶ **Albert M. Vanasco CPA, PC**

PTIN

P00267259

Firm's address ► **1325 Franklin Ave**

Firm's EIN ► 13-3378820

Garden City, NY 11530-1648

Phone no **516-741-6767**

Form **990-PF** (2010)

Account Name:

UW GLADYS BROOKS FOUNDATION

Account Number: 011005837423

Tax I.D. Number: XX-XXX5337

DETAIL OF SHORT-TERM CAPITAL GAINS AND LOSSES

Units	Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
	SHORT-TERM SALES REPORTED ON FORM 1099-B					
2,000 000	VERIZON COMMUNICATIONS	07/01/2009	03/16/2010	59,898.44	61,609.40	-1,710.96
13,000 000	VERIZON COMMUNICATIONS	06/10/2009	03/16/2010	389,339.84	384,995.00	4,344.84
1,000 000	BECTON DICKINSON & COMPANY	07/01/2009	04/08/2010	78,442.67	70,718.00	7,724.67
1,000 000	NEXTERA ENERGY INC COM	07/01/2009	06/08/2010	48,789.47	57,402.30	-8,612.83
6,500 000	NEXTERA ENERGY INC COM	06/15/2009	06/08/2010	317,131.59	365,205.75	-48,074.16
1,000 000	NEXTERA ENERGY INC COM	07/07/2009	06/08/2010	48,789.47	55,469.90	-6,680.43
500 000	NEXTERA ENERGY INC COM	09/08/2009	06/08/2010	24,394.74	27,282.50	-2,887.76
1,000 000	HEWLETT PACKARD CO COM	04/08/2010	10/29/2010	42,105.09	53,045.00	-10,939.91
7,000 000	HEWLETT PACKARD CO COM	03/05/2010	10/29/2010	294,735.61	362,075.00	-67,339.39
1,000 000	HEWLETT PACKARD CO COM	07/01/2010	10/29/2010	42,105.09	43,160.00	-1,054.91
1,000 000	LOCKHEED MARTIN CORPORATION	08/26/2010	10/29/2010	71,139.30	71,871.00	-731.70
30,030 030	COLUMBIA SHORT TERM BOND FUND CLASS Z SHARES	04/08/2010	11/19/2010	300,000.00	297,897.90	2,102.10
50,200 803	COLUMBIA SHORT TERM BOND FUND CLASS Z SHARES	04/08/2010	12/02/2010	500,000.00	497,991.96	2,008.04
	TOTAL SHORT-TERM SALES REPORTED ON 1099-B			2,216,871.31	2,348,723.71	-131,852.40
				=====	=====	=====
	TOTAL SHORT-TERM SALES			2,216,871.31	2,348,723.71	-131,852.40
				=====	=====	=====

IMPORTANT TAX RETURN DOCUMENT ENCLOSED

Account Name:

UW GLADYS BROOKS FOUNDATION

Account Number: 011005837423

Tax I.D. Number: XX-XXX5337

DETAIL OF LONG-TERM CAPITAL GAINS AND LOSSES

Units	Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
	15% MAXIMUM RATE SALES REPORTED ON FORM 1099-B					
26,000 000	DANONE SPONSORED ADR	01/22/2008	02/10/2010	292,262 27	427,804 00	-135,541 73
16,000 000	ALCOA INC	10/13/2008	03/05/2010	215,997 24	214,206 40	1,790 84
1,000 000	ALCOA INC	10/16/2008	03/05/2010	13,499 83	11,797 50	1,702 33
1,000 000	AUTOMATIC DATA PROCESSING INC	03/21/2005	03/05/2010	41,909 87	40,604 91	1,304 96
6,000 000	AUTOMATIC DATA PROCESSING INC	02/16/2005	03/05/2010	251,459 20	228,177 37	23,281 83
1,000 000	AUTOMATIC DATA PROCESSING INC	01/16/2003	03/05/2010	41,909 87	32,799 37	9,110 50
2,000 000	AUTOMATIC DATA PROCESSING INC	02/19/2003	03/05/2010	83,819 73	61,588 02	22,231 71
1,000.000	AUTOMATIC DATA PROCESSING INC	05/20/2003	03/05/2010	41,909 87	30,261 05	11,648 82
6,000 000	COVIDIEN LTD PLC COM	01/15/2008	03/05/2010	300,290 18	267,499 80	32,790 38
4,000 000	BAXTER INTERNATIONAL INC	02/16/2006	04/08/2010	231,763 68	151,713 20	80,050 48
2,000.000	CHEVRONTXACO CORP COM	06/29/1988	04/08/2010	154,495 98	30,455 82	124,040 16
60,942.014	INTERMEDIATE TERM TAXABLE BOND FD	12/23/2005	04/09/2010	780,807 37	757,931 39	22,875 98
18,672 000	INTERMEDIATE TERM TAXABLE BOND FD	02/21/1992	04/09/2010	239,231 26	231,835 97	7,395 29
17,441 000	INTERMEDIATE TERM TAXABLE BOND FD	11/18/2005	04/09/2010	223,459 32	216,344 06	7,115 26
42,993.000	INTERMEDIATE TERM TAXABLE BOND FD	06/30/2006	04/09/2010	550,839 22	525,762 50	25,076 72
1,000,000 000	UNITED STATES TREAS BILL DTD 11/12/09 DUE 05/13/10		04/12/2010	999,745 72	999,745 72	
1,000 000	ABBOTT LABORATORIES	10/02/2007	05/25/2010	46,410 82	55,408 50	-8,997 68
7,000 000	ABBOTT LABORATORIES	09/21/2007	05/25/2010	324,875 70	379,273 30	-54,397 60
1,000 000	AIR PRODUCTS AND CHEMICALS INC	03/16/2004	05/25/2010	64,529 90	47,240 50	17,289 40
7,400 000	MICROCHIP TECHNOLOGY INC COM	12/31/2007	05/25/2010	190,252 26	228,527 02	-38,274 76
800 000	MICROCHIP TECHNOLOGY INC COM	01/23/2008	05/25/2010	20,567 81	21,282 34	-714 53
4,900 000	NUCOR CORP	10/02/2007	05/25/2010	199,202 21	283,891 30	-84,689 09
1,000 000	NUCOR CORP	01/23/2008	05/25/2010	40,653 51	50,708 50	-10,054 99
16,000 000	NABORS INDUSTRIES INC COM	04/23/2002	05/25/2010	264,552 32	355,742 40	-91,190 08
3,200 000	NABORS INDUSTRIES INC COM	06/08/2004	05/25/2010	52,910 46	66,400 00	-13,489 54
2,000.000	FTI CONSULTING INC COM	06/10/2009	07/08/2010	62,553 74	104,990 00	-42,436 26
2,100 000	FTI CONSULTING INC COM	06/04/2009	07/08/2010	65,681 43	106,191 54	-40,510 11
4,000 000	FTI CONSULTING INC COM	03/11/2009	07/08/2010	125,107 49	185,310 00	-60,202 51
2,100 000	MONSANTO CO NEW COM	03/18/2009	07/08/2010	98,732.35	173,916 75	-75,184 40
2,500 000	MONSANTO CO NEW COM	06/04/2009	07/08/2010	117,538 51	206,453 50	-88,914 99
500 000	MONSANTO CO NEW COM	07/01/2009	07/08/2010	23,507 70	37,278 50	-13,770 80
500 000	MONSANTO CO NEW COM	07/07/2009	07/08/2010	23,507 70	36,845 50	-13,337 80
5,000 000	BECTON DICKINSON & COMPANY	06/10/2009	08/26/2010	345,247 16	342,869 50	2,377 66
1,000 000	BECTON DICKINSON & COMPANY	08/14/2009	08/26/2010	69,049.43	66,195 60	2,853 83
600 000	BECTON DICKINSON & COMPANY	08/05/2009	08/26/2010	41,429.66	39,003 00	2,426 66
1,000,000 000	UNITED STATES TREAS NT DTD 09/02/08 2 375% DUE 08/31/10	09/23/2008	08/31/2010	1,000,000 00	1,005,706 48	-5,706 48
1,500 000	POTASH CORP SASK INC	08/05/2009	10/05/2010	215,133 41	149,992 50	65,140 91
2,100 000	POTASH CORP SASK INC	03/18/2009	10/05/2010	301,186 78	161,022.75	140,164 03
6,900 000	CORNING INC	03/07/2008	10/08/2010	125,163 88	158,123 16	-32,959 28
6,900 000	CORNING INC	01/23/2008	10/08/2010	125,163 88	143,851 20	-18,687 32
4,000 000	CORNING INC	08/08/2008	10/08/2010	72,558 77	80,949 60	-8,390 83
12,000 000	GENERAL ELEC CO	07/02/1984	10/29/2010	191,756 75	26,300 02	165,456 73
5,600 000	LOCKHEED MARTIN CORPORATION	08/14/2009	10/29/2010	398,380 06	417,254 32	-18,874 26
1,000,000 000	UNITED STATES TREAS BILL DTD 05/06/10 DUE 11/04/10		11/04/2010	998,908 50	998,908 50	
1,000,000 000	UNITED STATES TREAS BILL DTD 06/03/10 DUE 12/02/10		12/02/2010	999,061 33	999,061 33	
	TOTAL 15% MAXIMUM RATE SALES REPORTED ON 1099-B			11,067,024 13	11,157,224 69	-90,200 56

IMPORTANT TAX RETURN DOCUMENT ENCLOSED



Account Name:

UW GLADYS BROOKS FOUNDATION

Account Number: 011005837423

Tax I.D. Number: XX-XXX5337

### DETAIL OF LONG-TERM CAPITAL GAINS AND LOSSES

Units	Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
	TOTAL LONG-TERM SALES			11,067,024 13 =====	11,157,224 69 =====	-90,200 56 =====

IMPORTANT TAX RETURN DOCUMENT ENCLOSED

## Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
FEDERAL EXCISE TAX OVERPAYMEN	\$ 12,798	\$	\$
Total	\$ 12,798	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	\$ 12,711	\$	\$	\$ 12,711
Total	\$ 12,711	\$ 0	\$ 0	\$ 12,711

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 12,551	\$ 181	\$	\$ 12,370
Total	\$ 12,551	\$ 181	\$ 0	\$ 12,370

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES	\$ 5,413	\$ 5,413	\$	\$
FEDERAL ESTIMATES-PRINCIPAL	4,325			
FEDERAL OVERPAYMENT APPLIED 09	12,798			
Total	\$ 22,536	\$ 5,413	\$ 0	\$ 0

## Federal Statements

13-2955337

FYE: 12/31/2010

## Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation

Description		Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
FURNITURE									
		2/01/09	\$ 911	\$ 119	Straight Line	7	\$ 130	\$	\$
EQUIPMENT									
		8/01/09	2,520	294	Straight Line	5	504		
EQUIPMENT									
		12/01/10	229		Straight Line	5	4		
Total			\$ 3,660	\$ 413			\$ 638	\$ 0	\$ 0

## Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses				
OFFICE EXPENSES	7,004			7,004
PAYROLL SERVICE	1,679			1,679
SUPPLIES EXPENSE	536			536
GRANT EXPENSES	178			178
NY AG FILING FEES	750			750
US TRSY-US CERT RESIDENCY	35			35
INVESTMENT EXPENSES	502			
Total	\$ 10,684	\$ 488	\$ 0	\$ 10,182

**Statement 7 - Form 990-PF, Part II, Line 10a - US and State Government Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
US TRUST/BANK OF AMERICA	\$ 4,613,973	\$ 3,615,306	Cost	\$ 3,922,501
Total	\$ 4,613,973	\$ 3,615,306		\$ 3,922,501

**Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
US TRUST/BANK OF AMERICA	\$ 18,093,615	\$ 14,092,410	Cost	\$ 19,833,470
Total	\$ 18,093,615	\$ 14,092,410		\$ 19,833,470

**Statement 9 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
US TRUST/BANK OF AMERICA	\$ 2,909,956	\$ 7,417,515	Cost	\$ 7,720,788
Total	\$ 2,909,956	\$ 7,417,515		\$ 7,720,788

**Statement 10 - Form 990-PF, Part II, Line 13 - Other Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
US TRUST/BANK OF AMERICA-COMMODITIES	\$ 448,771	\$ 619,404	Cost	\$ 914,404
Total	\$ 448,771	\$ 619,404		\$ 914,404

## Federal Statements

Statement 11 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
FURNITURE AND FIXTURES	\$ 792	\$ 911	\$ 249	\$ 662
EQUIPMENT	2,226	2,749	802	1,947
Total	<u>\$ 3,018</u>	<u>\$ 3,660</u>	<u>\$ 1,051</u>	<u>\$ 2,609</u>

**Statement 12 - Form 990-PF, Part II, Line 15 - Other Assets**

Description	Beginning of Year	End of Year	Fair Market Value
SECURITY DEPOSIT	\$ 1,445	\$ 2,979	\$ 2,979
Total	\$ 1,445	\$ 2,979	\$ 2,979

**Statement 13 - Form 990-PF, Part III, Line 3 - Other Increases**

Description	Amount
FIXED ASSETS	\$ 229
SECURITY DEPOSIT	1,534
BOOK VALUE ADJUSTMENTS	12,489
Total	\$ 14,252

**Statement 14 - Form 990-PF, Part III, Line 5 - Other Decreases**

Description	Amount
INCOME ADJUSTMENT	\$ 26,335
Total	\$ 26,335

**Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000**

Name of Manager	Amount
NONE	\$
Total	\$ 0

**Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock**

Name of Manager	Amount
NONE	\$
Total	\$ 0

**Form 990-PF, Part XV, Line 2b - Application Format and Required Contents**

Description
SEE ATTACHED

**Form 990-PF, Part XV, Line 2c - Submission Deadlines**

Description
SEE ATTACHED

**Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations**

Description
SEE ATTACHED

FYE: 12/31/2010

**Taxable Interest on Investments**

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
SIGNATURE BANK - SECURITY DEP	\$ 30		14		
Total	\$ 30				

**Tax-Exempt Dividends from Securities**

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	InState Muni (\$ or %)
US TRUST CO (BOFA)	\$ 111		14		
Total	\$ 111				

**Taxable Dividends from Securities**

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
US TRUST COMPANY (BOFA)	\$ 4,721		14		
US TRUST COMPANY (BOFA)	435,120		14		
US TRUST COMPANY (BOFA)	148,782		14		100.000%
US TRUST COMPANY (BOFA)	230,034		14		
US TRUST COMPANY (BOFA)	87		14		
Total	\$ 818,744				



# GLADYS BROOKS FOUNDATION

## BOARD OF GOVERNORS

JAMES J. DALY  
CHAIRMAN

THOMAS Q. MORRIS, M.D.  
CHRISTOPHER R. HAWKINS

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

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

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

## GENERAL POLICIES

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

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

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

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

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

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

If you receive a Second Round Grant Questionnaire the Foundation is seriously considering your application and will require that the following documents be provided: budget for the year 2011 when available; Internal Revenue Service exemption letter; latest Internal Revenue Service information return and an opinion of counsel with respect to your tax exemption and your legal authority to accept the grant.

## **GLADYS BROOKS FOUNDATION**

This information is not required to be submitted until and if you receive a Second Round Grant Questionnaire. Receiving a Second Round Grant Questionnaire does not guarantee approval and funding of the application.

### **SCOPE OF GRANTS THAT WILL BE CONSIDERED IN 2010**

For 2010, the Foundation will consider grant applications in the fields of libraries, education, hospitals and clinics.

#### **Libraries**

Grant applications will be considered generally for resource endowments (print, film, electronic database, speakers/workshops) capital construction and innovative equipment. Projects fostering broader public access to global information sources utilizing collaborative efforts, pioneering technologies and equipment are encouraged.

#### **Education**

Grant applications from universities, colleges and secondary schools will be considered generally for {a} educational endowments to fund scholarships based solely on educational achievements, leadership and academic ability of the student; {b} endowments to support fellowships and teaching chairs for educators who confine their activities primarily to classroom instruction in the liberal arts, mathematics and the sciences during the academic year and {c} erection or endowment of buildings, wings or additions thereto of buildings, and equipment for educational purposes.

#### **Hospitals and Clinics**

Grant applications from hospitals and clinics will be considered generally where the proposal demonstrates one or more of the following: {a} a new health need; {b} an improvement in the quality of health care or {c} reduced health costs with better patient outcomes. Generally, no grant will be considered that is to support a laboratory research project. Proposals for a continuing project must include a commitment from the applicant or a third party that the project will continue to receive all the necessary financial support after the grant from the Foundation is expended.

### **APPLICATION**

The application must be completed and postmarked with all supporting documents to the Foundation within 45 days from the date of the letter from the Foundation furnishing the application to the applicant unless the Foundation letter is dated after April 19, 2010 in which case the application must be postmarked with all supporting documents before June 2, 2010. The Foundation does encourage early filing of the application.

Electronic submission of the application and supporting documents are not acceptable.

The Foundation's application form must be used and may be obtained by downloading from [www.gladysbrooksfoundation.org](http://www.gladysbrooksfoundation.org) or by writing to:

Ms. Jessica L. Rutledge  
THE GLADYS BROOKS FOUNDATION  
mailing address:  
1055 Franklin Avenue, Suite 208  
Garden City, New York 11530

New York, New York

January 22, 2010

**GLADYS BROOKS FOUNDATION**

**GRANT APPLICATION**

**Date:** \_\_\_\_\_

Applications must be submitted in **DUPLICATE** with a specific budget for the grant. The application must be completed and sent with all supporting documents to the Foundation within 45 days from the date of the letter from the Foundation furnishing the application to the applicant unless the Foundation letter is dated after APRIL 19, 2010 in which case the application must be postmarked with all supporting documents before June 2, 2010.

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

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

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

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

NAME OF APPLICANT: \_\_\_\_\_

AMOUNT OF GRANT REQUEST:

PURPOSE OF GRANT:

**GLADYS BROOKS FOUNDATION**

PLEASE INDICATE HOW THIS PROJECT MEETS THE FOUNDATION'S REQUIREMENTS AS SET FORTH IN THE FOUNDATION'S GENERAL POLICIES AND SCOPE OF GRANT REQUIREMENTS. PLEASE INCLUDE ESTIMATED NUMBER OF PEOPLE WHO WILL USE PROPOSED FACILITY, i.e., GENERAL PUBLIC, STUDENTS, FACULTY, RESEARCHERS AND/OR PATIENTS, ETC.

IF THE GRANT COVERS A DISCRETE COMPONENT OF A LARGER PROJECT, PLEASE GIVE A BRIEF DESCRIPTION OF THE LARGER PROJECT.

PLEASE STATE COMMENCEMENT AND ESTIMATED COMPLETION DATE OF PROJECT FOR WHICH GRANT IS REQUESTED AND APPROXIMATE DATE FUNDS WILL BE NEEDED.

PLEASE STATE SOURCE AND AMOUNT OF FUNDS, PLEDGES & CASH APPLICANT PRESENTLY HAS AVAILABLE AND FORMALLY COMMITTED TO THE DISCRETE PROJECT.

PLEASE STATE COST OF TOTAL ORGANIZATION FUND RAISING & RELATED EXPENSES AS A PERCENTAGE OF ALL FUNDS RAISED. (FOR EXAMPLE, IF FUND RAISING AMOUNTED TO \$400,000.00 AND FUND RAISING EXPENSES WERE \$72,000 THE COST OF FUND RAISING WOULD BE 18%)

NAME AND ADDRESS OF OFFICIAL AUTHORIZED TO ACT ON BEHALF OF THE APPLICANT:

TELEPHONE NUMBER:

AUTHORIZED SIGNATURE: \_\_\_\_\_  
Name Title

New York, New York

January 22, 2010

# GLADYS BROOKS FOUNDATION

## BOARD OF GOVERNORS

JAMES J DALY  
CHAIRMAN

THOMAS Q MORRIS, M.D.  
CHRISTOPHER R HAWKINS

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

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

## ANNUAL REPORT FOR THE YEAR 2010

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

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

In 2010 the Governing Board concentrated on grants to private not-for-profit publicly supported libraries, educational institutions, hospitals and clinics. The following institutions received major grant payments from the Foundation in 2010:

CANTERBURY SCHOOL New Milford, Connecticut	\$150,000.00
COLUMBIA UNIVERSITY New York, New York	\$100,000.00
GOOD SHEPHERD SERVICES New York, New York	\$ 50,000.00
MARINE CORPS HERITAGE FOUNDATION Dumfries, Virginia	\$100,000.00
MARY IMOGENE BASSETT HOSPITAL Cooperstown, New York	\$100,000.00
NEW YORK PRESBYTERIAN HOSPITAL New York, New York	\$200,000.00
ROCHESTER INSTITUTE OF TECHNOLOGY Rochester, New York	\$ 50,000.00
STERLING COLLEGE Craftsbury Commons, Vermont	\$100,000.00
WILLIAM D. WEEKS MEMORIAL LIBRARY Lancaster, New Hampshire	\$ 50,000.00

New York, New York  
January 28 , 2011

**GLADYS BROOKS FOUNDATION****SUPPLEMENTARY INFORMATION  
FORM 990 PF  
PART XV - LINE 3A  
2010**

	FOUNDATION STATUS OF RECIPIENT	PURPOSE	AMOUNT
07/07/10 William D. Weeks Memorial Library	Public Charity	Endowment	\$ 50,000.00
12/03/10 Canterbury School	Public Charity	Endowment	\$ 150,000.00
12/03/10 Mary Imogene Bassett Hospital	Public Charity	Technology Equipment	\$100,000.00
12/03/10 Marine Corps Heritage Foundation	Public Charity	Endowment	\$ 100,000.00
12/03/10 New York Presbyterian Hospital	Public Charity	Renovation & Refurbishing	\$ 200,000.00
12/03/10 Sterling College	Public Charity	Environmental Renovations	\$100,000.00
12/03/10 Columbia University	Public Charity	Endowment	\$100,000.00
12/03/10 Good Shepherd Services	Public Charity	Equipment & Furnishings	\$ 50,000.00
12/03/10 Rochester Institute Technology	Public Charity	Endowment	\$ 50,000.00
12/03/10 American University of Beirut	Public Charity	Technology Equipment	\$ 10,000.00
12/03/10 New York Academy of Medicine	Public Charity	Library Technology	\$ 15,000.00
12/03/10 University of Notre Dame Du Lac	Public Charity	Education	\$ 25,000.00
12/03/10 Helen Keller Services for the Blind	Public Charity	Books, Furniture, Equipment	\$ 20,000.00
12/03/10 Mollie Biggane Melanoma Foundation, Inc.	Public Charity	Books, Furniture, Equipment	\$ 5,000.00
12/03/10 Visiting Nurse Association & Hospice Foundation, Inc.	Public Charity	Books, Furniture, Equipment	\$ 10,000.00

12/03/10 Winthrop-University Hospital Association	Public Charity	Hospital Chaplaincy	\$ 15,000.00
12/03/10 Mount Washington Observatory	Public Charity	Library	\$ 25,000.00
12/03/10 Weeks Medical Center	Public Charity	Medical Record Technology	\$ 25,000.00
TOTAL			\$1,050,000.00

Trade Date



Bank of America Private Wealth Management

## Portfolio Detail

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

Dec. 01, 2010 through Dec. 31, 2010

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Cash/Currency</b>									
<b>Cash Equivalents</b>									
602,825.300	BOFA GOVERNMENT RESERVES TRUST CLASS - FORMERLY COLUMBIA GOVERNMENT RESERVES (Income Investment)	097100556	\$602,825.30	\$0.00	\$602,825.30 1,000		\$0.00	\$0.00	0.0%
812,057.650	BOFA GOVERNMENT RESERVES TRUST CLASS - FORMERLY COLUMBIA GOVERNMENT RESERVES	097100556	812,057.65	0.00	812,057.65 1,000		0.00	0.00	0.0
1,000,000.000	UNITED STATES TREAS BILL DTD 08/05/10 DUE 02/03/11	912795Y21	999,920.00 99,992	0.00	999,685.29 99,999		234.71	1,066.67	0.1
	<b>Total Cash Equivalents</b>		<b>\$2,414,802.95</b>	<b>\$0.00</b>	<b>\$2,414,568.24</b>		<b>\$234.71</b>	<b>\$1,066.67</b>	<b>0.0%</b>
<b>Cash/Currency Other</b>									
-502,859.280	PENDING CASH	999859P13	-\$502,859.28	\$0.00	-\$502,859.28 1,000		\$0.00	\$0.00	0.0%
	<b>Total Cash/Currency Other</b>		<b>-\$502,859.28</b>	<b>\$0.00</b>	<b>-\$502,859.28</b>		<b>\$0.00</b>	<b>\$0.00</b>	<b>0.0%</b>
	<b>Total Cash/Currency</b>		<b>\$1,911,943.67</b>	<b>\$0.00</b>	<b>\$1,911,708.96</b>		<b>\$234.71</b>	<b>\$1,066.67</b>	<b>0.1%</b>

## Equities

<b>Consumer Discretionary</b>									
9,800.000	GENUINE PARTS CO Ticker: GPC	372460105	\$503,132.00 51,340	\$4,018.00	\$400,395.66 40,857		\$102,736.34	\$16,072.00	3.2%
7,200.000	JOHNSON CTLS INC Ticker: JCI	478366107	275,040.00 38,200	1,152.00	286,243.92 39,756		-11,203.92	4,608.00	1.7
23,000.000	LOWES COS INC Ticker: LOW	548661107	576,840.00 25,080	0.00	559,280.00 24,317		17,560.00	10,120.00	1.8
12,000.000	YUM BRANDS INC Ticker: YUM	988498101	588,600.00 49,050	0.00	373,762.00 31,147		214,838.00	12,000.00	2.0
	<b>Total Consumer Discretionary</b>		<b>\$1,943,612.00</b>	<b>\$5,170.00</b>	<b>\$1,619,681.58</b>		<b>\$323,930.42</b>	<b>\$42,800.00</b>	<b>2.2%</b>

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



\*7A0046204\*

Trade Date



# Portfolio Detail

Dec. 01, 2010 through Dec. 31, 2010

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

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yr YTA
Equities (Cont)									

## Consumer Staples

8,800.000	ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR Ticker: BUD	03524A108	\$502,216.00 57.070	\$0.00	\$502,859.28 57.143		-\$643.28	\$3,396.80	0.7%
16,000.000	AVON PRODS INC Ticker: AVP	054303102	464,960.00 29.060	0.00	298,358.40 18.647		166,601.60	14,080.00	3.0
8,500.000	CLOROX CO Ticker: CLX	189054109	537,880.00 63.280	0.00	485,751.75 57.147		52,128.25	18,700.00	3.5
9,500.000	MEAD JOHNSON NUTRITION CO Ticker: MJN	582839106	591,375.00 62.250	2,137.50	446,792.10 47.031		144,582.90	8,550.00	1.4
8,500.000	PEPSICO INC Ticker: PEP	713448108	555,305.00 65.330	4,080.00	231,531.00 27.239		323,774.00	16,320.00	2.9
<b>Total Consumer Staples</b>			<b>\$2,651,736.00</b>	<b>\$6,217.50</b>	<b>\$1,965,292.53</b>		<b>\$686,443.47</b>	<b>\$61,046.80</b>	<b>2.3%</b>

## Energy

4,400.000	APACHE CORP Ticker: APA	037411105	\$524,612.00 119.230	\$0.00	\$437,707.02 99.479		\$86,904.98	\$2,640.00	0.5%
6,632.000	CHEVRON CORP Ticker: CVX	168764100	605,170.00 91.250	0.00	100,795.41 15.198		504,374.59	19,100.16	3.2
6,514.000	EXXON MOBIL CORP Ticker: XOM	30231G102	476,303.68 73.120	0.00	37,438.91 5.747		438,864.77	11,464.64	2.4
9,700.000	SCHLUMBERGER LTD NETHERLANDS ANTILLES Ticker: SLB	806857108	809,950.00 83.500	2,037.00	587,276.50 60.544		222,673.50	8,148.00	1.0
<b>Total Energy</b>			<b>\$2,416,035.68</b>	<b>\$2,037.00</b>	<b>\$1,163,217.84</b>		<b>\$1,252,817.84</b>	<b>\$41,352.80</b>	<b>1.7%</b>

## Financials

10,000.000	AFLAC INC Ticker: AFL	001055102	\$564,300.00 56.430	\$0.00	\$203,320.80 20.332		\$360,979.20	\$12,000.00	2.1%
11,000.000	AMERIPRISE FINL INC Ticker: AMP	03076C106	633,050.00 57.550	0.00	427,399.70 38.855		205,650.30	7,920.00	1.3

Trade Date :

U.S. TRUST

Bank of America Private Wealth Management

## Portfolio Detail

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

Dec. 01, 2010 through Dec. 31, 2010

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Equities (cont)</b>									
<b>Financials (cont)</b>									
4,000	BERKSHIRE HATHAWAY INC DEL CLA Ticker: BRK A	084670108	481,800.00 120,450.000	0.00	378,100.12 94,525.030		103,699.88	0.00	0.0
10,000.000	CHUBB CORP Ticker: CB	171232101	596,400.00 59,640	3,700.00	417,665.80 41,767		178,734.20	14,800.00	2.5
9,000.000	PNC FINL SVCS GROUP INC Ticker: PNC	693475105	546,480.00 60,720	0.00	470,001.00 52,222		76,479.00	3,600.00	0.7
10,000.000	PRICET ROWE GROUP INC Ticker: TROW	74144T108	645,400.00 64,540	0.00	488,837.65 48,884		156,562.35	10,800.00	1.7
18,400.000	WELLS FARGO & CO NEW COM Ticker: WFC	949746101	570,216.00 30,990	0.00	324,675.25 17,645		245,540.75	3,680.00	0.6
<b>Total Financials</b>			<b>\$4,037,646.00</b>	<b>\$3,700.00</b>	<b>\$2,710,000.32</b>	<b>\$1,327,645.68</b>	<b>\$52,800.00</b>	<b>1.3%</b>	
<b>Health Care</b>									
9,000.000	BAXTER INTL INC Ticker: BAX	071813109	\$455,580.00 50,620	\$2,790.00	\$341,354.70 37,928		\$114,225.30	\$11,160.00	2.5%
3,500.000	CERNER CORP Ticker: CERN	156782104	331,590.00 94,740	0.00	261,646.70 74,756		69,943.30	0.00	0.0
9,000.000	EXPRESS SCRIPTS INC Ticker: ESRX	302182100	486,450.00 54,050	0.00	438,938.30 48,771		47,511.70	0.00	0.0
9,600.000	NOVARTIS A G SPONSORED ADR SWITZERLAND Ticker: NVS	66987V109	565,920.00 58,950	0.00	534,469.44 55,674		31,450.56	15,868.80	2.8
8,500.000	TEVA PHARMACEUTICAL INDS LTD ADR ISRAEL Ticker: TEVA	881624209	443,105.00 52,130	1,637.94	397,926.60 46,815		45,178.40	5,669.50	1.3
8,000.000	ZIMMER HLDGS INC Ticker: ZMH	98956P102	429,440.00 53,680	0.00	406,566.40 50,821		22,873.60	0.00	0.0
<b>Total Health Care</b>			<b>\$2,712,085.00</b>	<b>\$4,427.94</b>	<b>\$2,380,902.14</b>	<b>\$331,182.86</b>	<b>\$32,698.30</b>	<b>1.2%</b>	



\*7A0046205\*

Trade Date

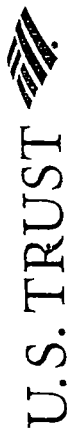
## Portfolio Detail

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

Dec. 01, 2010 through Dec. 31, 2010

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Equities (Cont)</b>									
<b>Industrials</b>									
9,000.000	DANAHER CORP DEL Ticker: DHR	235851102	\$424,530.00 47.170	\$180.00	\$388,125.00 43.125		\$36,405.00	\$720.00	0.2%
11,800.000	JACOBS ENGR GROUP INC DEL Ticker: JEC	469814107	541,030.00 45.850	0.00	531,047.56 45.004		9,982.44	0.00	0.0
6,400.000	SIEMENS A.G SPONSORED ADR GERMANY Ticker: SI	826197501	795,200.00 124.250	0.00	621,184.04 97.060		174,015.96	17,382.40	2.2
<b>Total Industrials</b>			<b>\$1,760,760.00</b>	<b>\$180.00</b>	<b>\$1,540,356.60</b>		<b>\$220,403.40</b>	<b>\$18,102.40</b>	<b>1.0%</b>
<b>Information Technology</b>									
16,000.000	ACCENTURE PLC CLA COM IRELAND Ticker: ACN	G1151C101	\$775,840.00 48.490	\$0.00	\$386,233.00 24.140		\$389,607.00	\$14,400.00	1.9%
14,500.000	ADOBE SYS INC Ticker: ADBE	00724F101	446,310.00 30.780	0.00	248,692.88 17.151		197,617.12	0.00	0.0
24,400.000	CISCO SYS INC Ticker: CSCO	17275R102	493,612.00 20.230	0.00	529,161.30 21.687		-35,549.30	0.00	0.0
15,000.000	EMC CORP Ticker: EMC	268648102	343,500.00 22.900	0.00	160,200.00 10.680		183,300.00	0.00	0.0
19,000.000	MICROSOFT CORP Ticker: MSFT	594918104	530,290.00 27.910	0.00	379,343.50 19.965		150,946.50	12,160.00	2.3
<b>Total Information Technology</b>			<b>\$2,589,552.00</b>	<b>\$0.00</b>	<b>\$1,703,630.68</b>		<b>\$885,921.32</b>	<b>\$26,560.00</b>	<b>1.0%</b>
<b>Materials</b>									
7,000.000	AIR PRODS & CHEMS INC Ticker: APD	009158106	\$636,650.00 90.950	\$3,430.00	\$330,683.50 47.241		\$305,966.50	\$13,720.00	2.2%
8,500.000	NEWMONT MNG CORP Ticker: NEM	651639106	522,155.00 61.430	0.00	222,198.50 26.141		299,956.50	5,100.00	1.0
<b>Total Materials</b>			<b>\$1,158,805.00</b>	<b>\$3,430.00</b>	<b>\$552,882.00</b>		<b>\$605,923.00</b>	<b>\$18,820.00</b>	<b>1.6%</b>

Trade Date



Bank of America Private Wealth Management

**Portfolio Detail**

Dec. 01, 2010 through Dec. 31, 2010

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

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Equities (Cont)</b>									
<b>Telecommunication Services</b>									
20,000.000	VODAFONE GROUP PLC SPONSORED ADR NEW UNITED KINGDOM Ticker: VOD	92857W209	\$528,800.00 26.440	\$9,275.60	\$456,446.00 22.822		\$72,354.00	\$26,080.00	4.9%
	<b>Total Telecommunication Services</b>		<b>\$528,800.00</b>	<b>\$9,275.60</b>	<b>\$456,446.00</b>		<b>\$72,354.00</b>	<b>\$26,080.00</b>	<b>4.9%</b>
	<b>Total Equities</b>		<b>\$19,799,031.68</b>	<b>\$34,438.04</b>	<b>\$14,092,409.69</b>		<b>\$5,706,621.99</b>	<b>\$320,260.30</b>	<b>1.6%</b>

**Fixed Income****Investment Grade Taxable**

1,000,000.000	2017 UNITED STATES TREAS NT DTD 02/15/01 5.000% DUE 02/15/11 Moody's: AAA S&P: AAA	9128276T4	\$1,005,630.00 100.563	\$18,885.86	\$967,812.50 96.781		\$37,817.50	\$50,000.00	5.0% 0.3
608,180.000	2012 UNITED STATES TREAS NT INFLATION INDEX DTD 07/15/02 3.000% DUE 07/15/12 Moody's: AAA S&P: AAA	912828AF7	646,002.71 106.219	8,428.58	636,377.58 104.636		9,625.13	18,245.40	2.8
1,000,000.000	2013 WAL-MART STORES INC NT DTD 04/29/03 4.550% DUE 05/01/13 Moody's: AA2 S&P: AA	931142BT9	1,080,140.00 108.014	7,583.33	966,910.00 96.691		113,230.00	45,500.00	4.2 1.2
500,000.000	BERKSHIRE HATHAWAY FIN CORP GTD SR NT DTD 11/15/08 4.600% DUE 05/15/13 Moody's: AA2 S&P: AA+	0846648D2	537,820.00 107.564	2,938.89	506,220.00 101.244		31,600.00	23,000.00	4.3 1.4
1,000,000.000	JOHNSON & JOHNSON DEB DTD 05/22/03 3.800% DUE 05/15/13 Moody's: AAA S&P: AAA	478160AM6	1,062,400.00 106.240	4,855.55	948,450.00 94.845		113,950.00	38,000.00	3.6 1.2

\*7A0046206\*

Trade Date

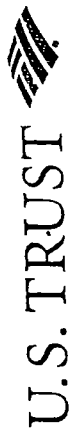
## Portfolio Detail

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

Dec. 01, 2010 through Dec 31, 2010

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Investment Grade Taxable (cont)</b>								
1,000,000 000	UNITED STATES TREAS NT DTD 11/17/03 4.250% DUE 11/15/13 Moody's: AAA S&P: AAA	912828BR0	1,094,140.00 109.414	5,517.96	1,013,906.25 101.391	80,233.75	42,500.00	3.9 1.0
1,000,000 000	2014 FEDERAL HOME LN MTG CORP REFERENCE NT DTD 07/16/04 5.000% DUE 07/15/14 Moody's: AAA S&P: AAA	3134A4UU6	1,120,840.00 112.084	23,055.56	997,210.00 99.721	123,630.00	50,000.00	4.5 1.6
18,840,000	AT&T INC PFD 6.375% Moody's: A2 S&P: A-	00211G208	501,332.40 26.610	0.00	504,457.96 26.776	-3,125.56	30,030.96	6.0
299,055 087	COLUMBIA SHORT TERM BOND FUND CLASS Z SHARES	19765H362	2,969,617.01 9.930	6,934.17	2,930,012.17 9.798	39,604.84	89,417.47	3.0
9,555,000	COMCAST CORP NEW PFD SER 7.000% Moody's: BAA2 S&P: BBB+	20030N408	241,741.50 25.300	0.00	250,446.11 26.211	-8,704.61	16,721.25	6.9
10,030,000	EQUITY RESIDENTIAL DEPOSITORY SH REPSTG 1/10 PFD REIT S&P: BBB-	29476L784	243,227.50 24.250	4,062.15	250,809.18 25.006	-7,581.68	16,248.60	6.7
20,940,000	JPMORGAN CHASE CAP XXVI CAP SECS VAR SER Z Moody's: AA3 S&P: BBB+	48124G104	563,495.40 26.910	0.00	555,397.26 26.523	8,098.14	41,880.00	7.4
19,010,000	NATIONAL CITY CAP TR IV ENHANCED TR PFD SECS Moody's: A2 S&P: BBB	63540U207	494,640.20 26.020	0.00	504,812.45 26.555	-10,172.25	38,020.00	7.7
<b>Total Investment Grade Taxable</b>			<b>\$11,561,026.72</b>	<b>\$82,262.05</b>	<b>\$11,032,821.46</b>	<b>\$528,205.26</b>	<b>\$499,563.68</b>	<b>4.3%</b>
<b>Total Fixed Income</b>			<b>\$11,561,026.72</b>	<b>\$82,262.05</b>	<b>\$11,032,821.46</b>	<b>\$528,205.26</b>	<b>\$499,563.68</b>	<b>4.3%</b>

Trade Date



Bank of America Private Wealth Management

**Portfolio Detail**

Dec. 01, 2010 through Dec. 31, 2010

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

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Tangible Assets</b>									
<b>Commodities</b>									
7,615.000	ISHARES SILVER TR	46428Q109	\$229,820.70 30.180	\$0.00	\$170,633.11 22.407		\$59,187.59	\$0.00	0.0%
4,935.000	SPDR GOLD TR GOLD SHS	78463V107	684,583.20 138.720	0.00	448,770.70 90.936		235,812.50	0.00	0.0
	<b>Total Commodities</b>		<b>\$914,403.90</b>	<b>\$0.00</b>	<b>\$619,403.81</b>		<b>\$295,000.09</b>	<b>\$0.00</b>	<b>0.0%</b>
	<b>Total Tangible Assets</b>		<b>\$914,403.90</b>	<b>\$0.00</b>	<b>\$619,403.81</b>		<b>\$295,000.09</b>	<b>\$0.00</b>	<b>0.0%</b>
	<b>Total Portfolio</b>		<b>\$34,186,405.97</b>	<b>\$116,700.09</b>	<b>\$27,656,343.92</b>		<b>\$6,530,062.05</b>	<b>\$820,890.65</b>	<b>2.4%</b>
	Accrued Income		\$116,700.09						
	<b>Total</b>		<b>\$34,303,106.06</b>						