



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



Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2010

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 DIANE AND DOROTHY BROOKS FOUNDATION FKA DIANE BROOKS CHARITABLE FOUNDATION		A Employer identification number 20-2653929
Number and street (or P O box number if mail is not delivered to street address) 10100 SANTA MONICA BOULEVARD	Room/suite 1050	B Telephone number (310) 734-1234
City or town, state, and ZIP code LOS ANGELES, CA 90067		C If exemption application is pending, 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		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 7,865,956.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))		(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		1,000,160.		N/A	
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		115,836.	115,836.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		42,675.			
b Gross sales price for all assets on line 6a 694,526.					
7 Capital gain net income (from Part IV, line 2)			42,675.		
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)					
11 Other income					
12 Total. Add lines 1 through 11		1,158,671.	158,511.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		4,853.	0.		0.
c Other professional fees STMT 3		16,016.	16,016.		0.
17 Interest					
18 Taxes STMT 4		880.	880.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		5.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		21,754.	16,896.		0.
25 Contributions, gifts, grants paid		1,017,500.			1,017,500.
26 Total expenses and disbursements. Add lines 24 and 25		1,039,254.	16,896.		1,017,500.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		119,417.			
b Net investment income (if negative, enter -0-)			141,615.		
c Adjusted net income (if negative, enter -0-)				N/A	

g-18 18

DIANE AND DOROTHY BROOKS FOUNDATION
FKA DIANE BROOKS CHARITABLE FOUNDATION

20-2653929

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	3,417,226.	3,359,813.	3,359,813.
	3 Accounts receivable ▶ 32.			
	Less: allowance for doubtful accounts ▶	16.	32.	32.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 6	368,202.	430,719.	429,867.
	b Investments - corporate stock STMT 7	3,123,078.	3,168,716.	3,375,641.
	c Investments - corporate bonds STMT 8	596,731.	663,890.	700,603.
Liabilities	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	7,505,253.	7,623,170.	7,865,956.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Foundations that follow SFAS 117, check here ▶ ☐	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	7,505,253.	7,623,170.	
	30 Total net assets or fund balances	7,505,253.	7,623,170.	
Net Assets or Fund Balances	31 Total liabilities and net assets/fund balances	7,505,253.	7,623,170.	

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	7,505,253.
2 Enter amount from Part I, line 27a	2	119,417.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	7,624,670.
5 Decreases not included in line 2 (itemize) ▶ FEDERAL INCOME TAXES	5	1,500.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,623,170.

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			
b SEE ATTACHED STATEMENTS			
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 694,526.		651,851.	42,675.

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) 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	
a			
b			
c			
d			
e			42,675.

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	42,675.
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). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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 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	540,000.	6,239,531.	.086545
2008	655,758.	6,218,687.	.105450
2007	335,115.	4,671,187.	.071741
2006	560,262.	4,519,651.	.123961
2005	250,000.	4,162,983.	.060053

2 Total of line 1, column (d)	2	.447750
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	.089550
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	7,616,231.
5 Multiply line 4 by line 3	5	682,033.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,416.
7 Add lines 5 and 6	7	683,449.
8 Enter qualifying distributions from Part XII, line 4	8	1,017,500.

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.

DIANE AND DOROTHY BROOKS FOUNDATION

Form 990-PF (2010)

FKA DIANE BROOKS CHARITABLE FOUNDATION

20-2653929

Page 4

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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 letter if necessary-see instructions)		1	1,416.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	1,416.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	1,416.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	2,534.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	1,500.
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6d		
b Exempt foreign organizations - tax withheld at source	7	4,034.	
c Tax paid with application for extension of time to file (Form 8868)	8		
d Backup withholding erroneously withheld	9		
7 Total credits and payments. Add lines 6a through 6d	10	2,618.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	11	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ☒ 2,618. Refunded ☐			

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ CA		
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	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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Form 990-PF (2010)

DIANE AND DOROTHY BROOKS FOUNDATION
FKA DIANE BROOKS CHARITABLE FOUNDATION

20-2653929

Page 5

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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? Website address ► N/A	13	X	
14	The books are in care of ► TAXPAYER Telephone no. ► (310) 734-1234 Located at ► 10100 SANTA MONICA BLVD, #1050, LOS ANGELES, CA ZIP+4 ► 90067			
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	N/A	
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? 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 ►	16	Yes	No
				X

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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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
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? If "Yes," list the years ►	☐ Yes ☒ No	
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 instructions.)	N/A	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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

Form 990-PF (2010)

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)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

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?

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.

(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
JAMES L BROOKS	PRESIDENT			
10100 SANTA MONICA BL., #1050				
LOS ANGELES, CA 90067	5.00	0.	0.	0.
BARBARA MANDEL	CFO			
10100 SANTA MONICA BL., #1050				
LOS ANGELES, CA 90067	1.00	0.	0.	0.
AMY BROOKS	VICE-PRESIDENT			
10100 SANTA MONICA BL., #1050				
LOS ANGELES, CA 90067	1.00	0.	0.	0.
CHLOE BROOKS	VICE-PRESIDENT			
10100 SANTA MONICA BL., #1050				
LOS ANGELES, CA 90067	1.00	0.	0.	0.

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

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

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

0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

[illegible]

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
------------------	---

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		
3	All other program-related investments. See instructions.	

All other program-related investments. See instructions.

Total. Add lines 1 through 3

0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,081,282.
b	Average of monthly cash balances	1b	3,650,932.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7,732,214.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	7,732,214.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	115,983.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,616,231.
6	Minimum investment return. Enter 5% of line 5	6	380,812.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	380,812.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,416.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,416.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	379,396.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	379,396.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	379,396.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,017,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,017,500.
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	5	1,416.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,016,084.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				379,396.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	88,027.			
b From 2006	336,669.			
c From 2007	103,940.			
d From 2008	347,394.			
e From 2009	229,916.			
f Total of lines 3a through e	1,105,946.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 1,017,500.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				379,396.
e Remaining amount distributed out of corpus	638,104.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,744,050.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	88,027.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,656,023.			
10 Analysis of line 9:				
a Excess from 2006	336,669.			
b Excess from 2007	103,940.			
c Excess from 2008	347,394.			
d Excess from 2009	229,916.			
e Excess from 2010	638,104.			

N/A

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

- [illegible]

Form **990-PF** (2010)

Part XV. Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 9				
Total			▶ 3a	1017500.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVII

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

- | | | | |
|--|-------|-----|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | 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 _____

PRESIDENT

Title

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN

**Paid
Preparer
Use Only**

WILLIAM C. BRODER

Firm's name ► **FREEDMAN, BRODER & COMPANY**

Firm's address ▶ 10100 SANTA MONICA BLVD., STE. 1050
LOS ANGELES, CA 90067

Firm's EIN ▶

Phone no. 310-734-1234

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010

Name of the organization

DIANE AND DOROTHY BROOKS FOUNDATION
FKA DIANE BROOKS CHARITABLE FOUNDATION

Employer identification number

20-2653929

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

DIANE AND DOROTHY BROOKS FOUNDATION
FKA DIANE BROOKS CHARITABLE FOUNDATION

Employer identification number

20-2653929

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JAMES BROOKS 10100 SANTA MONICA BL., #1050 LOS ANGELES, CA 90067	\$ 1,000,160.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

DIANE AND DOROTHY BROOKS FOUNDATION
 FKA DIANE BROOKS CHARITABLE FOUNDATION

Employer identification number

20-2653929

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

DIANE AND DOROTHY BROOKS FOUNDATION
 FKA DIANE BROOKS CHARITABLE FOUNDATION

20-2653929

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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	214 SHS SCANSOURCE INC	P	03/09/06	02/05/10
b	51 SHS WORLD ACCEPTANCE CORP	P	03/09/06	02/05/10
c	51 SHS WORLD ACCEPTANCE CORP	P	03/22/07	02/05/10
d	197 SHS HEICO CORP CL A	P	03/09/06	03/09/10
e	69 SHS HANSEN NATURAL CORP	P	10/21/08	03/12/10
f	547 SHS TESCO CORP	P	02/20/07	03/18/10
g	293 SHS TESCO CORP	P	02/23/07	03/18/10
h	0.75 SHS HEICO CORP CL A	P	03/09/06	05/04/10
i	317 SHS FORWARD AIR CORP	P	11/05/08	05/06/10
j	83 SHS FACTSET RESEARCH SYSTEMS INC	P	03/09/06	08/23/10
k	159 SHS FORWARD AIR CORP	P	11/05/08	09/20/10
l	130 SHS FORWARD AIR CORP	P	01/09/09	09/20/10
m	89 SHS WORLD ACCEPTANCE CORP		03/22/07	10/08/10
n	197 SHS WORLD ACCEPTANCE CORP	P	08/29/07	10/08/10
o	41 SHS STRAYER EDUCATION INC	P	03/09/06	10/14/10

(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 5,373.		6,309.	<936.>
b 1,885.		1,318.	567.
c 1,885.		2,155.	<270.>
d 7,667.		5,446.	2,221.
e 2,872.		1,854.	1,018.
f 6,874.		10,847.	<3,973.>
g 3,682.		6,213.	<2,531.>
h 25.		17.	8.
i 8,783.		8,020.	763.
j 6,258.		3,278.	2,980.
k 4,266.		4,023.	243.
l 3,488.		2,843.	645.
m 3,600.		3,760.	<160.>
n 7,968.		5,921.	2,047.
o 5,553.		4,150.	1,403.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<936.>
b			567.
c			<270.>
d			2,221.
e			1,018.
f			<3,973.>
g			<2,531.>
h			8.
i			763.
j			2,980.
k			243.
l			645.
m			<160.>
n			2,047.
o			1,403.

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 }

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).
If (loss), enter "-0-" in Part I, line 8

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	19 SHS STRAYER EDUCATION INC	P	03/24/09	10/14/10
b	28 SHS STRAYER EDUCATION INC	P	02/05/10	10/14/10
c	100 SHS BURLINGTON NORTHERN SANTA FE CORP	P	01/23/07	01/11/10
d	185 SHS BURLINGTON NORTHERN SANTA FE CORP	P	03/12/07	01/11/10
e	370 SHS ACCENTURE LTD BERMUDA CL A	P	07/10/08	01/27/10
f	20000 SHS UNITED STATES TREAS NOTES	P	03/09/06	02/16/10
g	30000 SHS FEDERAL NATL MTG ASSN	P	08/05/09	03/02/10
h	430 SHS HONEYWELL INTL INC	P	03/20/07	05/19/10
i	35000 SHS METLIFE INC	P	03/09/06	06/02/10
j	35000 SHS FEDERAL NATL MTG ASSN MTN	P	02/12/08	06/18/10
k	35000 SHS FEDERAL NATL MTG ASSN	P	03/02/10	06/25/10
l	25000 SHS FEDERAL NATL MTG ASSN	P	12/17/08	06/28/10
m	35000 SHS FEDERAL NATL MTG ASSN	P	10/27/09	07/06/10
n	120 SHS C H ROBINSON WORLDWIDE INC	P	03/23/09	08/11/10
o	25000 SHS FEDERAL NATL MTG ASSN	P	09/14/09	08/26/10

(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 2,574.		3,293.	<719.>
b 3,793.		5,811.	<2,018.>
c 9,887.		7,880.	2,007.
d 18,292.		14,700.	3,592.
e 15,428.		14,879.	549.
f 20,000.		20,000.	0.
g 30,000.		30,000.	0.
h 18,753.		20,222.	<1,469.>
i 37,072.		35,352.	1,720.
j 35,000.		35,000.	0.
k 35,000.		35,000.	0.
l 25,000.		25,000.	0.
m 35,000.		35,000.	0.
n 7,735.		5,632.	2,103.
o 25,000.		25,000.	0.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<719.>
b			<2,018.>
c			2,007.
d			3,592.
e			549.
f			0.
g			0.
h			<1,469.>
i			1,720.
j			0.
k			0.
l			0.
m			0.
n			2,103.
o			0.

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 }

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).
If (loss), enter "-0-" in Part I, line 8

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	60 SHS ALCON INC	P	10/16/08	09/03/10
b	165 SHS ALCON INC	P	10/30/08	09/03/10
c	35000 SHS MORGAN STANLEY	P	03/09/06	09/09/10
d	190 SHS DISNEY WALT CO DISNEY	P	06/01/06	10/01/10
e	590 SHS DISNEY WALT CO DISNEY	P	06/20/07	10/01/10
f	460 SHS DISNEY WALT CO DISNEY	P	03/12/08	10/01/10
g	400 SHS HONEYWELL INTL INC	P	01/16/08	10/01/10
h	270 SHS HONEYWELL INTL INC	P	02/06/09	10/01/10
i	185 SHS NIKE INC CL B	P	03/09/09	10/01/10
j	325 SHS AUTOMATIC DATA PROCESSING INC	P	11/14/07	10/11/10
k	230 SHS AUTOMATIC DATA PROCESSING INC	P	02/06/09	10/11/10
l	100 SHS C H ROBINSON WORLDWIDE INC	P	03/23/09	10/11/10
m	230 SHS MCDONALDS CORP	P	10/10/08	10/11/10
n	23000 SHS PEPSICO INC SR NT (TENDERED)	P	06/10/09	11/02/10
o	485 SHS KELLOGG CO	P	12/26/08	11/05/10

(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 9,824.		8,209.	1,615.
b 27,015.		14,815.	12,200.
c 37,545.		35,563.	1,982.
d 6,334.		5,731.	603.
e 19,668.		20,428.	<760.>
f 15,335.		14,423.	912.
g 17,649.		23,082.	<5,433.>
h 11,913.		9,068.	2,845.
i 14,833.		7,150.	7,683.
j 13,658.		15,312.	<1,654.>
k 9,665.		9,086.	579.
l 7,114.		4,694.	2,420.
m 17,356.		11,984.	5,372.
n 30,895.		27,026.	3,869.
o 23,815.		20,468.	3,347.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,615.
b			12,200.
c			1,982.
d			603.
e			<760.>
f			912.
g			<5,433.>
h			2,845.
i			7,683.
j			<1,654.>
k			579.
l			2,420.
m			5,372.
n			3,869.
o			3,347.

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 }

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).
If (loss), enter "-0-" in Part I, line 8

2

3

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 7000 SHS PEPSICO INC		P	06/10/09	11/08/10
b 530 SHS JACOBS ENGINEERING GROUP INC		P	04/17/09	11/22/10
c 325 SHS JACOBS ENGINEERING GROUP INC		P	05/13/09	11/22/10
d NATL FINL SERV 670-675857 - ROUNDING OFF				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 9,423.		8,223.	1,200.
b 20,934.		24,886.	<3,952.>
c 12,837.		12,774.	63.
d		6.	<6.>
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,200.
b			<3,952.>
c			63.
d			<6.>
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	42,675.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
CITY NATL SECURITIES BHS-213233	787.	0.	787.	
NATL FINL SERV 670-675849	10,694.	0.	10,694.	
NATL FINL SERV 670-675849	5.	0.	5.	
NATL FINL SERV 670-675857	42,552.	0.	42,552.	
NATL FINL SERV 670-675857	55,984.	0.	55,984.	
NATL FINL SERV 670-675857				
ACCRUED INT PAID	4,213.	0.	4,213.	
NATL FINL SERV 670-675857				
ACCRUED INT PAID	<5,407.>	0.	<5,407.>	
NATL FINL SERV 670-675857 PREM				
AMORT	<5,273.>	0.	<5,273.>	
NATL FINL SERV 670-942669	9,751.	0.	9,751.	
NATL FINL SERV 670-942669	7.	0.	7.	
NATL FINL SERV 670675857				
NONDIVIDEND DISTRIBUTION	2,523.	0.	2,523.	
TOTAL TO FM 990-PF, PART I, LN 4	115,836.	0.	115,836.	

FORM 990-PF	ACCOUNTING FEES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,853.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	4,853.	0.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	16,016.	16,016.		0.
TO FORM 990-PF, PG 1, LN 16C	16,016.	16,016.		0.

FORM 990-PF	TAXES	STATEMENT	4
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE TAXES	160.	160.		0.
FOREIGN TAXES PAID (NET OF REFUNDS)	720.	720.		0.
TO FORM 990-PF, PG 1, LN 18	880.	880.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	5.	0.		0.
TO FORM 990-PF, PG 1, LN 23	5.	0.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	6
-------------	--	-----------	---

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
KAYNE ANDERSON 670-675857	X		430,719.	429,867.
TOTAL U.S. GOVERNMENT OBLIGATIONS			430,719.	429,867.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			430,719.	429,867.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
KAYNE ANDERSON 670-675857	2,039,211.	2,109,071.
KAYNE ANDERSON 670-675849	673,474.	787,087.
KAYNE ANDERSON 670-642669	456,031.	479,483.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,168,716.	3,375,641.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
KAYNE ANDERSON 670-675857	663,890.	700,603.
TOTAL TO FORM 990-PF, PART II, LINE 10C	663,890.	700,603.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
FRIENDS OF THE SABAN FREE CLINIC 8405 BEVERLY BLVD. LOS ANGELES, CA 90048	NONE SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	PUBLIC CHARITY	250,000.
826LA WEST 685 VENICE BLVD. VENICE, CA 90291	NONE SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	PUBLIC CHARITY	60,000.
PARA LOS NINOS 845 E 6TH STREET LOS ANGELES, CA 90021	NONE SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	PUBLIC CHARITY	205,000.
UCLA FOUNDATION 10920 WISHIRE BL., STE 1400 LOS ANGELES, CA 90024	NONE SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	PUBLIC CHARITY	300,000.
UNIVERSITY OF CALIFORNIA BERKELEY 2080 ADDISON STREET BERKELEY, CA 94720	NONE SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	PUBLIC CHARITY	10,000.
SAVE THE CHILDREN 54 WILTON ROAD WESTPORT, CT 06880	NONE SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	PUBLIC CHARITY	12,500.
LOS ANGELES LEADERSHIP ACADEMY 234 EAST AVENUE 33 LOS ANGELES, CA 90031	NONE SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	PUBLIC CHARITY	50,000.
JDRF 800 W 6TH STREET, # 450 LOS ANGELES, CA 90017	NONE SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	PUBLIC CHARITY	15,000.

DIANE AND DOROTHY BROOKS FOUNDATION FKA

20-2653929

THE FORGOTTEN DOG FOUNDATION 1112 MONTANA AVE., # 166 SANTA MONICA, CA 30402	NONE SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	PUBLIC CHARITY	30,000.
THE GLACIER INSTITUTE 137 MAIN STREET KALISPELL, MT 59903	NONE SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	PUBLIC CHARITY	50,000.
COALITION FOR PETS & PUBLIC SAFETY 8581 SANTA MONICA BL., # 511 WEST HOLLYWOOD, CA 90069	NONE SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	PUBLIC CHARITY	12,500.
DOBERMAN PINSCHER RESCUE 2946 YOUNG ROAD FILLMORE, CA 93015	NONE SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	PUBLIC CHARITY	12,500.
PARTNERS IN HEALTH 888 COMMONWAELETH AVE., 3RD FL BOSTON, MA 02215	NONE SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	PUBLIC CHARITY	10,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

1,017,500.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions	Name of exempt organization DIANE AND DOROTHY BROOKS FOUNDATION FKA DIANE BROOKS CHARITABLE FOUNDATION	Employer identification number 20-2653929
	Number, street, and room or suite no. If a P.O. box, see instructions 10100 SANTA MONICA BOULEVARD, NO. 1050	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOS ANGELES, CA 90067	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

TAXPAYER

The books are in the care of ► **10100 SANTA MONICA BLVD, #1050 - LOS ANGELES, CA 90067**
Telephone No. ► **(310)734-1234** FAX No. ► **(310)734-1230**

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2010** or
► ☐ tax year beginning _____, and ending _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	4,034.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	2,534.
c	Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	1,500.

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

LHA For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)