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

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 , 2010, and ending , 20

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

Name of foundation: **THE BROOKS FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **209 S. WOODSMILL ROAD**

Room/suite: **2301**

City or town, state, and ZIP code: **CHESTERFIELD, MO 63017**

A Employer identification number: **43-6476262**

B Telephone number (see page 10 of the instructions): **(636) 530-2210**

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) ▶ \$ **1,547,993.**

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

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

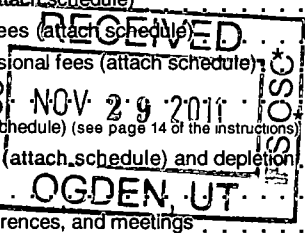
E If private foundation status was terminated under section 507(b)(1)(A), check here

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). Check <input type="checkbox"/> if the foundation is not required to attach Sch B	0.			
2	Interest on savings and temporary cash investments				
3	Dividends and interest from securities	68,643.	68,643.		ATCH 1
4	Gross rents				
5a	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	40,496.			
b	Gross sales price for all assets on line 6a	1,354,794.			
7	Capital gain net income (from Part IV, line 2)		40,496.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	953.	306.		ATCH 2
12	Total. Add lines 1 through 11	110,092.	109,445.		
13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)	19,477.	19,477.		
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	1,469.	1,469.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 5	121.	121.		
24	Total operating and administrative expenses. Add lines 13 through 23	21,067.	21,067.		
25	Contributions, gifts, grants paid	0.			0.
26	Total expenses and disbursements. Add lines 24 and 25	21,067.	21,067.		0.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	89,025.			
b	Net investment income (if negative, enter -0-)		88,378.		
c	Adjusted net income (if negative, enter -0-)				

SCANNED NOV 28 2011 Revenue

Operating and Administrative Expenses



19 P

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		
	2	Savings and temporary cash investments	86,390.	117,444.
	3	Accounts receivable		
		Less: allowance for doubtful accounts		
	4	Pledges receivable		
		Less: allowance for doubtful accounts		
	5	Grants receivable		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)		
	7	Other notes and loans receivable (attach schedule)		
		Less: allowance for doubtful accounts		
	8	Inventories for sale or use		
	9	Prepaid expenses and deferred charges		
	10 a	Investments - U S and state government obligations (attach schedule)		
	b	Investments - corporate stock (attach schedule) ATCH 6	1,283,480.	1,351,189.
	c	Investments - corporate bonds (attach schedule)	42,041.	27,671.
	11	Investments - land, buildings, and equipment basis		
	Less: accumulated depreciation (attach schedule)			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)			
15	Other assets (describe)			
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,411,911.	1,496,304.	1,547,993.
Liabilities	17	Accounts payable and accrued expenses		
	18	Grants payable		
	19	Deferred revenue		
	20	Loans from officers, directors, trustees, and other disqualified persons		
	21	Mortgages and other notes payable (attach schedule)		
	22	Other liabilities (describe)		
23	Total liabilities (add lines 17 through 22)			0.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund		
	29	Retained earnings, accumulated income, endowment, or other funds	1,411,911.	1,496,304.
30	Total net assets or fund balances (see page 17 of the instructions)	1,411,911.	1,496,304.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,411,911.	1,496,304.	

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)	1,411,911.
2	Enter amount from Part I, line 27a	89,025.
3	Other increases not included in line 2 (itemize) ATTACHMENT 7	306.
4	Add lines 1, 2, and 3	1,501,242.
5	Decreases not included in line 2 (itemize) ATTACHMENT 8	4,938.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,496,304.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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				
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	40,496.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	171,820.	1,375,026.	0.124958
2008	263,214.	1,955,945.	0.134571
2007	201,100.	2,503,142.	0.080339
2006	210,658.	2,485,615.	0.084751
2005	55,484.	2,253,747.	0.024619
2	Total of line 1, column (d)		0.449238
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		0.089848
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5		1,365,952.
5	Multiply line 4 by line 3		122,728.
6	Enter 1% of net investment income (1% of Part I, line 27b)		884.
7	Add lines 5 and 6		123,612.
8	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.		0.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits. Total tax due is 5,735. Refunded amount is 5,735.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Includes questions about political campaigns, tax on political expenditures, and state reporting. Includes 'Yes' and 'No' columns with 'X' marks.

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 page 20 of the instructions) 11 X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of JOANNE BROOKS Telephone no. (636) 530-2210
Located at 209 S. WOODSMILL ROAD, APT. 2301 CHESTERFIELD, MO ZIP + 4 63017
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? 1b
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions) 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? 4b X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** Yes No
If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** Yes No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 9		0.	0.	0.

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

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

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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,258,238.
b	Average of monthly cash balances	1b	128,515.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	1,386,753.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,386,753.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	20,801.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,365,952.
6	Minimum investment return. Enter 5% of line 5	6	68,298.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	68,298.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,768.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,768.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	66,530.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	66,530.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	66,530.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	0.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	0.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	0.

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
1 Distributable amount for 2010 from Part XI, line 7				66,530.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20 08, 20 07, 20 06				
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006 94,821.				
c From 2007 83,460.				
d From 2008 165,989.				
e From 2009 103,429.				
f Total of lines 3a through e	447,699.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 0.				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010	66,530.			66,530.
<i>(If an amount appears in column (d), the same amount must be shown in column (a))</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	381,169.			
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	381,169.			
10 Analysis of line 9.				
a Excess from 2006 28,291.				
b Excess from 2007 83,460.				
c Excess from 2008 165,989.				
d Excess from 2009 103,429.				
e Excess from 2010				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

Table with columns: Tax year (a) 2010, (b) 2009, (c) 2008, (d) 2007, (e) Total. Rows include: 2a Adjusted net income, 2b 85% of line 2a, 2c Qualifying distributions, 2d Amounts included in line 2c, 2e Qualifying distributions made directly, 3 Alternative tests (Assets, Endowment, Support).

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here [] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed.

N/A

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

THERE IS NO APPLICATION FORM

c Any submission deadlines:

THERE ARE NO SUBMISSION DEADLINES

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

THERE ARE NO RESTRICTIONS ON AWARDS

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

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

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... 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.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A' for (b) and (d).

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 [X]

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All cells are empty.

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: Joanne M. Brook Date: 11-23-11 Title:

Paid Preparer Use Only Print/Type preparer's name: ROBERT M. JORDAN Preparer's signature: [Signature] Date: 10-12-11 PTIN: P00171878 Firm's name: RUBINBROWN LLP Firm's EIN: 43-0765316 Firm's address: ONE NORTH BRENTWOOD SAINT LOUIS, MO 63105 Phone no. 314-290-3300

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					1,699.	
262,314.		MS 051877 NET LOSS 264,073.					VAR -1,759.	VAR
490,138.		MS 051879 NET LOSS 504,862.					VAR -14,724.	VAR
600,329.		MS 051880 NET GAIN 545,363.					VAR 54,966.	VAR
314.		KEPPEL CORP LTD ADR SPON 0.					VAR 314.	07/15/2010
TOTAL GAIN (LOSS)					<u>40,496.</u>	

Morgan Stanley Smith Barney

CLIENT STATEMENT | For the Period December 1-31, 2010

Morgan Stanley Advisory Active Assets Account THE BROOKS FOUNDATION
1877 7 RADNOR

Holdings

The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the period shown above which may not reflect the value that could actually be obtained in the market. See "Pricing of Securities" in the Disclosures section at the end of this statement

Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates. Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment. It does not reflect changes in its price, which may fluctuate if you hold structured products, please refer to the Special Considerations Regarding Structured Products section of the Disclosure section

Gain/loss information is provided for informational purposes only and should not be used for tax preparation. Please refer to the gain/loss section of the disclosures for important information about gain/loss reporting.

From January through September, realized gain/loss information will be shown only for trades settling in the current month, and/or certain adjustments (to previously closed lots) made in the current month. From October through December, in order to provide information for year-end investment planning, complete year to date realized gain/loss detail will be displayed for trades settling through the last business day of the year

CASH, DEPOSITS AND MONEY MARKET FUNDS

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
MORGAN STANLEY BANK N.A. #	\$117,329.19	\$176.00		0.150

Percentage of Assets %	Market Value	Estimated Annual Income	Annual Percentage Yield %
7.6%	\$117,329.19	\$176.00	0.150

Bank deposits are at Morgan Stanley Bank, N.A. and Morgan Stanley Private Bank, National Association (Members FDIC), affiliates of Morgan Stanley Smith Barney. Cash holdings shown exclude cash holdings in custody at another firm for which you receive a separate statement.

STOCKS

COMMON STOCKS

Security Description	Quantity	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
BLACKROCK CORP HIGH YLD FD III (CYE) Share Price \$6.770, Next Dividend Payable 01/10/11	6,000,000	\$41,497.80	\$40,620.00	\$(877.80)	\$3,600.00	8.86
MS EMERGING MKTS DOMESTIC DEBT (EDD) Share Price \$16.150, Next Dividend Payable 01/07/11	5,000,000	80,916.90	80,750.00	(166.90)	6,000.00	7.43
WESTERN ASSET HIGH YIELD (HWI) Share Price \$18.270, Next Dividend Payable 01/11	1,000,000	18,282.60	18,270.00	(12.60)	1,764.00	9.65

Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Annual Percentage Yield %
9.0%	\$140,697.30	\$139,640.00	\$(1,057.30)	\$11,364.00	8.14%

STOCKS

PERSONAL ACCOUNTS RETIREMENT ACCOUNTS EDUCATION ACCOUNTS TRUST ACCOUNTS BUSINESS ACCOUNTS

Morgan Stanley Smith Barney

CLIENT STATEMENT | For the Period December 1-31, 2010

Holdings Morgan Stanley Advisory Active Assets Account THE BROOKS FOUNDATION 1877 7 RADNOR

CORPORATE FIXED INCOME CORPORATE BONDS

Security Description	Face Value	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
GOLDEN STATE PETRO TRANS CUSIP 38121E9J4	30,000 000	Pending Corp. Action	\$0.00	N/A	\$1,005 00	
Unit Price: \$0 000; Coupon Rate 8.040%; Matures 02/01/19, Int Semi-Annually Feb/Aug 01; Moody BAA3 S&P BBB, Issued 08/01/97						
GOLDEN STATE PETRO TRANS CUSIP 38121EAJ2	30,000 000	32,551 71	25,682.02	(1,988 13)	2,030 55	7.90
Unit Price \$101 688; Coupon Rate 8 040%; Matures 02/01/19; Int. Semi-Annually Feb/Aug 01; Callable \$100 00 on 02/01/11; Yield to Maturity 7 753%; Moody BA2 S&P BBB; Issued 08/01/97, Amortized Quantity 25,255						

Security Description	Percentage of Assets %	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
CORPORATE FIXED INCOME		\$32,551.71	\$25,682.02	\$(1,988.13)	\$2,030.55	7.91%
TOTAL CORPORATE FIXED INCOME (Incl. accr. int.)	1.8%	\$27,670.15	\$27,533.06		\$1,851.04	

MUTUAL FUNDS

OTHER MUTUAL FUNDS

Consulting Group Investment Advisor Research (CG IAR) status codes (FL, AL or NL) may be shown for certain mutual funds. Please refer to "CG IAR Statuses in Investment Advisory Programs" at the end of this statement for a description of these status codes. All status codes represent the opinions of CG IAR and are not representations or guarantees of performance.

Security Description	Quantity	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
E V GLOBAL MACRO ABSOLUTE RET A (EAGMX)	4,816 956	\$50,000 00	\$49,518.31	\$(481 69)		
Reinvestments	139 147	1,441 48	1,430 43	(11 05)		
Market Value vs Total Purchases + Net Value Increase/(Decrease)	4,956 103	51,441.48	50,948.74	(492.74)	2,280 00	4.47
Share Price: \$10 280; CG IAR Status AL; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest						
FIRST EAGLE GLOBAL A (SGENX)	5,625 563	250,000.00	260,801.10	10,801.10		
Reinvestments	78,679	3,600.36	3,647.56	47.20		
Total	5,704 242	253,600 36	264,448 66	10,848 30	3,651 00	1.38

CONTINUED

Morgan Stanley Smith Barney

CLIENT STATEMENT | For the Period December 1-31, 2010

Morgan Stanley Advisory Active Assets Account
1877
7 RADNOR

Holdings

MUTUAL FUNDS

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Quantity	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Market Value vs Total Purchases + Net Value Increase/(Decrease)		250,000.00	264,448.66			
Share Price: \$46.360, CG IAR Status: AL; Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest			14,448.66			
LEGG MASON CLRBRDGE AGG GW I (SAGYX)	1,360.051	150,000.00	160,118.80	10,118.80		
Share Price: \$117.730, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest						
MAINSTAY HIGH YIELD OPPORT A (MVHAX)	8,474.576	100,000.00	100,000.00	0.00		
Reinvestments	155.663	1,825.93	1,836.82	10.89		
Total	8,630.239	101,825.93	101,836.82	10.89	6,432.00	6.31
Market Value vs Total Purchases + Net Value Increase/(Decrease)		100,000.00	101,836.82			
Share Price: \$11.800, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest			1,836.82			
OPPENHEIMER DEVELOPING MKTS A (ODMAX)	4,780.164	140,000.00	174,332.58	34,332.58		
Reinvestments	6.597	233.61	240.59	6.98		
Total	4,786.761	140,233.61	174,573.17	34,339.56		
Market Value vs Total Purchases + Net Value Increase/(Decrease)		140,000.00	174,573.17			
Share Price: \$36.470, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest			34,573.17			
PRINCIPAL PREFERRED SEC A (PPSAX)	7,684.426	75,000.00	76,152.66	1,152.66		
Reinvestments	192.288	1,921.57	1,905.57	(16.00)		
Total	7,876.714	76,921.57	78,058.24	1,136.66	4,788.00	6.13
Market Value vs Total Purchases + Net Value Increase/(Decrease)		75,000.00	78,058.24			
Share Price: \$9.910, CG IAR Status: AL; Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest			3,058.24			
RYDEX SGI LG SHT COMM STRAT A (RYLBX)	3,849.115	100,000.00	99,230.18	(769.82)		
Reinvestments	301.966	7,518.95	7,784.68	265.73		
Total	4,151.081	107,518.95	107,014.87	(504.09)		
Market Value vs Total Purchases + Net Value Increase/(Decrease)		100,000.00	107,014.87			
Share Price: \$10.610, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest			7,014.87			

CONTINUED

Morgan Stanley Smith Barney

CLIENT STATEMENT | For the Period December 1-31, 2010

Holdings
Morgan Stanley Advisory Active Assets Account THE BROOKS FOUNDATION
1877 7 RADNOR

MUTUAL FUNDS OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Quantity	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
<i>Share Price: \$25.780, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest</i>						
TCW EMERGING MKT INC N (TGINX)						
Purchases	8,959.744	98,000.00	99,474.46	1,474.46		
Reinvestments	286.820	3,177.75	3,180.83	3.08		
Total	9,256.564	101,177.75	102,655.29	1,477.54	6,552.00	6.38
Market Value vs Total Purchases + Net Value Increase/(Decrease)						
		98,000.00	102,655.29	4,655.29		
<i>Share Price: \$11.090, Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest</i>						
TCW TOTAL RET BD N (TGMNX)						
Purchases	19,138.756	200,000.00	196,363.63	(3,636.37)		
Reinvestments	2,666.413	27,772.28	27,357.38	(414.90)		
Total	21,805.169	227,772.28	223,721.03	(4,051.27)	17,004.00	7.60
Market Value vs Total Purchases + Net Value Increase/(Decrease)						
		200,000.00	223,721.03	23,721.03		
<i>Share Price: \$10.260, CG IAR Status: AL; Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest</i>						

MUTUAL FUNDS	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Yield %
	81.6%	\$1,210,491.93	\$1,263,375.62	\$52,883.65	\$40,707.00	3.22%
					\$0.00	

Transactions in mutual fund positions held directly at the Fund Company are not included in the total above and are not reflected on the Summary Page
For more information about the pricing of Money Market Funds, please see the Disclosures section of the statement
+ Net Value Increase/(Decrease) compares your Total Purchases (excluding Dividend Reinvestments) with the Market Value of all shares you hold of the fund. This calculation is for informational purposes only.
does not reflect your total unrealized gain or loss and should not be used for tax purposes.

TOTAL MARKET VALUE	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Yield %
	100.0%	\$1,378,859.38	\$1,546,026.83	\$49,838.22	\$54,277.55	3.51%
					\$1,851.04	

TOTAL VALUE (includes accrued interest) \$1,547,877.87

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
SSB 37399 DIVIDENDS	51,386.	51,386.
SSB 37406 DIVIDENDS	10,681.	10,681.
MS 051877 DIVIDENDS	3,658.	3,658.
MS 051879 DIVIDENDS	3,045.	3,045.
MS 051880 DIVIDENDS	15.	15.
MS 051877 INTEREST	3.	3.
MS 051879 INTEREST	-250.	-250.
NS 051880 INTEREST	105.	105.
MS 051877 AMORTIZATION		
MS 051877 TAX-EXEMPT INTEREST		
TOTAL	<u>68,643.</u>	<u>68,643.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
REFUNDS	953.	
POWERSHARES DB US DOLLAR INDEX NET INC		306.
TOTALS	<u>953.</u>	<u>306.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ASSET MANAGEMENT FEES - MS	19,477.	19,477.
TOTALS	<u>19,477.</u>	<u>19,477.</u>

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES	1,469.	1,469.
TOTALS	<u>1,469.</u>	<u>1,469.</u>

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT FEES	121.	121.
TOTALS	<u>121.</u>	<u>121.</u>

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
STOCK	140,697.	139,640.
MUTUAL FUNDS	1,210,492.	1,263,376.
TOTALS	<u>1,351,189.</u>	<u>1,403,016.</u>

ATTACHMENT 7

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

DESCRIPTION

AMOUNT

INCOME NOT RECORDED ON BOOKS

306.

TOTAL

306.

ATTACHMENT 8

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

DESCRIPTION

AMOUNT

BASIS ADJUSTMENT

4,938.

TOTAL

4,938.

THE BROOKS FOUNDATION

43-6476262

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

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JOANNE M. BROOKS 209 S. WOODSMILL ROAD 2301 CHESTERFIELD, MO 63017	TRUSTEE 1.00	0.	0.	0.
GRAND TOTALS				
		0.	0.	0.

THE BROOKS FOUNDATION

43-6476262

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 10

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
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POWERSHARES DB US DOLLAR INDEX

01 -306.

TOTALS

-306.

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
- 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 <small>File by the due date for filing your return See instructions</small>	Name of exempt organization THE BROOKS FOUNDATION	Employer identification number 43-6476262
	Number, street, and room or suite no. If a P O box, see instructions 209 S. WOODSMILL ROAD	
	City, town or post office, state, and ZIP code For a foreign address, see instructions CHESTERFIELD, MO 63017	

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

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

- The books are in the care of ▶ JOANNE BROOKS

Telephone No. ▶ 636 530-2210 FAX No ▶ _____

- 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 08/15, 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 _____, 20____, and ending _____, 20____.

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	\$ <u>0.</u>
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	\$ <u>7,503.</u>
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	\$ <u>0.</u>

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

For Paperwork Reduction Act Notice, see Instructions.

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

Je

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing your return See instructions	Name of exempt organization THE BROOKS FOUNDATION	Employer identification number 43-6476262
	Number, street, and room or suite no. If a P.O. box, see instructions 209 S. WOODSMILL ROAD	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHESTERFIELD, MO 63017	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **JOANNE BROOKS**
 Telephone No. FAX No.
- 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.

- 4 I request an additional 3-month extension of time until 11/15, 2011.
- 5 For calendar year 2010, or other tax year beginning , 20 , and ending , 20 .
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period
- 7 State in detail why you need the extension ALL INFORMATION NECESSARY TO COMPLETE AN ACCURATE RETURN IS NOT AVAILABLE A THIS TIME.

8a 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	8a \$	0.
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 and any amount paid previously with Form 8868	8b \$	7,503.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature Title Date