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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No. 1545-0052

2011

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

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation

HAROLD BROOKS FOUNDATION

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

P O BOX 1802

City or town, state, and ZIP code

PROVIDENCE, RI 02901-1802

G Check all that apply:

☒ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

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) ▶ \$ 8,931,848.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

A Employer identification number

04-6043983

B Telephone number (see instructions)

(888) 866-3275

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 instructions).)(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

1 Contributions, gifts, grants, etc., received (attach schedule)

2 Check ☒ if the foundation is not required to
attach Sch. B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all
assets on line 6a 6,000,639.

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns
and allowances

b Less Cost of goods sold

c Gross profit or (loss) (attach schedule)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits, etc.

16a Legal fees (attach schedule)

b Accounting fees (attach schedule) STMT 7

c Other professional fees (attach schedule)

17 Interest

18 Taxes (attach schedule) (see instructions) STMT 8

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule) STMT 9

24 Total operating and administrative expenses.

Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

247,254.

247,119.

STMT 1

129,075.

129,075.

376,329.

14,768.

STMT 6

64,699.

390,962.

25,879.

64,699.

38,819.

935.

NONE

NONE

935.

14,597.

2,097.

70.

4,754.

70.

80,301.

45,670.

NONE

26,884.

575,500.

575,500.

575,500.

655,801.

45,670.

NONE

602,384.

-279,472.

345,292.

Revenue
Operating and Administrative Expenses

For Paperwork Reduction Act Notice, see instructions.

JSA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	NONE	NONE		
	2	Savings and temporary cash investments	277,337.	180,018.	180,018.	
	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 instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ * Less: allowance for doubtful accounts ▶	NONE	* NONE NONE	NONE	
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)	446,647.	430,666.	519,086.	
	b	Investments - corporate stock (attach schedule)	8,216,650.	8,033,802.	7,995,566.	
	c	Investments - corporate bonds (attach schedule)	89,430.	72,562.	78,460.	
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶	NONE	NONE		
	12	Investments - mortgage loans	NONE	NONE		
	13	Investments - other (attach schedule)	NONE	70,954.	158,718.	
	14	Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)	NONE	NONE	NONE		
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	9,030,064.	8,788,002.	8,931,848.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	27	Capital stock, trust principal, or current funds	9,030,064.	8,788,002.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	NONE	NONE		
	30	Total net assets or fund balances (see instructions)	9,030,064.	8,788,002.		
31	Total liabilities and net assets/fund balances (see instructions)	9,030,064.	8,788,002.			

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	9,030,064.
2	Enter amount from Part I, line 27a	2	-279,472.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	38,688.
4	Add lines 1, 2, and 3	4	8,789,280.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	1,278.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,788,002.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr.)
1a PUBLICLY TRADED SECURITIES					
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 5,937,256.		5,871,564.	65,692.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			65,692.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	129,075.	
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):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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 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))
2010	471,724.	8,980,404.	0.052528
2009	624,999.	8,229,453.	0.075947
2008	320,235.	9,549,585.	0.033534
2007	602,128.	10,831,286.	0.055592
2006	527,082.	10,260,534.	0.051370
2 Total of line 1, column (d)			2 0.268971
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.053794
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 9,355,730.
5 Multiply line 4 by line 3			5 503,282.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,453.
7 Add lines 5 and 6			7 506,735.
8 Enter qualifying distributions from Part XII, line 4			8 602,384.

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.

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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	3,453.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	3,453.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,453.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	11,800.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	11,800.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,347.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☒ Refunded ☐	11	8,347.	

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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 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 ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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) ► MA		
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 2011 or the taxable year beginning in 2011 (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

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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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>US TRUST FIDUCIARY TAX SERVICES</u> Telephone no <u>(401) 278-6825</u> Located at <u>P.O. BOX 1802, PROVIDENCE, RI</u> ZIP + 4 <u>02901-1802</u>			
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 <u>15</u>			
16	At any time during calendar year 2011, 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u>	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 instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years <u></u>		
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)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u></u>		
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 2011 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 2011)	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 2011?	4b	X

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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 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 instructions)? ☐ Yes ☒ NoOrganizations 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? ☐ 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? ☐ 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 instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		64,699.	-0-	-0-

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

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

Total number of other employees paid over \$50,000 ☐ NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	9,260,585.
b	Average of monthly cash balances	1b	237,618.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	9,498,203.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	9,498,203.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	142,473.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,355,730.
6	Minimum investment return. Enter 5% of line 5	6	467,787.

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	467,787.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,453.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,453.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	464,334.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	464,334.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	464,334.

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	602,384.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	602,384.
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 instructions)	5	3,453.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	598,931.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				464,334.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			NONE	
b Total for prior years: 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	NONE			
b From 2007	83,913.			
c From 2008	NONE			
d From 2009	217,752.			
e From 2010	36,071.			
f Total of lines 3a through e	337,736.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 602,384.				
a Applied to 2010, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				464,334.
e Remaining amount distributed out of corpus	138,050.			
5 Excess distributions carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	475,786.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	475,786.			
10 Analysis of line 9:				
a Excess from 2007	83,913.			
b Excess from 2008	NONE			
c Excess from 2009	217,752.			
d Excess from 2010	36,071.			
e Excess from 2011	138,050.			

Part XIV Private Operating Foundations (see 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 2011, enter the date of the ruling**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

N/A

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 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:

SEE STATEMENT 13

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 14				
Total			▶ 3a	575,500.
b Approved for future payment				
Total			▶ 3b	

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AT&T INC	1,327.	1,327.
ABBOTT LABORATORIES	567.	567.
ABERCROMBIE & FITCH CO CL A	219.	219.
AIR PRODUCTS AND CHEMICALS INC	638.	638.
ALLERGAN INCORPORATED	61.	61.
AMERICAN ELECTRIC POWER CO	265.	265.
ANADARKO PETROLEUM CORP	23.	23.
ANALOG DEVICES INC	138.	138.
APACHE CORPORATION	158.	158.
ARCH COAL INC	127.	127.
AUTOLIV INC	100.	100.
BOEING CO	305.	305.
BOFA TREASURY RESERVES CAPITAL CLASS	3.	3.
BRISTOL MYERS SQUIBB CO COM	248.	248.
BROADCOM CORP CL A	135.	
CBS CORP CL B COM	49.	49.
CF INDS HLDGS INC COM	10.	10.
CIGNA CORPORATION	27.	27.
CVS CAREMARK CORP COM	166.	166.
CARDINAL HEALTH INCORPORATED	312.	312.
CARNIVAL CORP PAIRED CTF 1 COM	138.	138.
CELANESE CORP DEL SER A COM	81.	81.
CHESAPEAKE ENERGY CORPORATION	171.	171.
CHEVRONTXACO CORP COM	2,975.	2,975.
CHICAGO BRDG & IRON CO N V N Y REGISTRY	20.	20.
CISCO SYSTEMS INCORPORATED	132.	132.
CITIGROUP INC NEW COM	37.	37.
CITIGROUP INC SR NT	1,855.	1,855.
COACH INC COM	34.	34.
COLUMBIA ACORN FUND CLASS Z SHARES	1,668.	1,668.
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	18,965.	18,965.
COLUMBIA DIVIDEND INCOME FUND CLASS Z SH	614.	614.

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
COLUMBIA CONSERVATIVE HIGH YIELD FUND CL	4,877.	4,877.
COLUMBIA REAL ESTATE EQUITY FUND CLASS Z	2,378.	2,378.
COMCAST CORP NEW CL A COM	871.	871.
CONSOLIDATED EDISON CO NEW YORK INC BD	588.	588.
CONSTELLATION ENERGY GROUP INC	156.	156.
CORNING INC	60.	60.
COSTCO WHOLESALE CORP	211.	211.
CUMMINS ENGINE INC	50.	50.
DARDEN RESTAURANTS INC	409.	409.
DEUTSCHE TELEKOM INTL FIN B V GTD NT NET	438.	438.
DISCOVER FINL SVCS COM	158.	158.
DISH NETWORK CORP COM CL A	1,500.	1,500.
DOVER CORPORATION	561.	561.
DOW CHEMICAL COMPANY	244.	244.
EQT CORP COM	22.	22.
EL PASO CORP COM	12.	12.
EMBRAER S A SPONSORED ADR REPSTG PFD SHS	199.	199.
EMERSON ELEC CO	483.	483.
ENSCO PLC SPONSORED ADR	123.	123.
ENTERGY CORP NEW COM	187.	187.
EXELON CORP COM	459.	459.
EXPEDIA INC COMMON STOCK	226.	226.
FEDERAL HOME LN MTG CORP MTN CALL 11/13/	2,000.	2,000.
FIFTH THIRD BANCORP COM	42.	42.
MORTGAGE-BACKED CTF	36,573.	36,573.
FLOWERVE CORP	29.	29.
FRANKLIN RES INC COM	849.	849.
FREEMPORT-MCMORAN COPPER & GOLD INC COM	694.	694.
GENERAL ELEC CO	795.	795.
GOLDMAN SACHS GROUP INC	557.	557.
GOODRICH B F CO	145.	145.
HALLIBURTON CO	171.	171.
HARTFORD FINANCIAL SVCS GRP	360.	360.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
HERSHEY FOODS CORP	293.	293.
HESS CORP COM	33.	33.
HUNT J B TRANSPORT SERVICES INC COM	302.	302.
HUNTINGTON BANCSHARES INCORPORATED	52.	52.
INTEL CORPORATION	425.	425.
INTERNATIONAL BUSINESS MACHS	736.	736.
INTUIT INC	71.	71.
ISHR MSCI EAFE INDEX FUND	2,048.	2,048.
J P MORGAN CHASE & CO COM	1,701.	1,701.
JOHNSON & JOHNSON	1,767.	1,767.
JOHNSON CONTROLS INCORPORATED	100.	100.
KBR INC COM	50.	50.
KELLOGG CO	689.	689.
KIMBERLY CLARK CORP COM	438.	438.
KINDER MORGAN INC DEL COM	84.	84.
KOHL'S CORPORATION	250.	250.
KRAFT FOODS INC CL A COM	116.	116.
L-3 COMMUNICATIONS HLDGS INC COM	124.	124.
LIMITED BRANDS INC COM	2,410.	2,410.
LINCOLN NATL CORP IND	26.	26.
LORILLARD INC COM	1,170.	1,170.
LOWES COMPANIES INCORPORATED	146.	146.
MACYS INC COM	336.	336.
MCDONALDS CORP	732.	732.
MCKESSON HBOC INC	160.	160.
MEAD JOHNSON NUTRITION CO COM	210.	210.
MERCK & CO INC NEW COM	2,356.	2,356.
MICROSOFT CORPORATION	696.	696.
MONSANTO CO NEW COM	42.	42.
MORGAN STANLEY DEAN WITTER DISCOVER & CO	28.	28.
MURPHY OIL CORP COM	117.	117.
NATIONAL OILWELL VARCO INC COM	152.	152.
NORDSTROM INCORPORATED	98.	98.

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
NORTHERN TRUST CORPORATION	112.	112.
OCCIDENTAL PETROLEUM CORPORATION	1,096.	1,096.
OCEANEERING INTL INC COM	53.	53.
ORACLE SYS CORP	349.	349.
P G & E CORPORATION	205.	205.
PNC BK CORP	878.	878.
PPG INDUSTRIES INC	342.	342.
PPL CORPORATION	525.	525.
PACKAGING CORP OF AMERICA	219.	219.
PARKER HANNIFIN CORPORATION	185.	185.
PEABODY ENERGY CORP COM	19.	19.
PEPSICO INCORPORATED	2,217.	2,217.
PFIZER INC	1,110.	1,110.
PHILIP MORRIS INTL INC COM	2,351.	2,351.
PIMCO COMMODITY REALRETURN STRATEGY FUND	40,093.	40,093.
POTASH CORP SASK INC	8.	8.
PRICE T ROWE GROUP INC COM	403.	403.
PROCTER & GAMBLE CO COM	578.	578.
PRUDENTIAL FINL INC MTN SER B	713.	713.
PUBLIC SERVICE ENTERPRISE GROUP INC	223.	223.
QUALCOMM INC	756.	756.
RAYTHEON CO COM NEW	290.	290.
RIO TINTO PLC SPONSORED ADR	127.	127.
ROCKWELL COLLINS COM	114.	114.
ROYAL DUTCH SHELL PLC SPONSORED ADR CL A	798.	798.
SAFEWAY INC COM NEW	521.	521.
ST JUDE MEDICAL INCORPORATED	394.	394.
SCHLUMBERGER LIMITED	423.	423.
SEMPRA ENERGY	336.	336.
STANLEY BLACK & DECKER INC COM	51.	51.
STAPLES INCORPORATED	86.	86.
TD AMERITRADE HLDG CORP COM	43.	43.
TARGET CORP	144.	144.

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
THORNBURG INTL VALUE FUND CL I	972.	972.
UNION PAC CORP COM	304.	304.
UNITED PARCEL SERVICE CL B	715.	715.
UNITED STATES TREAS BD DTD 02/15/01 5.37	7,794.	7,794.
UNITED STATES TREAS NT DTD 02/15/01 5.00	375.	375.
UNITED STATES TREAS NTS 4.25%	3,188.	3,188.
UNITED STATES TREAS NT DTD 03/15/05 4.00	4,600.	4,600.
UNITED STATES TREAS NT DTD 08/15/05 4.25	2,125.	2,125.
UNITED TECHNOLOGIES CORP	1,048.	1,048.
VANGUARD TOTAL BD MARKET ETF	42,217.	42,217.
VANGUARD MSCI EMERGING MKTS ETF	14,356.	14,356.
VERIZON COMMUNICATIONS	1,420.	1,420.
VERIZON GLOBAL FDG CORP GLOBAL NT	1,374.	1,374.
VIACOM INC CL B COM	531.	531.
VISA INC CL A COM	303.	303.
WAL-MART STORES INCORPORATED	501.	501.
WAL MART STORES INC NT	378.	378.
WALGREEN CO	169.	169.
WELLS FARGO COMPANY	954.	954.
XEROX CORPORATION	86.	86.
AXIS CAPITAL HOLDINGS LTD COM	167.	167.
ACCENTURE PLC CL A COM	557.	557.
COOPER INDS PLC NEW COM	87.	87.
COVIDIEN PLC COM	403.	403.
XL GROUP PLC COM	239.	239.
TYCO INTL LTD NEW F COM	494.	494.
TYCO ELECTRONICS LTD COM	88.	88.
AVAGO TECHNOLOGIES LTD COM	94.	94.
	-----	-----
	247,254.	247,119.
	=====	=====

TOTAL

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ISHARES S&P GSCI COMMODITY-INDEX ED TR U		21,507.
PRIVATE EQUITY PORT FD I LLC ***CAP ACCO		-6,739.
	-----	-----
TOTALS	=====	=====
		14,768.
		=====

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----	-----
TAX PREPARATION FEE (NON-ALLOC	935.			935.
	-----	-----	-----	-----
TOTALS	935.	NONE	NONE	935.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	154.	154.
FEDERAL TAX PAYMENT - PRIOR YE	1,000.	
FEDERAL ESTIMATES - PRINCIPAL	11,500.	
FOREIGN TAXES ON QUALIFIED FOR	1,303.	1,303.
FOREIGN TAXES ON NONQUALIFIED	640.	640.
	-----	-----
TOTALS	14,597.	2,097.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER ALLOCABLE EXPENSE-INCOME	70.		70.
DIVIDEND INVESTMENT EXPENSE -		4,754.	
TOTALS	70.	4,754.	70.
	=====	=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT
-----11 TYE INC ADJ
PEP ROC

4,054.

34,634.

TOTAL

38,688.
=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT
-----ADJ CARRYING VALUE
SALES ADJ

701.

577.

TOTAL

1,278.
=====

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

=====

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

100 FEDERAL STREET

BOSTON, MA 02110

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 60,699.

OFFICER NAME:

REV. M. JAMES WORKMAN

ADDRESS:

25 BENNINGTON STREET

NEEDHAM, MA 02194-1932

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 2,000.

OFFICER NAME:

PAUL TAYLOR

ADDRESS:

SOUTH SHORE HOSPITAL FOUNDATION

S WEYMOUTH, MA 02190-2432

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 2,000.

TOTAL COMPENSATION:

64,699.

=====

HAROLD BROOKS FOUNDATION
FORM 990PF, PART XV - LINES 2a - 2d
=====

04-6043983

RECIPIENT NAME:

BANK OF AMERICA, N.A.

ADDRESS:

100 FEDERAL STREET

BOSTON, MA 02110

FORM, INFORMATION AND MATERIALS:

INCLUDE ALL PERTINENT INFORMATION-NO SPECIAL FORMS REQUIRED

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SOCIAL SERVICE PROGRAMS

HAROLD BROOKS FOUNDATION

04-6043983

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

SEE ATTACHED SCHEDULE

AMOUNT OF GRANT PAID 575,500.

TOTAL GRANTS PAID:

575,500.

=====

Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient	
SOUTH SHORE HOSPITAL	NONE	SUPPORT NEW COMPREHENSIVE CENTER	PUBLIC CHARITY	\$ 75,000.00
AMERICAN RED CROSS	NONE	SUPPORT NAMED ORGANIZATION	PUBLIC CHARITY	\$ 10,000.00
CATHOLIC CHARITIES SOUTH	NONE	SUPPORT NAMED ORGANIZATION	PUBLIC CHARITY	\$ 17,500.00
CRADLES TO CRAYONS, INC.	NONE	SUPPORT NAMED ORGANIZATION	PUBLIC CHARITY	\$ 20,000.00
THE GOOD SHEPHERD'S MARIA	NONE	SUPPORT NAMED ORGANIZATION	PUBLIC CHARITY	\$ 7,500.00
BOYS AND GIRLS CLUB OF	NONE	SUPPORT NAMED ORGANIZATION	PUBLIC CHARITY	\$ 25,000.00
SCHOOL ON WHEELS	NONE	SUPPORT NAMED ORGANIZATION	PUBLIC CHARITY	\$ 20,000.00
SOUTH SHORE COMMUNITY ACTION	NONE	SUPPORT NAMED ORGANIZATION	PUBLIC CHARITY	\$ 15,000.00
SOUTH SHORE DAY CARE SERVICES	NONE	SUPPORT NAMED ORGANIZATION	PUBLIC CHARITY	\$ 15,000.00
MANET COMMUNITY HEALTH CENTER	NONE	SUPPORT NAMED ORGANIZATION	PUBLIC CHARITY	\$ 25,000.00
MY TURN, INC.	NONE	SUPPORT NAMED ORGANIZATION	PUBLIC CHARITY	\$ 10,000.00
PLYMOUTH AREA COALITION FOR PROJECT BREAD	NONE	SUPPORT NAMED ORGANIZATION	PUBLIC CHARITY	\$ 25,000.00
QUINCY ASIAN RESOURCES, INC.	NONE	SUPPORT NAMED ORGANIZATION	PUBLIC CHARITY	\$ 5,000.00
SOUTH SHORE HEALTH & EDUCATIONAL	NONE	SUPPORT NAMED ORGANIZATION	PUBLIC CHARITY	\$ 20,000.00
SOUTH SHORE HOUSING DEVELOPMENT	NONE	SUPPORT NAMED ORGANIZATION	PUBLIC CHARITY	\$ 75,000.00
THE WALKER HOME & SCHOOL	NONE	SUPPORT NAMED ORGANIZATION	PUBLIC CHARITY	\$ 7,500.00
FATHER BILLS & MAINSPRING, INC.	NONE	SUPPORT THE TRIAGE CENTER PROJECT	PUBLIC CHARITY	\$ 5,000.00
BAY STATE READING INSTITUTE	NONE	SUPPORT BROOKFIELD ELEM SCHOOLS	PUBLIC CHARITY	\$ 20,000.00
DOVE, INC.	NONE	SUPPORT THE EMERGENCY SHELTER	PUBLIC CHARITY	\$ 12,500.00
WELLSPRING, INC.	NONE	SUPPORT COUNSELING, CAREER, & JOB SERV	PUBLIC CHARITY	\$ 30,000.00
HOMEOWNER OPTIONS FOR MA. ELDERS	NONE	SUPPORT THE DISPLACEMENT PREVENTION PROJ	PUBLIC CHARITY	\$ 15,000.00
INTERFAITH SOCIAL SERVICES, INC.	NONE	SUPPORT HOMESAFE	PUBLIC CHARITY	\$ 25,000.00
MA COALITION FOR THE HOMELESS	NONE	SUPPORT THE HOMELINK INITIATIVE	PUBLIC CHARITY	\$ 12,500.00
QUINCY COMMUNITY ACTION PROGRAMS	NONE	SUPPORT THE EMERGENCY FOOD CENTER	PUBLIC CHARITY	\$ 25,000.00
		SUPPORT THE SKILLS DEVELOPMENT AND RECREATIONAL	PUBLIC CHARITY	\$ 20,000.00
SCITUATE CORSE FOUNDATION	NONE		PUBLIC CHARITY	\$ 3,000.00
BAY STATE COMMUNITY SERVICES INC	NONE	SUPPORT THE WALK-IN INTAKE CLINIC	PUBLIC CHARITY	\$ 15,000.00
THE BOSTON FOUNDATION	NONE	SUPPORT THE HOME FUNDERS COLLABORATIVE	PUBLIC CHARITY	\$ 20,000.00
				\$ 575,500.00

FEDERAL FOOTNOTES

=====

THE EXCESS DISTRIBUTION AMOUNT FROM THE 2007 TO THE 2008 RETURN WAS CARRIED OVER INCORRECTLY. THE AMOUNT THAT SHOULD HAVE CARRIED OVER WAS \$236,404. THE INCORRECT AMOUNT CARRIED OVER AFTER THE RETURN WAS REPROCESSED (AFTER FILING) WAS \$223,265. THERE IS NO TAX AFFECT DUE TO THIS CHANGE. WE CARRIED THE EXTRA EXCESS DISTRIBUTION AMOUNT OF \$13,139 AND ADDED TO THE CORRECT YEAR FOR WHICH IT APPLIED. YOU WILL SEE THE EXCESS DISTRIBUTION AMOUNT FOR THE 2007 TAX YEAR ON PART XIII OF THE 2011 RETURN INCREASED FROM \$70,774 TO \$83,913. THIS INCREASE IS THE \$13,139 MENTIONED ABOVE.

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust

Employer identification number

HAROLD BROOKS FOUNDATION

04-6043983

Note: Form 5227 filers need to complete **only** Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	29,063.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	1,066.
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	30,129.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					57,872.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	36,629.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	4,445.
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	98,946.

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

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II**Caution: Read the instructions before completing this part.**

		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		30,129.
14	Net long-term gain or (loss):			
a	Total for year	14a		98,946.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		129,075.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:

a The loss on line 15, column (3) or b \$3,000 **16** ()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . .	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (.15)	30		
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2011

Department of the Treasury
Internal Revenue Service

► See instructions for Schedule D (Form 1041).

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

HAROLD BROOKS FOUNDATION

Employer identification number

04-6043983

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 445. AT&T INC	09/23/2010	03/30/2011	13,643.00	12,694.00	949.00
555. AT&T INC	09/23/2010	04/14/2011	16,825.00	15,831.00	994.00
300. AT&T INC	09/29/2010	04/14/2011	9,094.00	8,675.00	419.00
200. ABBOTT LABORATORIES	03/04/2010	01/12/2011	9,519.00	10,835.00	-1,316.00
100. ABBOTT LABORATORIES	03/31/2010	03/16/2011	4,676.00	5,634.00	-958.00
25. ABBOTT LABORATORIES	05/27/2010	03/16/2011	1,169.00	1,186.00	-17.00
175. ABBOTT LABORATORIES	05/27/2010	04/14/2011	8,924.00	8,299.00	625.00
175. ABBOTT LABORATORIES	06/02/2010	04/14/2011	8,924.00	8,219.00	705.00
75. ABBOTT LABORATORIES	09/29/2010	04/14/2011	3,825.00	3,931.00	-106.00
150. ABERCROMBIE & FITCH C	02/16/2011	05/18/2011	11,436.00	8,530.00	2,906.00
25. ABERCROMBIE & FITCH CO	02/16/2011	08/03/2011	1,732.00	1,422.00	310.00
275. ABERCROMBIE & FITCH C	12/09/2010	08/03/2011	19,052.00	15,329.00	3,723.00
250. ABERCROMBIE & FITCH C	11/09/2011	11/23/2011	11,296.00	14,229.00	-2,933.00
250. ABERCROMBIE & FITCH C	11/16/2011	11/23/2011	11,296.00	12,194.00	-898.00
1125. ADVANCED MICRO DEVIC	10/13/2010	06/15/2011	8,527.00	8,314.00	213.00
225. ADVANCED MICRO DEVICE	10/13/2010	08/10/2011	1,326.00	1,663.00	-337.00
1925. ADVANCED MICRO DEVIC	10/20/2010	08/10/2011	11,348.00	13,235.00	-1,887.00
100. AIR PRODUCTS AND CHEM	06/15/2011	10/05/2011	7,777.00	9,217.00	-1,440.00
75. AIR PRODUCTS AND CHEMI	02/02/2011	10/05/2011	5,833.00	6,670.00	-837.00
225. AIR PRODUCTS AND CHEM	02/02/2011	11/02/2011	19,018.00	20,011.00	-993.00
225. AKAMAI TECHNOLOGIES I	03/24/2010	02/02/2011	10,990.00	7,072.00	3,918.00
300. AKAMAI TECHNOLOGIES I	03/24/2010	03/16/2011	10,500.00	9,429.00	1,071.00
1925. ALCATEL ALSTHOM SPON REPSTG 1/5 SH	05/11/2011	06/15/2011	10,039.00	11,839.00	-1,800.00
2600. ALCATEL ALSTHOM SPON REPSTG 1/5 SH	07/22/2011	08/03/2011	9,532.00	13,507.00	-3,975.00

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

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

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Continuation Sheet for Schedule D
(Form 1041)

OMB No. 1545-0092

2011

Department of the Treasury
Internal Revenue Service

► See instructions for Schedule D (Form 1041).
► Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

HAROLD BROOKS FOUNDATION

Employer identification number

04-6043983

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 300. ALEXION PHARMACEUTICA	05/04/2011	07/13/2011	15,554.00	14,180.00	1,374.00
150. ALLEGHENY TECHNOLOGIE	07/06/2011	09/15/2011	7,088.00	9,148.00	-2,060.00
125. ALLERGAN INCORPORATED	12/09/2010	05/11/2011	10,109.00	8,649.00	1,460.00
100. ALLERGAN INCORPORATED	08/26/2010	05/11/2011	8,087.00	6,364.00	1,723.00
150. ALPHA NATURAL RESOURC	02/02/2011	04/14/2011	8,012.00	8,530.00	-518.00
175. ALPHA NATURAL RESOURC	03/23/2011	04/14/2011	9,347.00	9,861.00	-514.00
575. AMERICAN ELECTRIC POW	08/26/2010	04/14/2011	20,191.00	20,404.00	-213.00
250. AMERICAN ELECTRIC POW	03/23/2011	04/14/2011	8,779.00	8,536.00	243.00
750. AMERICAN ELECTRIC POW	08/31/2011	10/26/2011	29,187.00	28,943.00	244.00
275. AMERICAN TOWER SYSTEM	09/02/2010	03/16/2011	13,889.00	13,051.00	838.00
25. AMERICAN TOWER SYSTEMS	09/02/2010	04/14/2011	1,254.00	1,186.00	68.00
175. AMERICAN TOWER SYSTEM	11/10/2010	04/14/2011	8,779.00	9,276.00	-497.00
175. AMERICAN TOWER SYSTEM	02/02/2011	04/14/2011	8,779.00	9,092.00	-313.00
150. AMGEN INC COM	09/16/2010	05/04/2011	8,622.00	8,247.00	375.00
325. AMGEN INC COM	09/02/2010	05/04/2011	18,681.00	17,075.00	1,606.00
250. ANALOG DEVICES INC	09/07/2011	11/16/2011	9,159.00	8,101.00	1,058.00
550. ANALOG DEVICES INC	08/10/2011	11/16/2011	20,151.00	16,714.00	3,437.00
125. APACHE CORPORATION	10/20/2010	06/15/2011	14,750.00	12,958.00	1,792.00
125. APACHE CORPORATION	09/02/2010	07/06/2011	15,483.00	11,411.00	4,072.00
100. APACHE CORPORATION	08/31/2011	12/07/2011	9,671.00	10,242.00	-571.00
25. APPLE COMPUTER INCORPO	09/29/2010	09/28/2011	10,006.00	7,216.00	2,790.00
575. ARCH COAL INC	05/18/2011	08/31/2011	11,515.00	16,961.00	-5,446.00
200. AUTODESK INC (DEL)	02/16/2011	08/31/2011	5,605.00	8,653.00	-3,048.00
250. AUTOLIV INC	06/16/2010	03/16/2011	17,140.00	12,803.00	4,337.00

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

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

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2011

Department of the Treasury
Internal Revenue Service

► See instructions for Schedule D (Form 1041).

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

HAROLD BROOKS FOUNDATION

Employer identification number

04-6043983

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 325. AVON PRODUCTS INC	05/27/2010	02/09/2011	9,256.00	8,715.00	541.00
350. AVON PRODUCTS INC	10/20/2010	02/09/2011	9,968.00	11,974.00	-2,006.00
350. BAKER HUGHES INCORPOR	08/26/2010	01/12/2011	20,652.00	13,694.00	6,958.00
225. BEAM INC COM	10/05/2011	10/26/2011	11,115.00	10,169.00	946.00
200. BERKSHIRE HATHAWAY IN B COM	07/13/2011	11/09/2011	15,323.00	15,320.00	3.00
450. BERKSHIRE HATHAWAY IN B COM	07/13/2011	11/16/2011	33,866.00	34,470.00	-604.00
325. BOEING CO	08/03/2011	11/02/2011	20,949.00	22,013.00	-1,064.00
25. BOEING CO	08/03/2011	11/23/2011	1,569.00	1,693.00	-124.00
225. BOEING CO	08/31/2011	11/23/2011	14,120.00	14,984.00	-864.00
125. BOEING CO	08/10/2011	11/23/2011	7,844.00	7,557.00	287.00
2750. BOSTON SCIENTIFIC CO	07/06/2011	08/10/2011	17,098.00	19,811.00	-2,713.00
325. BRISTOL MYERS SQUIBB	08/31/2011	10/19/2011	10,622.00	9,680.00	942.00
425. BRISTOL MYERS SQUIBB	08/31/2011	10/26/2011	13,653.00	12,659.00	994.00
400. BROADCOM CORP CL A	11/10/2010	02/16/2011	17,074.00	16,798.00	276.00
550. BROADCOM CORP CL A	05/04/2011	09/15/2011	19,417.00	19,066.00	351.00
975. CBS CORP CL B COM	11/17/2010	03/02/2011	22,812.00	15,816.00	6,996.00
25. CF INDS HLDGS INC COM	09/02/2010	03/30/2011	3,284.00	2,335.00	949.00
75. CF INDS HLDGS INC COM	09/29/2010	03/30/2011	9,853.00	7,434.00	2,419.00
675. CVS CAREMARK CORP COM	12/01/2010	03/30/2011	22,798.00	21,563.00	1,235.00
650. CVS CAREMARK CORP COM	12/09/2010	03/30/2011	21,953.00	21,642.00	311.00
300. CARDINAL HEALTH INCOR	04/12/2010	01/05/2011	11,596.00	10,795.00	801.00
300. CARDINAL HEALTH INCOR	11/03/2010	05/04/2011	13,340.00	10,505.00	2,835.00
300. CARDINAL HEALTH INCOR	05/27/2010	05/04/2011	13,340.00	10,023.00	3,317.00
550. CARNIVAL CORP PAIRED	03/16/2011	06/08/2011	20,060.00	21,340.00	-1,280.00

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

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

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2011

Department of the Treasury
Internal Revenue Service

► See instructions for Schedule D (Form 1041).

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

HAROLD BROOKS FOUNDATION

Employer identification number

04-6043983

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 75. CELGENE CORP	04/23/2010	01/19/2011	4,206.00	4,440.00	-234.00
200. CELGENE CORP	04/23/2010	01/19/2011	11,215.00	11,840.00	-625.00
100. CELGENE CORP	12/09/2010	05/04/2011	6,049.00	5,708.00	341.00
50. CELGENE CORP	12/09/2010	06/08/2011	2,960.00	2,854.00	106.00
175. CELGENE CORP	06/16/2010	06/08/2011	10,360.00	9,733.00	627.00
225. CHESAPEAKE ENERGY CORP	03/16/2011	08/03/2011	7,661.00	7,864.00	-203.00
275. CHESAPEAKE ENERGY CORP	03/16/2011	11/09/2011	7,224.00	9,611.00	-2,387.00
375. CHESAPEAKE ENERGY CORP	04/14/2011	11/09/2011	9,851.00	12,268.00	-2,417.00
400. CHICAGO BRDG & IRON C REGISTRY SH ARD	12/22/2010	05/04/2011	14,781.00	13,177.00	1,604.00
425. CISCO SYSTEMS INCORPORATED	06/16/2010	05/18/2011	6,980.00	10,095.00	-3,115.00
50. CISCO SYSTEMS INCORPORATED	05/27/2010	05/18/2011	821.00	1,168.00	-347.00
350. CISCO SYSTEMS INCORPORATED	08/26/2010	05/18/2011	5,749.00	7,422.00	-1,673.00
350. CISCO SYSTEMS INCORPORATED	03/09/2011	05/18/2011	5,749.00	6,354.00	-605.00
1025. CISCO SYSTEMS INCORPORATED	03/09/2011	06/08/2011	15,855.00	18,609.00	-2,754.00
587.5 CITIGROUP INC NEW COMMON	06/16/2010	06/08/2011	22,104.00	23,559.00	-1,455.00
12.5 CITIGROUP INC NEW COMMON	09/29/2010	06/08/2011	470.00	491.00	-21.00
12.5 CITIGROUP INC NEW COMMON	10/27/2010	09/15/2011	348.00	544.00	-196.00
225. CITIGROUP INC NEW COMMON	07/06/2011	09/15/2011	6,273.00	9,434.00	-3,161.00
225. COACH INC COMMON	01/05/2011	04/14/2011	12,253.00	11,694.00	559.00
250. COACH INC COMMON	03/16/2011	04/14/2011	13,614.00	12,547.00	1,067.00
150. COCA COLA CO COMMON	07/28/2010	02/02/2011	9,485.00	8,252.00	1,233.00
200. COCA COLA CO COMMON	09/29/2010	02/02/2011	12,647.00	11,721.00	926.00
200. COLGATE PALMOLIVE CO	10/07/2010	01/05/2011	15,810.00	14,898.00	912.00
325. COMCAST CORP NEW CLASS A	10/19/2011	12/07/2011	7,435.00	7,688.00	-253.00

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

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

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2011

Department of the Treasury
Internal Revenue Service

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Name of estate or trust

HAROLD BROOKS FOUNDATION

Employer identification number

04-6043983

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 300. COMCAST CORP NEW CL A	08/10/2011	12/07/2011	6,864.00	6,024.00	840.00
650. CONSTELLATION ENERGY	04/14/2011	07/06/2011	24,810.00	21,564.00	3,246.00
550. CORNING INC	06/02/2010	05/11/2011	11,338.00	9,119.00	2,219.00
475. COSTCO WHOLESALE CORP	11/10/2010	07/13/2011	38,584.00	30,526.00	8,058.00
250. CROWN HLDGS INC COM	02/02/2011	08/31/2011	8,815.00	8,994.00	-179.00
300. CROWN HLDGS INC COM	12/09/2010	08/31/2011	10,578.00	9,635.00	943.00
25. CUMMINS ENGINE INC	05/27/2010	02/02/2011	2,709.00	1,736.00	973.00
125. CUMMINS ENGINE INC	09/02/2010	02/02/2011	13,545.00	10,048.00	3,497.00
100. CUMMINS ENGINE INC	06/01/2011	07/27/2011	10,758.00	10,485.00	273.00
125. CUMMINS ENGINE INC	06/01/2011	08/31/2011	11,503.00	13,106.00	-1,603.00
475. CYPRESS SEMICONDUCTOR	02/16/2011	03/16/2011	8,904.00	10,921.00	-2,017.00
325. DPL INC	08/26/2010	01/05/2011	8,338.00	8,244.00	94.00
150. DARDEN RESTAURANTS IN	05/11/2011	07/06/2011	7,947.00	7,283.00	664.00
275. DEERE & COMPANY	01/19/2011	03/09/2011	24,662.00	25,022.00	-360.00
250. DENDREON CORP COM	10/13/2010	07/13/2011	9,801.00	9,778.00	23.00
125. DEVON ENERGY CORPORAT	09/15/2011	11/09/2011	8,385.00	8,228.00	157.00
425. DEVON ENERGY CORPORAT	09/15/2011	11/23/2011	25,551.00	27,976.00	-2,425.00
850. DISNEY WALT CO	03/09/2011	05/04/2011	36,103.00	36,739.00	-636.00
375. DISH NETWORK CORP COM	05/04/2011	07/13/2011	12,028.00	10,794.00	1,234.00
125. DOVER CORPORATION	02/16/2011	06/01/2011	8,338.00	8,359.00	-21.00
175. DOVER CORPORATION	12/01/2010	06/01/2011	11,673.00	9,845.00	1,828.00
175. DOVER CORPORATION	11/17/2010	06/01/2011	11,673.00	9,391.00	2,282.00
150. DOVER CORPORATION	08/17/2011	10/19/2011	8,114.00	8,134.00	-20.00
50. DOVER CORPORATION	08/10/2011	10/19/2011	2,705.00	2,645.00	60.00

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

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

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Continuation Sheet for Schedule D
(Form 1041)

OMB No. 1545-0092

2011

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Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr.)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 975. DOW CHEMICAL COMPANY	08/17/2011	09/28/2011	23,662.00	29,105.00	-5,443.00
175. EOG RESOURCES INC	01/12/2011	02/09/2011	17,995.00	17,258.00	737.00
100. EQT CORP COM	10/19/2011	11/02/2011	6,211.00	6,614.00	-403.00
625. EBAY INC	03/23/2011	06/01/2011	19,453.00	18,850.00	603.00
1175. EL PASO CORP COM	04/14/2011	08/10/2011	21,155.00	21,494.00	-339.00
525. EMBRAER S A SPONSORED PFD SHS	04/14/2011	08/10/2011	11,909.00	16,974.00	-5,065.00
250. EMBRAER S A SPONSORED PFD SHS	06/15/2011	08/10/2011	5,671.00	7,979.00	-2,308.00
175. EMERSON ELEC CO	02/16/2011	06/08/2011	8,962.00	10,764.00	-1,802.00
75. EMERSON ELEC CO	02/16/2011	08/03/2011	3,638.00	4,613.00	-975.00
575. EMERSON ELEC CO	01/19/2011	08/03/2011	27,892.00	33,187.00	-5,295.00
200. ENSCO PLC SPONSORED A	03/09/2011	08/10/2011	8,811.00	11,341.00	-2,530.00
150. ENSCO PLC SPONSORED A	03/16/2011	08/10/2011	6,609.00	8,250.00	-1,641.00
25. ENSCO PLC SPONSORED AD	07/06/2011	08/10/2011	1,101.00	1,327.00	-226.00
250. ENSCO PLC SPONSORED A	07/06/2011	08/17/2011	11,620.00	13,274.00	-1,654.00
225. ENTERGY CORP NEW COM	12/01/2010	04/14/2011	14,790.00	16,198.00	-1,408.00
325. EXPEDIA INC COMMON ST	05/18/2011	12/14/2011	8,890.00	8,669.00	221.00
37.5 EXPEDIA INC DEL NEW C	05/18/2011	12/28/2011	1,127.00	983.00	144.00
337.5 EXPEDIA INC DEL NEW	05/11/2011	12/28/2011	10,141.00	8,281.00	1,860.00
200. EXPRESS SCRIPTS INC C	03/02/2011	05/04/2011	11,531.00	11,177.00	354.00
325. EXPRESS SCRIPTS INC C	09/16/2010	05/04/2011	18,738.00	14,955.00	3,783.00
325. EXPRESS SCRIPTS INC C	09/28/2011	10/19/2011	13,257.00	12,667.00	590.00
300. EXXON MOBIL CORPORATI	08/10/2011	08/31/2011	22,111.00	20,988.00	1,123.00
900. EXXON MOBIL CORPORATI	08/10/2011	09/15/2011	65,991.00	62,965.00	3,026.00
750. FAIRCHILD SEMICON INT	02/02/2011	07/13/2011	12,305.00	14,066.00	-1,761.00

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

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

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2011

Department of the Treasury
Internal Revenue Service

► See instructions for Schedule D (Form 1041).

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

HAROLD BROOKS FOUNDATION

Employer identification number

04-6043983

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 700. FIFTH THIRD BANCORP C	03/02/2011	04/14/2011	9,516.00	9,814.00	-298.00
200. FLUOR CORP NEW COM	03/02/2011	04/14/2011	13,371.00	13,922.00	-551.00
100. FLOWSERVE CORP	11/10/2010	01/19/2011	11,643.00	10,680.00	963.00
175. FLOWSERVE CORP	07/22/2011	08/10/2011	14,951.00	19,522.00	-4,571.00
950. FORD MTR CO DEL COM	12/29/2010	05/04/2011	14,332.00	15,889.00	-1,557.00
625. FORD MTR CO DEL COM	04/14/2011	05/04/2011	9,429.00	9,271.00	158.00
1000. FORD MTR CO DEL COM	09/16/2010	05/04/2011	15,087.00	12,515.00	2,572.00
500. FOREST OIL CORP COM P	08/26/2010	02/02/2011	19,976.00	12,703.00	7,273.00
75. FRANKLIN RES INC COM	02/02/2011	10/26/2011	7,628.00	9,217.00	-1,589.00
250. FREEPORT-MCMORAN COPP INC COM	03/30/2011	05/11/2011	12,061.00	13,657.00	-1,596.00
425. FREEPORT-MCMORAN COPP INC COM	09/15/2011	12/21/2011	15,810.00	18,048.00	-2,238.00
1425. GENERAL ELEC CO	05/04/2011	06/01/2011	27,752.00	28,899.00	-1,147.00
550. GENERAL MTRS CO COM	08/17/2011	09/15/2011	12,416.00	13,867.00	-1,451.00
100. GOLDMAN SACHS GROUP I	02/02/2011	09/28/2011	9,871.00	16,492.00	-6,621.00
150. GOODRICH B F CO	08/26/2010	02/16/2011	13,653.00	10,444.00	3,209.00
125. GOODRICH B F CO	09/02/2010	02/16/2011	11,378.00	8,991.00	2,387.00
150. GOODRICH B F CO	03/23/2011	09/28/2011	18,173.00	12,466.00	5,707.00
100. GOODRICH B F CO	03/23/2011	10/05/2011	12,011.00	8,311.00	3,700.00
25. GOOGLE INC CL A	02/16/2011	08/17/2011	13,332.00	15,560.00	-2,228.00
450. HARTFORD FINANCIAL SV	01/12/2011	03/16/2011	10,976.00	12,701.00	-1,725.00
450. HARTFORD FINANCIAL SV	12/15/2010	10/19/2011	8,539.00	15,098.00	-6,559.00
50. HARTFORD FINANCIAL SVC	02/16/2011	10/19/2011	949.00	1,486.00	-537.00
125. HESS CORP COM	04/14/2011	08/03/2011	8,090.00	9,943.00	-1,853.00
200. HESS CORP COM	03/16/2011	08/03/2011	12,944.00	15,657.00	-2,713.00

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

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Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2011

Department of the Treasury
Internal Revenue Service

► See instructions for Schedule D (Form 1041).

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Name of estate or trust

HAROLD BROOKS FOUNDATION

Employer identification number

04-6043983

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 125. HESS CORP COM	06/15/2011	08/03/2011	8,090.00	9,008.00	-918.00
775. HEWLETT PACKARD CO CO	10/26/2011	11/23/2011	19,972.00	19,492.00	480.00
250. HOSPIRA INC	03/16/2011	05/04/2011	13,924.00	13,038.00	886.00
1975. HUNTINGTON BANCSHARE INCORPORATED	08/26/2010	03/16/2011	12,827.00	10,398.00	2,429.00
1200. HUNTINGTON BANCSHARE INCORPORATED	01/05/2011	03/16/2011	7,794.00	8,608.00	-814.00
200. INFORMATICA CORP	10/26/2011	12/14/2011	7,980.00	8,732.00	-752.00
925. INTEL CORPORATION	12/16/2010	02/02/2011	19,975.00	19,753.00	222.00
200. INTERCONTINENTALEXCHA	04/28/2010	02/09/2011	24,562.00	23,247.00	1,315.00
75. INTERCONTINENTALEXCHAN	08/26/2010	02/09/2011	9,211.00	7,232.00	1,979.00
100. INTERCONTINENTALEXCHA	03/23/2011	05/04/2011	11,240.00	12,601.00	-1,361.00
30. INTERNATIONAL BUSINESS	06/16/2010	03/23/2011	4,748.00	3,899.00	849.00
125. INTERNATIONAL BUSINES	09/29/2010	07/06/2011	22,107.00	16,874.00	5,233.00
250. J P MORGAN CHASE & CO	03/02/2011	09/28/2011	7,849.00	11,386.00	-3,537.00
400. J P MORGAN CHASE & CO	03/02/2011	12/14/2011	12,518.00	18,218.00	-5,700.00
300. JOHNSON & JOHNSON	06/01/2011	08/17/2011	19,373.00	20,193.00	-820.00
125. JOHNSON & JOHNSON	06/01/2011	08/31/2011	8,203.00	8,414.00	-211.00
50. JOHNSON & JOHNSON	06/01/2011	10/19/2011	3,155.00	3,366.00	-211.00
150. JOHNSON & JOHNSON	05/11/2011	10/19/2011	9,466.00	9,959.00	-493.00
200. JOHNSON & JOHNSON	05/11/2011	12/01/2011	12,947.00	13,279.00	-332.00
450. JOHNSON & JOHNSON	05/11/2011	12/21/2011	29,081.00	29,878.00	-797.00
225. JOHNSON & JOHNSON	05/18/2011	12/21/2011	14,541.00	14,930.00	-389.00
625. JOHNSON CONTROLS INCO	01/12/2011	06/01/2011	24,641.00	25,446.00	-805.00
225. JOHNSON CONTROLS INCO	03/23/2011	06/01/2011	8,871.00	8,853.00	18.00
425. KELLOGG CO	03/09/2011	11/23/2011	20,548.00	23,222.00	-2,674.00

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

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Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2011

Department of the Treasury
Internal Revenue Service

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Name of estate or trust

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Employer identification number

04-6043983

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 400. KELLOGG CO	03/02/2011	11/23/2011	19,339.00	21,220.00	-1,881.00
600. KINDER MORGAN INC DEL	04/14/2011	05/11/2011	16,932.00	17,480.00	-548.00
325. KOHLS CORPORATION	05/04/2011	08/10/2011	14,698.00	17,301.00	-2,603.00
175. KOHLS CORPORATION	05/04/2011	08/31/2011	8,112.00	9,316.00	-1,204.00
250. KOHLS CORPORATION	05/04/2011	09/07/2011	11,066.00	13,309.00	-2,243.00
275. L-3 COMMUNICATIONS HL	01/12/2011	03/23/2011	21,708.00	21,203.00	505.00
400. LAM RESEARCH CORP	05/11/2011	07/06/2011	17,317.00	18,973.00	-1,656.00
200. LAS VEGAS SANDS CORP	12/22/2010	03/09/2011	8,359.00	9,229.00	-870.00
175. ESTEE LAUDER COMPANIE	10/05/2011	11/02/2011	17,357.00	15,350.00	2,007.00
300. LIFE TECHNOLOGIES COR	01/19/2011	05/18/2011	16,211.00	16,493.00	-282.00
200. LIFE TECHNOLOGIES COR	04/14/2011	05/18/2011	10,807.00	10,545.00	262.00
525. LINCOLN NATL CORP IND	05/27/2010	01/12/2011	15,526.00	14,117.00	1,409.00
175. LORILLARD INC COM	04/14/2011	06/08/2011	17,435.00	17,574.00	-139.00
75. LORILLARD INC COM	09/15/2011	10/26/2011	8,430.00	8,318.00	112.00
825. LOWES COMPANIES INCOR	10/13/2010	04/14/2011	22,361.00	18,130.00	4,231.00
500. LOWES COMPANIES INCOR	10/20/2010	04/14/2011	13,552.00	10,767.00	2,785.00
275. MACYS INC COM	04/14/2011	07/22/2011	8,282.00	6,725.00	1,557.00
125. MCDONALDS CORP	04/14/2011	05/18/2011	10,114.00	9,642.00	472.00
100. MCDONALDS CORP	04/14/2011	07/13/2011	8,560.00	7,714.00	846.00
550. MCDONALDS CORP	02/02/2011	07/13/2011	47,082.00	40,328.00	6,754.00
200. MCKESSON HBOC INC	05/04/2011	06/01/2011	17,154.00	16,499.00	655.00
325. MCKESSON HBOC INC	05/04/2011	10/19/2011	23,919.00	26,811.00	-2,892.00
150. MCKESSON HBOC INC	08/10/2011	10/19/2011	11,040.00	11,242.00	-202.00
125. MEAD JOHNSON NUTRITIO	09/16/2010	04/14/2011	7,528.00	6,999.00	529.00

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

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

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Continuation Sheet for Schedule D
(Form 1041)

OMB No. 1545-0092

2011

Department of the Treasury
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).
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Employer identification number

04-6043983

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr.)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 200. MEAD JOHNSON NUTRITIO	09/15/2011	12/28/2011	13,865.00	15,187.00	-1,322.00
200. MEDCO HEALTH SOLUTION	08/26/2010	03/02/2011	12,391.00	9,285.00	3,106.00
350. MERCK & CO INC NEW CO	10/13/2010	05/11/2011	12,784.00	13,011.00	-227.00
150. METLIFE INC	09/29/2010	05/11/2011	6,742.00	5,780.00	962.00
50. METLIFE INC	09/29/2010	08/03/2011	1,972.00	1,927.00	45.00
725. METLIFE INC	08/26/2010	08/03/2011	28,597.00	26,916.00	1,681.00
850. METROPCS COMMUNICATIO	01/05/2011	09/15/2011	8,895.00	11,985.00	-3,090.00
700. METROPCS COMMUNICATIO	08/17/2011	09/15/2011	7,325.00	7,784.00	-459.00
350. MICROSOFT CORPORATION	07/06/2011	09/07/2011	9,039.00	9,193.00	-154.00
625. MICROSOFT CORPORATION	07/06/2011	10/26/2011	16,843.00	16,415.00	428.00
150. MONSANTO CO NEW COM	10/07/2010	02/16/2011	10,978.00	7,208.00	3,770.00
550. MORGAN STANLEY DEAN W DISCOVER & CO	09/02/2010	02/02/2011	16,277.00	13,930.00	2,347.00
175. MURPHY OIL CORP COM	12/16/2010	01/12/2011	13,062.00	12,212.00	850.00
100. MURPHY OIL CORP COM	12/16/2010	04/14/2011	7,381.00	6,979.00	402.00
175. MURPHY OIL CORP COM	12/22/2010	04/14/2011	12,917.00	12,881.00	36.00
150. MURPHY OIL CORP COM	02/09/2011	04/14/2011	11,072.00	10,151.00	921.00
375. MYLAN LABS INC	05/04/2011	06/08/2011	8,419.00	9,005.00	-586.00
225. MYLAN LABS INC	04/14/2011	06/08/2011	5,051.00	5,235.00	-184.00
850. MYLAN LABS INC	04/14/2011	06/15/2011	18,964.00	19,775.00	-811.00
1150. NCR CORP W/I	08/03/2011	12/21/2011	18,360.00	21,832.00	-3,472.00
550. NCR CORP W/I	08/10/2011	12/21/2011	8,781.00	8,943.00	-162.00
200. NETAPP INC COM	08/10/2011	10/05/2011	7,283.00	8,286.00	-1,003.00
600. NETAPP INC COM	08/10/2011	11/23/2011	20,817.00	24,857.00	-4,040.00
1825. NEWS CORP CL A	07/13/2011	08/10/2011	25,696.00	29,773.00	-4,077.00

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

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Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Continuation Sheet for Schedule D
(Form 1041)

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2011

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(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 300. NINTENDO LTD ADR	04/28/2010	02/02/2011	10,567.00	12,459.00	-1,892.00
200. NINTENDO LTD ADR	08/26/2010	02/02/2011	7,045.00	6,946.00	99.00
425. NORDSTROM INCORPORATE	08/26/2010	03/09/2011	18,441.00	13,292.00	5,149.00
400. NORFOLK SOUTHERN CORP	02/16/2011	04/14/2011	26,754.00	26,049.00	705.00
350. OCEANEERING INTL INC	12/09/2010	07/13/2011	15,296.00	12,618.00	2,678.00
200. OIL STS INTL INC COM	09/16/2010	04/14/2011	15,203.00	8,863.00	6,340.00
275. ORACLE SYS CORP	04/14/2011	08/03/2011	8,254.00	9,314.00	-1,060.00
475. ORACLE SYS CORP	04/14/2011	11/02/2011	15,212.00	16,088.00	-876.00
550. ORACLE SYS CORP	12/16/2010	11/02/2011	17,614.00	16,844.00	770.00
825. ORACLE SYS CORP	03/16/2011	11/02/2011	26,421.00	24,786.00	1,635.00
350. OWENS CORNING INC NEW	09/29/2010	05/18/2011	11,951.00	8,934.00	3,017.00
150. P G & E CORPORATION	08/26/2010	03/16/2011	6,379.00	7,088.00	-709.00
150. PNC BK CORP	02/16/2011	09/28/2011	7,381.00	9,716.00	-2,335.00
600. PPL CORPORATION	10/13/2010	01/12/2011	15,933.00	16,578.00	-645.00
900. PPL CORPORATION	04/14/2011	08/10/2011	23,395.00	24,071.00	-676.00
375. PACKAGING CORP OF AME	09/23/2010	03/30/2011	10,615.00	8,357.00	2,258.00
125. PARKER HANNIFIN CORPO	12/09/2010	03/09/2011	10,618.00	10,690.00	-72.00
100. PARKER HANNIFIN CORPO	12/09/2010	04/14/2011	9,389.00	8,552.00	837.00
150. PARKER HANNIFIN CORPO	02/02/2011	04/14/2011	14,083.00	13,582.00	501.00
225. PEABODY ENERGY CORP C	12/09/2010	03/30/2011	16,203.00	13,833.00	2,370.00
175. PEPSICO INCORPORATED	04/14/2011	07/27/2011	11,225.00	11,696.00	-471.00
25. PEPSICO INCORPORATED	09/29/2010	07/27/2011	1,604.00	1,665.00	-61.00
150. PEPSICO INCORPORATED	09/29/2010	08/31/2011	9,662.00	9,991.00	-329.00
300. PEPSICO INCORPORATED	10/07/2010	09/15/2011	18,637.00	19,735.00	-1,098.00

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

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Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
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1a 125. PEPSICO INCORPORATED	02/16/2011	09/15/2011	7,765.00	8,028.00	-263.00
150. PEPSICO INCORPORATED	02/16/2011	10/05/2011	9,017.00	9,633.00	-616.00
50. PEPSICO INCORPORATED	02/16/2011	10/19/2011	3,120.00	3,211.00	-91.00
1250. PFIZER INC	03/23/2011	05/04/2011	25,712.00	24,831.00	881.00
150. PFIZER INC	03/23/2011	05/11/2011	3,092.00	2,980.00	112.00
925. PFIZER INC	03/09/2011	05/11/2011	19,070.00	18,116.00	954.00
600. PFIZER INC	03/02/2011	05/11/2011	12,369.00	11,523.00	846.00
1250. PFIZER INC	03/02/2011	07/06/2011	25,999.00	24,006.00	1,993.00
150. PHILIP MORRIS INTL IN	09/29/2010	05/11/2011	10,207.00	8,440.00	1,767.00
100. PHILIP MORRIS INTL IN	07/28/2010	05/11/2011	6,805.00	5,120.00	1,685.00
225. POTASH CORP SASK INC	11/10/2010	03/02/2011	13,602.00	10,650.00	2,952.00
250. POTASH CORP SASK INC	06/01/2011	06/22/2011	13,493.00	14,139.00	-646.00
200. PRICE T ROWE GROUP IN	03/04/2010	02/02/2011	13,331.00	10,418.00	2,913.00
25. PRICELINE COM INC COM	11/10/2010	04/14/2011	12,830.00	10,435.00	2,395.00
225. PROCTER & GAMBLE CO C	12/09/2010	03/02/2011	14,051.00	14,120.00	-69.00
150. PROCTER & GAMBLE CO C	12/09/2010	03/02/2011	9,367.00	9,414.00	-47.00
150. PROCTER & GAMBLE CO C	11/25/2010	03/23/2011	9,137.00	9,641.00	-504.00
200. PROCTER & GAMBLE CO C	12/09/2010	03/23/2011	12,183.00	12,551.00	-368.00
475. PROCTER & GAMBLE CO C	12/16/2010	03/23/2011	28,934.00	30,075.00	-1,141.00
150. PROCTER & GAMBLE CO C	12/22/2010	03/23/2011	9,137.00	9,703.00	-566.00
175. PRUDENTIAL FINL INC C	12/16/2010	03/16/2011	10,235.00	10,116.00	119.00
400. PRUDENTIAL FINL INC C	12/16/2010	03/23/2011	24,160.00	23,123.00	1,037.00
225. QUALCOMM INC	02/16/2011	08/31/2011	11,526.00	13,141.00	-1,615.00
225. RAYTHEON CO COM NEW	06/01/2011	07/22/2011	10,491.00	11,338.00	-847.00

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

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Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Continuation Sheet for Schedule D
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2011

Department of the Treasury
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(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 450. RAYTHEON CO COM NEW	06/01/2011	07/27/2011	20,610.00	22,677.00	-2,067.00
500. ROCHE HLDG LTD SPONSO	05/11/2011	08/10/2011	20,702.00	20,817.00	-115.00
350. ROCHE HLDG LTD SPONSO	05/11/2011	08/17/2011	14,654.00	14,572.00	82.00
475. ROCKWELL COLLINS COM	07/27/2011	08/31/2011	23,876.00	26,544.00	-2,668.00
375. ROYAL DUTCH SHELL PLC ADR CL A	03/30/2011	08/10/2011	23,305.00	27,144.00	-3,839.00
200. ROYAL DUTCH SHELL PLC ADR CL A	06/22/2011	08/10/2011	12,430.00	14,005.00	-1,575.00
425. SAFEWAY INC COM NEW	03/02/2011	09/28/2011	7,167.00	9,191.00	-2,024.00
25. SAFEWAY INC COM NEW	02/02/2011	09/28/2011	422.00	520.00	-98.00
625. SAFEWAY INC COM NEW	02/02/2011	10/19/2011	11,290.00	12,997.00	-1,707.00
75. SAFEWAY INC COM NEW	08/03/2011	10/19/2011	1,355.00	1,472.00	-117.00
475. SAFEWAY INC COM NEW	08/03/2011	10/26/2011	9,037.00	9,326.00	-289.00
275. ST JUDE MEDICAL INCOR	03/02/2011	11/02/2011	10,468.00	13,205.00	-2,737.00
275. ST JUDE MEDICAL INCOR	03/02/2011	12/21/2011	9,032.00	13,205.00	-4,173.00
225. ST JUDE MEDICAL INCOR	08/10/2011	12/21/2011	7,390.00	9,472.00	-2,082.00
300. SANDISK CORP	12/16/2010	01/05/2011	15,648.00	14,758.00	890.00
25. SCHLUMBERGER LIMITED	05/27/2010	03/16/2011	2,071.00	1,508.00	563.00
125. SCHLUMBERGER LIMITED	06/02/2010	03/16/2011	10,354.00	6,923.00	3,431.00
300. SCHLUMBERGER LIMITED	06/02/2010	04/14/2011	25,839.00	16,615.00	9,224.00
225. SCHLUMBERGER LIMITED	09/29/2010	04/14/2011	19,380.00	13,803.00	5,577.00
125. SCHLUMBERGER LIMITED	08/10/2011	10/05/2011	7,505.00	9,400.00	-1,895.00
325. SCHLUMBERGER LIMITED	08/10/2011	10/19/2011	22,548.00	24,441.00	-1,893.00
400. SKYWORKS SOLUTIONS IN	01/05/2011	04/14/2011	10,545.00	11,909.00	-1,364.00
300. SKYWORKS SOLUTIONS IN	02/16/2011	04/14/2011	7,909.00	10,987.00	-3,078.00
250. SOUTHWESTERN ENERGY C	06/16/2010	04/14/2011	9,747.00	11,202.00	-1,455.00

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

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

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Continuation Sheet for Schedule D
(Form 1041)

OMB No. 1545-0092

2011

Department of the Treasury
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

HAROLD BROOKS FOUNDATION

Employer identification number

04-6043983

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 3850. SPRINT CORPORATION	03/23/2011	08/17/2011	14,110.00	16,921.00	-2,811.00
950. STAPLES INCORPORATED	12/09/2010	03/16/2011	18,539.00	21,323.00	-2,784.00
425. SYMANTEC CORP	07/06/2011	11/02/2011	7,029.00	8,404.00	-1,375.00
150. SYMANTEC CORP	07/06/2011	11/16/2011	2,557.00	2,966.00	-409.00
275. SYMANTEC CORP	06/22/2011	11/16/2011	4,687.00	5,226.00	-539.00
850. SYMANTEC CORP	06/22/2011	11/23/2011	13,196.00	16,154.00	-2,958.00
325. TD AMERITRADE HLDG CO	05/04/2011	07/06/2011	6,252.00	6,899.00	-647.00
850. TD AMERITRADE HLDG CO	05/04/2011	07/06/2011	16,350.00	18,044.00	-1,694.00
850. TD AMERITRADE HLDG CO	05/25/2011	08/10/2011	12,228.00	17,730.00	-5,502.00
300. TARGET CORP	06/23/2010	03/09/2011	15,394.00	15,819.00	-425.00
275. TERADATA CORP DELAWAR	06/16/2010	05/11/2011	14,604.00	9,252.00	5,352.00
150. THERMO ELECTRON CORP	06/16/2010	01/19/2011	8,444.00	8,028.00	416.00
375. THERMO ELECTRON CORP	08/17/2011	11/23/2011	16,706.00	20,561.00	-3,855.00
175. THERMO ELECTRON CORP	08/31/2011	11/23/2011	7,796.00	9,582.00	-1,786.00
750. TIBCO SOFTWARE INC CO	09/16/2010	02/16/2011	19,083.00	11,726.00	7,357.00
275. TRANSDIGM GROUP INC C	04/12/2010	02/16/2011	22,377.00	15,109.00	7,268.00
37.5 TRIPADVISOR INC COM	05/18/2011	12/28/2011	948.00	1,017.00	-69.00
337.5 TRIPADVISOR INC COM	05/11/2011	12/28/2011	8,531.00	8,567.00	-36.00
150. UNION PAC CORP COM	04/14/2011	05/11/2011	15,328.00	14,605.00	723.00
125. UNION PAC CORP COM	06/02/2010	05/18/2011	12,570.00	8,806.00	3,764.00
100. UNITED PARCEL SERVICE	06/02/2010	01/19/2011	7,241.00	6,137.00	1,104.00
75. UNITED PARCEL SERVICE	06/02/2010	03/16/2011	5,302.00	4,603.00	699.00
75. UNITED PARCEL SERVICE	09/23/2010	03/16/2011	5,302.00	5,019.00	283.00
175. UNITED PARCEL SERVICE	04/14/2011	08/10/2011	10,966.00	12,689.00	-1,723.00

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

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

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2011

Department of the Treasury
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

HAROLD BROOKS FOUNDATION

Employer identification number

04-6043983

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example. 100 sh 7% preferred of *Z* Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 100. UNITED PARCEL SERVICE	04/14/2011	08/17/2011	6,578.00	7,251.00	-673.00
150. UNITED PARCEL SERVICE	11/10/2010	08/17/2011	9,867.00	10,196.00	-329.00
175. UNITED PARCEL SERVICE	10/13/2010	08/17/2011	11,512.00	11,873.00	-361.00
150. UNITED PARCEL SERVICE	09/23/2010	08/17/2011	9,867.00	10,039.00	-172.00
100. UNITED TECHNOLOGIES C	02/16/2011	09/28/2011	7,285.00	8,486.00	-1,201.00
650. UNITEDHEALTH GROUP IN	01/12/2011	03/02/2011	27,861.00	25,477.00	2,384.00
275. VERIZON COMMUNICATION	06/15/2011	09/07/2011	9,634.00	9,750.00	-116.00
250. VIACOM INC CL B COM	04/14/2011	05/04/2011	12,594.00	11,764.00	830.00
225. VIACOM INC CL B COM	04/14/2011	09/28/2011	9,398.00	10,587.00	-1,189.00
25. VIACOM INC CL B COM	04/14/2011	11/02/2011	1,074.00	1,176.00	-102.00
150. VISA INC CL A COM	02/16/2011	07/13/2011	13,453.00	11,401.00	2,052.00
75. WAL-MART STORES INCORP	05/27/2010	01/12/2011	4,119.00	3,785.00	334.00
225. WAL-MART STORES INCOR	06/16/2010	01/12/2011	12,358.00	11,547.00	811.00
550. WAL-MART STORES INCOR	07/13/2011	08/17/2011	28,627.00	29,675.00	-1,048.00
575. WAL-MART STORES INCOR	07/13/2011	08/31/2011	30,495.00	31,024.00	-529.00
750. WALGREEN CO	06/08/2011	08/31/2011	26,564.00	32,241.00	-5,677.00
150. WELLS FARGO COMPANY	04/08/2010	03/16/2011	4,715.00	4,780.00	-65.00
50. WELLS FARGO COMPANY	04/23/2010	03/16/2011	1,572.00	1,681.00	-109.00
175. WELLS FARGO COMPANY	04/23/2010	03/16/2011	5,501.00	5,884.00	-383.00
600. WELLS FARGO COMPANY	06/02/2010	05/04/2011	17,328.00	17,115.00	213.00
200. WELLS FARGO COMPANY	07/28/2010	05/04/2011	5,776.00	5,643.00	133.00
875. WELLS FARGO COMPANY	07/28/2010	05/18/2011	25,042.00	24,688.00	354.00
325. WELLS FARGO COMPANY	09/29/2010	05/18/2011	9,301.00	8,147.00	1,154.00
2025. XEROX CORPORATION	06/08/2011	08/10/2011	16,331.00	19,227.00	-2,896.00

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

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

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2011

Department of the Treasury
Internal Revenue Service

► See instructions for Schedule D (Form 1041).
► Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

HAROLD BROOKS FOUNDATION

Employer identification number

04-6043983

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 325. ZIMMER HLDGS INC COM	04/12/2010	01/12/2011	18,002.00	19,362.00	-1,360.00
150. ZIMMER HLDGS INC COM	07/13/2011	08/31/2011	8,487.00	9,712.00	-1,225.00
125. ZIMMER HLDGS INC COM	07/13/2011	09/15/2011	7,070.00	8,093.00	-1,023.00
25. ZIMMER HLDGS INC COM	07/13/2011	09/15/2011	1,414.00	1,619.00	-205.00
25. ZIMMER HLDGS INC COM	06/14/2011	11/23/2011	1,190.00	1,545.00	-355.00
150. ZIMMER HLDGS INC COM	06/29/2011	11/23/2011	7,141.00	9,267.00	-2,126.00
125. ZIMMER HLDGS INC COM	07/13/2011	11/23/2011	5,951.00	8,093.00	-2,142.00
725. AXIS CAPITAL HOLDINGS	04/14/2011	08/17/2011	21,323.00	25,864.00	-4,541.00
175. ACCENTURE PLC CL A CO	02/16/2011	08/31/2011	9,356.00	9,203.00	153.00
300. COOPER INDS PLC NEW C	03/09/2011	06/22/2011	18,286.00	19,030.00	-744.00
275. COVIDIEN PLC COM	05/04/2011	10/19/2011	12,335.00	15,159.00	-2,824.00
425. INGERSOLL-RAND CO LTD	09/23/2010	01/19/2011	19,733.00	14,945.00	4,788.00
800. XL GROUP PLC COM	05/11/2011	07/13/2011	17,336.00	18,824.00	-1,488.00
275. ACE LTD COM	12/16/2010	02/16/2011	17,183.00	16,833.00	350.00
900. WEATHERFORD INTL LTD	08/26/2010	03/09/2011	18,956.00	13,613.00	5,343.00
225. FOSTER WHEELER AG COM	02/16/2011	05/11/2011	8,065.00	8,705.00	-640.00
250. FOSTER WHEELER AG COM	12/16/2010	05/11/2011	8,961.00	8,311.00	650.00
550. TE CONNECTIVITY LTD C	08/26/2010	05/04/2011	19,557.00	14,069.00	5,488.00
200. TYCO INTL LTD NEW F C	07/06/2011	10/05/2011	8,205.00	9,953.00	-1,748.00
75. TYCO INTL LTD NEW F CO	06/01/2011	10/05/2011	3,077.00	3,661.00	-584.00
225. TYCO INTL LTD NEW F C	06/01/2011	10/19/2011	9,957.00	10,982.00	-1,025.00
300. LYONDELLBASELL INDUST COM	11/10/2010	02/02/2011	10,858.00	8,439.00	2,419.00
350. AVAGO TECHNOLOGIES LT	12/22/2010	04/14/2011	10,862.00	9,718.00	1,144.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 29,063.00

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Schedule D-1 (Form 1041) 2011

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

Employer identification number

HAROLD BROOKS FOUNDATION

04-6043983

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 230. AT&T INC	08/05/2008	03/09/2011	6,559.00	7,074.00	-515.00
295. AT&T INC	08/07/2008	03/09/2011	8,413.00	9,109.00	-696.00
5. AT&T INC	08/07/2008	03/30/2011	153.00	154.00	-1.00
400. AT&T INC	01/07/2009	03/30/2011	12,264.00	11,007.00	1,257.00
75. ABBOTT LABORATORIES	03/04/2010	03/16/2011	3,507.00	4,063.00	-556.00
40. APACHE CORPORATION	11/17/2008	03/16/2011	4,593.00	3,071.00	1,522.00
60. APACHE CORPORATION	11/26/2008	03/16/2011	6,889.00	4,491.00	2,398.00
75. APACHE CORPORATION	01/07/2009	07/06/2011	9,290.00	6,268.00	3,022.00
15. APACHE CORPORATION	11/26/2008	07/06/2011	1,858.00	1,123.00	735.00
25. APPLE COMPUTER INCORPORATED	03/04/2010	03/16/2011	8,303.00	5,256.00	3,047.00
550. AUTODESK INC (DEL)	05/27/2010	08/31/2011	15,413.00	16,181.00	-768.00
5. AVON PRODUCTS INC	10/31/2008	02/09/2011	142.00	117.00	25.00
275. BORG WARNER INC	10/09/2009	02/02/2011	18,411.00	8,318.00	10,093.00
50. CARDINAL HEALTH INCORPORATED	04/12/2010	05/04/2011	2,223.00	1,799.00	424.00
200. CELANESE CORP DEL SER	06/02/2010	06/22/2011	10,227.00	5,553.00	4,674.00
125. CELGENE CORP	04/23/2010	05/04/2011	7,562.00	7,400.00	162.00
200. CELGENE CORP	05/21/2010	06/08/2011	11,840.00	11,296.00	544.00
50. CHEVRONTXACO CORP COM	07/24/2008	03/16/2011	4,994.00	4,129.00	865.00
50. CHEVRONTXACO CORP COM	02/18/2009	03/16/2011	4,994.00	3,324.00	1,670.00
350. CITIGROUP INC NEW COM	07/14/2010	08/31/2011	10,810.00	15,542.00	-4,732.00
237.5 CITIGROUP INC NEW CO	07/14/2010	09/15/2011	6,621.00	10,546.00	-3,925.00
16056.506 COLUMBIA MARSICO AL OPPORTUNITIES FD CLASS Z	02/21/2006	10/27/2011	179,030.00	227,521.00	-48,491.00
3913.781 COLUMBIA MULTI-AD EQUITY FUND CLASS Z SHARES	01/03/2008	10/26/2011	42,973.00	67,708.00	-24,735.00
15985.79 COLUMBIA MULTI-AD EQUITY FUND CLASS Z SHARES	03/09/2010	10/26/2011	175,524.00	180,000.00	-4,476.00
13611.615 COLUMBIA MULTI-A EQUITY FUND CLASS Z SHARES	03/04/2010	10/26/2011	149,456.00	150,000.00	-544.00

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

Schedule D-1 (Form 1041) 2011

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Employer identification number

HAROLD BROOKS FOUNDATION

04-6043983

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 650. CORNING INC	03/24/2010	05/11/2011	13,399.00	12,665.00	734.00
925. DISCOVER FINL SVCS CO	04/28/2010	07/13/2011	24,679.00	14,277.00	10,402.00
200. DISCOVER FINL SVCS CO	07/23/2009	07/13/2011	5,336.00	2,285.00	3,051.00
650. DISH NETWORK CORP COM	09/15/2009	03/09/2011	15,664.00	11,638.00	4,026.00
235. E M C CORP MASS	07/09/2008	03/16/2011	5,971.00	3,168.00	2,803.00
115. E M C CORP MASS	03/06/2009	03/16/2011	2,922.00	1,162.00	1,760.00
25. FREEPORT-MCMORAN COPPE COM	04/01/2010	05/11/2011	1,206.00	1,075.00	131.00
375. FREEPORT-MCMORAN COPP INC COM	04/01/2010	07/06/2011	20,063.00	16,123.00	3,940.00
180. GILEAD SCIENCES INC	08/27/2008	10/05/2011	6,956.00	10,265.00	-3,309.00
155. GILEAD SCIENCES INC	05/20/2008	10/05/2011	5,990.00	8,151.00	-2,161.00
115. GILEAD SCIENCES INC	11/11/2008	10/05/2011	4,444.00	5,267.00	-823.00
75. GILEAD SCIENCES INC	11/11/2007	10/05/2011	2,898.00	3,233.00	-335.00
250. GILEAD SCIENCES INC	09/29/2010	10/05/2011	9,661.00	8,961.00	700.00
10. GOLDMAN SACHS GROUP IN	02/03/2010	09/28/2011	987.00	1,644.00	-657.00
65. GOLDMAN SACHS GROUP IN	03/04/2010	09/28/2011	6,416.00	9,852.00	-3,436.00
25. GOLDMAN SACHS GROUP IN	04/02/2010	09/28/2011	2,468.00	3,717.00	-1,249.00
20. GOOGLE INC CL A	08/05/2008	03/16/2011	11,121.00	9,380.00	1,741.00
5. GOOGLE INC CL A	10/23/2008	03/16/2011	2,780.00	1,743.00	1,037.00
120. INTERNATIONAL BUSINES	10/09/2009	03/23/2011	18,992.00	14,914.00	4,078.00
170. INTERNATIONAL BUSINES	06/16/2010	07/06/2011	30,066.00	22,094.00	7,972.00
200. LIMITED BRANDS INC CO	10/07/2010	11/02/2011	8,660.00	5,645.00	3,015.00
200. MEAD JOHNSON NUTRITIO	10/09/2009	04/14/2011	12,045.00	8,973.00	3,072.00
125. MEDCO HEALTH SOLUTION	06/17/2009	03/02/2011	7,745.00	5,825.00	1,920.00
25. MEDCO HEALTH SOLUTIONS	07/21/2009	03/02/2011	1,549.00	1,295.00	254.00
125. MEDCO HEALTH SOLUTION	08/11/2009	03/02/2011	7,745.00	6,542.00	1,203.00

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

Schedule D-1 (Form 1041) 2011

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

Employer identification number

HAROLD BROOKS FOUNDATION

04-6043983

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 400. METLIFE INC	04/23/2010	05/11/2011	17,978.00	18,350.00	-372.00
100. MICROSOFT CORPORATION	06/16/2010	09/07/2011	2,582.00	2,653.00	-71.00
600. MICROSOFT CORPORATION	08/11/2009	10/26/2011	16,170.00	14,001.00	2,169.00
426. MICROSOFT CORPORATION	01/12/2009	10/26/2011	11,481.00	8,372.00	3,109.00
250. NII HLDGS INC COM	05/27/2010	08/10/2011	9,110.00	9,274.00	-164.00
125. OCCIDENTAL PETROLEUM	05/14/2009	01/05/2011	12,071.00	7,719.00	4,352.00
200. OCCIDENTAL PETROLEUM	05/14/2009	03/16/2011	19,203.00	12,351.00	6,852.00
150. OCCIDENTAL PETROLEUM	09/29/2010	11/02/2011	13,840.00	11,327.00	2,513.00
25. OCCIDENTAL PETROLEUM C	08/11/2009	11/02/2011	2,307.00	1,718.00	589.00
300. P G & E CORPORATION	01/07/2009	03/16/2011	12,759.00	11,325.00	1,434.00
25. PNC BK CORP	04/08/2010	09/28/2011	1,230.00	1,560.00	-330.00
250. PACKAGING CORP OF AME	10/09/2009	03/30/2011	7,076.00	5,208.00	1,868.00
125. PEPSICO INCORPORATED	06/16/2010	10/19/2011	7,800.00	7,959.00	-159.00
150. PEPSICO INCORPORATED	09/10/2009	10/19/2011	9,360.00	8,660.00	700.00
200. RIO TINTO PLC SPONSOR	03/04/2010	06/22/2011	13,711.00	10,888.00	2,823.00
225. SOUTHWESTERN ENERGY C	03/24/2010	04/14/2011	8,773.00	8,872.00	-99.00
275. TARGET CORP	08/11/2009	03/09/2011	14,111.00	11,557.00	2,554.00
50. TERADATA CORP DELAWARE	03/24/2010	05/11/2011	2,655.00	1,450.00	1,205.00
200. TERADATA CORP DELAWAR	03/24/2010	11/02/2011	11,488.00	5,801.00	5,687.00
125. THERMO ELECTRON CORP	10/09/2009	01/19/2011	7,037.00	5,687.00	1,350.00
75. UNION PAC CORP COM	04/01/2010	05/11/2011	7,664.00	5,496.00	2,168.00
200. UNION PAC CORP COM	04/01/2010	05/18/2011	20,112.00	14,657.00	5,455.00
50. UNITED PARCEL SERVICE	10/09/2009	01/19/2011	3,620.00	2,789.00	831.00
5000. UNITED STATES TREAS 02/15/01 5.000% DUE 02/15/1	05/26/2005	02/15/2011	5,000.00	5,287.00	-287.00
10000. UNITED STATES TREAS 02/15/01 5.000% DUE 02/15/1	06/01/2005	02/15/2011	10,000.00	10,693.00	-693.00

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

Schedule D-1 (Form 1041) 2011

Employer identification number

04-6043983

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	36,629.00
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HAROLD BROOKS FOUNDATION
04-6043983
Balance Sheet
12/31/2011



Cusip	Asset	Units	Basis	Market Value
002824100	ABBOTT LABS	925.000	49,984.23	52,012.75
018490102	ALLERGAN INC	250.000	14,920.99	21,935.00
032511107	ANADARKO PETE CORP	350.000	27,721.44	26,715.50
037411105	APACHE CORP	400.000	40,292.06	36,232.00
037833100	APPLE INC	310.000	80,980.94	125,550.00
09062X103	BIOGEN IDEC INC	325.000	36,428.90	35,766.25
125509109	CIGNA CORP	675.000	23,403.37	28,350.00
150870103	CELANESE CORP DEL	550.000	18,145.32	24,348.50
166764100	CHEVRON CORP	1050.000	80,538.74	111,720.00
172967424	CITIGROUP INC	1370.000	44,908.23	36,044.70
172967DE8	CITIGROUP INC	35000.000	34,979.00	36,291.50
197199409	COLUMBIA ACORN FUND	20941.112	561,470.14	577,137.05
19763T889	COLUMBIA INCOME OPPORTUNITIES	38042.312	403,096.00	354,934.77
19765N245	COLUMBIA DIVIDEND INCOME FUND	6117.455	75,000.00	83,319.74
19765P547	COLUMBIA REAL ESTATE EQUITY	11090.604	283,860.63	140,850.67
19765P810	COLUMBIA SMALL CAP CORE FUND	30948.308	504,327.09	460,201.34
19765Y688	COLUMBIA SELECT LARGE CAP	6307.822	75,000.00	75,820.02
20030N101	COMCAST CORP	2050.000	36,474.99	48,605.50
209111EB5	CONSOLIDATED EDISON CO NEW	10000.000	9,941.60	12,077.70
212015101	CONTINENTAL RES INC	350.000	21,933.93	23,348.50
237194105	DARDEN RESTAURANTS INC	475.000	22,528.98	21,650.50
25156PAC7	DEUTSCHE TELEKOM INTL FIN B V	5000.000	6,390.85	6,974.55
25470M109	DISH NETWORK CORP	750.000	21,587.02	21,360.00
260003108	DOVER CORP	375.000	19,834.99	21,768.75
26138E109	DR PEPPER SNAPPLE INC	525.000	20,761.12	20,727.00
268648102	EMC CORP	2360.000	41,401.69	50,834.40
278642103	EBAY INC	1500.000	45,606.22	45,495.00
30161N101	EXELON CORP	875.000	37,675.92	37,948.75
30212P303	EXPEDIA INC DEL	375.000	18,848.69	10,882.50
3128X3L76	FEDERAL HOME LN MTG CORP	40000.000	39,803.60	44,760.80
316773100	FIFTH THIRD BANCORP	2375.000	28,325.89	30,210.00
337997993	MORTGAGE-BACKED SEC CTF	97251.320	985,962.44	1,009,410.35
354613101	FRANKLIN RES INC	250.000	27,924.25	24,015.00
36208WC84	GNMA POOL #462795 DTD 6/1/98	0.180	0.18	0.19

HAROLD BROOKS FOUNDATION

04-6043983

Balance Sheet

12/31/2011

Bank of America



Cusip	Asset	Units	Basis	Market Value
369604103	GENERAL ELEC CO	3375.000	63,694.30	60,446.25
38141G104	GOLDMAN SACHS GROUP INC	285 000	40,631.97	25,772.55
38259P508	GOOGLE INC	110 000	51,998.33	71,049.00
406216101	HALLIBURTON CO	950.000	45,140.95	32,784.50
416515104	HARTFORD FINL SVCS GROUP INC	750.000	20,925.55	12,187.50
427866108	HERSHEY CO	425.000	24,431.68	26,256.50
444859102	HUMANA INC	225.000	16,685.52	19,712.25
445658107	HUNT J B TRANS SVCS INC	675.000	28,263.00	30,422.25
458140100	INTEL CORP	2025.000	43,243.86	49,106.25
45865V100	INTERCONTINENTAL EXCHANGE INC	175.000	22,747.66	21,096.25
459200101	INTERNATIONAL BUSINESS MACHS	400.000	73,110.79	73,552.00
461202103	INTUIT	475.000	22,780.46	24,980.25
464287465	ISHARES MSCI EAFE INDEX	1100.000	60,588.00	54,483.00
46428R107	ISHARES S&P GSCI COMMODITY-INDEX	2550.000	70,954.00	84,099.00
46625H100	J P MORGAN CHASE & CO	1700.000	68,055.16	56,525.00
48242W106	KBR INC	500.000	16,288.00	13,935.00
494368103	KIMBERLY CLARK CORP	625 000	42,078.07	45,975.00
50075N104	KRAFT FOODS INC	800.000	27,794.92	29,888.00
53071M104	LIBERTY INTERACTIVE CORP	2625.000	41,161.42	42,564.38
532716107	LIMITED BRANDS INC	550.000	14,621.25	22,192.50
544147101	LORILLARD INC	275.000	27,867.11	31,350.00
55616P104	MACYS INC	1475.000	35,276.01	47,465.50
582839106	MEAD JOHNSON NUTRITION CO	200.000	15,186.99	13,746.00
58405U102	MEDCO HLTH SOLUTIONS INC	575.000	32,684.97	32,142.50
58933Y105	MERCK & CO INC	1900.000	68,841.61	71,630.00
637071101	NATIONAL OILWELL VARCO INC	625.000	39,591.46	42,493.75
670008101	NOVELLUS SYS INC	400.000	14,177.77	16,516.00
674599105	OCCIDENTAL PETE CORP DEL	325.000	21,318.74	30,452.50
693475105	PNC FINL SVCS GROUP INC	655 000	33,393.22	37,773.85
693506107	PPG INDS INC	375 000	31,306.97	31,308.75
701094104	PARKER HANNIFIN CORP	425 000	33,103.35	32,406.25
713448108	PEPSICO INC	850 000	53,286.59	56,397.50
717081103	PFIZER INC	2625 000	49,678.13	56,805.00
718172109	PHILIP MORRIS INTL INC	755.000	37,320.53	59,252.40

HAROLD BROOKS FOUNDATION

04-6043983

Balance Sheet

12/31/2011

Bank of America



Cusip	Asset	Units	Basis	Market Value
722005667	PIMCO COMMODITY REALRETURN	18751.320	139,050.00	122,633.63
73755L107	POTASH CORP SASK INC	525.000	22,148.98	21,672.00
74144T108	PRICE T ROWE GROUP INC	325.000	15,740.49	18,508.75
741503403	PRICELINE COM INC	50.000	24,523.17	23,385.50
74432QAD7	PRUDENTIAL FINL INC	15000.000	14,952.75	15,814.50
744573106	PUBLIC SVC ENTERPRISE GROUP	650.000	22,070.75	21,456.50
747525103	QUALCOMM INC	1025.000	56,356.03	56,067.50
780259206	ROYAL DUTCH SHELL PLC	600.000	41,359.86	43,854.00
816851109	SEMPRA ENERGY	850.000	44,304.30	46,750.00
854502101	STANLEY BLACK & DECKER INC	125.000	7,895.63	8,450.00
885215566	THORNBURG INTL VALUE FUND	20384.005	531,225.00	501,038.84
896945201	TRIPADVISOR INC	375.000	0.00	9,453.75
907818108	UNION PAC CORP	475.000	44,261.96	50,321.50
912810FP8	UNITED STATES TREAS BD	145000.000	153,918.93	206,669.95
912828DC1	UNITED STATES TREAS NT	75000.000	75,114.08	83,273.25
912828DM9	UNITED STATES TREAS NT	115000.000	113,124.61	127,722.45
912828EE6	UNITED STATES TREAS NT	50000.000	48,705.08	56,660.00
913017109	UNITED TECHNOLOGIES CORP	455.000	25,227.19	33,255.95
921937835	VANGUARD TOTAL BD MARKET	15350.000	1,268,370.50	1,282,339.00
922042858	VANGUARD MSCI EMERGING MKTS	13995.000	556,036.31	534,748.95
92343V104	VERIZON COMMUNICATIONS INC	2050.000	73,780.32	82,246.00
92826C839	VISA INC	600.000	46,687.68	60,918.00
931142BF9	WAL MART STORES INC	5000.000	6,297.30	7,301.30
949746101	WELLS FARGO & CO	2675.000	67,754.33	73,723.00
98956P102	ZIMMER HLDGS INC	325.000	21,508.20	17,361.50
991013731	PRIVATE EQUITY PORT FD I LLC	74619.210	0.00	74,619.21
G2554F113	COVIDIEN PLC	800.000	38,646.20	36,008.00
G5876H105	MARVELL TECHNOLOGY GROUP LTD	1575.000	22,521.47	21,813.75
G98290102	XL GROUP PLC	1375.000	27,770.64	27,183.75
H89128104	TYCO INTL LTD	950.000	42,444.32	44,374.50
Y0486S104	AVAGO TECHNOLOGIES LTD	975.000	27,899.84	28,138.50
	Cash/Cash Equivalent	180017.740	180,017.74	180,017.74
		Totals:	8,788,001.44	8,931,847.97

- 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 due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.		Enter filer's identifying number, see instructions	
	HAROLD BROOKS FOUNDATION		☒ 04-6043983	Employer identification number (EIN) or
	Number, street, and room or suite no. If a P.O. box, see instructions.		☐	Social security number (SSN)
	P O BOX 1802			
City, town or post office, state, and ZIP code. For a foreign address, see instructions.				
PROVIDENCE, RI 02901-1802				

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-BL	02	Form 1041-A	08
Form 990-EZ	01	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 **US TRUST FIDUCIARY TAX SERVICES**.
Telephone No. **(401) 278-6825** 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, 2012.
- 5 For calendar year 2011, 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 MORE TIME IS NEEDED TO PREPARE A COMPLETE AND ACCURATE RETURN

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 \$ 3,353.
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 \$ 11,800.
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 \$

Signature and Verification must be completed for Part II only.

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 *Antonia W. [Signature]* Title _____ Date _____

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.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	HAROLD BROOKS FOUNDATION	☒ 04-6043983
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	P O BOX 1802	☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	PROVIDENCE, RI 02901-1802	

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	01	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 ► PRIVATE BANK TAX SERVICES

Telephone No. ► (401) 278-6825

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, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2011 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 \$	3,353.
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 \$	11,800.
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 \$	

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 Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)