



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



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

Treated as a Private Foundation

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation HENRY BROOKS TRUST C		A Employer identification number 04-6785966
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1802	Room/suite	B Telephone number (see instructions) () -
City or town, state, and ZIP code PROVIDENCE, RI 02901-1802		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply:	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,352,844.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities	56,719.	56,703.			STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10	71,698.				
b Gross sales price for all assets on line 6a 731,522.					
7 Capital gain net income (from Part IV, line 2)		71,698.			
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	128,417.	128,401.			
13 Compensation of officers, directors, trustees, etc.	21,718.	13,031.			8,687.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) STMT 4	935.	NONE	NONE	935.	
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT 5	2,255.	798.			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) STMT 6	35.				35.
24 Total operating and administrative expenses. Add lines 13 through 23	24,943.	13,829.	NONE	9,657.	
25 Contributions, gifts, grants paid	103,600.				103,600.
26 Total expenses and disbursements. Add lines 24 and 25	128,543.	13,829.	NONE	113,257.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-126.				
b Net investment income (if negative, enter -0-)		114,572.			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

JSA

Form **990-PF** (2011)



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	30,251.	36,430.	36,430.	
	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) ▶ *	NONE	NONE	NONE	
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)	NONE	NONE	NONE	
	b	Investments - corporate stock (attach schedule)	2,113,642.	2,107,208.	2,316,414.	
	c	Investments - corporate bonds (attach schedule)	NONE	NONE	NONE	
	Liabilities	11	Investments - land, buildings, and equipment basis	NONE		
		Less accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans	NONE	NONE		
13		Investments - other (attach schedule)	NONE	NONE	NONE	
14		Land, buildings, and equipment basis				
		Less accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶)	NONE	NONE	NONE	
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,143,893.	2,143,638.	2,352,844.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)				
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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. ▶ <input checked="" type="checkbox"/>					
27	Capital stock, trust principal, or current funds	2,143,893.	2,143,638.			
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)	2,143,893.	2,143,638.			
31	Total liabilities and net assets/fund balances (see instructions)	2,143,893.	2,143,638.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,143,893.
2	Enter amount from Part I, line 27a	2	-126.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,143,767.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	129.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,143,638.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	71,698.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	{ }		3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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	103,006.	2,287,684.	0.04502632357
2009	119,990.	2,048,396.	0.05857754067
2008	131,943.	2,448,198.	0.05389392525
2007	130,990.	2,825,998.	0.04635176670
2006	98,941.	2,650,313.	0.03733181703
2 Total of line 1, column (d)			2 0.24118137322
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 0.04823627464
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 2,423,042.
5 Multiply line 4 by line 3			5 116,879.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,146.
7 Add lines 5 and 6			7 118,025.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 113,257.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	2,291.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	2,291.
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	2,291.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,032.	
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	1,032.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	1,259.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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 <input type="checkbox"/> \$ (2) On foundation managers <input type="checkbox"/> \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$		
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) <input type="checkbox"/> 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

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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>PRIVATE BANK TAX SERVICES</u> Telephone no <u>(888) 866-3275</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 <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	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? <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/>	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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? <input type="checkbox"/>	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 ☒ No

5b

X

Organizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No

STMT 9

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

6b

X

If "Yes" to 6b, file Form 8870.

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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 10		21,718.	-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


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	


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	2,427,245.
b	Average of monthly cash balances	1b	32,696.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,459,941.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,459,941.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	36,899.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,423,042.
6	Minimum investment return. Enter 5% of line 5	6	121,152.

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	121,152.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,291.
b	Income tax for 2011. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,291.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	118,861.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	118,861.
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	118,861.

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	113,257.
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	113,257.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	113,257.

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				118,861.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			103,633.	
b Total for prior years 20 09, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2011				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 113,257.				
a Applied to 2010, but not more than line 2a			103,633.	
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				9,624.
e Remaining amount distributed out of corpus	NONE			
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	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				109,237.
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	NONE			
10 Analysis of line 9				
a Excess from 2007	NONE			
b Excess from 2008	NONE			
c Excess from 2009	NONE			
d Excess from 2010	NONE			
e Excess from 2011	NONE			

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)

- 2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year

Prior 3 years

(a) 2011

(b) 2010

(c) 2009

(d) 2008

(e) Total

- 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 invest-
ment 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 (i)(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).)

NONE

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

NONE

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

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

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

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

- c** Any submission deadlines:

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

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

Recipient	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 11				
Total			▶ 3a	103,600.
b Approved for future payment				
Total			▶ 3b	

(e)
Related or exempt
function income
(See instructions)

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

NOT APPLICABLE



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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

Signature of officer or trustee

03/15/2012
Date

SVP Tax
Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no.

HENRY BROOKS TRUST C

04-6785966

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AT&T INC	1,137.	1,137.
ABBOTT LABORATORIES	463.	463.
AIR PRODUCTS AND CHEMICALS INC	102.	102.
ALLERGAN INCORPORATED	69.	69.
AMERICAN TOWER SYSTEMS CORP CL A	79.	79.
AMGEN INC COM	112.	112.
ANADARKO PETROLEUM CORP	18.	18.
APACHE CORPORATION	113.	113.
AUTOLIV INC	136.	136.
AVON PRODUCTS INC	150.	150.
BOFA MONEY MARKET RESERVES INSTITUTIONAL	1.	1.
CELANESE CORP DEL SER A COM	50.	50.
CHEVRONTXACO CORP COM	509.	509.
COACH INC COM	28.	28.
COLUMBIA ACORN FUND CLASS Z SHARES	203.	203.
COLUMBIA ACORN INT'L SELECT FUND CLASS Z	1,694.	1,694.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	85.	85.
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	3,927.	3,927.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	179.	179.
COLUMBIA CORE BOND FUND CLASS Z SHARES	1,219.	1,219.
COLUMBIA INTERMEDIATE BOND FUND CLASS Z	19,149.	19,149.
COLUMBIA SMALL CAP VALUE I FUND CLASS Z	612.	612.
COLUMBIA CONSERVATIVE HIGH YIELD FUND CL	1,008.	1,008.
COLUMBIA SMALL CAP GROWTH I FUND CLASS Z	478.	478.
COLUMBIA BOND FUND CLASS Z SHARES	4,277.	4,277.
COSTCO WHOLESALE CORP	204.	204.
DISNEY WALT CO	130.	130.
DISCOVER FINL SVCS COM	126.	126.
DOVER CORPORATION	283.	283.
EL PASO CORP COM	4.	4.
EXELON CORP COM	368.	368.
FIFTH THIRD BANCORP COM	107.	107.

FIFTH THIRD BANCORP COM

FK6990 L775 03/15/2012 10:29:15

HENRY BROOKS TRUST C

04-6785966

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FLOWERVE CORP	26.	26.
GANNETT CO INC	43.	43.
GOLDMAN SACHS GROUP INC	228.	228.
HESS CORP COM	23.	23.
HEWLETT PACKARD CO COM	84.	84.
HUNT J B TRANSPORT SERVICES INC COM	23.	23.
INTERNATIONAL BUSINESS MACHS	580.	580.
INTUIT INC	34.	34.
ISHARES INC MSCI BRAZIL FREE INDEX FUND	302.	302.
ISHARES MSCI SOUTH KOREA INDEX FUND	237.	221.
ISHR MSCI EAFE INDEX FUND	2,559.	2,559.
J P MORGAN CHASE & CO COM	508.	508.
JOHN HANCOCK FDS III DISCIPLINED VALUE M	122.	122.
JOY GLOBAL INC 00	35.	35.
MCKESSON HBOC INC	152.	152.
MICROSOFT CORPORATION	750.	750.
MURPHY OIL CORP COM	62.	62.
NATIONAL OILWELL VARCO INC COM	52.	52.
NORDSTROM INCORPORATED	219.	219.
OCCIDENTAL PETROLEUM CORPORATION	459.	459.
OCEANEERING INTL INC COM	113.	113.
PNC BK CORP	256.	256.
PACKAGING CORP OF AMERICA	96.	96.
PARKER HANNIFIN CORPORATION	322.	322.
PEPSICO INCORPORATED	427.	427.
PHILIP MORRIS INTL INC COM	1,734.	1,734.
POTASH CORP SASK INC	11.	11.
PRICE T ROWE GROUP INC COM	484.	484.
PROCTER & GAMBLE CO COM	916.	916.
PRUDENTIAL FINL INC COM	580.	580.
QEP RES INC COM	14.	14.
QUESTAR CORP	403.	403.
RIO TINTO PLC SPONSORED ADR	292.	292.

HENRY BROOKS TRUST C

04-6785966

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ROYAL DUTCH SHELL PLC SPONSORED ADR CL A	848.	848.
SCHLUMBERGER LIMITED	180.	180.
SEMPRA ENERGY	544.	544.
STAPLES INCORPORATED	121.	121.
TJX COMPANIES INCORPORATED NEW	333.	333.
TARGET CORP	289.	289.
TEXAS INSTRS INC	406.	406.
THORNBURG INTL VALUE FUND CL I	89.	89.
UNITED PARCEL SERVICE CL B	507.	507.
UNITED TECHNOLOGIES CORP	886.	886.
VANGUARD MSCI EMERGING MKTS ETF	2,282.	2,282.
VERIZON COMMUNICATIONS	150.	150.
WELLS FARGO COMPANY	354.	354.
WHOLE FOODS MKT INC COM	10.	10.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	32.	32.
ACCENTURE PLC CL A COM	51.	51.
TYCO INTL LTD NEW F COM	471.	471.
	-----	-----
TOTAL	56,719.	56,703.
	=====	=====

HENRY BROOKS TRUST C

04-6785966

FORM 990PF, PART I - ACCOUNTING FEES
=====

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

HENRY BROOKS TRUST C

04-6785966

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	129.	129.
FEDERAL TAX PAYMENT - PRIOR YE	425.	
FEDERAL ESTIMATES - PRINCIPAL	1,032.	
FOREIGN TAXES ON QUALIFIED FOR	459.	459.
FOREIGN TAXES ON NONQUALIFIED	210.	210.
	-----	-----
TOTALS	2,255.	798.
	=====	=====

HENRY BROOKS TRUST C

04-6785966

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
----------------------	--	---------------------------------

OTHER ALLOCABLE EXPENSE-INCOME

35.

35.

TOTALS

35.
=====

35.
=====

HENRY BROOKS TRUST C

04-6785966

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV	C OR F
-----	-----	-----

SEE ATTACHED STATEMENTS C

TOTALS



HENRY BROOKS TRUST C

04-6785966

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT
-----INC ADJ
ROUNDING

118.

11.

TOTAL

129.
=====



HENRY BROOKS TRUST C

04-6785966

FORM 990PF, PART VII-B, LN 5(c) EXPENDITURE RESPONSIBILITY STATEMENT
=====

NAME:

SEE ATTACHED STATEMENT

Danvers K of C 1505							
Youth Services 2011							
DATE	CHECK	RECIPIENT	AMOUNT	COMMENT			
21-Feb	298	Danvers Babe Ruth	300.00	Doantion			
26-Feb	299	Danvers HS Baseball	125.00	Ad Book			
28-Mar	300	Danvers High Baseball Boosters	1,200.00	Annual Donation			
28-Mar	301	DHS Lacrosse Boosters	495.00	Annual Donation			
27-Mar	302	Danvers Girls Softball	250.00	Annual Donation			
15-Jul		Annual Trust Deposit	1,200.00	B of A			
23-Jul	303	Babson College	1,200.00	Annual Student Athlete Scholarship			
30-Jul	304	Danvers Parents for Music Ed.	600.00	Donation			
30-Jul	305	Danvers PME	100.00	Hole Sponser			
12-Aug	306	U of MA Amherst	1,200.00	Annual Student Athlete Scholarship			
10-Sep	307	DHS Football Boosters	125.00	Ad Book			
1-Nov	308	Danvers PME	1,500.00	DHS Band Trip to HI			
12-Nov	309	DHS Hockey Boosters	100.00	Ad Book			
28-Nov	310	DHS Girls Basketball Boosters	495.00	Annual Donation			
		2011 Donations	\$7,690.00				
2012							
12-Jan	311	Danvers High School Basketball Boosters	1,000.00	Doantion			
6-Feb	312	DEEP	500.00	Danvers Education			
6-Feb	313	Danvers High Project Graduation	495.00	Donation			
16-Feb	314	Danvers Youth Hockey	300.00	Donation			
21-Feb	315	Danvers Babe Ruth	\$300.00	Team Sponsor Donation			
21-Feb	316	Danvers HS Baseball	\$125.00	Ad Book			
		2012 To Date Donations	\$2,720.00				
		***	\$10,410.00				



HENRY BROOKS TRUST C

04-6785966

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

OFFICER NAME:

VIRGINIA A KAVANAUGH

ADDRESS:

89 PICKERING ST
DANVERS, MA 01923

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 2,079.

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

100 FEDERAL STREET
BOSTON, MA 02109

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 19,639.

TOTAL COMPENSATION:

21,718.
=====



HENRY BROOKS TRUST C 04-6785966
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

SEE ATTACHED

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORTS NAMED ORGANIZATIONS

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 103,600.

TOTAL GRANTS PAID:

103,600.

=====

Posting Date	Amount	Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient
6/22/2011	-2000	SALEM STATE UNIVERSITY	NONE	SCHOLARSHIPS	N/A
6/22/2011	-2000	ENDICOTT COLLEGE	NONE	SCHOLARSHIPS	N/A
6/22/2011	-10400	AMERICAN RED CROSS OF MASS BAY	NONE	SUPPORTS NAMED ORGANIZATION	N/A
6/22/2011	-10400	ST MARY OF THE ANNUNCIATION SCHL	NONE	SUPPORTS NAMED ORGANIZATION	N/A
6/22/2011	-10400	SALVATION ARMY, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
6/22/2011	-10400	MARYKNOLL FATHERS & BROTHERS	NONE	SUPPORTS NAMED ORGANIZATION	N/A
6/22/2011	-10400	KNIGHTS OF COLUMBUS DANVERS MA	NONE	SUPPORTS NAMED ORGANIZATION	N/A
6/22/2011	-10400	DISCALCED CARMELITE NUNS OF DANV	NONE	SUPPORTS NAMED ORGANIZATION	N/A
6/22/2011	-10400	AMERICAN CANCER SOCIETY, INC	NONE	SUPPORTS NAMED ORGANIZATION	N/A
6/22/2011	-10400	CARROLL CENTER	NONE	SUPPORTS NAMED ORGANIZATION	N/A
6/22/2011	-10400	AMERICAN HEART ASSOCIATION	NONE	SUPPORTS NAMED ORGANIZATION	N/A
6/28/2011	-2000	UNIVERSITY OF RHODE ISLAND	NONE	SCHOLARSHIPS	N/A
7/12/2011	-2000	SALEM STATE UNIVERSITY	NONE	SCHOLARSHIPS	N/A
11/3/2011	-2000	UNIVERSITY OF MA LOWELL	NONE	SCHOLARSHIPS	N/A


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

HENRY BROOKS TRUST C

04-6785966

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-3,698.
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	
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	-3,698.

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					15,792.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	59,604.
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	
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	75,396.

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		-3,698.
14 Net long-term gain or (loss):			
a Total for year	14a		75,396.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a	15		71,698.

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

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** 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? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> 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? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> 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)

 Department of the Treasury
 Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

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

OMB No 1545-0092

2011

Name of estate or trust

HENRY BROOKS TRUST C

Employer identification number

04-6785966

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day , yr)	(c) Date sold (mo , day , yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 25. ABBOTT LABORATORIES	03/04/2010	02/01/2011	1,131.00	1,354.00	-223.00
225. AKAMAI TECHNOLOGIES I	06/04/2010	03/08/2011	8,253.00	9,631.00	-1,378.00
15. ALLERGAN INCORPORATED	10/14/2010	06/16/2011	1,196.00	1,030.00	166.00
25. AMAZON COM INC	02/01/2011	05/04/2011	4,946.00	4,319.00	627.00
50. AUTOLIV INC	11/04/2010	02/01/2011	3,860.00	3,789.00	71.00
50. AUTOLIV INC	11/04/2010	03/08/2011	3,749.00	3,789.00	-40.00
25. AUTOLIV INC	11/04/2010	09/22/2011	1,179.00	1,894.00	-715.00
50. AUTOLIV INC	11/18/2010	09/22/2011	2,358.00	3,741.00	-1,383.00
175. AVON PRODUCTS INC	08/05/2010	04/05/2011	4,786.00	5,451.00	-665.00
20. CELGENE CORP	05/04/2011	06/16/2011	1,164.00	1,212.00	-48.00
15. CHEVRONTXACO CORP COM	05/04/2011	06/16/2011	1,487.00	1,569.00	-82.00
25. COSTCO WHOLESALE CORP	05/26/2011	06/16/2011	1,969.00	2,011.00	-42.00
125. DISNEY WALT CO	02/18/2011	09/07/2011	4,061.00	5,429.00	-1,368.00
75. DISNEY WALT CO	05/26/2011	09/07/2011	2,437.00	3,076.00	-639.00
375. EL PASO CORP COM	06/07/2011	10/25/2011	9,492.00	7,528.00	1,964.00
275. FIFTH THIRD BANCORP C	06/03/2010	03/08/2011	3,761.00	3,592.00	169.00
325. FIFTH THIRD BANCORP C	09/14/2010	09/07/2011	3,353.00	4,050.00	-697.00
10. FLOWSERVE CORP	06/16/2011	08/12/2011	900.00	1,026.00	-126.00
225. FORD MTR CO DEL COM	01/18/2011	03/08/2011	3,255.00	4,209.00	-954.00
50. FORD MTR CO DEL COM	01/18/2011	05/04/2011	754.00	935.00	-181.00
350. FORD MTR CO DEL COM	02/01/2011	05/04/2011	5,281.00	5,646.00	-365.00
200. GANNETT CO INC	04/20/2010	02/01/2011	3,008.00	3,687.00	-679.00
275. GANNETT CO INC	03/23/2010	02/01/2011	4,137.00	4,584.00	-447.00
150. GANNETT CO INC	03/23/2010	02/18/2011	2,545.00	2,500.00	45.00

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

HENRY BROOKS TRUST C

Employer identification number

04-6785966

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 200. GANNETT CO INC	08/05/2010	02/18/2011	3,393.00	2,667.00	726.00
62. GANNETT CO INC	08/05/2010	02/18/2011	1,061.00	827.00	234.00
188. GANNETT CO INC	08/05/2010	02/18/2011	3,204.00	2,507.00	697.00
10. GOOGLE INC CL A	03/08/2011	06/16/2011	5,061.00	5,957.00	-896.00
15. INTERCONTINENTALEXCHAN	10/14/2010	06/16/2011	1,776.00	1,692.00	84.00
50. MURPHY OIL CORP COM	01/04/2011	05/04/2011	3,646.00	3,725.00	-79.00
50. MURPHY OIL CORP COM	12/09/2010	05/04/2011	3,646.00	3,502.00	144.00
75. MURPHY OIL CORP COM	12/01/2010	05/04/2011	5,470.00	5,202.00	268.00
50. MURPHY OIL CORP COM	02/01/2011	05/04/2011	3,646.00	3,407.00	239.00
50. OCCIDENTAL PETROLEUM C	06/03/2010	03/08/2011	5,082.00	4,043.00	1,039.00
40. PHILIP MORRIS INTL INC	04/05/2011	06/16/2011	2,719.00	2,631.00	88.00
75. POTASH CORP SASK INC	01/18/2011	09/22/2011	3,553.00	4,308.00	-755.00
20. PRICE T ROWE GROUP INC	12/09/2010	06/16/2011	1,133.00	1,241.00	-108.00
150. PROCTER & GAMBLE CO C	11/04/2010	05/26/2011	9,890.00	9,738.00	152.00
50. PROCTER & GAMBLE CO CO	02/01/2011	05/26/2011	3,297.00	3,172.00	125.00
20. PROCTER & GAMBLE CO CO	02/01/2011	06/16/2011	1,284.00	1,269.00	15.00
55. PROCTER & GAMBLE CO CO	02/01/2011	09/07/2011	3,450.00	3,489.00	-39.00
45. PROCTER & GAMBLE CO CO	10/14/2010	09/07/2011	2,823.00	2,820.00	3.00
30. PROCTER & GAMBLE CO CO	10/14/2010	09/15/2011	1,872.00	1,880.00	-8.00
150. QEP RES INC COM	11/18/2010	03/25/2011	6,243.00	5,158.00	1,085.00
75. RIO TINTO PLC SPONSORE	03/04/2010	01/18/2011	5,362.00	4,083.00	1,279.00
20. ROYAL DUTCH SHELL PLC ADR CL A	05/04/2011	06/16/2011	1,357.00	1,505.00	-148.00
50. SCHLUMBERGER LIMITED	11/18/2010	06/07/2011	4,180.00	3,784.00	396.00
150. SOUTHWESTERN ENERGY C	02/18/2011	03/25/2011	6,512.00	5,469.00	1,043.00

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

2011

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

Employer identification number

04-6785966

(f) Gain or (loss)
Subtract (e) from (d)

-1,225.00

-1,395.00

-155.00

256.00

116.00

171.00

-20.00

-40.00

32

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

Employer identification number

HENRY BROOKS TRUST C

04-6785966

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 40. AT&T INC	02/13/2009	06/16/2011	1,213.00	972.00	241.00
85. AT&T INC	02/13/2009	07/15/2011	2,572.00	2,065.00	507.00
150. AT&T INC	09/16/2005	07/15/2011	4,539.00	3,633.00	906.00
140. AT&T INC	02/25/2005	07/15/2011	4,237.00	3,373.00	864.00
360. AT&T INC	02/25/2005	11/15/2011	10,452.00	8,672.00	1,780.00
50. ABBOTT LABORATORIES	04/18/2007	02/01/2011	2,263.00	2,881.00	-618.00
75. ABBOTT LABORATORIES	03/04/2010	06/07/2011	3,864.00	4,063.00	-199.00
50. ABBOTT LABORATORIES	11/24/2009	06/07/2011	2,576.00	2,662.00	-86.00
75. ABBOTT LABORATORIES	04/20/2010	08/12/2011	3,723.00	3,980.00	-257.00
150. ABBOTT LABORATORIES	12/18/2006	08/12/2011	7,446.00	7,246.00	200.00
60. ALLERGAN INCORPORATED	10/14/2010	11/22/2011	4,819.00	4,119.00	700.00
15. ALLERGAN INCORPORATED	03/31/2010	11/22/2011	1,205.00	983.00	222.00
100. ALPHA NATURAL RESOURC	01/28/2010	04/05/2011	6,088.00	4,440.00	1,648.00
75. ALPHA NATURAL RESOURCE	08/19/2010	09/22/2011	1,533.00	3,058.00	-1,525.00
75. ALPHA NATURAL RESOURCE	06/03/2010	09/22/2011	1,533.00	2,626.00	-1,093.00
15. AMAZON COM INC	01/28/2010	06/16/2011	2,783.00	1,884.00	899.00
50. AMGEN INC COM	11/04/2010	11/15/2011	2,850.00	2,794.00	56.00
75. AMGEN INC COM	11/19/2008	11/15/2011	4,275.00	4,162.00	113.00
50. AMGEN INC COM	03/11/2009	11/15/2011	2,850.00	2,373.00	477.00
25. AMGEN INC COM	10/10/2008	11/15/2011	1,425.00	1,186.00	239.00
50. APACHE CORPORATION	11/24/2009	02/18/2011	6,004.00	4,862.00	1,142.00
25. APACHE CORPORATION	11/24/2009	03/08/2011	3,038.00	2,431.00	607.00
10. APACHE CORPORATION	01/27/2009	06/16/2011	1,175.00	769.00	406.00
40. APACHE CORPORATION	01/27/2009	11/22/2011	3,663.00	3,075.00	588.00
35. APACHE CORPORATION	02/13/2009	11/22/2011	3,205.00	2,583.00	622.00

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

HENRY BROOKS TRUST C

04-6785966

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 15. APACHE CORPORATION	02/13/2009	11/30/2011	1,467.00	1,107.00	360.00
25. APACHE CORPORATION	03/17/2009	11/30/2011	2,446.00	1,582.00	864.00
50. APACHE CORPORATION	03/04/2009	11/30/2011	4,891.00	2,809.00	2,082.00
150. AVON PRODUCTS INC	01/31/2008	04/05/2011	4,103.00	5,234.00	-1,131.00
175. AVON PRODUCTS INC	08/16/2007	04/05/2011	4,786.00	5,894.00	-1,108.00
150. AVON PRODUCTS INC	03/17/2009	04/05/2011	4,103.00	2,711.00	1,392.00
100. CHEVRONTXACO CORP CO	11/24/2009	01/04/2011	9,139.00	7,873.00	1,266.00
425. CISCO SYSTEMS INCORPO	09/16/2005	01/04/2011	8,685.00	7,790.00	895.00
100. CISCO SYSTEMS INCORPO	03/05/2003	01/04/2011	2,044.00	1,384.00	660.00
1435.239 COLUMBIA ACORN IN FUND CLASS Z SHARES	09/16/2005	09/28/2011	36,082.00	28,461.00	7,621.00
2659.574 COLUMBIA ACORN IN FUND CLASS Z SHARES	02/25/2005	09/28/2011	66,862.00	50,000.00	16,862.00
2962.348 COLUMBIA MID CAP CLASS Z SHARES	02/25/2005	09/28/2011	34,186.00	41,828.00	-7,642.00
2634.495 COLUMBIA BOND FUN SHARES	08/16/2007	05/11/2011	24,685.00	23,043.00	1,642.00
602.277 COLUMBIA BOND FUND SHARES	05/23/2006	05/11/2011	5,643.00	5,258.00	385.00
3485.708 COLUMBIA BOND FUN SHARES	05/23/2006	06/16/2011	32,731.00	30,429.00	2,302.00
50. DISCOVER FINL SVCS COM	08/05/2010	09/07/2011	1,232.00	772.00	460.00
75. DISCOVER FINL SVCS COM	12/21/2009	09/07/2011	1,847.00	1,117.00	730.00
200. DISCOVER FINL SVCS CO	12/21/2009	09/15/2011	5,190.00	2,979.00	2,211.00
250. DISCOVER FINL SVCS CO	12/21/2009	11/22/2011	5,811.00	3,724.00	2,087.00
150. DISCOVER FINL SVCS CO	01/28/2010	11/22/2011	3,487.00	2,030.00	1,457.00
100. FIFTH THIRD BANCORP C	06/03/2010	09/07/2011	1,032.00	1,306.00	-274.00
375. FIFTH THIRD BANCORP C	02/23/2010	09/07/2011	3,869.00	4,600.00	-731.00
25. FLOWSERVE CORP	11/24/2009	08/12/2011	2,250.00	2,543.00	-293.00
75. HEWLETT PACKARD CO COM	08/02/2007	04/05/2011	3,046.00	3,545.00	-499.00
100. HEWLETT PACKARD CO CO	09/16/2005	04/05/2011	4,061.00	2,826.00	1,235.00

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

HENRY BROOKS TRUST C

04-6785966

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 350. HEWLETT PACKARD CO CO	09/16/2005	08/23/2011	8,531.00	9,891.00	-1,360.00
25. J P MORGAN CHASE & CO	05/24/2007	06/16/2011	1,013.00	1,290.00	-277.00
50. LABORATORY CORP AMER H	12/18/2006	02/01/2011	4,443.00	3,620.00	823.00
50. LABORATORY CORP AMER H	11/01/2007	02/01/2011	4,443.00	3,425.00	1,018.00
25. MICROSOFT CORPORATION	09/05/2007	02/18/2011	675.00	714.00	-39.00
125. MICROSOFT CORPORATION	08/12/2008	02/18/2011	3,377.00	3,521.00	-144.00
75. MICROSOFT CORPORATION	12/10/2002	02/18/2011	2,026.00	2,040.00	-14.00
225. MYLAN LABS INC	11/24/2009	05/04/2011	5,391.00	4,073.00	1,318.00
600. MYLAN LABS INC	11/24/2009	05/26/2011	13,717.00	10,862.00	2,855.00
150. NAVISTAR INTERNATIONAL	11/24/2009	01/18/2011	9,473.00	4,984.00	4,489.00
225. NORDSTROM INCORPORATE	11/24/2009	01/18/2011	9,442.00	7,640.00	1,802.00
150. NORDSTROM INCORPORATE	11/24/2009	02/01/2011	6,154.00	5,093.00	1,061.00
25. OCCIDENTAL PETROLEUM C	01/13/2009	03/08/2011	2,541.00	1,398.00	1,143.00
50. PNC BK CORP	10/24/2008	03/08/2011	3,168.00	2,954.00	214.00
20. PNC BK CORP	10/24/2008	06/16/2011	1,193.00	1,182.00	11.00
175. PACKAGING CORP OF AME	11/24/2009	03/08/2011	4,966.00	3,519.00	1,447.00
50. PACKAGING CORP OF AMER	11/24/2009	04/05/2011	1,449.00	1,005.00	444.00
150. PACKAGING CORP OF AME	02/13/2009	04/05/2011	4,347.00	1,965.00	2,382.00
20. PROCTER & GAMBLE CO CO	01/28/2010	09/15/2011	1,248.00	1,244.00	4.00
255. PROCTER & GAMBLE CO C	01/28/2010	11/30/2011	16,375.00	15,865.00	510.00
175. QEP RES INC COM	01/28/2010	06/07/2011	7,024.00	5,031.00	1,993.00
100. QEP RES INC COM	02/23/2010	06/07/2011	4,014.00	2,794.00	1,220.00
225. STAPLES INCORPORATED	05/05/2008	05/26/2011	3,703.00	5,132.00	-1,429.00
200. STAPLES INCORPORATED	01/27/2009	05/26/2011	3,292.00	3,441.00	-149.00
75. TARGET CORP	06/03/2010	08/17/2011	3,780.00	4,076.00	-296.00

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

HENRY BROOKS TRUST C

04-6785966

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

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	59,604.00
---	-----------

Schedule D-1 (Form 1041) 2011

HENRY BROOKS TRUST C
04-6785966
Balance Sheet
12/31/2011



Cusip	Asset	Units	Basis	Market Value
H89128104	TYCO INTL LTD	490.000	18,909.62	22,887.90
G1151C101	ACCENTURE PLC	75.000	3,730.17	3,992.25
966837106	WHOLE FOODS MKT INC	250.000	16,901.91	17,395.00
949746101	WELLS FARGO & CO	650.000	18,012.21	17,914.00
92343V104	VERIZON COMMUNICATIONS INC	475.000	17,515.47	19,057.00
922042858	VANGUARD MSCI EMERGING MKTS	2225.000	94,147.11	85,017.25
913017109	UNITED TECHNOLOGIES CORP	475.000	21,760.18	34,717.75
911312106	UNITED PARCEL SVC INC	150.000	8,705.88	10,978.50
885215566	THORNBURG INTL VALUE FUND	1875.962	45,098.12	46,111.15
883556102	THERMO FISHER SCIENTIFIC CORP	375.000	20,158.30	16,863.75
882508104	TEXAS INSTRS INC	450.000	11,139.16	13,099.50
872540109	TJX COS INC NEW	510.000	22,871.79	32,920.50
816851109	SEMPRA ENERGY	350.000	18,449.42	19,250.00
806857108	SCHLUMBERGER LTD	200.000	12,105.02	13,662.00
780259206	ROYAL DUTCH SHELL PLC	330.000	24,324.17	24,119.70
767204100	RIO TINTO PLC	325.000	16,305.51	15,899.00
748356102	QUESTAR CORP	650.000	10,226.11	12,909.00
747525103	QUALCOMM INC	150.000	8,184.81	8,205.00
744320102	PRUDENTIAL FINL INC	400.000	21,253.14	20,048.00
741503403	PRICELINE COM INC	25.000	13,460.38	11,692.75
74144T108	PRICE T ROWE GROUP INC	380.000	20,570.79	21,641.00
718172109	PHILIP MORRIS INTL INC	685.000	31,165.85	53,758.80
713448108	PEPSICO INC	400.000	26,136.85	26,540.00
701094104	PARKER HANNIFIN CORP	225.000	12,250.13	17,156.25
693475105	PNC FINL SVCS GROUP INC	280.000	11,644.94	16,147.60
675232102	OCEANEERING INTL INC	250.000	9,151.36	11,532.50
674599105	OCCIDENTAL PETE CORP DEL	225.000	11,134.76	21,082.50
655664100	NORDSTROM INC	275.000	11,442.94	13,670.25
637071101	NATIONAL OILWELL VARCO INC	225.000	14,205.88	15,297.75
594918104	MICROSOFT CORP	1050.000	26,153.09	27,258.00
58405U102	MEDCO HLTH SOLUTIONS INC	200.000	12,664.24	11,180.00
58155Q103	MCKESSON CORP	200.000	7,729.57	15,582.00
481165108	JOY GLOBAL INC	50.000	4,579.06	3,748.50
47803W406	JOHN HANCOCK FDS III DISCIPLINED	3451.677	35,000.00	38,969.43

HENRY BROOKS TRUST C
04-6785966
Balance Sheet
12/31/2011



Cusip	Asset	Units	Basis	Market Value
46625H100	J P MORGAN CHASE & CO	625.000	30,361.18	20,781.25
464287465	ISHARES MSCI EAFE INDEX	1375.000	64,693.75	68,103.75
464286772	ISHARES MSCI SOUTH KOREA INDEX	250.000	11,325.00	13,065.00
464286400	ISHARES INC MSCI BRAZIL FREE	175.000	11,081.00	10,043.25
461202103	INTUIT	300.000	14,313.57	15,777.00
459200101	INTERNATIONAL BUSINESS MACHS	200.000	16,201.50	36,776.00
45865V100	INTERCONTINENTAL EXCHANGE INC	135.000	15,128.30	16,274.25
445658107	HUNT J B TRANS SVCS INC	175.000	7,397.32	7,887.25
444859102	HUMANA INC	125.000	10,820.14	10,951.25
42809H107	HESS CORP	175.000	12,363.42	9,940.00
416515104	HARTFORD FINL SVCS GROUP INC	325.000	6,110.39	5,281.25
38259P508	GOOGLE INC	40.000	23,718.68	25,836.00
38141G104	GOLDMAN SACHS GROUP INC	175.000	25,342.27	15,825.25
375558103	GILEAD SCIENCES INC	400.000	15,820.79	16,372.00
303726103	FAIRCHILD SEMICONDUCTOR INTL	550.000	9,835.88	6,622.00
30161N101	EXELON CORP	175.000	7,955.50	7,589.75
268648102	EMC CORP	950.000	9,848.40	20,463.00
260003108	DOVER CORP	275.000	13,822.13	15,963.75
254687106	DISNEY WALT CO	525.000	19,317.05	19,687.50
22544R305	CREDIT SUISSE COMMODITY-RETURN	10018.361	84,398.67	81,950.19
22160K105	COSTCO WHSL CORP NEW	300.000	22,664.89	24,996.00
19765Y886	COLUMBIA BOND FUND	13263.803	115,895.60	125,740.85
19765P596	COLUMBIA SMALL CAP GROWTH I	3117.399	76,576.50	84,606.21
19765N567	COLUMBIA SMALL CAP VALUE I FUND	715.199	22,637.84	29,437.59
19765N468	COLUMBIA INTERMEDIATE BOND FUND	51229.284	445,000.00	475,407.76
19763T889	COLUMBIA INCOME OPPORTUNITIES	8027.340	83,729.29	74,895.08
197199813	COLUMBIA ACORN INTERNATIONAL	1314.048	45,098.12	45,084.99
197199409	COLUMBIA ACORN FUND	2552.934	55,921.68	70,358.86
189754104	COACH INC	200.000	11,065.81	12,208.00
172967424	CITIGROUP INC	375.000	9,258.49	9,866.25
166764100	CHEVRON CORP	210.000	21,796.93	22,344.00
151020104	CELGENE CORP	305.000	17,971.23	20,618.00
150870103	CELANESE CORP DEL	225.000	6,694.36	9,960.75
125509109	CIGNA CORP	225.000	10,612.00	9,450.00

HENRY BROOKS TRUST C
04-6785966
Balance Sheet
12/31/2011



Cusip	Asset	Units	Basis	Market Value
037833100	APPLE INC	135.000	28,710.00	54,675.00
032511107	ANADARKO PETE CORP	200.000	15,551.88	15,266.00
029912201	AMERICAN TOWER CORP	225.000	10,079.41	13,502.25
023135106	AMAZON COM INC	110.000	13,815.07	19,041.00
018490102	ALLERGAN INC	260.000	16,882.10	22,812.40
009158106	AIR PRODS & CHEMS INC	125.000	10,304.34	10,648.75
	Cash/Cash Equivalent	36429.650	36,429.65	36,429.65
		Totals:	2,143,638.07	2,352,843.66