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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

, and ending

Name of foundation

UW GLADYS BROOKS FOUNDATION

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

P.O. BOX 1802

Room/suite

City or town, state, and ZIP code

PROVIDENCE**RI 02901-1802**

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ 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) **\$ 32,821,937**

J Accounting method.

☒ Cash ☐ Accrual☐ Other (specify)

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

A Employer identification number

13-2955337

B Telephone number (see instructions)

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the
85% test, check here and attach computation ☐E If private foundation status was terminated under
section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses**

The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)

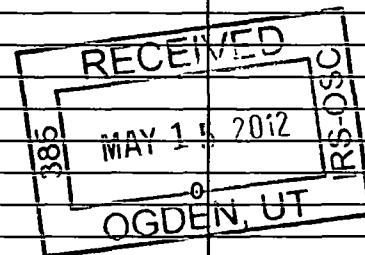
(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

Revenue

- 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 **403,716**
- 4 Dividends and interest from securities **464,805**
- 5a Gross rents
- b Net rental income or (loss)
- 6a Net gain or (loss) from sale of assets not on line 10 **872,421**
- b Gross sales price for all assets on line 6a **4,167,945**
- 7 Capital gain net income (from Part IV, line 2)
- 8 Net short-term capital gain
- 9 Income modifications
- 10a Gross sales less returns & allowances
- b Less: Cost of goods sold
- c Gross profit or (loss) (attach schedule)
- 11 Other income (attach schedule)
- 12 **Total.** Add lines 1 through 11 **1,740,942**

Operating and Administrative Expenses

- 13 Compensation of officers, directors, trustees, etc. **281,510**
- 14 Other employee salaries and wages **68,809**
- 15 Pension plans, employee benefits **26,670**
- 16a Legal fees (attach schedule) **See Stmt 1** **12,185**
- b Accounting fees (attach schedule) **Stmt 2** **18,631**
- c Other professional fees (attach schedule)
- 17 Interest
- 18 Taxes (attach schedule) (see instructions) **Stmt 3** **27,239**
- 19 Depreciation (attach schedule) and depletion **Stmt 4** **680**
- 20 Occupancy **26,815**
- 21 Travel, conferences, and meetings **2,325**
- 22 Printing and publications **2,102**
- 23 Other expenses (attach schedule) **Stmt 5** **14,716**
- 24 **Total operating and administrative expenses.** Add lines 13 through 23 **481,682**
- 25 Contributions, gifts, grants paid **1,402,000**
- 26 **Total expenses and disbursements.** Add lines 24 and 25 **1,883,682**
- 27 Subtract line 26 from line 12:
- a **Excess of revenue over expenses and disbursements** **-142,740**
- b **Net investment income** (if negative, enter -0-) **1,524,197**
- c **Adjusted net income** (if negative, enter -0-) **0**



For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

5

14

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	15,125	14,867	14,867
	2	Savings and temporary cash investments	1,911,709	1,779,551	1,779,551
	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 (att. schedule) ▶ Less: allowance for doubtful accounts ▶	0		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S. and state government obligations (attach schedule) Stmt 6	3,615,306	1,655,098	1,753,806
	b	Investments—corporate stock (attach schedule) See Stmt 7	14,092,410	14,603,873	19,238,024
	c	Investments—corporate bonds (attach schedule) See Stmt 8	7,417,515	9,031,536	9,280,647
	11	Investments—land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch.) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) See Statement 9	619,404	448,770	750,071
	14	Land, buildings, and equipment basis ▶ 3,660 Less: accumulated depreciation (attach sch.) ▶ Stmt 10 1,731	2,609	1,929	1,929
Liabilities	15	Other assets (describe ▶ See Statement 11)	2,979	3,042	3,042
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	27,677,057	27,538,666	32,821,937
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds	27,677,057	27,538,666	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
Net Assets or Fund Balances	30	Total net assets or fund balances (see instructions)	27,677,057	27,538,666	
	31	Total liabilities and net assets/fund balances (see instructions)	27,677,057	27,538,666	

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	27,677,057
2	Enter amount from Part I, line 27a	2	-142,740
3	Other increases not included in line 2 (itemize) ▶ See Statement 12	3	4,349
4	Add lines 1, 2, and 3	4	27,538,666
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	27,538,666

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	US TRUST CO-SCHEDULE ATTACHED	P		
b	US TRUST CO-SCHEDULE ATTACHED	P		
c	US TRUST CO-SCHEDULE ATTACHED	P		
d	US TRUST CO-CAP GAIN DISTRIBUTU			
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	924,197		760,969	163,228
b	3,216,879		2,532,810	684,069
c	2,953		1,745	1,208
d	23,916			23,916
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))
a				163,228
b				684,069
c				1,208
d				23,916
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**872,421****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**164,436****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	1,318,544	32,665,932	0.040364
2009	1,622,358	31,231,727	0.051946
2008	1,842,662	35,411,745	0.052035
2007	1,807,212	37,108,202	0.048701
2006	2,013,744	36,297,108	0.055479

2 Total of line 1, column (d)**2****0.248525****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****0.049705****4** Enter the net value of noncharitable-use assets for 2011 from Part X, line 5**4****33,957,038****5** Multiply line 4 by line 3**5****1,687,835****6** Enter 1% of net investment income (1% of Part I, line 27b)**6****15,242****7** Add lines 5 and 6**7****1,703,077****8** Enter qualifying distributions from Part XII, line 4**8****1,654,257**

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	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	1	30,484
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	0
3	Add lines 1 and 2	3	30,484
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	30,484
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	15,473
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	15,473
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	356
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	15,367
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
1b 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
1c 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
4b 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"/> NY		
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 ► WWW.GLADYSBROOKSFOUNDATION.ORG	13	X	
14	The books are in care of ► PRIVATE BANK TAX SERVICES P.O. BOX 1802 Located at ► PROVIDENCE	Telephone no. ► 401-278-6846 RI ZIP+4 ► 02901-1802		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15	► <input type="checkbox"/>	
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 ►	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)? 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?	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? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20		
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)	N/A	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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
 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?
☒ N/A **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
US TRUST COMPANY P.O. BOX 1802 PROVIDENCE RI 02901-1802	TRUSTEE 40.00	206,510	0	0
CHRISTOPHER R. HAWKINS 26 HERMAN SAVAGE ROAD LANCASTER NH 03584	GOVERNOR part time 0.00	25,000	0	0
JAMES J DALY, ESQ 750 BEACH ROAD APT 302 VERO BEACH FL 32963	GOVERNOR part time 0.00	25,000	0	0
THOMAS Q. MORRIS, MD P.O. BOX 223 DELHI NY 13753	GOVERNOR part time 0.00	25,000	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
JESSICA L. RUTLEDGE 360 STEWART AVENUE GARDEN CITY NY 11530	ADMINISTRATOR 35.00	68,809	21,045	0

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

	Amount
1 N/A	
2 N/A	
All other program-related investments See instructions	
3 N/A	
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	31,192,406
b	Average of monthly cash balances	1b	3,276,773
c	Fair market value of all other assets (see instructions)	1c	4,971
d	Total (add lines 1a, b, and c)	1d	34,474,150
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	34,474,150
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	517,112
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	33,957,038
6	Minimum investment return. Enter 5% of line 5	6	1,697,852

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	1,697,852
2a	Tax on investment income for 2011 from Part VI, line 5	2a	30,484
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	30,484
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,667,368
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,667,368
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,667,368

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	1,654,257
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,654,257
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,654,257

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				1,667,368
2 Undistributed income, if any, as of the end of 2011.				
a Enter amount for 2010 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				19,701
c From 2008				82,797
d From 2009				48,310
e From 2010				
f Total of lines 3a through e	150,808			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 1,654,257				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				1,654,257
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	13,111			13,111
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	137,697			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
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				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	137,697			
10 Analysis of line 9				
a Excess from 2007				6,590
b Excess from 2008				82,797
c Excess from 2009				48,310
d Excess from 2010				
e Excess from 2011				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

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 **N/A**

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).)

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.

SEE ATTACHED

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

SEE ATTACHED

- c** Any submission deadlines

SEE ATTACHED

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

SEE ATTACHED

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTACHED				1,402,000
Total			3a	1,402,000
b Approved for future payment N/A				
Total			3b	

THE CLAYTON BROOKS FOUNDATION

[illegible]

UW GLADYS BROOKS FOUNDATION
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
1000. AIR PRODUCTS AND CHEMICALS INC	03/16/2004	01/07/2011	88,832.39	47,240.50	41,591.89
9000. BAXTER INTERNATIONAL INC	02/16/2006	01/07/2011	449,391.20	341,354.70	108,036.50
500. CLOROX COMPANY	08/08/2008	01/07/2011	31,163.02	28,996.85	2,166.17
7000. CLOROX COMPANY	05/30/2008	01/07/2011	436,282.32	403,939.90	32,342.42
1000. CLOROX COMPANY	06/04/2009	01/07/2011	62,326.05	52,815.00	9,511.05
4000. ACCENTURE PLC CL A COM	03/29/2005	01/07/2011	193,092.73	97,904.00	95,188.73
5400. AFLAC INC	09/28/1999	01/25/2011	314,727.01	112,553.55	202,173.46
4000. AFLAC INC	02/11/2000	01/25/2011	233,131.12	79,890.00	153,241.12
600. AFLAC INC	03/14/2000	01/25/2011	34,969.67	10,877.25	24,092.42
1000. YUM BRANDS INC COM	08/05/2009	01/25/2011	47,964.18	36,465.00	11,499.18
1000. YUM BRANDS INC COM	07/01/2009	01/25/2011	47,964.17	34,529.00	13,435.17
1000000. UNITED STATES TREAS NT DTD 02/15/01 5.000% DUE 02/15/	05/17/2001	02/15/2011	1000000.00	1000000.00	
7200. JOHNSON CONTROLS INCORPORATED	10/02/2007	05/16/2011	277,035.55	286,243.92	-9,208.37
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			3216879.00	2532810.00	684,070.00
28% RATE CAPITAL GAINS (LOSSES)					
1. SPDR GOLD TR GOLD SHS	03/11/2009	01/05/2011	149.10	98.80	50.30
1. SPDR GOLD TR GOLD SHS	06/04/2009	01/05/2011	36.45	26.30	10.15
1. SPDR GOLD TR GOLD SHS	06/10/2009	01/05/2011	48.04	33.98	14.06
1. SPDR GOLD TR GOLD SHS	03/11/2009	02/04/2011	140.23	93.81	46.42
1. SPDR GOLD TR GOLD SHS	06/04/2009	02/04/2011	34.28	24.97	9.31
1. SPDR GOLD TR GOLD SHS	06/10/2009	02/04/2011	45.18	32.26	12.92
1. SPDR GOLD TR GOLD SHS	03/11/2009	03/03/2011	122.85	78.33	44.52
1. SPDR GOLD TR GOLD SHS	06/04/2009	03/03/2011	30.03	20.85	9.18
1. SPDR GOLD TR GOLD SHS	06/10/2009	03/03/2011	39.58	26.94	12.64
1. SPDR GOLD TR GOLD SHS	03/11/2009	04/07/2011	143.12	88.89	54.23
1. SPDR GOLD TR GOLD SHS	06/04/2009	04/07/2011	34.98	23.65	11.33
Totals					

UW GLADYS BROOKS FOUNDATION
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
1. SPDR GOLD TR GOLD SHS	06/10/2009	04/07/2011	46.12	30.58	15.54
1. SPDR GOLD TR GOLD SHS	03/11/2009	05/09/2011	153.96	92.91	61.05
1. SPDR GOLD TR GOLD SHS	06/04/2009	05/09/2011	37.63	24.72	12.91
1. SPDR GOLD TR GOLD SHS	06/10/2009	05/09/2011	49.61	31.96	17.65
1. SPDR GOLD TR GOLD SHS	03/11/2009	06/08/2011	151.94	89.56	62.38
1. SPDR GOLD TR GOLD SHS	06/04/2009	06/08/2011	37.14	23.84	13.30
1. SPDR GOLD TR GOLD SHS	06/10/2009	06/08/2011	48.96	30.81	18.15
1. SPDR GOLD TR GOLD SHS	03/11/2009	07/08/2011	154.97	91.13	63.84
1. SPDR GOLD TR GOLD SHS	06/04/2009	07/08/2011	37.88	24.25	13.63
1. SPDR GOLD TR GOLD SHS	06/10/2009	07/08/2011	49.93	31.34	18.59
1. SPDR GOLD TR GOLD SHS	03/11/2009	08/10/2011	159.04	81.35	77.69
1. SPDR GOLD TR GOLD SHS	06/04/2009	08/10/2011	38.88	21.66	17.22
1. SPDR GOLD TR GOLD SHS	06/10/2009	08/10/2011	51.25	27.99	23.26
1. SPDR GOLD TR GOLD SHS	03/11/2009	09/09/2011	177.67	87.00	90.67
1. SPDR GOLD TR GOLD SHS	06/04/2009	09/09/2011	43.43	23.16	20.27
1. SPDR GOLD TR GOLD SHS	06/10/2009	09/09/2011	57.25	29.93	27.32
1. SPDR GOLD TR GOLD SHS	03/11/2009	10/13/2011	199.64	109.28	90.36
1. SPDR GOLD TR GOLD SHS	06/04/2009	10/13/2011	48.80	29.09	19.71
1. SPDR GOLD TR GOLD SHS	06/10/2009	10/13/2011	64.33	37.59	26.74
1. SPDR GOLD TR GOLD SHS	03/11/2009	11/14/2011	166.31	84.88	81.43
1. SPDR GOLD TR GOLD SHS	06/04/2009	11/14/2011	40.65	22.59	18.06
1. SPDR GOLD TR GOLD SHS	06/10/2009	11/14/2011	53.59	29.20	24.39
1. SPDR GOLD TR GOLD SHS	03/11/2009	12/09/2011	165.89	87.99	77.90
1. SPDR GOLD TR GOLD SHS	06/04/2009	12/09/2011	40.55	23.42	17.13
1. SPDR GOLD TR GOLD SHS	06/10/2009	12/09/2011	53.45	30.26	23.19
TOTAL 28% RATE CAPITAL GAINS (LOSSES)			2,953.00	1,745.00	1,207.00
Totals			3219832.00	2534555.00	685,277.00

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	\$ 12,185	\$	\$	\$ 12,185
Total	\$ 12,185	\$ 0	\$ 0	\$ 12,185

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 18,631	\$	\$	\$ 18,631
Total	\$ 18,631	\$ 0	\$ 0	\$ 18,631

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES	\$ 15,239	\$ 15,239	\$	\$
FEDERAL ESTIMATES-PRINCIPAL	12,000			
FEDERAL OVERPAYMENT APPLIED 10				
Total	\$ 27,239	\$ 15,239	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part I, Line 19 - Depreciation

Date Acquired	Cost Basis	Description	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
FURNITURE 2/01/09	\$ 911		249	S/L	7	\$ 130	\$	\$
EQUIPMENT 8/01/09	2,520		798	S/L	5	504		

Federal Statements

5/4/2012 4:03 PM

Statement 4 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Date Acquired	Cost Basis	Description	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
EQUIPMENT								
12/01/10	\$ 229	\$ 4 S/L			5	46	\$	\$
Total	\$ 3,660	\$ 1,051				680	0	0

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses				
OFFICE EXPENSES	6,482			6,482
PAYROLL SERVICE	1,956			1,956
SUPPLIES EXPENSE	1,096			1,096
NY AG FILING FEES	750			750
US TRSY-US CERT RESIDENCY	35			35
INVESTMENT EXPENSES	4,397	4,397		
Total	\$ 14,716	\$ 4,397	\$ 0	\$ 10,319

BROOKS UW GLADYS BROOKS FOUNDATION
 13-2955337
 FYE: 12/31/2011

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
US TRUST/BANK OF AMERICA	\$ 3,615,306	\$ 1,655,098	Cost	\$ 1,753,806
Total	\$ 3,615,306	\$ 1,655,098		\$ 1,753,806

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
US TRUST/BANK OF AMERICA	\$ 14,092,410	\$ 14,603,873	Cost	\$ 19,238,024
Total	\$ 14,092,410	\$ 14,603,873		\$ 19,238,024

Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
US TRUST/BANK OF AMERICA	\$ 7,417,515	\$ 9,031,536	Cost	\$ 9,280,647
Total	\$ 7,417,515	\$ 9,031,536		\$ 9,280,647

Statement 9 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
US TRUST/BANK OF AMERICA-COMMODITIES	\$ 619,404	\$ 448,770	Cost	\$ 750,071
Total	\$ 619,404	\$ 448,770		\$ 750,071

Federal Statements

5/4/2012 4:03 PM

Statement 10 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
FURNITURE AND FIXTURES	\$ 662	911	379	532
EQUIPMENT	1,947	2,749	1,352	1,397
Total	\$ 2,609	\$ 3,660	\$ 1,731	\$ 1,929

Federal Statements**Statement 11 - Form 990-PF, Part II, Line 15 - Other Assets**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
SECURITY DEPOSIT	\$ 2,979	\$ 3,042	\$ 3,042
Total	\$ 2,979	\$ 3,042	\$ 3,042

Statement 12 - Form 990-PF, Part III, Line 3 - Other Increases

<u>Description</u>	<u>Amount</u>
BOOK VALUE ADJUSTMENTS	\$ 4,349
Total	\$ 4,349

13-2955337

Federal Statements

FYE: 12/31/2011

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

Name of Manager	Amount
NONE	\$
Total	\$ 0

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

Name of Manager	Amount
NONE	\$
Total	\$ 0

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

Description
SEE ATTACHED

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

Description
SEE ATTACHED

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

Description
SEE ATTACHED

13-2955337

Federal Asset Report

FYE: 12/31/2011

Form 990, Page 1

Asset	Description	Date In Service	Cost	Bus %	Sec 179	Bonus	Basis for Depr	PerConv Meth	Prior	Current
Other Depreciation:										
1	FURNITURE	2/01/09	911				911	7 MO S/L	249	130
2	EQUIPMENT	8/01/09	2,520				2,520	5 MO S/L	798	504
3	EQUIPMENT	12/01/10	229				229	5 MO S/L	4	46
Total Other Depreciation			<u>3,660</u>				<u>3,660</u>		<u>1,051</u>	<u>680</u>
Total ACRS and Other Depreciation			<u>3,660</u>				<u>3,660</u>		<u>1,051</u>	<u>680</u>
Grand Totals			3,660				3,660		1,051	680
Less: Dispositions and Transfers			0				0		0	0
Less: Start-up/Org Expense			0				0		0	0
Net Grand Totals			<u>3,660</u>				<u>3,660</u>		<u>1,051</u>	<u>680</u>

Federal Statements**Taxable Interest on Investments**

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
SIGNATURE BANK - SECURITY DEP	\$ 63			14	
US TRUST (BOFA)-DOMESTIC	247,282			14	
US TRUST (BOFA)-FOREIGN	15,218			14	
US TRUST (BOFA)-US GOVT	87,458			14	
US TRUST (BOFA)-US GOVT OID	21,507			14	
US TRUST (BOFA)-US GOVT ACCRD	32,188			14	
Total	\$ 403,716				

Tax-Exempt Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	InState Muni (\$ or %)
US TRUST CO (BOFA)	\$			14	
Total	\$ 0				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
US TRUST COMPANY (BOFA)	\$ 3,119			14	
US TRUST COMPANY (BOFA)-FOREI	115,939			14	
US TRUST COMPANY (BOFA)-DOMES	277,563			14	
US TRUST COMPANY (BOFA)-DOMES	68,184			14	
Total	\$ 464,805				

GLADYS BROOKS FOUNDATION

BOARD OF GOVERNORS

JAMES J. DALY
CHAIRMAN

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

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

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

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

GENERAL POLICIES

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

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

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

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

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

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

If you receive a Second Round Grant Questionnaire the Foundation is seriously considering your application and will require that the following documents be provided: budget for the year 2012 when available; Internal Revenue Service exemption letter; latest Internal Revenue Service information return; an opinion of counsel with respect to your tax exemption; and your legal authority to accept the grant.

GLADYS BROOKS FOUNDATION

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

SCOPE OF GRANTS THAT WILL BE CONSIDERED IN 2011

For 2011, the Foundation will consider grant applications in the fields of libraries, education, hospitals and clinics.

Libraries

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

Education

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

Hospitals and Clinics

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

APPLICATION

The application must be completed and postmarked with all supporting documents to the Foundation within 45 days from the date of the letter from the Foundation furnishing the application to the applicant unless the Foundation letter is dated after April 18, 2011 in which case the application must be postmarked with all supporting documents on or before June 1, 2011. The Foundation does encourage early filing of the application.

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

The Foundation's application form must be used and may be obtained by downloading from www.gladysbrooksfoundation.org or by writing to:

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

GLADYS BROOKS FOUNDATION

GRANT APPLICATION

Date: _____

Applications must be submitted in **DUPLICATE** with a specific budget for the grant. The application must be completed and sent with all supporting documents to the Foundation within 45 days from the date of the letter from the Foundation furnishing the application to the applicant unless the Foundation letter is dated after **APRIL 18, 2011** in which case the application must be postmarked with all supporting documents on or before June 1, 2011.

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

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

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

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

NAME OF APPLICANT:

AMOUNT OF GRANT REQUEST:
PURPOSE OF GRANT:

GLADYS BROOKS FOUNDATION

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

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

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

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

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

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

TELEPHONE NUMBER:

AUTHORIZED SIGNATURE: _____
Name Title

New York, New York

January 28 , 2011

GLADYS BROOKS FOUNDATION

BOARD OF GOVERNORS

JAMES J. DALY
CHAIRMAN

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

C/O THOMAS Q. MORRIS, M.D.
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516-746-6103

ANNUAL REPORT FOR THE YEAR 2011

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

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

In 2011 the Governing Board concentrated on grants to private not-for-profit publicly supported library, educational institutions, hospitals and clinics. The following institutions received major grant payments from the Foundation in 2011:

Canterbury School New Milford, Connecticut	\$100,000.00
Columbia University New York, New York	\$100,000.00
Helen Keller Services for the Blind Brooklyn, New York	\$100,000.00
Indian River Hospital Foundation Inc. Vero Beach, Florida	\$100,000.00
Kingsborough Community College Foundation Brooklyn, New York	\$100,000.00
New York Presbyterian Hospital New York, New York	\$150,000.00
O'Connor Hospital Delhi, New York	\$100,000.00
Pathfinder Village Foundation, Inc. Edmeston, New York	\$100,000.00

GLADYS BROOKS FOUNDATION

Terence Cardinal Cooke Health Care Center New York, New York	\$ 72,000.00
University of New Hampshire Foundation Inc. Durham, New Hampshire	\$100,000.00
University of Notre Dame du Lac Notre Dame, Indiana	\$200,000.00

New York, New York
January 2012

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

	FOUNDATION STATUS OF RECIPIENT	PURPOSE	AMOUNT
KINGSBOROUGH COMMUNITY COLLEGE FOUNDATION Brooklyn, New York	Public Charity	Scholarship Endowment	\$100,000.00
HELEN KELLER SERVICES FOR THE BLIND Brooklyn, New York	Public Charity	Technology	\$100,000.00
INDIAN RIVER HOSPITAL FOUNDATION, INC Vero Beach, Florida	Public Charity	Construction & related equipment for Intensive Care Unit	\$100,000.00
O'CONNOR HOSPITAL Delhi, New York	Public Charity	Construction & related equipment for Nurses Station	\$100,000.00
PATHFINDER VILLAGE FOUNDATION, INC. Edmeston, New York	Public Charity	Equipment & Furnishings	\$100,000.00
UNIVERSITY OF NEW HAMPSHIRE FOUNDATION Durham, New Hampshire	Public Charity	Scholarship Endowment	\$100,000.00
UNIVERSITY OF NOTRE DAME DU LAC Notre Dame, Indiana	Public Charity	Scholarship Endowment	\$200,000.00
MOUNT WASHINGTON OBSERVATORY North Conway, New Hampshire	Public Charity	Library	\$ 60,000.00
NEW YORK ACADEMY OF MEDICINE New York, New York	Public Charity	Equipment	\$ 25,000.00
UNIVERSITY OF NOTRE DAME DU LAC Notre Dame, Indiana	Public Charity	Education	\$ 25,000.00
CANTERBURY SCHOOL New Milford, Connecticut	Public Charity	Library Endowment	\$100,000.00
NEW YORK PRESBYTERIAN HOSPITAL New York, New York	Public Charity	Renovation & Refurbishing	\$150,000.00
COLUMBIA UNIVERSITY New York, New York	Public Charity	Scholarship Endowment	\$100,000.00

5/12/12

page two
supplementary information
form 990-PF
Part XV - Line 3A
2011

TERENCE CARDINAL COOKE HEALTH CARE CENTER New York, New York	Public Charity	Refurbish Dental Clinic and Equipment	\$ 72,000.00
AMERICAN UNIVERSITY OF BEIRUT New York, New York	Public Charity	Scholarship Endowment	\$ 10,000.00
WINTHROP-UNIVERSITY HOSPITAL ASSOCIATION Mineola, New York	Public Charity	Chaplaincy Endowment	\$ 30,000.00
ABILITIES INC. Albertson, New York	Public Charity	Equipment, Books	\$ 10,000.00
ST. PATRICK'S MANOR, INC. Framingham, Massachusetts	Public Charity	Books, Furniture & Equipment	\$ 10,000.00
FOOD ALLERGY INITIATIVE, INC. New York, New York	Public Charity	Education	\$ 10,000.00
TOTAL:			\$1,402,000.00

Trade Date

Portfolio Analysis

Dec. 01, 2011 through Dec 31, 2011

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

Portfolio Summary by Asset Class

Description	Market Value	% of Account	% of Sector	Tax Cost	Estimated Annual Income	Current Yield
Cash/Currency	\$1,779,551.05	5.4%	100.0%	\$1,779,551.05	\$0.00	0.00%
Cash Equivalents						
Total Cash/Currency	\$1,779,551.05	5.4%	100.0%	\$1,779,551.05	\$0.00	0.00%
Equities						
U.S. Large Cap	\$13,359,359.94	40.6%	69.3%	\$9,562,767.84	\$271,848.00	2.03%
U.S. Mid Cap	2,665,404.00	8.1	13.8	2,239,890.52	48,200.00	1.81
International Developed	2,919,277.76	8.9	15.1	2,403,287.76	91,749.60	3.16
Emerging Markets	343,060.00	1.0	1.8	397,926.60	6,672.50	1.94
Total Equities	\$19,287,101.70	58.6%	100.0%	\$14,603,872.72	\$418,470.10	2.17%
Fixed Income						
Investment Grade Taxable	\$10,141,502.58	30.8%	91.3%	\$9,707,602.36	\$392,995.17	3.89%
International Developed Bonds	960,897.04	2.9	8.7	979,031.74	50,403.15	5.28
Total Fixed Income	\$11,102,399.62	33.7%	100.0%	\$10,686,634.10	\$443,398.32	4.01%
Tangible Assets						
Commodities	\$750,070.65	2.3%	100.0%	\$448,770.70	\$0.00	0.00%
Total Tangible Assets	\$750,070.65	2.3%	100.0%	\$448,770.70	\$0.00	0.00%
Total Assets	\$32,919,123.02	100.0%		\$27,518,828.57	\$861,868.42	2.62%
Total	\$32,919,123.02			\$27,518,828.57	\$861,868.42	

Trade Date

**Portfolio Detail**

Dec. 01, 2011 through Dec. 31, 2011

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

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost/ Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency								
Cash Equivalents								
742,120.500	BOFA GOVERNMENT RESERVES TRUST CLASS	097100556	\$742,120.50	\$0.00	\$742,120.50 1.000	\$0.00	\$0.00	0.00%
1,037,430.550	(Income Investment) BOFA GOVERNMENT RESERVES TRUST CLASS	097100556	1,037,430.55	0.00	1,037,430.55 1.000	0.00	0.00	0.00
	Total Cash Equivalents		\$1,779,551.05	\$0.00	\$1,779,551.05	\$0.00	\$0.00	0.00%
	Total Cash/Currency		\$1,779,551.05	\$0.00	\$1,779,551.05	\$0.00	\$0.00	0.00%

Equities

Consumer Discretionary								
9,800.000	GENUINE PARTS CO Ticker: GPC	372460105	\$599,760.00 61.200	\$4,410.00	\$400,395.66 40.857	\$199,364.34	\$17,640.00	2.94%
23,000.000	LOWES COS INC Ticker: LOW	548661107	583,740.00 25.380	0.00	559,280.00 24.317	24,460.00	12,880.00	2.20
10,000.000	TARGET CORP Ticker: TGT	87612E106	512,200.00 51.220	0.00	509,670.00 50.967	2,530.00	12,000.00	2.34
10,000.000	YUM BRANDS INC Ticker: YUM	988498101	590,100.00 59.010	0.00	302,768.00 30.277	287,332.00	11,400.00	1.93
	Total Consumer Discretionary		\$2,285,800.00	\$4,410.00	\$1,772,113.66	\$513,686.34	\$53,920.00	2.35%
Consumer Staples								
8,800.000	ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR Ticker: BUD	03524A108	\$536,712.00 60.990	\$0.00	\$502,859.28 57.143	\$33,852.72	\$8,536.00	1.59%
16,000.000	AVON PRODS INC Ticker: AVP	054303102	279,520.00 17.470	0.00	298,358.40 18.647	-18,838.40	14,720.00	5.26
7,600.000	KIMBERLY CLARK CORP Ticker: KMB	494368103	559,056.00 73.560	5,320.00	478,686.00 62.985	80,370.00	21,280.00	3.80

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

AL0150104

Trade Date

Portfolio Detail

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

Dec. 01, 2011 through Dec. 31, 2011

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
Consumer Staples (cont)									
9,500.000	MEAD JOHNSON NUTRITION CO Ticker: MJN	582839106	652,935.00 68.730	2,470.00	446,792.10 47.031		206,142.90	9,880.00	1.51
8,500.000	PEPSICO INC Ticker: PEP	713448108	563,975.00 66.350	4,377.50	231,531.00 27.239		332,444.00	17,510.00	3.10
	Total Consumer Staples		\$2,592,198.00	\$12,167.50	\$1,958,226.78		\$633,971.22	\$71,926.00	2.77%
Energy									
4,400.000	APACHE CORP Ticker: APA	037411105	\$398,552.00 90.580	\$0.00	\$437,707.02 99.479		-\$39,155.02	\$2,640.00	0.66%
6,632.000	CHEVRON CORP Ticker: CVX	166764100	705,644.80 106.400	0.00	100,795.41 15.198		604,849.39	21,487.68	3.04
6,514.000	EXXON MOBIL CORP Ticker: XOM	30231G102	552,126.64 84.760	0.00	37,438.91 5.747		514,687.73	12,246.32	2.21
9,700.000	SCHLUMBERGER LTD NETHERLANDS ANTILLES Ticker: SLB	806857108	662,607.00 68.310	2,425.00	587,276.50 60.544		75,330.50	9,700.00	1.46
	Total Energy		\$2,318,930.44	\$2,425.00	\$1,163,217.84		\$1,155,712.60	\$46,074.00	1.98%
Financials									
9,000.000	AMERIPRISE FINL INC Ticker: AMP	03076C106	\$446,760.00 49.640	\$0.00	\$341,875.80 37.986		\$104,884.20	\$10,080.00	2.25%
4.000	BERKSHIRE HATHAWAY INC DEL CL A	084670108	459,020.00 114,755.000	0.00	378,100.12 94,525.030		80,919.88	0.00	0.00
10,000.000	CHUBB CORP Ticker: CB	171232101	692,200.00 69.220	3,900.00	417,665.80 41.767		274,534.20	15,600.00	2.25
9,000.000	PNC FINL SVCS GROUP INC Ticker: PNC	693475105	519,030.00 57.670	0.00	470,001.00 52.222		49,029.00	12,600.00	2.42
10,000.000	PRICE T ROWE GROUP INC Ticker: TROW	74144T108	569,500.00 56.950	0.00	488,837.65 48.884		80,662.35	12,400.00	2.17

Trade Date

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

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

Dec. 01, 2011 through Dec. 31, 2011

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
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Equities (cont)

18,400.000	WELLS FARGO & CO NEW COM Ticker: WFC	949746101	507,104.00 27.560	0.00	324,675.25 17.645		182,428.75	8,832.00	1.74
	Total Financials		\$3,193,614.00	\$3,900.00	\$2,421,155.62		\$772,458.38	\$59,512.00	1.86%

Health Care

7,000.000	CERNER CORP Ticker: CERN	156782104	\$428,750.00 61.250	\$0.00	\$261,646.70 37.378		\$167,103.30	\$0.00	0.00%
10,000.000	EXPRESS SCRIPTS INC Ticker: ESRX	302182100	446,900.00 44.690	0.00	486,374.30 48.637		-39,474.30	0.00	0.00
9,600.000	NOVARTIS AG SPONSORED ADR SWITZERLAND Ticker: NVS	66987V109	548,832.00 57.170	0.00	534,469.44 55.674		14,362.56	19,248.00	3.50
26,000.000	PFIZER INC Ticker: PFE	717081103	562,640.00 21.640	0.00	475,932.60 18.305		86,707.40	22,880.00	4.06
8,500.000	TEVA PHARMACEUTICAL INDS LTD ADR ISRAEL Ticker: TEVA	881624209	343,060.00 40.360	0.00	397,926.60 46.815		-54,866.60	6,672.50	1.94
8,000.000	ZIMMER HLDGS INC Ticker: ZMH	98956P102	427,360.00 53.420	0.00	406,566.40 50.821		20,793.60	5,760.00	1.34
	Total Health Care		\$2,757,542.00	\$0.00	\$2,562,916.04		\$194,625.96	\$54,560.50	1.97%

Industrials

9,000.000	DANAHER CORP DEL Ticker: DHR	235851102	\$423,360.00 47.040	\$225.00	\$388,125.00 43.125		\$35,235.00	\$900.00	0.21%
11,800.000	JACOBS ENGR GROUP INC DEL Ticker: JEC	469814107	478,844.00 40.580	0.00	531,047.56 45.004		-52,203.56	0.00	0.00
6,400.000	SIEMENS AG SPONSORED ADR GERMANY Ticker: SI	826197501	611,904.00 95.610	0.00	621,184.04 97.060		-9,280.04	18,905.60	3.09

AL0150105

Trade Date

Portfolio Detail

Dec. 01, 2011 through Dec. 31, 2011

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

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
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Equities (cont)

Industrials (cont)			\$1,514,108.00	\$225.00	\$1,540,356.60		-\$26,248.60	\$19,805.60	1.30%
Total Industrials									

Information Technology

12,000.000	ACCENTURE PLC CLA COM IRELAND Ticker: ACN	G1151C101	\$638,760.00 53.230	\$0.00	\$288,329.00 24.027		\$350,431.00	\$16,200.00	2.53%
14,500.000	ADOBE SYS INC Ticker: ADBE	00724F101	409,915.00 28.270	0.00	248,692.88 17.151		161,222.12	0.00	0.00
32,400.000	CISCO SYS INC Ticker: CSCO	17275R102	585,792.00 18.080	0.00	663,841.30 20.489		-78,049.30	7,776.00	1.32
15,000.000	EMC CORP Ticker: EMC	268648102	323,100.00 21.540	0.00	160,200.00 10.680		162,900.00	0.00	0.00
22,400.000	INTEL CORP Ticker: INTC	458140100	543,200.00 24.250	0.00	483,392.00 21.580		59,808.00	18,816.00	3.46
19,000.000	MICROSOFT CORP Ticker: MSFT	594918104	493,240.00 25.960	0.00	379,343.50 19.965		113,896.50	15,200.00	3.08
Total Information Technology			\$2,994,007.00	\$0.00	\$2,223,798.68		\$770,208.32	\$57,992.00	1.93%

Materials

6,000.000	AIR PRODS & CHEMS INC Ticker: APD	009158106	\$511,140.00 85.190	\$3,480.00	\$283,443.00 47.241		\$227,697.00	\$13,920.00	2.72%
8,500.000	NEWMONT MNG CORP Ticker: NEM	651639106	510,085.00 60.010	0.00	222,198.50 26.141		287,886.50	11,900.00	2.33
Total Materials			\$1,021,225.00	\$3,480.00	\$505,641.50		\$515,583.50	\$25,820.00	2.52%

Telecommunication Services

20,000.000	VODAFONE GROUP PLC SPONSORED ADR NEW UNITED KINGDOM Ticker: VOD	92857W209	\$560,600.00 28.030	\$22,469.76	\$456,446.00 22.822		\$104,154.00	\$28,860.00	5.14%
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Trade Date

Portfolio Detail

Dec 01, 2011 through Dec 31, 2011

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

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
Telecommunication Services (cont)								
Total Telecommunication Services			\$560,600.00	\$22,469.76	\$456,446.00	\$104,154.00	\$28,860.00	5.14%
Total Equities			\$19,238,024.44	\$49,077.26	\$14,603,872.72	\$4,634,151.72	\$418,470.10	2.17%

Fixed Income

Investment Grade Taxable								
629,690.000	2012							
UNITED STATES TREAS NT								
INFLATION INDEX								
DTD 07/15/02 3.000% DUE 07/15/12								
	Moody's: AAA	S&P: AAA						
1,000,000.000	2013							
WAL-MART STORES INC								
NT								
DTD 04/29/03 4.550% DUE 05/01/13								
	Moody's: AA2	S&P: AA						
500,000.000	BERKSHIRE HATHAWAY FIN CORP							
GTD SR NT								
DTD 11/15/08 4.600% DUE 05/15/13								
	Moody's: AA2	S&P: AA+						
1,000,000.000	JOHNSON & JOHNSON							
DEB								
DTD 05/22/03 3.800% DUE 05/15/13								
	Moody's: AAA	S&P: AAA						
1,000,000.000	UNITED STATES TREAS NT							
DTD 11/17/03 4.250% DUE 11/15/13								
	Moody's: AAA	S&P: AAA						
1,000,000.000	2014							
FEDERAL HOME LN MTG CORP								
REFERENCE NT								
DTD 07/16/04 5.000% DUE 07/15/14								
	Moody's: AAA	S&P: AAA						

AL0150106

Trade Date

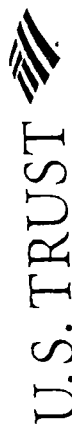
Portfolio Detail

Dec. 01, 2011 through Dec. 31, 2011

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

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)								
Investment Grade Taxable (cont)								
18,840.000	AT&T INC PFD 6.375% Moody's: A2 S&P: A-	00211G208	503,970.00 26.750	0.00	504,457.96 26.776	-487.96	30,030.96	5.95
299,055.087	COLUMBIA SHORT TERM BOND FUND CLASS Z SHARES	19765H362	2,948,683.16 9.860	4,309.19	2,930,012.17 9.798	18,670.99	61,605.35	2.08
9,555.000	COMCAST CORP NEW PFD SER 7.000% Moody's: BAA2 S&P: BBB+	20030N408	244,512.45 25.590	0.00	250,446.11 26.211	-5,933.66	16,721.25	6.83
4,377.000	ENERGY TEX INC PFD MTG BD 7.875% Moody's: BAA3 S&P: BBB+	29365T203	127,458.24 29.120	0.00	125,895.85 28.763	1,562.39	8,618.31	6.76
10,030.000	EQUITY RESIDENTIAL DEPOSITORY SH REPSTG 1/10 PFD REIT S&P: BBB-	29476L784	256,768.00 25.600	4,062.15	250,809.18 25.006	5,958.82	16,248.60	6.32
20,940.000	JPMORGAN CHASE CAP XXVI CAP SECS VAR SER Z Moody's: AA3 S&P: BBB	48124G104	542,346.00 25.900	0.00	555,397.26 26.523	-13,051.26	41,880.00	7.72
Total Investment Grade Taxable			\$10,080,483.59	\$61,018.99	\$9,707,602.36	\$372,881.23	\$392,995.17	3.89%
International Developed Bonds								
543,000.000	2013 NEW ZEALAND GOVT SR UNSECD EX-DIV NT ISIN NZGOV00413R0 DTD 04/15/01 6 500% DUE 04/15/13 Moody's: AAA S&P: AAA	6377300#0	\$442,527.57 81.497	\$5,865.04	\$489,185.24 90.089	-\$46,657.67	\$27,551.28	6.22%
470,000.000	2016 AUSTRALIAN GOVT EX DIV SR UNSECD BD ISIN AU3TB0000077 DTD 06/15/10 4 750% DUE 06/15/16 Moody's: AAA S&P: NA	B46ZS68#1	511,441.45 108.817	1,062.98	489,846.50 104.223	21,594.95	22,851.87	4.46
Total International Developed Bonds			\$953,969.02	\$6,928.02	\$979,031.74	-\$25,062.72	\$50,403.15	5.28%

Trade Date



Bank of America Private Wealth Management

Portfolio Detail

Dec. 01, 2011 through Dec. 31, 2011

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

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)								
	International Developed Bonds (cont)		\$11,034,452.61	\$67,947.01	\$10,686,634.10	\$347,818.51	\$443,398.32	4.01%
	Total Fixed Income							
Tangible Assets								
Commodities								
4,935.000	SPDR GOLD TR GOLD SHS	78463V107	\$750,070.65 151.990	\$0.00	\$448,770.70 90.936	\$301,299.95	\$0.00	0.00%
	Total Commodities		\$750,070.65	\$0.00	\$448,770.70	\$301,299.95	\$0.00	0.00%
	Total Tangible Assets		\$32,802,098.75	\$117,024.27	\$27,518,828.57	\$5,283,270.18	\$861,868.42	2.62%
	Total Portfolio							
	Accrued Income		\$117,024.27					
	Total		\$32,919,123.02					

Form **4562**Department of the Treasury
Internal Revenue Service (99)**Depreciation and Amortization**
(Including Information on Listed Property)

OMB No 1545-0172

2011Attachment
Sequence No **179**

Name(s) shown on return

UW GLADYS BROOKS FOUNDATIONIdentifying number
13-2955337

Business or activity to which this form relates

Indirect Depreciation**Part I Election To Expense Certain Property Under Section 179****Note:** If you have any listed property, complete Part V before you complete Part I

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2012 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	680

Part III MACRS Depreciation (Do not include listed property.) (See instructions)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2011	17	0
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B—Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	680
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

Form **4562** (2011)

DAA

There are no amounts for Page 2