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EXTENSION REQUEST ATTACHED

Form **990-PF**

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

OMB No 1545-0052

**2011**

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2011, or tax year beginning , 2011, and ending

THE BROOK FUND, INC.  
182 WEST ALLENDALE AVENUE  
ALLENDALE, NJ 07401-1723

**A** Employer identification number  
22-2561995

**B** Telephone number (see the instructions)  
(201) 785-8881

**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

**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, column (c), line 16)  
\$ 2,472,677.

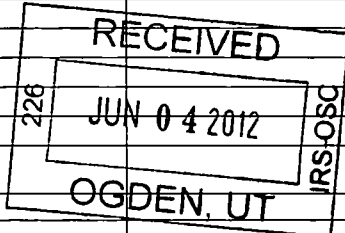
**J** Accounting method  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis)

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>1</b>	Contributions, gifts, grants, etc, received (att sch)	855,419.			
<b>2</b>	Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
<b>3</b>	Interest on savings and temporary cash investments				
<b>4</b>	Dividends and interest from securities	44,864.	44,864.	44,864.	
<b>5a</b>	Gross rents				
<b>b</b>	Net rental income or (loss)				
<b>6a</b>	Net gain/(loss) from sale of assets not on line 10	76,065.			
<b>b</b>	Gross sales price for all assets on line 6a	643,335.			
<b>7</b>	Capital gain net income (from Part IV, line 2)		76,065.		
<b>8</b>	Net short-term capital gain				
<b>9</b>	Income modifications				
<b>10a</b>	Gross sales less returns and allowances				
<b>b</b>	Less Cost of goods sold				
<b>c</b>	Gross profit/(loss) (att sch)				
<b>11</b>	Other income (attach schedule)				
<b>12</b>	<b>Total.</b> Add lines 1 through 11	976,348.	120,929.	44,864.	
<b>13</b>	Compensation of officers, directors, trustees, etc	35,130.			
<b>14</b>	Other employee salaries and wages				
<b>15</b>	Pension plans, employee benefits				
<b>16a</b>	Legal fees (attach schedule)				
<b>b</b>	Accounting fees (attach sch) See St 1	1,500.			
<b>c</b>	Other prof fees (attach sch)				
<b>17</b>	Interest				
<b>18</b>	Taxes (attach schedule) See Stmt 2	1,000.			
<b>19</b>	Depreciation (attach sch) and depletion				
<b>20</b>	Occupancy				
<b>21</b>	Travel, conferences, and meetings				
<b>22</b>	Printing and publications				
<b>23</b>	Other expenses (attach schedule) See Statement 3	2,217.			
<b>24</b>	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	39,847.			
<b>25</b>	Contributions, gifts, grants paid Part XV	355,545.			355,545.
<b>26</b>	<b>Total expenses and disbursements.</b> Add lines 24 and 25	395,392.	0.	0.	355,545.
<b>27</b>	Subtract line 26 from line 12:				
<b>a</b>	<b>Excess of revenue over expenses and disbursements</b>	580,956.			
<b>b</b>	<b>Net investment income</b> (if negative, enter -0)		120,929.		
<b>c</b>	<b>Adjusted net income</b> (if negative, enter -0)			44,864.	

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ADMINISTRATIVE OPERATING AND EXPENSES



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	383,722.	628,600.	628,600.
	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 sch)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) Statement 4	679,952.	992,334.	708,108.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments – mortgage loans				
13	Investments – other (attach schedule) Statement 5	887,862.	911,558.	1,135,969.	
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe )				
16	<b>Total assets</b> (to be completed by all filers – see the instructions Also, see page 1, item I)	1,951,536.	2,532,492.	2,472,677.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe )			
	23	<b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
NET FUND ASSET BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>				
	24	Unrestricted	1,951,536.	2,532,492.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	<b>Total net assets or fund balances</b> (see instructions)	1,951,536.	2,532,492.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	1,951,536.	2,532,492.		

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 1,951,536.
2	Enter amount from Part I, line 27a	2 580,956.
3	Other increases not included in line 2 (itemize)	3
4	Add lines 1, 2, and 3	4 2,532,492.
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 2,532,492.

**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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 6			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (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	76,065.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	0.
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	479,854.	2,249,868.	0.213281
2009	392,756.	2,192,793.	0.179112
2008	462,182.	1,926,816.	0.239868
2007	321,928.	1,477,274.	0.217920
2006	211,911.	1,107,814.	0.191288

2 Total of line 1, column (d)	2	1.041469
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	0.208294
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,346,336.
5 Multiply line 4 by line 3	5	488,728.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,209.
7 Add lines 5 and 6	7	489,937.
8 Enter qualifying distributions from Part XII, line 4	8	355,545.

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)**

1 a 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 instrs)		1	2,419.
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, column (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	2,419.
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	2,419.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 1,308.		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 2,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	3,308.
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	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	889.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax. 889. Refunded		11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a 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
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
1 c Did the foundation file Form 1120-POL for this year?		X
1 d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
1 e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4 b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) NJ		
8 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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

BAA

**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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <span style="float:right">▶ N/A</span>	X		
14	The books are in care of ▶ <u>TAXPAYER</u> Telephone no ▶ <u>(201) 785-8881</u> Located at ▶ <u>182 W. ALLENDALE AVE ALLENDALE NJ</u> ZIP + 4 ▶ <u>07401</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year <span style="float:right">▶ 15</span>	N/A		N/A
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 ▶		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
1 a 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 type="checkbox"/> Yes <input checked="" 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 <span style="float:right">▶ <input type="checkbox"/></span>	1 b	N/A
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?	1 c	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 ▶ 20__ , 20__ , 20__ , 20__		
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)	2 b	N/A
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__		
3 a 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.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	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 propoganda, 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)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A**  Yes  No

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

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **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

**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

**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
BARNETT RUKIN 182 W. ALLENDALE AVENUE ALLENDALE, NJ 07401	TRUSTEE 0	0.	0.	0.
JULIUS EISEN 182 W. ALLENDALE AVENUE ALLENDALE, NJ 07401	TRUSTEE 0	0.	0.	0.
SLX CAPITAL MANAGMENT LTD 182 W. ALLENDALE AVENUE ALLENDALE, NJ 07401	Asset Mgmt 0	35,130.	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				

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		
-----		
-----		
-----		
-----		
-----		
<b>Total</b> 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 <u>N/A</u>	
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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 <u>N/A</u>	
2 -----	
All other program-related investments See instructions	
<b>Total.</b> Add lines 1 through 3	0.

BAA



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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	1,875,913.
<b>b</b> Average of monthly cash balances	<b>1b</b>	506,154.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d Total</b> (add lines 1a, b, and c)	<b>1d</b>	2,382,067.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	2,382,067.
<b>4</b> Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	35,731.
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	2,346,336.
<b>6 Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	117,317.

**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.)

<b>1</b> Minimum investment return from Part X, line 6		<b>1</b>	117,317.
<b>2a</b> Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	2,419.	
<b>b</b> Income tax for 2011 (This does not include the tax from Part VI)	<b>2b</b>		
<b>c</b> Add lines 2a and 2b	<b>2c</b>	2,419.	
<b>3</b> Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	114,898.	
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>		
<b>5</b> Add lines 3 and 4	<b>5</b>	114,898.	
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>		
<b>7 Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	114,898.	

**Part XII Qualifying Distributions** (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
<b>a</b> Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	<b>1a</b>	355,545.
<b>b</b> Program-related investments – total from Part IX-B	<b>1b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4 Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	355,545.
<b>5</b> 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)	<b>5</b>	
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	355,545.

**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				114,898.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	157,542.			
b From 2007	249,428.			
c From 2008	366,940.			
d From 2009	283,917.			
e From 2010	368,153.			
f Total of lines 3a through e	1,425,980.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 355,545.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2011 distributable amount				114,898.
e Remaining amount distributed out of corpus	240,647.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,666,627.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
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)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	157,542.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,509,085.			
10 Analysis of line 9				
a Excess from 2007	249,428.			
b Excess from 2008	366,940.			
c Excess from 2009	283,917.			
d Excess from 2010	368,153.			
e Excess from 2011	240,647.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

	Tax year				(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 organization 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) )  
See Statement 7

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)				
<p><i>a</i> Paid during the year SEE ATTACHED SCHEDULE</p>			CHARITABLE	355,545.
<b>Total</b>				▶ <b>3a</b> 355,545.
<i>b</i> Approved for future payment				
<b>Total</b>				▶ <b>3b</b>

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Fees and contracts from government agencies, Dividends and interest from securities, etc.

(See worksheet in line 13 instructions to verify calculations )

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes.

**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?

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash
- (2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

	Yes	No
1 a (1)		X
1 a (2)		X
1 b (1)		X
1 b (2)		X
1 b (3)		X
1 b (4)		X
1 b (5)		X
1 b (6)		X
1 c		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


(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		


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.

**Sign Here**  5/30/12 **TRUSTEE**

Signature of officer or trustee Date 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: MARC HARBUS, CPA  
 Preparer's signature:  Date: 5/24/12  
 Check  if self employed PTIN: P00094864  
 Firm's name: KONNER, HARBUS AND SCHWARTZ, P.C.  
 Firm's address: 80 EAST ROUTE 4 SUITE 408  
 PARAMUS, NJ 07652  
 Firm's EIN: 22-3048475  
 Phone no: (201) 556-1311

**Schedule B**  
**(Form 990, 990-EZ,**  
**or 990-PF)**

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No 1545-0047

**2011**

Name of the organization

THE BROOK FUND, INC.

Employer identification number

22-2561995

**Organization type** (check one)

**Filers of:**

Form 990 or 990-EZ

**Section:**

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

Form 990-PF

- 501(c)(3) exempt private foundation  
 4947(a)(1) nonexempt charitable trust treated as a private foundation  
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

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

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc. purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc. purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc. contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

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

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.**

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

THE BROOK FUND, INC.

Employer identification number

22-2561995

**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BARNETT RUKIN 813 E SADDLE RIVER ROAD HOHOKUS, NJ 07423	\$ 42,980.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	BARNETT RUKIN 813 E SADDLE RIVER ROAD HOHOKUS, NJ 07423	\$ 88,440.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	SUSAN EISEN 57 RIVERVIEW TERRACE UPPER SADDLE RIVER, NJ 07458	\$ 306,466.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	SUSAN EISEN 57 RIVERVIEW TERRACE UPPER SADDLE RIVER, NJ 07458	\$ 186,900.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	BARNETT RUKIN 813 E SADDLE RIVER ROAD HOHOKUS, NJ 07423	\$ 122,975.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	SUSAN EISEN 57 RIVERVIEW TERRACE UPPER SADDLE RIVER, NJ 07458	\$ 90,548.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)



Name of organization

THE BROOK FUND, INC.

Employer identification number

22-2561995

**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	ANDREW EISEN ----- 10 KAROW COURT ----- MONSEY, NY 10952 -----	\$ 17,110.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

THE BROOK FUND, INC.

Employer identification number

22-2561995

**Part II** Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1000 SHARES DIRECTV		
		\$ 42,980.	2/01/11
2	1500 SHARES WABCO HOLDINGS		
		\$ 88,440.	2/01/11
3	6,200 SHARES ERSTE BANK		
		\$ 306,466.	1/24/11
4	2,800 SHARES WEIGHT WATCHERS		
		\$ 186,900.	10/18/11
5	94,596 SHARES VINDA INTERNATIONAL HLDGS		
		\$ 122,975.	12/23/11
6	69,652 SHARES VINDA INTERNATIONAL HLDGS		
		\$ 90,548.	12/23/11

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

THE BROOK FUND, INC.

Employer identification number

22-2561995

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
7	13,162 SHARES VINDA INTERNATIONAL HLDGS	\$ 17,110.	12/23/11

BAA

Name of organization

THE BROOK FUND, INC.

Employer identification number

22-2561995

**Part III Exclusively religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.** Complete cols (a) through (e) and the following line entry

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **\$1,000 or less** for the year (Enter this information once See instructions )  
 Use duplicate copies of Part III if additional space is needed

► \$                      N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

THE BROOK FUND

EI #22-2561995

FORM 990-PF

F/Y/E 12/31/11

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<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
ADLER APHASIA CENTER 60 W HUNTER AVENUE MAYWOOD, NJ 07607	GENERAL	\$1,000
AFRICAN KIDS IN NEED INC 137 N. LARCHMONT BLVD, BOX 140 LOS ANGELES, CA 90004	GENERAL	250
ALEX MARROW CHILDREN'S FUND 56 RYE ROAD RYE, NY 10580	GENERAL	250
ALLENDALE VOLUNTEER FIRE ASSOC P.O. BOX 44 ALLENDALE, NJ 07401	GENERAL	25
AMERICAN FRIENDS OF MEIR PANIM 5316 NEW UTRECHT AVENUE BROOKLYN, NY 11219-9770	GENERAL	500
AMERICAN FRIENDS OF YAD ELIEZER 1102 EAST 26 STREET BROOKLYN, NY 11210	GENERAL	3,000
AMERICAN JEWISH COMMITTEE 165 E. 56 STREET, ROOM 800, NRE NEW YORK, NY 10126-0103	GENERAL	1,500
AMERICAN JEWISH WORLD SERVICE 45 W 36 STREET, 11 <sup>TH</sup> FL NEW YORK, NY 10018-7904	GENERAL	1,000
ANTI DEFAMATION LEAGUE P.O. BOX 447 TEANECK, NJ 07666	GENERAL	750
ASPNI 28 ARRANDALE AVENUE GREAT NECK, NY 11024-1804	GENERAL	750
BERGEN COUNTY UNITED WAY 6 FOREST AVENUE PARAMUS, NJ 07652	GENERAL	6,000
BERGEN COUNTY Y-JCC 605 PASCACK ROAD WASHINGTON TOWNSHIP, NJ 07676	GENERAL	79,750

THE BROOK FUND  
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<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
BVMI 241 MOORE STREET, STE 101 HACKENSACK, NJ 07601-7533	GENERAL	250
CAMERA P O. BOX 35040 BOSTON, MA 02135	GENERAL	1,000
CAMP RAHMAH IN NEW ENGLAND 2 COMMERCE WAY NORWOOD, MA 02062	GENERAL	20,000
CATSKILL MOUNTAIN KEEPER P O. BOX 381 YOUNGVILLE, NY 12791	GENERAL	500
CDA 1903 SOCIETY 10 WEST 71 STREET NEW YORK, NY 10023	GENERAL	500
CENTER FOR FOOD ACTION 192-A W DEMAREST AVENUE ENGLEWOOD, NJ 07631	GENERAL	1,000
CENTRAL PARK CONSERVANCY P O BOX 4004, CHURCH STREET STATION NEW YORK, NY 10277-0149	GENERAL	500
CERFT P.O BOX 838 MONTPELIER, VT 05601-0838	GENERAL	100
CITY HARVEST 575 EIGHTH AVENUE, 4 <sup>TH</sup> FLOOR NEW YORK, NY 10018	GENERAL	3,000
COP SHOT INC P.O. BOX 225 BRONX, NY 10475	GENERAL	1,000
CURE BREAST CANCER FOUNDATION, INC 1122 CLIFTON AVENUE CLIFTON, NJ 07013	GENERAL	1,000

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PAGE 11 - PART XV - LINE 3A

<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
CWS CROP 406 RUCKMAN ROAD CLOSTER, NJ 07624	GENERAL	100
DAUGHTERS OF MIRIAM CENTER THE GALLEN INST 155 HAZEL STREET CLIFTON, NJ 07011	GENERAL	1,500
DAUGHTERS OF MIRIAM FOUNDATION 155 HAZEL STREET CLIFTON, NJ 07011	GENERAL	300
ENVIRONMENTAL DEFENSE FUND 1875 CONNECTICUT AVENUE NW, SUITE 600 WASHINGTON, DC 20009	GENERAL	300
FOUNDATION FOR JEWISH CAMPING 15 WEST 36 <sup>TH</sup> STREET- 13 <sup>TH</sup> FL NEW YORK, NY 10018	GENERAL	16,650
FRIENDS OF THE ISRAEL DEFENSE FORCES 350 FIFTH AVENUE, SUITE 2011 NEW YORK, NY 10117-0425	GENERAL	180
FRIENDS OF ISRAEL DISABLED VETERANS P.O. BOX 1548 NEW YORK, NY 10277-1920	GENERAL	180
FRIENDS OF YAD SARAH 450 PARK AVENUE - 7 <sup>TH</sup> FL NEW YORK, NY 10022-2750	GENERAL	500
GEORGIA ORGANICS, INC 200-A OTTLEY DRIVE ATLANTA, GA 30324	GENERAL	250
GEORGIA PUBLIC BROADCASTING - GPB P.O. BOX 409277 ATLANTA, GA 30384	GENERAL	250
GOOD SAMARITAN HOSPITAL FOUNDATION 255 LAFAYETTE AVENUE SUFFERN, NY 10901	GENERAL	500
GREEN AMERICA PO BOX 540 FREDERICKSBURG, VA 22404-9965	GENERAL	500

## THE BROOK FUND

EI #22-2561995

FORM 990-PF

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<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
GUIDE DOG FOUNDATION FOR THE BLIND INC. 371 EAST MAIN STREET (JERICHO TPK) SMITHTOWN, NY 11787	GENERAL	250
HEBREW IMMIGRANT AID SOCIETY 333 SEVENTH AVENUE, 16 <sup>TH</sup> FL NEW YORK, NY 10001-5019	GENERAL	1,000
HEIFER INTERNATIONAL PO BOX 6021 ALBERT LEA, MN 56007-9831	GENERAL	500
HILLEL AT THE UNIVERSITY OF PENNSYLVANIA 215 SOUTH 39 <sup>TH</sup> STREET PHILADELPHIA, PA 19104	GENERAL	5,000
HO-HO-KUS PBA LOCAL 353 P.O. BOX 402 HO-HO-KUS, NJ 07423	GENERAL	100
HO-HO-KUS VOLUNTEER AMBULANCE CORPS PO BOX 81 HO-HO-KUS, NJ 07423	GENERAL	200
HO-HO-KUS VOLUNTEER FIRE DEPARTMENT 52 SHERIDAN AVENUE HO-HO-KUS, NJ 07423	GENERAL	150
HOLY NAME HEALTH CARE FOUNDATION 718 TEANECK ROAD TEANECK, NJ 07666-9798	GENERAL	500
HORACE MANN SCHOOL 231 WEST 246 <sup>TH</sup> STREET RIVERDALE, NY 10471-9988	GENERAL	2,500
HOSPICE OF NJ 175 GLENSIDE AVENUE SCOTCH PLAINS, NJ 07076	GENERAL	50
INSTITUTE FOR JEWISH SPIRITUALITY 330 7 <sup>TH</sup> AVENUE - 19 <sup>TH</sup> FL NEW YORK, NY 10001	GENERAL	1,000



THE BROOK FUND  
EI #22-2561995  
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PAGE 11 - PART XV - LINE 3A

<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
JBI INTERNATIONAL 110 E 30 <sup>TH</sup> STREET NEW YORK, NY 10016-7375	GENERAL	250
JEFFREY MODELL FOUNDATION 780 THIRD AVENUE NEW YORK, NY 10017	GENERAL	1,000
JERICHO PROJECT 245 W. 29 <sup>TH</sup> STREET, SUITE 902 NEW YORK, NY 10001	GENERAL	1,500
JEWISH EDUCATIONAL ALLIANCE, SAVANNAH P.O. BOX 23527 5111 ABERCORN STREET SAVANNAH, GA 31403	GENERAL	1,500
JEWISH FAMILY SERVICE 1485 TEANECK ROAD TEANECK NJ 07666	GENERAL	1,500
JEWISH FUNDERS NETWORK 150 WEST 30 STREET, SUITE 900 NEW YORK, NY 10001	GENERAL	850
JEWISH HOME FOUNDATION OF NORTH JERSEY 10 LINK DRIVE ROCKLEIGH, NJ 07647	GENERAL	1,000
JEWISH THEOLOGICAL SEMINARY 3080 BROADWAY, 4 <sup>TH</sup> FL NEW YORK, NY 10027-9985	GENERAL	11,000
JUVENILE DIABETES RESEARCH FOUNDATION INT'L 26 BROADWAY, 14 <sup>TH</sup> FLOOR NEW YORK, NY 10275-0776	GENERAL	2,000
KATAHDIN PRODUCTIONS 1516 5 <sup>TH</sup> STREET BERKLEY, CA 94710	GENERAL	180
KESHET 617 LANDWEHR ROAD NORTHBROOK, IL 60062	GENERAL	500

THE BROOK FUND  
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PAGE 11 - PART XV - LINE 3A

<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
KIPP ACADEMIES KIPP NYC C/O KIPP INFINITY 625 W 133 <sup>RD</sup> STREET NEW YORK, NY 10027	GENERAL	1,000
LINCOLN CENTER FOR THE PERFORMING ARTS 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023-6583	GENERAL	250
MAINE ORGANIC FARMERS & GARDENERS ASSN P.O BOX 170 UNITY, ME 04988	GENERAL	500
MANHATTAN INSTITUTE FOR POLICY RESEARCH INC 52 VANDERBILT AVENUE NEW YORK, NY 10164-1005	GENERAL	2,500
MEMORIAL HEALTH FOUNDATION P O. BOX 23089 SAVANNAH, GA 31403-3089	GENERAL	500
MIDDLE EAST FORUM 1500 WALNUT STREET, SUITE 1050 PHILADELPHIA, PA 19102	GENERAL	250
MOHONK PRESERVE P O BOX 715 NEW PALTZ, NY 12561	GENERAL	250
MOMENT 4115 WISCONSIN AVENUE NW, SUITE LL10 WASHINGTON, DC 20016	GENERAL	250
NAACP P.O. BOX 64983 BALTIMORE, MD 21264-4983	GENERAL	100
NATIONAL COUNCIL OF JEWISH WOMEN P.O BOX 1408 TOMS RIVER, NJ 08754-1408	GENERAL	500
NATIONAL PUBLIC RADIO - NPR 635 MASSACHUSETTS AVENUE NW WASHINGTON, DC 20001	GENERAL	250

THE BROOK FUND  
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<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
NATIONAL RESOURCES DEFENSE COUNCIL P O. BOX 1830 MERRIFIELD, VA 22116-9729	GENERAL	200
NEW MILFORD HIGH SCHOOL 1 SNYDER CIRCLE NEW MILFORD, NJ 07646	GENERAL	500
NEW YORK BOTANICAL GARDEN 2900 SOUTHERN BLVD BRONX, NY 10458-0649	GENERAL	250
NEW YORK CITY BALLET GUILD DAVID H KOCH THEATER 20 LINCOLN CENTER PLAZA NEW YORK, NY 10023-6965	GENERAL	300
NEW YORK PHILHARMONIC AVERY FISHER HALL 10 LINCOLN CENTER PLAZA NEW YORK, NY 10133-0088	GENERAL	250
NEW YORK PUBLIC RADIO P.O. BOX 1550 NEW YORK, NY 10116-1550	GENERAL	250
NORTHERN NEW JERSEY REGION OF HADASSAH 1530 PALISADE AVENUE FORT LEE, NJ 07024	GENERAL	1,000
OGEECHEE RIVERKEEPER P.O. BOX 1925 STATESBORO, GA 30459	GENERAL	150
ONE FAMILY FUND P.O. BOX 822732 PHILADELPHIA, PA 19182-2732	GENERAL	250
ORGANIC CONSUMERS ASSOCIATION 6771 S. SILVER HILL DRIVE FINLAND, MN 55603	GENERAL	250
PANCREATIC CANCER ACTION NETWORK 1500 ROSECRANS AVENUE, SUITE 200 MANHATTAN BEACH, CA 90266	GENERAL	100

## THE BROOK FUND

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<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
PLANNED PARENTHOOD FEDERATION OF AMERICA P.O. BOX 97166 WASHINGTON, DC 20090-7166	GENERAL	500
PLANNED PARENTHOOD OF GREATER NORTHERN NJ 196 SPEEDWELL AVENUE MORRISTOWN, NJ 07960-2934	GENERAL	350
PLAY FOR PINK C/O PREAKNESS HILLS COUNTRY CLUB 1050 RATZER ROAD WAYNE, NJ 07470-3384	GENERAL	200
PROGERIA RESEARCH FOUNDATION TEAM ZOEY PO BOX 102 PINE BROOK, NJ 07058	GENERAL	1,000
RECORDING FOR THE BLIND AND DYSLEXIC 20 ROSZEL ROAD PRINCETON, NJ 08540-9983	GENERAL	250
REED ACADEMY 85 SUMMIT AVENUE GARFIELD, NJ 07026	GENERAL	250
RICHMOND HILL HISTORICAL SOCIETY P O. BOX 381 RICHMOND HILL, GA 31324	GENERAL	150
RIVERKEEPER 20 SECOR ROAD OSSINING, NY 10562	GENERAL	100
RUDOLPH STEINER FELLOWSHIP FOUNDATION 241 HUNGRY HOLLOW ROAD CHESTNUT RIDGE, NY 10977	GENERAL	500
SAVANNAH COMMUNITY FOUNDATION 7393 HODGSON MEMORIAL DRIVE SAVANNAH, GA 31406	GENERAL	1,500
SAVANNAH JEWISH FEDERATION 5111 ABERCORN STREET SAVANNAH, GA 31405	GENERAL	1,500
SHELTER OUR SISTERS 405 STATE STREET HACKENSACK, NJ 07601	GENERAL	150

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<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
SHINING MOUNTAIN CHILDREN'S CENTER 16 BECKETT COURT MONSEY, NY 10952	GENERAL	800
SINAI SCHOOLS 228 LAKEVIEW TERRACE TEANECK, NJ 07666	GENERAL	500
SOUTH BRYAN VOLUNTEER FIREFIGHTERS ASSOC PO BOX 2626 RICHMOND HILL, GA 31324	GENERAL	50
SUMMER ON THE HILL 4662 TIBBETT AVENUE RIVERDALE, NY 10471	GENERAL	250
TABLE TO TABLE P.O. BOX 1051 ENGLEWOOD CLIFFS, NJ 07632	GENERAL	1,500
TEMPLE AVODAT SHALOM INDIV LEARNING 385 HOWLAND AVENUE RIVER EDGE, NJ 07661-1035	GENERAL	100
TEMPLE BETH RISHON 585 RUSSELL AVENUE WYCKOFF, NJ 07481	GENERAL	1,800
TEMPLE EMANUEL OF THE PASCACK VALLEY 87 OVERLOOK DRIVE WOODCLIFF LAKE, NJ 07677	GENERAL	1,800
THE ARNOLD P GOLD FOUNDATION 619 PALISADE AVENUE ENGLEWOOD CLIFFS, NJ 07632	GENERAL	500
THE BROTHERHOOD SYNAGOGUE 28 GRAMERCY PARK SO NEW YORK, NY 10003	GENERAL	1,800
THE COLLEEN GIBLIN FOUNDATION 690 KINDERKAMACK ROAD, SUITE 104 ORADELL, NJ 07649	GENERAL	500
THE DAVID PROJECT PO BOX 52390 BOSTON, MA 02205	GENERAL	250

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<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
THE FORUM SCHOOL FOUNDATION 107 WYCKOFF AVENUE WALDWICK, NJ 07463	GENERAL	100
THE FORWARD ASSOCIATION 125 MAIDEN LANE, FL 8 NEW YORK, NY 10273-0996	GENERAL	180
THE HEBREW UNIVERSITY OF JERUSALEM COLUMBIA UNIVERSITY, BOX 123 NEW YORK, NY 10027	GENERAL	15,000
THE ISRAEL PROJECT 2020 K STREET, NW SUITE 7600 WASHINGTON, DC 20006-1828	GENERAL	1,250
THE LUSTGARTEN FOUNDATION 1111 STEWART AVENUE BETHPAGE, NY 11714	GENERAL	1,000
THE NATURE CONSERVANCY 200 POTTERSVILLE ROAD CHESTER, NJ 07930	GENERAL	1,500
THE ROCKEFELLER UNIVERSITY 1230 YORK AVENUE, BOX 164 NEW YORK, NY 10065	GENERAL	500
THE VALLEY HOSPITAL AUXILIARY 223 N. VAN DIEN AVENUE RIDGEWOOD, NJ 07450-9982	GENERAL	2,800
THE VALLEY HOSPITAL FOUNDATION 223 N VAN DIEN AVENUE RIDGEWOOD, NJ 07450-9982	GENERAL	20,500
TO DO INSTITUTE P.O. BOX 50 MONKTON, VT 05469	GENERAL	250
UJA FEDERATION OF NORTHERN NJ 50 EISENHOWER DRIVE PARAMUS, NJ 07652	GENERAL	90,500
UNITED STATES HOLOCAUST MEMORIAL MUSEUM P.O BOX 96818 WASHINGTON, DC 20077-7674	GENERAL	300

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<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
VOLUNTEER CENTER OF BERGEN COUNTY 64 PASSAIC STREET HACKENSACK, NJ 07601	GENERAL	4,500
WASHINGTON INSTITUTE FOR NEAR EAST POLICY 1828 L STREET, NW, SUITE 1050 WASHINGTON, DC 20036	GENERAL	2,500
WEST BERGEN MENTAL HEALTHCARE 120 CHESTNUT STREET RIDGEWOOD, NJ 07450	GENERAL	250
WNYC RADIO P.O. BOX 1550 NEW YORK, NY 10116-1550	GENERAL	100
WOLCOTT SCHOOL 524 N. WOLCOTT STREET CHICAGO, IL 60642	GENERAL	10,000
YM-YWHA OF NORTH JERSEY 1 PIKE DRIVE WAYNE, NJ 07470	GENERAL	800
		<hr/>
		<u>\$355,545</u>

## THE BROOK FUND, INC.

22-2561995

**Statement 1**  
**Form 990-PF, Part I, Line 16b**  
**Accounting Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES				
Total	\$ 1,500.	\$ 0.	\$ 0.	\$ 0.

**Statement 2**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
TAXES				
Total	\$ 1,000.	\$ 0.	\$ 0.	\$ 0.

**Statement 3**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
MISCELLANEOUS EXPENSE				
Total	\$ 2,217.	\$ 0.	\$ 0.	\$ 0.

**Statement 4**  
**Form 990-PF, Part II, Line 10b**  
**Investments - Corporate Stocks**

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
12023 SHS VALLEY NAT'L BANCORP	Mkt Val	\$ 153,537.	\$ 148,725.
605 SH OF LIBERTY GLOBAL SER A	Mkt Val	24,085.	24,823.
605 SH OF LIBERTY GLOBAL SER C	Mkt Val	22,621.	23,910.
700 SH BROOKFIELD ASSET MNGT INC	Mkt Val	16,170.	19,236.
1830 SH LONGTOP FIN TECH LTD	Mkt Val	51,922.	55.
6200 SH ERSTE BANK	Mkt Val	306,466.	109,590.
177410 SH VINDA INTERNATIONAL	Mkt Val	230,633.	227,741.
2800 WEIGHT WATCHERS INTL	Mkt Val	186,900.	154,028.
Total		\$ 992,334.	\$ 708,108.



## THE BROOK FUND, INC.

22-2561995

Statement 5  
Form 990-PF, Part II, Line 13  
Investments - Other

	Valuation Method	Book Value	Fair Market Value
<u>Other Investments</u>			
VANGUARD INTER TERM TREASURY ADM	Mkt Val	\$ 65,289.	\$ 72,993.
VANGUARD TOTAL INT'L STOCK INDEX	Mkt Val	189,636.	216,125.
VANGUARD SHORT-TERM GRADE ADMIRAL FUND	Mkt Val	145,979.	144,971.
VANGUARD TOTAL STOCK MKT INDEX ADMIRAL	Mkt Val	83,699.	108,900.
VANGUARD GNMA FUND ADMIRAL SHARES	Mkt Val	123,401.	130,140.
VANGUARD TAX MNGD SMALL CAP	Mkt Val	265,932.	418,681.
VANGUARD VALUE INDEX FUND ADM	Mkt Val	37,622.	44,159.
	Total	\$ 911,558.	\$ 1,135,969.

Statement 6  
Form 990-PF, Part IV, Line 1  
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	1850 WABCO HOLDINGS	Purchased	Various	1/03/2011	112,748.		112,277.	471.			\$ 471.	
2	400 WABCO HOLDINGS	Purchased	Various	3/25/2011	24,106.		24,276.	-170.				-170.
3	7600 BROOKFIELD ASSET MGMT INC	Purchased	Various	2/02/2011	251,675.		175,560.	76,115.				76,115.
4	.4 CITIGROUP INC	Purchased	Various	5/10/2011	18.		217.	-199.				-199.
5	1600 LIBERTY GLOBAL INC CL A	Purchased	Various	2/02/2011	65,360.		59,824.	5,536.				5,536.
6	1600 LIBERTY GLOBAL INC SER C	Purchased	Various	2/02/2011	62,339.		63,696.	-1,357.				-1,357.
7	.55 VALLEY NATL BANCORP	Purchased	10/26/2007	5/20/2011	7.		0.	7.				7.
8	1000 DIRECTV COM	Purchased	Various	2/02/2011	42,274.		42,980.	-706.				-706.
9	1500 WABCO HOLDINGS	Purchased	Various	2/02/2011	84,808.		88,440.	-3,632.				-3,632.
											Total	\$ 76,065.

Statement 7  
Form 990-PF, Part XV, Line 1a  
Foundation Managers - 2% or More Contributors

BARNETT RUKIN  
JULIUS EISEN

## Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury  
Internal Revenue Service

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

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

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

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

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

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

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

Enter filer's identifying number, see instructions

<b>Type or print</b>	Name of exempt organization or other filer, see instructions <b>THE BROOK FUND, INC.</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>22-2561995</b>
	Number, street, and room or suite number. If a P.O. box, see instructions <b>182 WEST ALLENDALE AVENUE</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>ALLENDALE, NJ 07401-1723</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

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

• The books are in the care of ▶ TAXPAYER -----

Telephone No ▶ (201) 785-8881 FAX No ▶ -----

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

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- ▶  calendar year 20 11 or
- ▶  tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_

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

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	3,308.
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	1,308.
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	2,000.

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

**BAA For Paperwork Reduction Act Notice, see Instructions.**