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

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
THE BROOKS FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
C/O UNTRACHT EARLY, 325 COLUMBIA TPKE 202

City or town, state, and ZIP code
FLORHAM PARK, NJ 07932

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) ☐ Accounting method: ☒ Cash ☐ Accrual
(from Part II, col. (c), line 16) ☐ Other (specify) _____
\$ **4,260,392.** (Part I, column (d) must be on cash basis.)

A Employer identification number
22-3761279

B Telephone number
973-408-6700

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).)		(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	12,735.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	4,609.	4,609.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	498,095.			
	b Gross sales price for all assets on line 6a	930,941.			
	7 Capital gain net income (from Part IV, line 2)		498,095.		
	8 Net short-term capital gain				
Operating and Administrative Expenses	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	-123,602.	-123,602.		STATEMENT 2
	12 Total. Add lines 1 through 11	391,837.	379,102.		
	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	10,000.	0.		10,000.
	c Other professional fees				
	17 Interest				
	18 Taxes	6,827.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
22 Printing and publications					
23 Other expenses	47,215.	20,803.		20,803.	
24 Total operating and administrative expenses. Add lines 13 through 23	64,042.	20,803.		30,803.	
25 Contributions, gifts, grants paid	172,690.			172,690.	
26 Total expenses and disbursements. Add lines 24 and 25	236,732.	20,803.		203,493.	
27 Subtract line 26 from line 12	155,105.				
a Excess of revenue over expenses and disbursements		358,299.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		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	18,068.	27,268.	27,268.	
	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				
	7 Other notes and loans receivable ▶				
	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				
	b Investments - corporate stock STMT 6	1,663,677.	1,809,582.	4,233,124.	
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers)	1,681,745.	1,836,850.	4,260,392.	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.			
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>	27 Capital stock, trust principal, or current funds	0.	0.	
		28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
		29 Retained earnings, accumulated income, endowment, or other funds	1,681,745.	1,836,850.	
		30 Total net assets or fund balances	1,681,745.	1,836,850.	
	31 Total liabilities and net assets/fund balances	1,681,745.	1,836,850.		

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	1,681,745.
2 Enter amount from Part I, line 27a	2	155,105.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,836,850.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,836,850.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
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 930,941.		432,846.	498,095.

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			
b			
c			
d			
e			498,095.

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	498,095.
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) If (loss), enter -0- in Part I, line 8		3	N/A

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 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	111,726.	3,469,095.	.032206
2009	147,386.	2,397,591.	.061473
2008	159,288.	2,805,515.	.056777
2007	139,135.	3,403,808.	.040876
2006	125,483.	2,788,270.	.045004

2 Total of line 1, column (d)	2	.236336
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	.047267
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,179,362.
5 Multiply line 4 by line 3	5	197,546.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,583.
7 Add lines 5 and 6	7	201,129.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	203,493.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,583.
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	3,583.
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	3,583.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,642.	
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	2,642.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	6.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	947.	
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	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 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"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> WY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► UNTRACHT EARLY Telephone no ► 973-408-6700 Located at ► 325 COLUMBIA TURNPIKE, SUITE 202, FLORHAM PARK, N ZIP+4 ► 07932			
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	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 ►	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 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 N/A <input type="checkbox"/>	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see 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 ►		
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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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.

(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
T. ANTHONY BROOKS	TRUSTEE			
C/O UNTRACHT EARLY, 325 COLUMBIA TPKE	2.00	0.	0.	0.
FLORHAM PARK, NJ 07932				
LINDA LEITH BROOKS	TRUSTEE			
C/O UNTRACHT EARLY, 325 COLUMBIA TPKE	2.00	0.	0.	0.
FLORHAM PARK, NJ 07932				

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	95,356.
c	Fair market value of all other assets	1c	4,147,651.
d	Total (add lines 1a, b, and c)	1d	4,243,007.
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	4,243,007.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	63,645.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,179,362.
6	Minimum investment return. Enter 5% of line 5	6	208,968.

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	208,968.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,583.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,583.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	205,385.
4	Recoveries of amounts treated as qualifying distributions	4	250.
5	Add lines 3 and 4	5	205,635.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	205,635.

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	203,493.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	203,493.
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	5	3,583.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	199,910.

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.

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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				205,635.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			170,507.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 203,493.				
a Applied to 2010, but not more than line 2a			170,507.	
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				32,986.
e Remaining amount distributed out of corpus	0.			
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	0.			
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 instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				172,649.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

- 2 a** 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))

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ADIRONDACK COUNCIL 103 HAND AVE, SUITE 3 ELIZABETHTOWN, NY 12932	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
ALZHEIMER'S ASSOCIATION 225 N. MICHIGAN AVE, FLOOR 17 CHICAGO, IL 60601	NONE	PUBLIC	GENERAL UNRESTRICTED	600.
AMERICAN CANCER SOCIETY PO BOX 22718 OKLAHOMA CITY, OK 73123	NONE	PUBLIC	GENERAL UNRESTRICTED	2,000.
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVE DALLAS, TX 75231	NONE	PUBLIC	GENERAL UNRESTRICTED	2,500.
AMERICAN PRAIRIE FOUNDATION PO BOX 908 BOZEMAN, MT 59771	NONE	PUBLIC	GENERAL UNRESTRICTED	1,000.
Total	SEE CONTINUATION SHEET(S)			172,690.
b Approved for future payment				
NONE				
Total				0.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMERICAN RED CROSS 410 E GRAND AVE, STE 105 LARAMIE, WY 82072	NONE	PUBLIC	GENERAL UNRESTRICTED	2,750.
AMERICAN RIVERS 1025 VERMONT AVE. NW WASHINGTON, DC 20005	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
ANDREW K DWYER FOUNDATION 756 GUARD HILL ROAD BEDFORD, NY 10508	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
APAWAMIS FOUNDATION 2 CLUB ROAD RYE, NY 10580	NONE	PUBLIC	GENERAL UNRESTRICTED	100.
APPALACHIAN TRAIL CONSERVANCY 799 WASHINGTON STREET, PO BOX 807 HARPERS FERRY, WV 25425	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
ART ASSOCIATION 240 SOUTH GLENWOOD ST., PO BOX 1248 JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
ASPCA 424 E. 92ND STREET NEW YORK, NY 10128	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
BOYS TOWN 14100 CRAWFORD ST. BOYS TOWN, NE 68010	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
CASASITO ASSOCIATION 7424 TOVAR DRIVE AUSTIN, TX 78729	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
CITIZENS AGAINST GOVERNMENT WASTE 1301 PENNSYLVANIA AVENUE, NW, SUITE 1075 WASHINGTON, DC 20004	NONE	PUBLIC	GENERAL UNRESTRICTED	1,050.
Total from continuation sheets				166,340.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CLARK FORK FOUNDATION PO BOX 7593 MISSOULA, MT 59807	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
CLEARWATER 112 LITTLE MARKET ST POUGHKEEPSIE, NY 12601	NONE	PUBLIC	GENERAL UNRESTRICTED	205.
CLIMB WYOMING 1001 W. 31ST STREET CHEYENNE, WY 82001	NONE	PUBLIC	GENERAL UNRESTRICTED	1,000.
COMMUNITY FOUNDATION OF JACKSON HOLE P.O. BOX 574 JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	21,600.
COMMUNITY RESOURCE CENTER 655 BROADWAY #300 DENVER, CO 80203	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
COMMUNITY SAFETY NETWORK PO BOX 1328 JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	1,000.
COMMUNITY YMCA RED BANK 113 TINDALL ROAD MIDDLETOWN, NJ 07748	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
COUGER FUND 125 N. CACHE STREET, 2ND LEVEL JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	1,060.
COVENANT HOUSE 611 NORTH RAMPART STREET NEW ORLEANS, LA 70112	NONE	PUBLIC	GENERAL UNRESTRICTED	7,500.
CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON ROAD, 2ND FLOOR BETHESDA, MD 20814	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DAWN REDWOODS CHARITABLE TRUST ONE BLACKFIELD DRIVE, STE 331 TIBURON, CA 94920	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
DUCKS UNLIMITED ONE WATERFOWL WAY MEMPHIS, TN 38120	NONE	PUBLIC	GENERAL UNRESTRICTED	750.
EARTHJUSTICE 426 17TH STREET OAKLAND, CA 94612	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
EAST HARLEM SCHOOL 309 EAST 103RD ST. NEW YORK, NY 10029	NONE	PUBLIC	GENERAL UNRESTRICTED	2,500.
ENVIRONMENTAL DEFENSE FUND 257 PARK AVENUE SOUTH NEW YORK, NY 10010	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
EPISCOPAL RELIEF & DEVELOPMENT 815 SECOND AVENUE NEW YORK, NY 10017	NONE	PUBLIC	GENERAL UNRESTRICTED	3,240.
FIVER CHILDREN'S FOUNDATION 240 WEST 35TH STREET, STE 305 NEW YORK, NY 10001	NONE	PUBLIC	GENERAL UNRESTRICTED	3,000.
GAPI 5059 HAWKS RIDGE DRIVE COLUMBUS, GA 31904	NONE	PUBLIC	GENERAL UNRESTRICTED	50.
GRAND TETON MUSIC FESTIVAL 4015 WEST LAKE CREEK DR. WILSON, WY 83014	NONE	PUBLIC	GENERAL UNRESTRICTED	1,500.
GREATER YELLOWSTONE COALITION PO BOX 1874, 13 S. WILLSON, STE 2 BOZEMAN, MO 59771	NONE	PUBLIC	GENERAL UNRESTRICTED	35.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GREENWICH ACADEMY ANNUAL GIVING 200 NORTH MAPLE AVENUE GREENWICH, CT 06830	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
GREENWICH SPANISH SCHOOL 6 RIVERDALE AVE. GREENWICH, CT 06831	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
HABITAT FOR HUMANITY 121 HABITAT STREET AMERICUS, GA 31709	NONE	PUBLIC	GENERAL UNRESTRICTED	750.
HEIFER PROJECT INTERNATIONAL 55 HEIFER ROAD PERRYVILLE, AR 72126	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
INTERNATIONAL CENTER OF PHOTOGRAPHY 1133 AVE OF THE AMERICAS #1A NEW YORK, NY 10036	NONE	PUBLIC	GENERAL UNRESTRICTED	100.
JACKSON HOLE CHILDREN'S MUSEUM 174 N. KING ST. JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	150.
JACKSON HOLE COMMUNITY SCHOOL 1715 HIGH SCHOOL RD JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	1,000.
JACKSON HOLE CUPBOARD PO BOX 1622 JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	10,000.
JACKSON HOLE HISTORICAL SOCIETY 105 MERCILL AVENUE JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	2,500.
JACKSON HOLE LAND TRUST 555 E BROADWAY #228 JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	6,350.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JACKSON HOLE SKI & SNOWBOARD CLUB PO BOX 461 JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	2,000.
JACKSON HOLE WILDLIFE FOUNDATION PO BOX 8042 JACKSON, WY 83002	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
JHTRA PO BOX 415 TETON VILLAGE, WY 83025	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
KATHERINE DELMAR BURKE SCHOOL 7070 CALIFORNIA STREET SAN FRANCISCO, CA 94121	NONE	PUBLIC	GENERAL UNRESTRICTED	750.
KENT SCHOOL ANNUAL FUND PO BOX 2006 KENT, CT 06757	NONE	PUBLIC	GENERAL UNRESTRICTED	2,500.
KING & LOW-HEYWOOD ANNUAL FUND 19303 FREMONT AVENUE NORTH SEATTLE, WA 98133	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
LAND TRUST ALLIANCE 1331 H. STREET NW STE 400 WASHINGTON, DC 20005	NONE	PUBLIC	GENERAL UNRESTRICTED	2,000.
MANHATTAN COUNCIL-BSA 350 5TH AVENUE, SUITE 530 NEW YORK, NY 10118	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
MEMORIAL SLOANE KETTERING CANCER CENTER 1275 YORK AVE NEW YORK, NY 10021	NONE	PUBLIC	GENERAL UNRESTRICTED	1,000.
MICHAEL J. FOX FOUNDATION PO BOX 4777 NEW YORK, NY 10163	NONE	PUBLIC	GENERAL UNRESTRICTED	200.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MOTHER PHI FOUNDATION PO BOX 7007 ALBERT LEA, MN 56007	NONE	PUBLIC	GENERAL UNRESTRICTED	950.
NATIONAL BREAST CANCER CENTER 2600 NETWORK BLVD., SUITE 300 FRISCO, TX 75034	NONE	PUBLIC	GENERAL UNRESTRICTED	450.
NATIONAL OUTDOOR LEADERSHIP SCHOOL 284 LINCOLN STREET LANDER, WY 82520	NONE	PUBLIC	GENERAL UNRESTRICTED	13,000.
NATIONAL RIGHT TO WORK FOUNDATION 8001 BRADDOCK ROAD SPRINGFIELD, VA 22160	NONE	PUBLIC	GENERAL UNRESTRICTED	200.
NATURAL MUSEUM OF WILDLIFE ART 2820 RUNGIUS ROAD JACKSON HOLE, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
NAVY SEAL FOUNDATION 1619 D STREET, BLDG. 5326 VIRGINIA BEACH, VA 23459	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
NORTH SHORE ANIMAL LEAGUE 25 DAVIS AVENUE PORT WASHINGTON, NY 11050	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
NRDC 40 WEST 20TH STREET NEW YORK, NY 10011	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
OFF SQUARE THEATRE CO. 240 SOUTH GLENWOOD JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
OPPORTUNITY INTERNATIONAL 2122 YORK ROAD, SUITE 150 OAK BROOK, IL 60523	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PAWS OF JACKSON HOLE 250 WEST PEARL STREET JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	1,000.
PROCTOR ACADEMY 204 MAIN STREET ANDOVER, NH 03216	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
RAILS TO TRAILS CONSERVANCY 2121 WARD CT., NW 5TH FLOOR WASHINGTON, DC 20037	NONE	PUBLIC	GENERAL UNRESTRICTED	200.
RAMPANT LION FOUNDATION PO BOX 1880 TUSCALOOSA, AL 35403	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
RED TAIL PROJECT 310 AIRPORT ROAD, HANGAR 3 SOUTH ST. PAUL, MN 55075	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
RTA INCORPORATED C/O HENRY P. DAVISON, BESSEMER TRUST CO., 630 FIFTH AVE. NEW YORK, NY 10111	NONE	PUBLIC	GENERAL UNRESTRICTED	3,250.
RYE COUNTRY DAY SCHOOL ANNUAL FUND 3 GRANDVIEW AVENUE RYE, NY 10580	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
RYE LIBRARY 1061 BOSTON POST ROAD RYE, NY 10580	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
SALVATION ARMY 615 SLATERS LANE PO BOX 269 ALEXANDRIA, VA 22313	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
SAVE THE YELLOWSTONE CUTTHROAT PO BOX 3008 CODY, WY 82414	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SKIING HERITAGE 610 PALMS AVE., PO BOX 191 ISHPEMING, MI 49849	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
ST. JOHN'S DIABETES FUND 625 E BROADWAY ST JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
ST. JOHN'S EPISCOPAL CHURCH 170 N GLENWOOD JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	13,800.
ST. JOHN'S HOSPICE 555 EAST BROADWAY JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	100.
ST. JOHN'S HOSPITAL FOUNDATION PO BOX 428, 625 E. BROADWAY JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	1,000.
STEADMAN PHILIPPON RESEARCH INST. 181 WEST MEADOW DR., STE 100 VAIL, CO 81657	NONE	PUBLIC	GENERAL UNRESTRICTED	2,000.
TEDDY MALONEY FOUNDATION 425 OLD HICKORY ROAD FAIRFIELD, CT 06824	NONE	PUBLIC	GENERAL UNRESTRICTED	5,350.
TETON COUNTY LIBRARY 125 VIRGINIAN LANE, PO BOX 1629 JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	3,250.
TETON COUNTY SEARCH & RESCUE PO BOX 1885 JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	2,000.
TETON LITERACY PROGRAM 1715 HIGH SCHOOL RD JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	100.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TETON PINES - SHERIFF'S DINNER PO BON 14909 JACKSON, WY 83002	NONE	PUBLIC	GENERAL UNRESTRICTED	1,000.
TETON RAPTOR CENTER PO BOX 1805 545 WEST HIGHWAY 22 WILSON, WY 83014	NONE	PUBLIC	GENERAL UNRESTRICTED	2,500.
TETON SCIENCE SCHOOL 700 COYOTE CANYON RD JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
TETON YOUTH & FAMILY SERVICES 3188 S ADAMS CANYON DR. JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	1,000.
THE MURIE CENTER 4 MOOSE RD. MOOSE, WY 93012	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
THE NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
TROUT UNLIMITED 250 N. 1ST STREET LANDER, WY 82520	NONE	PUBLIC	GENERAL UNRESTRICTED	3,000.
UNCF 8260 WILLOW OAKS CORPORATE DRIVE FAIRFAX, VA 22031	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
US SKI & SNOWBOARD TEAM FOUNDATION 1500 KEARNS BLVD, BOX 100 PARK CITY, UT 84060	NONE	PUBLIC	GENERAL UNRESTRICTED	1,250.
USOC PO BOX 7010 ALBERT LEA, MN 56007	NONE	PUBLIC	GENERAL UNRESTRICTED	700.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WHPA PO BOX 22718 ELK MOUNTAIN, WY 82324	NONE	PUBLIC	GENERAL UNRESTRICTED	100.
WILDERNESS SOCIETY 1615 M ST., NW WASHINGTON, DC 20036	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
WORLD WILDLIFE FUND 1250 24TH STREET, NW WASHINGTON, DC 20037	NONE	PUBLIC	GENERAL UNRESTRICTED	750.
WOUNDED WARRIOR FAMILY SUPPORT 4899 BELFORD ROAD, SUITE 300 JACKSONVILLE, FL 32256	NONE	PUBLIC	GENERAL UNRESTRICTED	1,000.
WYOMING LAND TRUST 131 SOUTH JACKSON AVE. PINEDALE, WY 82941	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
WYOMING OUTDOOR COUNCIL 262 LINCOLN STREET LANDER, WY 82520	NONE	PUBLIC	GENERAL UNRESTRICTED	4,000.
WYOMING PUBLIC RADIO P.O. BOX 3984 LARAMIE, WY 82071	NONE	PUBLIC	GENERAL UNRESTRICTED	2,500.
WYOMING STOCK GROWERS AGRICULTURAL LAND TRUST PO BOX 206 113 E. 20TH CHEYENNE, WY 82003	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
YALE UNIVERSITY 254 COLLEGE ST NEW HAVEN, CT 06510	NONE	PUBLIC	GENERAL UNRESTRICTED	7,500.
YELLOWSTONE PARK FOUNDATION 222 EAST MAIN ST, STE 301 BOZEMAN, MT 59715	NONE	PUBLIC	GENERAL UNRESTRICTED	750.
Total from continuation sheets				

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





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

[illegible]

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

- | b If "Yes," complete the following schedule | | |
|---|--------------------------|---------------------------------|
| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
| 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    

Signature of officer or trustee Date Title

4/9/12 TRUSTEE

May the IRS discuss this return with the preparer shown below (see Instr. 7)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	TRACEY B. EARLY	TRACEY B. EARLY	05/07/12		P00161567
	Firm's name ▶ UNTRACHT EARLY LLC			Firm's EIN ▶ 22-3754856	
	Firm's address ▶ 325 COLUMBIA TURNPIKE, SUITE 202 FLORHAM PARK, NJ 07932			Phone no 973-408-6700	

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

Employer identification number

THE BROOKS FOUNDATION

22-3761279

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 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).

LHA 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	Employer identification number
THE BROOKS FOUNDATION	22-3761279

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ANTHONY BROOKS C/O UNTRACHT EARLY LLC, 325 COLUMBIA TPKE, STE 202 FLORHAM PARK, NJ 07932	\$ 12,735.	Person <input checked="checked" 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.)
		\$	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

Employer identification number

THE BROOKS FOUNDATION

22-3761279

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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

THE BROOKS FOUNDATION

22-3761279

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 columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

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

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	770 SHS PLAINS ALL AMERICAN PIPELINE, LP	P	10/28/03	01/21/11
b	1,700 SHS CHESAPEAKE MIDSTREAM PARTNERS, LP	P	07/28/10	02/04/11
c	1,000 SHS SHS PLAINS ALL AMERICAN PIPELINE, LP	P	10/28/03	02/04/11
d	1,800 SHS TARGA RESOURCES CORP	P	12/06/10	02/04/11
e	1,500 SHS BOARDWALK PIPELINE PARTNERS, LP	P	12/30/05	02/11/11
f	2,000 SHS WESTERN GAS PARTNERS, LP	P	05/09/08	02/11/11
g	3,600 SHS BOARDWALK PIPELINE PARTNERS, LP	P	12/30/05	03/18/11
h	1,000 SHS SHS PLAINS ALL AMERICAN PIPELINE, LP	P	10/28/03	04/26/11
i	2,000 SHS TESORO LOGISTICS, LP	P	04/20/11	05/16/11
j	1,000 SHS SHS PLAINS ALL AMERICAN PIPELINE, LP	P	10/28/03	06/28/11
k	1,000 SHS ENERGY TRANSFER EQUITY, LP	P	06/30/08	07/11/11
l	3,000 SHS ALLIANCEBERSTEIN HOLDINGS, LP	P	03/09/10	09/20/11
m	800 SHS WILLIAM PARTNERS, LP	P	02/01/11	09/20/11
n	1,000 SHS EL PASO PIPELINE PARTNERS, LP	P	11/16/07	10/20/11
o	1,000 SHS EL PASO PIPELINE PARTNERS, LP	P	11/16/07	10/21/11

(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	49,469.	12,640.	36,829.
b	45,890.	33,111.	12,779.
c	65,307.	15,777.	49,530.
d	54,899.	39,600.	15,299.
e	49,183.	20,065.	29,118.
f	67,209.	29,487.	37,722.
g	114,278.	47,516.	66,762.
h	64,535.	15,777.	48,758.
i	46,656.	42,077.	4,579.
j	62,019.	16,688.	45,331.
k	44,905.	7,268.	37,637.
l	48,996.	77,818.	-28,822.
m	43,585.	34,707.	8,878.
n	34,326.	12,264.	22,062.
o	33,860.	12,264.	21,596.

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			36,829.
b			12,779.
c			49,530.
d			15,299.
e			29,118.
f			37,722.
g			66,762.
h			48,758.
i			4,579.
j			45,331.
k			37,637.
l			-28,822.
m			8,878.
n			22,062.
o			21,596.

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

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)
If (loss), enter "-0-" in Part I, line 8

3

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	1,000 SHS ENTERPRISE PRODUCT PARTNERS, LP	P	12/29/00	12/21/11
b	1,000 SHS EL PASO PIPELINE PARTNERS, LP	P	11/16/07	12/21/11
c	ENTERPRISE PRODUCT PARTNERS, LP	P	12/29/00	12/16/01
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 44,825.		3,652.	41,173.
b 32,139.		12,135.	20,004.
c 28,860.			28,860.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			41,173.
b			20,004.
c			28,860.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	498,095.
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) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
THROUGH NEUBERGER BERMAN	4,609.	0.	4,609.
TOTAL TO FM 990-PF, PART I, LN 4	4,609.	0.	4,609.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY LOSS FROM K-1 CEDAR FAIR, L.P.	-13,965.	-13,965.	
ORDINARY INCOME FROM K-1 ENTERPRISE PRODUCTS PARTNERS, L.P.	7,954.	7,954.	
ORDINARY LOSS FROM K-1 NUSTAR ENERGY GP HOLDINGS	-99.	-99.	
ORDINARY LOSS FROM K-1 WESTERN GAS PARTNERS	-39.	-39.	
ORDINARY INCOME FROM K-1 PLAINS ALL AMERICA	1,958.	1,958.	
ORDINARY LOSS FROM K-1 ENERGY TRANSFER	-32,446.	-32,446.	
ORDINARY LOSS FROM K-1 BLUEKNIGHT ENERGY PARTNERS LP	-18,520.	-18,520.	
ORDINARY LOSS FROM K-1 BOARDWALK PIPELINE PARTNERS LP	-631.	-631.	
ORDINARY INCOME FROM K-1 NATURAL RESOURCE PARTNERS LP	8.	8.	
ORDINARY LOSS FROM K-1 REGENCY ENERGY	-25,432.	-25,432.	
ORDINARY LOSS FROM K-1 PENN VIRGINIA GP HOLDINGS LP	-2,813.	-2,813.	
ORDINARY LOSS FROM K-1 SPECTRA ENERGY PARTNERS	-14,324.	-14,324.	
ORDINARY LOSS FROM K-1 EL PASO PIPELINE	-5,312.	-5,312.	
ORDINARY INCOME FROM K-1 ALLIANCE HOLDINGS GP,LP	8,043.	8,043.	
ORDINARY LOSS FROM K-1 INERGY, LP	-21,954.	-21,954.	
ORDINARY INCOME FROM K-1 ALLIANCEBERSTEIN HOLDINGS, LP	1,440.	1,440.	
ORDINARY LOSS FROM K-1 CHESAPEAKE MIDSTREAM PARTNERS	-602.	-602.	
ORDINARY INCOME FROM K-1 TESORO LOGISTICS LP	77.	77.	

ORDINARY LOSS FROM PENN VIRGINIA RESOURCE PARTNERS LP	-1,261.	-1,261.
ORDINARY INCOME FROM PENN VIRGINIA RESOURCE PARTNERS LP	8,883.	8,883.
ORDINARY LOSS FROM K-1 INERGY MIDSTREAM, LP	-336.	-336.
ORDINARY LOSS FROM K-1 WILLIAMS PARTNERS, LP	-16,246.	-16,246.
OTHER INCOME - RECOVERY	250.	250.
FEDERAL EXCISE TAX REFUND	1,765.	1,765.
TOTAL TO FORM 990-PF, PART I, LINE 11	-123,602.	-123,602.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	10,000.	0.		10,000.
TO FORM 990-PF, PG 1, LN 16B	10,000.	0.		10,000.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	6,827.	0.		0.
TO FORM 990-PF, PG 1, LN 18	6,827.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKERAGE FEES	41,591.	20,795.		20,796.
NON-DEDUCTIBLE EXPENSES FROM K-1S	4,001.	0.		0.
BANK FEES	15.	8.		7.
PENALTIES & INTEREST	108.	0.		0.
NONQUALIFIED CONTRIBUTIONS	1,500.	0.		0.
TO FORM 990-PF, PG 1, LN 23	47,215.	20,803.		20,803.

FORM 990-PF

CORPORATE STOCK

STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ALLIANCEBERSTEIN HOLDING LP	0.	0.
PLAINS ALL AMERICAN PIPELINE LP	0.	0.
ENTERPRISE PRODUCTS PARTNERS LP	0.	510,180.
CEDAR FAIR LP	92,610.	301,000.
NATURAL RESOURCE PARTNERS LP	124.	0.
BOARDWALK PIPELINE PARTNERS LP	0.	0.
SPECTRA ENERGY PARTNERS LP	137,344.	255,680.
REGENCY ENERGY PARTNERS LP	136,020.	288,376.
EL PASO PIPELINE PARTNERS LP	69,233.	207,720.
ALLIANCE HOLDINGS GP LP	66,241.	259,900.
NUSTAR GP HOLDINGS LLC	153,052.	319,200.
BLUEKNIGHT ENERGY PARTNERS LP	61,809.	40,649.
WESTERN GAS PARTNERS LP	104,386.	330,160.
ENERGY TRANSFER EQUITY LP	48,369.	430,148.
PENN VIRGINIA GP HOLDINGS LP	0.	0.
CHESAPEAKE MIDSTREAM PARTNERS LP	0.	0.
TEEKAY OFFSHORE PARTNERS LP	64,697.	85,120.
TARGA RESOURCES CORP	0.	0.
INERGY LP	266,498.	283,272.
WILLIAMS PARTNERS LP	148,942.	118,872.
ONEOK INC NEW	88,932.	130,035.
PENN VIRGINIA RESOURCES LP	43,011.	46,465.
WILLIAMS CO INC.	104,682.	215,964.
INERGY MIDSTREAM LP	98,264.	109,910.
BLUEKNIGHT ENERGY PARTNERS LP	21,892.	25,260.
PENN VIRGINIA RESOURCES LP	103,476.	275,213.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,809,582.	4,233,124.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 7

NAME OF MANAGER

T. ANTHONY BROOKS
LINDA LEITH BROOKS