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

2011

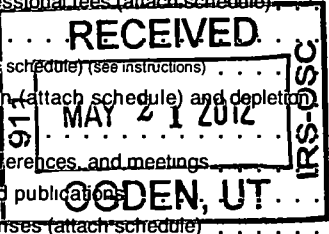
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011 or tax year beginning, 2011, and ending, 20

Name of foundation: THE BROOKS FOUNDATION. Employer identification number: 43-6476262. Address: 209 S. WOODSMILL ROAD, CHESTERFIELD, MO 63017. Accounting method: Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-27).

SCANNED MAY 24 2012 Operating and Administrative Expenses



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	117,444.	11,553.	11,553.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 5	1,351,189.	1,341,461.	1,280,565.
	c	Investments - corporate bonds (attach schedule)	27,671.	26,745.	24,441.
	11	Investments - land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
14	Land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,496,304.	1,379,759.	1,316,559.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,496,304.	1,379,759.	
	30	Total net assets or fund balances (see instructions)	1,496,304.	1,379,759.	
31	Total liabilities and net assets/fund balances (see instructions)	1,496,304.	1,379,759.		

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	1,496,304.
2	Enter amount from Part I, line 27a	2	-116,238.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,380,066.
5	Decreases not included in line 2 (itemize) ATTACHMENT 6	5	307.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,379,759.

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 SEE PART IV SCHEDULE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	19,269.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }		3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010		1,365,952.	
2009	171,820.	1,375,026.	0.124958
2008	263,214.	1,955,945.	0.134571
2007	201,100.	2,503,142.	0.080339
2006	210,658.	2,485,615.	0.084751
2 Total of line 1, column (d)			0.424619
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			0.084924
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			1,366,180.
5 Multiply line 4 by line 3			116,021.
6 Enter 1% of net investment income (1% of Part I, line 27b)			548.
7 Add lines 5 and 6			116,569.
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			171,000.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

Table with 11 rows for excise tax calculation. Includes fields for exempt foundations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments (6a-6d), total credits, penalty, tax due, overpayment, and amount to be credited to 2012 estimated tax.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, Yes, and No. Questions cover political influence, spending for political purposes, Form 1120-POL filing, tax on political expenditures, reimbursement, IRS reporting, changes in governing instruments, unrelated business income, tax return filing, liquidation, 508(e) requirements, assets, and substantial contributors.

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of JOANNE BROOKS Telephone no (636) 530-2210
Located at 209 S. WOODSMILL ROAD, APT. 2301 CHESTERFIELD, MO ZIP + 4 63017
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
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 90-221. If "Yes," enter the name of the foreign country

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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).
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
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?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?
If "Yes," list the years
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)
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?
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)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel... (4) Provide a grant to an organization other than a charitable... (5) Provide for any purpose other than religious... b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify... c If the answer is "Yes" to question 5a(4), does the foundation claim exemption... 6a Did the foundation, during the year, receive any funds... 6b Did the foundation, during the year, pay premiums... 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 7b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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). Table with columns: (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. Row 1: ATTACHMENT 7, 0, 0, 0.

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

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

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		0

Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

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

2	

3	

4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	

2	

All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,336,535.
b	Average of monthly cash balances	1b	50,450.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,386,985.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,386,985.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	20,805.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,366,180.
6	Minimum investment return. Enter 5% of line 5	6	68,309.

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	68,309.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	548.
b	Income tax for 2011. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	548.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	67,761.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	67,761.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	67,761.

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	171,000.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	171,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	548.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	170,452.

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				67,761.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006 28,291.				
b From 2007 83,460.				
c From 2008 165,989.				
d From 2009 103,429.				
e From 2010				
f Total of lines 3a through e	381,169.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 171,000.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				67,761.
e Remaining amount distributed out of corpus	103,239.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	484,408.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	28,291.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	456,117.			
10 Analysis of line 9:				
a Excess from 2007 83,460.				
b Excess from 2008 165,989.				
c Excess from 2009 103,429.				
d Excess from 2010				
e Excess from 2011 103,239.				

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

NOT APPLICABLE

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)

Table with columns for Tax year (a) 2011, (b) 2010, (c) 2009, (d) 2008, and (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions from Part XII), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly for active conduct), 3 (Alternative tests: Assets, Endowment, Support).

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

N/A

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

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:

N/A

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

THERE IS NO APPLICATION FORM

c Any submission deadlines.

THERE ARE NO SUBMISSION DEADLINES

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

THERE ARE NO RESTRICTIONS ON AWARDS

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>a Paid during the year</p> <p>ATTACHMENT 8</p>				
<p>Total ▶ 3a</p>				<p>171,000.</p>
<p>b Approved for future payment</p>				
<p>Total ▶ 3b</p>				

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... 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 d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. All entries are 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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee, Date 5/13/12, 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 ROBERT M. JORDAN, Preparer's signature, Date 5-9-12, Check self-employed if, PTIN P00171878, Firm's name RUBINBROWN LLP, Firm's EIN 43-0765316, Firm's address ONE NORTH BRENTWOOD SAINT LOUIS, MO 63105, Phone no. 314-290-3300

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					6,237.	
528,724.		PUBLICLY TRADED SECURITIES 515,692.					VAR 13,032.	VAR
TOTAL GAIN (LOSS)					<u>19,269.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MS 051877 DIVIDENDS	53,109.	53,109.
MS 051879 DIVIDENDS	78.	78.
MS 051877 INTEREST	2,063.	2,063.
TOTAL	<u>55,250.</u>	<u>55,250.</u>

27
64

Morgan Stanley Smith Barney

CLIENT STATEMENT | For the Period December 1-31, 2011



This section reflects the impact of positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month. Please see the "Unsettled Purchases/Sales Activity" section for more information.

The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the statement period indicated, which may not reflect the value that could actually be obtained in the market. See "Pricing of Securities" in the Disclosures section at the end of this statement. Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date. Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates. Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment. It does not reflect changes in its price, which may fluctuate. Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column. If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosure section.

New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Disclosures section of this statement for additional information.

CASH, DEPOSITS AND MONEY MARKET FUNDS

Cash, Deposits and Money Market Funds are generally displayed on a settlement date basis. However, Global Currency Deposits may include both settled and unsettled positions. Estimated Annual Income, Accrued Interest and APY% will only be displayed for fully settled positions. In the event, all or a portion of a Global Currency Deposit position is unsettled as of month end, this data will not be available.

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
MORGAN STANLEY BANK N.A. #	\$11,553.20	\$6.00	—	0.050

Percentage of Assets %	Market Value	Estimated Annual Income	Accrued Interest
0.9%	\$11,553.20	\$6.00	\$6.00

CASH, DEPOSITS AND MONEY MARKET FUNDS

Bank deposits are at Morgan Stanley Bank, N.A. and Morgan Stanley Private Bank, National Association (Members FDIC), affiliates of Morgan Stanley Smith Barney. Cash holdings shown exclude cash holdings in custody at another firm for which you receive a separate statement.

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
BLACKROCK CORP HIGH YLD FD III (CYE)	2/11/08	6,000,000	\$6.916	\$41,497.80	\$42,480.00	\$982.20 LT	\$3,672.00	8.64
Share Price: \$7.080; Next Dividend Payable 01/09/12								
STONE HRBR EMERGING MARKET (EDF)	4/20/11	3,000,000	24.635	73,905.00	62,640.00	(11,265.00) ST	6,480.00	10.34
Share Price: \$20.880; Next Dividend Payable 01/12								
WESTERN ASSET HIGH YIELD (HYI)	12/23/10	1,000,000	18.283	18,282.60	16,560.00	(1,722.60) LT	1,678.00	10.13
Share Price: \$16.560; Next Dividend Payable 01/12								

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Morgan Stanley Smith Barney

CLIENT STATEMENT | For the Period December 1-31, 2011

Consulting Group Advisor Active Assets Account

THE BROOKS FOUNDATION
7 RADNOR

Holdings

STOCKS	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Yield %
	9.2%	\$133,685.40	\$121,680.00	\$(740.40) LT	\$11,830.00	9.72%
				\$(11,265.00) ST	\$0.00	

CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Yield %
GOLDEN STATE PETRO TRANS CUSIP 38121EAJ2	1/3/05	30,000.000	\$109.560 \$109.560	\$32,551.71 \$26,744.36	\$23,622.96	\$(3,121.40) LT A	\$1,962.62 \$817.73	8.30
Unit Price: \$96.773; Coupon Rate 8.040%; Matures 02/01/19; Int. Semi-Annually Feb/Aug 01; Callable \$100.00 on 02/01/12; Yield to Maturity 8.657%; Moody B2 S&P BB+; Issued 08/01/97; Amortized Quantity 24,410								

CORPORATE FIXED INCOME

TOTAL CORPORATE FIXED INCOME

(incl. accr. int.)

Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Yield %
1.9%	\$26,744.36	\$23,622.96	\$(3,121.40) LT	\$1,962.62	8.31%
		\$24,440.69		\$817.73	

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4-21-5

Morgan Stanley Smith Barney

CLIENT STATEMENT | For the Period December 1-31, 2011

Holdings Consulting Group/Advisor/Active Assets Account: **THE BROOKS FOUNDATION**
7 RADNOR

MUTUAL FUNDS

OTHER MUTUAL FUNDS

"Total Purchases vs Market Value" is provided to assist you in comparing your "Total Purchases," excluding reinvested distributions, with the current value of the mutual fund positions in your account

"Cumulative Cash Distributions" when shown, may reflect distributions on shares no longer held in the account. It may not reflect all distributions received in cash; due to but not limited to the following: Investments made prior to addition of this information on statements, securities transfers, timing of recent distributions, and certain adjustments made in your account.

"Net Value Increase/ (Decrease)" reflects the difference between your total purchases, plus the cash distributions shown, and the current value of the fund's shares. This calculation is for informational purposes only and does not reflect your total unrealized gain or loss nor should it be used for tax purposes.

Consulting Group Investment Advisor Research (CG IAR) status codes (FL, AL or NL) may be shown for certain mutual funds. Please refer to "CG IAR Statuses in Investment Advisory Programs" at the end of this statement for a description of these status codes. All status codes represent the opinions of CG IAR and are not representations or guarantees of performance.

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
COLUMBIA SELECT LG CP GROWTH A (ELGX)	7/20/11	4,273.504	\$14.040	\$60,000.00	\$50,897.43	\$(9,102.57) ST	—	—
Share Price: \$11.910; CG IAR Status: FL; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
FIRST EAGLE GLOBAL I (SGIX)	11/30/10	5,598.884	44.652	250,000.00	253,461.48	3,461.48 LT		
	4/4/11	1,449.606	48.289	70,000.00	65,623.66	(4,376.34) ST		
Purchases		7,048.490		320,000.00	319,085.14	3,461.48 LT (4,376.34) ST		
Long Term Reinvestments		78.306		3,600.36	3,544.91	(55.45) LT		
Short Term Reinvestments		199.723		8,915.63	9,041.46	125.83 ST		
Total		7,326.519		332,515.99	331,671.52	3,406.03 LT (4,250.51) ST	4,696.00	1.41
Total Purchases vs Market Value Net Value Increase/(Decrease)				320,000.00	331,671.52	11,671.52		
Share Price: \$45.270; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
FORWARD TACTICAL GROWTH A (FTAGX)	4/4/11	2,778.807	26.990	75,000.00	68,414.22	(6,585.78) ST		
Purchases		2,778.807		75,000.00	68,414.22	(6,585.78) ST		
		14.880		369.62	366.34	(3.28) ST		
Total		2,793.687		75,369.62	68,780.57	(6,589.06) ST		
Total Purchases vs Market Value Net Value Increase/(Decrease)				75,000.00	68,780.57	(6,219.43)		
Share Price: \$24.620; CG IAR Status: AL; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
MAINSTAY HIGH YIELD OPPORT A (MYHAX)	11/30/10	8,474.576	11.800	100,000.00	91,949.15	(8,050.85) LT		

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4-12-11

MorganStanley SmithBarney

CLIENT STATEMENT | For the Period December 1-31, 2011

Consulting Group Advisor/Active Assets Account
THE BROOKS FOUNDATION
7 RADNOR

Holdings

MUTUAL FUNDS

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Purchases		8,474.576		100,000.00	91,949.15	(8,050.85) LT		
Long Term Reinvestments		155.663		1,825.93	1,688.94	(136.99) LT		
Short Term Reinvestments		647.703		7,344.95	7,027.58	(317.37) ST		
Total		9,277.942		109,170.88	100,665.67	(8,187.84) LT (317.37) ST	6,504.00	6.46
Total Purchases vs Market Value Net Value Increase/(Decrease)				100,000.00	100,665.67	665.67		
<i>Share Price: \$10.850; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest</i>								
OPPENHEIMER DEVELOPING MKTS A (ODMAX)								
Purchases		4,780.164		140,000.00	140,154.40	154.40 LT		
Long Term Reinvestments		6.597		233.61	193.42	(40.19) LT		
Short Term Reinvestments		89.736		2,684.89	2,631.05	(53.84) ST		
Total		4,876.497		142,918.50	142,978.89	114.21 LT (53.84) ST		
Total Purchases vs Market Value Net Value Increase/(Decrease)				140,000.00	142,978.89	2,978.89		
<i>Share Price: \$29.320; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest</i>								
OPPENHEIMER SR FLOATING RATE A (OOSAX)								
Purchases		11,904.762		100,000.00	95,952.38	(4,047.62) ST		
Short Term Reinvestments		465.626		3,799.15	3,752.95	(46.20) ST		
Total		12,370.388		103,799.15	99,705.33	(4,093.82) ST	5,448.00	5.46
Total Purchases vs Market Value Net Value Increase/(Decrease)				100,000.00	99,705.33	(294.67)		
<i>Share Price: \$8.060; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest</i>								
PRINCIPAL PREFERRED SEC A (PPSAX)								
Purchases		7,684.426		75,000.00	72,387.29	(2,612.71) LT		
Total		7,684.426		75,000.00	72,387.29	(2,612.71) LT		

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Consulting Group/Advisor/Active Assets Account
7 RADNOR

THE BROOKS FOUNDATION

Holdings

MUTUAL FUNDS
OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Long Term Reinvestments	Purchases	7,684.426		75,000.00	72,387.29	(2,612.71) LT		
Short Term Reinvestments		192.288		1,921.57	1,811.35	(110.22) LT		
		552.042		5,432.83	5,200.24	(232.59) ST		
Total		8,428.756		82,354.40	79,398.88	(2,722.93) LT (232.59) ST	5,508.00	6.93
Total Purchases vs Market Value Net Value Increase/(Decrease)				75,000.00	79,398.88	4,398.88		
<i>Share Price: \$9.420; CG IAR Status: AL; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest</i>								
RYDEX SGI LG SHT COMM STRAT A (RYL BX)	11/30/10	3,849.115	25.952	99,893.31	92,532.72	(7,360.59) LT		
Purchases		3,849.115		99,893.31	92,532.72	(7,360.59) LT		
Long Term Reinvestments		301.966		7,518.95	7,259.26	(259.69) LT		
Short Term Reinvestments		218.881		5,498.29	5,261.89	(236.40) ST		
Total		4,369.962		112,910.55	105,053.89	(7,620.28) LT (236.40) ST	5,788.00	5.50
Total Purchases vs Market Value Net Value Increase/(Decrease)				99,893.31	105,053.89	5,160.58		
<i>Share Price: \$24.040; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest</i>								
TCW GALILEO EMERG MKTS INC I (TGEIX)	8/12/10	8,816.979	8.506	75,000.00	72,651.90	(2,348.10) LT		
	11/30/10	2,676.859	8.592	23,000.00	22,057.31	(942.69) LT		
Purchases		11,493.838		98,000.00	94,709.21	(3,290.79) LT		
Long Term Reinvestments		367.531		3,177.75	3,028.45	(149.30) LT		
Short Term Reinvestments		813.822		7,002.95	6,705.89	(297.06) ST		
Total		12,675.191		108,180.70	104,443.57	(3,440.09) LT (297.06) ST	6,084.00	5.82
Total Purchases vs Market Value Net Value Increase/(Decrease)				98,000.00	104,443.57	6,443.57		
<i>Share Price: \$8.240; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest</i>								
VIRTUS PREM ALPHASECTOR (SM) I (VAPIX)	4/4/11	6,167.118	12.972	80,000.00	74,745.47	(5,254.53) ST		
Purchases		6,167.118		80,000.00	74,745.47	(5,254.53) ST		
Short Term Reinvestments		44.928		556.20	544.53	(11.67) ST		
Total		6,212.046		80,556.20	75,290.00	(5,266.20) ST	758.00	1.00
Total Purchases vs Market Value Net Value Increase/(Decrease)				80,000.00	75,290.00	(4,710.00)		
<i>Share Price: \$12.120; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest</i>								

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MUTUAL FUNDS	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
	88.0%	\$1,207,775.99	\$1,158,885.75	\$(18,450.90) LT \$(30,439.42) ST	\$34,786.00	3.00%

Transactions in mutual fund positions held directly at the Fund Company are not included in the total above and are not reflected on the Summary Page. For more information about the pricing of Money Market Funds, please see the Disclosures section of the statement.

TOTAL MARKET VALUE	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
	100.0%	\$1,368,205.75	\$1,315,741.91	\$(22,312.70) LT \$(41,704.42) ST	\$48,584.62	3.69%

TOTAL VALUE (includes accrued interest) \$1,316,559.64

A - You executed this transaction elsewhere and later transferred the security to your Morgan Stanley Smith Barney Account. Another financial institution has provided Morgan Stanley Smith Barney the transaction detail for this position.

4-1-11

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u> REFUNDS	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
	2,311.	2,311.
TOTALS	<u>2,311.</u>	<u>2,311.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX PREPARATION FEES	8,000.	8,000.		
TOTALS	<u>8,000.</u>	<u>8,000.</u>		

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ASSET MANAGEMENT FEES - MS	14,068.	14,068.
TOTALS	<u>14,068.</u>	<u>14,068.</u>

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
STOCK	133,685.	121,680.
MUTUAL FUNDS	1,207,776.	1,158,885.
TOTALS	<u>1,341,461.</u>	<u>1,280,565.</u>

ATTACHMENT 6

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
BASIS ADJUSTMENT	307.
TOTAL	<u>307.</u>

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

ATTACHMENT 7

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JOANNE M. BROOKS 209 S. WOODSMILL ROAD 2301 CHESTERFIELD, MO 63017	TRUSTEE	0	0	0
GRAND TOTALS				
		0	0	0

FORM 990FP, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KENRICK GLENNON SEMINARY 5200 GLENNON DRIVE ST. LOUIS, MO 63119	NONE	GENERAL	50,000.
ST. AGNES HOME 10341 MANCHESTER ROAD KIRKWOOD, MO 63122	NONE	GENERAL	50,000.
FONTBONNE UNIVERSITY 600 WYDOWN BOULEVARD ST. LOUIS, MO 63105	NONE	GENERAL	20,000.
ANNUAL CATHOLIC APPEAL 20 ARCHBISHOP MAY DRIVE ST. LOUIS, MO 63119	NONE	GENERAL	20,000.
CHURCH OF THE ASCENSION 230 SANTA MARIA DRIVE CHESTERFIELD, MO 63005	NONE	GENERAL	20,000.
JFK CATHOLIC HIGH SCHOOL 500 WOODS MILL ROAD MANCHESTER, MO 63011	NONE	GENERAL	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ROBERT A BROOKS PROLIFE SCHOLARSHIP FUND 230 SANTA MARIA DRIVE CHESTERFIELD, MO 63005	NONE	GENERAL	1,000.
TOTAL CONTRIBUTIONS PAID			<u>171,000.</u>