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Form **990-PF**Department of the Treasury  
Internal Revenue Service

# Return of Private Foundation

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

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

OMB No 1545-0052

**2012**

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation <b>HENRY BROOKS TRUST C</b>		<b>A Employer identification number</b> 04-6785966
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	<b>B Telephone number (see instructions)</b> 888- 866-3275
City or town, state, and ZIP code PROVIDENCE, RI 02901-1802		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G Check all that apply:</b> <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H Check type of organization:</b> <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 2,525,024.</b>		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>J Accounting method:</b> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	66,460.	65,923.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	112,801.			
b	Gross sales price for all assets on line 6a 866,698.				
7	Capital gain net income (from Part IV, line 2)		112,801.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)		15.		STMT 4
12	<b>Total.</b> Add lines 1 through 11	179,261.	178,739.		
13	Compensation of officers, directors, trustees, etc.	23,479.	14,087.		9,392.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 5	980.	NONE	NONE	980.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 6	4,401.	842.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 7	35.	173.		35.
24	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	28,895.	15,102.	NONE	10,407.
25	Contributions, gifts, grants paid	109,000.			109,000.
26	<b>Total expenses and disbursements</b> Add lines 24 and 25	137,895.	15,102.	NONE	119,407.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	41,366.			
b	<b>Net investment income</b> (if negative, enter -0-)		163,637.		
c	<b>Adjusted net income</b> (if negative, enter -0-)				



<b>Part II Balance Sheets</b>		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
<b>Assets</b>	1	Cash - non-interest-bearing . . . . .		NONE		
	2	Savings and temporary cash investments . . . . .		36,430.	72,227.	72,227.
	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 ▶		NONE		
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U S and state government obligations (attach schedule) . .		NONE		
	b	Investments - corporate stock (attach schedule) . <b>STMT 8</b> .		2,107,208.	2,088,906.	2,428,489.
	c	Investments - corporate bonds (attach schedule) . . . . .		NONE		
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶		NONE		
	12	Investments - mortgage loans . . . . .		NONE		
	13	Investments - other (attach schedule) . . . . . <b>STMT 9</b> .		NONE	24,977.	24,308.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶) . . . . .		NONE			
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .		2,143,638.	2,186,110.	2,525,024.	
<b>Liabilities</b>	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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .				NONE	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>					
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>					
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds . . . . .		2,143,638.	2,186,110.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . .		NONE		
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .		2,143,638.	2,186,110.	
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .		2,143,638.	2,186,110.		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	2,143,638.
2	Enter amount from Part I, line 27a . . . . .	2	41,366.
3	Other increases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 10</b> . . . . .	3	1,208.
4	Add lines 1, 2, and 3 . . . . .	4	2,186,212.
5	Decreases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 11</b> . . . . .	5	102.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	2,186,110.

**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)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b OTHER GAINS AND LOSSES</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b> 866,946.		753,897.	113,049.		
<b>b</b> -248.			-248.		
<b>c</b>					
<b>d</b>					
<b>e</b>					
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			
<b>a</b>			113,049.		
<b>b</b>			-248.		
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>			<b>2</b>	112,801.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)</b>			<b>3</b>		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	113,257.	2,423,042.	0.046742
2010	103,006.	2,287,684.	0.045026
2009	119,990.	2,048,396.	0.058578
2008	131,943.	2,448,198.	0.053894
2007	130,990.	2,825,998.	0.046352
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.250592
<b>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</b>			<b>3</b> 0.050118
<b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>			<b>4</b> 2,461,873.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 123,384.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 1,636.
<b>7 Add lines 5 and 6</b>			<b>7</b> 125,020.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b> 119,407.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	3,273.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2 . . . . .		3	3,273.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	3,273.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	2,300.	
b Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	2,300.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	973.	
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 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . .	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ US TRUST FIDUCIARY TAX SERVICES Telephone no ▶ (888) 866-3275			
	Located at ▶ P.O. BOX 1802, PROVIDENCE, RI ZIP+4 ▶ 02901-1802			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . ▶ <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ 15			
16	At any time during calendar year 2012, 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? . . . . .	16	Yes	No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. 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.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . .	1b	X
Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>		
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 2012? . . . . .	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . . <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.) . . . . .	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 2012 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 2012) . . . . .	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 2012? . . . . .	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)? (see instructions) ☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b** ☒ X

Organizations relying on a current notice regarding disaster assistance check here ☐

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **STMT. 13.** ☒ Yes ☐ No

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

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** ☒ X

If "Yes" to 6b, file Form 8870

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b** ☒ X

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
VIRGINIA A KAVANAUGH 89 PICKERING ST, DANVERS, MA 01923	CO-TRUSTEE 1	2,088.		- 0 -
BANK OF AMERICA 100 FEDERAL STREET, BOSTON, MA 02109	TRUSTEE 1	21,391.		

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

**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
-----		
-----		
-----		
-----		
-----		
-----		
Total number of others receiving over \$50,000 for professional services . . . . .		NONE

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 <u>NONE</u> -----	
2 -----	
3 -----	
4 -----	

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

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

	Amount
1 <u>NONE</u> -----	
2 -----	
All other program-related investments. See instructions.	
3 <u>NONE</u> -----	
Total. Add lines 1 through 3 . . . . .	



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	2,449,189.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	50,174.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	2,499,363.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2,499,363.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	37,490.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	2,461,873.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	123,094.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	123,094.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	3,273.
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	3,273.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	119,821.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	119,821.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	119,821.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	119,407.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	119,407.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	119,407.

**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 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				119,821.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only . . . . .			109,237.	
<b>b</b> Total for prior years 20____, 20____, 20____		NONE		
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007 . . . . .	NONE			
<b>b</b> From 2008 . . . . .	NONE			
<b>c</b> From 2009 . . . . .	NONE			
<b>d</b> From 2010 . . . . .	NONE			
<b>e</b> From 2011 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ► \$ 119,407.				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .			109,237.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2012 distributable amount . . . . .				10,170.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2012 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				109,651.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008 . . . . .	NONE			
<b>b</b> Excess from 2009 . . . . .	NONE			
<b>c</b> Excess from 2010 . . . . .	NONE			
<b>d</b> Excess from 2011 . . . . .	NONE			
<b>e</b> Excess from 2012 . . . . .	NONE			

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

NOT APPLICABLE

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . .

**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
			</	

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

**a** The name, address, and telephone number or e-mail 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**

<div>Recipient</div> <div>Name and address (home or business)</div>	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
<b>a</b> Paid during the year  SEE STATEMENT 18				109,000.
<b>Total</b> .....			▶ <b>3a</b>	109,000.
<b>b</b> Approved for future payment				
<b>Total</b> .....			▶ <b>3b</b>	

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

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

NOT APPLICABLE

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

- | <p><b>1</b> 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?</p> <p><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p><b>b</b> Other transactions.</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p><b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p><b>d</b> 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.</p> | <table border="1"> <thead> <tr> <th></th> <th>Yes</th> <th>No</th> </tr> </thead> <tbody> <tr> <td><b>1a(1)</b></td> <td></td> <td>X</td> </tr> <tr> <td><b>1a(2)</b></td> <td></td> <td>X</td> </tr> <tr> <td><b>1b(1)</b></td> <td></td> <td>X</td> </tr> <tr> <td><b>1b(2)</b></td> <td></td> <td>X</td> </tr> <tr> <td><b>1b(3)</b></td> <td></td> <td>X</td> </tr> <tr> <td><b>1b(4)</b></td> <td></td> <td>X</td> </tr> <tr> <td><b>1b(5)</b></td> <td></td> <td>X</td> </tr> <tr> <td><b>1b(6)</b></td> <td></td> <td>X</td> </tr> <tr> <td><b>1c</b></td> <td></td> <td>X</td> </tr> </tbody> </table> |    | Yes | No | <b>1a(1)</b> |  | X | <b>1a(2)</b> |  | X | <b>1b(1)</b> |  | X | <b>1b(2)</b> |  | X | <b>1b(3)</b> |  | X | <b>1b(4)</b> |  | X | <b>1b(5)</b> |  | X | <b>1b(6)</b> |  | X | <b>1c</b> |  | X |
|--|--|----|-----|----|--------------|--|---|--------------|--|---|--------------|--|---|--------------|--|---|--------------|--|---|--------------|--|---|--------------|--|---|--------------|--|---|-----------|--|---|
|  | Yes  | No |     |    |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |           |  |   |
| <b>1a(1)</b>   |  | X  |     |    |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |           |  |   |
| <b>1a(2)</b>   |  | X  |     |    |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |           |  |   |
| <b>1b(1)</b>   |  | X  |     |    |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |           |  |   |
| <b>1b(2)</b>   |  | X  |     |    |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |           |  |   |
| <b>1b(3)</b>   |  | X  |     |    |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |           |  |   |
| <b>1b(4)</b>   |  | X  |     |    |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |           |  |   |
| <b>1b(5)</b>   |  | X  |     |    |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |           |  |   |
| <b>1b(6)</b>   |  | X  |     |    |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |           |  |   |
| <b>1c</b>  |  | X  |     |    |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |              |  |   |           |  |   |

[illegible]

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

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

**Sign  
Here**

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

## Karen / Kiser

04/24/2013

► SVP Tax

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

BANK OF AMERICA, N.A.

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date
------

Check <input type="checkbox"/> if self-employed	PTIN
---	------

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no

HENRY BROOKS TRUST C

04-6785966

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ADT CORP COM	26.	
AIR PRODUCTS AND CHEMICALS INC	73.	
ALLERGAN INCORPORATED	46.	
AMERICAN TOWER CORP COM	43.	
ANADARKO PETROLEUM CORP	95.	
APPLE INC COM	530.	
BOFA MONEY MARKET RESERVES INSTITUTIONAL	2.	
BOFA MONEY MARKET RESERVES CAPITAL CLASS	1.	
CIGNA CORPORATION	13.	
CELANESE CORP DEL SER A COM	43.	
CITIGROUP INC NEW COM	21.	
COACH INC COM	248.	
COLUMBIA ACORN FUND CLASS Z SHARES	386.	
COLUMBIA ACORN INTERNATIONAL FUND CL Z	594.	
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	611.	
COLUMBIA INTERMEDIATE BOND FUND CLASS Z	21,196.	
COLUMBIA SMALL CAP VALUE I FUND CLASS Z	278.	
COLUMBIA SMALL CAP GROWTH I FUND CLASS Z	229.	
COLUMBIA BOND FUND CLASS Z SHARES	2,718.	
COSTCO WHSL CORP NEW COM	1,348.	
DISNEY WALT CO	641.	
DISH NETWORK CORP COM CL A	185.	
DOVER CORPORATION	241.	
DOW CHEMICAL COMPANY	166.	
EOG RESOURCES INC	71.	
EXELON CORP COM	336.	
MID CAP VALUE CTF	347.	
GOLDMAN SACHS GROUP INC	286.	
HARTFORD FINANCIAL SVCS GRP	136.	
HESS CORP COM	43.	
HONEYWELL INTERNATIONAL INC	119.	
HUMANA INC	145.	

HENRY BROOKS TRUST C

04-6785966

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HUNT J B TRANSPORT SERVICES INC COM	174.	174.
INTERNATIONAL BUSINESS MACHS	380.	380.
INTUIT INC	173.	173.
ISHARES INC MSCI BRAZIL FREE INDEX FUND	306.	138.
ISHARES MSCI SOUTH KOREA INDEX FUND	130.	130.
ISHR MSCI EAFE INDEX FUND	2,599.	2,599.
IVY ASSET STRATEGY FUND CL I	749.	749.
J P MORGAN CHASE & CO COM	807.	807.
JOHNSON & JOHNSON	476.	476.
JOY GLOBAL INC 00	66.	66.
LOWES COMPANIES INCORPORATED	80.	80.
MCKESSON HBOC INC	185.	185.
MICROSOFT CORPORATION	780.	780.
NATIONAL OILWELL VARCO INC COM	129.	129.
NORDSTROM INCORPORATED	325.	325.
OCCIDENTAL PETROLEUM CORPORATION	638.	638.
OCEANEERING INTL INC COM	38.	38.
PIMCO HIGH YIELD FUND	7,274.	7,274.
PNC BK CORP	402.	402.
PARKER HANNIFIN CORPORATION	324.	324.
PEPSICO INCORPORATED	756.	756.
PHILIP MORRIS INTL INC COM	2,026.	2,026.
PIMCO ALL ASSET ALL AUTH FUND INSTL CL	3,794.	3,794.
PRICE T ROWE GROUP INC COM	493.	493.
QUALCOMM INC	325.	325.
QUESTAR CORP	400.	400.
RIO TINTO PLC SPONSORED ADR	570.	570.
ROYAL DUTCH SHELL PLC SPONSORED ADR CL A	1,163.	1,163.
SCHLUMBERGER LIMITED	207.	207.
SEMPRA ENERGY	726.	726.
TJX COMPANIES INCORPORATED NEW	336.	336.
THERMO ELECTRON CORP	132.	132.
THORNBURG INTL VALUE FUND CL I	425.	425.



HENRY BROOKS TRUST C

04-6785966

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
UNITED PARCEL SERVICE CL B	86.	86.
UNITED TECHNOLOGIES CORP	867.	867.
V F CORPORATION	70.	70.
VANGUARD FTSE EMERGING MKTS ETF	2,965.	2,965.
VANGUARD REIT ETF	1,101.	758.
VERIZON COMMUNICATIONS	1,175.	1,175.
WELLS FARGO COMPANY	695.	695.
WHOLE FOODS MKT INC COM	120.	120.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	35.	35.
ACCENTURE PLC CL A COM	336.	336.
TYCO INTL LTD NEW F COM	405.	405.
	-----	-----
TOTAL	66,460.	65,923.
	=====	=====

HENRY BROOKS TRUST C

04-6785966

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
POWERSHARES DB COMMODITY INDEX TRACKING		15.
	-----	-----
TOTALS	=====	15. =====

HENRY BROOKS TRUST C

04-6785966

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	980.			980.
TOTALS	980.	NONE	NONE	980.
	=====	=====	=====	=====

HENRY BROOKS TRUST C

04-6785966

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	175.	175.
EXCISE TAX - PRIOR YEAR	1,259.	
EXCISE TAX ESTIMATES	2,300.	
FOREIGN TAXES ON QUALIFIED FOR	496.	496.
FOREIGN TAXES ON NONQUALIFIED	171.	171.
	-----	-----
TOTALS	4,401.	842.
	=====	=====

HENRY BROOKS TRUST C

04-6785966

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER CHARITABLE EXPENSES	35.		35.
PARTNERSHIP EXPENSES		173.	
TOTALS	35.	173.	35.
	=====	=====	=====

HENRY BROOKS TRUST C

FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION  
-----

SEE ATTACHED STATEMENT

TOTALS

04-6785966



HENRY BROOKS TRUST C

04-6785966

FORM 990PF, PART II - OTHER INVESTMENTS  
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
73935S105 POWERSHARES DB COMMO	C	24,977.	24,308.
		-----	-----
TOTALS		24,977.	24,308.
		=====	=====



HENRY BROOKS TRUST C

04-6785966

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

=====

DESCRIPTION

AMOUNT

-----

-----

INCOME ADJUSTMENT

261.

PARTNERSHIP TRANSACTION ADJUSTMENT

947.

TOTAL

-----  
1,208.

=====





HENRY BROOKS TRUST C

04-6785966

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

=====

DESCRIPTION

AMOUNT

-----

-----

ROUNDING

6.

CTF ADJUSTMENT

80.

SECURITIES ADJUSTMENT

16.

TOTAL

-----  
102.

=====



HENRY BROOKS TRUST C

04-6785966

## GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS  
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS 95.00

-----

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

-----  
95.00

=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS  
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS 604.00

PARTNERSHIPS, TRUSTS, S CORPORATIONS

-947.00

-----

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

-----  
-343.00

=====



HENRY BROOKS TRUST C

04-6785966

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

=====

NAME:

SEE ATTACHED STATEMENT

STATEMENT 13

**Expenditure Report**  
**KNIGHTS OF COLUMBUS DANVERS MASSACHUSSETS**

Knights of Columbus Danvers Massachussets  
Danvers K of C Youth Services  
35 Elm Street  
Danvers, MA 01923-2835

NAME OF TRUST: **HENRY BROOKS TRUST C**  
ACCOUNT #:

To Bank of America, N.A., in its capacity as Trustee:

The following constitutes the expenditure report for Knights of Columbus Danvers for the period of **January 1, 2012 through December 31, 2012** for a distribution totaling \$11,000 ("distributed funds") received by Knights of Columbus Danvers. We certify that the funds have been used exclusively for the charitable purposes set forth in the trust distribution agreement letter.

Attached is a report showing expenditures of the distributed funds during the fiscal year by amount and purpose

No part of the distributed funds or interest earned on the funds were used for any of the following purposes:

- (i) carrying on propaganda or attempting to influence legislation,
- (ii) influencing the outcome of any election for public office or carrying on directly or indirectly any voter registration drive,
- (iii) making grants to individuals or organizations that do not comply with sections 4945(d)(3) or (d)(4) of the Code, or
- (iv) for any non-charitable purpose, that is, any purpose not described in section 170(c)(2)(B) of the Code.

I further certify that Knights of Columbus Danvers has not diverted any portion of the distributed funds from the purpose of the grant, that this organization has complied with the terms of the grant and that this organization has met its minimum required distribution for the most recently completed fiscal year. I am authorized to sign this report on behalf of the trust beneficiary. I have examined the foregoing statements, including the attached Expenditure Responsibility Report, and they are true, correct and complete, to the best of my knowledge.

By: \_\_\_\_\_

Its \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Date: \_\_\_\_\_

## EXPENDITURE RESPONSIBILITY REPORT

Date of report: 2012

Report period: January 1, 2012 through December 31, 2012

Name and address of organization:

K of C 1505 Youth Services  
35 Elm St PO Box  
Danvers, MA 01923

Amounts and dates of distributions received during the period of January 1, 2012 through December 31, 2012:

See Report

Date                      Amount

\$

Describe the uses of the distributed funds. Attach additional pages, if needed:

---

---

---

---

Itemize all amounts spent from the distributed funds including salaries, travel and supplies (attach additional pages, if needed):

Date                      Amount                      Purpose

N/A

By:

Vincenty Mackey  
Its Chair / FS

Date:

4/2/13

The undersigned certify that they are duly elected and authorized officers of Knights of Columbus Danvers Massachussets and that, as such, are authorized to obligate the organization to observe all of the terms and conditions of this agreement, and in consideration for the distributions from the Henry Brooks Trust C, to make, execute and deliver on behalf of the organization all agreements, representations, receipts, reports and other instruments of every kind.

ACCEPTED AND AGREED TO:

KNIGHTS OF COLUMBUS DANVERS MASSACHUSSETS

Vincent Mackey  
Board Chair (typed/printed)

Vincent Mackey 4/2/13  
Board Chair (signature)/Date  
Chair / FS

\_\_\_\_\_  
Executive Director (typed/printed)

\_\_\_\_\_  
Executive Director (signature)/Date

<b>Danvers K of C 1505</b>					
<b>Youth Services 2012</b>					
2012 Youth Services					
<b>DATE</b>	<b>CHECK</b>	<b>RECIPIENT</b>	<b>AMOUNT</b>	<b>COMMENT</b>	
12-Jan	311	Danvers High School Basketball Boosters	1,000.00	Doation	
6-Feb	312	DEEP	500.00	Danvers Education	
6-Feb	313	Danvers High Project Graduation	495.00	Donation	
16-Feb	314	Danvers Youth Hockey	300.00	Annual Donation	
21-Feb	315	Danvers Babe Ruth	300.00	team sponzor	
21-Feb	316	DHS Base Ball Boosters	125.00	ad book	
28-Feb	317	DHS Hockey Boosters	1,000.00	Donation	
2-Apr	318	Base Ball Boosters	1,000.00	Donation	
10-Apr	319	Extra Innings	889.86	Bats Donation	
30-Apr	320	Danvers TD Club	100.00	Scholarship Fund	
27-May	321	DHS Golf Boosters	600.00	Tournament	
16-Jul	322	Danvers PME	600.00	Tournament	
30-Jul	323	St Anselm	1,200.00	Scholarship	
19-Aug	324	DHS F Ball Boorders	150.00	ad book	
19-Aug	325	Danvers Youth Hockey	750.00	Gold Advertisement	
12-Nov	326	U of MA Lowell	1,200.00	Scholarship	
15-Nov	327	DHS Hockey Boosters	100.00	ad book	
12-Dec	328	DHS Band	120.00	Pointsetta drive	
		2012 Donations	\$10,429.86		
		2012 Trust Fund Deposit	\$11,000.00		

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

RECIPIENT NAME:  
WORCESTER POLYTECHNIC INSTITUTE  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
SUFFOLK UNIVERSITY  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
SAINT ANSLEM COLLEGE  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
NORTHEASTERN UNIVERSITY  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 2,000.



[REDACTED]

HENRY BROOKS TRUST C

04-6785966

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

## RECIPIENT NAME:

UMASS AMHERST

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

SCHOLARSHIP

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 2,000.

## RECIPIENT NAME:

CARROLL CENTER

ATTN: M. E. FESTA. PRESIDENT

## ADDRESS:

CARROLL CENTER FOR THE BLIND

NEWTON, MA 02458-2530

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 11,000.

## RECIPIENT NAME:

KNIGHTS OF COLUMBUS DANVERS MA

## ADDRESS:

DANVERS K OF C YOUTH SERVICES

DANVERS, MA 01923-2835

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID ..... 11,000.

XXXXXX

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

04-6785966

## RECIPIENT NAME:

ST MARY OF THE ANNUNCIATION  
MRS SHARON THURSTON

## ADDRESS:

14 OTIS ST  
DANVERS, MA 01923-1966

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 11,000.

## RECIPIENT NAME:

AMERICAN CANCER SOCIETY INC

## ADDRESS:

NATL OFFICE OF PROB & TR MGT SER  
OKLAHOMA CITY, OK 73172-0366

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 11,000.

## RECIPIENT NAME:

AMERICAN RED CROSS OF MASS BAY

## ADDRESS:

JON E. ABRAMS  
CAMBRIDGE, MA 02142-1530

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 11,000.



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

=====

## RECIPIENT NAME:

DISCALCED CARMELITE NUNS DANVERS  
REV MOTHER Prioress O C D

## ADDRESS:

15 MOUNT CARMEL RD  
DANVERS, MA 01923-3715

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 11,000.

## RECIPIENT NAME:

MARYKNOLL FATHERS & BROTHERS  
REV RICHARD B CALLAHAN TREASURER

## ADDRESS:

PO BOX 306  
MARYKNOLL, NY 10545-0306

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 11,000.

## RECIPIENT NAME:

THE SALVATION ARMY

## ADDRESS:

ATTN: RICHARD D. ALLEN  
WEST NYACK, NY 10994-1753

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 11,000.



HENRY BROOKS TRUST C

04-6785966

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

## RECIPIENT NAME:

AMERICAN HEART ASSOCIATION

## ADDRESS:

PATRICIA M. COWINS BEQUEST ADMI

TRENTON, NJ 08650-1559

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 11,000.

TOTAL GRANTS PAID:

109,000.

=====

FEDERAL FOOTNOTES

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THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES

**HENRY BROOKS TRUST C**  
**04-6785966**  
**Balance Sheet**  
**12/31/2012**



<b>Cusip</b>	<b>Asset</b>	<b>Units</b>	<b>Basis</b>	<b>Market Value</b>
	Cash/Cash Equivalent	72227 310	72,227 31	72,227 31
00101J106	ADT CORP	207 000	4,967 15	9,623 43
018490102	ALLERGAN INC	215.000	13,933 63	19,721 95
023135106	AMAZON COM INC	70 000	8,791 40	17,560 90
032511107	ANADARKO PETE CORP	225 000	16,454 66	16,719 75
037833100	APPLE INC	65 000	13,172 65	34,591 24
125509109	CIGNA CORP	300 000	13,820 67	16,038 00
172967424	CITIGROUP INC	640 000	16,648 84	25,318 40
177376100	CITRIX SYS INC	205 000	14,949 43	13,452 10
189754104	COACH INC	130 000	7,169 17	7,216.30
197199409	COLUMBIA ACORN FUND	2711 943	60,611 10	82,578 66
197199813	COLUMBIA ACORN INTERNATIONAL	647 372	22,217 81	26,438 67
19765N468	COLUMBIA INTERMEDIATE BOND	51229 284	445,000 00	485,141 32
19765N567	COLUMBIA SMALL CAP VALUE I FUND	742 816	23,812 40	32,535 34
19765P596	COLUMBIA SMALL CAP GROWTH I	3117 399	76,576 50	85,634 95
19765Y886	COLUMBIA BOND FUND	4168 606	36,460 20	39,435 01
22160K105	COSTCO WHSL CORP NEW	155 000	11,508 42	15,303 15
22544R305	CREDIT SUISSE COMMODITY-RETURN	10018 361	84,398 67	80,447 44
254687106	DISNEY WALT CO	435 000	15,625 77	21,658 65
25470M109	DISH NETWORK CORP	185 000	6,611 47	6,734 00
260543103	DOW CHEM CO	520 000	15,058 99	16,811 29
268648102	EMC CORP	1215 000	17,486 14	30,739.50
26875P101	EOG RES INC	170 000	17,891 53	20,534 30
302993993	MID CAP VALUE CTF	1325 918	25,433 58	26,434 43
303726103	FAIRCHILD SEMICONDUCTOR INTL	470 000	8,285 41	6,768.00
345370860	FORD MTR CO DEL	1150 000	13,225 69	14,892 50
375558103	GILEAD SCIENCES INC	265.000	10,349 00	19,464 25
38141G104	GOLDMAN SACHS GROUP INC	150 000	20,650 98	19,134 00
38259P508	GOOGLE INC	40 000	25,162 93	28,295 20
438516106	HONEYWELL INTL INC	340 000	21,291 15	21,579 80
445658107	HUNT J B TRANS SVCS INC	255 000	11,493 57	15,226 05
45865V100	INTERCONTINENTAL EXCHANGE INC	110 000	12,221.32	13,619 10
459200101	INTERNATIONAL BUSINESS MACHS	70 000	5,670 52	13,408 50
461202103	INTUIT	260 000	12,189 00	15,463 60

**HENRY BROOKS TRUST C**  
**04-6785966**  
**Balance Sheet**  
**12/31/2012**



<b>Cusip</b>	<b>Asset</b>	<b>Units</b>	<b>Basis</b>	<b>Market Value</b>
464286400	ISHARES INC MSCI BRAZIL FREE	175 000	11,081 00	9,789 50
464286772	ISHARES MSCI SOUTH KOREA INDEX	250 000	11,309 33	15,838 00
464287465	ISHARES MSCI EAFE INDEX	1375 000	64,693 75	78,182 50
466001864	IVY ASSET STRATEGY FUND	976 563	25,000 00	25,459 00
46625H100	J P MORGAN CHASE & CO	790 000	33,531 06	34,735 59
478160104	JOHNSON & JOHNSON	450 000	30,702.67	31,545 00
548661107	LOWES COS INC	500 000	15,627 15	17,760 00
58155Q103	MCKESSON CORP	225 000	9,766 90	21,816 00
594918104	MICROSOFT CORP	875 000	21,392 22	23,370 99
637071101	NATIONAL OILWELL VARCO INC	250 000	16,096 52	17,087 50
655664100	NORDSTROM INC	185 000	7,123 80	9,897 50
674599105	OCCIDENTAL PETE CORP DEL	235 000	12,137 51	18,003 35
693390841	PIMCO HIGH YIELD FD	13523 242	125,089 99	130,364 05
693475105	PNC FINL SVCS GROUP INC	240 000	9,376 06	13,994 40
701094104	PARKER HANNIFIN CORP	185 000	10,072 33	15,736 10
713448108	PEPSICO INC	360 000	23,330 50	24,634.80
718172109	PHILIP MORRIS INTL INC	475 000	19,289 59	39,729 00
72200Q182	PIMCO ALL ASSET ALL AUTH FUND	6716.849	72,000 00	74,489 86
73935S105	POWERSHARES DB COMMODITY	875 000	24,976 88	24,307 50
74144T108	PRICE T ROWE GROUP INC	180 000	8,985-12	11,721 08
742718109	PROCTER & GAMBLE CO	445 000	30,943 26	30,211 05
747525103	QUALCOMM INC	420 000	24,747 95	25,981 03
748356102	QUESTAR CORP	555 000	8,576 57	10,966 80
767204100	RIO TINTO PLC	325.000	16,305 51	18,879 25
780259206	ROYAL DUTCH SHELL PLC	330 000	24,159 84	22,753 50
806857108	SCHLUMBERGER LTD	170 000	10,033 35	11,780 76
816851109	SEMPRA ENERGY	290 000	15,191 68	20,572 60
872540109	TJX COS INC NEW	465 000	9,579.99	19,739 25
883556102	THERMO FISHER SCIENTIFIC CORP	315 000	16,680 43	20,090 70
885215566	THORNBURG INTL VALUE FUND	960 322	23,086 14	26,975 44
913017109	UNITED TECHNOLOGIES CORP	400 000	16,588 93	32,804 00
918204108	V F CORP	80 000	12,950 54	12,077 60
922042858	VANGUARD MSCI EMERGING MKTS	2725 000	115,944 61	121,344 25
922908553	VANGUARD REIT	775 000	51,001.45	50,995 00

HENRY BROOKS TRUST C  
04-6785966  
Balance Sheet  
12/31/2012



Cusip	Asset	Units	Basis	Market Value
92343V104	VERIZON COMMUNICATIONS INC	690 000	26,386 52	29,856 30
92532F100	VERTEX PHARMACEUTICALS INC	155 000	7,657 65	6,494 50
949746101	WELLS FARGO & CO	815 000	24,010 91	27,856 70
G1151C101	ACCENTURE PLC	215 000	11,696 72	14,297 50
H89128104	TYCO INTL LTD	415 000	7,618 86	12,138 75
		Totals	2,186,110 35	2,525,023 80