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Form **990-PF**

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

OMB No 1545-0052

**2012**

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

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

**UW GLADYS BROOKS FOUNDATION**

A Employer identification number

**13-2955337**

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

Room/suite

B Telephone number (see instructions)

**P.O. BOX 1802**

City or town, state, and ZIP code

**PROVIDENCE****RI 02901-1802**

Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeCheck type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col. (c),

line 16) **\$ 33,796,855**J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

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

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2. Foreign organizations meeting the  
85% test, check here and attach computation ☐E If private foundation status was terminated under  
section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination  
under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The total of  
amounts in columns (b), (c), and (d) may not necessarily equal  
the amounts in column (a) (see instructions).)(a) Revenue and  
expenses per  
books(b) Net investment  
income(c) Adjusted net  
income(d) Disbursements  
for charitable  
purposes  
(cash basis only)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments	300,872	300,872		
	4 Dividends and interest from securities	547,425	547,425		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	372,050			
	b Gross sales price for all assets on line 6a <b>8,115,846</b>				
	7 Capital gain net income (from Part IV, line 2)		372,050		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
<b>Operating and Administrative Expenses</b>	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) <b>Stmt 1</b>	-7,911	-7,911		
	12 Total. Add lines 1 through 11	1,212,436	1,212,436	0	
	13 Compensation of officers, directors, trustees, etc.	281,209	196,838		84,371
	14 Other employee salaries and wages	71,839			71,839
	15 Pension plans, employee benefits	25,013			25,013
	16a Legal fees (attach schedule) <b>See Stmt 2</b>	7,208			7,208
	b Accounting fees (attach schedule) <b>Stmt 3</b>	22,400			22,400
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) <b>Stmt 4</b>	62,534	15,167		
	19 Depreciation (attach schedule) and depletion <b>Stmt 5</b>	680			
	20 Occupancy	26,952			26,952
	21 Travel, conferences, and meetings	3,127			3,127
	22 Printing and publications	200			200
	23 Other expenses (att. sch.) <b>Stmt 6</b>	25,507	4,183		21,324
	24 Total operating and administrative expenses. Add lines 13 through 23	526,669	216,188	0	262,434
	25 Contributions, gifts, grants paid	1,450,000			1,450,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,976,669	216,188	0	1,712,434
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-764,233			
	b Net investment income (if negative, enter -0-)		996,248		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

DAA

Form 990-PF (2012)

614

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	14,867	-10,293	-10,293
	2	Savings and temporary cash investments	1,779,551	3,073,155	3,073,180
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att. schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule) Stmt 7	1,655,098	2,011,116	2,136,523
	b	Investments – corporate stock (attach schedule) See Stmt 8	14,603,873	13,878,378	20,242,210
	c	Investments – corporate bonds (attach schedule) See Stmt 9	9,031,536	7,377,342	7,551,381
	11	Investments – land, buildings, and equipment, basis ▶ Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) See Statement 10	448,770	447,025	799,571
	14	Land, buildings, and equipment basis ▶ 3,660 Less accumulated depreciation (attach sch) ▶ Stmt 11 2,411	1,929	1,249	1,249
Liabilities	15	Other assets (describe ▶ See Statement 12 )	3,042	3,034	3,034
	16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	27,538,666	26,781,006	33,796,855
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ )			
	23	Total liabilities (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds	27,538,666	26,781,006	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	27,538,666	26,781,006	
	31	Total liabilities and net assets/fund balances (see instructions)	27,538,666	26,781,006	

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

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	27,538,666
2	Enter amount from Part I, line 27a	2	-764,233
3	Other increases not included in line 2 (itemize) ▶ See Statement 13	3	6,573
4	Add lines 1, 2, and 3	4	26,781,006
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	26,781,006

**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</b>	<b>US TRUST CO - SCHEDULE ATTACHED</b>	<b>P</b>		
<b>b</b>	<b>US TRUST CO - SCHEDULE ATTACHED</b>	<b>P</b>		
<b>c</b>	<b>US TRUST CO - SCHEDULE ATTACHED</b>	<b>P</b>		
<b>d</b>	<b>US TRUST CO-CAP GAIN DISTRIBUTU</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>	<b>1,874,495</b>		<b>1,858,554</b>	<b>15,941</b>
<b>b</b>	<b>6,235,961</b>		<b>5,883,474</b>	<b>352,487</b>
<b>c</b>	<b>3,157</b>		<b>1,768</b>	<b>1,389</b>
<b>d</b>	<b>2,233</b>			<b>2,233</b>
<b>e</b>				

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

	(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))
<b>a</b>				<b>15,941</b>
<b>b</b>				<b>352,487</b>
<b>c</b>				<b>1,389</b>
<b>d</b>				<b>2,233</b>
<b>e</b>				

**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****372,050****3** Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in  
Part I, line 8

**3****15,941****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 nonchangible-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	<b>1,654,257</b>	<b>33,957,038</b>	<b>0.048716</b>
2010	<b>1,318,544</b>	<b>32,665,932</b>	<b>0.040364</b>
2009	<b>1,622,358</b>	<b>31,231,727</b>	<b>0.051946</b>
2008	<b>1,842,662</b>	<b>35,411,745</b>	<b>0.052035</b>
2007	<b>1,807,212</b>	<b>37,108,202</b>	<b>0.048701</b>

**2** Total of line 1, column (d)**2****0.241762****3** Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years**3****0.048352****4** Enter the net value of nonchangible-use assets for 2012 from Part X, line 5**4****34,116,332****5** Multiply line 4 by line 3**5****1,649,593****6** Enter 1% of net investment income (1% of Part I, line 27b)**6****9,962****7** Add lines 5 and 6**7****1,659,555****8** Enter qualifying distributions from Part XII, line 4**8****1,712,434**

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)**

<b>1a</b>	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>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	<b>9,962</b>
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	<b>0</b>
<b>3</b>	Add lines 1 and 2	<b>3</b>	<b>9,962</b>
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	<b>0</b>
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	<b>9,962</b>
<b>6</b>	Credits/Payments:		
<b>a</b>	2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	<b>32,000</b>
<b>b</b>	Exempt foreign organizations – tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	<b>32,000</b>
<b>8</b>	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	<b>22,038</b>
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2013 estimated tax</b> <b>22,038</b> <b>Refunded</b>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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?		<b>X</b>
<b>b</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 <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		<b>X</b>
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		<b>X</b>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <b>\$</b> _____ (2) On foundation managers. <b>\$</b> _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <b>\$</b> _____		
<b>2</b> 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.		<b>X</b>
<b>3</b> 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		<b>X</b>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<b>X</b>
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		<b>X</b>
<b>6</b> 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?	<b>X</b>	
<b>7</b> 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	<b>X</b>	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <b>NY</b>		
<b>b</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	<b>X</b>	
<b>9</b> 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		<b>X</b>
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		<b>X</b>

N/A

**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		<b>X</b>
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		<b>X</b>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>WWW.GLADYSBROOKSFOUNDATION.ORG</b>	13	<b>X</b>	
14	The books are in care of ► <b>PRIVATE BANK TAX SERVICES</b> <b>P.O. BOX 1802</b> Located at ► <b>PROVIDENCE</b>	Telephone no ► <b>401-278-8952</b> RI ZIP+4 ► <b>02901-1802</b>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	15	► <input type="checkbox"/>	
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No <b>X</b>

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	<b>X</b>
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	<b>X</b>
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? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions.)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 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.)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<b>X</b>
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	<b>X</b>

**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)?**N/A****5b**

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

If "Yes" to 6b, file Form 8870.

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**N/A****7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address		(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
US TRUST COMPANY	PROVIDENCE	TRUSTEE			
P.O. BOX 1802	RI 02901-1802	40.00	206,209	0	0
CHRISTOPHER R. HAWKINS	LANCASTER	GOVERNOR			
26 HERMAN SAVAGE ROAD	NH 03584	part time 0.00	25,000	0	0
JAMES J DALY, ESQ	VERO BEACH	GOVERNOR			
750 BEACH ROAD APT 302	FL 32963	part time 0.00	25,000	0	0
THOMAS Q. MORRIS, MD	DELHI	GOVERNOR			
P.O. BOX 223	NY 13753	part time 0.00	25,000	0	0

**2** Compensation of five highest-paid employees (other than those included on line 4 see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000		(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JESSICA L. RUTLEDGE	GARDEN CITY	ADMINISTRATO			
360 STEWART AVENUE	NY 11530	35.00	71,839	25,013	0

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

**0**

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

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

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

	Expenses
1 N/A	
2	
3	
4	

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

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

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
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>	<b>31,591,342</b>
<b>b</b>	Average of monthly cash balances	<b>1b</b>	<b>3,040,245</b>
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	<b>4,283</b>
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	<b>34,635,870</b>
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	<b>0</b>
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	<b>0</b>
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	<b>34,635,870</b>
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	<b>4</b>	<b>519,538</b>
<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>	<b>34,116,332</b>
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	<b>1,705,817</b>

**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>	<b>1,705,817</b>
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	<b>9,962</b>
<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>	<b>9,962</b>
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	<b>1,695,855</b>
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	<b>1,695,855</b>
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	<b>1,695,855</b>

**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>	<b>1,712,434</b>
<b>b</b>	Program-related investments – total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</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>	<b>1,712,434</b>
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	<b>9,962</b>
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	<b>1,702,472</b>

**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				<b>1,695,855</b>
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only				
<b>b</b> Total for prior years: 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007				<b>6,590</b>
<b>b</b> From 2008				<b>82,797</b>
<b>c</b> From 2009				<b>48,310</b>
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	<b>137,697</b>			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ <b>1,712,434</b>				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required – see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required – see instructions)				
<b>d</b> Applied to 2012 distributable amount				<b>1,695,855</b>
<b>e</b> Remaining amount distributed out of corpus	<b>16,579</b>			
<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).)				
<b>6</b> Enter the net total of each column as indicated below:	<b>154,276</b>			
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b				
<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				
<b>d</b> Subtract line 6c from line 6b. Taxable amount – see instructions				
<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				<b>0</b>
<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)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	<b>6,590</b>			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	<b>147,686</b>			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008				<b>82,797</b>
<b>b</b> Excess from 2009				<b>48,310</b>
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				<b>16,579</b>

N/A

**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)				
<b>a</b> Paid during the year <b>SEE ATTACHED</b>				<b>1,450,000</b>
<b>Total</b>			<b>▶ 3a</b>	<b>1,450,000</b>
<b>b</b> Approved for future payment <b>N/A</b>				
<b>Total</b>			<b>▶ 3b</b>	

## Part XVI-A Analysis of Income-Producing Activities

**Enter gross amounts unless otherwise indicated.**

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b>	Program service revenue:					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments					
<b>3</b>	Interest on savings and temporary cash investments			<b>14</b>	<b>300,872</b>	
<b>4</b>	Dividends and interest from securities			<b>14</b>	<b>547,425</b>	
<b>5</b>	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income			<b>18</b>	<b>-7,911</b>	
<b>8</b>	Gain or (loss) from sales of assets other than inventory			<b>18</b>	<b>372,050</b>	
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory					
<b>11</b>	Other revenue: a _____					
b	_____					
c	_____					
d	_____					
e	_____					
<b>12</b>	Subtotal. Add columns (b), (d), and (e)		<b>0</b>		<b>1,212,436</b>	<b>0</b>
<b>13</b>	Total. Add line 12, columns (b), (d), and (e)				<b>13</b>	<b>1,212,436</b>

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]



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

Name of Manager	Amount
NONE	\$
Total	\$ 0

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

Name of Manager	Amount
NONE	\$
Total	\$ 0

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

Description
SEE ATTACHED

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

Description
SEE ATTACHED

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

Description
SEE ATTACHED

## UW GLADYS BROOKS FOUNDATION

[illegible]



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

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
16000. AVON PRODUCTS INC	03/19/2009	01/26/2012	295,339.92	298,358.40	-3,018.48
18840. AT&T INC PFD 6.375%	11/19/2010	02/15/2012	471,000.00	504,457.96	-33,457.96
4801. COMCAST CORP NEW PFD SER	08/26/2010	02/27/2012	120,025.00	125,839.01	-5,814.01
4754. COMCAST CORP NEW PFD SER	08/26/2010	04/20/2012	118,850.00	124,607.10	-5,757.10
1800. GENUINE PARTS COMPANY	07/08/2010	05/07/2012	117,539.34	73,542.06	43,997.28
4800. JACOBS ENGR GROUP INC	01/08/2009	05/07/2012	188,633.37	249,692.16	-61,058.79
2000. JACOBS ENGR GROUP INC	08/14/2009	05/07/2012	78,597.24	87,047.40	-8,450.16
1000. JACOBS ENGR GROUP INC	07/01/2009	05/07/2012	39,298.62	42,675.00	-3,376.38
1000. JACOBS ENGR GROUP INC	08/05/2009	05/07/2012	39,298.62	42,665.00	-3,366.38
1000. JACOBS ENGR GROUP INC	06/08/2010	05/07/2012	39,298.62	39,198.00	100.62
2000. JACOBS ENGR GROUP INC	08/26/2010	05/07/2012	78,597.24	69,770.00	8,827.24
1000. YUM BRANDS INC COM	04/15/2009	05/07/2012	72,564.37	30,276.80	42,287.57
1000. TEVA PHARMACEUTICAL INDS LTD ADR	07/01/2009	07/11/2012	39,360.92	49,876.00	-10,515.08
1500. TEVA PHARMACEUTICAL INDS LTD ADR	06/04/2009	07/11/2012	59,041.38	71,355.00	-12,313.62
5000. TEVA PHARMACEUTICAL INDS LTD ADR	01/15/2008	07/11/2012	196,804.58	234,389.50	-37,584.92
1000. TEVA PHARMACEUTICAL INDS LTD ADR	01/08/2009	07/11/2012	39,360.92	42,306.10	-2,945.18
1000. YUM BRANDS INC COM	04/15/2009	07/11/2012	62,028.60	30,276.80	31,751.80
18410. JPMORGAN CHASE CAP XXVI CAP SECS VAR SER Z	09/08/2009	07/12/2012	460,250.00	488,376.80	-28,126.80
2530. JPMORGAN CHASE CAP XXVI CAP SECS VAR SER Z	07/08/2010	07/12/2012	63,250.00	67,020.46	-3,770.46
639495. UNITED STATES TREAS NTS	01/08/2003	07/15/2012	639,495.00	667,692.58	-28,197.58
14270.44 COLUMBIA SHORT TERM BOND FUND CLASS Z SHARES	04/08/2010	08/20/2012	142,133.58	141,562.77	570.81
10030. EQUITY RESIDENTIAL DEPOSITORY SH REPSTG 1/10	08/26/2010	08/20/2012	250,750.00	250,809.18	-59.18
1000. PNC BK CORP	03/16/2010	08/20/2012	61,705.62	58,149.00	3,556.62
1000. PNC BK CORP	03/05/2010	08/20/2012	61,705.62	54,575.00	7,130.62
Totals					

USA  
2F0970 1.000

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

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
1000. PNC BK CORP	08/26/2010	08/20/2012	61,705.62	51,040.00	10,665.62
6000. PNC BK CORP	02/09/2010	08/20/2012	370,233.69	306,237.00	63,996.69
1000. ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR	12/29/2010	10/11/2012	87,020.25	57,143.10	29,877.15
1000. CHUBB CORPORATION	02/10/2009	10/11/2012	77,779.75	42,467.50	35,312.25
2000. CISCO SYSTEMS INCORPORATED	02/09/2010	10/11/2012	36,693.58	47,970.00	-11,276.42
6400. CISCO SYSTEMS INCORPORATED	01/23/2008	10/11/2012	117,419.44	152,816.00	-35,396.56
1000. CISCO SYSTEMS INCORPORATED	10/29/2010	10/11/2012	18,346.79	23,024.70	-4,677.91
2000. CISCO SYSTEMS INCORPORATED	07/01/2010	10/11/2012	36,693.58	42,450.00	-5,756.42
5000. CISCO SYSTEMS INCORPORATED	08/26/2010	10/11/2012	91,733.94	104,175.00	-12,441.06
8000. CISCO SYSTEMS INCORPORATED	11/19/2010	10/11/2012	146,774.31	158,725.60	-11,951.29
8000. CISCO SYSTEMS INCORPORATED	05/16/2011	10/11/2012	146,774.30	134,680.00	12,094.30
3000. LOWES COMPANIES INCORPORATED	04/08/2010	10/11/2012	92,551.82	76,590.00	15,961.82
1000. PFIZER INC	01/07/2011	10/11/2012	25,084.43	18,305.10	6,779.33
1000. YUM BRANDS INC COM	04/15/2009	10/11/2012	69,483.44	30,276.80	39,206.64
2000. ACCENTURE PLC CL A COM	03/29/2005	10/11/2012	139,339.47	48,952.00	90,387.47
1000. CHEVRONTXACO CORP COM	06/29/1988	10/19/2012	114,462.43	15,227.91	99,234.52
1000. CHUBB CORPORATION	02/10/2009	10/19/2012	80,474.39	42,467.50	38,006.89
22400. INTEL CORPORATION	01/25/2011	10/19/2012	479,797.23	483,392.00	-3,594.77
800. KIMBERLY CLARK CORP COM	01/04/2011	10/19/2012	69,523.48	50,388.00	19,135.48
1000. MEAD JOHNSON NUTRITION CO	03/05/2010	10/19/2012	70,510.41	48,815.00	21,695.41
1000. PRICE T ROWE GROUP INC COM	05/05/2008	10/19/2012	65,873.52	61,645.20	4,228.32
1000. WELLS FARGO COMPANY	01/27/1999	10/19/2012	34,463.22	17,691.25	16,771.97
1000. ACCENTURE PLC CL A COM	03/29/2005	10/19/2012	68,292.66	24,476.00	43,816.66
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			6235960.00	5883474.00	352,487.00
28% RATE CAPITAL GAINS (LOSSES)					
1. SPDR GOLD TR GOLD SHS	03/11/2009	01/11/2012	164.37	91.14	73.23
1. SPDR GOLD TR GOLD SHS	06/04/2009	01/11/2012	40.18	24.26	15.92
1. SPDR GOLD TR GOLD SHS	06/10/2009	01/11/2012	52.96	31.35	21.61
1. SPDR GOLD TR GOLD SHS	03/11/2009	02/14/2012	158.55	83.46	75.09
1. SPDR GOLD TR GOLD SHS	06/04/2009	02/14/2012	38.76	22.22	16.54
Totals					

USA  
250970 1000

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

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
1. SPDR GOLD TR GOLD SHS	06/10/2009	02/14/2012	51.09	28.71	22.38
1. SPDR GOLD TR GOLD SHS	03/11/2009	03/13/2012	163.09	87.46	75.63
1. SPDR GOLD TR GOLD SHS	06/04/2009	03/13/2012	39.87	23.28	16.59
1. SPDR GOLD TR GOLD SHS	06/10/2009	03/13/2012	52.55	30.09	22.46
1. SPDR GOLD TR GOLD SHS	03/11/2009	04/10/2012	177.38	97.80	79.58
1. SPDR GOLD TR GOLD SHS	06/04/2009	04/10/2012	43.36	26.03	17.33
1. SPDR GOLD TR GOLD SHS	06/10/2009	04/10/2012	57.15	33.64	23.51
1. SPDR GOLD TR GOLD SHS	03/11/2009	05/16/2012	187.55	109.79	77.76
1. SPDR GOLD TR GOLD SHS	06/04/2009	05/16/2012	45.85	29.23	16.62
1. SPDR GOLD TR GOLD SHS	06/10/2009	05/16/2012	60.43	37.77	22.66
1. SPDR GOLD TR GOLD SHS	03/11/2009	06/12/2012	159.43	90.12	69.31
1. SPDR GOLD TR GOLD SHS	06/04/2009	06/12/2012	38.97	23.98	14.99
1. SPDR GOLD TR GOLD SHS	06/10/2009	06/12/2012	51.37	31.00	20.37
1. SPDR GOLD TR GOLD SHS	03/11/2009	07/06/2012	160.90	91.92	68.98
1. SPDR GOLD TR GOLD SHS	06/04/2009	07/06/2012	39.33	24.46	14.87
1. SPDR GOLD TR GOLD SHS	06/10/2009	07/06/2012	51.84	31.61	20.23
1. SPDR GOLD TR GOLD SHS	03/11/2009	08/10/2012	162.49	91.00	71.49
1. SPDR GOLD TR GOLD SHS	06/04/2009	08/10/2012	39.72	24.22	15.50
1. SPDR GOLD TR GOLD SHS	06/10/2009	08/10/2012	52.36	31.31	21.05
1. SPDR GOLD TR GOLD SHS	03/11/2009	09/12/2012	166.35	86.80	79.55
1. SPDR GOLD TR GOLD SHS	06/04/2009	09/12/2012	40.66	23.10	17.56
1. SPDR GOLD TR GOLD SHS	06/10/2009	09/12/2012	53.60	29.86	23.74
1. SPDR GOLD TR GOLD SHS	03/11/2009	10/08/2012	184.15	94.11	90.04
1. SPDR GOLD TR GOLD SHS	06/04/2009	10/08/2012	45.01	25.04	19.97
1. SPDR GOLD TR GOLD SHS	06/10/2009	10/08/2012	59.34	32.38	26.96
1. SPDR GOLD TR GOLD SHS	03/11/2009	11/19/2012	170.04	89.06	80.98
1. SPDR GOLD TR GOLD SHS	06/04/2009	11/19/2012	41.57	23.71	17.86
1. SPDR GOLD TR GOLD SHS	06/10/2009	11/19/2012	54.79	30.63	24.16
1. SPDR GOLD TR GOLD SHS	03/11/2009	12/11/2012	160.75	85.20	75.55
1. SPDR GOLD TR GOLD SHS	06/04/2009	12/11/2012	39.29	22.67	16.62
1. SPDR GOLD TR GOLD SHS	06/10/2009	12/11/2012	51.80	29.31	22.49
TOTAL 28% RATE CAPITAL GAINS (LOSSES)					1,389.00
Totals					6239117.00 5885242.00 353,876.00

USA  
2F0970 1.000

UW GLADYS BROOKS FOUNDATION

FEDERAL CAPITAL GAIN DIVIDENDS

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

-----

15% RATE CAPITAL GAIN DIVIDENDS

EQUITY RESIDENTIAL DEPOSITORY SH REPSTG 1/1  
GLOBAL CROSSING LTD NEW COM

1,379.53  
27.52

-----

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

1,407.00

-----

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS (ROUNDED)

1,407.00

=====

TOTAL CAPITAL GAIN DISTRIBUTION

826.-  
2233.

UW GLADYS BROOKS FOUNDATION

FEDERAL CAPITAL GAIN DISTRIBUTIONS  
=====

CAPITAL GAIN DISTRIBUTIONS  
-----

UNRECAPTURED SECTION 1250 GAIN

EQUITY RESIDENTIAL DEPOSITORY SH REPSTG 1/1	825.72	
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TOTAL UNRECAPTURED SECTION 1250 GAIN

826.00

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TOTAL CAPITAL GAIN DISTRIBUTIONS (ROUNDED)

826.00

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STATEMENT 11

## Federal Statements

13-2955337

FYE: 12/31/2012

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
US TRUST CO (BOFA) - OTHER	\$ -7,911	\$ -7,911	\$
Total	\$ -7,911	\$ -7,911	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	\$ 7,208	\$	\$	\$ 7,208
Total	\$ 7,208	\$ 0	\$ 0	\$ 7,208

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 22,400	\$	\$	\$ 22,400
Total	\$ 22,400	\$ 0	\$ 0	\$ 22,400

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES	\$ 15,167	\$ 15,167	\$	\$
FEDERAL ESTIMATES-PRINCIPAL	47,367			
FEDERAL OVERPAYMENT APPLIED 10				
Total	\$ 62,534	\$ 15,167	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation

Description		Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
FURNITURE		2/01/09	\$ 911	\$ 379	S/L	7	\$ 130	\$	
EQUIPMENT		8/01/09	2,520	1,302	S/L	5	504		
EQUIPMENT		12/01/10	229	50	S/L	5	46		
Total			\$ 3,660	\$ 1,731			\$ 680	\$ 0	\$ 0

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses				
OFFICE EXPENSES	14,352			14,352
PAYROLL SERVICE	2,456			2,456
SUPPLIES EXPENSE	1,250			1,250
NY AG FILING FEES	750			750
PUBLICATION EXPENSE	130	4,183		130
INVESTMENT EXPENSES	4,183			
OTHER	2,386			2,386
Total	\$ 25,507	\$ 4,183	\$ 0	\$ 21,324

## Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
US TRUST/BANK OF AMERICA	\$ 1,655,098	\$ 2,011,116	Cost	\$ 2,136,523
Total	\$ 1,655,098	\$ 2,011,116		\$ 2,136,523

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
US TRUST/BANK OF AMERICA	\$ 14,603,873	\$ 13,878,378	Cost	\$ 20,242,210
Total	\$ 14,603,873	\$ 13,878,378		\$ 20,242,210

Statement 9 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
US TRUST/BANK OF AMERICA	\$ 9,031,536	\$ 7,377,342	Cost	\$ 7,551,381
Total	\$ 9,031,536	\$ 7,377,342		\$ 7,551,381

Statement 10 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
US TRUST/BANK OF AMERICA-COMMODITIES	\$ 448,770	\$ 447,025	Cost	\$ 799,571
Total	\$ 448,770	\$ 447,025		\$ 799,571



## Federal Statements

Statement 11 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
FURNITURE AND FIXTURES	\$ 532	911	\$ 509	\$ 402
EQUIPMENT	1,397	2,749	1,902	847
Total	\$ 1,929	\$ 3,660	\$ 2,411	\$ 1,249

**Federal Statements****Statement 12 - Form 990-PF, Part II, Line 15 - Other Assets**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
SECURITY DEPOSIT	\$ 3,042	\$ 3,034	\$ 3,034
Total	\$ 3,042	\$ 3,034	\$ 3,034

**Statement 13 - Form 990-PF, Part III, Line 3 - Other Increases**

<u>Description</u>	<u>Amount</u>
BOOK VALUE ADJUSTMENTS	\$ 6,573
Total	\$ 6,573

Form **4562**

# Depreciation and Amortization

(Including Information on Listed Property)

Department of the Treasury  
Internal Revenue Service (99)

▶ See separate instructions.

▶ Attach to your tax return.

OMB No. 1545-0172

**2012**Attachment  
Sequence No **179**

Name(s) shown on return

**UW GLADYS BROOKS FOUNDATION**

Identifying number

**13-2955337**

Business or activity to which this form relates

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

<b>1</b>	Maximum amount (see instructions)	<b>1</b>	<b>500,000</b>
<b>2</b>	Total cost of section 179 property placed in service (see instructions)	<b>2</b>	
<b>3</b>	Threshold cost of section 179 property before reduction in limitation (see instructions)	<b>3</b>	<b>2,000,000</b>
<b>4</b>	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	<b>4</b>	
<b>5</b>	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	<b>5</b>	

<b>6</b>	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

<b>7</b>	Listed property. Enter the amount from line 29	<b>7</b>	
<b>8</b>	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	<b>8</b>	
<b>9</b>	Tentative deduction. Enter the <b>smaller</b> of line 5 or line 8	<b>9</b>	
<b>10</b>	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	<b>10</b>	
<b>11</b>	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	<b>11</b>	
<b>12</b>	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	<b>12</b>	
<b>13</b>	Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12	<b>13</b>	

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

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

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

<b>17</b>	MACRS deductions for assets placed in service in tax years beginning before 2012	<b>17</b>	<b>0</b>
<b>18</b>	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

**Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System**

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
<b>19a</b> 3-year property						
<b>b</b> 5-year property						
<b>c</b> 7-year property						
<b>d</b> 10-year property						
<b>e</b> 15-year property						
<b>f</b> 20-year property						
<b>g</b> 25-year property			25 yrs		S/L	
<b>h</b> Residential rental property			27.5 yrs.	MM	S/L	
			27.5 yrs.	MM	S/L	
<b>i</b> Nonresidential real property			39 yrs.	MM	S/L	
				MM	S/L	

**Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System**

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

**Part IV Summary (See instructions.)**

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

For Paperwork Reduction Act Notice, see separate instructions.

Form **4562** (2012)

DAA

**There are no amounts for Page 2**

13-2955337

**Federal Asset Report**

FYE: 12/31/2012

**Form 990, Page 1**

Asset	Description	Date In Service	Cost	Bus %	Sec 179	Bonus	Basis for Depr	PerConv Meth	Prior	Current
<b>Other Depreciation:</b>										
1	FURNITURE	2/01/09	911				911	7 MO S/L	379	130
2	EQUIPMENT	8/01/09	2,520				2,520	5 MO S/L	1,302	504
3	EQUIPMENT	12/01/10	229				229	5 MO S/L	50	46
<b>Total Other Depreciation</b>			<u>3,660</u>				<u>3,660</u>		<u>1,731</u>	<u>680</u>
<b>Total ACRS and Other Depreciation</b>			<u>3,660</u>				<u>3,660</u>		<u>1,731</u>	<u>680</u>
<b>Grand Totals</b>			3,660				3,660		1,731	680
<b>Less: Dispositions and Transfers</b>			0				0		0	0
<b>Less: Start-up/Org Expense</b>			0				0		0	0
<b>Net Grand Totals</b>			<u>3,660</u>				<u>3,660</u>		<u>1,731</u>	<u>680</u>

13-2955337

**Federal Statements**

FYE: 12/31/2012

**Taxable Interest on Investments**

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
SIGNATURE BANK - SECURITY DEP \$				14	
US TRUST (BOFA)-DOMESTIC	212,093			14	
US TRUST (BOFA)-FOREIGN	14,871			14	
US TRUST (BOFA)-US GOVT	71,342			14	
US TRUST (BOFA)-US GOVT OID				14	
US TRUST (BOFA)-US GOVT ACCRD	2,566			14	
Total	\$ 300,872				

**Tax-Exempt Dividends from Securities**

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

**Taxable Dividends from Securities**

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
US TRUST COMPANY (BOFA)	\$ 404,170			14	
US TRUST CO (BOFA)-FOREIGN	141,180			14	
US TRUST CO (BOFA)-DOMESTIC	2,075			14	
US TRUST CO (BOFA)-DOMESTIC				14	
Total	\$ 547,425				

**Other Investment Income**

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code
US TRUST CO (BOFA) - OTHER	\$ -7,911			18
Total	\$ -7,911			

Trade Date

**Portfolio Analysis**

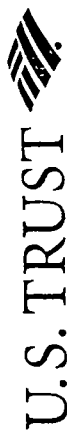
Dec. 01, 2012 through Dec. 31, 2012

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

**Portfolio Summary by Asset Class**

Description	Market Value	% of Account	% of Sector	Tax Cost	Estimated Annual Income	Current Yield
<b>Cash/Currency</b>						
Cash Equivalents	\$3,073,179.51	9.1%	100.0%	\$3,073,154.84	\$307.32	0.01%
<b>Total Cash/Currency</b>	<b>\$3,073,179.51</b>	<b>9.1%</b>	<b>100.0%</b>	<b>\$3,073,154.84</b>	<b>\$307.32</b>	<b>0.01%</b>
<b>Equities</b>						
U.S. Large Cap	\$14,121,708.55	41.8%	69.8%	\$9,191,780.74	\$270,790.92	1.92%
U.S. Mid Cap	3,017,730.00	8.9	14.9	2,413,880.40	54,200.00	1.79
International Developed	3,102,771.52	9.2	15.3	2,272,716.66	93,206.20	3.01
<b>Total Equities</b>	<b>\$20,242,210.07</b>	<b>59.9%</b>	<b>100.0%</b>	<b>\$13,878,377.80</b>	<b>\$418,197.12</b>	<b>2.07%</b>
<b>Fixed Income</b>						
Investment Grade Taxable	\$8,668,366.31	25.6%	89.5%	\$8,371,757.83	\$304,236.75	3.53%
International Developed Bonds	1,019,538.47	3.0	10.5	1,016,700.00	13,750.00	1.35
<b>Total Fixed Income</b>	<b>\$9,687,904.78</b>	<b>28.7%</b>	<b>100.0%</b>	<b>\$9,388,457.83</b>	<b>\$317,986.75</b>	<b>3.30%</b>
<b>Tangible Assets</b>						
Commodities	\$799,570.67	2.4%	100.0%	\$447,025.42	\$0.00	0.00%
<b>Total Tangible Assets</b>	<b>\$799,570.67</b>	<b>2.4%</b>	<b>100.0%</b>	<b>\$447,025.42</b>	<b>\$0.00</b>	<b>0.00%</b>
<b>Total Assets</b>	<b>\$33,802,865.03</b>	<b>100.0%</b>		<b>\$26,787,015.89</b>	<b>\$736,491.19</b>	<b>2.18%</b>
<b>Total</b>	<b>\$33,802,865.03</b>			<b>\$26,787,015.89</b>	<b>\$736,491.19</b>	

Trade Date



Bank of America Private Wealth Management

## Portfolio Detail

Dec. 01, 2012 through Dec. 31, 2012

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

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Cash/Currency</b>									
<b>Cash Equivalents</b>									
25,787.830	BOFA GOVERNMENT RESERVES TRUST CLASS (Income Investment)	097100556	\$25,787.83	\$2.27	\$25,787.83 1,000		\$0.00	\$2.58	0.01%
3,047,367.010	BOFA GOVERNMENT RESERVES TRUST CLASS	097100556	3,047,367.01	22.40	3,047,367.01 1,000		0.00	304.74	0.01
	<b>Total Cash Equivalents</b>		<b>\$3,073,154.84</b>	<b>\$24.67</b>	<b>\$3,073,154.84</b>		<b>\$0.00</b>	<b>\$307.32</b>	<b>0.01%</b>
	<b>Total Cash/Currency</b>		<b>\$3,073,154.84</b>	<b>\$24.67</b>	<b>\$3,073,154.84</b>		<b>\$0.00</b>	<b>\$307.32</b>	<b>0.01%</b>

## Equities

<b>Consumer Discretionary</b>									
8,000.000	GENUINE PARTS CO Ticker: GPC	372460105	\$508,640.00 63,580	\$3,960.00	\$326,853.60 40,857		\$181,786.40	\$15,840.00	3.11%
20,000.000	LOWES COS INC Ticker: LOW	548661107	710,400.00 35,520	0.00	482,690.00 24,135		227,710.00	12,800.00	1.80
10,000.000	TARGET CORP Ticker: TGT	87612E106	591,700.00 59,170	0.00	509,670.00 50,967		82,030.00	14,400.00	2.43
7,000.000	YUM BRANDS INC Ticker: YUM	988498101	464,800.00 66,400	0.00	211,937.60 30,277		252,862.40	9,380.00	2.01
	<b>Total Consumer Discretionary</b>		<b>\$2,275,540.00</b>	<b>\$3,960.00</b>	<b>\$1,531,151.20</b>		<b>\$744,388.80</b>	<b>\$52,420.00</b>	<b>2.30%</b>
<b>Consumer Staples</b>									
7,800.000	ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR BELGIUM Ticker: BUD	03524A108	\$681,798.00 87,410	\$0.00	\$445,716.18 57,143		\$236,081.82	\$10,085.40	1.47%
6,800.000	KIMBERLY CLARK CORP Ticker: KMB	494368103	574,124.00 84,430	5,032.00	428,298.00 62,985		145,826.00	20,128.00	3.50
11,000.000	KRAFT FOODS GROUP INC Ticker: KFT	50076Q106	500,170.00 45,470	5,500.00	507,644.50 46,150		-7,474.50	22,000.00	4.39

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

\*LX0066304\*

Trade Date



# Portfolio Detail

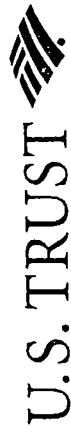
Account: 41-01-100-5837423 UW GLADYS BROOKS FOUNDATION

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Equities (Cont)</b>									
<b>Consumer Staples (cont)</b>									
8,500.000	MEAD JOHNSON NUTRITION CO Ticker: MJN	582839106	560,065.00 65.890	2,550.00	397,977.10 46.821		162,087.90	10,200.00	1.82
8,500.000	PEPSICO INC Ticker: PEP	713448108	581,655.00 68.430	4,568.75	231,531.00 27.239		350,124.00	18,275.00	3.14
<b>Total Consumer Staples</b>			<b>\$2,897,812.00</b>	<b>\$17,650.75</b>	<b>\$2,011,166.78</b>		<b>\$886,645.22</b>	<b>\$80,688.40</b>	<b>2.78%</b>
<b>Energy</b>									
6,000.000	APACHE CORP Ticker: APA	037411105	\$471,000.00 78.500	\$0.00	\$578,888.34 96.481		-\$107,888.34	\$4,080.00	0.86%
5,632.000	CHEVRON CORP Ticker: CVX	166764100	609,044.48 108.140	0.00	85,567.50 15.193		523,476.98	20,275.20	3.32
6,514.000	EXXON MOBIL CORP Ticker: XOM	30231G102	563,786.70 86.550	0.00	37,438.91 5.747		526,347.79	14,851.92	2.63
9,700.000	SCHLUMBERGER LTD NETHERLANDS ANTILLES Ticker: SLB	806857108	672,196.42 69.299	2,667.50	587,276.50 60.544		84,919.92	10,670.00	1.58
<b>Total Energy</b>			<b>\$2,316,027.60</b>	<b>\$2,667.50</b>	<b>\$1,289,171.25</b>		<b>\$1,026,856.35</b>	<b>\$49,877.12</b>	<b>2.15%</b>
<b>Financials</b>									
9,000.000	AMERIPRISE FINL INC Ticker: AMP	03076C106	\$563,670.00 62.630	\$0.00	\$341,875.80 37.986		\$221,794.20	\$16,200.00	2.87%
4.000	BERKSHIRE HATHAWAY INC DEL CL A Ticker: BRK A	084670108	536,240.00 134,060.000	0.00	378,100.12 94,525.030		158,139.88	0.00	0.00
8,000.000	CHUBB CORP Ticker: CB	171232101	602,560.00 75.320	3,280.00	332,730.80 41.591		269,829.20	13,120.00	2.17
9,000.000	PRICE T ROWE GROUP INC Ticker: TROW	74144T108	586,053.90 65.117	0.00	427,192.45 47.466		158,861.45	12,240.00	2.08
17,400.000	WELLS FARGO & CO NEW COM. Ticker: WFC	949746101	594,732.00 34.180	0.00	306,984.00 17.643		287,748.00	15,312.00	2.57



Trade Date



Bank of America Private Wealth Management

## Portfolio Detail

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

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Equities (Cont)</b>									
<b>Financials (cont)</b>									
<b>Total Financials</b>			<b>\$2,883,255.90</b>	<b>\$3,280.00</b>	<b>\$1,786,883.17</b>	<b>\$1,096,372.73</b>	<b>\$56,872.00</b>		<b>1.97%</b>
<b>Health Care</b>									
7,000,000	CERNER CORP Ticker: CERN	156782104	\$542,570.00 77.510	\$0.00	\$261,646.70 37.378	\$280,923.30	\$0.00	\$0.00	0.00%
10,000,000	EXPRESS SCRIPTS HLDG CO Ticker: ESRX	30219G108	540,000.00 54.000	0.00	486,374.30 48.637	53,625.70	0.00	0.00	0.00
8,000,000	GILEAD SCIENCES INC Ticker: GILD	375558103	587,600.00 73.450	0.00	403,400.00 50.425	184,200.00	0.00	0.00	0.00
9,600,000	NOVARTIS A G SPONSORED ADR SWITZERLAND Ticker: NVS	66987V109	607,680.00 63.300	0.00	534,469.44 55.674	73,210.56	20,217.60	3.32	
25,000,000	PFIZER INC Ticker: PFE	717081103	626,982.50 25.079	0.00	457,627.50 18.305	169,355.00	24,000.00	3.82	
8,000,000	ZIMMER HLDGS INC Ticker: ZMH	98956P102	533,280.00 66.660	1,440.00	406,566.40 50.821	126,713.60	5,760.00	1.08	
<b>Total Health Care</b>			<b>\$3,438,112.50</b>	<b>\$1,440.00</b>	<b>\$2,550,084.34</b>	<b>\$888,028.16</b>	<b>\$49,977.60</b>		<b>1.45%</b>
<b>Industrials</b>									
9,000,000	DANAHER CORP DEL Ticker: DHR	235851102	\$503,100.00 55.900	\$0.00	\$388,125.00 43.125	\$114,975.00	\$900.00	0.17%	
16,000,000	KBR INC Ticker: KBR	48242W106	478,720.00 29.920	0.00	471,222.40 29.451	7,497.60	5,120.00	1.07	
6,000,000	ROCKWELL AUTOMATION INC Ticker: ROK	773903109	503,940.00 83.990	0.00	422,122.20 70.354	81,817.80	11,280.00	2.23	
6,400,000	SIEMENS A G SPONSORED ADR GERMANY Ticker: SI	826197501	700,608.00 109.470	0.00	621,184.04 97.060	79,423.96	18,323.20	2.61	
<b>Total Industrials</b>			<b>\$2,186,368.00</b>	<b>\$0.00</b>	<b>\$1,902,653.64</b>	<b>\$283,714.36</b>	<b>\$35,623.20</b>		<b>1.62%</b>

\*LX0066305\*

Trade Date



# Portfolio Detail

Dec. 01, 2012 through Dec. 31, 2012

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

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

## Information Technology

9,000.000	ACCENTURE PLC CLA COM IRELAND Ticker: ACN	G1151C101	\$598,500.00 66.500	\$0.00	\$214,901.00 23.878		\$383,599.00	\$14,580.00	2.43%
14,500.000	ADOBE SYS INC Ticker: ADBE	00724F101	546,360.00 37.680	0.00	248,692.88 17.151		297,667.12	0.00	0.00
15,000.000	EMC CORP Ticker: EMC	268648102	379,500.00 25.300	0.00	160,200.00 10.680		219,300.00	0.00	0.00
19,000.000	MICROSOFT CORP Ticker: MSFT	594918104	507,484.30 26.710	0.00	379,343.50 19.965		128,140.80	17,480.00	3.44
19,000.000	NUANCE COMMUNICATIONS INC Ticker: NUAN	67020Y100	424,080.00 22.320	0.00	445,240.00 23.434		-21,160.00	0.00	0.00
Total Information Technology			\$2,455,924.30	\$0.00	\$1,448,377.38		\$1,007,546.92	\$32,060.00	1.30%

## Materials

6,000.000	AIR PRODS & CHEMS INC Ticker: APD	009158106	\$504,120.00 84.020	\$3,840.00	\$283,443.00 47.241		\$220,677.00	\$15,360.00	3.04%
8,500.000	NEWMONT MNG CORP Ticker: NEM	651639106	394,740.00 46.440	0.00	222,198.50 26.141		172,541.50	11,900.00	3.01
Total Materials			\$898,860.00	\$3,840.00	\$505,641.50		\$393,218.50	\$27,260.00	3.03%

## Telecommunication Services

20,000.000	VODAFONE GROUP PLC SPONSORED ADR NEW UNITED KINGDOM Ticker: VOD	92857W209	\$503,800.00 25.190	\$10,385.52	\$456,446.00 22.822		\$47,354.00	\$30,000.00	5.95%
Total Telecommunication Services			\$503,800.00	\$10,385.52	\$456,446.00		\$47,354.00	\$30,000.00	5.95%

## Other Equities

7,400.000	MARKET VECTORS GOLD MINERS ETF Ticker: GDX	57060U100	\$343,286.00 46.390	\$0.00	\$396,802.54 53.622		-\$53,516.54	\$3,418.80	0.99%
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Trade Date

U.S. TRUST

Bank of America Private Wealth Management

## Portfolio Detail

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

Dec. 01, 2012 through Dec 31, 2012

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

## Other Equities (cont)

## Total Other Equities

			\$343,286.00	\$0.00	\$396,802.54		-\$53,516.54	\$3,418.80	0.99%
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## Total Equities

			\$20,198,986.30	\$43,223.77	\$13,878,377.80		\$6,320,608.50	\$418,197.12	2.07%
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Fixed Income

## Investment Grade Taxable

1,000,000.000

2013

WAL-MART STORES INC

NT

DTD 04/29/03 4.550% DUE 05/01/13

Moody's: AA2 S&amp;P: AA

BERKSHIRE HATHAWAY FIN CORP

GTD SR NT

DTD 11/15/08 4.600% DUE 05/15/13

Moody's: AA2 S&amp;P: AA+

JOHNSON &amp; JOHNSON

DEB

DTD 05/22/03 3.800% DUE 05/15/13

Moody's: AAA S&amp;P: AAA

UNITED STATES TREAS NT

DTD 11/17/03 4.250% DUE 11/15/13

Moody's: AAA S&amp;P: AA+

2014

PEPSICO INC

SR UNSEC NT

DTD 03/02/09 3.750% DUE 03/01/14

Moody's: AA3 S&amp;P: A-

FEDERAL HOME LN MTG CORP

REFERENCE NT

DTD 07/16/04 5.000% DUE 07/15/14

Moody's: AAA S&amp;P: AA+

		931142BT9	\$1,013,770.00	\$7,583.33	\$966,910.00		\$46,860.00	\$45,500.00	4.48%
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101.377

96.691

		084664BD2	507,750.00	2,938.89	506,220.00		1,530.00	23,000.00	4.53%
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101.550

101.244

		478160AM6	1,012,880.00	4,855.55	948,450.00		64,430.00	38,000.00	3.75%
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101.288

94.845

		912828BR0	1,035,230.00	5,517.96	1,013,906.25		21,323.75	42,500.00	4.10%
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103.523

101.391

		713448BK3	518,960.00	6,249.99	524,470.00		-5,510.00	18,750.00	3.61%
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103.792

104.894

		3134A4UU6	1,072,720.00	23,055.56	997,210.00		75,510.00	50,000.00	4.66%
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107.272

99.721

0.18

0.37

0.51

0.27

\*LX0066306\*

Trade Date

# Portfolio Detail

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

Dec. 01, 2012 through Dec. 31, 2012

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

### Investment Grade Taxable (cont)

4,377.000	2039 ENERGY TEX INC PFD MTG BD 7.875% Moody's: BAA3 S&P: BBB+	29365T203	126,801.69 28.970	0.00	125,895.85 28.763		905.84	8,618.31	6.79
284,784.647	COLUMBIA SHORT TERM BOND FUND CLASS Z SHARES	19765H362	2,847,846.47 10.000	2,692.37	2,788,449.40 9.791		59,397.07	41,293.77	1.45
18,370.000	US BANCORP DEL DEPOSITARY SHS PFD REPS TG 1/1000TH SER D 7.78% Moody's: A1 S&P: BBB+	902973882	470,272.00 25.600	9,242.50	500,246.33 27.232		-29,974.33	36,574.67	7.77
	<b>Total Investment Grade Taxable</b>		<b>\$8,606,230.16</b>	<b>\$62,136.15</b>	<b>\$8,371,757.83</b>		<b>\$234,472.33</b>	<b>\$304,236.75</b>	<b>3.53%</b>

### International Developed Bonds

1,000,000.000	2014 TORONTO DOMINION BK UNSEC SR MEDIUM TERM BK CANADA DTD 07/14/11 1.375% DUE 07/14/14 Moody's: AAA S&P: AA-	89114QAA6	\$1,013,160.00 101.316	\$6,378.47	\$1,016,700.00 101.670		-\$3,540.00	\$13,750.00	1.35% 0.53
	<b>Total International Developed Bonds</b>		<b>\$1,013,160.00</b>	<b>\$6,378.47</b>	<b>\$1,016,700.00</b>		<b>-\$3,540.00</b>	<b>\$13,750.00</b>	<b>1.35%</b>

### Total Fixed Income

			<b>\$9,619,390.16</b>	<b>\$68,514.62</b>	<b>\$9,388,457.83</b>		<b>\$230,932.33</b>	<b>\$317,986.75</b>	<b>3.30%</b>
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## Tangible Assets

### Commodities

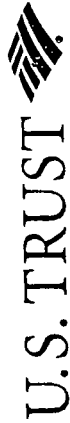
4,935.000	SPDR GOLD TR GOLD SHS	78463V107	\$799,570.67 162.020	\$0.00	\$447,025.42 90.583		\$352,545.25	\$0.00	0.00%
	<b>Total Commodities</b>		<b>\$799,570.67</b>	<b>\$0.00</b>	<b>\$447,025.42</b>		<b>\$352,545.25</b>	<b>\$0.00</b>	<b>0.00%</b>

### Total Tangible Assets

			<b>\$799,570.67</b>	<b>\$0.00</b>	<b>\$447,025.42</b>		<b>\$352,545.25</b>	<b>\$0.00</b>	<b>0.00%</b>
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### Total Portfolio

			<b>\$33,691,101.97</b>	<b>\$111,763.06</b>	<b>\$26,787,015.89</b>		<b>\$6,904,086.08</b>	<b>\$736,491.19</b>	<b>2.18%</b>
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Bank of America Private Wealth Management

Trade Date

Portfolio Detail

Dec. 01, 2012 through Dec. 31, 2012

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

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Tangible Assets (cont)									
Commodities (cont)									
Accrued Income			\$111,763.06						
Total			\$33,802,865.03						

**GLADYS BROOKS FOUNDATION**  
**SUPPLEMENTARY INFORMATION**  
**FORM 990 PF**  
**PART XV- LINE 3A**  
**2012**

	<b><u>FOUNDATION</u></b> <b><u>STATUS OF</u></b> <b><u>RECIPIENT</u></b>	<b><u>PURPOSE</u></b>	<b><u>AMOUNT</u></b>
AMERICAN UNIVERSITY OF BEIRUT New York, New York	Public Charity	Scholarship Endowment	\$100,000.00
FAIRBANKS MUSEUM & PLANETARIUM St. Johnsbury, Vermont	Public Charity	Construction	\$100,000.00
GEORGETOWN UNIVERSITY Washington, DC	Public Charity	Library Endowment	\$100,000.00
GOOD NEIGHBOR HEALTH CLINIC White River Junction, Vermont	Public Charity	Dental Equipment & Student Externships	\$100,000.00
HENRY VISCARDI SCHOOL Albertson, New York	Public Charity	Technology Equipment	\$100,000.00
NEW YORK ACADEMY OF MEDICINE New York, New York	Public Charity	Technology Equipment	\$100,000.00
NEW YORK UNIVERSITY New York, New York	Public Charity	Library Technology	\$100,000.00
ST. PETERS UNIVERSITY Jersey City, New Jersey	Public Charity	Scholarship Endowment	\$100,000.00
ST. JOHNSBURY ACADEMY St. Johnsbury, Vermont	Public Charity	Scholarship Endowment	\$100,000.00
TRINITY COLLEGE Hartford, Connecticut	Public Charity	Scholarship Endowment	\$100,000.00

**GLADYS BROOKS FOUNDATION**  
**SUPPLEMENTARY INFORMATION**  
**FORM 990 PF**  
**PART XV- LINE 3A**  
**2012**

	<b><u>FOUNDATION STATUS OF RECIPIENT</u></b>	<b><u>PURPOSE</u></b>	<b><u>AMOUNT</u></b>
MARILLAC RESIDENCE, INC. Wellesley, Massachusetts	Public Charity	Construction & Equipment	\$100,000.00
UNITED HOSPICE OF ROCKLAND, INC. New City, New York	Public Charity	Technology Equipment	\$100,000.00
WEEKS MEDICAL CENTER Lancaster, New Hampshire	Public Charity	Medical Simulation Equipment	\$100,000.00
MOUNT WASHINGTON OBSERVATORY North Conway, New Hampshire	Public Charity	Library Artifacts Displays	\$50,000.00
NEW YORK PRESBYTERIAN HOSPITAL New York, New York	Public Charity	Renovation & Refurbishing	\$50,000.00
UNIVERSITY OF NOTRE DAME DU LAC Notre Dame, Indiana	Public Charity	Education	\$25,000.00
CANTEBURY SCHOOL New Milford, Connecticut	Public Charity	Scholarship Endowment	\$15,000.00
NEW YORK ACADEMY OF MEDICINE New York, New York	Public Charity	Technology Equipment	\$10,000.00

## GLADYS BROOKS FOUNDATION

### BOARD OF GOVENORS

JAMES J. DALY  
CHAIRMAN

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

C/O THOMAS Q. MORRIS, M.D.  
630 WEST 168TH STREET  
F&S 2-401  
NEW YORK, NEW YORK 10032

MAILING ADDRESS:  
1055 FRANKLIN AVENUE  
SUITE 102  
GARDEN CITY, NEW YORK 11530  
516-746-6103

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

### GENERAL POLICIES

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

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

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

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

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

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

If the applicant receives a Second Round Grant Questionnaire the Foundation is seriously considering applicant's application and will require that the following documents be provided: budget for the year 2013 when available; Internal Revenue Service exemption letter; latest Internal Revenue Service information return; an opinion of counsel with respect to applicant's tax exemption and applicant's legal authority to accept the grant.



## GLADYS BROOKS FOUNDATION

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

### SCOPE OF GRANTS THAT WILL BE CONSIDERED IN 2012

For 2012, the Foundation will consider grant applications in the fields of libraries, education, hospitals and clinics.

#### LIBRARIES

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

#### EDUCATION

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

#### HOSPITALS AND CLINICS

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

#### APPLICATION

The application must be completed and postmarked with all supporting documents to the Foundation within 45 days from the date of the letter or memorandum from the Foundation furnishing the application to the applicant unless the Foundation letter or memorandum is dated after April 18, 2012 in which case the application must be postmarked with all supporting documents on or before June 1, 2012. The Foundation does encourage early filing of the application.

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

The Foundation's application form must be used and may be obtained by downloading from [www.gladysbrooksfoundation.org](http://www.gladysbrooksfoundation.org) or by writing to:

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

NEW YORK, NEW YORK

January, 2012

# **GLADYS BROOKS FOUNDATION**

## **BOARD OF GOVERNORS**

**JAMES J. DALY**  
**CHAIRMAN**

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

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

**MAILING ADDRESS:**  
**1055 FRANKLIN AVENUE**  
**SUITE 208**  
**GARDEN CITY, NEW YORK 11530**  
**516-746-8103**

## **ANNUAL REPORT FOR THE YEAR 2011**

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

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

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

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

**GLADYS BROOKS FOUNDATION**

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

New York, New York  
January 2012

**GLADYS BROOKS FOUNDATION**

**GRANT APPLICATION**

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

The application must be completed and sent with all supporting documents to the Foundation within 45 days from the date of the letter or memorandum from the Foundation furnishing the application to the applicant unless the Foundation letter is dated after April 18, 2012 in which case the application must be postmarked with all supporting documents on or before June 1, 2012. Applications must be submitted in duplicate with a specific budget for the grant.

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

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

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

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

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**NAME OF APPLICANT:**

**AMOUNT OF GRANT REQUEST:**  
**PURPOSE OF GRANT:**

**GLADYS BROOKS FOUNDATION**

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

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

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

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

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

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

TELEPHONE NUMBER:

AUTHORIZED SIGNATURE:

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Name

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Title

New York, New York

January 2012