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 , and ending

Name of foundation: DIANE AND DOROTHY BROOKS FOUNDATION

A Employer identification number: 20-2653929

Number and street (or P O box number if mail is not delivered to street address): 10100 SANTA MONICA BOULEVARD — Room/suite: 1050

B Telephone number: (310) 734-1234

City or town, state, and ZIP code: LOS ANGELES, CA 90067

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 10,302,603.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

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).)

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	1,000,000.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	140,416.	140,416.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	160,954.			
	b Gross sales price for all assets on line 6a 1,705,468.				
	7 Capital gain net income (from Part IV, line 2)		160,954.		
	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)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	1,301,370.	301,370.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	4,353.	2,179.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	1,186.	1,026.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	19,503.	19,503.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	25,042.	22,708.		0.
	25 Contributions, gifts, grants paid	959,922.			959,922.
	26 **Total expenses and disbursements.** Add lines 24 and 25	984,964.	22,708.		959,922.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	316,406.			
	b **Net investment income** (if negative, enter -0-)		278,662.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	5,078,023.	4,638,884.	4,638,884.
	3	Accounts receivable ▶ 1,652.			
		Less: allowance for doubtful accounts ▶		1,652.	1,652.
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 5	474,051.	510,321.	507,411.
	b	Investments - corporate stock STMT 6	3,267,168.	3,402,368.	3,823,262.
	c	Investments - corporate bonds STMT 7	718,027.	1,254,245.	1,293,655.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 8	0.	39,627.	36,661.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ DEPSOITS IN TRANSIT)	0.	1,078.	1,078.
	16	**Total assets** (to be completed by all filers)	9,537,269.	9,848,175.	10,302,603.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	9,537,269.	9,848,175.	
	30	**Total net assets or fund balances**	9,537,269.	9,848,175.	
	31	**Total liabilities and net assets/fund balances**	9,537,269.	9,848,175.	

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	9,537,269.
2	Enter amount from Part I, line 27a	2	316,406.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	9,853,675.
5	Decreases not included in line 2 (itemize) ▶ FEDERAL INCOME TAXES	5	5,500.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,848,175.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	1,705,468.		1,544,514.	160,954.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				160,954.

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 } 2 160,954.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 } 3 N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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	760,000.	9,864,776.	.077042
2010	1,016,084.	7,616,231.	.133410
2009	540,000.	6,239,531.	.086545
2008	655,758.	6,218,687.	.105450
2007	335,115.	4,671,187.	.071741

2	**Total** of line 1, column (d)	2	.474188
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	.094838
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,498,549.
5	Multiply line 4 by line 3	5	995,661.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,787.
7	Add lines 5 and 6	7	998,448.
8	Enter qualifying distributions from Part XII, line 4	8	959,922.

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 ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b		1	5,573.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	5,573.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	5,573.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 4,542.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 7,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	11,542.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	5,969.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	5,969. **Refunded** ▶	11	0.

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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
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*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
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 ▶ NONE

14 The books are in care of ▶ TAXPAYER Telephone no. ▶ (310)734-1234

Located at ▶ 10100 SANTA MONICA BLVD, #1050, LOS ANGELES, CA ZIP+4 ▶ 90067

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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		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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ 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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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		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

Part VII-B | Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	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.

(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
SEE STATEMENT 9		0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. 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**

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 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	4,964,368.
b	Average of monthly cash balances		1b	5,694,057.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	10,658,425.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	10,658,425.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	159,876.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	10,498,549.
6	**Minimum investment return** Enter 5% of line 5		6	524,927.

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

1	Minimum investment return from Part X, line 6		1	524,927.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 5,573.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	5,573.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	519,354.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	519,354.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	519,354.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	959,922.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	959,922.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	959,922.

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
1 Distributable amount for 2012 from Part XI, line 7				519,354.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 103,940.				
b From 2008 347,394.				
c From 2009 229,916.				
d From 2010 638,104.				
e From 2011 270,337.				
f **Total** of lines 3a through e	1,589,691.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 959,922.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				519,354.
e Remaining amount distributed out of corpus	440,568.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,030,259.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	103,940.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	1,926,319.			
10 Analysis of line 9:				
a Excess from 2008 347,394.				
b Excess from 2009 229,916.				
c Excess from 2010 638,104.				
d Excess from 2011 270,337.				
e Excess from 2012 440,568.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

JAMES L BROOKS

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 ▶ [X] 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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
FRIENDS OF THE SABAN FREE CLINIC 8405 BEVERLY BLVD. LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	110,000.
UCLA FOUNDATION 150 WESTWOOD PLAZA, ROOM 4230B LOS ANGELES, CA 90095	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	460,000.
PARA LOS NINOS 845 E 6TH STREET LOS ANGELES, CA 90021	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	10,000.
CHRISTIAN APPALACCHIAN PROJECT PO BOX 55911 LEXINGTON, KY 40555	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	25,000.
THE INTRACRANIAL HYPERTENSION RESEARCH FOUNDATION 6517 BUENA VISTA DRIVE VANCOUVER, WA 98661	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	75,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	959,922.
b Approved for future payment NONE				
Total			▶ 3b	0.

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

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a NONE					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	140,416.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					160,954.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		140,416.	160,954.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 301,370.

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

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
3	INVESTMENT DIVIDEND AND INTEREST INCOME . NO RELATED ACTIVITY.
6	INVESTMENT CAPITAL GAIN AND LOSSES . NO RELATED ACTIVITY.

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 10/31/13 Title: PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
WILLIAM C. BRODER	[signature]	10/24/13		P00137499

Firm's name ▶ FREEDMAN, BRODER & COMPANY Firm's EIN ▶ 95-4338170

Firm's address ▶ 10100 SANTA MONICA BLVD., STE. 1050 LOS ANGELES, CA 90067 Phone no. 310-734-1234

223622
12-05-12

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	Employer identification number
DIANE AND DOROTHY BROOKS FOUNDATION	20-2653929

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
DIANE AND DOROTHY BROOKS FOUNDATION	20-2653929

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JAMES L BROOKS 10100 SANTA MONICA BL 1050 LOS ANGELES, CA 90067	$ 1,000,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
DIANE AND DOROTHY BROOKS FOUNDATION	20-2653929

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: DIANE AND DOROTHY BROOKS FOUNDATION

Employer identification number: 20-2653929

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once.) ▶ $

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	70 SHS AARONS INC	P	03/09/06	01/11/12
b	80 SHS QUALITY SYSTEMS INC	P	06/17/08	01/11/12
c	360 SHS BLACKBAUD INC	P	08/18/08	01/19/12
d	0.25 SHS HEICO CORP CL A	P	09/04/08	04/30/12
e	420 SHS COHEN & STEERS INC	P	11/04/09	05/11/12
f	110 SHS HIBBETT SPORTS INC	P	08/19/11	06/01/12
g	165 SHS POOL CORPORATION	P	11/16/09	06/18/12
h	220 SHS ABAXIS INC	P	03/09/06	06/27/12
i	230 SHS ANSYS INC	P	09/30/08	06/27/12
j	135 SHS AARONS INC	P	03/09/06	08/29/12
k	135 SHS POOL CORPORATION	P	11/16/09	08/29/12
l	208 SHS QUALITY SYSTEMS INC	P	06/17/08	08/29/12
m	139 SHS NATIONAL RESEARCH CORP	P	07/01/08	09/06/12
n	6 SHS NATIONAL RESEARCH CORP	P	11/24/08	09/06/12
o	55 SHS ANSYS INC	P	09/30/08	10/25/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,810.		1,158.	652.
b	3,032.		1,321.	1,711.
c	10,772.		7,891.	2,881.
d	8.		4.	4.
e	14,723.		8,102.	6,621.
f	5,979.		3,739.	2,240.
g	6,251.		3,450.	2,801.
h	7,701.		5,069.	2,632.
i	14,461.		8,284.	6,177.
j	4,021.		2,234.	1,787.
k	5,259.		2,822.	2,437.
l	3,629.		3,434.	195.
m	6,973.		3,622.	3,351.
n	301.		141.	160.
o	3,768.		1,981.	1,787.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				652.
b				1,711.
c				2,881.
d				4.
e				6,621.
f				2,240.
g				2,801.
h				2,632.
i				6,177.
j				1,787.
k				2,437.
l				195.
m				3,351.
n				160.
o				1,787.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

Part IV **Capital Gains and Losses for Tax on Investment Income**

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	260 SHS COPART INC	P	11/04/08	10/25/12
b	105 SHS PRICESMART INC	P	05/17/11	11/01/12
c	150 SHS POOL CORPORATION	P	11/16/09	12/10/12
d	40000 SHS FEDERAL NATL MTG ASSN	P	06/07/11	01/20/12
e	605 SHS AMPHENOL CORP CL A	P	08/25/11	01/18/12
f	585 SHS MCCORMICK & CO INC NON VTG	P	08/04/11	01/18/12
g	475 SHS WELLS FARGO & CO	P	03/09/06	01/18/12
h	445 SHS WELLS FARGO & CO	P	07/23/07	01/18/12
i	130 SHS WELLS FARGO & CO	P	05/14/09	01/18/12
j	220 SHS WELLS FARGO & CO	P	04/21/11	01/18/12
k	155 SHS BARD C R INC	P	06/19/08	02/02/12
l	125 SHS BARD C R INC	P	08/04/09	02/02/12
m	105 SHS ILLINOIS TOOL WORKS INC	P	11/14/07	02/02/12
n	205 SHS ILLINOIS TOOL WORKS INC	P	02/06/09	02/02/12
o	285 SHS ILLINOIS TOOL WORKS INC	P	11/22/10	02/02/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	7,065.		4,626.	2,439.
b	8,536.		4,815.	3,721.
c	6,217.		3,136.	3,081.
d	40,000.		40,000.	0.
e	32,629.		26,470.	6,159.
f	30,018.		27,422.	2,596.
g	14,081.		15,172.	<1,091.>
h	13,191.		15,530.	<2,339.>
i	3,854.		3,296.	558.
j	6,522.		6,281.	241.
k	14,382.		13,960.	422.
l	11,599.		9,370.	2,229.
m	5,767.		5,888.	<121.>
n	11,259.		7,355.	3,904.
o	15,652.		13,502.	2,150.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				2,439.
b				3,721.
c				3,081.
d				0.
e				6,159.
f				2,596.
g				<1,091.>
h				<2,339.>
i				558.
j				241.
k				422.
l				2,229.
m				<121.>
n				3,904.
o				2,150.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	185 SHS NIKE INC CL B	P	03/09/09	02/02/12
b	135 SHS NIKE INC CL B	P	07/27/09	02/02/12
c	225 SHS WATERS CORP	P	02/01/11	02/02/12
d	35000 SHS GOLDMAN SACHS GROUP INC	P	03/13/06	02/09/12
e	385 SHS SIGMA ALDRICH CORP	P	03/09/06	02/10/12
f	130 SHS SIGMA ALDRICH CORP	P	05/14/09	02/10/12
g	135 SHS APACHE CORP	P	03/09/06	02/17/12
h	115 SHS APACHE CORP	P	08/21/08	02/17/12
i	1030 SHS ORACLE CORP	P	12/02/09	02/17/12
j	345 SHS ROCKWELL COLLINS INC	P	03/17/11	02/17/12
k	620 SHS ACCENTURE LTD BERMUDA CL A	P	04/06/09	02/23/12
l	225 SHS COSTCO WHOLESALE CORP	P	06/20/07	02/23/12
m	350 SHS SCHWAB CHARLES CORP	P	07/10/08	02/23/12
n	950 SHS SCHWAB CHARLES CORP	P	12/26/08	02/23/12
o	825 SHS SCHWAB CHARLES CORP	P	09/03/10	02/23/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	19,033.		7,150.	11,883.
b	13,889.		7,074.	6,815.
c	19,968.		17,488.	2,480.
d	36,400.		34,869.	1,531.
e	26,656.		12,346.	14,310.
f	9,001.		5,896.	3,105.
g	14,829.		9,057.	5,772.
h	12,632.		13,319.	<687.>
i	29,594.		23,196.	6,398.
j	20,315.		21,284.	<969.>
k	36,459.		17,555.	18,904.
l	19,004.		12,635.	6,369.
m	4,578.		6,990.	<2,412.>
n	12,426.		14,325.	<1,899.>
o	10,791.		11,378.	<587.>

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				11,883.
b				6,815.
c				2,480.
d				1,531.
e				14,310.
f				3,105.
g				5,772.
h				<687.>
i				6,398.
j				<969.>
k				18,904.
l				6,369.
m				<2,412.>
n				<1,899.>
o				<587.>

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

Part IV **Capital Gains and Losses for Tax on Investment Income**

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	40000 SHS FEDERAL HOME LOAN MTG CORP	P	12/13/11	02/27/12
b	320 SHS PRAXAIR INC	P	01/27/10	03/02/12
c	215 SHS PROCTER & GAMBLE CO	P	03/09/06	03/02/12
d	335 SHS PROCTER & GAMBLE CO	P	08/03/07	03/02/12
e	115 SHS PROCTER & GAMBLE CO	P	05/14/09	03/02/12
f	530 SHS BED BATH & BEYOND INC	P	10/01/10	03/07/12
g	145 SHS BED BATH & BEYOND INC	P	11/22/10	03/07/12
h	925 SHS CISCO SYSTEMS INC	P	05/14/08	03/14/12
i	835 SHS CISCO SYSTEMS INC	P	04/06/09	03/14/12
j	205 SHS CISCO SYSTEMS INC	P	09/03/10	03/14/12
k	190 SHS CISCO SYSTEMS INC	P	11/22/10	03/14/12
l	150 SHS PEPSICO INC	P	03/09/06	03/14/12
m	305 SHS PEPSICO INC	P	07/23/07	03/14/12
n	120 SHS PEPSICO INC	P	11/05/10	03/14/12
o	35 SHS COCA-COLA CO	P	03/02/12	03/23/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	40,000.		40,000.	0.
b	35,108.		24,305.	10,803.
c	14,322.		12,877.	1,445.
d	22,316.		21,235.	1,081.
e	7,661.		5,857.	1,804.
f	32,772.		23,003.	9,769.
g	8,966.		6,282.	2,684.
h	18,600.		24,299.	<5,699.>
i	16,790.		14,529.	2,261.
j	4,122.		4,289.	<167.>
k	3,821.		3,712.	109.
l	9,600.		8,952.	648.
m	19,520.		20,279.	<759.>
n	7,680.		7,810.	<130.>
o	2,495.		2,420.	75.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				0.
b				10,803.
c				1,445.
d				1,081.
e				1,804.
f				9,769.
g				2,684.
h				<5,699.>
i				2,261.
j				<167.>
k				109.
l				648.
m				<759.>
n				<130.>
o				75.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	90 SHS EMERSON ELECTRIC CO	P	03/17/11	03/23/12
b	40 SHS EXXON MOBIL CORP	P	03/09/06	03/23/12
c	35 SHS JOHNSON & JOHNSON	P	03/09/06	03/23/12
d	225 SHS KIMBERLY CLARK CORP	P	02/02/12	03/23/12
e	255 SHS MCDONALDS CORP	P	10/10/08	03/23/12
f	60 SHS MCDONALDS CORP	P	05/14/09	03/23/12
g	165 SHS MCDONALDS CORP	P	07/27/09	03/23/12
h	110 SHS MICROSOFT CORP	P	01/09/08	03/23/12
i	60 SHS NATIONAL OILWELL VARCO INC	P	12/19/11	03/23/12
j	30000 SHS FEDERAL NATL MTG ASSN	P	10/07/09	04/11/12
k	35000 SHS FEDERAL HOME LOAN BANKS	P	05/13/11	04/30/12
l	35000 SHS FEDERAL NATL MTG ASSN	P	03/25/11	04/30/12
m	55000 SHS KIMBERLY CLARK CORP	P	03/09/06	05/03/12
n	35000 SHS FEDERAL FARM CREDIT BANKS	P	06/08/11	05/04/12
o	35000 SHS FEDERAL NATL MTG ASSN	P	10/26/11	05/04/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	4,622.		5,141.	<519.>
b	3,423.		2,413.	1,010.
c	2,252.		2,030.	222.
d	16,476.		16,254.	222.
e	24,384.		13,287.	11,097.
f	5,737.		3,233.	2,504.
g	15,778.		9,246.	6,532.
h	3,505.		3,789.	<284.>
i	4,849.		3,832.	1,017.
j	30,000.		30,000.	0.
k	35,000.		35,000.	0.
l	35,000.		35,000.	0.
m	58,101.		54,860.	3,241.
n	35,000.		35,000.	0.
o	35,000.		35,000.	0.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<519.>
b				1,010.
c				222.
d				222.
e				11,097.
f				2,504.
g				6,532.
h				<284.>
i				1,017.
j				0.
k				0.
l				0.
m				3,241.
n				0.
o				0.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	545 SHS GENERAL DYNAMICS CORP	P	02/02/12	05/21/12
b	1065 SHS JPMORGAN CHASE & CO	P	01/18/12	05/21/12
c	280 SHS METLIFE INC	P	03/09/06	05/21/12
d	380 SHS METLIFE INC	P	12/05/07	05/21/12
e	165 SHS METLIFE INC	P	05/14/09	05/21/12
f	75 SHS PPG INDUSTRIES INC	P	03/02/12	05/22/12
g	35000 SHS FEDERAL NATL MTG ASSN	P	11/08/11	05/23/12
h	9231 SHS FEDERAL HOME LOAN BANKS	P	05/02/12	06/01/12
i	35000 SHS FEDERAL HOME LOAN BANKS	P	08/29/11	06/04/12
j	35000 SHS FEDERAL HOME LOAN BANKS	P	04/03/12	07/19/12
k	30769 SHS FEDERAL HOME LOAN BANKS	P	05/02/12	07/20/12
l	640 SHS BARRICK GOLD CORP	P	12/19/11	07/26/12
m	195 SHS OMNICOM GROUP INC	P	03/17/11	07/26/12
n	270 SHS TJX COS INC	P	03/23/12	07/26/12
o	20000 SHS CONOCOPHILLIPS	P	11/04/09	08/17/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	34,847.		38,031.	<3,184.>
b	34,687.		37,285.	<2,598.>
c	8,483.		13,987.	<5,504.>
d	11,513.		24,156.	<12,643.>
e	4,999.		5,026.	<27.>
f	7,514.		6,950.	564.
g	35,000.		35,000.	0.
h	9,231.		9,231.	0.
i	35,000.		35,000.	0.
j	35,000.		35,000.	0.
k	30,769.		30,769.	0.
l	20,941.		28,533.	<7,592.>
m	9,662.		9,271.	391.
n	11,932.		10,449.	1,483.
o	21,165.		20,551.	614.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<3,184.>
b				<2,598.>
c				<5,504.>
d				<12,643.>
e				<27.>
f				564.
g				0.
h				0.
i				0.
j				0.
k				0.
l				<7,592.>
m				391.
n				1,483.
o				614.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	1820 SHS WESTERN UNION CO	P	02/10/12	08/22/12
b	2000 SHS CONOCOPHILLIPS	P	11/04/09	08/23/12
c	30000 SHS DUKE POWER CO LLC	P	06/03/10	09/27/12
d	555 SHS BECTON DICKINSON & CO	P	12/19/11	10/12/12
e	30000 SHS ABBOTT LABORATORIES	P	02/04/09	11/13/12
f	40000 SHS FEDERAL HOME LOAN BANKS	P	02/29/12	11/23/12
g	275 SHS MICROSOFT CORP	P	01/09/08	12/07/12
h	520 SHS MICROSOFT CORP	P	03/12/08	12/07/12
i	380 SHS MICROSOFT CORP	P	02/06/09	12/07/12
j	385 SHS MICROSOFT CORP	P	05/26/10	12/07/12
k	225 SHS MICROSOFT CORP	P	10/11/10	12/07/12
l	430 SHS HORMEL FOODS CORP	P	03/26/12	12/20/12
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	31,894.		31,900.	<6.>
b	2,116.		2,055.	61.
c	34,012.		32,022.	1,990.
d	42,786.		39,224.	3,562.
e	35,504.		31,254.	4,250.
f	40,000.		40,000.	0.
g	7,255.		9,473.	<2,218.>
h	13,718.		15,069.	<1,351.>
i	10,024.		7,509.	2,515.
j	10,156.		10,020.	136.
k	5,936.		5,545.	391.
l	13,389.		12,633.	756.
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	
a				<6.>
b				61.
c				1,990.
d				3,562.
e				4,250.
f				0.
g				<2,218.>
h				<1,351.>
i				2,515.
j				136.
k				391.
l				756.
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	160,954.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LIBERTY HILL FOUNDATION 6420 WILSHIRE BL., STE 700 LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	10,000.
NY TIMES NEEDIEST CASES 4 CHASE METROTECH CENTER BROOKLYN, NY 11245	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	15,000.
SERTOMA FOR LA FIRE DEPARTMENT PO BOX 4394 TORRANCE, CA 90510	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	25,000.
SALVATION ARMY 180 EAST OCEAN BL, STE 500 LONG BEACH, CA 90802	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	5,000.
AMERICAN RED CROSS 2025 E STREET, NW WASHINGTON, DC 20006	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	5,000.
AMERICAN CINEMATHQUE 6712 HOLLYWOOD BL LOS ANGELES, CA 90028	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	2,022.
UNIVERSITY OF CALIFORNIA, BERKELEY 2080 ADDISON STREET BERKELEY, CA 94720	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	10,000.
HURRICANE SANDY NEW JERSEY RELIEF FUND PO BOX 95 MENDHAM, NJ 07945	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	10,000.
INTERNATIONAL MEDICAL CORPS 1919 SANTA MONICA BL STE 400 SANTA MONICA, CA 90404	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	1,000.
INNER CITY ARTS 720 KOHLER STREET LOS ANGELES, CA 90021	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	25,000.
Total from continuation sheets				279,922.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JDRF 800 W 6TH STREET, STE 450 LOS ANGELES, CA 90017	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	15,000.
826LA WEST 12515 VENICE BL LOS ANGELES, CA 90026	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	49,400.
ROCKAWAY WATERFRONT ALLIANCE INC PO BOX 900645 FAR ROCKAWAY, NY 11690	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	2,500.
MALARIA NO MORE 432 PARK AVENUE, 4TH FL NEW YORK, NY 10016	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	25,000.
UNITED IN HARMONY PO BOX 34456 LOS ANGELES, CA 90034	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	10,000.
UNITED WAY OF NEW YORK CITY 2 PARK AVENUE NEW YORK, NY 10016	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	5,000.
VENICE FAMILY CLINIC 604 ROSE AVE VENICE, CA 90291	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	3,000.
WILDWOOD SCHOOL 12201 WASHINGTON PLACE LONG BEACH, CA 90066	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	50,000.
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BL BRONX, NY 10460	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	12,000.
Total from continuation sheets				

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CITY NATL SECURITIES BHS-213233	564.	0.	564.
NATL FINL SERV 670-675849 DIVIDEND	16,353.	0.	16,353.
NATL FINL SERV 670-675849 INTEREST	2.	0.	2.
NATL FINL SERV 670-675849 NONDIVIDEND DISTRIBUTION	521.	0.	521.
NATL FINL SERV 670-675857 ACCR INT PAID	<3,689.>	0.	<3,689.>
NATL FINL SERV 670-675857 BOND PREM AMORT	<8,750.>	0.	<8,750.>
NATL FINL SERV 670-675857 DIVIDEND	62,665.	0.	62,665.
NATL FINL SERV 670-675857 INT US OBLIG	3,325.	0.	3,325.
NATL FINL SERV 670-675857 INTEREST	56,440.	0.	56,440.
NATL FINL SERV 670-942669 DIVIDEND	10,392.	0.	10,392.
NATL FINL SERV 670-942669 INTEREST	1.	0.	1.
NATL FINL SERV 670675857 NONDIVIDEND DISTRIBUTION	2,592.	0.	2,592.
TOTAL TO FM 990-PF, PART I, LN 4	140,416.	0.	140,416.

FORM 990-PF	ACCOUNTING FEES	STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,353.	2,179.		0.
TO FORM 990-PF, PG 1, LN 16B	4,353.	2,179.		0.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE TAXES	160.	0.		0.
FOREIGN TAXES PAID	1,026.	1,026.		0.
TO FORM 990-PF, PG 1, LN 18	1,186.	1,026.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	19,503.	19,503.		0.
TO FORM 990-PF, PG 1, LN 23	19,503.	19,503.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 5

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
KAYNE ANDERSON 670-675857	X		510,321.	507,411.
TOTAL U.S. GOVERNMENT OBLIGATIONS			510,321.	507,411.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			510,321.	507,411.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
KAYNE ANDERSON 670-675857	2,138,486.	2,307,055.
KAYNE ANDERSON 670-675849	766,382.	948,149.
KAYNE ANDERSON 670-642669	497,500.	568,058.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,402,368.	3,823,262.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
KAYNE ANDERSON 670-675857	754,245.	807,655.
CNB SECURITIES BHS 213233	500,000.	486,000.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,254,245.	1,293,655.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
KAYNE ANDERSON 670-675857	COST	39,627.	36,661.
TOTAL TO FORM 990-PF, PART II, LINE 13		39,627.	36,661.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JAMES L BROOKS 10100 SANTA MONICA BL., #1050 LOS ANGELES, CA 90067	PRESIDENT 5.00	0.	0.	0.
WILLIAM BRODER 10100 SANTA MONICA BL., #1050 LOS ANGELES, CA 90067	CFO AND SECRETARY 1.00	0.	0.	0.
AMY BROOKS 10100 SANTA MONICA BL., #1050 LOS ANGELES, CA 90067	VICE-PRESIDENT 2.00	0.	0.	0.
CHLOE BROOKS 10100 SANTA MONICA BL., #1050 LOS ANGELES, CA 90067	VICE-PRESIDENT 1.00	0.	0.	0.
COOPER BROOKS 10100 SANTA MONICA BL., #1050 LOS ANGELES, CA 90067	VICE-PRESIDENT 1.00	0.	0.	0.
JOSEPH BROOKS 10100 SANTA MONICA BL., #1050 LOS ANGELES, CA 90067	VICE-PRESIDENT 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.