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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2012**

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

For calendar year 2012, or tax year beginning

, 2012, and ending

THE BROOK FUND, INC.
182 WEST ALLENDALE AVENUE
ALLENDALE, NJ 07401-1723**A** Employer identification number
22-2561995**B** Telephone number (see the instructions)
(201) 785-8881**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 ☐**G** Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change**H** Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 2,205,430.**J** Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)**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)

REVENUE	1	Contributions, gifts, grants, etc., received (att sch)				
	2	Check <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	39,557.	39,557.	39,557.	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	-41,943.			
	b	Gross sales price for all assets on line 6a 672,126.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	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/(loss) (att sch)					
11	Other income (attach schedule)					
12	Total. Add lines 1 through 11	-2,386.	39,557.	39,557.		
ADMINISTRATIVE AND OPERATING EXPENSES	13	Compensation of officers, directors, trustees, etc	33,645.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) See St 1	1,500.			
	c	Other prof fees (attach sch)				
	17	Interest				
	18	Taxes (attach schedule) (see instrs) See Stm 2	3,250.			
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) See Statement 3	533.			
	24	Total operating and administrative expenses. Add lines 13 through 23	38,928.			
	25	Contributions, gifts, grants paid Part XV	509,552.			509,552.
26	Total expenses and disbursements. Add lines 24 and 25	548,480.	0.	0.	509,552.	
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements	-550,866.				
b	Net investment income (if negative, enter -0-)		39,557.			
c	Adjusted net income (if negative, enter -0-)			39,557.		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing				
	2	Savings and temporary cash investments		628,600.	763,980.	763,980.
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		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)				
	b	Investments – corporate stock (attach schedule) Statement 4		992,334.	278,266.	164,570.
	c	Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule) Statement 5		911,558.	939,380.	1,276,880.	
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)		2,532,492.	1,981,626.	2,205,430.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons.				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
NET FUND ASSET BALANCES		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	<input checked="" type="checkbox"/>			
	24	Unrestricted		2,532,492.	1,981,626.	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<input type="checkbox"/>			
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		2,532,492.	1,981,626.	
	31	Total liabilities and net assets/fund balances (see instructions)		2,532,492.	1,981,626.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,532,492.
2	Enter amount from Part I, line 27a	2	-550,866.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,981,626.
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	1,981,626.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a See Statement 6				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	— [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	-41,943.
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	0.

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

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

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

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

☐ Yes☒ No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	355,545.	2,346,336.	0.151532
2010	479,854.	2,249,868.	0.213281
2009	392,756.	2,192,793.	0.179112
2008	462,182.	1,926,816.	0.239868
2007	321,928.	1,477,274.	0.217920

2 Total of line 1, column (d)	2	1.001713
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	0.200343
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,303,968.
5 Multiply line 4 by line 3	5	461,584.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	396.
7 Add lines 5 and 6	7	461,980.
8 Enter qualifying distributions from Part XII, line 4	8	509,552.

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)

1 a 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 instrs)		1	396.
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			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	396.
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	396.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a 2,139.		
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	2,139.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,743.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11	0.	
		1,743.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ 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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) NJ		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>TAXPAYER</u> Telephone no <u>(201) 785-8881</u> Located at <u>182 W. ALLENDALE AVE ALLENDALE NJ</u> ZIP + 4 <u>07401</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
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 <u></u>	16	Yes	No X

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
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?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> <u></u> <u>20</u> <u></u> <u>20</u> <u></u> <u>20</u> <u></u>		
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)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> <u></u> <u>20</u> <u></u> <u>20</u> <u></u> <u>20</u> <u></u>		
3 a 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)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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Form 990-PF (2012)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?

5 b N/A

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? ☐ Yes ☐ No

N/A

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

6 a 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? ☐ Yes ☒ No

6 b X

If 'Yes' to 6b, file Form 8870

7 a 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? ☐ Yes ☒ No

N/A

7 b

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
BARNETT RUKIN 182 W. ALLENDALE AVENUE ALLENDALE, NJ 07401	TRUSTEE 0	0.	0.	0.
JULIUS EISEN 182 W. ALLENDALE AVENUE ALLENDALE, NJ 07401	TRUSTEE 0	0.	0.	0.
SLX CAPITAL MANAGMENT LTD 182 W. ALLENDALE AVENUE ALLENDALE, NJ 07401	Asset Mgmt 0	33,645.	0.	0.

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

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

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

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	1 a	1,642,764.
b Average of monthly cash balances	1 b	696,290.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	2,339,054.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	2,339,054.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	35,086.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,303,968.
6 Minimum investment return. Enter 5% of line 5	6	115,198.

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	115,198.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	396.	
b Income tax for 2012 (This does not include the tax from Part VI)	2 b		
c Add lines 2a and 2b		2 c	396.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	114,802.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	114,802.
6 Deduction from distributable amount (see instructions)		6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	114,802.

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	1 a	509,552.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	509,552.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	396.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	509,156.

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				114,802.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	249,428.			
b From 2008	366,940.			
c From 2009	283,917.			
d From 2010	368,153.			
e From 2011	240,647.			
f Total of lines 3a through e	1,509,085.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 509,552.				
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				114,802.
e Remaining amount distributed out of corpus	394,750.			
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	1,903,835.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	249,428.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,654,407.			
10 Analysis of line 9				
a Excess from 2008	366,940.			
b Excess from 2009	283,917.			
c Excess from 2010	368,153.			
d Excess from 2011	240,647.			
e Excess from 2012	394,750.			

BAA

Form 990-PF (2012)

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)

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

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

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
See Statement 7

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
None

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

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

a The name, address, and telephone number 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 SEE ATTACHED SCHEDULE			CHARITABLE	509,552.
Total				3 a 509,552.
b Approved for future payment				
Total				3 b

Part XVI-A Analysis of Income-Producing Activities

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) Exclu- sion code	(d) Amount		
1 Program service revenue						
a						
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	39,557.	
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						-41,943.
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)					39,557.	-41,943.
13 Total. Add line 12, columns (b), (d), and (e)					13	-2,386.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

THE BROOK FUND

EI #22-2561995

FORM 990-PF

F/Y/E 12/31/12

PAGE 11 - PART XV - LINE 3A

<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
A.J.C. 165 E. 56 TH STREET NEW YORK, NY 10022	GENERAL	\$1,500
AFRICAN KIDS IN NEED INC. 137 N. LARCHMONT BLVD, BOX 140 LOS ANGELES, CA 90004	GENERAL	250
ALLENDALE AMBULANCE CORPS 26 ARCADIA ROAD ALLENDALE, NJ 07401	GENERAL	25
ALLENDALE VETERANS OF FOREIGN WARS PO BOX 365 ALLENDALE, NJ 07401	GENERAL	20
ALLENDALE VOLUNTEER FIRE ASSOC. P O. BOX 44 ALLENDALE, NJ 07401	GENERAL	25
AMERICAN FRIENDS OF ALYN HOSPITAL PO BOX 9491 UNIONDALE, NY 11555	GENERAL	180
AMERICAN FRIENDS OF LEKET ISRAEL PO BOX 2090 TEANECK, NJ 07666-1490	GENERAL	360
AMERICAN FRIENDS OF MAGEN DAVID ADAM PO BOX 96402 WASHINGTON, DC 20090	GENERAL	180
AMERICAN FRIENDS OF U.N. WATCH 165 E. 56 STREET NEW YORK, NY 10022	GENERAL	500
AMERICAN FRIENDS OF YAD ELIEZER 1102 EAST 26 STREET BROOKLYN, NY 11210	GENERAL	180
AMERICAN FRIENDS OF ZAKA 1303 53 STREET #170 BROOKLYN, NY 11219	GENERAL	180

THE BROOK FUND
EI #22-2561995
FORM 990-PF
F/Y/E 12/31/12

PAGE 11 - PART XV - LINE 3A

<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
AMERICAN JEWISH WORLD SERVICE 45 W. 36 STREET, 11 TH FL NEW YORK, NY 10018-7904	GENERAL	1,000
ANTI DEFAMATION LEAGUE P.O. BOX 447 TEANECK, NJ 07666	GENERAL	750
ASPNI 28 ARRANDALE AVENUE GREAT NECK, NY 11024-1804	GENERAL	500
ATZUM PO BOX 252 YOUNGSVILLE, NY 12791	GENERAL	500
BERGEN COUNTY UNITED WAY 6 FOREST AVENUE, STE 210 PARAMUS, NJ 07652	GENERAL	5,500
BERGEN COUNTY Y-JCC 605 PASCACK ROAD WASHINGTON TOWNSHIP, NJ 07676	GENERAL	148,180
BVMI 241 MOORE STREET, STE 101 HACKENSACK, NJ 07601-7533	GENERAL	250
CAMERA P.O. BOX 35040 BOSTON, MA 02135	GENERAL	100
CATSKILL MOUNTAIN KEEPER P.O. BOX 381 YOUNGVILLE, NY 12791	GENERAL	500
CENTER FOR FOOD ACTION 192 W. DEMAREST AVENUE ENGLEWOOD, NJ 07631	GENERAL	6,000
CENTRAL PARK CONSERVANCY P.O. BOX 4004, CHURCH STREET STATION NEW YORK, NY 10277-0149	GENERAL	500
CHABAD JEC 6 WHITEFIELD ROAD CHESTNUT RIDGE, NY 10977	GENERAL	500

THE BROOK FUND
EI #22-2561995
FORM 990-PF
F/Y/E 12/31/12

PAGE 11 - PART XV - LINE 3A

<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
CHILDREN'S BRIDGE OF ZICHRON MENACHEM 39 W. 37 STREET, 3 RD FL NEW YORK, NY 10018	GENERAL	180
CITIZENS COMMITTEE FOR CHILDREN OF NY 105 EAST 22 STREET NEW YORK, NY 10160-0886	GENERAL	200
CITY HARVEST 6 EAST 32 ST, 5 TH FL. NEW YORK, NY 10016-5422	GENERAL	3,100
CLEARWATER 724 WOLCOTT AVENUE BEACON, NY 12508	GENERAL	100
COP SHOT INC. P.O. BOX 225 BRONX, NY 10475	GENERAL	1,000
CORNELL UNIVERSITY PO BOX 535267 PITTSBURGH, PA 15251-2623	GENERAL	35,550
CWS CROP C/O MARTIN PRINCE 406 RUCKMAN ROAD CLOSTER, NJ 07624	GENERAL	100
DAUGHTERS OF ISRAEL 1155 PLEASANT VALLEY WAY W. ORANGE, NJ 07052	GENERAL	500
DAUGHTERS OF MIRIAM CENTER THE GALLEN INST. 155 HAZEL STREET CLIFTON, NJ 07011	GENERAL	300
DAUGHTERS OF MIRIAM FOUNDATION CENTER FOR THE AGED 155 HAZEL STREET CLIFTON, NJ 07011	GENERAL	1,500
ENVIRONMENTAL DEFENSE FUND LEADERSHIP TEAM 1875 CONNECTICUT AVENUE NW, SUITE 600 WASHINGTON, DC 20009	GENERAL	300

THE BROOK FUND
EI #22-2561995
FORM 990-PF
F/Y/E 12/31/12

PAGE 11 - PART XV - LINE 3A

<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
FINCA INTERNATIONAL INC. PO BOX 98048 WASHINGTON, DC 20090-8048	GENERAL	100
FOUNDATION FOR JEWISH CAMP 253 WEST 35 STREET, 4 TH FL NEW YORK, NY 10001	GENERAL	27,000
FRIENDS OF CAMP YOUNG JUDGEA SPROUT LAKE 888-C EIGHTH AVENUE #344 NEW YORK, NY 10019	GENERAL	250
GEORGIA ORGANICS, INC. 200-A OTTLEY DRIVE ATLANTA, GA 30324	GENERAL	250
GEORGIA PUBLIC BROADCASTING – GPB P O. BOX 409277 ATLANTA, GA 30384	GENERAL	250
GLOBAL GREENGRANTS FUND 2840 WILDERNESS PLACE, STE. A BOULDER, CO 80301	GENERAL	250
GOOD SAMARITAN HOSPITAL FOUNDATION 255 LAFAYETTE AVENUE SUFFERN, NY 10901	GENERAL	500
GREEN AMERICA PO BOX 540 FREDERICKSBURG, VA 22404-9965	GENERAL	500
GREEN MEADOW WALDORF SCHOOL 307 HUNGRY HOLLOW ROAD CHESTNUT RIDGE, NY 10977	GENERAL	1,000
GUIDE DOG FOUNDATION FOR THE BLIND INC. 371 EAST MAIN STREET (JERICHO TPK) SMITHTOWN, NY 11787	GENERAL	250
HAVURAH SHALOM 182 W. ALLENDALE AVENUE ALLENDALE, NJ 07401	GENERAL	10,000
HEBREW IMMIGRANT AID SOCIETY 333 SEVENTH AVENUE, 16 TH FL NEW YORK, NY 10001-5019	GENERAL	500

THE BROOK FUND

EI #22-2561995

FORM 990-PF

F/Y/E 12/31/12

PAGE 11 - PART XV - LINE 3A

<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
HEIFER INTERNATIONAL PO BOX 6021 ALBERT LEA, MN 56007-9831	GENERAL	690
HELPING HANDS INTERFAITH COALITION FOR THE HOMELESS OF ROCKLAND COUNTY PO BOX 240 NYACK, NY 10960	GENERAL	250
HILLEL AT THE UNIVERSITY OF PENNSYLVANIA 215 SOUTH 39 TH STREET PHILADELPHIA, PA 19104	GENERAL	5,000
HILLEL JUC JEWISH UNIVERSITY CENTER OF PITTSBURGH THE JOSEPH STERN BLDG. 4607 FORBES AVENUE PITTSBURGH, PA 15213	GENERAL	180
HO-HO-KUS PBA LOCAL 353 P.O. BOX 402 HO-HO-KUS, NJ 07423	GENERAL	100
HO-HO-KUS VOLUNTEER AMBULANCE CORPS PO BOX 81 HO-HO-KUS, NJ 07423	GENERAL	150
HO-HO-KUS VOLUNTEER FIRE DEPARTMENT 52 SHERIDAN AVENUE HO-HO-KUS, NJ 07423	GENERAL	150
HOLY NAME MEDICAL CENTER MS CENTER 718 TEANECK ROAD TEANECK, NJ 07666-9798	GENERAL	500
HONEST REPORTING 10024 SKOKIE BLVD., STE 202 SKOKIE, IL 60077	GENERAL	100
HORACE MANN SCHOOL 231 WEST 246 TH STREET RIVERDALE, NY 10471-9988	GENERAL	2,000
IMAGINATION PRODUCTIONS JERUSALEM ONLINE U.COM 105 E. 34 STREET #117 NEW YORK, NY 10016	GENERAL	250

THE BROOK FUND
EI #22-2561995
FORM 990-PF
F/Y/E 12/31/12

PAGE 11 - PART XV - LINE 3A

<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
<p>JB I INTERNATIONAL 110 E. 30TH STREET NEW YORK, NY 10016-7375</p>	GENERAL	250
<p>JEFFREY MODELL FOUNDATION 780 THIRD AVENUE NEW YORK, NY 10017</p>	GENERAL	1,000
<p>JEP OF ROCKLAND PO BOX 196 MONSEY, NY 10952</p>	GENERAL	72
<p>JERICHO PROJECT 245 W. 29TH STREET, SUITE 902 NEW YORK, NY 10001</p>	GENERAL	3,500
<p>JEWISH EDUCATIONAL ALLIANCE, SAVANNAH P.O. BOX 23527 5111 ABERCORN STREET SAVANNAH, GA 31405</p>	GENERAL I	1,500
<p>JEWISH FAMILY SERVICE 1485 TEANECK ROAD TEANECK NJ 07666</p>	GENERAL	4,000
<p>JEWISH FEDERATION OF NORTHERN NEW JERSEY 50 EISENHOWER DRIVE PARAMUS, NJ 07652</p>	GENERAL	100,000
<p>JEWISH FEDERATION OF ROCKLAND COUNTY 450 WEST NYACK ROAD WEST NYACK, NY 10994</p>	GENERAL	1,000
<p>JEWISH HOME FOUNDATION OF NORTH JERSEY 10 LINK DRIVE ROCKLEIGH, NJ 07647</p>	GENERAL	1,000
<p>JEWISH THEOLOGICAL SEMINARY 3080 BROADWAY, 4TH FL NEW YORK, NY 10027-9985</p>	GENERAL	11,000
<p>JUVENILE DIABETES RESEARCH FOUNDATION INT'L 560 SYLVAN AVENUE ENGLEWOOD CLIFFS, NJ 07632</p>	GENERAL	1,500

THE BROOK FUND
EI #22-2561995
FORM 990-PF
F/Y/E 12/31/12

PAGE 11 - PART XV - LINE 3A

<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
KIPP NYC C/O KIPP NEW YORK INC. 470 7 TH AVENUE, 10 TH FL NEW YORK, NY 10018	GENERAL	1,500
LEARNING ALLY PO BOX 2255 PRINCETON, NJ 08543-9937	GENERAL	250
LINCOLN CENTER FOR THE PERFORMING ARTS 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023-6583	GENERAL	250
LONGVIEW SCHOOL 83 MAIN STREET BREWSTER, NY 10509	GENERAL	250
MAHWAH CHAMBER OF COMMERCE C/O TOM PALMER DAF PRODUCTS 420 BRAEN AVENUE WYCKOFF, NJ 07481	GENERAL	700
MAINE ORGANIC FARMERS & GARDENERS ASSN. P.O. BOX 170 UNITY, ME 04988	GENERAL	500
MAKE A WISH FOUNDATION OF HUDSON VALLEY 832 S. BROADWAY TARRYTOWN, NY 10591	GENERAL	100
MANHATTAN INSTITUTE FOR POLICY RESEARCH INC. 52 VANDERBILT AVENUE NEW YORK, NY 10164-1005	GENERAL	2,500
MEALS ON WHEELS PO BOX 507 ETNA, NH 03750	GENERAL	100
MEMORIAL HEALTH FOUNDATION P.O. BOX 23089 SAVANNAH, GA 31403-3089	GENERAL	500
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10130-0430	GENERAL	100
MIDDLE EAST FORUM 1500 WALNUT STREET, SUITE 1050 PHILADELPHIA, PA 19102	GENERAL	100

THE BROOK FUND
EI #22-2561995
FORM 990-PF
F/Y/E 12/31/12

PAGE 11 - PART XV - LINE 3A

<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
MOHONK PRESERVE P.O. BOX 715 NEW PALTZ, NY 12561	GENERAL	200
MUSEUM OF MODERN ART PO BOX 3948 NEW YORK, NY 10277-1897	GENERAL	85
NAACP P.O. BOX 64983 BALTIMORE, MD 21264-4983	GENERAL	500
NATIONAL COUNCIL OF JEWISH WOMEN P.O. BOX 1408 TOMS RIVER, NJ 08754-1408	GENERAL	500
NATIONAL PUBLIC RADIO - NPR 635 MASSACHUSETTS AVENUE NW WASHINGTON, DC 20001	GENERAL	250
NCSJ-FREEDOM 25 2020 K STREET, NE, SUITE 7800 WASHINGTON, DC 20006	GENERAL	1,800
NEW MILFORD HIGH SCHOOL 1 SNYDER CIRCLE NEW MILFORD, NJ 07646	GENERAL	500
NEW YORK BOTANICAL GARDEN 2900 SOUTHERN BLVD. BRONX, NY 10458-5126	GENERAL	250
NEW YORK CITY BALLET GUILD DAVID H KOCH THEATER 20 LINCOLN CENTER PLAZA NEW YORK, NY 10023-6965	GENERAL	300
NEW YORK PHILHARMONIC AVERY FISHER HALL 10 LINCOLN CENTER PLAZA NEW YORK, NY 10133-0088	GENERAL	250
NEW YORK PUBLIC RADIO P.O. BOX 1550 NEW YORK, NY 10116-1550	GENERAL	325
NORTH SHORE CIVIC BALLET C/O MARBLEHEAD SCHOOL OF BALLET 115 PLEASANT STREET MARBLEHEAD, MA 01945	GENERAL	100

THE BROOK FUND
EI #22-2561995
FORM 990-PF
F/Y/E 12/31/12

PAGE 11 - PART XV - LINE 3A

<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
OGEECHEE RIVERKEEPER P.O. BOX 1925 STATESBORO, GA 30459	GENERAL	150
OPEN HEARTS OPEN HOMES 83 UNION AVENUE UPPER SADDLE RIVER, NJ 07458	GENERAL	1,000
ORGANIC CONSUMERS ASSOCIATION 6771 S. SILVER HILL DRIVE FINLAND, MN 55603	GENERAL	300
PARDES INSTITUTE OF JEWISH STUDIES 5 W. 37 STREET, STE 802 NEW YORK, NY 10138	GENERAL	180
PEF ISRAEL ENDOWMENT FDS AMI ARTISTS & MUSICIANS FOR ISRAEL 317 MADISON AVENUE, STE 607 NEW YORK, NY 10017	GENERAL	1,000
PENN HILLEL HILLEL AT THE UNIVERSITY OF PA STEINHARDT HALL 215 S. 39 STREET PHILADELPHIA, PA 19104	GENERAL	500
PLANNED PARENTHOOD FEDERATION OF AMERICA P.O. BOX 97166 WASHINGTON, DC 20090-7166	GENERAL	500
PLANNED PARENTHOOD OF GREATER NORTHERN NJ 196 SPEEDWELL AVENUE MORRISTOWN, NJ 07960-2934	GENERAL	350
PLAY FOR PINK C/O PREAKNESS HILLS COUNTRY CLUB 1050 RATZER ROAD WAYNE, NJ 07470-3384	GENERAL	150
PROGERIA RESEARCH FOUNDATION TEAM ZOEY PO BOX 102 PINE BROOK, NJ 07058	GENERAL	1,000
REED ACADEMY 25 POTASH ROAD OAKLAND, NJ 07436	GENERAL	200

THE BROOK FUND
EI #22-2561995
FORM 990-PF
F/Y/E 12/31/12

PAGE 11 - PART XV - LINE 3A

<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
RICHMOND HILL HISTORICAL SOCIETY P.O. BOX 381 RICHMOND HILL, GA 31324	GENERAL	150
RIDGEWOOD ROTARY FOUNDATION, INC. C/O DOUG DITTRICK 364 MANCHESTER ROAD RIDGEWOOD, NJ 07450	GENERAL	30
RIVERKEEPER 20 SECOR ROAD OSSINING, NY 10562	GENERAL	100
RIVERSIDE CHORAL SOCIETY 2576 BROADWAY #548 NEW YORK, NY 10025	GENERAL	1,200
ROCKLAND FAMILY SHELTER 9 JOHNSONS LANE NEW CITY, NY 10956	GENERAL	50
ROCKLAND FARM ALLIANCE 220 S. LITTLE TOR ROAD NEW CITY, NY 10956	GENERAL	500
RUDOLPH STEINER FELLOWSHIP FOUNDATION 241 HUNGRY HOLLOW ROAD CHESTNUT RIDGE, NY 10977	GENERAL	750
SACRED HEART SCHOOL C/O IT'S A WONDERFUL LIFE 67 WEST ALLENDALE AVENUE ALLENDALE, NJ 07401	GENERAL	200
SAVANNAH COMMUNITY FOUNDATION 7393 HODGSON MEMORIAL DRIVE SAVANNAH, GA 31406	GENERAL	1,000
SAVANNAH JEWISH FEDERATION 5111 ABERCORN STREET SAVANNAH, GA 31405	GENERAL	1,500
SAVANNAH MUSIC FESTIVAL 200 E. ST. JULIAN STREET, STE 601 SAVANNAH, GA 31401	GENERAL	500
SHELTER OUR SISTERS 405 STATE STREET HACKENSACK, NJ 07601	GENERAL	100

THE BROOK FUND
EI #22-2561995
FORM 990-PF
F/Y/E 12/31/12

PAGE 11 - PART XV - LINE 3A

<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
SIMON WIESENTHAL CENTER 1399 S. ROXBURY DRIVE LOS ANGELES, CA 90035	GENERAL	180
SMILE TRAIN PO BOX 96231 WASHINGTON, DC 20090-6231	GENERAL	100
SOUTH BRYAN VOLUNTEER FIREFIGHTERS ASSOC. PO BOX 2626 RICHMOND HILL, GA 31324	GENERAL	50
SUMMER ON THE HILL 4662 TIBBETT AVENUE RIVERDALE, NY 10471	GENERAL	200
TABLE TO TABLE P.O. BOX 1051 ENGLEWOOD CLIFFS, NJ 07632	GENERAL	1,600
TEMPLE BETH RISHON 585 RUSSELL AVENUE WYCKOFF, NJ 07481	GENERAL	1,800
TEMPLE EMANUEL OF THE PASCACK VALLEY 87 OVERLOOK DRIVE WOODCLIFF LAKE, NJ 07677	GENERAL	1,000
TEMPLE MIKVE ISRAEL PO BOX 816 SAVANNAH, GA 31402	GENERAL	500
THE ARNOLD P. GOLD FOUNDATION 619 PALISADE AVENUE ENGLEWOOD CLIFFS, NJ 07632	GENERAL	1,500
THE BROTHERHOOD SYNAGOGUE 28 GRAMERCY PARK SO. NEW YORK, NY 10003	GENERAL	1,500
THE DAVID PROJECT PO BOX 52390 BOSTON, MA 02205	GENERAL	250
THE FORUM SCHOOL FOUNDATION 107 WYCKOFF AVENUE WALDWICK, NJ 07463	GENERAL	100

THE BROOK FUND
EI #22-2561995
FORM 990-PF
F/Y/E 12/31/12

PAGE 11 - PART XV - LINE 3A

<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
THE FRESH AIR FUND 633 THIRD AVENUE, 14 TH FL NEW YORK, NY 10164-3981	GENERAL	100
THE HEBREW UNIVERSITY OF JERUSALEM COLUMBIA UNIVERSITY, BOX 123 NEW YORK, NY 10027	GENERAL	15,000
THE ISRAEL PROJECT 2020 K STREET, NW SUITE 7600 WASHINGTON, DC 20006-1828	GENERAL	1,350
THE NEPHCURE FOUNDATION 15 WAERLOO AVENUE BERWYN, PA 19312	GENERAL	2,500
THE ORGANIC CONSUMERS FUND 6771 SOUTH SILVER HILL DRIVE FINLAND, MN 55603	GENERAL	100
THE PFEIFFER CENTER 260 HUNGRY HOLLOW ROAD CHESTNUT RIDGE, NY 10977	GENERAL	100
THE ROCKEFELLER UNIVERSITY 1230 YORK AVENUE, BOX 164 NEW YORK, NY 10065	GENERAL	500
THE VALLEY HOSPITAL AUXILIARY 223 N. VAN DIEN AVENUE RIDGEWOOD, NJ 07450-9982	GENERAL	3,200
THE VALLEY HOSPITAL FOUNDATION 223 N. VAN DIEN AVENUE RIDGEWOOD, NJ 07450-9982	GENERAL	32,500
TIBETAN HOME OF HOPE PO BOX 701 VALLEY COTTAGE, NY 10989	GENERAL	500
TO DO INSTITUTE P.O. BOX 50 MONKTON, VT 05469	GENERAL	100
UJA FEDERATION OF NORTHERN NJ 50 EISENHOWER DRIVE PARAMUS, NJ 07652	GENERAL	16,500

THE BROOK FUND

EI #22-2561995

FORM 990-PF

F/Y/E 12/31/12

PAGE 11 - PART XV - LINE 3A

<u>RECIPIENT</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
UNITED STATES HOLOCAUST MEMORIAL MUSEUM P.O. BOX 7022 ALBERT LEA, MN 56002-8022	GENERAL	250
VOLUNTEER CENTER OF BERGEN COUNTY 64 PASSAIC STREET HACKENSACK, NJ 07601	GENERAL	4,500
WASHINGTON INSTITUTE FOR NEAR EAST POLICY 1828 L STREET, NW, SUITE 1050 WASHINGTON, DC 20036	GENERAL	1,500
WEST BERGEN MENTAL HEALTHCARE 120 CHESTNUT STREET RIDGEWOOD, NJ 07450	GENERAL	250
WHARTON FUND UNIVERSITY OF PA PO BOX 70259 PHILADELPHIA, PA 19176-9885	GENERAL	100
WILD EARTH 47 BUTTERVILLE ROAD NEW PALTZ, NY 12561	GENERAL	100
WOLCOTT SCHOOL 524 N. WOLCOTT STREET CHICAGO, IL 60642	GENERAL	12,500
YESTERMORROW DESIGN/BUILD SCHOOL 189 VT ROUTE 100 WARREN, VT 05674	GENERAL	250
		<hr/>
		<u>\$509,552</u>

THE BROOK FUND, INC.

22-2561995

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	\$ 1,500.			
Total	\$ 1,500.	\$ 0.	\$ 0.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
TAXES	\$ 3,250.			
Total	\$ 3,250.	\$ 0.	\$ 0.	\$ 0.

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
MISCELLANEOUS EXPENSE	\$ 533.			
Total	\$ 533.	\$ 0.	\$ 0.	\$ 0.

Statement 4
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
12624 SHS VALLEY NAT'L BANCORP	Mkt Val	\$ 153,537.	\$ 117,405.
1830 SH LONGTOP FIN TECH LTD	Mkt Val	51,922.	0.
1400 SH ERSTE BANK	Mkt Val	69,202.	44,338.
54 WEIGHT WATCHERS INTL	Mkt Val	3,605.	2,827.
	Total	\$ 278,266.	\$ 164,570.

Statement 5
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
<u>Other Investments</u>			
VANGUARD INTER TERM TREASURY ADM	Mkt Val	\$ 65,289.	\$ 72,993.
VANGUARD TOTAL INT'L STOCK INDEX	Mkt Val	197,074.	255,480.
VANGUARD SHORT-TERM GRADE ADMIRAL FUND	Mkt Val	150,084.	151,677.
VANGUARD TOTAL STOCK MKT INDEX ADMIRAL	Mkt Val	86,368.	126,742.
VANGUARD GNMA FUND ADMIRAL SHARES	Mkt Val	128,517.	133,325.
VANGUARD TAX MNGD SMALL CAP	Mkt Val	273,059.	485,803.
VANGUARD VALUE INDEX FUND ADM	Mkt Val	38,989.	50,860.
	Total	\$ 939,380.	\$ 1,276,880.

Statement 6
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	44300 VINDA INTERNATIONAL HLDGS LTD	Purchased	1/01/2001	1/04/2012
2	50000 VINDA INTERNATIONAL HLDGS LTD	Purchased	1/01/2001	1/05/2012
3	83110 VINDA INTERNATIONAL HLDGS LTD	Purchased	1/01/2001	1/06/2012
4	900 WEIGHT WATCHERS INTL INC NEW	Purchased	5/22/2009	3/02/2012
5	3400 ERSTE BANK DER OESTERREICHISCH	Purchased	3/06/2009	3/05/2012
6	1846 WEIGHT WATCHERS INTL INC NEW	Purchased	Various	3/29/2012
7	1400 ERSTE BANK DER OESTERREICHISCH	Purchased	3/06/2009	12/20/2012
8	700 BROOKFIELD ASSET MGMT INC	Purchased	10/19/2009	11/26/2012
9	605 LIBERTY GLOBAL INC CL A	Purchased	12/19/2007	3/12/2012
10	605 LIBERTY GLOBAL INC SER C	Purchased	10/19/2007	10/02/2012
10	Capital Gain Dividends			

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	57,578.		57,590.	-12.				\$ -12.
2	65,675.		65,000.	675.				675.
3	109,049.		108,043.	1,006.				1,006.
4	69,866.		60,075.	9,791.				9,791.
5	86,163.		168,062.	-81,899.				-81,899.
6	151,372.		123,221.	28,151.				28,151.
7	43,709.		69,202.	-25,493.				-25,493.
8	23,834.		16,170.	7,664.				7,664.
9	30,491.		24,085.	6,406.				6,406.
10	34,389.		22,621.	11,768.				11,768.
							Total	\$ -41,943.

2012

Federal Statements

Page 3

THE BROOK FUND, INC.

22-2561995

Statement 7
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

BARNETT RUKIN
JULIUS EISEN