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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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>THE BROOKS FOUNDATION</b>		A Employer identification number <b>22-3761279</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>C/O UNTRACHT EARLY, 325 COLUMBIA TPKE</b>		B Telephone number <b>973-408-6700</b>
City or town, state, and ZIP code <b>FLORHAM PARK, NJ 07932</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 4,633,384.</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(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	13,787.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	18,100.	18,100.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	416,545.			
	b Gross sales price for all assets on line 6a	852,689.			
	7 Capital gain net income (from Part IV, line 2)		416,545.		
	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	-80,145.	-80,145.		STATEMENT 2	
12 Total. Add lines 1 through 11	368,287.	354,500.			
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	5,500.	0.		5,500.
	c Other professional fees				
	17 Interest				
	18 Taxes	2,747.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses	47,685.	44,562.		0.	
24 Total operating and administrative expenses. Add lines 13 through 23	55,932.	44,562.		5,500.	
25 Contributions, gifts, grants paid	177,870.			177,870.	
26 Total expenses and disbursements. Add lines 24 and 25	233,802.	44,562.		183,370.	
27 Subtract line 26 from line 12	134,485.				
a Excess of revenue over expenses and disbursements		309,938.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			N/A		

**Part II Balance Sheets**

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	27,268.	67,173.	67,173.
	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			
	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			
	b Investments - corporate stock STMT 6	1,809,582.	1,904,162.	4,566,211.
	c Investments - corporate bonds			
<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	1,836,850.	1,971,335.	4,633,384.
	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.		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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 ▶ <input checked="" type="checkbox"/>			
	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	1,836,850.	1,971,335.		
30 Total net assets or fund balances	1,836,850.	1,971,335.		
31 Total liabilities and net assets/fund balances	1,836,850.	1,971,335.		

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

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,836,850.
2 Enter amount from Part I, line 27a	2	134,485.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,971,335.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,971,335.

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

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 852,689.		436,144.	416,545.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			416,545.

<b>2</b> Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$		<b>2</b>	416,545.
<b>3</b> 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		<b>3</b>	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	199,910.	4,179,362.	.047833
2010	111,726.	3,469,095.	.032206
2009	147,386.	2,397,591.	.061473
2008	159,288.	2,805,515.	.056777
2007	139,135.	3,403,808.	.040876

<b>2</b> Total of line 1, column (d)	<b>2</b>	.239165
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	.047833
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	4,476,519.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	214,125.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	3,099.
<b>7</b> Add lines 5 and 6	<b>7</b>	217,224.
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	<b>8</b>	183,370.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	6,199.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	6,199.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		5	6,199.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 1,800.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	1,800.
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	29.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	4,428.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	Refunded	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> WY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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**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 ► N/A	13	X	
14	The books are in care of ► UNTRACHT EARLY Telephone no ► 973-408-6700 Located at ► 325 COLUMBIA TURNPIKE, SUITE 202, FLORHAM PARK, N ZIP+4 ► 07932			
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			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No 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
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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"/> N/A	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) <input type="checkbox"/> 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? <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) <input type="checkbox"/> 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

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**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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
T. ANTHONY BROOKS C/O UNTRACHT EARLY, 325 COLUMBIA TPKE FLORHAM PARK, NJ 07932	TRUSTEE 2.00	0.	0.	0.
LINDA LEITH BROOKS C/O UNTRACHT EARLY, 325 COLUMBIA TPKE FLORHAM PARK, NJ 07932	TRUSTEE 2.00	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

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	0.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	75,833.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	4,468,856.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	4,544,689.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	4,544,689.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	68,170.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	4,476,519.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	223,826.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	223,826.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	6,199.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	6,199.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	217,627.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	750.
<b>5</b>	Add lines 3 and 4	<b>5</b>	218,377.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	218,377.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	183,370.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	183,370.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	183,370.

**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.

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**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				218,377.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			172,649.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 183,370.				
<b>a</b> Applied to 2011, but not more than line 2a			172,649.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2012 distributable amount				10,721.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				207,656.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				



**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
<b>a Paid during the year</b>				
AMERICAN CANCER SOCIETY PO BOX 22718 OKLAHOMA CITY, OK 73123	NONE	PUBLIC	GENERAL UNRESTRICTED	1,025.
ANDREW K. DWYER FOUNDATION 756 GUARD HILL ROAD BEDFORD, NY 10508	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
CITY KIDS WILDERNESS PROJECT 2437 15TH STREET NW WASHINGTON, DC 20009	NONE	PUBLIC	GENERAL UNRESTRICTED	5,000.
CLIMB WYOMING 1001 W. 31ST STREET CHEYENNE, WY 82001	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
COMMUNITY FOUNDATION OF JACKSON HOLE P.O. BOX 574 JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	27,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>177,870.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>





**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

THE BROOKS FOUNDATION

Employer identification number

22-3761279

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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

THE BROOKS FOUNDATION

22-3761279

**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	ANTHONY BROOKS C/O UNTRACHT EARLY LLC, 325 COLUMBIA TPKE, STE 202  FLORHAM PARK, NJ 07932	\$ 13,787.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Name of organization

Employer identification number

THE BROOKS FOUNDATION

22-3761279

**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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

THE BROOKS FOUNDATION

22-3761279

**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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

## THE BROOKS FOUNDATION

**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	1,000 SHS SPECTRA ENERGY PARTNERS, LP	P	10/03/07	01/10/12
b	1,000 SHS WESTERN GAS PTRS, LP	P	05/09/08	01/10/12
c	1,000 SHS EL PASO PIPELINE PARTNERS, LP	P	11/16/07	01/23/12
d	1,200 SHS WPX ENERGY INC	P	01/01/12	01/23/12
e	600 SHS WILLIAMS PTRS, LP	P	02/01/11	03/26/12
f	1,000 SHS SPECTRA ENERGY PTRS, LP	P	10/03/07	04/23/12
g	1,000 SHS WILLIAMS PARTNERS, LP	P	02/01/11	05/04/12
h	1,400 SHS EL PASO PIPELINE PARTNERS, LP	P	11/16/07	06/21/12
i	500 SHS WILLIAMS PARTNERS, LP	P	02/01/11	07/02/12
j	1,500 SHS WILLIAMS PARTNERS, LP	P	02/08/11	07/05/12
k	2,000 SHS CEDAR FAIR, LP	P	08/04/04	08/14/12
l	1,000 SHS EL PASO PIPELINE PARTNERS, LP	P	05/15/09	08/14/12
m	1,000 SHS ALLIANCE HLDGS GP, LP	P	12/20/07	09/14/12
n	600 SHS WESTERN GAS PTRS, LP	P	05/09/08	09/14/12
o	2,000 SHS EQT MIDSTREAM PARTNERS, LP	P	06/27/12	10/16/12

(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 32,611.		17,151.	15,460.
b 42,293.		13,033.	29,260.
c 35,418.		11,575.	23,843.
d 18,405.		19,345.	-940.
e 34,993.		24,090.	10,903.
f 31,425.		16,473.	14,952.
g 58,011.		39,897.	18,114.
h 44,402.		15,185.	29,217.
i 24,966.		19,273.	5,693.
j 77,934.		54,274.	23,660.
k 63,771.		11,981.	51,790.
l 33,874.		10,988.	22,886.
m 47,937.		19,258.	28,679.
n 29,324.		1,526.	27,798.
o 59,882.		41,798.	18,084.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			15,460.
b			29,260.
c			23,843.
d			-940.
e			10,903.
f			14,952.
g			18,114.
h			29,217.
i			5,693.
j			23,660.
k			51,790.
l			22,886.
m			28,679.
n			27,798.
o			18,084.

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

THE BROOKS FOUNDATION

**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	2,200 SHS MPLX, LP	P	10/31/12	10/31/12
b	2,600 SHS EL PASO PIPELINE PTRS	P	05/15/09	11/06/12
c	1,800 SHS WILLIAMS COMPANIES INC	P	03/15/11	12/12/12
d	ENTERPRISE PRODUCTS PARTNERS	P	12/29/00	12/31/12
e				
f				
g				
h				
i				
j				
k				
l				
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 57,356.		48,400.	8,956.
b 93,635.		26,392.	67,243.
c 56,415.		45,505.	10,910.
d 10,037.			10,037.
e			
f			
g			
h			
i			
j			
k			
l			
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			8,956.
b			67,243.
c			10,910.
d			10,037.
e			
f			
g			
h			
i			
j			
k			
l			
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	416,545.
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
DAWN REDWOODS CHARITABLE TRUST ONE BLACKFIELD DRIVE, SUITE 331 TIBURON, CA 94920	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
DUCKS UNLIMITED ONE WATERFOWL WAY MEMPHIS, TN 38120	NONE	PUBLIC	GENERAL UNRESTRICTED	1,250.
EAST HARLEM SCHOOL 309 EAST 103RD ST. NEW YORK, NY 10029	NONE	PUBLIC	GENERAL UNRESTRICTED	2,000.
ENVIRONMENTAL DEFENSE FUND 257 PARK AVENUE SOUTH NEW YORK, NY 10010	NONE	PUBLIC	GENERAL UNRESTRICTED	350.
FIVER CHILDREN'S FOUNDATION 240 WEST 35TH STREET, STE 305 NEW YORK, NY 10001	NONE	PUBLIC	GENERAL UNRESTRICTED	2,000.
GREATER NY COUNCIL BSA 350 FIFTH AVENUE, SUITE 7820 NEW YORK, NY 10118	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
GTMF/MUSIC IN THE HOLE 4015 WEST LAKE CREEK DR. WILSON, WY 83014	NONE	PUBLIC	GENERAL UNRESTRICTED	1,000.
HABITAT FOR HUMANITY 121 HABITAT STREET AMERICUS, GA 31709	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
INTERNATIONAL CENTER OF PHOTOGRAPHY 1133 AVE OF THE AMERICAS #1A NEW YORK, NY 10036	NONE	PUBLIC	GENERAL UNRESTRICTED	70.
JACKSON HOLE LAND TRUST 555 E BROADWAY #228 JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	6,000.
Total from continuation sheets				144,095.

**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
JACKSON HOLE SHRINE CLUB	NONE	PUBLIC	GENERAL UNRESTRICTED	100.
JH SKI AND SNOWBOARD CLUB PO BOX 461 JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	8,000.
MOTHER PHI FOUNDATION PO BOX 7007 ALBERT LEA, MN 56007	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
NATIONAL MUSEUM OF WILDLIFE ART 2820 RUNGIUS ROAD JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	300.
NATIONAL RIGHT TO WORK FOUNDATION 8001 BRADDOCK ROAD SPRINGFIELD, VA 22160	NONE	PUBLIC	GENERAL UNRESTRICTED	400.
NRDC 40 WEST 20TH STREET NEW YORK, NY 10011	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
RAILS-TO-TRAILS CONSERVANCY 2121 WARD CT., NW 5TH FLOOR WASHINGTON, DC 20037	NONE	PUBLIC	GENERAL UNRESTRICTED	200.
RED CROSS SANDY RELIEF FUND 2025 E STREET WASHINGTON, DC 20006	NONE	PUBLIC	GENERAL UNRESTRICTED	200.
RICHLAND/WILKIN FOOD PANTY 699 8TH AVE S WHAPEYTON, ND 58075	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
SALVATION ARMY 615 SLATERS LANE PO BOX 269 ALEXANDRIA, VA 22313	NONE	PUBLIC	GENERAL UNRESTRICTED	750.
Total from continuation sheets				

**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
SAVE THE YELLOWSTONE CUTTHROAT PO BOX 3008 CODY, WY 82414	NONE	PUBLIC	GENERAL UNRESTRICTED	400.
ST. JOHN'S DIABETES FUND 625 E BROADWAY ST JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
ST. JOHN'S EPISCOPAL CHURCH 170 N GLENWOOD JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	27,500.
SWIM ACROSS AMERICA ONE INTERNATIONAL PLACE, SUITE 4600 BOSTON, MA 02110	NONE	PUBLIC	GENERAL UNRESTRICTED	200.
TETON COUNTY LIBRARY 125 VIRGINIAN LANE, PO BOX 1629 JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
TETON LITERACY PROGRAM 1715 HIGH SCHOOL RD JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	1,500.
TETON SCIENCE SCHOOL 700 COYOTE CANYON RD JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	750.
TROUT UNLIMITED 250 N. 1ST STREET LANDER, WY 82520	NONE	PUBLIC	GENERAL UNRESTRICTED	950.
USOC PO BOX 7010 ALBERT LEA, MN 56007	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
WATER MISSIONS INTERNATIONAL 1150 KINZER ST, BLDG 1605 CHARLESTON, SC 29405	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
Total from continuation sheets				

**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
WHPA PO BOX 22718 ELK MOUNTAIN, WY 82324	NONE	PUBLIC	GENERAL UNRESTRICTED	50.
WORLD WILDLIFE FUND 1250 24TH STREET, NW WASHINGTON, DC 20037	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
WYOMING PUBLIC MEDIA 1000 E. UNIVERSITY AVE LARAMIE, WY 82071	NONE	PUBLIC	GENERAL UNRESTRICTED	3,500.
YALE UNIVERSITY 254 COLLEGE ST NEW HAVEN, CT 06510	NONE	PUBLIC	GENERAL UNRESTRICTED	32,950.
YELLOWSTONE PARK FOUNDATION 222 EAST MAIN ST, STE 301 BOZEMAN, MT 59715	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
ADIRONDACK COUNCIL 103 HAND AVE #3 ELIZABETHTOWN, NY 12932	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
CITIZENS AGAINST GOVERNMENT WASTE 1301 PENNSYLVANIA AVENUE, NW, SUITE 1075 WASHINGTON, DC 20004	NONE	PUBLIC	GENERAL UNRESTRICTED	275.
ALZHEIMER'S ASSOCIATION 225 N. MICHIGAN AVE., FL. 17 CHICAGO, IL 60601	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVE DALLAS, TX 75231	NONE	PUBLIC	GENERAL UNRESTRICTED	1,000.
AMERICAN PRAIRIE RESERVE 7 E BEALL ST #100 BOZEMAN, MT 59715	NONE	PUBLIC	GENERAL UNRESTRICTED	1,000.
Total from continuation sheets				



**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
AMERICAN RED CROSS OF WYOMING 3619 EVANS AVE CHEYENNE, WY 82001	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
AMERICAN RIVERS 1101 14TH STREET NW, SUITE 1400 WASHINGTON, DC 20005	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
APAWAMIS FOUNDATION 2 CLUB ROAD RYE, NY 10580	NONE	PUBLIC	GENERAL UNRESTRICTED	100.
APPALACHIAN TRAIL CONSERVANCY 4 E 1ST ST BOILING SPRINGS, PA 17007	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
ASPCA 424 E 92ND ST NEW YORK, NY 10128	NONE	PUBLIC	GENERAL UNRESTRICTED	350.
BOYS TOWN 14100 CRAWFORD STREET BOYS TOWN, NE 68010	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
CALIFORNIA ACADEMY OF SCIENCES 55 MUSIC CONCOURSE DR SAN FRANCISCO, CA 94118	NONE	PUBLIC	GENERAL UNRESTRICTED	2,500.
CASACITO ASSOCIATION 7424 TOVAR DR AUSTIN, TX 78729	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
CLARK FORK FOUNDATION PO BOX 7593 MISSOULA, MT 59807	NONE	PUBLIC	GENERAL UNRESTRICTED	200.
CLEARWATER 112 LITTLE MARKET ST POUGHKEEPSIE, NY 12601	NONE	PUBLIC	GENERAL UNRESTRICTED	200.
Total from continuation sheets				

**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
COMMUNITY ENTRY SERVICES PO BOX 4259 140 EAST BROADWAY JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
COVENANT HOUSE 460 W 41ST ST NEW YORK, NY 10036	NONE	PUBLIC	GENERAL UNRESTRICTED	2,000.
DUKE UNIVERSITY DUKE UNIVERSITY DURHAM, NC 27708	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
EARTHJUSTICE 156 WILLIAM ST NEW YORK, NY 10038	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
EPISCOPAL RELIEF & DEVELOPMENT 815 SECOND AVENUE NEW YORK, NY 10017	NONE	PUBLIC	GENERAL UNRESTRICTED	3,000.
FACING HISTORY & OURSELVES 16 HURD RD BROOKLINE, MA 02445	NONE	PUBLIC	GENERAL UNRESTRICTED	200.
GOOD SAMARITAN MISSION 14920 BALM WIMAUMA RD WIMAUMA, FL 33598	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
GREATER YELLOWSTONE COALITION 1285 SHERIDAN AVE CODY, WY 82414	NONE	PUBLIC	GENERAL UNRESTRICTED	200.
ISHA 610 PALMS AVE, PO BOX 191 ISHPEMING, MI 49849	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
JACKSON HOLE COMMUNITY SCHOOL 1715 HIGH SCHOOL RD JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
Total from continuation sheets				

**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
JACKSON HOLE WILDLIFE FDN 330 E SNOW KING AVE JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
JACKSON HOLE ENERGY SUSTAINABILITY PROJECT PO BOX 1687 JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
JACKSON HOLE HOUSING TRUST PO BOX 4498 JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
KATHERINE DELMAR BURKE SCHOOL 7070 CALIFORNIA ST SAN FRANCISCO, CA 94121	NONE	PUBLIC	GENERAL UNRESTRICTED	1,000.
KENT SCHOOL ANNUAL FUND PO BOX 2006 KENT, CT 06757	NONE	PUBLIC	GENERAL UNRESTRICTED	1,000.
KING ANNUAL FUND 19303 FREMONT AVENUE NORTH SEATTLE, WA 98133	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
LAND TRUST ALLIANCE 1331 H. STREET NW STE 400 WASHINGTON, DC 20005	NONE	PUBLIC	GENERAL UNRESTRICTED	2,500.
MAKE A WISH FOUNDATION OF WYOMING 201 E. 2ND CASPER, WY 82602	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
MSKCC 1275 YORK AVENUE NEW YORK, NY 10065	NONE	PUBLIC	GENERAL UNRESTRICTED	750.
NATIONAL MS SOCIETY 733 3RD AVE NEW YORK, NY 10017	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
Total from continuation sheets				

**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
NAVY SEAL FOUNDATION 1619 D STREET, BLDG 5326 VIRGINIA BEACH, VA 23459	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
NOLS ANNUAL FUND 284 LINCOLN STREET LANDER, WY 82520	NONE	PUBLIC	GENERAL UNRESTRICTED	10,500.
OFF SQUARE THEATRE CO. 240 SOUTH GLENWOOD JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
OPPORTUNITY INTERNATIONAL 2122 YORK RD #340 OAK BROOK, IL 60523	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
PAWS OF JACKSON HOLE 250 WEST PEARL STREET JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
RCDS ALUMNI FUND CEDAR STREET RYE, NY 10580	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
RED TAIL SQUADRON 971 HALLSTROM DRIVE RED WING, MN 55066	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
RTA INCORPORATED C/O HENRY P. DAVISON, BESSEMER TRUST CO., 630 FIFTH AVE. NEW YORK, NY 10111	NONE	PUBLIC	GENERAL UNRESTRICTED	3,000.
RYE FREE READING ROOM 1061 BOSTON POST RD RYE, NY 10580	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
SAN FRANCISCO GENERAL HOSPITAL FOUNDATION 2789 25TH ST #2028 SAN FRANCISCO, CA 94110	NONE	PUBLIC	GENERAL UNRESTRICTED	2,500.
Total from continuation sheets				

**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
ST. JOHN'S HOSPITAL FOUNDATION 555 EAST BROADWAY, SUITE 213 JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	1,000.
STEADMAN PHILIPPON RESEARCH INSTITUTE 181 W MEADOW DR VAIL, CO 81657	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
TETON RAPTOR CENTER PO BOX 1805 545 WEST HIGHWAY 22 WILSON, WY 83014	NONE	PUBLIC	GENERAL UNRESTRICTED	1,000.
TETON YOUTH & FAMILY SERVICES 510 S CACHE ST JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
THE BOAT COMPANY 18819 3RD AVE NE POULSBO, WA 98370	NONE	PUBLIC	GENERAL UNRESTRICTED	200.
THE CONSERVATION TRUST PO BOX 421 CASTINE, ME 04421	NONE	PUBLIC	GENERAL UNRESTRICTED	100.
THE MURIE CENTER 1 MURIE RANCH ROAD PO BOX 399 MOOSE, WY 83012	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
THE NATIONAL FOREST FOUNDATION BUILDING 27 SUITE 3, PORT MISSOULA ROAD MISSOULA, MT 59804	NONE	PUBLIC	GENERAL UNRESTRICTED	200.
THE NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
TRUST FOR PUBLIC LAND 101 MONTGOMERY STREET, SUITE 900 SAN FRANCISCO, CA 94104	NONE	PUBLIC	GENERAL UNRESTRICTED	2,000.
Total from continuation sheets				

**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
U.S. SKI & SNOWBOARD TEAM FOUNDATION 1 VICTORY LANE PARK CITY, UT 84060	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
UNCF 1805 7TH STREET, NW WASHINGTON, DC 20001	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
VFW 406 WEST 34TH ST KANSAS CITY, MO 64111	NONE	PUBLIC	GENERAL UNRESTRICTED	150.
WOUNDED WARRIOR PROJECT 7020 AC SKINNER PKWY, SUITE 100 JACKSONVILLE, FL 32256	NONE	PUBLIC	GENERAL UNRESTRICTED	1,000.
WYOMING COUNCIL OF TROUT UNLIMITED 250 N. 1ST STREET LANDER, WY 82520	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
WYOMING OUTDOOR COUNCIL 262 LINCOLN STREET LANDER, WY 82520	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
WYOMING STOCK GROWERS AGRICULTURAL LAND TRUST PO BOX 206 113 E. 20TH CHEYENNE, WY 82003	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
COMMUNITY RESOURCE CENTER 378 EAST 151ST STREET 4TH FLOOR BRONX, NY 10455	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
COMUNITY SAFETY NETWORK 650 HALL AVE JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
Total from continuation sheets				

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
THROUGH NEUBERGER BERMAN	18,100.	0.	18,100.
TOTAL TO FM 990-PF, PART I, LN 4	18,100.	0.	18,100.

FORM 990-PF	OTHER INCOME	STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY INCOME FROM K-1 ALLIANCE HOLDINGS GP, LP	6,039.	6,039.	
ORDINARY INCOME FROM K-1 BLUEKNIGHT ENERGY PTRS, LP - PREFERRED	2,372.	2,372.	
ORDINARY LOSS FROM K-1 BLUEKNIGHT ENERGY PTRS, LP - COMMON	-16,208.	-16,208.	
ORDINARY INCOME FROM K-1 CEDAR FAIR, LP	5,861.	5,861.	
ORDINARY INCOME FROM K-1 EL PASO PIPELINE PARTNERS, LP	3,448.	3,448.	
ORDINARY LOSS FROM K-1 ENERGY TRANSFER EQUITY, LP	-8,249.	-8,249.	
ORDINARY INCOME FROM K-1 ENTERPRISE PRODUCTS PARTNERS, LP	17,854.	17,854.	
ORDINARY LOSS FROM K-1 EQT MIDSTREAM PARTNERS, LP	-202.	-202.	
ORDINARY LOSS FROM K-1 INERGY, LP	-21,507.	-21,507.	
ORDINARY INCOME FROM K-1 INERGY MIDSTREAM, LP	977.	977.	
ORDINARY INCOME FROM K-1 NATURAL RESOURCE PARTNERS, LP	9.	9.	
ORDINARY LOSS FROM K-1 NUSTAR ENERGY GP HOLDINGS, LLC	-5,881.	-5,881.	
ORDINARY LOSS FROM K-1 PENN VIRGINIA RESOURCE PTRS, LP - 174025	-5,151.	-5,151.	
ORDINARY LOSS FROM K-1 PENN VIRGINIA RESOURCE PTRS, LP - 221469	-4,839.	-4,839.	
ORDINARY LOSS FROM K-1 REGENCY ENERGY PARTNERS, LP	-35,516.	-35,516.	
ORDINARY LOSS FROM K-1 SOUTHCROSS ENERGY PARTNERS, LP	-1,018.	-1,018.	
ORDINARY LOSS FROM K-1 SPECTRA ENERGY PARTNERS, LP	-5,001.	-5,001.	
ORDINARY LOSS FROM K-1 SUBURBAN PROPANE PARTNERS, LP	-1,499.	-1,499.	

ORDINARY INCOME FROM K-1 WESTERN GAS EQUITY PARTNERS, LP	21.	21.
ORDINARY LOSS FROM K-1 WESTERN GAS PARTNERS, LP	-4,567.	-4,567.
ORDINARY LOSS FROM K-1 WILLIAMS PARTNERS, LP	-7,088.	-7,088.
TOTAL TO FORM 990-PF, PART I, LINE 11	-80,145.	-80,145.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	5,500.	0.		5,500.	
TO FORM 990-PF, PG 1, LN 16B	5,500.	0.		5,500.	

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL TAXES	2,747.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	2,747.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BROKERAGE FEES	44,522.	44,522.		0.	
NON-DEDUCTIBLE EXPENSES FROM K-1S	3,048.	0.		0.	
BANK FEES	40.	40.		0.	
NON-DEDUCTIBLE CONTRIBUTION	75.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	47,685.	44,562.		0.	



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FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ALLIANCE HOLDINGS GP	112,937.	285,480.
BLUEKNIGHT ENERGY PARTNERS, LP - PREFERRED	21,892.	28,965.
BLUEKNIGHT ENERGY PARTNERS, LP - COMMON	81,453.	78,960.
CEDAR FAIR, LP	63,795.	401,400.
EL PASO PIPELINE PARTNERS, LP	0.	0.
ENERGY TRANSFER EQUITY, LP	13,562.	482,088.
INERGY MIDSTREAM, LP	92,426.	129,050.
INERGY, LP	350,285.	356,524.
NATURAL RESOURCE PARTNERS, LP	133.	0.
NUSTAR GP HOLDINGS, LLC	127,186.	265,824.
ONEOK INC NEW	88,932.	128,250.
PENN VA RESOURCES - 174025	160,500.	379,308.
REGENCY ENERGY PARTNERS, LP	170,669.	336,040.
SPECTRA ENERGY PARTNERS, LP	86,641.	187,380.
TEEKAY OFFSHORE PTRS	64,697.	83,232.
WESTERN GAS EQUITY PARTNERS, LP	77,021.	104,825.
WESTERN GAS PARTNERS, LP	97,879.	333,410.
WILLIAMS CO INC.	116,290.	150,604.
WILLIAMS PARTNERS, LP	0.	0.
SOUTHCROSS ENERGY PARTNERS, LP	50,981.	61,828.
ENTERPRISE PRODUCTS PARTNERS, LP	0.	550,880.
SUBURBAN PROPANE PARTNERS, LP	126,883.	222,163.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,904,162.	4,566,211.

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FORM 990-PF	PART XV - LINE 1A	STATEMENT	7
	LIST OF FOUNDATION MANAGERS		

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## NAME OF MANAGER

T. ANTHONY BROOKS  
LINDA LEITH BROOKS