



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



**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**, 2012, and ending****, 20**

Name of foundation

Adele A & Harold J Westbrook Foundation

A Employer identification number

57-1075664

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

Room/suite

3512 Robious Forest Way

B Telephone number (see instructions)

804-594-0187

City or town, state, and ZIP code

Midlothian VA 23113

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, col. (c), line 16) ▶ \$ 1,653,336
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	18,460			
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	93,373	93,373		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	30,208			
b Gross sales price for all assets on line 6a 338,214				
7 Capital gain net income (from Part IV, line 2)		30,208		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)	0			
11 Other income (attach schedule) Misc.	3	3		
12 Total. Add lines 1 through 11	142,044	123,584	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	40,250	16,100		24,150
14 Other employee salaries and wages				
15 Pension plans, employee benefits	3,079	1,232		1,847
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) Form 990-PF	625	313		312
c Other professional fees (attach schedule)	150	150		
17 Interest				
18 Taxes (attach schedule) (see instructions)	2,000			
19 Depreciation (attach schedule) and depletion	96	96		
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	4,748	1,939		2,809
24 Total operating and administrative expenses. Add lines 13 through 23	50,948	19,830	0	29,118
25 Contributions, gifts, grants paid	80,000			80,000
26 Total expenses and disbursements. Add lines 24 and 25	130,948	19,830	0	109,118
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	11,096			
b Net investment income (if negative, enter -0-)		103,754		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

SCANNED FEB 28 2013

RECEIVED

FEB 25 2013

GODDEN, UT

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	78,249	84,843	84,843
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	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)	284,061	283,661	420,780
	c Investments—corporate bonds (attach schedule)	1,216,021	1,220,610	1,147,586
	11 Investments—land, buildings, and equipment: basis ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶ 2,313			
	Less: accumulated depreciation (attach schedule) ▶ 2,186	223	127	127
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,578,554	1,589,241	1,653,336
	17 Accounts payable and accrued expenses	0	0	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,578,554	1,589,241	
	30 Total net assets or fund balances (see instructions)	1,578,554	1,589,241	
	31 Total liabilities and net assets/fund balances (see instructions)	1,578,554	1,589,241	

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	1,578,554
2 Enter amount from Part I, line 27a	2	11,096
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,589,650
5 Decreases not included in line 2 (itemize) ▶ <u>Adj to Basis (407) Rounding (2)</u>	5	409
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,589,241

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 Please See Attachment			Various	Various
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 338,214		308,006	30,208
b			
c			
d			
e			

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))
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	30,208
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	

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	127,020	1,519,148	0.0836
2010	128,639	1,452,281	0.0886
2009	79,409	1,216,241	0.0653
2008	110,067	1,685,474	0.0653
2007	159,358	1,680,428	0.0948

2 Total of line 1, column (d)	2	0.3976
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	0.0795
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,572,654
5 Multiply line 4 by line 3	5	125,026
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,038
7 Add lines 5 and 6	7	126,064
8 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.	8	109,118

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	2,075
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	2,075
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,075
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,631
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	4,631
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,556
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax 2,556 Refunded	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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
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? <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, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ South Carolina and Virginia		
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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ Joan Clarke		Telephone no. ▶ 804-594-0187	
	Located at ▶ 3512 Robious Forest Way, Midlothian, VA		ZIP+4 ▶ 23113	
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			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			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? ☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No	1b	X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No		
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? ☐ Yes ☒ No

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

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? ☐ Yes ☒ No

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? ☐ Yes ☒ No

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
Edward J Westbrook 2659 Parish Landing, Mt Pleasant SC	President/Treasurer/Director 2	0	0	0
Harold J Westbrook 2855 Doty Dr, Arroyo Grande CA 93420	Vice President/Director 1	0	0	0
Charles J Westbrook 54 Pleasant Run, Kinnelon NJ 07405	Vice President/Director 1	0	0	0
Richard J Westbrook 6454 Deerfield Dr, New Hope PA 18938	Vice President/Director 1	0	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 VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,504,496
b	Average of monthly cash balances	1b	92,107
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	1,596,603
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,596,603
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	23,949
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,572,654
6	Minimum investment return. Enter 5% of line 5	6	78,633

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	78,633
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,075
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	2,075
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	76,558
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	76,558
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	76,558

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	109,118
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	109,118
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	109,118

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				76,558
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007 78,169				
b From 2008 28,288				
c From 2009 20,456				
d From 2010 58,011				
e From 2011 51,063				
f Total of lines 3a through e	235,987			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 109,118				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				76,558
e Remaining amount distributed out of corpus	32,560			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	268,547			
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				
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)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	78,169			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	190,378			
10 Analysis of line 9:				
a Excess from 2008 28,288				
b Excess from 2009 20,456				
c Excess from 2010 58,011				
d Excess from 2011 51,063				
e Excess from 2012 32,560				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
				0
b 85% of line 2a	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test—enter:				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter ² / ₃ of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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).)

Edward J Westbrook

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:

Ms Joan Clarke, The Adele A and Harold J Westbrook Foundation, Inc.
P O Box 664, Midlothian, VA 23113

b The form in which applications should be submitted and information and materials they should include:

The Grant Application and Guidelines are attached

c Any submission deadlines:

None

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors: Donee must be a public charity, exempt under Section 501(c)(3) of the Internal Revenue Code

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> Please See Attachment		Public		80,000
Total			▶ 3a	80,000
b <i>Approved for future payment</i> None				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
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	93,373		
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			18	30,208		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue: a <u>Miscellaneous</u>			18	3		
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0		123,584		0
13 Total. Add line 12, columns (b), (d), and (e)				13 123,584		123,584

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

[illegible]

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

- | | | | |
|--|--|-----|----|
| <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> | | Yes | No |
| | | | |
| 1a(1) | | | X |
| 1a(2) | | | X |
| | | | |
| 1b(1) | | | X |
| 1b(2) | | | X |
| 1b(3) | | | X |
| 1b(4) | | | X |
| 1b(5) | | | X |
| 1b(6) | | | X |
| 1c | | | X |

[illegible]

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

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

**Sign
Here**

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

correct and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

 Signature of officer or trustee	 Date	 Title
--	---	---

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

**Paid
Preparer
Use Only**

Print/Type preparer's name	
----------------------------	--

Kendon Light, E.A.

Preparer's signature

London night

Date

2/2/2013

Check ☒ if self-employed

PTIN

P01212171

Firm's name ▶ Kendon Light, E.A.

Firm's EIN ▶

Firm's address ► 18778 Big Lake Ridge Pl, Mount Vernon WA 98274

Phone no 360-422-7689

Schedule of Contributors

OMB No 1545-0047

2012

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

Name of the organization

Employer identification number

Adele A & Harold J Westbrook Foundation

57-1075664

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 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

Name of organization Adele A & Harold J Westbrook Foundation	Employer identification number 57-1075664
--	---

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	Edward J Westbrook 2659 Parish Landing Mt Pleasant, Sc 29466	\$ 46,986	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Employer identification number	
--------------------------------	--

57-1075664

Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	134 Shares V F Corporation Common Stock	\$ 21,167	11/2/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	454 Shares Ross Stores, Inc. Common Stock	\$ 25,819	11/2/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization Adele A & Harold J Westbrook Foundation	Employer identification number 57-1075664
--	---

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. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	

Adele A and Harold J Westbrook Foundation

EIN: 57-1075664

Attachment to Form 990-PF

For Year ended December 31, 2012

Part I - Line 16c - Other Professional Fees:

	<u>Books</u>	<u>4940 Tax</u>	<u>Exempt</u>
Stockbroker Fee	150	150	

Part I - Line 18 - Taxes:

	<u>Books</u>	<u>4940 Tax</u>	<u>Exempt</u>
IRC 4940 Tax	2,000	-	-

Part I - Line 19- Depreciation Expenses & Part II - Line 14 - Equipment:

<u>Description</u>	<u>Acq Date</u>	<u>Cost</u>	<u>Method</u>	<u>Conv/Life</u>	<u>Prior Depr</u>	<u>2012 Depr</u>
Office Chair	10/29/1999	400	SL	HY 7	400	-
Desk, Hutch, Table	12/1/1999	1,192	SL	HY 7	1,192	-
22" Monitor	4/26/2007	196	SL	HY 5	176	20
Cannon Laser Printer	9/2/2007	273	SL	HY 5	247	26
Dell Computer	10/7/2010	252	SL	HY 5	75	50
Totals		2,313			2,090	96

Part I - Line 23 - Other Expenses:

	<u>Books</u>	<u>4940 Tax</u>	<u>Exempt</u>
State Corporation Commission	25	-	25
Foundation Dues	500	250	250
Postage	255	102	153
Telephone/Internet	3,758	1,503	2,255
Supplies	210	84	126
Total Other Expenses	4,748	1,939	2,809

Adele A and Harold J Westbrook Foundation

EIN: 57-1075664

Attachment to Form 990-PF

For Year ended December 31, 2012

Part II - Line 10b - Corporate Stocks:

<u>Description</u>	<u>Amount</u>
AT & T - 662 shs	10,143
Amer Intl Group - 46 shs	5,368
BP - 500 shs	5,793
Cohen & Steers REIT & Pfd Income Fd - 2100 shs	55,084
Dow Chemical - 1426 shs	28,640
Eaton Vance ENH EQ Income Fund - 2625 shs	54,974
General Electric - 1300 shrs	40,259
Intel - 1000 shs	29,859
Intl Business Machines - 300 shs	6,642
JPMorgan Chase - 978 shs	12,375
Eli Lilly - 500 shs	15,944
Pfizer - 494.8164 sh	8,665
Wal Mart Stores - 500 shs	9,524
WT01 21 American Internat USD - 24 shs	391
Total Corporate Stocks	283,661

Part II - Line 10c - Corporate Bonds:

<u>Description</u>	<u>Amount</u>
American Intl Group - 6.45%, due 6/15/77	50,000
Bank of America - 8.625%, Pfd Ser 8	50,158
General Electirc Cap - 6.0%, due 4/24/47	25,000
Goldman Sachs Group - 3.75% flr Pfd	39,649
General Electirc Cap - 6.45%, due 6/15/46	50,000
MetLife - 4.0%, flr Pfd	40,225
Lloyds Banking Grp - 7.75%, due 7/15/50	50,409
Morgan Stanley Cap VIII - 6.45%, due 4/15/67	25,000
MetLife - 5.875%, due 11/21/33	39,890
Lehman Bros Hldg - Pfd - 6.0%, due 4/22/53	50,000
JP Morgan Chase Cap XIV - 6.2%, Pfd	39,403
Pioneer High Income Tr - 3200 shs	55,194
Eaton Vance Duration Income Fd - 2550 shs	49,636

Adele A and Harold J Westbrook Foundation

EIN: 57-1075664

Attachment to Form 990-PF

For Year ended December 31, 2012

<u>Description</u>	<u>Amount</u>
Nuveen Qual Pref Inc 2 - 3840 shs	55,342
Blackrock Duration Income Tr - 2400 shs	49,195
Pimco Income Strategy Fd - 2450 shs	49,818
Flaherty & Crumrine/Claymore Pfd Inc Fd - 2325 shs	54,997
Eaton Vance Flt-Rt Income Trust - 3000 shs	54,590
Blackrock Credit Allocation - 2000 shs	47,933
S & P US Pfd Stk Index Fd Ishares - 3830 shs	149,918
Powershares Preferred - 10,285 shs	149,171
SPDR Wells Fargo Pfd ETF - 975 shs	45,082
Total Corporate Bonds	1,220,610

Part IV - Capital Gains & Losses:

<u>Description</u>	<u>How Acq</u>	<u>Date Acq</u>	<u>Date Sold</u>	<u>Sales Price</u>	<u>Basis</u>	<u>Gain/(Loss)</u>
AT&T-6.375%	P	2/6/2007	2/15/2012	50,000	50,000	-
Public Storage-6.38%	P	10/17/2006	2/9/2012	50,000	50,000	-
Realty Income-CI D	P	5/6/2004	3/1/2012	50,000	50,000	-
HCP- Ser E & F	P	Various	4/23/2012	100,000	100,000	-
BNY Capital Trust	P	1/14/2009	11/26/2012	41,250	39,546	1,704
Ross Stores- 454 shs	D	11/2/2012	11/5/2012	25,909	11,767	14,142
V F-134 shs	D	11/2/2012	11/5/2012	21,055	6,693	14,362
Totals				338,214	308,006	30,208

Part VIII - Officers, Directors, etc:

<u>Name/Address</u>	<u>Title/Hrs</u>	<u>Compensation</u>	<u>Benefits</u>	<u>Allowance</u>
Joan W Clarke 3512 Robious Forest Way Midlothian, VA 23113	Secretary/ Executive Director 40 hrs	40,250	3079	0

Adele A and Harold J Westbrook Foundation

EIN: 57-1075664

Attachment to Form 990-PF

For Year ended December 31, 2012

Part XV - Line 3a - Contributions Paid:

<u>Donee</u>	<u>Status</u>	<u>Amount</u>	<u>Purpose</u>
American Red Cross Carolina Lowcountry Chapter Charleston, SC	Public	20,000	Hurricane Sandy Relief
Anderson Free Clinic, Inc. 414 North Fant Street Anderson, SC 29621	Public	1,000	Operating Expenses
Angel Flight Sours, Inc. 322 Terminal Road Greenwood, SC 29649	Public	1,500	Operating Expenses
Apple Ridge Farm, Inc. 541 Luck Avenue SW Roanoke, VA 24016	Public	1,500	Operating Expenses
Boy Scout Troup 729 729 West 181st Street New York, NY 10033	Public	1,000	Operating Expenses
Camp Laurel Foundation The Laurel Foundation 1100 Executive Boulevard Chesapeake, VA 23220	Public	2,000	Operating Expenses
Christ our King Church (Part of Catholic Church Group Ruling) 1122 Russell Drive Mt Pleasant, SC 29464	Public	25,000	Operating Expenses
EmmanuWheel 566 Rawl Road Lexington, SC 29072	Public	1,500	Operating Expenses

Adele A and Harold J Westbrook Foundation

EIN: 57-1075664

Attachment to Form 990-PF

For Year ended December 31, 2012

<u>Donee</u>	<u>Status</u>	<u>Amount</u>	<u>Purpose</u>
Florida United Methodist Childrer Home, Inc. 51 Children's Way Enterprise, FL 32725	Public	1,500	Operating Expenses
Food for the Poor, Inc. 6401 Lyons Road Coconut Creek, FL 33073	Public	2,000	Operating Expenses
Friends Association for Children 1004 Saint John Street Richmond, VA 23220	Public	1,000	Operating Expenses
I Have a Dream Foundation- Richmond 12908 Fox Meadow Drive Henrico, VA 23233	Public	5,000	Scholarships for Haitian Students
LowCountry Food Bank, Inc. 2864 Azalea Drive Charleston, SC 29405	Public	1,500	Operating Expenses
Mission Aviation Fellowship 112 North Pilatus Lane Nampa, ID 83687	Public	1,500	Operating Expenses
Midlands Holy Family Fund, Inc. P O Box 487 Columbia, SC 29202	Public	1,000	Operating Expenses
National Disaster Search Dog Foundation, Inc. 501 East Ojai Avenue Ojai, CA 93023	Public	1,000	Operating Expenses

Adele A and Harold J Westbrook Foundation

EIN: 57-1075664

Attachment to Form 990-PF

For Year ended December 31, 2012

<u>Donee</u>	<u>Status</u>	<u>Amount</u>	<u>Purpose</u>
The Outreach Farm, Inc. P O Box 664 Pawleys Island, SC 29585	Public	1,500	Operating Expenses
Paws 4 Liberty 8939 Palomino Drive Lake Worth, FL 33467	Public	1,000	Operating Expenses
Pregnancy Center and Clinic of the Low Country, Inc. 1 Cardinal Road, Suites 1 & 2 Hilton Head, SC 29926	Public	1,500	Operating Expenses
Pugs N Pals P O Box 9343 Newport Beach, CA 92658	Public	1,000	Operating Expenses
Resurrection Restoration Center for the Homeless 1809 North Douglas Street Florence, SC 29501	Public	1,000	Operating Expenses
Richmond Friends of the Homeless Inc. 4600 Jaydee Drive Moseley, VA 23120	Public	1,500	Operating Expenses
Skyline Cap, Inc. 532 South Main Street Madison, VA 22727	Public	1,000	Operating Expenses
Sunrise Center, Inc. P O Box 1871 Richlands, VA 24641	Public	1,500	Operating Expenses

Adele A and Harold J Westbrook Foundation

EIN: 57-1075664

Attachment to Form 990-PF Year ended December 31, 2012

<u>Donee</u>	<u>Status</u>	<u>Amount</u>	<u>Purpose</u>
Woods Humane Society, Inc. 875 Oklahoma Avenue San Luis Obispo, CA 94305	Public	1,000	Operating Expenses
Youth Empowerment Services, Inc P O Box 41784 North Charleston, SC 29423	Public	<u>1,000</u>	Operating Expenses
Total Grants Paid		80,000	

THE ADELE A. AND HAROLD J. WESTBROOK FOUNDATION, INC.

GRANT GUIDELINES- 2012

The Adele A. and Harold J. Westbrook Foundation, Inc., is a small private foundation established to provide grants, gifts and/or contributions to qualifying tax-exempt public charities, to support general charitable programs based in the United States. The Board of Directors sets policy and the Foundation is managed on a day-to-day basis by the Executive Director. The Board of Directors reviews grant applications that have been selected by the Executive Director as appropriate agencies, which reflect the charitable desires of the foundation. The Foundation's goals are to seek out and assist organizations that care for the needy in society, including those who cannot speak for themselves, victims of disasters and those whom the Foundation identifies over the years as appropriate beneficiaries in need of assistance. The Foundation will consider grant requests from appropriate public charity agencies that will benefit the widest spectrum of the public and special purpose programs, including those humane concerns which may be considered appropriate by the Board of Directors.

POLICIES AND INTERESTS:

- **Grants are made only to organizations that have current tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and have been classified as "not a private foundation" as defined under section 509(a) of the Internal Revenue Code (public charities). A copy of the latest IRS status letter must be attached to the application form when submitted.**
- **In order for a grant request to be considered by the Foundation, the applying agency should submit a letter describing their organization and its mission, including a statement of their administration expense ratio: what the agency spends for administration and fund raising as compared to project expenses. Applicants must attach a copy of their IRS status letter and a copy of their most recent tax return. These materials should be mailed to the following address: The Adele A. and Harold J. Westbrook Foundation, Inc., P. O. Box 664, Midlothian, VA 23113. No telephone requests for applications will be accepted. All requests for applications should be made well in advance of the July 31st deadline for the current year, since that deadline will preclude any further requests for applications for that year. No inquiries will be accepted after July 31st each year.**

(PAGE 2)

- Generally, most grants will be designed for smaller organizations that operate in a cost efficient manner and may benefit from modest contributions.
- The deadline for grant applications for the year 2012 is July 31, 2012. All applicants are encouraged to submit proposals well in advance of this date. It is likely that grants for the year 2012 will be awarded toward the end of the year.
- During the review process, the Executive Director may research your request through telephone inquiries, meetings or site visits. The Foundation prefers to initiate site visits, if needed, and generally discourages pre-application meetings. Organizations will be notified as to the status of each proposal after all screenings and evaluations have been completed.
- The Foundation will not make grants intended directly or indirectly to support candidates for political office or to influence legislation.
- The Board of Directors will review the final candidates for funding. The Board will select a limited number of proposals for funding that addresses most effectively the issues to which the board has given priority.

**THE ADELE A. AND HAROLD J. WESTBROOK
FOUNDATION, INC.**

P. O. BOX 664

MIDLOTHIAN, VA 23113

TEL: (804) 594-0187 FAX: (804) 594-0193

APPLICATION FORM - 2012

The purpose of the Adele A. and Harold J. Westbrook Foundation, Inc., is to provide grants, gifts and/or contributions to qualifying tax exempt organizations in support of general charitable programs throughout the United States. The Foundation will consider grant requests from appropriate agencies that will benefit the widest spectrum of the public, from education of young children to providing housing, food and medical care for those in need, and from time to time, special purpose programs, including those humane concerns which may be considered appropriate by the Board of Directors.

In order for a grant request to be considered by the Foundation, the applying organization must be eligible by qualifying as a tax-exempt organization under Internal Revenue Code Section 501(c)(3) and classified as "not a private foundation" as defined under section 509(a).

Applicants for grants must complete this application form and submit a copy of the applicant's LATEST ruling letter from the IRS establishing its current tax-exempt status and showing the applicant's tax ID number.

ABOUT THE APPLICANT

This section pertains to the eligible institution that is applying for the grant and accepting financial responsibility for any funds received.

NAME: _____

STREET ADDRESS: _____

P. O. BOX ADDRESS: _____

TELEPHONE: _____

CHIEF ADMINISTRATIVE OFFICER: _____

ORGANIZATION SUMMARY:

In the space provided, give a **short** statement of the purpose, size and history of the applying organization **and a description of the program** for which you are seeking funding.

GENERAL INFORMATION ABOUT THE PROGRAM:

Program Title: _____

Beginning and ending dates: _____

Program Director's Name: _____

Title: _____

Address: _____

Telephone: _____

Total Annual Agency Budget \$ _____

Percentage of Budget used for Administrative Costs% _____

Total Budget for this Program \$ _____

POTENTIAL FUNDING:

What funds from other private or public sources have been received or are under consideration for this program?

RECEIVED

UNDER CONSIDERATION

FUTURE FUNDING:

If the program is to continue beyond the grant period, what are the plans for funding the program upon expenditure of this grant?

PLEASE NOTE THAT A COPY OF THE APPLICANT'S LATEST RULING LETTER FROM THE IRS ESTABLISHING ITS TAX STATUS MUST BE ATTACHED TO THIS APPLICATION. PLEASE ALSO FURNISH PROOF OF FILING OF YOUR AGENCY'S 990 TAX RETURN FOR THE MOST CURRENT YEAR.

Signature of Authorized Person:

My signature certifies that the organization named above has **CURRENT** tax-exemption under the Internal Revenue Service Code section 501(c)(3) and is classified as "not a private foundation" as defined under section 509(a) AND THAT THE ATTACHED RULING LETTER IS THE LATEST COMMUNICATION FROM THE IRS RELEVANT TO OUR TAX STATUS.

Signature of Board Chairman or Executive Officer

PLEASE PRINT YOUR NAME AND TITLE

DATE