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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 JUN 1, 2012, and ending MAY 31, 2013

Name of foundation
**THE BROOKS FAMILY FOUNDATION, INC
C/O JANOVER LLC**

Number and street (or P O box number if mail is not delivered to street address) Room/suite
100 QUENTIN ROOSEVELT BLVD

City or town, state, and ZIP code
GARDEN CITY, NY 11530

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)
\$ 1,906,483. (Part I, column (d) must be on cash basis)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

A Employer identification number
13-4009547

B Telephone number
516-624-0570

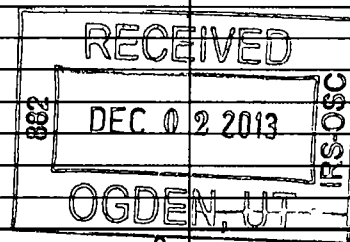
C If exemption application is pending, check here ☐

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))		(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	90,000.			
	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	39,648.	39,648.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	129,648.	39,648.	0.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	5,822.	0.	0.	0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	6,525.	0.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	3,856.	0.	0.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23	16,203.	0.	0.	0.
	25 Contributions, gifts, grants paid	92,880.			92,880.
26 Total expenses and disbursements. Add lines 24 and 25	109,083.	0.	0.	92,880.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	20,565.				
b Net investment income (if negative, enter -0-)		39,648.			
c Adjusted net income (if negative, enter -0-)			0.		



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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	367,125.	563,207.	563,207.
	2 Savings and temporary cash investments			
	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			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 5	1,169,612.	994,095.	1,343,276.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	1,536,737.	1,557,302.	1,906,483.	
Liabilities	17 Accounts payable and accrued expenses	4,903.	4,903.	
	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)	4,903.	4,903.		
Net Assets or Fund Balances	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	1,531,834.	1,552,399.		
30 Total net assets or fund balances	1,531,834.	1,552,399.		
31 Total liabilities and net assets/fund balances	1,536,737.	1,557,302.		

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)	1,531,834.
2 Enter amount from Part I, line 27a	20,565.
3 Other increases not included in line 2 (itemize) ▶	0.
4 Add lines 1, 2, and 3	1,552,399.
5 Decreases not included in line 2 (itemize) ▶	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,552,399.

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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.)
1a			
b NONE			
c			
d			
e			

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}	3	

Part 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	70,148.	1,647,750.	.042572
2010	72,752.	1,533,829.	.047432
2009	77,554.	1,325,356.	.058516
2008	73,755.	1,320,247.	.055865
2007	74,231.	1,521,746.	.048780

2 Total of line 1, column (d)	2	.253165
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	.050633
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,805,872.
5 Multiply line 4 by line 3	5	91,437.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	396.
7 Add lines 5 and 6	7	91,833.
8 Enter qualifying distributions from Part XII, line 4	8	92,880.

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.

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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	396.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, 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	396.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	396.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,080.	
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	1,080.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	684.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 684. Refunded <input checked="" type="checkbox"/>	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 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 checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" 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 checked="" 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 checked="" type="checkbox"/> NY		
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 ► <u>N/A</u>	13		X
14	The books are in care of ► <u>CAREN BROOKS</u> Located at ► <u>PO BOX 313, EAST NORWICH, NY</u>	Telephone no. ► <u>516-624-0570</u> ZIP+4 ► <u>11732</u>		
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 <u>N/A</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	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 N/A ► <input type="checkbox"/>	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? If "Yes," list the years ► _____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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

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?

If "Yes" to 6b, file Form 8870

6b

X

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
JEANETTE BROOKS	DIRECTOR			
14 LAWSON LANE				
GREAT NECK, NY 11023	0.00	0.	0.	0.
FRANCINE BROOKS	DIRECTOR			
PO BOX 313				
EAST NORWICH, NY 11732	0.00	0.	0.	0.
LAURA BROOKS	DIRECTOR			
717 SANTA RITA PLACE				
SAN DIEGO, CA 92109	0.00	0.	0.	0.
CAREN BROOKS	DIRECTOR			
PO BOX 313				
EAST NORWICH, NY 11732	10.00	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 VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

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

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

0

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

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B**Summary of Program-Related Investments**

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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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	1,430,015.
b	Average of monthly cash balances	1b	403,358.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,833,373.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,833,373.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	27,501.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,805,872.
6	Minimum investment return. Enter 5% of line 5	6	90,294.

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	90,294.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	396.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	396.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	89,898.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	89,898.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	89,898.

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	92,880.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	92,880.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	396.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	92,484.

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
1 Distributable amount for 2012 from Part XI, line 7				89,898.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			73,106.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 92,880.				
a Applied to 2011, but not more than line 2a			73,106.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				19,774.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				70,124.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Form 990-PF (2012)

THE BROOKS FAMILY FOUNDATION, INC

Form 990-PF (2012)

C/O JANOVER LLC

13-4009547

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

N/A

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



b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Tax year

Prior 3 years

(a) 2012

(b) 2011

(c) 2010

(d) 2009

(e) Total

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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:

SEE STATEMENT 7

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

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

THE BROOKS FAMILY FOUNDATION, INC

Form 990-PF (2012)

C/O JANOVER LLC

13-4009547 Page 11

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ACLU-SC 1313 W. 8TH STREET LOS ANGELES, CA 90017			TO FURTHER ITS CHARITABLE PURPOSES	300.
ALZHEIMER'S ASSOCIATION 360 LEXINGTON AVENUE NEW YORK, NY 10017			TO FURTHER ITS CHARITABLE PURPOSES	1,000.
ALL 4 KIDS FOUNDATION 535 5TH AVENUE, 25TH FLOOR NEW YORK, NY 10017			TO FURTHER ITS CHARITABLE PURPOSES	500.
AMERICAN FOUNDATION FOR AIDS RESEARCH 120 WALL STREET, 13TH FLOOR NEW YORK, NY 10005-3908			TO FURTHER ITS CHARITABLE PURPOSES	2,700.
AMERICAN LIVER FOUNDATION 39 BROADWAY, SUITE 2700 NEW YORK, NY 10006			TO FURTHER ITS CHARITABLE PURPOSES	3,100.
Total	SEE CONTINUATION SHEET(S)			92,880.
b Approved for future payment				
NONE				
Total				0.

[illegible]

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 FAMILY FOUNDATION, INC
C/O JANOVER LLC

Employer identification number

13-4009547

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 foundationCheck 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

THE BROOKS FAMILY FOUNDATION, INC
C/O JANOVER LLC

Employer identification number

13-4009547

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	JEANETTE BROOKS 14 LAWSON LANE GREAT NECK, NY 11023	\$ 45,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	MARK BROOKS PO BOX 313 EAST NORWICH, NY 11732	\$ 45,000.	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)

Name of organization

THE BROOKS FAMILY FOUNDATION, INC
C/O JANOVER LLC

Employer identification number

13-4009547

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

THE BROOKS FAMILY FOUNDATION, INC
C/O JANOVER LLC

Employer identification number

13-4009547

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

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 MUSEUM OF NATURAL HISTORY CENTRAL PARK WEST AT 79TH STREET NEW YORK, NY 10024-5192			TO FURTHER ITS CHARITABLE PURPOSES	1,500.
BALLET THEATRE FOUNDATION, INC. 890 BROADWAY NEW YORK, NY 10003			TO FURTHER ITS CHARITABLE PURPOSES	1,000.
ANTI-DEFAMATION LEAGUE 605 3RD AVENUE NEW YORK, NY 10158			TO FURTHER ITS CHARITABLE PURPOSES	500.
ART OF ELYSIUM 3278 WILSHIRE BLVD, PENTHOUSE LOS ANGELES, CA 90010			TO FURTHER ITS CHARITABLE PURPOSES	8,250.
ASSOCIATES FOR BREAST & PROSTATE CANCER 5670 WILSHIRE BLVD LOS ANGELES, CA 90036			TO FURTHER ITS CHARITABLE PURPOSES	400.
AUTISIM SPEAKS 1060 STATE ROAD PRINCETON, NJ 08540			TO FURTHER ITS CHARITABLE PURPOSES	400.
CDG 11969 VENTURA BLVD, 1ST FLOOR STUDIO CITY, CA 91604			TO FURTHER ITS CHARITABLE PURPOSES	300.
BAFTA 8469 MELROSE AVENUE WEST HOLLYWOOD, CA 90069			TO FURTHER ITS CHARITABLE PURPOSES	500.
BRAD RIDCHARDS FOUNDATION PO BOX 23025 TAMPA, FL 33623			TO FURTHER ITS CHARITABLE PURPOSES	300.
CHILDREN'S DIABETES FOUNDATION 4380 S. SYRACUSE STREET, SUITE 430 DENVER, CO 80237			TO FURTHER ITS CHARITABLE PURPOSES	4,025.
Total from continuation sheets				85,280.

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
BROADCAST FILM CRITICS ASSOCIATION 9220 SUNSET BLVD., SUITE 220 LOS ANGELES, CA 90069			TO FURTHER ITS CHARITABLE PURPOSES	2,000.
BROOKLYN MUSEUM 200 EASTERN PARKWAY BROOKLYN, NY 11201			TO FURTHER ITS CHARITABLE PURPOSES	1,000.
CARNEGIE HALL 881 SEVENTH AVENUE NEW YORK, NY 10019			TO FURTHER ITS CHARITABLE PURPOSES	1,000.
CHRYSALIS 522 S. MAIN STREET LOS ANGELES, CA 90013			TO FURTHER ITS CHARITABLE PURPOSES	2,000.
CEDARS-SINAI 8700 BEVERLY BLVD WEST HOLLYWOOD, CA 90048			TO FURTHER ITS CHARITABLE PURPOSES	1,000.
CHABAD OF BOCA RATON 17950 N MILITARY TRAIL BOCA RATON, FL 33496			TO FURTHER ITS CHARITABLE PURPOSES	1,300.
CHILDREN'S INSTITUTE, INC. 2121 WEST TEMPLE STREET LOS ANGELES, CA 90026			TO FURTHER ITS CHARITABLE PURPOSES	150.
CMFNY 3000 MARCUS AVE STE LL09 NEW HYDE PARK, NY 11042			TO FURTHER ITS CHARITABLE PURPOSES	5,000.
EJLA BARR 2461 SANTA MONICA BLVD, #437 SANTA MONICA, CA 90404			TO FURTHER ITS CHARITABLE PURPOSES	1,700.
ELTON JOHN AIDS FOUNDATION 584 BROADWAY, SUITE 906 NEW YORK, NY 10012			TO FURTHER ITS CHARITABLE PURPOSES	7,000.
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
EL MUSEO DEL BARRIO 1230 FIFTH AVENUE NEW YORK, NY 10029			TO FURTHER ITS CHARITABLE PURPOSES	1,000.
FGI 8 WEST 40TH STREET, 7TH FLOOR NEW YORK, NY 10018			TO FURTHER ITS CHARITABLE PURPOSES	1,500.
FREE ARTS NYC 1431 BROADWAY NEW YORK, NY 10018			TO FURTHER ITS CHARITABLE PURPOSES	200.
GO CAMPAIGN 2461 SANTA MONICA BLVD, #437 SANTA MONICA, CA 90404			TO FURTHER ITS CHARITABLE PURPOSES	1,000.
HILLSIDES ORG. 940 AVENUE 64 PASSADENA, CA 91105			TO FURTHER ITS CHARITABLE PURPOSES	70.
HUMANE SOCIETY NEW YORK 820 MORAGA DR LOS ANGELES, CA 90049			TO FURTHER ITS CHARITABLE PURPOSES	700.
JACOB'S CURE PO BOX 52 REY, NY 10580			TO FURTHER ITS CHARITABLE PURPOSES	500.
JDRF 432 PARK AVENUE SOUTH, 15TH FLOOR NEW YORK, NY 10016			TO FURTHER ITS CHARITABLE PURPOSES	500.
KEEP MEMORY ALIVE 888 W. BONNEVILLE AVENUE LAS VEGAS, NV 89106			TO FURTHER ITS CHARITABLE PURPOSES	3,000.
KOMEN LOS ANGELES 11845 WEST OLYMPIC BLVD, SUITE 665W LOS ANGELES, CA 90064			TO FURTHER ITS CHARITABLE PURPOSES	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
KURE IT CANCER RESEARCH 2424 SE BRISTOL STREET, #250 NEWPORT BEACH, CA 92660			TO FURTHER ITS CHARITABLE PURPOSES	500.
LACMA 5905 WILSHIRE BLVD LOS ANGELES, CA 90036			TO FURTHER ITS CHARITABLE PURPOSES	5,000.
LIFE ROLLS ON FOUNDATION 400 CORPORATE POINTTE, SUITE 525 CULVER CITY, CA 90230			TO FURTHER ITS CHARITABLE PURPOSES	350.
LTKG 6311 VAN NUYS, #413 VAN NUYS, CA 92401			TO FURTHER ITS CHARITABLE PURPOSES	500.
LUPUS LA 8383 WILSHIRE BLVD, SUITE 232 BEVERLY HILLS, CA 90211			TO FURTHER ITS CHARITABLE PURPOSES	500.
MAKE A WISH FOUNDATION 4491 S. STATE RD 7, SUITE 201 FORT LAUDERDALE, FL 33314			TO FURTHER ITS CHARITABLE PURPOSES	500.
MCNY - MUSEUM OF THE CITY OF NY 1220 FIFTH AVENUE NEW YORK, NY 10029			TO FURTHER ITS CHARITABLE PURPOSES	250.
MOMA - MUSEUM OF MODERN ART 11 WEST 53RD STREET NEW YORK, NY 10019			TO FURTHER ITS CHARITABLE PURPOSES	185.
NBCCF 1101 17TH STREET NW, SUITE 1300 WASHINGTON, DC 20036			TO FURTHER ITS CHARITABLE PURPOSES	300.
NEW YORK CITY BALLET LINCOLN CENTER NEW YORK, NY 10023			TO FURTHER ITS CHARITABLE PURPOSES	4,500.
Total from continuation sheets				

THE BROOKS FAMILY FOUNDATION, INC
C/O JANOVER LLC

13-4009547

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
NEW YORK CITY OPERA 75 BROAD STREET NEW YORK, NY 10004			TO FURTHER ITS CHARITABLE PURPOSES	1,500.
NEW YORK NEEDS YOU 589 8TH AVENUE, 5TH FLOOR NEW YORK, NY 10018			TO FURTHER ITS CHARITABLE PURPOSES	1,500.
NEW YORK PHILHARMONIC 132 WEST 65TH STREET NEW YORK, NY 10023			TO FURTHER ITS CHARITABLE PURPOSES	1,500.
NEW YORKERS FOR CHILDREN 5 HANOVER SQUARE, SUITE 2103 NEW YORK, NY 10004			TO FURTHER ITS CHARITABLE PURPOSES	3,500.
NORTH SHORE SYNAGOGUE 83 MUTTONTOWN EASTWOODS RD SYOSSET, NY 11791			TO FURTHER ITS CHARITABLE PURPOSES	1,000.
PARK AVENUE ARMORY 643 PARK AVENUE NEW YORK, NY 10065			TO FURTHER ITS CHARITABLE PURPOSES	1,000.
PS ARTS 1728 ABBOT KINNEY BLVD., SUITE 101 VENICE, CA 90291			TO FURTHER ITS CHARITABLE PURPOSES	550.
RACE TO ERASE MS 1801 AVENUE OF THE STARS, SUITE 1400 LOS ANGELES, CA 90067			TO FURTHER ITS CHARITABLE PURPOSES	2,000.
SOLVING KIDS CANCER 623 FIFTH AVENUE, SUITE 2602 NEW YORK, NY 10022			TO FURTHER ITS CHARITABLE PURPOSES	400.
ST. JUDE CHILDREN'S HOSPITAL 5201 BLUE LAGOON DR., SUITE 650 MIAMI, FL 33126			TO FURTHER ITS CHARITABLE PURPOSES	800.
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
STEP UP WOMEN'S NETWORKS 159 BLEECKER STREET, SUITE 2B NEW YORK, NY 10012			TO FURTHER ITS CHARITABLE PURPOSES	450.
SUNDANCE INSTITUTE 125 EAST 71ST STREET NEW YORK, NY 10021			TO FURTHER ITS CHARITABLE PURPOSES	1,000.
THE BUONICONTI FUND TO CURE PARALYSIS 1095 NW 14TH TERRACE, LOIS POPE LIFE CENTER MIAMI, FL 33136			TO FURTHER ITS CHARITABLE PURPOSES	3,000.
THE LIGHTHOUSE FOUNDATION 100 N. BISCAYNE BLVD, SUITE 1607 MIAMI, FL 33132			TO FURTHER ITS CHARITABLE PURPOSES	350.
UCLA FOUNDATION 10920 WILSHIRE BLVD LOS ANGELES, CA 90024			TO FURTHER ITS CHARITABLE PURPOSES	700.
UJA FEDERATION OF NY 130 EAST 59TH STREET NEW YORK, NY 10022			TO FURTHER ITS CHARITABLE PURPOSES	1,900.
VENICE FAMILY CLINIC 604 ROSE AVENUE VENICE, CA 90291			TO FURTHER ITS CHARITABLE PURPOSES	1,000.
WOMEN'S CANCER RESEARCH FUND 1201 WEST 5TH STREET, SUITE T-700 LOS ANGELES, CA 90017			TO FURTHER ITS CHARITABLE PURPOSES	2,500.
Total from continuation sheets				

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
CITI PERSONAL WEALTH MANAGEMENT	31,394.	0.	31,394.	
CITIBANK	699.	0.	699.	
DAVID LERNER & ASSOCIATES	7,555.	0.	7,555.	
TOTAL TO FM 990-PF, PART I, LN 4	39,648.	0.	39,648.	

FORM 990-PF	ACCOUNTING FEES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,822.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	5,822.	0.	0.	0.

FORM 990-PF	TAXES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NYS TAXES	250.	0.	0.	0.
PAYROLL TAXES	4,903.	0.	0.	0.
FEDERAL TAX ON INVESTMENT INCOME	1,372.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	6,525.	0.	0.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK FEES	0.	0.	0.	0.	
POSTAGE	544.	0.	0.	0.	
OFFICE SUPPLIES	762.	0.	0.	0.	
TELEPHONE EXPENSE	452.	0.	0.	0.	
ROUNDING	-2.	0.	0.	0.	
WEBSITE DESIGN	2,100.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	3,856.	0.	0.	0.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	5
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
MARKETABLE SECURITIES	COST	994,095.	1,343,276.	
TOTAL TO FORM 990-PF, PART II, LINE 13		994,095.	1,343,276.	

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	6
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NAME OF CONTRIBUTOR	ADDRESS
MARK BROOKS	PO BOX 313 EAST NORWICH, NY 11732
JEANETTE BROOKS	14 LAWSON LANE GREAT NECK, NY 11023

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	7
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

CAREN BROOKS
PO BOX 313
EAST NORWICH, NY 11732

TELEPHONE NUMBER

(516) 624-0566

FORM AND CONTENT OF APPLICATIONS

ON ORGANIZATION LETTERHEAD SEEKING CONTRIBUTIONS WITH A DESCRIPTION OF THE ORGANIZATION

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE