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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No. 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning JUN 1, 2012, and ending MAY 31, 2013

Name of foundation

Ernest A. Brooks Memorial Trust

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

2512 Devine Street

Room/suite

City or town, state, and ZIP code

Columbia, SC 29205

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

J Accounting method: ☒ Cash ☐ Accrual

(from Part II, col. (c), line 16)

☐ Other (specify)

\$ 503,844. (Part I, column (d) must be on cash basis.)

A Employer identification number

57-0085077 57-0808507

B Telephone number

803-254-7091

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			N/A	
	2 Check <input checked="" 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	11,840.	11,840.		Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	32,793.			
	b Gross sales price for all assets on line 6a	270,184.			
	7 Capital gain net income (from Part IV, line 2)		32,793.		
	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	44,633.	44,633.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	963.	770.		193.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 2	3,298.	0.		0.
	b Accounting fees				
	c Other professional fees Stmt 3	9,123.	0.		0.
	17 Interest				
	18 Taxes Stmt 4	110.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23	13,494.	770.		193.	
25 Contributions, gifts, grants paid	16,000.			16,000.	
26 Total expenses and disbursements. Add lines 24 and 25	29,494.	770.		16,193.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	15,139.				
b Net investment income (if negative, enter -0-)		43,863.			
c Adjusted net income (if negative, enter -0-)			N/A		

223501
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

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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				
	2	Savings and temporary cash investments		25,065.	30,075.	30,075.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock Stmt 5	269,430.	270,908.	336,775.	
	c	Investments - corporate bonds Stmt 6	119,471.	128,122.	136,994.	
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		413,966.	429,105.	503,844.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <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	825,223.	865,430.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
29	Retained earnings, accumulated income, endowment, or other funds	<411,257.>	<436,325.>			
30	Total net assets or fund balances	413,966.	429,105.			
31	Total liabilities and net assets/fund balances	413,966.	429,105.			

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	413,966.
2	Enter amount from Part I, line 27a	2	15,139.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	429,105.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	429,105.

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 See Schedule Attached	P		
b See Schedule Attached	P		
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 115,320.		115,637.	<317.>
b 154,864.		121,754.	33,110.
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<317.>
b			33,110.
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	32,793.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	16,782.	459,617.	.036513
2010	22,250.	464,307.	.047921
2009	24,616.	448,560.	.054878
2008	27,830.	450,525.	.061772
2007	24,948.	549,735.	.045382

2 Total of line 1, column (d)	2	.246466
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	.049293
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	438,538.
5 Multiply line 4 by line 3	5	21,617.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	439.
7 Add lines 5 and 6	7	22,056.
8 Enter qualifying distributions from Part XII, line 4	8	16,193.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	877.
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	877.
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	877.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	437.	
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	437.	
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	440.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c 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? 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) ► SC		
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

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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>www.mfglaw.net</u>	13	X	
14	The books are in care of ► <u>Carole H. Gunter</u> Telephone no. ► <u>803-254-7091</u> Located at ► <u>2512 Devine Street, Columbia, SC, SC</u> ZIP+4 ► <u>29205</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 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 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

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**6b****b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**X**

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**7b****b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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
Eugene C. Griffith, Jr. PO Box 375 Newberry, SC 29108	Trustee (Successor) 0.20	963.	0.	0.

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

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

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

0

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

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	413,166.
b	Average of monthly cash balances	1b	32,050.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	445,216.
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	445,216.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,678.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	438,538.
6	Minimum investment return. Enter 5% of line 5	6	21,927.

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

1	Minimum investment return from Part X, line 6	1	21,927.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	877.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	877.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	21,050.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	21,050.
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	21,050.

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	16,193.
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	16,193.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	16,193.

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				21,050.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				315.
d From 2010				
e From 2011				
f Total of lines 3a through e	315.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 16,193.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				16,193.
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))	315.			315.
6 Enter the net total of each column as indicated below:				
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				4,542.
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				

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	Ernest Brooks			16,000.
USC Gamcock Club, University of South Carolina 1300 Rosewood Drive Columbia, SC 29108	Charity named in will of	501(c)	athletics and athletic scholarships	
Total			▶ 3a	16,000.
b Approved for future payment				
None				
Total			▶ 3b	0.

Part XVII

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

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

[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.

Signature of officer or trustee: [Signature] as Trustee Date: 7-30-13 Title: Trustee for ERM

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Carole H. Gunter	Carole H. Gunter	06/26/13		P00087399
	Firm's name ▶ Mays, Foster, Gunter & Murphy, LLP			Firm's EIN ▶ 57-0871041	
	Firm's address ▶ 2512 Devine Street Columbia, SC 29205			Phone no. 803-254-7091	

Form 990-PF	Dividends and Interest from Securities	Statement	1
Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Wachovia Securities-Dividends	6,578.	0.	6,578.
Wachovia Securities-Fully taxable	5,262.	0.	5,262.
Total to Fm 990-PF, Part I, ln 4	11,840.	0.	11,840.

Form 990-PF	Legal Fees			Statement	2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Mays, Foster & Gunter, LLP	3,298.	0.		0.	
To Fm 990-PF, Pg 1, ln 16a	3,298.	0.		0.	

Form 990-PF	Other Professional Fees			Statement	3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Investment Manager	9,123.	0.		0.	
To Form 990-PF, Pg 1, ln 16c	9,123.	0.		0.	

Form 990-PF	Taxes			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Foreign taxes paid	110.	0.		0.	
To Form 990-PF, Pg 1, ln 18	110.	0.		0.	

Form 990-PF	Corporate Stock	Statement	5
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Description	Book Value	Fair Market Value
Corporate Stock	270,908.	336,775.
Total to Form 990-PF, Part II, line 10b	270,908.	336,775.

Form 990-PF	Corporate Bonds	Statement	6
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Description	Book Value	Fair Market Value
Fixed Income securities	128,122.	136,994.
Total to Form 990-PF, Part II, line 10c	128,122.	136,994.

Ernest A. Brooks Memorial Trust

Beginning Balance		
Income	(418,671.22)	
Principal	832,636.72	
Total	413,965.50	413,965.50
INCOME		
BEGINNING BALANCE	(418,671.22)	
DIVIDENDS	6,578.64	
INTEREST	5,262.25	
US GOVERNMENT INTEREST		11,840.89
ADMINISTRATIVE		
BANK CHARGES		
CONSULTING AND ADVISORY	(9,123.09)	
LEGAL AND ACCOUNTING	(3,298.34)	
TRUSTEE FEES	(963.00)	(13,384.43)
FOREIGN TAX	(110.11)	
GAMECOCK CLUB	(16,000.00)	
Tax		
Estimated tax payments	(16,110.11)	(29,494.54)
ENDING BALANCE	(436,324.87)	
PRINCIPAL		
BEGINNING BALANCE	832,636.72	
CAPITAL GAINS	32,794.00	
ENDING BALANCE	865,430.72	

Ernest A. Brooks Memorial Trust

TOTAL ACCOUNT	
INCOME	(436,324.87)
PRINCIPAL ACCOUNT	865,430.72
TOTAL ACCOUNT	429,105.85
ACCOUNT PER BOOKS	429,105.85
OUT OF BALANCE	0.00

T/W ERNEST BROOKS

AVERAGE FAIR MARKET VAI Securities	Cash	
JUNE	448,280.00	21,094.60
JULY	443,422.25	32,469.61
AUGUST	439,426.60	45,177.20
SEPTEMBER	442,133.53	31,270.18
OCTOBER	432,868.77	29,783.08
NOVEMBER	428,404.48	36,233.64
DECEMBER	433,288.36	34,920.18
JANUARY	453,096.11	28,658.74
FEBRUARY	452,356.89	32,870.32
MARCH	461,240.75	36,069.10
APRIL	470,403.35	28,483.22
MAY	473,768.98	30,075.38
TOTAL	5,378,690.07	387,105.25
AVERAGE	448,224.17	32,258.77

ASSETS	05/31/03	05/31/04	05/31/05	05/31/06	05/31/07
CASH	60,743.43	22,786.24	44,154.82	20,454.65	54,336.61
STATE AND FED OBLIGATION	124,093.76		151,938.75	149,933.75	150,541.00
STOCK	242,363.00	363,834.20	340,107.50	337,430.25	383,810.66
BONDS	50,875.00	208,814.25	50,982.50	50,022.00	

Ernest A. Brooks Memorial Trust

478,075.19	595,434.69	587,183.57	557,840.65	588,688.27	
ASSETS	05/31/08	05/31/09	05/31/10	05/31/11	05/31/12
CASH	90,802.41	33,362.56	9,886.80	52,721.68	25,065.09
STATE AND FED OBLIGATION	100,997.07	75,700.19	51,236.33		30075.38
STOCK	252,321.55	227,639.09	297,701.90	267,625.75	269,024.38
BONDS	50,898.50	102,623.50	71,835.40	104,436.90	45,864.00
	495,019.53	439,325.34	430,660.43	424,784.33	339,953.47
					503,844.36

ASSETS	5/31/20013	05/31/14	05/31/15	05/31/16	05/31/17
CASH					
STATE AND FED OBLIGATIONS					
STOCK					
BONDS	0.00	0.00	0.00	0.00	0.00
			5,262.25		
			32,794.00		
			38,056.25		
			1902.8125		

Capital Gains

6/1/2012 through 5/31/2013

Security	Shares	Bought	Sold	Gross Proce	Cost Basis	Realized Gain/Loss
Barclays Bank PLC ETN	75	3/21/2012	6/1/2012	1,670.21	1,364.78	305.43
Prudential Financial	15	7/18/2011	6/15/2012	726.01	890.78	(164.77)
Vodafone Group PLC	25	8/3/2011	6/15/2012	684.61	701.78	(17.17)
Canadian Natural Resources	25	2/7/2012	7/11/2012	643.50	964.63	(321.13)
Canadian Natural Resources	50	2/15/2012	7/11/2012	1,286.99	1,822.89	(535.90)
Prudential Financial	25	7/18/2011	7/11/2012	1,187.85	1,484.63	(296.78)
Prudential Financial	25	8/8/2011	7/11/2012	1,187.85	1,219.00	(31.15)
Biogen Idec, Inc	25	10/5/2011	7/20/2012	3,566.57	2,443.13	1,123.44
Pioneer Natural Resources	25	2/7/2012	7/31/2012	2,228.87	2,689.92	(461.05)
Coach Inc	25	8/26/2011	8/22/2012	1,387.79	1,342.84	44.95
Bed Bath and Beyond, Inc.	50	10/5/2011	9/11/2012	3,452.75	2,775.00	677.75
Coach Inc	50	6/7/2012	9/11/2012	3,075.58	3,103.50	(27.92)
Eaton Corporation	50	5/29/2012	9/11/2012	2,380.34	2,182.99	197.35
Check Point Software	25	4/16/2012	9/12/2012	1,209.22	1,575.22	(366.00)
Los Vegas Sands corp	50	4/26/2012	9/12/2012	2,212.46	2,825.80	(613.34)
Yum Brands, Inc.	25	11/9/2011	9/12/2012	1,649.98	1,368.75	281.23
Check Point Software	25	4/16/2012	9/14/2012	1,194.31	1,575.22	(380.91)
Check Point Software	25	4/23/2012	9/14/2012	1,194.31	1,474.94	(280.63)
Check Point Software	25	5/22/2012	9/14/2012	1,194.31	1,362.70	(168.39)
Weatherford	75	1/24/2012	10/5/2012	891.89	1,233.53	(341.64)
Weatherford	25	2/15/2012	10/5/2012	297.30	434.96	(137.66)
Barclays Bank PLC ETN	0.25	8/21/2012	10/5/2012	8.34	11.58	(3.24)
Bed Bath and Beyond, Inc.	25	12/22/2011	10/18/2012	1,524.97	1,441.60	83.37
Bed Bath and Beyond, Inc.	25	6/21/2012	10/18/2012	1,524.97	1,559.46	(34.49)
Cisco	125	1/13/2012	10/25/2012	2,150.45	2,382.50	(232.05)
Devon Energy Corp	25	4/19/2012	11/9/2012	1,366.98	1,641.04	(274.06)
Du Pont	25	2/1/2012	11/9/2012	1,094.23	1,292.21	(197.98)

Barclays Bank PLC ETN	49.75	8/21/2012	11/9/2012	1,820.80	2,304.42	(483.62)
Barclays Bank PLC ETN	0.25	9/25/2012	11/9/2012	9.15	9.09	0.06
Mosaic Company	25	2/1/2012	11/9/2012	1,302.18	1,436.47	(134.29)
Weatherford	75	2/15/2012	11/13/2012	693.73	1,304.87	(611.14)
Weatherford	75	8/15/2012	11/13/2012	693.73	910.95	(217.22)
Nestle	50	12/8/2011	11/20/2012	3,138.43	2,790.00	348.43
American Express	50	12/8/2011	12/3/2012	2,802.94	2,402.95	399.99
BB&T	25	1/20/2012	12/3/2012	697.48	684.90	12.58
BB&T	25	8/9/2012	12/3/2012	697.48	793.36	(95.88)
Cisco	25	1/13/2012	12/3/2012	475.74	476.50	(0.76)
Cisco	75	1/24/2012	12/3/2012	1,427.22	1,480.33	(53.11)
Cisco	75	2/1/2012	12/3/2012	1,427.22	1,492.27	(65.05)
Target	50	10/18/2012	1/8/2013	3,034.56	3,146.01	(111.45)
DirectTV	50	1/13/2012	1/9/2013	2,579.21	2,171.79	407.42
DirectTV	10	1/19/2012	1/9/2013	515.84	426.95	88.89
Merck	25	1/20/2012	1/9/2013	1,061.33	973.39	87.94
Boeing	25	1/27/2012	1/11/2013	1,870.56	1,865.90	4.66
Boeing	5	4/26/2012	1/11/2013	374.11	384.78	(10.67)
Southwestern Energy	50	9/13/2012	1/11/2013	1,614.57	1,739.77	(125.20)
V F Corporation	15	9/11/2012	1/11/2013	2,251.38	2,333.30	(81.92)
Boeing	45	4/26/2012	1/23/2013	3,334.72	3,463.05	(128.33)
Unilever N V ADR	75	1/31/2012	1/23/2013	2,982.89	2,494.88	488.01
Unilever N V ADR	45	2/1/2012	1/23/2013	1,789.74	1,530.82	258.92
Broadcom Corp	30	2/6/2012	2/6/2013	970.58	1,109.25	(138.67)
Time Warner	25	2/7/2012	2/7/2013	2,185.25	1,871.18	314.07
Time Warner	25	4/26/2012	2/7/2013	2,185.25	1,999.67	185.58
Wal-Mart Stores, Inc	25	8/15/2012	2/19/2013	1,724.96	1,858.61	(133.65)
DirectTV	25	4/19/2012	2/20/2013	1,220.31	1,202.67	17.64
DirectTV	25	10/5/2012	2/20/2013	1,220.31	1,334.75	(114.44)
CNH Global N.V.	50	1/23/2013	3/8/2013	2,202.00	2,330.09	(128.09)
Sanofi ADR	25	10/5/2012	3/19/2013	1,230.55	1,118.75	111.80
Wal-Mart Stores, Inc	25	8/16/2012	3/19/2013	1,811.53	1,800.00	11.53
Wal-Mart Stores, Inc	25	11/20/2012	3/19/2013	1,811.53	1,725.44	86.09
Goldman Sachs Group Inc	20	1/11/2013	3/20/2013	3,004.68	2,732.56	272.12

Broadcom Corp	50	5/23/2012	4/3/2013	1,667.46	1,590.26	77.20
Broadcom Corp	25	7/17/2012	4/3/2013	833.73	742.20	91.53
Johnson Controls	50	1/9/2013	4/3/2013	1,684.96	1,567.29	117.67
Unilever N V ADR	25	5/30/2012	4/3/2013	1,039.58	783.65	255.93
Cameron International Crp	35	2/21/2013	4/17/2013	2,049.35	2,200.10	(150.75)
Noble Energy	20	7/31/2012	4/17/2013	2,135.64	1,753.62	382.02
CST Brands. OMc/	0.111	3/13/2013	5/2/2013	3.34	0.40	2.94
Lyondellbasell Industries	45	10/23/2012	5/10/2013	2,727.79	2,403.01	324.78
Oracle Corporation	25	1/11/2013	5/15/2013	846.48	872.05	(25.57)
Deere & Co	25	11/20/2012	5/30/2013	2,176.54	2,140.59	35.95
Weyerhaeuser Co	50	10/5/2012	5/31/2013	1,500.50	1,337.50	163.00
Weyerhaeuser Co	50	12/3/2012	5/31/2013	1,500.50	1,381.00	119.50
				115,320.47	115,636.77	(316.30)

Prudential Financial	10	3/4/2011	6/15/2012	484.01	636.86	(152.85)
Home Depot	25	2/10/2011	7/11/2012	1,286.03	930.96	355.07
Home Depot	40	2/23/2011	7/11/2012	2,057.65	1,487.88	569.77
Home Depot	10	3/15/2011	7/11/2012	514.41	362.31	152.10
Celegene Corp	25	2/8/2011	7/20/2012	1,657.34	1,274.96	382.38
Vodafone Group PLC	85	8/3/2011	8/16/2012	2,493.33	2,386.07	107.26
Vodafone Group PLC	50	8/5/2011	8/16/2012	1,466.67	1,360.80	105.87
Apple, Inc.	10	10/19/2010	8/21/2012	6,514.37	3,064.35	3,450.02
Qualcomm Inc	20	9/10/2008	8/21/2012	1,236.01	946.17	289.84
Qualcomm Inc	30	12/2/2008	8/21/2012	1,854.02	904.97	949.05
Vmware Inc. Class A	40	2/8/2011	8/21/2012	3,800.03	3,518.40	281.63
Vmware Inc. Class A	10	2/23/2011	8/21/2012	950.01	838.65	111.36
E M C Corp Mass	20	3/25/2008	8/22/2012	525.01	299.00	226.01
E M C Corp Mass	30	11/24/2009	8/22/2012	787.52	508.80	278.72
Intel	35	1/16/2008	8/22/2012	877.80	700.00	177.80
Intel	40	3/25/2008	8/22/2012	1,003.20	893.60	109.60
Intel	35	3/25/2008	8/22/2012	877.91	781.90	96.01
Intel	5	4/15/2009	8/22/2012	125.42	76.60	48.82
Intel	20	4/15/2009	8/23/2012	501.67	306.40	195.27

Intel	15	5/27/2009	8/23/2012	376.25	234.41	141.84
Coach Inc	25	9/6/2011	9/11/2012	1,537.79	1,316.43	221.36
Yum Brands, Inc.	25	8/26/2011	9/12/2012	1,649.98	1,289.15	360.83
United Parcel Service-B	10	11/24/2009	9/14/2012	744.31	578.90	165.41
United Parcel Service-B	15	12/15/2009	9/14/2012	1,116.47	889.77	226.70
Kraft Foods, Inc.- stock	0.667	5/25/2011	10/2/2012	30.36	26.29	4.07
Devon Energy Corp	25	8/3/2011	10/5/2012	1,506.21	1,884.75	(378.54)
Schlumberger LTD	15	4/1/2009	10/5/2012	1,070.64	605.09	465.55
Schlumberger LTD	20	11/24/2009	10/5/2012	1,427.52	1,303.80	123.72
Schlumberger LTD	15	5/21/2010	10/5/2012	1,070.64	889.53	181.11
Microsoft	75	7/21/1993	10/18/2012	2,199.70	112.89	2,086.81
Microsoft	50	7/21/1993	10/18/2012	1,466.51	75.26	1,391.25
Mosaic Company	25	6/1/2011	10/23/2012	1,331.45	1,750.00	(418.55)
Du Pont	25	7/5/2011	10/24/2012	1,124.47	1,379.66	(255.19)
Devon Energy Corp	15	8/3/2011	11/9/2012	820.19	1,130.85	(310.66)
Du Pont	40	7/5/2011	11/9/2012	1,750.76	2,207.46	(456.70)
Mosaic Company	25	6/1/2011	11/9/2012	1,302.18	1,750.00	(447.82)
McDonalds Corp	35	6/2/2011	11/20/2012	3,001.35	2,826.73	174.62
United Parcel Service-B	15	12/15/2009	11/20/2012	1,069.99	889.77	180.22
United Parcel Service-B	10	5/25/2010	11/20/2012	713.33	610.59	102.74
Vmware Inc. Class A	15	2/23/2011	11/20/2012	1,283.87	1,257.98	25.89
Kraft Foods, Inc.- stock	32.667	5/25/2011	11/28/2012	1,484.58	1,282.18	202.40
Kraft Foods, Inc.- stock	8.333	5/30/2011	11/28/2012	378.72	331.28	47.44
Kraft Foods, Inc.- stock	21.667	6/2/2011	11/28/2012	984.67	849.68	134.99
Kraft Foods, Inc.- stock	8.333	8/5/2011	11/28/2012	378.72	328.06	50.66
Kraft Foods, Inc.- stock	15	10/5/2011	11/28/2012	681.70	561.97	119.73
BB&T	100	8/24/2011	12/3/2012	2,789.93	2,028.70	761.23
Intel	50	5/27/2009	12/3/2012	977.62	781.38	196.24
Charles Schwab Corp Note	20,000.00	6/3/2009	12/21/2012	21,244.20	20,110.40	1,133.80
Apple, Inc.	8	10/19/2010	12/24/2012	4,165.06	2,451.48	1,713.58
Apple, Inc.	2	12/22/2010	12/24/2012	1,041.27	650.38	390.89
Boeing	50	10/4/2011	1/8/2013	3,682.10	2,892.50	789.60
E M C Corp Mass	40	11/24/2009	1/9/2013	959.98	678.40	281.58
E M C Corp Mass	15	5/23/2011	1/9/2013	359.99	411.00	(51.01)

E M C Corp Mass	60	6/23/2011	1/9/2013	1,439.97	1,555.66	(115.69)
Celegene Corp	25	2/8/2011	1/11/2013	2,388.11	1,274.96	1,113.15
Celegene Corp	10	4/26/2011	1/11/2013	955.25	575.89	379.36
CBS Corp Cl B	50	10/11/2011	1/17/2013	2,082.66	1,152.41	930.25
CBS Corp Cl B	20	10/18/2011	1/17/2013	833.06	468.40	364.66
Celegene Corp	15	4/26/2011	1/23/2013	1,484.42	863.83	620.59
Intel	55	5/27/2009	1/23/2013	1,158.82	859.51	299.31
Intel	90	11/24/2009	1/23/2013	1,896.26	1,745.95	150.31
Sanofi ADR	50	1/20/2012	1/23/2013	2,397.58	1,801.99	595.59
Broadcom Corp	50	10/5/2011	2/6/2013	1,617.64	1,737.76	(120.12)
Broadcom Corp	25	1/19/2012	2/6/2013	808.82	852.69	(43.87)
E M C Corp Mass	10	6/23/2011	2/6/2013	247.15	259.28	(12.13)
E M C Corp Mass	50	8/5/2011	2/6/2013	1,235.75	1,149.23	86.52
E M C Corp Mass	40	10/5/2011	2/6/2013	988.60	867.20	121.40
E M C Corp Mass	20	11/8/2011	2/6/2013	494.30	494.80	(0.50)
Microsoft	90	7/21/1993	2/6/2013	2,456.39	135.47	2,320.92
Merck	45	1/20/2012	2/8/2013	1,846.52	1,762.65	83.87
Sanofi ADR	25	1/20/2012	2/8/2013	1,151.07	900.99	250.08
Sanofi ADR	5	2/1/2012	2/8/2013	230.21	185.59	44.62
DirectTV	40	1/19/2012	2/20/2013	1,952.49	1,707.80	244.69
Sanofi ADR	45	2/1/2012	3/19/2013	2,214.99	1,670.27	544.72
Exxon Mobile Corp	25	5/6/2010	3/20/2013	2,221.19	1,570.75	650.44
Exxon Mobile Corp	15	5/6/2010	3/20/2013	1,332.72	942.45	390.27
Biogen Idec, Inc	15	10/5/2011	3/27/2013	2,692.59	1,465.88	1,226.71
Biogen Idec, Inc	10	10/5/2011	4/2/2013	1,958.89	977.25	981.64
Broadcom Corp	20	2/6/2012	4/3/2013	666.98	739.50	(72.52)
Unilever N V ADR	5	2/1/2012	4/3/2013	207.92	170.09	37.83
Unilever N V ADR	50	2/2/2012	4/3/2013	2,079.15	1,637.50	441.65
Exxon Mobile Corp	5	5/6/2010	4/17/2013	430.11	314.15	115.96
Exxon Mobile Corp	20	5/21/2010	4/17/2013	1,720.43	1,204.11	516.32
Exxon Mobile Corp	15	6/23/2010	4/17/2013	1,290.32	929.81	360.51
General Electric	85	6/9/2010	4/23/2013	1,832.06	1,305.43	526.63
General Electric	5	6/9/2010	4/23/2013	107.76	76.79	30.97
General Electric	20	9/22/2010	4/23/2013	431.05	331.52	99.53

International Business Machines	10	10/16/2007	4/23/2013	1,923.15	1,140.40	782.75
Mondelez International	100	5/25/2011	5/8/2013	3,084.93	2,132.12	952.81
Mondelez International	25	5/30/2011	5/8/2013	771.23	539.85	231.38
Mondelez International	25	6/2/2011	5/8/2013	771.23	532.56	238.67
E M C Corp Mass	30	11/8/2011	5/10/2013	689.98	742.20	(52.22)
E M C Corp Mass	20	2/6/2012	5/10/2013	459.99	525.74	(65.75)
Nestle	45	1/31/2012	5/31/2013	2,980.36	2,590.20	390.16
Schlumberger LTD	15	5/21/2010	5/31/2013	1,112.98	889.53	223.45
Schlumberger LTD	15	10/29/2010	5/31/2013	1,112.98	1,042.74	70.24
Schlumberger LTD	5	10/4/2011	5/31/2013	370.99	285.35	85.64
				154,863.97	121,753.65	33,110.32
				270,184.44	237,390.42	32,794.02

Portfolio Value and Cost Basis - As of 5/31/2013

As of 5/31/2013

Security	5/31/2013 Cost Basis
Accenture PLC	2,574.87
American Express	2,594.87
American Tower Corp	3,071.33
Amgen	5,114.39
Apple, Inc.	11,390.66
Automatic Data Processing	2,878.42
Bank of America	3,959.46
Barclays Bank PLC ETN	2,945.16
Blackrock Inc.	4,675.00
CBS Corp Cl B	4,030.19
Celgene Corp	2,030.55
Chevron Corp	2,658.05
Coca-Cola	6,392.92
Comcast	866.75
Continental Resources, Inc	1,322.40
Corning	1,854.78
CST Brands. OMc/	20.89
Deere & Co	3,841.45
Delphi Automotive PLC	1,484.38
Disney Walt	6,478.20
E M C Corp Mass	2,017.33
Eaton Corporation	3,144.17
EBAY, Inc.	5,772.74
Eli Lilly & Co	4,300.27
Emerson Electric	5,066.92
Exxon Mobile Corp	2,356.87
Facebook, Inc.	3,604.24
Fluor	1,608.50
Ford Motor Company	3,371.35
General Electric	3,893.66
Gilead Sciences, Inc.	5,841.04
Google Inc. Cl A.	5,878.10
Home Depot	2,742.72
Honeywell International, Inc.	3,848.16
Intel	3,298.38
International Business Machines	4,269.60
International Paper Company	2,627.87

J.P. Morgan Chase & Co	2,751.50	
Johnson & Johnson	8,445.39	
Kellogg Company	2,858.92	
Kinder Morgan Inc. Del	1,489.40	
Kraft Foods, Inc.- stock	16.21	
Lauder Estee Cos Inc Cl A	3,161.25	
Liberty Global Inc. Ser A	3,875.04	
Lowes Companies, Inc.	3,965.79	
Lyondellbasell Industries	3,106.64	
Merck	3,217.78	
Microsoft	2,234.34	
Mondelez International	2,302.52	
Monsanta Co New	5,377.82	
Nestle	3,132.80	
News Corp Inc-Cl A	4,238.10	
Nike Inc. Class B	2,798.66	
Noble Energy	2,545.76	
Oracle Corporation	3,674.86	
Pentair, LTD	3,159.30	
Pepsico	5,790.48	
Pfizer	5,809.94	
PNC Financial Services	1,598.65	
Proctor & Gamble	4,737.92	
Qualcomm Inc	8,898.29	
Salesforce.com	3,462.20	
Schlumberger LTD	3,416.60	
Starbucks	4,700.93	
State Str Corp	3,254.90	
Stryker Corp	2,805.03	
Texas Instruments	4,619.37	
Toyota	2,812.95	
Union Pacific	5,905.59	
United Parcel Service-B	4,706.19	
Valero Energy Corp New	2,322.68	
Verizon	1,467.77	
Walgreen Company	3,103.86	
Wells Fargo Company	5,316.40	
		270,908.47
Bank of America bond	45,864.00	
Goldman Sachs Grp Inc. Sr. Unsecured Note	25,291.75	
JP Morgan Chase & Co	28,204.50	
PSI Energy	28,761.75	
		128,122.00

NOTICE
The annual report of the Ernest A. Brooks Memorial Trust for Gamecock Excellence is available at the address noted below for inspection during normal business hours by any citizen who requests within one hundred eighty (180) days after publication of this Notice of its availability. The Ernest A. Brooks Memorial Trust for Gamecock Excellence, 2512 Devine Street, Columbia, South Carolina 29205. The Trustee is Eugene C. Griffith, Jr., telephone (803) 254-7091.

THE COLUMBIA STAR

COLUMBIA, SOUTH CAROLINA

State of South Carolina
County of Richland

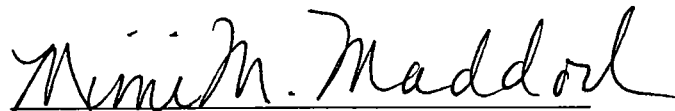
Personally appeared before me,
MIMI M. MADDOCK,
PUBLISHER OF THE COLUMBIA STAR,
who makes oath that the advertisement

NOTICE

The Annual Report of the Ernest A. Brooks Memorial Trust for Gamecock Excellence is Available for Inspection at 2512 Devine St., Columbia, SC 29205

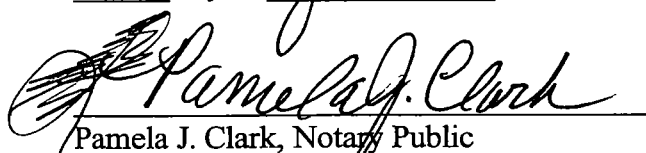
a clipping of which is attached hereto, was printed in
THE COLUMBIA STAR, a weekly newspaper of general circulation published in the City of Columbia, State and County aforesaid, in the issues of

June 28, 2013



Mimi M. Maddock, Publisher

Sworn to before me on this
28th day of June 2013.



Pamela J. Clark, Notary Public

My commission expires April 29, 2018