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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 **JUL 1, 2012**, and ending **JUN 30, 2013**

Name of foundation

**BROOKS FAMILY FOUNDATION  
C/O ANDREW P. PRAGUE, TTEE**

A Employer identification number

**04-3582018**

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

**15 WALNUT STREET**

Room/suite

**150**

B Telephone number

**(781) 237-5555**

City or town, state, and ZIP code

**WELLESLEY, MA 02481**

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)

▶ \$ **10,128,044.** (Part I, column (d) must be on cash basis.)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)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)	
1	Contributions, gifts, grants, etc., received					
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3	Interest on savings and temporary cash investments	15,779.	15,779.		STATEMENT 1	
4	Dividends and interest from securities	142,144.	142,144.		STATEMENT 2	
5a	Gross rents	31,663.	31,663.		STATEMENT 3	
b	Net rental income or (loss)	31,663.				
6a	Net gain or (loss) from sale of assets not on line 10					
b	Gross sales price for all assets on line 6a		0.			
7	Capital gain net income (from Part IV, line 2)					
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	189,586.	189,586.	0.		
13	Compensation of officers, directors, trustees, etc	30,000.	30,000.	0.	0.	
14	Other employee salaries and wages					
15	Pension plans, employee benefits					
16a	Legal fees					
b	Accounting fees	STMT 4	35,421.	35,421.	0.	0.
c	Other professional fees					
17	Interest		19.	19.	0.	0.
18	Taxes	STMT 5	32,957.	32,957.	0.	0.
19	Depreciation and depletion					
20	Occupancy					
21	Travel, conferences, and meetings					
22	Printing and publications					
23	Other expenses	STMT 6	400.	400.	0.	0.
24	Total operating and administrative expenses. Add lines 13 through 23		98,797.	98,797.	0.	0.
25	Contributions, gifts, grants paid		825,500.			825,500.
26	Total expenses and disbursements. Add lines 24 and 25		924,297.	98,797.	0.	825,500.
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements		<734,711.>			
b	Net investment income (if negative, enter -0-)		90,789.			
c	Adjusted net income (if negative, enter -0-)			0.		

**BROOKS FAMILY FOUNDATION**  
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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	
<b>Assets</b>	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments	6,811,587.	6,881,866.	6,881,866.	
	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 <span style="float:right">STMT 7</span>	5,567,935.	4,762,945.	3,246,178.	
	14 Land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 <b>Total assets</b> (to be completed by all filers)	12,379,522.	11,644,811.	10,128,044.	
	<b>Liabilities</b>	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 <b>Total liabilities</b> (add lines 17 through 22)		0.	0.		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31</b>				
	24 Unrestricted	12,379,522.	11,644,811.		
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 <b>Total net assets or fund balances</b>	12,379,522.	11,644,811.		
31 <b>Total liabilities and net assets/fund balances</b>	12,379,522.	11,644,811.			

**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	12,379,522.
2 Enter amount from Part I, line 27a	2	<734,711.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	11,644,811.
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	11,644,811.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b>			
<b>b</b> <b>NONE</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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

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	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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             }	<b>2</b>
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		<b>3</b>

**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	309,500.	11,122,140.	.027827
2010	513,350.	10,543,370.	.048689
2009	483,900.	10,515,833.	.046016
2008	487,000.	9,413,202.	.051736
2007	407,850.	8,474,075.	.048129

<b>2</b> Total of line 1, column (d)	<b>2</b>	.222397
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	.044479
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	10,508,381.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	467,402.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	908.
<b>7</b> Add lines 5 and 6	<b>7</b>	468,310.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	825,500.

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)			
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		1	908.
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	908.
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	908.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,000.	
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	6,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	5,092.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 5,092. Refunded <input checked="" type="checkbox"/> 0.	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"/> MA		
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 ► <b>N/A</b>	13	X	
14	The books are in care of ► <b>ANDREW P. PRAGUE, TRUSTEE</b> Telephone no. ► <b>781-237-5555</b> Located at ► <b>15 WALNUT STREET #150, WELLESLEY, MA</b> ZIP+4 ► <b>02481</b>			
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 ► <b>15</b> <b>N/A</b>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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 <b>not</b> 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.) <b>N/A</b>	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.) <b>N/A</b>	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****c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

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

N/A

**7b****Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES E. BROOKS	ADVISORY COMMITTEE MEMBER			
364 SPRING STREET				
PORTLAND, ME 04102	0.50	0.	0.	0.
CHERIE WENDELKEN	ADVISORY COMMITTEE MEMBER			
364 SPRING STREET				
PORTLAND, ME 04102	0.50	0.	0.	0.
ANDREW P. PRAGUE	TRUSTEE			
15 WALNUT STREET, SUITE 150				
WELLESLEY, MA 02481	1.00	30,000.	0.	0.
PRAGUE & COMPANY, PC	TAX PREPARATION AND BOOKEE			
15 WALNUT STREET, SUITE 150				
WELLESLEY, MA 02481	2.00	35,421.	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
PRAGUE & COMPANY, PC - 15 WALNUT STREET, SUITE 150 , WELLESLEY, MA 02481	TAX AND ACCOUNTING	35,421.
ANDREW P. PRAGUE - 15 WALNUT STREET, SUITE 150 , WELLESLEY, MA 02481	TRUSTEE	30,000.

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 THE FOUNDATION'S SOLE CHARITABLE ACTIVITY DURING THE TAX YEAR WAS TO MAKE CASH CONTRIBUTIONS TO CHARITABLE ORGANIZATIONS, EACH OF WHICH IS AN IRC SEC. 501(C)(3) ORG.	0.
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	667,451.
b	Average of monthly cash balances	1b	7,854,234.
c	Fair market value of all other assets	1c	2,146,722.
d	<b>Total</b> (add lines 1a, b, and c)	1d	10,668,407.
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	10,668,407.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	160,026.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,508,381.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	525,419.

**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	525,419.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	908.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	908.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	524,511.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	524,511.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	524,511.

**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	825,500.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	825,500.
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	908.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	824,592.

**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.

Form 990-PF (2012)

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

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				524,511.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			207,011.	
<b>b</b> Total for prior years.		0.		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 825,500.				
<b>a</b> Applied to 2011, but not more than line 2a			207,011.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2012 distributable amount				524,511.
<b>e</b> Remaining amount distributed out of corpus	93,978.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	93,978.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	93,978.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012	93,978.			

## N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

2012.04030 BROOKS FAMILY FOUNDATION C/ BRO20181

<b>Part XV</b> <b>Supplementary Information</b> (continued)				
<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
<div> <div>Recipient</div> <div>Name and address (home or business)</div> </div>	<div>                     If recipient is an individual, show any relationship to any foundation manager or substantial contributor                 </div>	<div>                     Foundation status of recipient                 </div>	<div>                     Purpose of grant or contribution                 </div>	<div>                     Amount                 </div>
<b>a Paid during the year</b>				
SEE ATTACHED LIST		N/A	SEE ATTACHED	825,500.
<b>Total</b>			<b>▶ 3a</b>	825,500.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>▶ 3b</b>	0.



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

<b>1</b>	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?		<b>Yes</b>	<b>No</b>
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	<b>1a(1)</b>		<b>X</b>
	(2) Other assets	<b>1a(2)</b>		<b>X</b>
<b>b</b>	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	<b>1b(1)</b>		<b>X</b>
	(2) Purchases of assets from a noncharitable exempt organization	<b>1b(2)</b>		<b>X</b>
	(3) Rental of facilities, equipment, or other assets	<b>1b(3)</b>		<b>X</b>
	(4) Reimbursement arrangements	<b>1b(4)</b>		<b>X</b>
	(5) Loans or loan guarantees	<b>1b(5)</b>		<b>X</b>
	(6) Performance of services or membership or fundraising solicitations	<b>1b(6)</b>		<b>X</b>
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	<b>1c</b>		<b>X</b>
<b>d</b>	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.			

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		<b>N/A</b>	

**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
<b>N/A</b>		

<b>Sign Here</b>	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.			May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee <i>Andrew P. Prague</i>	Date <i>11/14/13</i>	Title <i>Trustee</i>	

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>ANDREW P. PRAGUE</b>	Preparer's signature <i>Andrew P. Prague</i>	Date <b>11/04/13</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P00451424</b>
	Firm's name <b>PRAGUE &amp; COMPANY, P.C.</b>			Firm's EIN <b>04-3107805</b>	
	Firm's address <b>15 WALNUT STREET, STE 150 WELLESLEY, MA 02481</b>			Phone no. <b>781-237-5555</b>	

**Brooks Family Foundation**  
**EIN 04-3582018**  
**2012 Form 990-PF**  
**Period Ending 6/30/13**

**FORM 990-PF, PART XV, LINE 3a GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR**

Recipient Name	Purpose of Contribution	Amount
Beauty and the Beast Storytellers	Contribution	1,000
Boynton Middle School	Contribution	20,000
Boynton Middle School	Contribution	30,000
Boys and Girls Club of Southern Maine	Contribution	5,000
Buffalo United Way	Contribution	5,000
Chewonki Foundation	Contribution	1,000
Children's Museum of Maine	Contribution	5,000
Community Partners International	Contribution	5,000
CORAFrica	Contribution	5,000
Cornell Johnson School of Management	Contribution	2,500
Cornell School of Veterinary Medicine	Contribution	3,000
CRESP	Contribution	12,000
DAP	Contribution	5,000
Democracy Now	Contribution	1,000
Doctors Without Borders	Contribution	10,000
Educate the Children	Contribution	1,000
Environmental Defense Fund	Contribution	5,000
Family & Children's Services	Contribution	5,000
Figures of Speech Theatre	Contribution	2,000
Figures of Speech Theatre	Contribution	1,000
Finger Lakes Finns	Contribution	1,000
Finger Lakes Land Trust	Contribution	5,000
First Congregational Church of Ithaca	Contribution	5,000
First Congregational Church of Ithaca	Contribution	1,000
Food Bank of Western New York	Contribution	5,000
Foodbank of Central New York	Contribution	5,000
Foodbank of Southern Tier	Contribution	5,000
Foodlink	Contribution	5,000
Foodnet	Contribution	2,000
Francis Proctor Foundation	Contribution	5,000
Friends of Cambodia	Contribution	5,000
Friends of Mount Auburn	Contribution	1,000
Friends of T E I A	Contribution	1,000
Friends of the Shakers	Contribution	1,000
GDI Land Trust	Contribution	5,000
Golden Opportunity "GO" Program	Contribution	40,000
Good Shepherd Food Bank	Contribution	15,000
Grassroots International	Contribution	2,500
Hamilton College	Contribution	2,500

**Brooks Family Foundation**  
**EIN 04-3582018**  
**2012 Form 990-PF**  
**Period Ending 6/30/13**

**FORM 990-PF, PART XV, LINE 3a GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR**

Recipient Name	Purpose of Contribution	Amount
Healthy Smiles for ME	Contribution	10,000
Healthy Smiles for ME	Contribution	10,000
Historic Ithaca, Inc	Contribution	10,000
History Center of Tomkins County	Contribution	1,000
Int Planned Parenthood Federation	Contribution	5,000
IPEI	Contribution	10,000
Ithaca Free Clinic	Contribution	5,000
Ithaca Motion Picture Project	Contribution	1,000
Ithaca Motion Picture Project	Contribution	1,500
Ithaca Youth Bureau	Contribution	5,000
Madre	Contribution	5,000
Magic Garden Puppets	Contribution	1,000
Maine Historical Society	Contribution	5,000
Maine Nordmenn Lodge 3-664	Contribution	1,000
Marion Institute CLA	Contribution	1,000
Mayo Street Arts	Contribution	1,000
Mayo Street Arts	Contribution	5,000
Mayo Street Arts	Contribution	255,000
MIT	Contribution	2,000
Namgyal Monastery	Contribution	1,000
Oceanside Conservation Trust	Contribution	5,000
OK International	Contribution	5,000
Portland Education Foundation	Contribution	10,000
Portland Meeting RSF	Contribution	1,000
Portland Museum of Art	Contribution	5,000
Portland Stage Company	Contribution	15,000
Portland Stage Company	Contribution	16,000
Preble Street	Contribution	30,000
Puppet Showplace Theatre	Contribution	1,000
Regional Foodbank of Northeastern NY	Contribution	5,000
Rippleffect	Contribution	2,000
RMPJC-AR	Contribution	5,000
Sciencenter of Ithaca	Contribution	5,000
Sciencenter of Ithaca	Contribution	2,500
Southern Poverty Law Center	Contribution	5,000
St Boniface Haiti Foundation	Contribution	5,000
TCSD Foundation	Contribution	1,000
Tompkins County Public Library	Contribution	2,500
Tompkins County United Way	Contribution	15,000
United Way of Aroostook	Contribution	5,000



**Brooks Family Foundation****EIN 04-3582018****2012 Form 990-PF****Period Ending 6/30/13****FORM 990-PF, PART XV, LINE 3a GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR**

<b>Recipient Name</b>	<b>Purpose of Contribution</b>	<b>Amount</b>
United Way of Broome County	Contribution	5,000
United Way of Central New York	Contribution	10,000
United Way of Cortland County	Contribution	5,000
United Way of Eastern Maine	Contribution	10,000
United Way of Greater Portland	Contribution	30,000
University of Buffalo Foundation	Contribution	1,000
Victoria Mansion	Contribution	1,000
Village at Ithaca	Contribution	2,000
Waldorf School of Ithaca	Contribution	25,000
WAVE	Contribution	2,500
Waynflete School	Contribution	3,000
Waynflete School	Contribution	15,000
Wikipedia	Contribution	1,000
Women's Opportunity Center	Contribution	1,000
Zambian Children's Fund	Contribution	1,000
<b>Total contribution paid out</b>		<b>\$ 825,500</b>

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**FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1**


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SOURCE	AMOUNT
FIDELITY INVESTMENTS	15,779.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	15,779.

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**FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2**


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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
EQUITY RESOURCE - FUND 2013	27,245.	0.	27,245.
EQUITY RESOURCE FUND 2011, LP	36,787.	0.	36,787.
INTEREST FROM NOTES RECEIVABLE	78,112.	0.	78,112.
TOTAL TO FM 990-PF, PART I, LN 4	142,144.	0.	142,144.

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**FORM 990-PF RENTAL INCOME STATEMENT 3**


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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
FROM PASSTHROUGH ENTITIES	1	31,663.
TOTAL TO FORM 990-PF, PART I, LINE 5A		31,663.

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**FORM 990-PF ACCOUNTING FEES STATEMENT 4**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION AND ACCOUNTING	35,421.	35,421.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	35,421.	35,421.	0.	0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
STATE TAXES	500.	500.	0.	0.	
FOREIGN TAXES	391.	391.	0.	0.	
FEDERAL TAXES	32,066.	32,066.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	32,957.	32,957.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TRANSACTION FEES	400.	400.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	400.	400.	0.	0.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
COLUMBINE ASSOCIATES	COST	240,199.	240,199.	
EQUITY RESOURCE FUND XI	COST	58,425.	58,425.	
NOTES RECEIVABLE DOMINI HOLDINGS LLC	COST	785,866.	785,866.	
FIDELITY SECURITIES	COST	2,078,455.	561,688.	
NOTE RECEIVABLE ERF 2011 SERIES 3	COST	0.	0.	
NOTE RECEIVABLE ERF 2011 REIT	COST	0.	0.	
NOTE RECEIVABLE ERF 2013 REIT	COST	1,600,000.	1,600,000.	
TOTAL TO FORM 990-PF, PART II, LINE 13		4,762,945.	3,246,178.	