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Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation

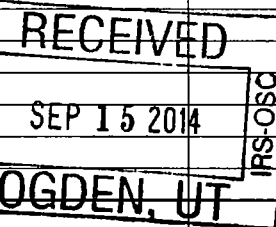
▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf**2013****Open to Public Inspection**

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation HAROLD BROOKS FOUNDATION		A Employer identification number 04-6043983						
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1802		B Telephone number (see instructions) 888-866-3275						
City or town, state or province, country, and ZIP or foreign postal code PROVIDENCE, RI 02901-1802		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table border="1"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 10,321,095.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(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 (attach schedule)				
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	218,288.	217,417.		STMT 1
5a	Gross rents				
	b Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	881,623.			
b	Gross sales price for all assets on line 6a	6,796,428.			
7	Capital gain net income (from Part IV, line 2)		881,623.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)		492.		STMT 2
12	Total. Add lines 1 through 11	1,099,911.	1,099,532.		
13	Compensation of officers, directors, trustees, etc.	69,095.	41,457.		27,638.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 3	1,250.	NONE	NONE	1,250.
c	Other professional fees (attach schedule) STMT 4	24,798.			24,798.
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 5	19,148.	3,148.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 6	70.	1,344.		70.
24	Total operating and administrative expenses. Add lines 13 through 23	114,361.	45,949.	NONE	53,756.
25	Contributions, gifts, grants paid	415,000.			415,000.
26	Total expenses and disbursements. Add lines 24 and 25	529,361.	45,949.	NONE	468,756.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	570,550.			
b	Net investment income (if negative, enter -0-)		1,053,583.		
c	Adjusted net income (if negative, enter -0-)				



NE 5

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		171,201.	279,693.	279,693.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)	STMT 7	430,667.	430,667.	470,074.
	b	Investments - corporate stock (attach schedule)	STMT 8	8,111,103.	8,613,909.	9,481,647.
	c	Investments - corporate bonds (attach schedule)	STMT 13	72,562.	72,562.	77,790.
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	STMT 14			11,891.	
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		8,785,533.	9,396,831.	10,321,095.	
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 (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)			NONE		
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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		8,785,533.	9,396,831.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		8,785,533.	9,396,831.	
31	Total liabilities and net assets/fund balances (see instructions)		8,785,533.	9,396,831.		

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	8,785,533.
2	Enter amount from Part I, line 27a	2	570,550.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 15	3	40,748.
4	Add lines 1, 2, and 3	4	9,396,831.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,396,831.

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 PUBLICLY TRADED SECURITIES					
b OTHER GAINS AND LOSSES					
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 5,842,418.		4,922,895.	919,523.		
b 954,010.		991,910.	-37,900.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			919,523.		
b			-37,900.		
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	881,623.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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))
2012	494,817.	9,364,287.	0.052841
2011	598,931.	9,355,730.	0.064018
2010	471,724.	8,980,404.	0.052528
2009	624,999.	8,229,453.	0.075947
2008	320,235.	9,549,585.	0.033534
2 Total of line 1, column (d)			2 0.278868
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.055774
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 9,878,431.
5 Multiply line 4 by line 3			5 550,960.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 10,536.
7 Add lines 5 and 6			7 561,496.
8 Enter qualifying distributions from Part XII, line 4			8 468,756.

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)		1	21,072.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	21,072.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	21,072.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	10,422.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	14,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	24,422.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	11.	
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	3,339.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 3,339. Refunded <input type="checkbox"/> <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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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 2013 or the taxable year beginning in 2013 (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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of US TRUST FIDUCIARY TAX SERVICES Telephone no (888) 866-3275			
	Located at P.O. BOX 1802, PROVIDENCE, RI ZIP+4 02901-1802			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2013, 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 checked="" type="checkbox"/> Yes	<input 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)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? 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)	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 2013 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 2013.)	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 2013?	4b	X

Form 990-PF (2013)

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA 225 FRANKLIN ST, BOSTON, MA 02110	CO-TRUSTEE 1	65,095.	-0-	-0-
REV. M. JAMES WORKMAN 25 BENNINGTON STREET, NEEDHAM, MA 02194-1932	CO-TRUSTEE 1	2,000.	-0-	-0-
PAUL TAYLOR SOUTH SHORE HOSPITAL FOUNDATION, S WEYMOUTH, MA 02190	CO-TRUSTEE 1	2,000.	-0-	-0-

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

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

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

NONE

Form 990-PF (2013)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

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

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 NONE	
2	
3	
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2013)

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	9,688,978.
b	Average of monthly cash balances	1b	339,886.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	10,028,864.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	10,028,864.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	150,433.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	9,878,431.
6	Minimum investment return. Enter 5% of line 5	6	493,922.

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	493,922.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	21,072.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	21,072.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	472,850.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	472,850.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	472,850.

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	468,756.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	468,756.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	468,756.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				472,850.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				NONE
b From 2009				217,752.
c From 2010				36,071.
d From 2011				138,050.
e From 2012				35,681.
f Total of lines 3a through e	427,554.			
4 Qualifying distributions for 2013 from Part XII, line 4. ► \$ 468,756.				
a Applied to 2012, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				468,756.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	4,094.			4,094.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	423,460.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	423,460.			
10 Analysis of line 9:				
a Excess from 2009	213,658.			
b Excess from 2010	36,071.			
c Excess from 2011	138,050.			
d Excess from 2012	35,681.			
e Excess from 2013				

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

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

4942(i)(3) or

4942(1)(5)

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

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(i)(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 (i)(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).)

N/A

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

N/A

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 address of the person to whom applications should be addressed:

SEE STATEMENT 18

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

N/A

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

N/A

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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				
SEE ATTACHED SCHEDULE	N/A	PC	UNRESTRICTED GENERAL SUPPORT	415,000.
Total			▶ 3a	415,000.
b Approved for future payment				
Total			▶ 3b	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	10,781.	10,781.
FOREIGN DIVIDENDS	19,069.	19,069.
NONDIVIDEND DISTRIBUTIONS	703.	
DOMESTIC DIVIDENDS	85,086.	85,086.
OTHER INTEREST	21,560.	21,560.
FOREIGN INTEREST	438.	438.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	17,709.	17,709.
NON-TAXABLE FOREIGN INCOME	168.	
NONQUALIFIED FOREIGN DIVIDENDS	4,846.	4,846.
NONQUALIFIED DOMESTIC DIVIDENDS	57,928.	57,928.
TOTAL	218,288.	217,417.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PARTNERSHIP INCOME		492.
	-----	-----
TOTALS	=====	=====
		492.
		=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----		CHARITABLE PURPOSES -----
GRANTMAKING FEES - BOA	24,798.		24,798.
	-----		-----
TOTALS	24,798.		24,798.
	=====		=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	171.	171.
EXCISE TAX - PRIOR YEAR	6,000.	
EXCISE TAX ESTIMATES	10,000.	
FOREIGN TAXES ON QUALIFIED FOR	2,456.	2,456.
FOREIGN TAXES ON NONQUALIFIED	521.	521.
	-----	-----
TOTALS	19,148.	3,148.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

[illegible]

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
- - - - -	- - - - -	- - - - -	- - - - -
OTHER CHARITABLE EXPENSES	70.		70.
PARTNERSHIP EXPENSES		1,344.	
TOTALS	70.	1,344.	70.

HAROLD BROOKS FOUNDATION

04-6043983

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV -----
912810FP8 UNITED STATES TREAS	153,919.	153,919.	177,693.
912828DC1 UNITED STATES TREAS	75,114.	75,114.	77,645.
912828DM9 UNITED STATES TREAS	113,125.	113,125.	119,878.
912828EE6 UNITED STATES TREAS	48,705.	48,705.	53,194.
3128X3L76 FEDERAL HOME LN MTG	39,804.	39,804.	41,664.
	-----	-----	-----
TOTALS	430,667.	430,667.	470,074.
	=====	=====	=====

HAROLD BROOKS FOUNDATION

04-6043983

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
921937835 VANGUARD TOTAL BD MA	1,268,371.	2,065,570.	2,029,268.
922042858 VANGUARD MSCI EMERGI	568,160.		
922908751 VANGUARD SMALL-CAP E	506,653.	506,653.	684,439.
828806109 SIMON PPTY GROUP INC	26,363.	26,363.	26,628.
G3157S106 ENSCO PLC CL A COM	18,597.		
032511107 ANADARKO PETE CORP C	33,569.		
166764100 CHEVRON CORP COM	36,601.		
26875P101 EOG RES INC COM	29,655.		
436106108 HOLLYFRONTIER CORP C	14,717.		
637071101 NATIONAL OILWELL VAR	31,270.	113,365.	116,498.
674599105 OCCIDENTAL PETE CORP	23,022.		
780259206 ROYAL DUTCH SHELL PL	41,906.		
806857108 SCHLUMBERGER LTD COM	48,621.	86,276.	105,879.
969457100 WILLIAMS COS INC DEL	30,157.		
009363102 AIRGAS INC COM	24,448.		
232820100 CYTEC INDS INC COM	9,856.		
260543103 DOW CHEM CO COM	31,910.		
767204100 RIO TINTO PLC SPONSO	15,695.		
G29183103 EATON CORP PLC COM	20,762.		
H89128104 TYCO INTL LTD NEW F	26,377.		
00101J106 ADT CORP COM	17,250.		
097023105 BOEING CO COM	49,094.		
369604103 GENERAL ELEC CO COM	52,540.		
42805T105 HERTZ GLOBAL HLDGS I	9,997.		
428291108 HEXCEL CORP NEW COM	10,871.		
438516106 HONEYWELL INTL INC C	47,004.	80,367.	109,644.
445658107 HUNT J B TRANS SVCS	26,659.		
696429307 PALL CORP COM	25,053.		
773903109 ROCKWELL AUTOMATION	25,134.		

HAROLD BROOKS FOUNDATION

04-6043983

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
023135106 AMAZON COM INC COM	32,145.	126,561.	139,577.
20030N101 COMCAST CORP NEW CL	22,642.		
25470M109 DISH NETWORK CORP CO	23,749.		
345370860 FORD MTR CO DEL COM	40,083.		
364760108 GAP INC DEL COM	26,466.		
460690100 INTERPUBLIC GROUP CO	9,640.		
53071M104 LIBERTY INTERACTIVE	11,701.		
548661107 LOWES COS INC COM	49,997.		
887317303 TIME WARNER INC NEW	47,359.		
918204108 V F CORP COM	38,227.		
92553P201 VIACOM INC CL B COM	49,959.		
126650100 CVS CAREMARK CORP CO	43,241.		
50076Q106 KRAFT FOODS GROUP IN	44,616.	29,722.	29,651.
713448108 PEPSICO INC COM	53,287.	53,287.	70,499.
718172109 PHILIP MORRIS INTL I	30,921.	65,290.	87,566.
742718109 PROCTER & GAMBLE CO	78,928.	66,747.	79,375.
931142103 WAL-MART STORES INC	55,315.		
00817Y108 AETNA INC NEW COM	20,989.		
018490102 ALLERGAN INC COM	21,598.		
125509109 CIGNA CORP COM	11,247.		
14149Y108 CARDINAL HEALTH INC	24,282.		
30219G108 EXPRESS SCRIPTS HLDG	36,189.		
375558103 GILEAD SCIENCES INC	23,779.	76,418.	82,610.
436440101 HOLOGIC INC COM	30,032.		
478160104 JOHNSON & JOHNSON CO	86,140.	74,418.	103,039.
58933Y105 MERCK & CO INC NEW C	54,832.		
683399109 ONYX PHARMACEUTICALS	17,591.		
92532F100 VERTEX PHARMACEUTICA	18,993.		
942683103 WATSON PHARMACEUTICA	23,975.		

HAROLD BROOKS FOUNDATION

04-6043983

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
98956P102 ZIMMER HLDGS INC COM	21,508.		
084670702 BERKSHIRE HATHAWAY I	43,679.		
14040H105 CAPITAL ONE FINL COR	37,369.		
172967424 CITIGROUP INC NEW CO	35,461.		
354613101 FRANKLIN RES INC COM	27,924.		
38141G104 GOLDMAN SACHS GROUP	38,987.		
46625H100 J P MORGAN CHASE & C	57,007.	119,133.	156,434.
693475105 PNC FINL SVCS GROUP	33,393.		
744320102 PRUDENTIAL FINL INC	32,975.		
92826C839 VISA INC CL A COM	29,844.	55,651.	61,237.
949746101 WELLS FARGO & CO NEW	71,933.	102,079.	154,360.
G1151C101 ACCENTURE PLC CL A C	27,388.		
Y0486S104 AVAGO TECHNOLOGIES L	20,646.		
032654105 ANALOG DEVICES INC C	19,128.		
037833100 APPLE INC COM	43,312.	54,485.	117,814.
17275R102 CISCO SYS INC COM	50,797.	67,277.	77,384.
177376100 CITRIX SYS INC COM	31,426.		
192446102 COGNIZANT TECHNOLOGY	17,245.		
268648102 EMC CORP COM	46,659.	43,673.	61,240.
278642103 EBAY INC COM	19,367.		
38259P508 GOOGLE INC CL A COM	50,469.	50,721.	56,036.
594918104 MICROSOFT CORP COM	31,669.		
62886E108 NCR CORP NEW COM	21,596.		
747525103 QUALCOMM INC COM	57,999.	57,999.	76,106.
88076W103 TERADATA CORP DELAWA	21,214.		
92343V104 VERIZON COMMUNICATIO	51,438.		
92857W209 VODAFONE GROUP PLC S	29,181.		
748356102 QUESTAR CORP COM	27,535.		
816851109 SEMPRA ENERGY COM	37,753.		

HAROLD BROOKS FOUNDATION

04-6043983

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
197199409 COLUMBIA ACORN FUND	523,968.		
19765N245 COLUMBIA DIVIDEND IN	150,000.	150,000.	204,959.
19765P547 COLUMBIA REAL ESTATE	283,861.	283,861.	144,178.
19765Y688 COLUMBIA SELECT LARG	150,000.	150,000.	221,501.
722005667 PIMCO COMMODITY REAL	110,489.		
19763T889 COLUMBIA INCOME OPPO	403,096.	403,096.	382,325.
885215566 THORNBURG INTL VALUE	358,430.	358,430.	446,784.
337997993 MORTGAGE-BACKED SEC	998,122.		
30231G102 EXXON MOBIL CORP COM		97,809.	108,790.
009158106 AIR PRODS & CHEMS IN		76,133.	89,424.
88579Y101 3M CO COM		102,398.	129,731.
911312106 UNITED PARCEL SVC IN		86,284.	105,080.
913017109 UNITED TECHNOLOGIES		99,018.	119,490.
437076102 HOME DEPOT INC COM		113,660.	119,393.
580135101 MCDONALDS CORP COM		55,114.	58,218.
855244109 STARBUCKS CORP COM		77,609.	76,430.
872540109 TJX COS INC NEW COM		88,287.	111,528.
87612E106 TARGET CORP COM		70,468.	63,270.
609207105 MONDELEZ INTL INC CO		47,065.	55,598.
832696405 SMUCKER J M CO NEW C		77,650.	80,306.
00287Y109 ABBVIE INC COM		90,142.	114,862.
071813109 BAXTER INTL INC COM		89,316.	88,676.
151020104 CELGENE CORP COM		73,786.	80,260.
58155Q103 MCKESSON CORP COM		71,836.	100,875.
09247X101 BLACKROCK INC CL A		112,423.	126,588.
171232101 CHUBB CORP COM		135,252.	149,777.
229899109 CULLEN / FROST BANKE		94,247.	107,924.
H84989104 TE CONNECTIVITY LTD		83,826.	101,954.
053015103 AUTOMATIC DATA PROCE		77,420.	90,899.

HAROLD BROOKS FOUNDATION

04-6043983

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
459200101 INTERNATIONAL BUSINE		66,044.	60,960.
00206R102 AT&T INC COM		95,350.	93,174.
025537101 AMERICAN ELEC PWR IN		56,330.	57,257.
74253Q747 PRINCIPAL MIDCAP BLE		758,000.	766,984.
19765Y852 COLUMBIA EMERGING MA		551,000.	599,168.
	-----	-----	-----
TOTALS	8,111,103. =====	8,613,909. =====	9,481,647. =====

HAROLD BROOKS FOUNDATION

04-6043983

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
172967DE8 CITIGROUP INC SR NT	34,979.	34,979.	37,832.
209111EB5 CONSOLIDATED EDISON	9,942.	9,942.	11,014.
74432QAD7 PRUDENTIAL FINL INC	14,953.	14,953.	15,159.
931142BF9 WAL MART STORES INC	6,297.	6,297.	6,731.
36208WC84 GNMA POOL #462795 DT			
25156PAC7 DEUTSCHE TELEKOM INT	6,391.	6,391.	7,054.
	-----	-----	-----
TOTALS	72,562.	72,562.	77,790.
	=====	=====	=====

HAROLD BROOKS FOUNDATION

04-6043983

FORM 990PF, PART II - OTHER INVESTMENTS

=====

COST/
FMV
C OR F

ENDING
FMV

DESCRIPTION

991013731 PRIVATE EQUITY PORT

C

11,891.

TOTALS

11,891.

=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

INCOME ADJUSTMENT	2,987.
PEP ROC	22,587.
ADJ CARRYING VALUE	6,889.
ADJ PARTNERSHIP TAX BASIS	8,285.

TOTAL	40,748.
	=====

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
OTHER GAINS AND LOSSES					
961.215 MORTGAGE-BACKED SEC CTF	02/29/2004	08/16/2013	9,552.00	9,907.00	-355.00
962.603 MORTGAGE-BACKED SEC CTF	01/09/2004	08/16/2013	9,566.00	9,905.00	-339.00
1438.959 MORTGAGE-BACKED SEC CTF	03/31/2004	08/16/2013	14,300.00	14,796.00	-496.00
4312.408 MORTGAGE-BACKED SEC CTF	01/10/2003	08/16/2013	42,854.00	44,213.00	-1,359.00
22670.812 MORTGAGE-BACKED SEC CTF	07/19/2002	08/16/2013	225,289.00	232,068.00	-6,779.00
13061.01 MORTGAGE-BACKED SEC CTF	11/14/2003	08/16/2013	129,792.00	133,625.00	-3,833.00
8778.098 MORTGAGE-BACKED SEC CTF	08/16/2002	08/16/2013	87,231.00	89,635.00	-2,404.00
22151.093 MORTGAGE-BACKED SEC CTF	11/22/2002	08/16/2013	220,124.00	226,001.00	-5,877.00
1851.26 MORTGAGE-BACKED SEC CTF	10/24/2003	08/16/2013	18,397.00	18,887.00	-490.00
3309.432 MORTGAGE-BACKED SEC CTF	06/30/2002	08/16/2013	32,887.00	33,634.00	-747.00
489.184 MORTGAGE-BACKED SEC CTF	07/31/2004	08/16/2013	4,861.00	4,954.00	-93.00
12344.02 MORTGAGE-BACKED SEC CTF	05/17/2002	08/16/2013	122,667.00	124,765.00	-2,098.00
2463.928 MORTGAGE-BACKED SEC CTF	03/11/2005	08/16/2013	24,485.00	24,843.00	-358.00
979.845 MORTGAGE-BACKED SEC CTF	04/30/2004	08/16/2013	9,737.00	9,866.00	-129.00
491.328 MORTGAGE-BACKED SEC CTF	06/30/2004	08/16/2013	4,883.00	4,939.00	-56.00
986.125 MORTGAGE-BACKED SEC CTF	05/31/2004	08/16/2013	9,800.00	9,872.00	-72.00
TOTAL OTHER GAINS AND LOSSES			966,425.00	991,910.00	-25,485.00
Totals			966,425.00	991,910.00	-25,485.00

GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIESCOMMON TRUST FUNDS -26,891.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

-26,891.00
=====NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS 22,761.00

PARTNERSHIPS, TRUSTS, S CORPORATIONS

-8,285.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

14,476.00
=====

HAROLD BROOKS FOUNDATION
FORM 990PF, PART XV - LINES 2a - 2d
=====

04-6043983

RECIPIENT NAME:

BANK OF AMERICA, N.A.

ADDRESS:

225 FRANKLIN STREET

BOSTON, MA 02110

FORM, INFORMATION AND MATERIALS:

<https://www.bankofamerica.com/philanthropic/grantmaking.go>

STATEMENT 18

FEDERAL FOOTNOTES

=====

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

HAROLD BROOKS FOUNDATION

EIN. 04-6043983

Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient	Amount
CATHOLIC CHARITABLE BUREAU OF	N/A	FOR CATHOLIC CHARITIES SOUTH	PC	20,000 00
MASSASOIT COMMUNITY COLLEGE	N/A	FOR LATCH ACADEMIC SUPPORT PROGRAM FOR DISADVANTAGED STUDENTS	PC	15,000 00
PLYMOUTH AREA COALITION FOR THE QUINCY ASIAN RESOURCES, INC	N/A	CAPITAL IMPROVEMENTS TO FOOD PANTRY AND PILGRIM'S HOPE SHELTER	PC	20,000 00
	N/A	ESOL PROGRAMS	PC	20,000.00
		EDUCATING CHILDREN IMPACTED BY HOMELESSNESS	PC	20,000.00
SCHOOL ON WHEELS OF	N/A	FOOD RESOURCES PROGRAM - SENIOR ACCESS	PC	15,000 00
SOUTH SHORE COMMUNITY ACTION	N/A	FAMILY SUPPORT PROGRAM	PC	15,000 00
SOUTH SHORE STARS	N/A	GERMANTOWN NEIGHBORHOOD CENTER	PC	10,000 00
SOUTH SHORE YMCA	N/A	THE FARM PROGRAM	PC	15,000.00
STONEHILL COLLEGE	N/A	DISASTER SERVICES IN THE SOUTH SHORE	PC	10,000.00
AMERICAN RED CROSS OF MASS BAY	N/A	FAMILY CONNECTORS PROGRAM IN QUINCY	PC	10,000 00
BOSTON CHINATOWN NEIGHBORHOOD	N/A	EDUCATION PROGRAMS	PC	10,000 00
BOYS & GIRLS CLUB OF BROCKTON	N/A	EMERGENCY SHELTER & SUPPORT SERVICES	PC	10,000.00
DOVE, INC.	N/A	TRIAGE ASSESSMENT PROJECT	PC	15,000 00
FATHER BILLS & MAINSPRING	N/A			
HOMEOWNER OPTIONS FOR MA. ELDERS	N/A	ELDER HOMEOWNER DISPLACEMENT PREVENTION	PC	15,000 00
INTERFAITH SOCIAL SERVICES, INC	N/A	HOMESAFE PROGRAM	PC	15,000 00
QUINCY COMMUNITY ACTION PROGRAMS	N/A	EMERGENCY FOOD CENTER	PC	15,000 00
WELLSPRING, INC.	N/A	ADULT EDUCATION PROGRAM	PC	15,000 00
MANET COMMUNITY HEALTH CENTER	N/A	COMMUNITY HEALTH NAVIGATION PROGRAM	PC	25,000 00
SOUTH SHORE HOSPITAL, INC.	N/A	A BREATH OF FRESH AIR FOR OUR CHILDREN	PC	125,000 00
TOTAL				415,000 00

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**
► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

- If you are filing for an **Automatic 3-Month Extension**, complete **only Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete **only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	HAROLD BROOKS FOUNDATION	04-6043983
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	P O BOX 1802	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	PROVIDENCE, RI 02901-1802	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► US TRUST FIDUCIARY TAX SERVICES

Telephone No. ► (888) 866-3275 FAX No. ► _____

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year 2013 or
► ☐ tax year beginning _____, 20____, and ending _____, 20____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	21,254.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	10,422.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	10,832.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2014)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete **only Part II** and check this box ☒ **X**.
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete **only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

		Enter filer's identifying number, see instructions
Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	HAROLD BROOKS FOUNDATION	04-6043983
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	P O BOX 1802	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	PROVIDENCE, RI 02901-1802	

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **US TRUST FIDUCIARY TAX SERVICES**.
Telephone No **(888) 866-3275** Fax No.
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until **11/17**, 20 **14**.
- 5 For calendar year **2013**, or other tax year beginning , 20 , and ending , 20 .
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension **MORE TIME IS NEEDED TO PREPARE A COMPLETE AND ACCURATE RETURN**

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	21,254.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	24,422.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c \$	0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature **Karen J. Kiser** Title **SVP, Tax** Date **8/04/14**

Form 8868 (Rev 1-2014)