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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

**2013**Department of the Treasury  
Internal Revenue Service

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

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

Open to Public Inspection

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

Name of foundation <b>HENRY BROOKS TRUST C</b>		<b>A</b> Employer identification number <b>04-6785966</b>
Number and street (or P O box number if mail is not delivered to street address) <b>P O BOX 1802</b>		<b>B</b> Telephone number (see instructions) <b>888-866-3275</b>
City or town, state or province, country, and ZIP or foreign postal code <b>PROVIDENCE, RI 02901-1802</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply:	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
<b>H</b> 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		<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>2,763,170.</b>		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>J</b> 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.)		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities	66,501.	65,008.		STMT 1
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	122,248.			
	<b>b</b> Gross sales price for all assets on line 6a	758,295.			
	<b>7</b> Capital gain net income (from Part IV, line 2)		122,248.		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less: Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)		12.		STMT 2	
<b>12</b> Total. Add lines 1 through 11	188,749.	187,268.			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc.	26,653.	15,992.		10,661.
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule) STMT 3	1,250.	NONE	NONE	1,250.
	<b>c</b> Other professional fees (attach schedule)				
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions) STMT 4	5,336.	1,063.		
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule) STMT 5	41.	202.		35.
	<b>24</b> Total operating and administrative expenses. Add lines 13 through 23	33,280.	17,257.	NONE	11,946.
	<b>25</b> Contributions, gifts, grants paid	110,000.			110,000.
<b>26</b> Total expenses and disbursements. Add lines 24 and 25	143,280.	17,257.	NONE	121,946.	
<b>27</b> Subtract line 26 from line 12:					
<b>a</b> Excess of revenue over expenses and disbursements	45,469.				
<b>b</b> Net investment income (if negative, enter -0-)		170,011.			
<b>c</b> Adjusted net income (if negative, enter -0-)					



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 . . . . .	72,227.	116,753.	116,753.
	3	Accounts receivable ▶ . . . . .			
		Less: allowance for doubtful accounts ▶ . . . . .			
	4	Pledges receivable ▶ . . . . .			
		Less: allowance for doubtful accounts ▶ . . . . .			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ . . . . .			
		Less: allowance for doubtful accounts ▶ . . . . .			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U.S. and state government obligations (attach schedule) . . . . .			
	b	Investments - corporate stock (attach schedule) <b>STMT 6</b> . . . . .	2,088,906.	2,088,090.	2,623,964.
	c	Investments - corporate bonds (attach schedule) . . . . .			
	Liabilities	11	Investments - land, buildings, and equipment basis ▶ . . . . .		
		Less: accumulated depreciation ▶ (attach schedule) . . . . .			
12		Investments - mortgage loans . . . . .			
13		Investments - other (attach schedule) <b>STMT 9</b> . . . . .	24,977.	24,977.	22,453.
14		Land, buildings, and equipment basis ▶ . . . . .			
		Less: accumulated depreciation ▶ (attach schedule) . . . . .			
15		Other assets (describe ▶ . . . . .)			
16		<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	2,186,110.	2,229,820.	2,763,170.
17		Accounts payable and accrued expenses . . . . .			
18		Grants payable . . . . .			
Net Assets or Fund Balances	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	<b>Total liabilities</b> (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 . . . . .	2,186,110.	2,229,820.	
	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> (see instructions) . . . . .	2,186,110.	2,229,820.	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	2,186,110.	2,229,820.	

**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	2,186,110.
2	Enter amount from Part I, line 27a . . . . .	2	45,469.
3	Other increases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 10</b> . . . . .	3	2,506.
4	Add lines 1, 2, and 3 . . . . .	4	2,234,085.
5	Decreases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 11</b> . . . . .	5	4,265.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	2,229,820.

**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 PUBLICLY TRADED SECURITIES</b>					
<b>b OTHER GAINS AND LOSSES</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> 702,060.		583,769.	118,291.		
<b>b</b> 56,235.		52,278.	3,957.		
<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			(i) 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>			118,291.		
<b>b</b>			3,957.		
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>			<b>2</b>	122,248.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>			<b>3</b>		
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	119,407.	2,461,873.	0.048503
2011	113,257.	2,423,042.	0.046742
2010	103,006.	2,287,684.	0.045026
2009	119,990.	2,048,396.	0.058578
2008	131,943.	2,448,198.	0.053894
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.252743
<b>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</b>			<b>3</b> 0.050549
<b>4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5</b>			<b>4</b> 2,615,188.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 132,195.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 1,700.
<b>7 Add lines 5 and 6</b>			<b>7</b> 133,895.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b> 121,946.

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	3,400.
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	3,400.
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	3,400.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . .	6a	3,300.	
b Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	3,300.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	100.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> NONE Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
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? . . . . .		X
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)? . . . . . 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 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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . .	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

**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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No  
If "Yes" to 6b, file Form 88707a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob 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
SEE STATEMENT 15		26,653.		

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

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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 (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
<b>Total number of others receiving over \$50,000 for professional services . . . . .</b>		<b>NONE</b>

**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
<b>1</b> NONE	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b> NONE	
<b>2</b>	
All other program-related investments See instructions	
<b>3</b> NONE	
<b>Total. Add lines 1 through 3 . . . . .</b>	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	2,572,969.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	82,044.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	2,655,013.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2,655,013.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	39,825.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	2,615,188.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	130,759.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	130,759.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	3,400.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	3,400.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	127,359.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	1,000.
<b>5</b>	Add lines 3 and 4	<b>5</b>	128,359.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	128,359.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	121,946.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	121,946.
<b>5</b>	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)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	121,946.

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .				128,359.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only . . . . .			109,651.	
<b>b</b> Total for prior years: 20____, 20____, 20____		NONE		
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008 . . . . .	NONE			
<b>b</b> From 2009 . . . . .	NONE			
<b>c</b> From 2010 . . . . .	NONE			
<b>d</b> From 2011 . . . . .	NONE			
<b>e</b> From 2012 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ► \$ 121,946.				
<b>a</b> Applied to 2012, but not more than line 2a . . . .			109,651.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2013 distributable amount . . . . .				12,295.
<b>e</b> Remaining amount distributed out of corpus . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2013 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
<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 . . . . .	NONE			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
<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 . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 . . . . .				116,064.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . .	NONE			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . .	NONE			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009 . . . . .	NONE			
<b>b</b> Excess from 2010 . . . . .	NONE			
<b>c</b> Excess from 2011 . . . . .	NONE			
<b>d</b> Excess from 2012 . . . . .	NONE			
<b>e</b> Excess from 2013 . . . . .	NONE			

**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(1)(3) or

4942(j)(5)

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

**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 . . . .**

(1) Value of all assets . . .  
(2) Value of assets qualifying  
under section

4942(j)(3)(B)(i). . . .

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

**C "Support" alternative test - enter**

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

(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (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).)

NONE

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

**c Any submission deadlines:**

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
SEE STATEMENT 20				110,000.
<b>Total</b> . . . . .			<b>3a</b>	110,000.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			<b>3b</b>	

## Part XVI-A Analysis of Income-Producing Activities

**Enter gross amounts unless otherwise indicated.**

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue:						
<b>a</b> _____						
<b>b</b> _____						
<b>c</b> _____						
<b>d</b> _____						
<b>e</b> _____						
<b>f</b> _____						
<b>g</b> Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments . . . . .						
<b>3</b> Interest on savings and temporary cash investments						
<b>4</b> Dividends and interest from securities . . . . .				14	66,501.	
<b>5</b> Net rental income or (loss) from real estate:						
<b>a</b> Debt-financed property . . . . .						
<b>b</b> Not debt-financed property . . . . .						
<b>6</b> Net rental income or (loss) from personal property .						
<b>7</b> Other investment income . . . . .						
<b>8</b> Gain or (loss) from sales of assets other than inventory				18	122,248.	
<b>9</b> Net income or (loss) from special events . . . .						
<b>10</b> Gross profit or (loss) from sales of inventory . .						
<b>11</b> Other revenue: <b>a</b> _____						
<b>b</b> _____						
<b>c</b> _____						
<b>d</b> _____						
<b>e</b> _____						
<b>12</b> Subtotal. Add columns (b), (d), and (e) . . . .					188,749.	
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .					188,749.	188,749.

## Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign  
Here**

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

Kasen / Kiser

04/29/2014  
Date

**SVP Tax**  
Title

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

BANK OF AMERICA, N.A.

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date \_\_\_\_\_

Check <input type="checkbox"/> if self-employed	PTIN
---	------

Firm's name 

Firm's EIN ▶

Firm's address ►

Phone no.

Form **990-PF** (2013)

HENRY BROOKS TRUST C

04-6785966

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	1,372.	1,372.
FOREIGN DIVIDENDS	8,663.	8,663.
NONDIVIDEND DISTRIBUTIONS	1,493.	
DOMESTIC DIVIDENDS	18,207.	18,207.
OTHER INTEREST	50.	50.
NONQUALIFIED FOREIGN DIVIDENDS	3,517.	3,517.
NONQUALIFIED DOMESTIC DIVIDENDS	33,199.	33,199.
	-----	-----
TOTAL	66,501.	65,008.
	=====	=====

HENRY BROOKS TRUST C

04-6785966

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PARTNERSHIP INCOME		12.
	-----	-----
TOTALS	=====	=====
		12.
		=====



HENRY BROOKS TRUST C

04-6785966

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.
	=====	=====	=====	=====

HENRY BROOKS TRUST C

04-6785966

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	148.	148.
EXCISE TAX - PRIOR YEAR	973.	
EXCISE TAX ESTIMATES	3,300.	
FOREIGN TAXES ON QUALIFIED FOR	633.	633.
FOREIGN TAXES ON NONQUALIFIED	282.	282.
	-----	-----
TOTALS	5,336.	1,063.
	=====	=====

HENRY BROOKS TRUST C

04-6785966

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER CHARITABLE EXPENSES	35.		35.
OTHER INVESTMENT FEE	6.	6.	
PARTNERSHIP EXPENSES		196.	
TOTALS	41.	202.	35.
	=====	=====	=====

HENRY BROOKS TRUST C

04-6785966

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
464286772 ISHARES MSCI SOUTH K	11,309.	16,168.
464287465 ISHARES MSCI EAFE ET	64,694.	92,256.
464287507 ISHARES CORE S&P MID	25,532.	32,114.
464287804 CEF ISHARES CORE S&P	25,595.	34,376.
46429B606 ISHARES MSCI POLAND	10,048.	11,130.
78463X863 SPDR DJ WILSHIRE INT	37,451.	35,844.
922042858 VANGUARD FTSE EMERGI	115,945.	112,107.
922908553 VANGUARD REIT ETF	119,786.	112,980.
032511107 ANADARKO PETE CORP C	12,040.	13,484.
26875P101 EOG RES INC COM	13,899.	22,658.
56585A102 MARATHON PETE CORP C	7,728.	8,714.
637071101 NATIONAL OILWELL VAR	7,720.	10,737.
674599105 OCCIDENTAL PETE CORP	6,013.	11,888.
780259206 ROYAL DUTCH SHELL PL	18,529.	18,174.
806857108 SCHLUMBERGER LTD COM	13,596.	19,374.
260543103 DOW CHEM CO COM	11,313.	17,538.
767204100 RIO TINTO PLC SPONSO	12,308.	14,108.
G29183103 EATON CORP PLC COM	10,904.	13,702.
H89128104 TYCO INTL LTD NEW F	5,810.	13,133.
31428X106 FEDEX CORP COM	10,600.	14,377.
438516106 HONEYWELL INTL INC C	15,950.	23,299.
445658107 HUNT J B TRANS SVCS	8,421.	15,074.
913017109 UNITED TECHNOLOGIES	11,292.	34,709.
023135106 AMAZON COM INC COM	6,908.	21,933.
254687106 DISNEY WALT CO COM D	11,319.	25,212.
25470M109 DISH NETWORK CORP CO	8,099.	13,032.
548661107 LOWES COS INC COM	11,877.	18,829.
580135101 MCDONALDS CORP COM	12,379.	13,099.
85590A401 STARWOOD HOTELS & RE	8,922.	11,123.

## HENRY BROOKS TRUST C

04-6785966

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
872540109 TJX COS INC NEW COM	7,260.	22,624.
918204108 V F CORP COM	9,713.	14,962.
22160K105 COSTCO WHSL CORP NEW	8,880.	14,282.
518439104 LAUDER ESTEE COS INC	7,543.	8,285.
713448108 PEPSICO INC COM	17,367.	22,809.
718172109 PHILIP MORRIS INTL I	12,097.	26,575.
742718109 PROCTER & GAMBLE CO	23,640.	27,679.
018490102 ALLERGAN INC COM	8,692.	14,996.
125509109 CIGNA CORP COM	10,414.	20,120.
30219G108 EXPRESS SCRIPTS HLDG	14,038.	17,911.
375558103 GILEAD SCIENCES INC	6,093.	24,032.
478160104 JOHNSON & JOHNSON CO	23,120.	31,141.
58155Q103 MCKESSON CORP COM	3,758.	16,140.
883556102 THERMO FISHER SCIENT	6,598.	15,032.
92532F100 VERTEX PHARMACEUTICA	3,458.	5,201.
H0023R105 ACE LTD COM	14,542.	18,118.
172967424 CITIGROUP INC NEW CO	12,293.	25,534.
38141G104 GOLDMAN SACHS GROUP	14,083.	20,385.
46625H100 J P MORGAN CHASE & C	16,485.	25,731.
693475105 PNC FINL SVCS GROUP	13,689.	24,050.
74144T108 PRICE T ROWE GROUP I	6,722.	11,309.
949746101 WELLS FARGO & CO NEW	17,568.	28,375.
G1151C101 ACCENTURE PLC CL A C	8,834.	13,566.
Y0486S104 AVAGO TECHNOLOGIES L	7,381.	11,369.
037833100 APPLE INC COM	10,106.	28,051.
177376100 CITRIX SYS INC COM	11,075.	9,804.
268648102 EMC CORP COM	10,259.	23,390.
278642103 EBAY INC COM	8,888.	9,327.
38259P508 GOOGLE INC CL A COM	14,783.	28,018.

## HENRY BROOKS TRUST C

04-6785966

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
459200101 INTERNATIONAL BUSINE	4,455.	10,316.
461202103 INTUIT COM	6,714.	11,448.
594918104 MICROSOFT CORP COM	15,822.	25,065.
68389X105 ORACLE CORP COM	13,341.	15,304.
747525103 QUALCOMM INC COM	14,396.	18,934.
92343V104 VERIZON COMMUNICATIO	19,579.	25,799.
92857W209 VODAFONE GROUP PLC S	7,911.	11,596.
748356102 QUESTAR CORP COM	6,319.	9,771.
816851109 SEMPRA ENERGY COM	7,249.	12,566.
466001864 IVY ASSET STRATEGY F	50,000.	61,106.
197199409 COLUMBIA ACORN FUND	66,971.	107,973.
19765N567 COLUMBIA SMALL CAP V	29,184.	43,335.
19765P596 COLUMBIA SMALL CAP G	76,577.	102,625.
693390841 PIMCO HIGH YIELD FD	96,726.	100,491.
722005667 PIMCO COMMODITY REAL	80,000.	66,344.
19765N468 COLUMBIA INTERMEDIAT	383,826.	396,680.
72200Q182 PIMCO ALL ASSET ALL	138,688.	126,031.
197199813 COLUMBIA ACORN INTER	22,218.	30,219.
19765Y852 COLUMBIA EMERGING MA	55,000.	53,531.
302993993 MID CAP VALUE CTF	27,748.	34,842.
	-----	-----
TOTALS	2,088,090.	2,623,964.
	=====	=====

HENRY BROOKS TRUST C

04-6785966

FORM 990PF, PART II - OTHER INVESTMENTS  
=====

DESCRIPTION -----	COST/ FMV C OR F -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV -----
73935S105 POWERSHARES DB COMMO	C	24,977.	24,977.	22,453.
TOTALS		24,977.	24,977.	22,453.
		=====	=====	=====



HENRY BROOKS TRUST C

04-6785966

## FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

-----

AMOUNT

-----

RECOVERY ADJUSTMENT

1,000.

PARTNERSHIP TRANSACTION ADJUSTMENT

1,506.

TOTAL

-----  
2,506.

=====





HENRY BROOKS TRUST C

04-6785966

## FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

## DESCRIPTION

## AMOUNT

INCOME ADJUSTMENT	3,651.
ROUNDING	7.
CTF ADJUSTMENT	264.
SECURITIES ADJUSTMENT	343.
	-----
TOTAL	4,265.
	=====



· HENRY BROOKS TRUST C

04-6785966

## GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS  
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS

1,014.00

-----

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

-----  
1,014.00

=====

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

COMMON TRUST FUNDS

1,504.00

PARTNERSHIPS, TRUSTS, S CORPORATIONS

-1,506.00

-----

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

-----  
-2.00

=====



HENRY BROOKS TRUST C

04-6785966

FORM 990PF, PART VII-B, LN 5(c) EXPENDITURE RESPONSIBILITY STATEMENT  
=====

NAME:

SEE ATTACHED STATEMENT

STATEMENT 14



HENRY BROOKS TRUST C

04-6785966

## FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

## OFFICER NAME:

VIRGINIA A KAVANAUGH

## ADDRESS:

89 PICKERING ST

DANVERS, MA 01923

## TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION ..... 3,563.

## OFFICER NAME:

BANK OF AMERICA

## ADDRESS:

100 FEDERAL STREET

BOSTON, MA 02109

## TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION ..... 23,090.

COMPENSATION EXPLANATION:

SEE FOOTNOTE

TOTAL COMPENSATION:

26,653.

=====

XXXX

HENRY BROOKS TRUST C 04-6785966  
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

## RECIPIENT NAME:

AMERICAN HEART ASSOCIATION

## RELATIONSHIP:

N/A

## PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 11,000.

## RECIPIENT NAME:

UNIVERSITY OF MASSACHUSETTS

## RELATIONSHIP:

N/A

## PURPOSE OF GRANT:

SCHOLARSHIP

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 2,200.

## RECIPIENT NAME:

MASSACHUSETTS MARITIME ACADEMY

## RELATIONSHIP:

N/A

## PURPOSE OF GRANT:

SCHOLARSHIP

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 2,200.

## RECIPIENT NAME:

EMMANUEL COLLEGE

## RELATIONSHIP:

N/A

## PURPOSE OF GRANT:

SCHOLARSHIP

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 2,200.



HENRY BROOKS TRUST C  
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

04-6785966

RECIPIENT NAME:  
NORTHERN ESSEX COMMUNITY COLLEGE  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 2,200.

RECIPIENT NAME:  
UMASS AMHERST  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 2,200.

RECIPIENT NAME:  
CARROLL CENTER  
ATTN: JOSEPH E. ABELY PRESIDENT  
ADDRESS:  
CARROLL CENTER FOR THE BLIND  
NEWTON, MA 02458-2530  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 11,000.

~~CONFIDENTIAL~~

HENRY BROOKS TRUST C

04-6785966

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

## RECIPIENT NAME:

KNIGHTS OF COLUMBUS DANVERS MA

## ADDRESS:

DANVERS K OF C YOUTH SERVICES

DANVERS, MA 01923-2835

## RELATIONSHIP:

N/A

## PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

EOF

AMOUNT OF GRANT PAID ..... 11,000.

## RECIPIENT NAME:

ST MARY OF THE ANNUNCIATION

MRS SHARON THURSTON

## ADDRESS:

14 OTIS ST

DANVERS, MA 01923-1966

## RELATIONSHIP:

N/A

## PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 11,000.

## RECIPIENT NAME:

AMERICAN CANCER SOCIETY

## ADDRESS:

NATL OFFICE OF PROB &amp; TR MGT SER

OKLAHOMA CITY, OK 73172-0366

## RELATIONSHIP:

N/A

## PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 11,000.



~~CONFIDENTIAL~~

HENRY BROOKS TRUST C  
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

04-6785966

## RECIPIENT NAME:

THE SALVATION ARMY

## ADDRESS:

ATTN: RICHARD D. ALLEN  
WEST NYACK, NY 10994-1753

## RELATIONSHIP:

N/A

## PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 11,000.

## RECIPIENT NAME:

AMERICAN RED CROSS OF MASS BAY

## RELATIONSHIP:

N/A

## PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 11,000.

## RECIPIENT NAME:

DISCALCED CARMELITE NUNS DANVERS

REV MOTHER Prioress O C D

## ADDRESS:

15 MOUNT CARMEL RD  
DANVERS, MA 01923-3715

## RELATIONSHIP:

N/A

## PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 11,000.



HENRY BROOKS TRUST C

04-6785966

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

## RECIPIENT NAME:

MARYKNOLL FATHERS &amp; BROTHERS

REV RICHARD B CALLAHAN TREASURER

## ADDRESS:

PO BOX 306

MARYKNOLL, NY 10545-0306

## RELATIONSHIP:

N/A

## PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 11,000.

TOTAL GRANTS PAID:

110,000.  
=====



HENRY BROOKS TRUST C

04-6785966

## FEDERAL FOOTNOTES

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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.

**Expenditure Report**  
**KNIGHTS OF COLUMBUS DANVERS MASSACHUSSETTS**

Knights of Columbus Danvers Massachussets  
Danvers K of C Youth Services  
35 Elm Street  
Danvers, MA 01923-2835

NAME OF TRUST: **HENRY BROOKS TRUST C**  
ACCOUNT #:

To Bank of America, N.A., in its capacity as Trustee:

The following constitutes the expenditure report for Knights of Columbus Danvers for the period of **January 1, 2013 through December 31, 2013** for a distribution totaling \$11,000 ("distributed funds") received by Knights of Columbus Danvers. We certify that the funds have been used exclusively for the charitable purposes set forth in the trust distribution agreement letter.

Attached is a report showing expenditures of the distributed funds during the fiscal year by amount and purpose.

No part of the distributed funds or interest earned on the funds were used for any of the following purposes:

- (i) carrying on propaganda or attempting to influence legislation,
- (ii) influencing the outcome of any election for public office or carrying on directly or indirectly any voter registration drive,
- (iii) making grants to individuals or organizations that do not comply with sections 4945(d)(3) or (d)(4) of the Code, or
- (iv) for any non-charitable purpose, that is, any purpose not described in section 170(c)(2)(B) of the Code.

I further certify that Knights of Columbus Danvers has not diverted any portion of the distributed funds from the purpose of the grant, that this organization has complied with the terms of the grant and that this organization has met its minimum required distribution for the most recently completed fiscal year. I am authorized to sign this report on behalf of the trust beneficiary. I have examined the foregoing statements, including the attached Expenditure Responsibility Report, and they are true, correct and complete, to the best of my knowledge.

By: *Vincent J. Moely*  
Its *Chairman*

Telephone Number: 781-330-9421 mobile

Date: 3/17/14

**No Assignment or Delegation:**

You may not assign, or otherwise transfer, your rights or delegate any of your obligations under this agreement.

**Records and Reports:**

You are required to keep a record of all distributed funds from this trust. All distributed funds must be used for charitable purposes and you must provide an annual detailed accounting of the expenditure of all distributed funds.

You also agree to provide any other information reasonably requested by the trustee. Your books and records are to be made available for the Trust's inspection at reasonable times. If your organization obtains any audited financial statements covering any period for which you have previously reported, please provide a copy to the trustee as well. You are required to keep the financial records with respect to the distributed funds, along with copies of any reports submitted to the trustee, for at least four years.

**Required Notification:**

You are required to provide the trustee with immediate written notification of: (1) any changes in your organization's tax-exempt status; (2) your inability to expend the distributed funds for the purposes stated; or (3) any expenditure of funds received from this trust made for any purpose other than those for which the distributed funds were intended.

**Right to Modify or Revoke:**

The trustee reserves the right to withhold any distributions to be made under this Trust and petition the court for direction if, in the trustee's sole discretion, such action is necessary to comply with the requirements of any law or regulation applicable to you, the Trust or any distributions thereunder

The undersigned certify that they are duly elected and authorized officers of Knights of Columbus Danvers Massachussets and that, as such, are authorized to obligate the organization to observe all of the terms and conditions of this agreement, and in consideration for the distributions from the Henry Brooks Trust C, to make, execute and deliver on behalf of the organization all agreements, representations, receipts, reports and other instruments of every kind.

ACCEPTED AND AGREED TO:

KNIGHTS OF COLUMBUS DANVERS MASSACHUSSETS

Vincent J. Mackey

Board Chair (typed/printed)

Vincent J. Mackey

Board Chair (signature)/Date

John Wood

Grandbury, Ct

Executive Director (typed/printed)

John P. Wood

Executive Director (signature)/Date

## EXPENDITURE RESPONSIBILITY REPORT

Date of report: \_\_\_\_\_

Report period: January 1, 2013 through December 31, 2013

Name and address of organization: \_\_\_\_\_

Amounts and dates of distributions received during the period of January 1, 2013 through December 31, 2013:

<u>Date</u>	<u>Amount</u>
7/2/2013	\$11,000.

Describe the uses of the distributed funds. Attach additional pages, if needed:

See Attached  
Report for 2013  
Ym

Itemize all amounts spent from the distributed funds including salaries, travel and supplies (attach additional pages, if needed):

<u>Date</u>	<u>Amount</u>	<u>Purpose</u>
-------------	---------------	----------------

By: \_\_\_\_\_

Its \_\_\_\_\_

Date: \_\_\_\_\_

Vincent, March  
Chair  
3/17/14





**HENRY BROOKS TRUST C**  
**04-6785966**  
**Balance Sheet**  
**12/31/2013**



<b>Cusip</b>	<b>Asset</b>	<b>Units</b>	<b>Basis</b>	<b>Market Value</b>
	Cash/Cash Equivalent	116753 400	116,753 40	116,753.40
018490102	ALLERGAN INC	135.000	8,691 90	14,995 80
023135106	AMAZON COM INC	55 000	6,907 53	21,933 45
032511107	ANADARKO PETE CORP	170 000	12,039 58	13,484 40
037833100	APPLE INC	50.000	10,106 42	28,051 00
125509109	CIGNA CORP	230 000	10,414 11	20,120 40
172967424	CITIGROUP INC	490 000	12,293 37	25,533 90
177376100	CITRIX SYS INC	155 000	11,074 78	9,803.75
197199409	COLUMBIA ACORN FUND	2893 161	66,971 38	107,972 77
197199813	COLUMBIA ACORN INTERNATIONAL	647 372	22,217 81	30,219.32
19765N468	COLUMBIA INTERMEDIATE BOND	44321 739	383,826 26	396,679.56
19765N567	COLUMBIA SMALL CAP VALUE I FUND	852 713	29,184 15	43,334.87
19765P596	COLUMBIA SMALL CAP GROWTH I	3117 399	76,576 50	102,624.78
19765Y852	COLUMBIA EMERGING MARKETS	5248 092	55,000 00	53,530 54
22160K105	COSTCO WHSL CORP NEW	120 000	8,880 04	14,282.40
254687106	DISNEY WALT CO	330 000	11,319.26	25,212 00
25470M109	DISH NETWORK CORP	225 000	8,099 42	13,032 00
260543103	DOW CHEM CO	395 000	11,312 84	17,538.00
268648102	EMC CORP	930 000	10,259 01	23,389 50
26875P101	EOG RES INC	135 000	13,899 19	22,658.40
278642103	EBAY INC	170 000	8,888 16	9,327.05
30219G108	EXPRESS SCRIPTS HLDG CO	255 000	14,038 21	17,911 20
302993993	MID CAP VALUE CTF	1325.918	27,748 43	34,842 21
31428X106	FEDEX CORP	100.000	10,600 14	14,377.00
375558103	GILEAD SCIENCES INC	320.000	6,093 16	24,032 00
38141G104	GOLDMAN SACHS GROUP INC	115.000	14,083 17	20,384.90
38259P508	GOOGLE INC	25.000	14,783.14	28,017.75
438516106	HONEYWELL INTL INC	255.000	15,949 52	23,299.35
445658107	HUNT J B TRANS SVCS INC	195.000	8,421 38	15,073.50
459200101	INTERNATIONAL BUSINESS MACHS	55.000	4,455.41	10,316.35
461202103	INTUIT	150 000	6,713 82	11,448 00
464286772	ISHARES MSCI SOUTH KOREA	250.000	11,309 33	16,167.50
464287465	ISHARES MSCI EAFE ETF	1375 000	64,693 75	92,255.63
464287507	ISHARES CORE S&P MID CAP ETF	240 000	25,532 40	32,114.40

**HENRY BROOKS TRUST C**  
**04-6785966**  
**Balance Sheet**  
**12/31/2013**



<b>Cusip</b>	<b>Asset</b>	<b>Units</b>	<b>Basis</b>	<b>Market Value</b>
464287804	CEF ISHARES CORE S&P SMALL-CAP	315 000	25,595.33	34,375.95
46429B606	ISHARES MSCI POLAND CAPPED ETF	375 000	10,047 64	11,130.00
466001864	IVY ASSET STRATEGY FUND	1892 985	50,000.00	61,105.56
46625H100	J P MORGAN CHASE & CO	440 000	16,484.83	25,731.20
478160104	JOHNSON & JOHNSON	340 000	23,120 19	31,140 60
518439104	LAUDER ESTEE COS INC	110 000	7,543 06	8,285.20
548661107	LOWES COS INC	380 000	11,876 63	18,829.00
56585A102	MARATHON PETE CORP	95 000	7,727.95	8,714 35
580135101	MCDONALDS CORP	135.000	12,378 52	13,099.05
58155Q103	MCKESSON CORP	100.000	3,757 65	16,140.00
594918104	MICROSOFT CORP	670 000	15,822.09	25,064.70
637071101	NATIONAL OILWELL VARCO INC	135 000	7,719 96	10,736.55
674599105	OCCIDENTAL PETE CORP DEL	125 000	6,012.83	11,887 50
68389X105	ORACLE CORP	400 000	13,340.96	15,304 00
693390841	PIMCO HIGH YIELD FD	10456 893	96,726.26	100,490 74
693475105	PNC FINL SVCS GROUP INC	310.000	13,688.96	24,049 80
713448108	PEPSICO INC	275 000	17,367 01	22,808.50
718172109	PHILIP MORRIS INTL INC	305 000	12,097 37	26,574.65
722005667	PIMCO COMMODITY REALRETURN	12084.592	80,000 00	66,344.41
72200Q182	PIMCO ALL ASSET ALL AUTH FUND	12730 415	138,687.70	126,031.11
73935S105	POWERSHARES DB COMMODITY	875.000	24,976 88	22,452.50
74144T108	PRICE T ROWE GROUP INC	135.000	6,721 80	11,308 95
742718109	PROCTER & GAMBLE CO	340.000	23,640 10	27,679 40
747525103	QUALCOMM INC	255 000	14,395.86	18,933 75
748356102	QUESTAR CORP	425.000	6,319 30	9,770.75
767204100	RIO TINTO PLC	250.000	12,307.83	14,107.50
780259206	ROYAL DUTCH SHELL PLC	255 000	18,529 33	18,173 85
78463X863	SPDR DJ WILSHIRE INTL REAL	870.000	37,450.87	35,844 00
806857108	SCHLUMBERGER LTD	215 000	13,595 78	19,373.65
816851109	SEMPRA ENERGY	140 000	7,248.56	12,566 40
85590A401	STARWOOD HOTELS & RESORTS	140 000	8,921 55	11,123.00
872540109	TJX COS INC NEW	355 000	7,260.35	22,624 15
883556102	THERMO FISHER SCIENTIFIC CORP	135 000	6,597 86	15,032.25
913017109	UNITED TECHNOLOGIES CORP	305.000	11,292.26	34,709.00

HENRY BROOKS TRUST C  
04-6785966  
Balance Sheet  
12/31/2013



Cusip	Asset	Units	Basis	Market Value
918204108	V F CORP	240.000	9,712.90	14,961.60
922042858	VANGUARD FTSE EMERGING MKTS	2725.000	115,944.61	112,106.50
922908553	VANGUARD REIT	1750.000	119,785.70	112,980.00
92343V104	VERIZON COMMUNICATIONS INC	525.000	19,578.50	25,798.50
92532F100	VERTEX PHARMACEUTICALS INC	70.000	3,458.30	5,201.00
92857W209	VODAFONE GROUP PLC	295.000	7,910.66	11,596.45
949746101	WELLS FARGO & CO	625.000	17,567.50	28,375.00
G1151C101	ACCENTURE PLC	165.000	8,833.83	13,566.30
G29183103	EATON CORP PLC	180.000	10,904.04	13,701.60
H0023R105	ACE LTD	175.000	14,542.12	18,117.75
H89128104	TYCO INTL LTD	320.000	5,810.12	13,132.80
Y0486S104	AVAGO TECHNOLOGIES LTD	215.000	7,380.65	11,368.99
		Totals	2,229,819.17	2,763,165.58