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Form **990-PF**

# Return of Private Foundation

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

OMB No. 1545-0052

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

▶ 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](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

A Employer identification number

**UW GLADYS BROOKS FOUNDATION****13-2955337**

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

Room/suite

**P.O. BOX 1802**

B Telephone number (see instructions)

City or town, state or province, country, and ZIP or foreign postal code

**PROVIDENCE****RI 02901-1802**

Check all that apply

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

C If exemption application is pending, check here

☐

D 1 Foreign organizations, check here

☐

2. Foreign organizations meeting the 85% test, check here and attach computation

☐

E If private foundation status was terminated under section 507(b)(1)(A), check here

☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

☐Check type of organization: ☒ Section 501(c)(3) exempt private foundationSection 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

Fair market value of all assets at

J Accounting method.

☒

Cash

☐

Accrual

End of year (from Part II, col. (c),

☐ Other (specify)line 16) ▶ \$ **37,410,183** (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (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	291,027	291,027		
	4 Dividends and interest from securities	507,290	507,290		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	582,720			
	b Gross sales price for all assets on line 6a	6,199,838			
	7 Capital gain net income (from Part IV, line 2)		582,720		
	8 Net short-term capital gain			0	
	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)					
12 Total. Add lines 1 through 11	1,381,037	1,381,037	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	292,232	206,759		85,473
	14 Other employee salaries and wages	76,038			76,038
	15 Pension plans, employee benefits	17,517			17,517
	16a Legal fees (attach schedule) See Stmt 1	8,339			8,339
	b Accounting fees (attach schedule) Stmt 2	23,213			23,213
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt 3	15,196	15,196		
	19 Depreciation (attach schedule) and depletion Stmt 4	1,464			
	20 Occupancy	27,383			27,383
	21 Travel, conferences, and meetings	1,129			1,129
	22 Printing and publications	160			160
	23 Other expenses (att. sch.) Stmt 5	12,866	1,290		11,576
	24 Total operating and administrative expenses. Add lines 13 through 23	475,537	223,245	0	250,828
	25 Contributions, gifts, grants paid	1,435,782			1,435,782
26 Total expenses and disbursements. Add lines 24 and 25	1,911,319	223,245	0	1,686,610	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	-530,282				
b Net investment income (if negative, enter -0-)		1,157,792			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

DAA

Form 990-PF (2013)

9-14

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<b>Part II Balance Sheets</b>		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
<b>Assets</b>	1	Cash – non-interest-bearing		-10,293	4,101	4,101
	2	Savings and temporary cash investments		3,073,155	5,143,115	5,143,161
	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 (att. schedule) ▶				
		Less: allowance for doubtful accounts ▶	0			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U.S. and state government obligations (attach schedule) Stmt 6		2,011,116		
	b	Investments – corporate stock (attach schedule) See Stmt 7		13,878,378	14,166,185	25,129,508
	c	Investments – corporate bonds (attach schedule) See Stmt 8		7,377,342	6,517,570	6,592,231
	11	Investments – land, buildings, and equipment basis ▶				
<b>Liabilities</b>		Less: accumulated depreciation (attach sch.) ▶				
	12	Investments – mortgage loans				
	13	Investments – other (attach schedule) See Statement 9		447,025	415,626	537,055
	14	Land, buildings, and equipment basis ▶	4,968			
		Less: accumulated depreciation (attach sch.) ▶ Stmt 10	3,875	1,249	1,093	1,093
	15	Other assets (describe ▶ See Statement 11 )		3,034	3,034	3,034
	16	<b>Total assets</b> (to be completed by all filers – see the instructions. Also, see page 1, item I)		26,781,006	26,250,724	37,410,183
	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
<b>Net Assets or Fund Balances</b>	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)		0	0	
		<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> ▶ <input type="checkbox"/>				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds		26,781,006	26,781,006	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds			-530,282	
	30	<b>Total net assets or fund balances</b> (see instructions)		26,781,006	26,250,724	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)		26,781,006	26,250,724	

**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	26,781,006
2	Enter amount from Part I, line 27a	2	-530,282
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	26,250,724
5	Decreases not included in line 2 (itemize) ▶	5	
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	26,250,724

**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 US TRUST - SCHEDULE ATTACHED</b>		<b>P</b>	<b>07/11/12</b>	<b>03/11/13</b>
<b>b US TRUST - SCHEDULE ATTACHED</b>		<b>P</b>	<b>06/04/09</b>	<b>03/11/13</b>
<b>c US TRUST - SCHEDULE ATTACHED</b>		<b>P</b>	<b>Various</b>	<b>Various</b>
<b>d US TRUST CO-CAP GAIN DISTRIBUTU</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 137,636</b>		<b>75,638</b>	<b>61,998</b>
<b>b 47,421</b>		<b>29,632</b>	<b>17,789</b>
<b>c 6,013,369</b>		<b>5,511,848</b>	<b>501,521</b>
<b>d 1,412</b>			<b>1,412</b>
<b>e</b>			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			<b>61,998</b>
<b>b</b>			<b>17,789</b>
<b>c</b>			<b>501,521</b>
<b>d</b>			<b>1,412</b>
<b>e</b>			

**2** Capital gain net income or (net capital loss)

If gain, also enter in Part I, line 7  
If (loss), enter -0- in Part I, line 7

**2****582,720****3** Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in  
Part I, line 8

**3****61,998****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	<b>1,702,472</b>	<b>34,116,332</b>	<b>0.049902</b>
2011	<b>1,654,257</b>	<b>33,957,038</b>	<b>0.048716</b>
2010	<b>1,318,544</b>	<b>32,665,932</b>	<b>0.040364</b>
2009	<b>1,622,358</b>	<b>31,231,727</b>	<b>0.051946</b>
2008	<b>1,842,662</b>	<b>35,411,745</b>	<b>0.052035</b>

**2** Total of line 1, column (d)**2****0.242963****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****0.048593****4** Enter the net value of noncharitable-use assets for 2013 from Part X, line 5**4****35,917,451****5** Multiply line 4 by line 3**5****1,745,337****6** Enter 1% of net investment income (1% of Part I, line 27b)**6****11,578****7** Add lines 5 and 6**7****1,756,915****8** Enter qualifying distributions from Part XII, line 4**8****1,686,610**

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)**

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter. (attach copy of letter if necessary—see instructions)		
<b>b</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	<b>1</b>	<b>23,156</b>
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	<b>0</b>
<b>3</b>	Add lines 1 and 2	<b>3</b>	<b>23,156</b>
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	<b>0</b>
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	<b>23,156</b>
<b>6</b>	Credits/Payments.		
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	<b>22,038</b>
<b>b</b>	Exempt foreign organizations — tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	<b>22,038</b>
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	<b>14</b>
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	<b>1,132</b>
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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?		<b>X</b>
<b>1b</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 <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		<b>X</b>
<b>1c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		<b>X</b>
<b>d</b> 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"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> 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		<b>X</b>
<b>3</b> 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		<b>X</b>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<b>X</b>
<b>4b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		<b>X</b>
<b>6</b> 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?	<b>6</b>	<b>X</b>
<b>7</b> 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	<b>7</b>	<b>X</b>
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <b>NY</b>		
<b>b</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	<b>8b</b>	<b>X</b>
<b>9</b> 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	<b>9</b>	<b>X</b>
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	<b>10</b>	<b>X</b>

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>WWW.GLADYSBROOKSFOUNDATION.ORG</b>	13	X	
14	The books are in care of ► <b>PRIVATE BANK TAX SERVICES</b> <b>P.O. BOX 1802</b> Located at ► <b>PROVIDENCE</b>	Telephone no. ► <b>401-278-8952</b> ZIP+4 ► <b>02901-1802</b>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	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? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20		
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.)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

**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)? **N/A** ☐ **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** ☐ Yes ☐ No

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

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

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

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

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (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
US TRUST COMPANY P.O. BOX 1802	PROVIDENCE RI 02901-1802	TRUSTEE 40.00	217,232	0
CHRISTOPHER R. HAWKINS 26 HERMAN SAVAGE ROAD	LANCASTER NH 03584	GOVERNOR part time 0.00	25,000	0
JAMES J DALY, ESQ 750 BEACH ROAD APT 302	VERO BEACH FL 32963	GOVERNOR part time 0.00	25,000	0
THOMAS Q. MORRIS, MD P.O. BOX 223	DELHI NY 13753	GOVERNOR part time 0.00	25,000	0

**2 Compensation of five highest-paid employees (other than those included on line 4 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
KATHLEEN P PETRY GLADYS BROOKS FDN P.O. BOX 1802	PROVIDENCE RI 02901-1802	ADMINISTRATO 35.00	76,038	17,517

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

**0**

**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		
Total number of others receiving over \$50,000 for professional services		0

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

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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



**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>	<b>31,947,633</b>
<b>b</b>	Average of monthly cash balances	<b>1b</b>	<b>4,512,657</b>
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	<b>4,127</b>
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	<b>36,464,417</b>
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	<b>0</b>
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	<b>0</b>
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	<b>36,464,417</b>
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	<b>4</b>	<b>546,966</b>
<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>	<b>35,917,451</b>
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	<b>1,795,873</b>

**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>	<b>1,795,873</b>
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	<b>23,156</b>
<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>	<b>23,156</b>
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	<b>1,772,717</b>
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	<b>1,772,717</b>
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<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>	<b>1,772,717</b>

**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>	<b>1,686,610</b>
<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>	
<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>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<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>	<b>1,686,610</b>
<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>	<b>0</b>
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	<b>1,686,610</b>

**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				<b>1,772,717</b>
<b>2</b> Undistributed income, if any, as of the end of 2013:				
<b>a</b> Enter amount for 2012 only				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008	<b>82,797</b>			
<b>b</b> From 2009	<b>48,310</b>			
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012	<b>16,579</b>			
<b>f</b> Total of lines 3a through e	<b>147,686</b>			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ <b>1,686,610</b>				
<b>a</b> Applied to 2012, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required – see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required – see instructions)				
<b>d</b> Applied to 2013 distributable amount				<b>1,686,610</b>
<b>e</b> Remaining amount distributed out of corpus				
<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).)	<b>86,107</b>			<b>86,107</b>
<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	<b>61,579</b>			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b				
<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				
<b>d</b> Subtract line 6c from line 6b. Taxable amount – see instructions				
<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				<b>0</b>
<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)				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	<b>61,579</b>			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009	<b>45,000</b>			
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012	<b>16,579</b>			
<b>e</b> Excess from 2013				

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

<b>1a</b>	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>N/A</b>				
<b>b</b>	Check box to indicate whether the foundation is a private operating foundation described in section	<input type="checkbox"/> 4942(j)(3) or	<input type="checkbox"/> 4942(j)(5)			
<b>2a</b>	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	<b>Tax year</b>	<b>Prior 3 years</b>			<b>(e) Total</b>
		<b>(a) 2013</b>	<b>(b) 2012</b>	<b>(c) 2011</b>	<b>(d) 2010</b>	
<b>b</b>	85% of line 2a					
<b>c</b>	Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b>	Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b>	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
<b>3</b>	Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b>	"Assets" alternative test – enter:					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b>	"Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b>	"Support" alternative test – enter:					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

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

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)  
**NONE**

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.  
**NONE**

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

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

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

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

**c** Any submission deadlines:  
**SEE ATTACHED**

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

**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</b> Paid during the year <b>SEE ATTACHED</b>				<b>1,435,782</b>
<b>Total</b>			<b>3a</b>	<b>1,435,782</b>
<b>b</b> Approved for future payment <b>N/A</b>				
<b>Total</b>			<b>3b</b>	

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

Enter gross amounts unless otherwise indicated

**1 Program service revenue:**

a \_\_\_\_\_

b \_\_\_\_\_

c \_\_\_\_\_

d \_\_\_\_\_

e \_\_\_\_\_

f \_\_\_\_\_

**g Fees and contracts from government agencies**

## 2 Membership dues and assessments

### 3 Interest on savings and temporary cash investments

#### 4 Dividends and interest from securities

**5 Net rental income or (loss) from real estate**

**a Debt-financed property**

**b Not debt-financed property**

**6 Net rental income or (loss) from personal property**

7 Other investment income

**8 Gain or (loss) from sales of assets other than inventory**

**9 Net income or (loss) from special events**

**10** Gross profit or (loss) from sales of inventory

**11 Other revenue: a**

**b**

**C**

**d**

e

**12 Subtotal. Add columns (b), (d), and (e)**

**13 Total.** Add line 12, columns (b), (d), and (e)

13	1,381,037
----	-----------

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]




<b>Part XVII</b>	<b>Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations</b>
------------------	----------------------------------------------------------------------------------------------------------------------

		Yes	No
<b>1</b>	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
<b>b</b>	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	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
N/A		

<p><b>Sign Here</b></p> <p>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.</p> <p>  </p> <p>Signature of officer or trustee</p>	<p>  </p> <p>Date</p> <p>  </p> <p>Title</p>
-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

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

Paid Preparer Use Only	Print/Type preparer's name <b>Albert M Vanasco</b>		Preparer's signature  <b>Albert M Vanasco</b>		Date <b>05/01/14</b>	Check <input type="checkbox"/> if self-employed
	Firm's name ▶ <b>Albert M. Vanasco CPA, PC</b>				PTIN	<b>P00267259</b>
	Firm's address ▶ <b>1325 Franklin Ave Ste 335 Garden City, NY 11530-1631</b>				Firm's EIN ▶	<b>13-3378820</b>
					Phone no	<b>516-741-6766</b>

**UW GLADYS BROOKS FOUNDATION**  
**Schedule D Detail of Short-term Capital Gains and Losses**

[illegible]

UW GLADYS BROOKS FOUNDATION  
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
28% RATE CAPITAL GAINS (LOSSES)					
310. SPDR GOLD TR GOLD SHS	06/04/2009	03/11/2013	47,421.09	29,631.62	17,789.47
TOTAL 28% RATE CAPITAL GAINS (LOSSES)			47,421.00	29,632.00	17,789.00
OTHER CAPITAL GAINS (LOSSES)					
1500. ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR	12/29/2010	01/11/2013	131,331.21	85,714.65	45,616.56
1000. CERNER CORP	08/26/2010	03/11/2013	92,726.02	37,378.10	55,347.92
1000. CHUBB CORPORATION	02/10/2009	03/11/2013	85,645.78	42,467.50	43,178.28
1000. GENUINE PARTS COMPANY	07/08/2010	03/11/2013	74,987.81	40,856.70	34,131.11
4000. LOWES COMPANIES INCORPORATED					
1000. MICROSOFT CORPORATION	04/08/2010	03/11/2013	158,471.24	102,120.00	56,351.24
2000. MICROSOFT CORPORATION	07/01/2009	03/11/2013	27,820.08	24,113.50	3,706.58
16000. MICROSOFT CORPORATION	08/05/2009	03/11/2013	55,640.15	47,710.00	7,930.15
3000. PFIZER INC	04/16/2009	03/11/2013	445,121.21	307,520.00	137,601.21
2000. TARGET CORP	01/07/2011	03/11/2013	84,673.10	54,915.30	29,757.80
800. ZIMMER HLDGS INC COM	05/16/2011	03/11/2013	134,565.98	101,934.00	32,631.98
1000. ACCENTURE PLC CL A COM	11/19/2010	03/11/2013	60,528.64	40,656.64	19,872.00
1000000. WAL MART STORES INC	03/29/2005	03/11/2013	78,254.74	24,476.00	53,778.74
04/29/2003 4.55% 05/01/2011	09/24/2007	05/01/2013	1000000.00	1000000.00	NONE
1000. ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR	12/29/2010	05/09/2013	96,134.54	57,143.10	38,991.44
500000. BERKSHIRE HATHAWAY FIN CORP GTD SR NT	03/09/2009	05/15/2013	500,000.00	506,220.00	-6,220.00
1000000. JOHNSON & JOHNSON 05/22/2003 3.8% 05/15/2013	03/15/2007	05/15/2013	1000000.00	1000000.00	NONE
18370. US BANCORP DEL DEPOSITARY SHS PFD REPSTG 1/1000TH SE	02/17/2012	06/03/2013	459,250.00	500,246.33	-40,996.33
SIEMENS A G SPONSORED ADR		07/30/2013	10,390.40	NONE	10,390.40
SIEMENS A G SPONSORED ADR		07/30/2013	6,112.00	NONE	6,112.00
Totals					

JSA  
3F0970 1 000



**UW GLADYS BROOKS FOUNDATION**  
**Schedule D Detail of Long-term Capital Gains and Losses**

[illegible]

UW GLADYS BROOKS FOUNDATION

FEDERAL CAPITAL GAIN DISTRIBUTIONS  
=====

CAPITAL GAIN DISTRIBUTIONS  
-----

MARSH & MCLENNAN COS INC

384.80

CLASS ACTIONS SETTLEMENT FOR EXCELSIOR FAMI

1,027.52

TOTAL CAPITAL GAIN DISTRIBUTIONS (ROUNDED)

1,412.00

=====

STATEMENT 9

## Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	\$ 8,339	\$	\$	\$ 8,339
Total	\$ 8,339	\$ 0	\$ 0	\$ 8,339

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 23,213	\$	\$	\$ 23,213
Total	\$ 23,213	\$ 0	\$ 0	\$ 23,213

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES	\$ 15,196	\$ 15,196	\$	\$
FEDERAL ESTIMATES-PRINCIPAL				
FEDERAL OVERPAYMENT APPLIED 10				
Total	\$ 15,196	\$ 15,196	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part I, Line 19 - Depreciation

Date Acquired	Description	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
2/01/09	FURNITURE	\$ 911	\$ 509	S/L	7	\$ 130	\$	\$
8/01/09	EQUIPMENT	2,520	1,806	S/L	5	504		

## Federal Statements

Statement 4 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description		Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
EQUIPMENT		12/01/10	\$ 229	\$ 96	S/L	5	\$ 45	\$	\$
COMPUTER EQUIPMENT		3/20/13	1,308		200% DB	5	785		
Total			\$ 4,968	\$ 2,411			\$ 1,464	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses				
OFFICE EXPENSES	9,200			9,200
PAYROLL SERVICE	1,041			1,041
SUPPLIES EXPENSE	415			415
NY AG FILING FEES	750			750
US CERT - US TRSY	170			170
INVESTMENT EXPENSES	1,290	1,290		
Total	\$ 12,866	\$ 1,290	\$ 0	\$ 11,576

Statement 6 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
US TRUST/BANK OF AMERICA	\$ 2,011,116	\$	Cost	\$
Total	\$ 2,011,116	\$ 0		\$ 0

## Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
US TRUST/BANK OF AMERICA	\$ 13,878,378	\$ 14,166,185	Cost	\$ 25,129,508
Total	\$ 13,878,378	\$ 14,166,185		\$ 25,129,508

Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
US TRUST/BANK OF AMERICA	\$ 7,377,342	\$ 6,517,570	Cost	\$ 6,592,231
Total	\$ 7,377,342	\$ 6,517,570		\$ 6,592,231

Statement 9 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
US TRUST/BANK OF AMERICA-COMMODITIES	\$ 447,025	\$ 415,626	Cost	\$ 537,055
Total	\$ 447,025	\$ 415,626		\$ 537,055

Statement 10 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
FURNITURE AND FIXTURES	\$ 402	\$ 911	\$ 639	\$ 272
EQUIPMENT	847	2,749	2,451	298
COMPUTER EQUIPMENT		1,308	785	523
Total	\$ 1,249	\$ 4,968	\$ 3,875	\$ 1,093

**Statement 11 - Form 990-PF, Part II, Line 15 - Other Assets**

Description	Beginning of Year	End of Year	Fair Market Value
SECURITY DEPOSIT	\$ 3,034	\$ 3,034	\$ 3,034
Total	\$ 3,034	\$ 3,034	\$ 3,034

**Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000**

Name of Manager	Amount
NONE	\$
Total	\$ 0

**Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock**

Name of Manager	Amount
NONE	\$
Total	\$ 0

**Form 990-PF, Part XV, Line 2b - Application Format and Required Contents**

Description
SEE ATTACHED

**Form 990-PF, Part XV, Line 2c - Submission Deadlines**

Description
SEE ATTACHED

**Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations**

Description
SEE ATTACHED

Form **4562**

# Depreciation and Amortization

(Including Information on Listed Property)

OMB No 1545-0172

**2013**Department of the Treasury  
Internal Revenue Service (99)

▶ See separate instructions.

▶ Attach to your tax return.

Attachment  
Sequence No **179**

Name(s) shown on return

**UW GLADYS BROOKS FOUNDATION**

Identifying number

**13-2955337**

Business or activity to which this form relates

**Indirect Depreciation****Part I Election To Expense Certain Property Under Section 179****Note:** If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	<b>500,000</b>
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	<b>2,000,000</b>
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2014. Add lines 9 and 10, less line 12	13	

**Note:** Do not use Part II or Part III below for listed property. Instead, use Part V**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	<b>654</b>
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	<b>679</b>

**Part III MACRS Depreciation (Do not include listed property.) (See instructions.)****Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	<b>0</b>
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

**Section B—Assets Placed in Service During 2013 Tax Year Using the General Depreciation System**

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		<b>654</b>	<b>5.0</b>	<b>HY</b>	<b>200DB</b>	<b>131</b>
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
			27 5 yrs.	MM	S/L	
i Nonresidential real property			39 yrs.	MM	S/L	
				MM	S/L	

**Section C—Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System**

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year			40 yrs.	MM	S/L	

**Part IV Summary (See instructions.)**

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22	<b>1,464</b>
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

Form **4562** (2013)

DAA

**There are no amounts for Page 2**

## Federal Asset Report

FYE: 12/31/2013

## Form 990, Page 1

Asset	Description	Date In Service	Cost	Bus %	Sec 179 Bonus	Basis for Depr	PerConv Meth	Prior	Current
<b>5-year GDS Property:</b>									
4	COMPUTER EQUIPMENT	3/20/13	1,308		X	654	5 HY 200DB	0	785
			<u>1,308</u>			<u>654</u>		<u>0</u>	<u>785</u>
<b>Other Depreciation:</b>									
1	FURNITURE	2/01/09	911			911	7 MO S/L	509	130
2	EQUIPMENT	8/01/09	2,520			2,520	5 MO S/L	1,806	504
3	EQUIPMENT	12/01/10	229			229	5 MO S/L	96	45
	<b>Total Other Depreciation</b>		<u>3,660</u>			<u>3,660</u>		<u>2,411</u>	<u>679</u>
	<b>Total ACRS and Other Depreciation</b>		<u>3,660</u>			<u>3,660</u>		<u>2,411</u>	<u>679</u>
	<b>Grand Totals</b>		4,968			4,314		2,411	1,464
	<b>Less: Dispositions and Transfers</b>		0			0		0	0
	<b>Less: Start-up/Org Expense</b>		0			0		0	0
	<b>Net Grand Totals</b>		<u>4,968</u>			<u>4,314</u>		<u>2,411</u>	<u>1,464</u>



**AMT Asset Report**

FYE: 12/31/2013

**Form 990, Page 1**

Asset	Description	Date In Service	Cost	Bus %	Sec 179Bonus	Basis for Depr	PerConv Meth	Prior	Current
<b>5-year GDS Property:</b>									
4	COMPUTER EQUIPMENT	3/20/13	1,308		X	654	5 HY 200DB	0	785
			<u>1,308</u>			<u>654</u>		<u>0</u>	<u>785</u>
<b>Other Depreciation:</b>									
1	FURNITURE	2/01/09	0			0	0 HY	0	0
2	EQUIPMENT	8/01/09	0			0	0 HY	0	0
3	EQUIPMENT	12/01/10	0			0	0 HY	0	0
	<b>Total Other Depreciation</b>		<u>0</u>			<u>0</u>		<u>0</u>	<u>0</u>
	<b>Total ACRS and Other Depreciation</b>		<u>0</u>			<u>0</u>		<u>0</u>	<u>0</u>
	<b>Grand Totals</b>		1,308			654		0	785
	<b>Less: Dispositions and Transfers</b>		<u>0</u>			<u>0</u>		<u>0</u>	<u>0</u>
	<b>Net Grand Totals</b>		<u>1,308</u>			<u>654</u>		<u>0</u>	<u>785</u>

**Bonus Depreciation Report**

FYE: 12/31/2013

<u>Asset</u>	<u>Property Description</u>	<u>Date In Service</u>	<u>Tax Cost</u>	<u>Bus Pct</u>	<u>Tax Sec 179 Exp</u>	<u>Current Bonus</u>	<u>Prior Bonus</u>	<u>Tax - Basis for Depr</u>
<b>Activity: Form 990, Page 1</b>								
4	COMPUTER EQUIPMENT	3/20/13	1,308		0	654	0	654
		<b>Form 990, Page 1</b>	1,308		0	654	0	654
		<b>Grand Total</b>	1,308		0	654	0	654

**Depreciation Adjustment Report**

FYE: 12/31/2013

**All Business Activities**

<u>Form</u>	<u>Unit</u>	<u>Asset</u>	<u>Description</u>	<u>Tax</u>	<u>AMT</u>	<u>AMT Adjustments/ Preferences</u>
<b><u>MACRS Adjustments:</u></b>						
Page 1	1	4	COMPUTER EQUIPMENT	<u>785</u>	<u>785</u>	<u>0</u>
				<u>785</u>	<u>785</u>	<u>0</u>

**Taxable Interest on Investments**

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
US TRUST (BOFA)-DOMESTIC	\$ 138,168		14		
US TRUST (BOFA)-FOREIGN	25,719		14		
US TRUST (BOFA)-US GOVT	42,500		14		
US TRUST (BOFA)-US GOVT ACCRD	84,640		14		
Total	<u>\$ 291,027</u>				

**Tax-Exempt Dividends from Securities**

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	InState Muni (\$ or %)
	\$		14		
Total	<u>\$ 0</u>				

**Taxable Dividends from Securities**

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
US TRUST COMPANY (BOFA)	\$ 379,174		14		
US TRUST CO (BOFA)-FOREIGN	126,638		14		
US TRUST CO (BOFA)-DOMESTIC	1,478		14		
Total	<u>\$ 507,290</u>				

Trade Date

**Account:**

UW GLADYS BROOKS FOUNDATION

**Portfolio Analysis**

Dec 01, 2013 through Dec. 31, 2013

**Portfolio Summary by Asset Class**

Description	Market Value	% of Account	% of Sector	Tax Cost	Estimated Annual Income	Current Yield
<b>Cash/Currency</b>						
Cash Equivalents	\$5,143,160.88	13.8%	100.0%	\$5,143,115.33	\$514.31	0.01%
<b>Total Cash/Currency</b>	<b>\$5,143,160.88</b>	<b>13.8%</b>	<b>100.0%</b>	<b>\$5,143,115.33</b>	<b>\$514.31</b>	<b>0.01%</b>
<b>Equities</b>						
U.S. Large Cap	\$20,211,351.42	54.0%	80.4%	\$10,157,094.44	\$339,835.28	1.68%
U.S. Mid Cap	1,898,369.45	5.1%	7.6%	2,094,132.91	32,787.37	1.73%
International Developed	3,019,787.40	8.1%	12.0%	1,914,957.91	83,992.80	2.79%
<b>Total Equities</b>	<b>\$25,129,508.27</b>	<b>67.2%</b>	<b>100.0%</b>	<b>\$14,166,185.26</b>	<b>\$456,615.45</b>	<b>1.82%</b>
<b>Fixed Income</b>						
Investment Grade Taxable	\$5,057,365.87	13.5%	76.7%	\$4,969,385.25	\$120,679.36	2.40%
International Developed Bonds	1,534,865.14	4.1%	23.3%	1,548,185.00	28,750.00	1.88%
<b>Total Fixed Income</b>	<b>\$6,592,231.01</b>	<b>17.6%</b>	<b>100.0%</b>	<b>\$6,517,570.25</b>	<b>\$149,429.36</b>	<b>2.28%</b>
<b>Tangible Assets</b>						
Commodities	\$537,055.00	1.4%	100.0%	\$415,626.09	\$0.00	0.00%
<b>Total Tangible Assets</b>	<b>\$537,055.00</b>	<b>1.4%</b>	<b>100.0%</b>	<b>\$415,626.09</b>	<b>\$0.00</b>	<b>0.00%</b>
<b>Total Assets</b>	<b>\$37,401,955.16</b>	<b>100.0%</b>		<b>\$26,242,496.93</b>	<b>\$606,559.12</b>	<b>1.62%</b>
<b>Total</b>	<b>\$37,401,955.16</b>			<b>\$26,242,496.93</b>	<b>\$606,559.12</b>	

\*530059703\*

Trade Date



# Portfolio Analysis

Dec. 01, 2013 through Dec 31, 2013

Account: UJW GLADYS BROOKS FOUNDATION

## Equities - Summary by Business Sector

Sector	Market Value	% of Equities	% of S&P 500
Consumer Discretionary	\$2,414,322.50	9.6%	12.5%
Consumer Staples	3,303,522.75	13.1	9.8
Energy	2,755,448.17	11.0	10.3
Financials	4,620,510.00	18.4	16.2
Health Care	4,465,496.00	17.8	13.0
Industrials	2,801,969.00	11.2	10.9
Information Technology	2,783,905.50	11.1	18.6
Materials	985,845.00	3.9	3.5
Telecommunication Services	797,437.40	3.2	2.3
Utilities	0.00	0.0	2.9
Other Equities	201,051.95	0.8	0.0
<b>Total Equities</b>	<b>\$25,129,508.27</b>	<b>100.0%</b>	<b>100.0%</b>

## Fixed Income - Maturity Schedule

Maturity	Maturity Amount	% of Total
Less than 1 year	\$2,000,000.00	57.1%
1 - 5 years	1,500,000.00	42.9
<b>Total</b>	<b>\$3,500,000.00</b>	<b>100.0%</b>
Weighted Average Maturity	1.0 years	
Weighted Average Coupon	3.3%	
Weighted Average Current Yield	3.2%	
Weighted Average Yield to Maturity/Call	0.5%	

## Fixed Income - Quality Schedule

Moody's Rating	Market Value	% of Fixed Income
Aaa	\$1,049,035.56	28.8%
Aa	1,534,865.14	42.2
Other Rated	1,056,706.67	29.0

## Total Fixed Income

\$3,640,607.37

The Fixed Income - Maturity Schedule and Fixed Income - Quality Schedule include cash equivalents maturing within six months and exclude preferred stocks and fixed income funds

Trade Date

U.S. TRUST

Bank of America Private Wealth Management

## Portfolio Detail

Account: UW GLADYS BROOKS FOUNDATION

Dec. 01, 2013 through Dec 31, 2013

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Cash/Currency</b>									
Cash Equivalents 0 000	BANK OF AMERICA TEMPORARY OVERNIGHT DEPOSIT (Income Investment)	99Z490460	\$0.00	\$0.01	\$0.00	\$0.00	\$0.00	\$0.00	0.00%
415,930 070	BOFA GOVERNMENT RESERVES TRUST CLASS (Income Investment)	097100556	415,930 07	3.60	415,930.07 1,000		0.00	41 59	0.01
4,727,185.260	BOFA GOVERNMENT RESERVES TRUST CLASS	097100556	4,727,185.26	41.94	4,727,185.26 1,000		0.00	472.72	0 01
<b>Total Cash Equivalents</b>			<b>\$5,143,115.33</b>	<b>\$45.55</b>	<b>\$5,143,115.33</b>		<b>\$0.00</b>	<b>\$514.31</b>	<b>0.01%</b>
<b>Total Cash/Currency</b>			<b>\$5,143,115.33</b>	<b>\$45.55</b>	<b>\$5,143,115.33</b>		<b>\$0.00</b>	<b>\$514.31</b>	<b>0.01%</b>

## Equities

<b>Consumer Discretionary</b>									
7,000 000	GENUINE PARTS CO Ticker: GPC	372460105	\$582,330 00 83.190	\$3,762 50	\$285,996.90 40.857		\$296,333.10	\$15,050.00	2 58%
16,000.000	LOWES COS INC Ticker: LOW	548661107	792,800.00 49.550	0.00	380,570.00 23.786		412,230.00	11,520 00	1.45
8,000.000	TARGET CORP Ticker: TGT	87612E106	506,160.00 63 270	0.00	407,736.00 50.967		98,424.00	13,760.00	2.71
7,000 000	YUM BRANDS INC Ticker: YUM	988498101	529,270.00 75.610	0.00	211,937.60 30.277		317,332 40	10,360.00	1 95
<b>Total Consumer Discretionary</b>			<b>\$2,410,560.00</b>	<b>\$3,762.50</b>	<b>\$1,286,240.50</b>		<b>\$1,124,319.50</b>	<b>\$50,690.00</b>	<b>2.10%</b>
<b>Consumer Staples</b>									
5,300 000	ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR BELGIUM Ticker: BUD	03524A108	\$564,238 00 106.460	\$0 00	\$302,858 43 57.143		\$261,379.57	\$13,271 20	2.35%

(1) Market Value in the Portfolio Detail section does not include Accrued Income

\*530059704\*

Trade Date



## Portfolio Detail

Account:

UW GLADYS BROOKS FOUNDATION

Dec 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Equities (cont)</b>									
<b>Consumer Staples (cont)</b>									
6,800,000	KIMBERLY CLARK CORP Ticker: KMB	494368103	710,328.00 104.460	5,508.00	428,298.00 62.985		282,030.00	22,032.00	3.10
11,000,000	KRAFT FOODS GROUP INC Ticker: KRFT	50076Q106	593,010.00 53.910	5,775.00	507,644.50 46.150		85,365.50	23,100.00	3.89
8,500,000	MEAD JOHNSON NUTRITION CO Ticker: MJN	582839106	711,960.00 83.760	2,890.00	397,977.10 46.821		313,982.90	11,560.00	1.62
8,500,000	PEPSICO INC Ticker: PEP	713448108	704,990.00 82.940	4,823.75	231,531.00 27.239		473,459.00	19,295.00	2.73
<b>Total Consumer Staples</b>			<b>\$3,284,526.00</b>	<b>\$18,996.75</b>	<b>\$1,868,309.03</b>		<b>\$1,416,216.97</b>	<b>\$89,258.20</b>	<b>2.71%</b>
<b>Energy</b>									
6,000,000	APACHE CORP Ticker: APA	037411105	\$515,640.00 85.940	\$0.00	\$578,888.34 96.481		-\$63,248.34	\$4,800.00	0.93%
5,632,000	CHEVRON CORP Ticker: CVX	166764100	703,493.12 124.910	0.00	85,567.50 15.193		617,925.62	22,528.00	3.20
6,514,000	EXXON MOBIL CORP Ticker: XOM	30231G102	659,216.80 101.200	0.00	37,438.91 5.747		621,777.89	16,415.28	2.49
9,700,000	SCHLUMBERGER LTD NETHERLANDS ANTILLES Ticker: SLB	806857108	874,067.00 90.110	3,031.25	587,276.50 60.544		286,790.50	12,125.00	1.38
<b>Total Energy</b>			<b>\$2,752,416.92</b>	<b>\$3,031.25</b>	<b>\$1,289,171.25</b>		<b>\$1,463,245.67</b>	<b>\$55,868.28</b>	<b>2.03%</b>
<b>Financials</b>									
9,000,000	AMERIPRISE FINL INC Ticker: AMP	03076C106	\$1,035,450.00 115.050	\$0.00	\$341,875.80 37.986		\$693,574.20	\$18,720.00	1.80%
4,000	BERKSHIRE HATHAWAY INC DEL CL A Ticker: BRK A	084670108	711,600.00 177,900.000	0.00	378,100.12 94,525.030		333,499.88	0.00	0.00
7,000,000	CHUBB CORP Ticker: CB	171232101	676,410.00 96.630	3,080.00	290,263.30 41.466		386,146.70	12,320.00	1.82
9,000,000	PRICE T ROWE GROUP INC Ticker: TROW	74144T108	753,930.00 83.770	0.00	427,192.45 47.466		326,737.55	13,680.00	1.81



Trade Date

U.S. TRUST



Bank of America Private Wealth Management

## Portfolio Detail

Account:

UW GLADYS BROOKS FOUNDATION

Dec. 01, 2013 through Dec 31, 2013

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Equities (Cont)</b>									
<b>Financials (cont)</b>									
16,000,000	US BANCORP DEL COM NEW Ticker: USB	902973304	646,400.00 40.400	3,680.00	530,265.60 33.142		116,134.40	14,720.00	2.27
17,400,000	WELLS FARGO & CO NEW COM Ticker: WFC	949746101	789,960.00 45.400	0.00	306,984.00 17.643		482,976.00	20,880.00	2.64
<b>Total Financials</b>			<b>\$4,613,750.00</b>	<b>\$6,760.00</b>	<b>\$2,274,681.27</b>		<b>\$2,339,068.73</b>	<b>\$80,320.00</b>	<b>1.74%</b>
<b>Health Care</b>									
12,000,000	CERNER CORP Ticker: CERN	156782104	\$668,880.00 55.740	\$0.00	\$224,268.60 18.689		\$444,611.40	\$0.00	0.00%
10,000,000	EXPRESS SCRIPTS HLDG CO Ticker: ESRX	30219G108	702,400.00 70.240	0.00	486,374.30 48.637		216,025.70	0.00	0.00
13,000,000	GILEAD SCIENCES INC Ticker: GILD	375558103	976,300.00 75.100	0.00	327,762.50 25.213		648,537.50	0.00	0.00
9,600,000	NOVARTIS A G SPONSORED ADR SWITZERLAND Ticker: NVS	66987V109	771,648.00 80.380	0.00	534,469.44 55.674		237,178.56	19,747.20	2.55
22,000,000	PFIZER INC Ticker: PFE	717081103	673,860.00 30.630	0.00	402,712.20 18.305		271,147.80	22,880.00	3.39
7,200,000	ZIMMER HLDGS INC Ticker: ZMH	98956P102	670,968.00 93.190	1,440.00	365,909.76 50.821		305,058.24	5,760.00	0.85
<b>Total Health Care</b>			<b>\$4,464,056.00</b>	<b>\$1,440.00</b>	<b>\$2,341,496.80</b>		<b>\$2,122,559.20</b>	<b>\$48,387.20</b>	<b>1.08%</b>
<b>Industrials</b>									
9,000,000	DANAHER CORP DEL Ticker: DHR	235851102	\$694,800.00 77.200	\$225.00	\$388,125.00 43.125		\$306,675.00	\$900.00	0.13%
16,000,000	KBR INC Ticker: KBR	48242W106	510,240.00 31.890	1,280.00	471,222.40 29.451		39,017.60	5,120.00	1.00
6,000,000	ROCKWELL AUTOMATION INC Ticker: ROK	773903109	708,960.00 118.160	0.00	422,122.20 70.354		286,837.80	13,920.00	1.96

\*530059705\*



Trade Date

# Portfolio Detail

Account: UW GLADYS BROOKS FOUNDATION

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Equities (cont)</b>									
<b>Industrials (cont)</b>									
6,400.000	SIEMENS A G SPONSORED ADR GERMANY Ticker: SI	826197501	886,464.00 138.510	0.00	621,184.04 97.060		265,279.96	19,174.40	2.16
	<b>Total Industrials</b>		<b>\$2,800,464.00</b>	<b>\$1,505.00</b>	<b>\$1,902,653.64</b>		<b>\$897,810.36</b>	<b>\$39,114.40</b>	<b>1.39%</b>
<b>Information Technology</b>									
8,000.000	ACCENTURE PLC CLACOM IRELAND Ticker: ACN	G1151C101	\$657,760.00 82.220	\$0.00	\$190,425.00 23.803		\$467,335.00	\$14,880.00	2.26%
14,500.000	ADOBE SYS INC Ticker: ADBE	00724F101	868,245.50 59.879	0.00	248,692.88 17.151		619,552.62	0.00	0.00
22,000.000	EMC CORP Ticker: EMC	268648102	553,300.00 25.150	0.00	328,913.00 14.951		224,387.00	8,800.00	1.59
19,000.000	NUANCE COMMUNICATIONS INC Ticker: NUAN	67020Y100	288,800.00 15.200	0.00	445,240.00 23.434		-156,440.00	0.00	0.00
5,600.000	QUALCOMM INC Ticker: QCOM	747525103	415,800.00 74.250	0.00	358,799.28 64.071		57,000.72	7,840.00	1.88
	<b>Total Information Technology</b>		<b>\$2,783,905.50</b>	<b>\$0.00</b>	<b>\$1,572,070.16</b>		<b>\$1,211,835.34</b>	<b>\$31,520.00</b>	<b>1.13%</b>
<b>Materials</b>									
6,000.000	AIR PRODS & CHEMS INC Ticker: APD	009158106	\$670,680.00 111.780	\$4,260.00	\$283,443.00 47.241		\$387,237.00	\$17,040.00	2.54%
13,500.000	NEWMONT MNG CORP Ticker: NEM	651639106	310,905.00 23.030	0.00	416,670.00 30.864		-105,765.00	10,800.00	3.47
	<b>Total Materials</b>		<b>\$981,585.00</b>	<b>\$4,260.00</b>	<b>\$700,113.00</b>		<b>\$281,472.00</b>	<b>\$27,840.00</b>	<b>2.83%</b>
<b>Telecommunication Services</b>									
20,000.000	VODAFONE GROUP PLC SPONSORED ADR NEW UNITED KINGDOM Ticker: VOD	92857W209	\$786,200.00 39.310	\$11,237.40	\$456,446.00 22.822		\$329,754.00	\$31,800.00	4.04%

Trade Date

**Portfolio Detail**

UW GLADYS BROOKS FOUNDATION

Dec 01, 2013 through Dec 31, 2013

**Account:**

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Equities (cont)</b>									
<b>Telecommunication Services (cont)</b>									
<b>Total Telecommunication Services</b>			<b>\$786,200.00</b>	<b>\$11,237.40</b>	<b>\$456,446.00</b>	<b>\$329,754.00</b>	<b>\$31,800.00</b>	<b>4.04%</b>	
<b>Other Equities</b>									
9,515 000	MARKET VECTORS GOLD MINERS ETF Ticker: GDXX	57060U100	\$201,051.95 21.130	\$0.00	\$475,003.61 49.922	-\$273,951.66	\$1,817.37	0.90%	
<b>Total Other Equities</b>			<b>\$201,051.95</b>	<b>\$0.00</b>	<b>\$475,003.61</b>	<b>-\$273,951.66</b>	<b>\$1,817.37</b>	<b>0.90%</b>	
<b>Total Equities</b>			<b>\$25,078,515.37</b>	<b>\$50,992.90</b>	<b>\$14,166,185.26</b>	<b>\$10,912,330.11</b>	<b>\$456,615.45</b>	<b>1.82%</b>	

**Fixed Income****Investment Grade Taxable**

1,000,000 000	2014 FEDERAL HOME LN MTG CORP REFERENCE NT DTD 07/16/04 5 000% DUE 07/15/14 Moody's: AAA S&P: AA+	3134A4UU6	\$1,025,980.00 102.598	\$23,055.56	\$997,210.00 99.721	\$28,770.00	\$50,000.00	4.87% 0.16	
1,000,000 000	2015 GOLDMAN SACHS GROUP INC SR MTN DTD 07/28/10 3.700% DUE 08/01/15 Moody's: BAA1 S&P: A-	38141EA74	1,041,290.00 104.129	15,416.67	1,057,830.00 105.783	-16,540.00	37,000.00	3.55 1.02	
4,377 000	2039 ENERGY TEX INC PFD MTG BD 7.875% Moody's: BAA3 S&P: A-	29365T203	112,576.44 25.720	0.00	125,895.85 28.763	-13,319.41	8,618.31	7.65	
284,784 647	COLUMBIA SHORT TERM BOND FUND CLASS Z SHARES	19765H362	2,836,455.08 9.960	2,592.12	2,788,449.40 9.791	48,005.68	25,061.05	0.88	
<b>Total Investment Grade Taxable</b>			<b>\$5,016,301.52</b>	<b>\$41,064.35</b>	<b>\$4,969,385.25</b>	<b>\$46,916.27</b>	<b>\$120,679.36</b>	<b>2.40%</b>	

\*530059706\*



Trade Date

## Portfolio Detail

Account: UW GLADYS BROOKS FOUNDATION

Dec. 01, 2013 through Dec. 31, 2013

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Fixed Income (cont)</b>								
<b>International Developed Bonds</b>								
1,000,000.000	2014 TORONTO DOMINION BK UNSEC SR MEDIUM TERM BK CANADA DTD 07/14/11 1 375% DUE 07/14/14 Moody's: AA1 S&P: AA-	891140AA6	\$1,006,130.00 100.613	\$6,378.47	\$1,016,700.00 101.670	-\$10,570.00	\$13,750.00	1.36% 0.29
500,000.000	2015 WESTPAC BKG CORP SR UNSEC NT AUSTRALIA DTD 12/09/10 3.000% DUE 12/09/15 Moody's: AA2 S&P: AA-	961214BP7	521,440.00 104.288	916.67	531,485.00 106.297	-10,045.00	15,000.00	2.87 0.65
<b>Total International Developed Bonds</b>			<b>\$1,527,570.00</b>	<b>\$7,295.14</b>	<b>\$1,548,185.00</b>	<b>-\$20,615.00</b>	<b>\$28,750.00</b>	<b>1.88%</b>
<b>Total Fixed Income</b>			<b>\$6,543,871.52</b>	<b>\$48,359.49</b>	<b>\$6,517,570.25</b>	<b>\$26,301.27</b>	<b>\$149,429.36</b>	<b>2.28%</b>

## Equity Assets

<b>Commodities</b>								
4,625.000	SPDR GOLD TR GOLD SHS	78463V107	\$537,055.00 116.120	\$0.00	\$415,626.09 89.865	\$121,428.91	\$0.00	0.00%
<b>Total Commodities</b>			<b>\$537,055.00</b>	<b>\$0.00</b>	<b>\$415,626.09</b>	<b>\$121,428.91</b>	<b>\$0.00</b>	<b>0.00%</b>
<b>Total Tangible Assets</b>			<b>\$537,055.00</b>	<b>\$0.00</b>	<b>\$415,626.09</b>	<b>\$121,428.91</b>	<b>\$0.00</b>	<b>0.00%</b>
<b>Total Portfolio</b>			<b>\$37,302,557.22</b>	<b>\$99,397.94</b>	<b>\$26,242,496.93</b>	<b>\$11,060,060.29</b>	<b>\$606,559.12</b>	<b>1.62%</b>
Accrued Income			\$99,397.94					
<b>Total</b>			<b>\$37,401,955.16</b>					

**GLADYS BROOKS FOUNDATION**  
**SUPPLEMENTARY INFORMATION**  
**FORM 990 PF**  
**PART XV- LINE 3A**  
**2013**

	<b><u>FOUNDATION STATUS OF RECIPIENT</u></b>	<b><u>PURPOSE</u></b>	<b><u>AMOUNT</u></b>
Springfield Medical Care Systems, Inc. Springfield, Vermont	Public Charity	Construction-Operatory in Dental Clinic	\$75,000
North Bennet Street School Boston, Massachusetts	Public Charity	Building Renovation	\$100,000
Providence College Providence, Rhode Island	Public Charity	Endowment- History Lecture Series	\$100,000
Montefiore Medical Center Bronx, New York	Public Charity	Medical Equipment- EEG System	\$100,000
Care for the Homeless New York, New York	Public Charity	Renovation & Equipment- Dental Clinic	\$100,000
Johns Hopkins University Baltimore, Maryland	Public Charity	Endowed Fellowship	\$100,000
Quinnipiac University Hamden, Connecticut	Public Charity	Endowed Scholarship- Medical School	\$100,000
Blythedale Children's Hospital Valhalla, New York	Public Charity	Medical Simulation Equipment	\$100,000
Sacred Heart Academy Hempstead, New York	Public Charity	Technology for Classrooms & Library	\$101,572
Mount Washington Observatory North Conway, New Hampshire	Public Charity	Educational Exhibits	\$105,825
Winthrop-University Hospital Assoc. Mineola, New York	Public Charity	Research & Education Center	\$190,000
Health Access Network Lincoln, Maine	Public Charity	Renovation- Primary Care Clinic	\$113,385
Catamount Film & Arts Company St. Johnsbury, Vermont	Public Charity	Childrens Art Scholarship	\$50,000

**GLADYS BROOKS FOUNDATION**  
**SUPPLEMENTARY INFORMATION**  
**FORM 990 PF**  
**PART XV- LINE 3A**  
**2013**

	<b><u>FOUNDATION STATUS OF RECIPIENT</u></b>	<b><u>PURPOSE</u></b>	<b><u>AMOUNT</u></b>
Indian River Hospital Foundation Vero Beach, Florida	Public Charity	Endowment for Nurses Education in Cancer Care	\$50,000
University of Notre Dame Du Lac South Bend, Indiana	Public Charity	General Purpose	\$25,000
New York Academy of Medicine New York, New York	Public Charity	Technology	\$15,000
Mary Imogene Bassett Hospital Cooperstown, New York	Public Charity	Equipment & Furnishings- Women's Program	\$10,000

# **GLADYS BROOKS FOUNDATION**

## **BOARD OF GOVERNORS**

**JAMES J. DALY**  
**CHAIRMAN**

**THOMAS Q. MORRIS, M.D.**  
**CHRISTOPHER R. HAWKINS**

**C/O THOMAS Q. MORRIS, M.D.**  
**305 EAST 47TH STREET**  
**8TH FLOOR**  
**NEW YORK, NEW YORK 10017-2303**

**MAILING ADDRESS:**  
**1065 FRANKLIN AVENUE**  
**SUITE 208**  
**GARDEN CITY, NEW YORK 11530**  
**516-748-8103**

## **ANNUAL REPORT FOR THE YEAR 2013**

The Gladys Brooks Foundation was created under the Will of Gladys Brooks Thayer of New York. Its purpose is to provide for the intellectual, moral and physical welfare of the people of this country by establishing and supporting non-profit libraries, educational institutions, hospitals and clinics.

The grant making body of the Foundation is the Governing Board. As a matter of policy, the Foundation will make grants only to publicly supported, tax-exempt organizations. The Board follows the practice of determining at the beginning of each calendar year a limited scope of activities for which it will consider grant applications for that year.

In 2013 the Governing Board concentrated on grants to private not-for-profit publicly supported educational institutions, hospitals and clinics. The following institutions received grant payments from the Foundation in 2013:

<b>SPRINGFIELD MEDICAL CARE SYSTEMS</b>	<b>\$ 75,000.00</b>
Springfield, Vermont	
<b>NORTH BENNET STREET SCHOOL</b>	<b>\$100,000.00</b>
Boston, Massachusetts	
<b>PROVIDENCE COLLEGE</b>	<b>\$100,000.00</b>
Providence, Rhode Island	
<b>MONTEFIORE MEDICAL CENTER</b>	<b>\$100,000.00</b>
Bronx, New York	
<b>CARE FOR THE HOMELESS</b>	<b>\$100,000.00</b>
New York, New York	
<b>JOHNS HOPKINS UNIVERSITY</b>	<b>\$100,000.00</b>
Baltimore, Maryland	
<b>QUINNIPIAC UNIVERSITY</b>	<b>\$100,000.00</b>
Hamden, Connecticut	
<b>BLYTHEDALE CHILDREN'S HOSPITAL</b>	<b>\$100,000.00</b>
Valhalla, New York	
<b>SACRED HEART ACADEMY</b>	<b>\$101,572.00</b>
Hempstead, New York	

**GLADYS BROOKS FOUNDATION****Page two:**

<b>MOUNT WASHINGTON OBSERVATORY</b>	<b>\$105,825.00</b>
North Conway, New Hampshire	
<b>WINTHROP-UNIVERSITY HOSPITAL ASSOC.</b>	<b>\$190,000.00</b>
Mineola, New York	
<b>HEALTH ACCESS NETWORK, INC.</b>	<b>\$113,385.00</b>
Lincoln, Maine	
<b>CATAMOUNT FILM &amp; ARTS COMPANY</b>	<b>\$ 50,000.00</b>
St. Johnsbury, Vermont	
<b>INDIAN RIVER HOSPITAL FOUNDATION, INC.</b>	<b>\$ 50,000.00</b>
Vero Beach, Florida	
<b>UNIVERSITY OF NOTRE DAME DU LAC</b>	<b>\$ 25,000.00</b>
South Bend, Indiana	
<b>NEW YORK ACADEMY OF MEDICINE</b>	<b>\$ 15,000.00</b>
New York, New York	
<b>MARY IMOGENE BASSETT HOSPITAL</b>	<b>\$ 10,000.00</b>
Cooperstown, New York	

New York, New York  
December 12, 2013



# Gladys Brooks Foundation Grant Application

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Instructions: Please read and follow these instructions carefully as incomplete applications or those not properly completed will not be considered for funding.

1. All information must be furnished on this 2-page application (which includes these instructions)
2. In addition to the application, provide the following supporting documents:
  - a. Latest financial statements, certified by your auditors, for the applicant organization
  - b. Specific budget for the project
  - c. Annual report or brief description of your organization
3. If the applicant supports another organization, for example, a hospital supported by a Foundation applicant, the documents required in Item 2 above must be furnished for both organizations. Furthermore, the supporting organization applicant must be a Type I, Type II, or functionally integrated Type III supporting organization. Foundation applicants must represent only a single institution.
4. Only information requested should be forwarded at this time. No material will be returned.
5. Print out and sign 2 copies of the completed application. Include one copy of all supporting documentation. Mail to  
The Gladys Brooks Foundation  
1055 Franklin Avenue Suite 208  
Garden City, NY 11530
6. Application materials (and copy) must be postmarked within 45 days of when the application was first requested. Applications requested after April 17<sup>th</sup> must be postmarked by May 31<sup>st</sup>

Inquiries about this application should be made to Mrs. Kathy Petry at 516-746-6103.

It is the policy of the Foundation not to acknowledge receipt of the grant application or indicate the reason for the action of the Board. Approved grants are normally paid in December each year.

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**Name of Applicant:**

**Amount of Grant Request:**

**Purpose of Grant:**

# Gladys Brooks Foundation Grant Application

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Indicate how this project meets the Foundation's requirements as set forth in the Foundation's general policies and scope of grant requirements. Please include estimated number of people who will use the proposed facility, i.e. general public, students, faculty, patients, etc.

If the grant covers a discrete component of a larger project, give a brief description of the larger project.

Please state commencement and estimated completion date of project for which grant is requested. Also state the approximate date funds will be needed.

Indicate source and amount of funds, pledges and cash which you presently have available and formally committed to this discrete project.

What is the percentage of your fundraising expenses to the amount of funds raised? For example, if fund raising amounted to \$400,000 and fund raising expenses were \$72,000, the percentage would be 18%.

Information for individual acting on behalf of organization:

Name

Telephone Number

Address

City, State, Zip

Signature

Title

# Gladys Brooks Foundation

Phone. 516-746-6103

[Home](#)
[Founder](#)
[Annual Report](#)
[Guidelines](#)
[Application](#)
[Contact](#)

## Guidelines for Grants from the Gladys Brooks Foundation

Please be sure to read all of the guidelines before requesting an application.

### General Policies

As a matter of policy, the Foundation will make grants only to publicly supported not-for-profit tax-exempt organizations within the meaning of the Internal Revenue Code.

Grant applications will be considered where

- {a} outside funding (including governmental) is not available;
- {b} the project will be largely funded by the grant unless the grant request covers a discrete component of a larger project and
- {c} the funds will be used for capital projects including equipment or endowments.

Applications for direct salary support will not be accepted.

Generally the Board will only entertain grant applications from Applicants located in the states of Connecticut, Delaware, Florida, Illinois, Indiana, Louisiana, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Rhode Island, Tennessee and Vermont.

Grant applications will be considered only for major expenditures generally between \$50,000.00 and \$100,000.00 and greater or lesser amounts in certain circumstances

All grant awards are made on the condition that the entirety of the funds advanced shall be utilized in direct furtherance of the project and that no portion thereof shall be appropriated by the Grantee as an administrative or processing fee, for overseeing the project or for its general overhead

The Board follows the practice of determining at the beginning of each calendar year a limited scope of activities for which it will consider grant applications for that year. Any significant change in the objectives of the Foundation will be posted on its website.

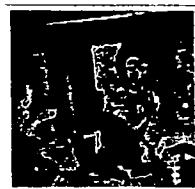
If the applicant receives a Second Round Grant Questionnaire, the Foundation is seriously considering applicant's application and will require that the following documents be provided: budget for the year grant to be awarded, when available; Internal Revenue Service exemption letter; latest Internal Revenue Service information return; an opinion of counsel with respect to your tax exemption, and your legal authority to accept the grant. This information is not required to be submitted until and if you receive a Second Round Grant Questionnaire. Receiving a Second Round Grant Questionnaire does not guarantee approval and funding of the application

### Scope of Grants Considered

The Foundation will consider major grant applications in the fields of libraries, education, hospitals and clinics

### Grants for Libraries CT-DE-FL-IL-IN-LA-ME-MD-MA-NH-NJ-NY-OH-PA-RI-TN-VT

Grant applications will be considered generally for resource Endowments (print, film, electronic database, speakers/workshops) capital construction and innovative equipment. Projects fostering broader public access to global information sources utilizing collaborative efforts, pioneering technologies and equipment are encouraged.

**Grants for Educational Institutions** CT-DE-FL-IL-IN-LA-ME-MD-MA-NH-NJ-NY-OH-PA-RI-TN-VT

Grant applications from universities, colleges and secondary schools will be considered generally for

- {a} educational endowments to fund scholarships based solely on educational achievements, leadership and academic ability of the student;
- {b} endowments to support fellowships and teaching chairs for educators who confine their activities primarily to classroom instruction in the liberal arts, mathematics and the sciences during the academic year and
- {c} erection or endowment of buildings, wings or additions thereto of buildings, and equipment for educational purposes.

**Grants for Hospitals & Clinics** CT-DE-FL-IL-IN-LA-ME-MD-MA-NH-NJ-NY-OH-PA-RI-TN-VT

Grant applications from hospitals and clinics will be considered generally where the proposal demonstrates one or more of the following:

- {a} a new health need;
- {b} an improvement in the quality of health care or
- {c} reduced health costs with better patient outcomes

Generally, no grant will be considered that is to support a laboratory research project. Proposals for a continuing project must include a commitment from the applicant or a third party that the project will continue to receive all the necessary financial support

after the grant from the Foundation is expended.

**Apply**

If any of the above guidelines apply to your organization, we invite you to apply for a grant.

copyright The Gladys Brooks Foundation

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Form **8868**

(Rev. January 2014)

Department of the Treasury  
Internal Revenue Service

# Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return  
► Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).

OMB No 1545-1709

- 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](http://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

<b>Type or print</b>  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
	UW GLADYS BROOKS FOUNDATION	13-2955337
	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. ► (401) 278-6825 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 \$	23,170
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 \$	22,030
c <b>Balance due.</b> 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 \$	1,132

**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)

JSA

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