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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

2014

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

Open to Public Inspection

For calendar year **2014** or tax year beginning , 2014, and ending , 20

Name of foundation HENRY BROOKS TRUST C		A Employer identification number 04-6785966
Number and street (or P.O. box number if mail is not delivered to street address) P O BOX 1802		B Telephone number (see instructions) 888-866-3275
Room/suite		
City or town, state or province, country, and ZIP or foreign postal code PROVIDENCE, RI 02901-1802		
G 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		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,699,486.		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	708,917.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	78,876.	76,262.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	210,019.			
	b Gross sales price for all assets on line 6a 1,221,583.		210,019.		
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)		-45.		STMT 2
	12 Total. Add lines 1 through 11	997,812.	286,236.		
	13 Compensation of officers, directors, trustees, etc.	35,401.	21,241.		14,161.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	1,250.	NONE	NONE	1,250.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	4,924.	1,324.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 5	44.	320.		35.
	24 Total operating and administrative expenses. Add lines 13 through 23	41,619.	22,885.	NONE	15,446.
	25 Contributions, gifts, grants paid	120,000.			120,000.
	26 Total expenses and disbursements Add lines 24 and 25	161,619.	22,885.	NONE	135,446.
	27 Subtract line 26 from line 12	836,193.			
	a Excess of revenue over expenses and disbursements		263,351.		
	b Net investment income (if negative, enter -0-)				
	c Adjusted net income (if negative, enter -0-)				

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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	116,753.	171,010.	171,010.	
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) . STMT 6.	2,088,090.	2,921,824.	3,528,476.	
	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) STMT 10.	24,977.			
14		Land, buildings, and equipment: basis				
		Less: accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,229,820.	3,092,834.	3,699,486.	
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	Total liabilities (add lines 17 through 22)		NONE			
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	2,229,820.	3,092,834.	
		28	Paid-in or capital surplus, or land, bldg., and equipment fund			
		29	Retained earnings, accumulated income, endowment, or other funds			
		30	Total net assets or fund balances (see instructions)	2,229,820.	3,092,834.	
	31	Total liabilities and net assets/fund balances (see instructions)	2,229,820.	3,092,834.		

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	2,229,820.
2	Enter amount from Part I, line 27a	2	836,193.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	31,869.
4	Add lines 1, 2, and 3	4	3,097,882.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	5,048.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,092,834.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES				
b OTHER GAINS AND LOSSES				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 1,239,703.		1,011,564.	228,139.	
b -18,120.			-18,120.	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))
(i) 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		
a			228,139.	
b			-18,120.	
c				
d				
e				
2 Capital gain net income or (net capital loss)		If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	210,019.
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	

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))
2013	121,946.	2,615,188.	0.046630
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
2 Total of line 1, column (d)			2 0.245479
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 0.049096
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 3,530,565.
5 Multiply line 4 by line 3			5 173,337.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,634.
7 Add lines 5 and 6			7 175,971.
8 Enter qualifying distributions from Part XII, line 4			8 135,446.

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	5,267.
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	5,267.
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	5,267.
6 Credits/Payments:		
a 2014 estimated tax payments and 2013 overpayment credited to 2014.	6a	3,500.
b Exempt foreign organizations - tax withheld at source.	6b	NONE
c Tax paid with application for extension of time to file (Form 8868).	6c	1,767.
d Backup withholding erroneously withheld.	6d	
7 Total credits and payments. Add lines 6a through 6d.	7	5,267.
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	
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 2015 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. ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes.		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► 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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X

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

- | | | | | |
|----|---|----|-----|---------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). | 11 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions). | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A | 13 | X | |
| 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 ▶ <input type="checkbox"/>
and enter the amount of tax-exempt interest received or accrued during the year. ▶ 15 | | | |
| 16 | At any time during calendar year 2014, 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 FinCEN Form 114, (formerly 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.

- | | | | |
|--|--|-----------|----------|
| <p>1a During the year did the foundation (either directly or indirectly):</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(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</p> <p>(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</p> | | | |
| <p>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)? <input type="checkbox"/></p> <p>Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/></p> | | 1b | X |
| <p>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 2014? <input type="checkbox"/></p> | | 1c | X |
| <p>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)):</p> | | | |
| <p>a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If "Yes," list the years <input type="checkbox"/></p> | | | |
| <p>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.) <input type="checkbox"/></p> | | 2b | |
| <p>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/></p> | | | |
| <p>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</p> | | | |
| <p>b If "Yes," did it have excess business holdings in 2014 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 2014.) <input type="checkbox"/></p> | | 3b | |
| <p>4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?</p> | | 4a | X |
| <p>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 2014?</p> | | 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 4945(d)(4)(A)? (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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ **5b** ☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No

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

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **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
SEE STATEMENT 15		35,401.		

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

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,459,206.
b	Average of monthly cash balances	1b	125,124.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	3,584,330.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	3,584,330.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	53,765.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,530,565.
6	Minimum investment return. Enter 5% of line 5	6	176,528.

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

1	Minimum investment return from Part X, line 6	1	176,528.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	5,267.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,267.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	171,261.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	171,261.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	171,261.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	135,446.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	135,446.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	135,446.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				171,261.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			116,064.	
b Total for prior years. 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2014.				
a From 2009	NONE			
b From 2010	NONE			
c From 2011	NONE			
d From 2012	NONE			
e From 2013	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 135,446.				
a Applied to 2013, but not more than line 2a . . .			116,064.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2014 distributable amount				19,382.
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				151,879.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2010	NONE			
b Excess from 2011	NONE			
c Excess from 2012	NONE			
d Excess from 2013	NONE			
e Excess from 2014	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 2014, enter the date of the ruling

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

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon.					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(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(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:

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**

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a Paid during the year SEE ATTACHED	NONE	SEE ATTACH	SEE ATTACHED	120,000.
Total			3a	120,000.
b Approved for future payment				
Total			3b	

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



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

[illegible]

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

b If "Yes," complete the following schedule.

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

<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>			
Sign Here		<u>06/11/2015</u>	 <u>SVP Tax</u>
	Signature of officer or trustee	Date	Title
BANK OF AMERICA, N.A.			

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

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.	

Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No. 1545-0047

2014

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

Name of the organization

Employer identification number

HENRY BROOKS TRUST C

04-6785966

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
HENRY BROOKS TRUST C

Employer identification number
04-6785966

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CRUT HENRY BROOKS TRUST B PO BOX 1802 PROVIDENCE, RI 02901-1802	\$ 708,917.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Employer identification number

04-6785966

Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u> 1 </u>	<u>VARIOUS SECURITIES</u> ----- ----- -----	\$ <u> 693,153.</u>	<u>03/27/2014</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----	----- ----- ----- -----	\$ -----	-----

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	1,402.	1,402.
FOREIGN DIVIDENDS	16,154.	16,154.
NONDIVIDEND DISTRIBUTIONS	2,626.	
DOMESTIC DIVIDENDS	24,715.	24,715.
OTHER INTEREST	71.	71.
NON-TAXABLE FOREIGN INCOME	-12.	
NONDISTRIBUTIVE DIVIDENDS	71.	71.
NONQUALIFIED FOREIGN DIVIDENDS	5,032.	5,032.
NONQUALIFIED DOMESTIC DIVIDENDS	28,817.	28,817.
TOTAL	78,876.	76,262.

HENRY BROOKS TRUST C

04-6785966

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PARTNERSHIP INCOME		-45.
	-----	-----
TOTALS	=====	=====

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		
EXCISE TAX - PRIOR YEAR	288.	288.
EXCISE TAX ESTIMATES	100.	
	3,500.	
FOREIGN TAXES ON QUALIFIED FOR	578.	578.
FOREIGN TAXES ON NONQUALIFIED	458.	458.
	-----	-----
TOTALS	4,924.	1,324.
	=====	=====

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	9.	9.	
PARTNERSHIP EXPENSES		311.	
TOTALS	44.	320.	35.

HENRY BROOKS TRUST C

04-6785966

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

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
464286772 ISHARES MSCI SOUTH K	11,309.	11,309.	13,823.
464287465 ISHARES MSCI EAFE ET	64,694.	64,694.	83,655.
464287507 ISHARES CORE S&P MID	25,532.	61,724.	70,952.
464287804 CEF ISHARES CORE S&P	25,595.		
46429B606 ISHARES MSCI POLAND	10,048.	10,048.	9,026.
78463X863 SPDR DJ WILSHIRE INT	37,451.	45,953.	44,480.
922042858 VANGUARD FTSE EMERGI	115,945.	157,576.	165,083.
922908553 VANGUARD REIT ETF	119,786.	151,723.	181,440.
032511107 ANADARKO PETE CORP C	12,040.	16,338.	18,975.
26875P101 EOG RES INC COM	13,899.	13,899.	24,859.
56585A102 MARATHON PETE CORP C	7,728.		
637071101 NATIONAL OILWELL VAR	7,720.	9,328.	11,795.
674599105 OCCIDENTAL PETE CORP	6,013.	7,859.	13,704.
780259206 ROYAL DUTCH SHELL PL	18,529.	25,154.	23,165.
806857108 SCHLUMBERGER LTD COM	13,596.	18,912.	25,196.
260543103 DOW CHEM CO COM	11,313.	15,483.	24,629.
767204100 RIO TINTO PLC SPONSO	12,308.	16,740.	15,660.
G29183103 EATON CORP PLC COM	10,904.	14,745.	16,650.
H89128104 TYCO INTL LTD NEW F	5,810.		
31428X106 FEDEX CORP COM	10,600.	14,310.	23,444.
438516106 HONEYWELL INTL INC C	15,950.	20,645.	32,974.
445658107 HUNT J B TRANS SVCS	8,421.		
913017109 UNITED TECHNOLOGIES	11,292.	9,593.	33,925.
023135106 AMAZON COM INC COM	6,908.	6,908.	17,069.
254687106 DISNEY WALT CO COM D	11,319.	12,000.	34,379.
25470M109 DISH NETWORK CORP CO	8,099.		
548661107 LOWES COS INC COM	11,877.	16,252.	35,776.
580135101 MCDONALDS CORP COM	12,379.	16,963.	17,335.
85590A401 STARWOOD HOTELS & RE	8,922.	12,108.	15,403.

HENRY BROOKS TRUST C

04-6785966

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

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
872540109 TJX COS INC NEW COM	7,260.	9,919.	33,261.
918204108 V F CORP COM	9,713.	12,951.	23,968.
22160K105 COSTCO WHSL CORP NEW	8,880.	11,844.	22,680.
518439104 LAUDER ESTEE COS INC	7,543.	10,603.	11,811.
713448108 PEPSICO INC COM	17,367.	20,630.	31,205.
718172109 PHILIP MORRIS INTL I	12,097.	14,707.	30,544.
742718109 PROCTER & GAMBLE CO	23,640.	25,378.	33,248.
018490102 ALLERGAN INC COM	8,692.		
125509109 CIGNA CORP COM	10,414.	14,295.	32,417.
30219G108 EXPRESS SCRIPTS HLDG	14,038.	18,998.	29,211.
375558103 GILEAD SCIENCES INC	6,093.	5,983.	30,163.
478160104 JOHNSON & JOHNSON CO	23,120.	20,387.	31,371.
58155Q103 MCKESSON CORP COM	3,758.	5,073.	28,023.
883556102 THERMO FISHER SCIENT	6,598.	8,916.	23,179.
92532F100 VERTEX PHARMACEUTICA	3,458.		
H0023R105 ACE LTD COM	14,542.		
172967424 CITIGROUP INC NEW CO	12,293.	15,141.	32,737.
38141G104 GOLDMAN SACHS GROUP	14,083.	19,731.	30,044.
46625H100 J P MORGAN CHASE & C	16,485.	19,837.	33,793.
693475105 PNC FINL SVCS GROUP	13,689.		
74144T108 PRICE T ROWE GROUP I	6,722.	9,188.	15,884.
949746101 WELLS FARGO & CO NEW	17,568.	16,559.	33,166.
G1151C101 ACCENTURE PLC CL A C	8,834.	12,062.	20,095.
Y0486S104 AVAGO TECHNOLOGIES L	7,381.	9,784.	28,668.
037833100 APPLE INC COM	10,106.	7,708.	30,355.
177376100 CITRIX SYS INC COM	11,075.		
268648102 EMC CORP COM	10,259.	11,056.	32,268.
278642103 EBAY INC COM	8,888.	12,025.	12,908.
38259P508 GOOGLE INC CL A COM	14,783.	10,348.	18,573.

HENRY BROOKS TRUST C

04-6785966

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

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
459200101 INTERNATIONAL BUSINE	4,455.	6,295.	12,033.
461202103 INTUIT COM	6,714.		
594918104 MICROSOFT CORP COM	15,822.	15,842.	32,051.
68389X105 ORACLE CORP COM	13,341.	19,090.	25,858.
747525103 QUALCOMM INC COM	14,396.	19,866.	26,016.
92343V104 VERIZON COMMUNICATIO	19,579.	23,958.	30,173.
92857W209 VODAFONE GROUP PLC S	7,911.		
748356102 QUESTAR CORP COM	6,319.	8,645.	14,662.
816851109 SEMPRA ENERGY COM	7,249.	9,446.	20,602.
466001864 IVY ASSET STRATEGY F	50,000.	155,741.	137,576.
197199409 COLUMBIA ACORN FUND	66,971.	83,501.	108,860.
19765N567 COLUMBIA SMALL CAP V	29,184.		
19765P596 COLUMBIA SMALL CAP G	76,577.		
693390841 PIMCO HIGH YIELD FD	96,726.	36,586.	36,151.
722005667 PIMCO COMMODITY REAL	80,000.		
19765N468 COLUMBIA INTERMEDIAT	383,826.	278,879.	298,071.
72200Q182 PIMCO ALL ASSET ALL	138,688.		
197199813 COLUMBIA ACORN INTER	22,218.	36,274.	41,277.
19765Y852 COLUMBIA EMERGING MA	55,000.		
302993993 MID CAP VALUE CTF	27,748.		
464287655 ISHARES RUSSELL 2000		103,666.	115,954.
73935S105 POWERSHARES DB COMMO		74,928.	76,437.
911717106 UNITED STS COMMODITY		163,708.	132,194.
97717W281 WISDOMTREE EMERGING		8,380.	6,761.
13057Q107 CALIFORNIA RESOURCES		8,369.	7,553.
67011P100 NOW INC COM		284.	375.
907818108 UNION PAC CORP COM		1,049.	1,158.
38259P706 GOOGLE INC COM CL C		5,363.	8,339.
92857W308 VODAFONE GROUP PLC N		10,315.	18,424.
		10,373.	7,210.

HENRY BROOKS TRUST C

04-6785966

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

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ----
19765P232 COLUMBIA MID CAP GRO		14,451.	23,426.
19765Y688 COLUMBIA SELECT LARG		15,248.	19,687.
38145C646 GOLDMAN SACHS STRATE		280,000.	275,445.
411511306 HARBOR INTERNATIONAL		10,000.	11,148.
207543877 SMALL CAP GROWTH LEA		73,954.	75,186.
29099J109 EMERGING MARKETS STO		74,495.	70,687.
303995997 SMALL CAP VALUE CTF		74,406.	74,310.
99Z466197 INTERNATIONAL FOCUSE		225,325.	217,883.
	-----	-----	-----
TOTALS	2,088,090.	2,921,824.	3,528,476.
	=====	=====	=====

HENRY BROOKS TRUST C

04-6785966

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

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

TOTALS		24,977.
		=====

HENRY BROOKS TRUST C

04-6785966

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

DESCRIPTION -----	AMOUNT -----
INCOME ADJUSTMENT	4,217.
PARTNERSHIP TRANSACTION ADJUSTMENT	27,652.

TOTAL	31,869.
	=====

STATEMENT 11

HENRY BROOKS TRUST C

04-6785966

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

DESCRIPTION -----	AMOUNT -----
ROUNDING	1.
CTF ADJUSTMENT	3,584.
SECURITIES ADJUSTMENT	1,463.

TOTAL	5,048.
	=====

STATEMENT 12

GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	-243.00	

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		-243.00
		=====

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

COMMON TRUST FUNDS	9,775.00	
PARTNERSHIPS, TRUSTS, S CORPORATIONS		
	-27,652.00	

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		-17,877.00
		=====

HENRY BROOKS TRUST C

04-6785966

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

=====

NAME:

SEE ATTACHED STATEMENT

STATEMENT 14

DANVERS A PUBLIC 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 MA for the period of January 1, 2014 through December 31, 2014 for a distribution totaling \$12,000 ("distributed funds") received by Knights of Columbus Danvers MA. 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 MA 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. Machuga
Its Frnt' Secy.

Telephone Number: 978-767-9329

Date: 5/11/15

Date of report: 5/11/15

Report period: January 1, 2014 through December 31, 2014

Name and address of organization:

Danvers KofC 1505
 35 Elm St
 Danvers, MA 01923

Amounts and dates of distributions received during the period of January 1, 2014 through December 31, 2014:

Date	Amount
09/09/14	\$12,000

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

See Attached Report

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

Date	Amount	Purpose
	NO	Salaries / travel / supplies etc.

By:

University, N. A.

Its

F. Security

Date:

5/11/15

organization all agreements, representations, receipts, reports and other instruments of every kind.

ACCEPTED AND AGREED TO:

KNIGHTS OF COLUMBUS DANVERS MA

Vincent J. Macley
Board Chair (typed/printed)

Vincent J. Macley
Board Chair (signature)/Date

John Wood - Grand Knight
Executive Director (typed/printed)

John Wood
Executive Director (signature)/Date

Danvers K of C 1505 Youth Services 2014								
DATE	CHECK	RECIPIENT	AMOUNT	COMMENT				
21-Jan	350	DHS Boys B Ball	1,000.00	Donation				
20-Feb	351	Danvers Girls Softball	250.00	Team Sponsor				
20-Feb	352	Danvers Babe Ruth	300.00	Team Sponsor				
6-Mar	353	Danvers Youth Lacrosse	250.00	Donation				
8-Apr	354	DHS Baseball	125.00	Ad Book				
9-Apr	355	DHS Proj Grad	495.00	Donation				
17-Apr	357	Danvers Deca	1,000.00	Donation				
29-May	356	DHS Baseball	1,000.00	Donation				
6-Jun	358	Academy Theatre	100.00	Ad Book				
17-Jun	359	DHS Golf Boosters	600.00	Tournament				
16-Jun	360	Danvers Youth Football	250.00	Donation				
1-Jul	361	Danvers Legion 180	500.00	Baseball Team				
15-Jul	362	Danvers PME Golf	600.00	DHS Band				
1-Aug	363	Stonehill College	1,200.00	Scholarship				
28-Aug	364	U Mass Lowell	1,200.00	Scholarship				
15-Sep	365	Danvers Police Dare	640.00	Golf Tourn - DARE Fund				
11-Sep	366	DHS Football Boosters	100.00	Ad Book				
25-Nov	367	PME ad book	150.00	DHS Band				
25-Nov	368	DHS Hockey Boosters	100.00	Ad Book				
18-Nov	369	Danvers Youth Hockey	300.00	Sponsor				
16-Dec	370	Friends of BHS Hockey	100.00	DHS Girls Hockey Ad				
		2014 Donations	\$10,260.00					
		2014 Trust Fund Dpst. 10/2/14	\$12,000.00					

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 5,057.

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

100 FEDERAL STREET
BOSTON, MA 02109

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 30,344.

COMPENSATION EXPLANATION:

SEE FOOTNOTE

TOTAL COMPENSATION:

35,401.

=====

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.

HENRY BROOKS TRUST C
04-6785966
Balance Sheet
12/31/2014



Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	171009 770	171,009 77	171,009.77
023135106	AMAZON COM INC	55.000	6,907 53	17,069.25
032511107	ANADARKO PETE CORP	230.000	16,338.26	18,975.00
037833100	APPLE INC	275.000	7,707.67	30,354.50
125509109	CIGNA CORP	315.000	14,295 47	32,416.65
13057Q107	CALIFORNIA RESOURCES CORP	68.000	283.75	374 68
172967424	CITIGROUP INC	605 000	15,141.14	32,736.55
197199409	COLUMBIA ACORN FUND	3407.210	83,501.12	108,860.36
197199813	COLUMBIA ACORN INTERNATIONAL	989 145	36,274.07	41,277.02
19765N468	COLUMBIA INTERMEDIATE BOND	32399.014	278,879.10	298,070.93
19765P232	COLUMBIA MID CAP GROWTH FUND	810.040	14,451.12	23,426.36
19765Y688	COLUMBIA SELECT LARGE CAP	1104.140	15,248.17	19,686.82
207543877	SMALL CAP GROWTH LEADERS CTF	3458.776	73,953.59	75,186 18
22160K105	COSTCO WHSL CORP NEW	160 000	11,844.44	22,680.00
254687106	DISNEY WALT CO	365.000	11,999 58	34,379.35
260543103	DOW CHEM CO	540.000	15,483 38	24,629.40
268648102	EMC CORP	1085.000	11,055.95	32,267.90
26875P101	EOG RES INC	270.000	13,899.19	24,858.90
278642103	EBAY INC	230.000	12,025.16	12,907.60
29099J109	EMERGING MARKETS STOCK	1540.490	74,495.46	70,686.77
30219G108	EXPRESS SCRIPTS HLDG CO	345.000	18,997 51	29,211.15
302993993	MID CAP VALUE CTF	3866.155	103,666.35	115,953.72
303995997	SMALL CAP VALUE CTF	3057 340	74,405.95	74,310 48
31428X106	FEDEX CORP	135 000	14,310.19	23,444.10
375558103	GILEAD SCIENCES INC	320 000	5,983 42	30,163.20
38141G104	GOLDMAN SACHS GROUP INC	155.000	19,731.17	30,043.65
38145C646	GOLDMAN SACHS STRATEGIC	26794.258	280,000.00	275,444.97
38259P508	GOOGLE INC	35.000	10,347.73	18,573.10
38259P706	GOOGLE INC	35.000	10,314.67	18,424.00
411511306	HARBOR INTERNATIONAL FUND	172.087	10,000.00	11,147 80
438516106	HONEYWELL INTL INC	330.000	20,644.72	32,973.60
459200101	INTERNATIONAL BUSINESS MACHS	75.000	6,294.96	12,033.00
464286772	ISHARES MSCI SOUTH KOREA	250 000	11,309.33	13,822.50
464287465	ISHARES MSCI EAFE ETF	1375.000	64,693.75	83,655.00

HENRY BROOKS TRUST C

04-6785966

Balance Sheet

12/31/2014

Bank of America



Cusip	Asset	Units	Basis	Market Value
464287507	ISHARES CORE S&P MID CAP ETF	490 000	61,723.65	70,952.00
464287655	ISHARES RUSSELL 2000 ETF	639.000	74,928.12	76,437.18
46429B606	ISHARES MSCI POLAND CAPPED ETF	375.000	10,047.64	9,026.25
466001864	IVY ASSET STRATEGY FUND	5344.825	155,741.00	137,575.80
46625H100	J P MORGAN CHASE & CO	540.000	19,837.37	33,793.20
478160104	JOHNSON & JOHNSON	300.000	20,387.06	31,371.00
518439104	LAUDER ESTEE COS INC	155.000	10,602.87	11,811.00
548661107	LOWES COS INC	520.000	16,252.24	35,776.00
580135101	MCDONALDS CORP	185 000	16,963.16	17,334 50
58155Q103	MCKESSON CORP	135.000	5,072.84	28,023.30
594918104	MICROSOFT CORP	690.000	15,842.36	32,050.50
637071101	NATIONAL OILWELL VARCO INC	180 000	9,327.70	11,795.40
67011P100	NOW INC	45 000	1,048.88	1,157.85
674599105	OCCIDENTAL PETE CORP DEL	170.000	7,858.63	13,703.70
68389X105	ORACLE CORP	575 000	19,090.41	25,857.75
693390841	PIMCO HIGH YIELD FD	3955 282	36,586.36	36,151.28
713448108	PEPSICO INC	330.000	20,629.95	31,204.80
718172109	PHILIP MORRIS INTL INC	375.000	14,707.24	30,543.75
73935S105	POWERSHARES DB COMMODITY	7165.000	163,708.13	132,194.25
74144T108	PRICE T ROWE GROUP INC	185.000	9,187.75	15,884.10
742718109	PROCTER & GAMBLE CO	365.000	25,378.34	33,247.85
747525103	QUALCOMM INC	350.000	19,866.02	26,015.50
748356102	QUESTAR CORP	580.000	8,645.23	14,662.40
767204100	RIO TINTO PLC	340.000	16,739 68	15,660.40
780259206	ROYAL DUTCH SHELL PLC	346.000	25,154.00	23,164.70
78463X863	SPDR DJ WILSHIRE INTL REAL	1070.000	45,952.87	44,479.90
806857108	SCHLUMBERGER LTD	295.000	18,911.68	25,195.95
816851109	SEMPRA ENERGY	185.000	9,446 38	20,601.60
85590A401	STARWOOD HOTELS & RESORTS	190.000	12,107 82	15,403.30
872540109	TJX COS INC NEW	485.000	9,919.07	33,261.30
883556102	THERMO FISHER SCIENTIFIC CORP	185.000	8,916.36	23,178.65
907818108	UNION PAC CORP	70 000	5,363.23	8,339 10
911717106	UNITED STS COMMODITY INDEX FUND	140.000	8,380.40	6,760.60
913017109	UNITED TECHNOLOGIES CORP	295.000	9,592.67	33,925.00

HENRY BROOKS TRUST C
04-6785966
Balance Sheet
12/31/2014



Cusip	Asset	Units	Basis	Market Value
918204108	V F CORP	320.000	12,950.53	23,968.00
922042858	VANGUARD FTSE EMERGING MKTS	4125.000	157,576.36	165,082.50
922908553	VANGUARD REIT	2240 000	151,723.42	181,440.00
92343V104	VERIZON COMMUNICATIONS INC	645.000	23,957.97	30,173.10
92857W308	VODAFONE GROUP PLC NEW	211 000	10,373.26	7,209.87
949746101	WELLS FARGO & CO	605 000	16,559.36	33,166.10
97717W281	WISDOMTREE EMERGING MKTS	175 000	8,369.29	7,553.00
99Z466197	INTERNATIONAL FOCUSED EQUITY	18898.034	225,324.96	217,882.99
G1151C101	ACCENTURE PLC	225 000	12,061.98	20,094.75
G29183103	EATON CORP PLC	245.000	14,745.31	16,650.20
Y0486S104	AVAGO TECHNOLOGIES LTD	285.000	9,783.65	28,668.15
		Totals:	3,092,836.87	3,699,482.77

Posting Date	Amount	Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient
8/18/2014	-2400	SALEM STATE UNIVERSITY	NONE	SCHOLARSHIP	PC
8/18/2014	-2400	SAINT MICHAEL'S COLLEGE	NONE	SCHOLARSHIP	PC
8/18/2014	-2400	SALEM STATE UNIVERSITY	NONE	SCHOLARSHIP	PC
8/18/2014	-2400	SALEM STATE UNIVERSITY	NONE	SCHOLARSHIP	PC
8/18/2014	-2400	NORTH SHORE COMMUNITY COLLEGE	NONE	SCHOLARSHIP	PC
9/9/2014	-12000	AMERICAN CANCER SOCIETY INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/9/2014	-12000	AMERICAN HEART ASSOCIATION	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/9/2014	-12000	AMERICAN RED CROSS OF MASS BAY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/9/2014	-12000	CARROLL CENTER	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/9/2014	-12000	DISCALCED CARMELITE NUNS DANVERS	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/9/2014	-12000	KNIGHTS OF COLUMBUS DANVERS MA	NONE	UNRESTRICTED GENERAL SUPPORT	EOF
9/9/2014	-12000	MARYKNOLL FATHERS & BROTHERS	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/9/2014	-12000	ST MARY OF THE ANNUNCIATION SCHO	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/9/2014	-12000	THE SALVATION ARMY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
TOTAL	-120000				

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.

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 and click on *e-file for Charities & Nonprofits*.

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

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

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

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions.

Name of exempt organization or other filer, see instructions.

Employer identification number (EIN) or

HENRY BROOKS TRUST C

04-6785966

Number, street, and room or suite no. If a P.O. box, see instructions.

Social security number (SSN)

P O BOX 1802

City, town or post office, state, and ZIP code. For a foreign address, see instructions.

PROVIDENCE, RI 02901-1802

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

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

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

Telephone No. ► (888) 866-3275FAX No. ► 800-977-0692

- 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 08/17, 20 15, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2014 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 \$	5,267.
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 \$	5,267.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	

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

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

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

JSA

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