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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014, and ending 12-31-2014

Name of foundation DIANE AND DOROTHY BROOKS FOUNDATION		A Employer identification number 20-2653929	
Number and street (or P O box number if mail is not delivered to street address) 11100 SANTA MONICA BLVD NO 400		B Telephone number (see instructions) (310) 734-1234	
City or town, state or province, country, and ZIP or foreign postal code LOS ANGELES, CA 90025		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 25,322,450		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

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)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	69,098	69,098		
	4 Dividends and interest from securities.	312,443	312,443		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	207,782			
	b Gross sales price for all assets on line 6a 996,610				
	7 Capital gain net income (from Part IV, line 2) . . .		207,782		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	589,323	589,323		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	4,337	2,169		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	2,927	2,692		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	25,418	12,709		0
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	32,682	17,570		0
	25 Contributions, gifts, grants paid	925,000			925,000
	26 Total expenses and disbursements. Add lines 24 and 25	957,682	17,570		925,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-368,359			
	b Net investment income (if negative, enter -0-)		571,753		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	18,238,061	1,068,748	1,068,748
	3	Accounts receivable ▶ <u>3,300</u>			
		Less allowance for doubtful accounts ▶ _____	300	3,300	3,300
	4	Pledges receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	536,875	 576,190	562,497
	b	Investments—corporate stock (attach schedule)	3,509,161	 18,737,310	19,822,568
	c	Investments—corporate bonds (attach schedule).	2,308,542	 3,834,032	3,865,337
	11	Investments—land, buildings, and equipment basis ▶ _____			
	Less accumulated depreciation (attach schedule) ▶ _____				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
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)	24,592,939	24,219,580	25,322,450	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	24,592,939	24,219,580	
	30	Total net assets or fund balances (see instructions)	24,592,939	24,219,580	
	31	Total liabilities and net assets/fund balances (see instructions) . . .	24,592,939	24,219,580	

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 24,592,939
2	Enter amount from Part I, line 27a	2 -368,359
3	Other increases not included in line 2 (itemize) ▶ 	3 1,000
4	Add lines 1, 2, and 3	4 24,225,580
5	Decreases not included in line 2 (itemize) ▶ 	5 6,000
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6 24,219,580

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	See Additional Data Table			
b				
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 See Additional Data Table			
b			
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 See Additional Data Table			
b			
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	207,782
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 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	538,200	12,976,419	0 041475
2012	959,922	10,498,549	0 091434
2011	760,000	9,864,776	0 077042
2010	1,016,084	7,616,231	0 133410
2009	540,000	6,239,531	0 086545

2	Total of line 1, column (d).	2	0 429906
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 085981
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	25,146,695
5	Multiply line 4 by line 3.	5	2,162,138
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,718
7	Add lines 5 and 6.	7	2,167,856
8	Enter qualifying distributions from Part XII, line 4.	8	925,000

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	11,435
c		All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3		Add lines 1 and 2.		3	11,435
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	11,435
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014	6a	6,170	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	17,000	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments. Add lines 6a through 6d.		7	23,170
8		Enter any penalty for underpayment of estimated tax. Check here ☐ 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	11,735
11		Enter the amount of line 10 to be Credited to 2015 estimated tax 11,735 Refunded		11	0

Part VII-AStatements Regarding Activities

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?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0 (2) On foundation managers \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
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	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
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?	6	Yes	
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.	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions): CA			
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	8b	Yes	
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	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶ NONE				
14	The books are in care of ▶ FREEDMAN BRODER & COMPANY Telephone no ▶ (310) 734-1234 Located at ▶ 11100 SANTA MONICA BLVD 400 LOS ANGELES CA ZIP +4 ▶ 90025			
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 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?	16	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶				

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? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)?. ☐ Yes ☒ 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). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
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?. 1c			No
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). 2b			
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 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?. ☐ Yes ☒ No			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i>). 3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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?	4b		No

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)?		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?		☐ 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		No
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		☐ Yes	☒ No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		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 Additional Data Table				
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				
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	
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	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3.	0

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	12,920,548
b	Average of monthly cash balances.	1b	12,609,092
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	25,529,640
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	25,529,640
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	382,945
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	25,146,695
6	Minimum investment return. Enter 5% of line 5.	6	1,257,335

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	1,257,335
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	11,435
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	11,435
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,245,900
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,245,900
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,245,900

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	925,000
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	925,000
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	925,000
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				1,245,900
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				229,916
b From 2010.				638,104
c From 2011.				270,337
d From 2012.				440,568
e From 2013.				
f Total of lines 3a through e.	1,578,925			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 925,000				
a Applied to 2013, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2014 distributable amount.				925,000
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	320,900			320,900
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,258,025			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
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.			0	
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
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).	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	1,258,025			
10 Analysis of line 9				
a Excess from 2010. . . .				547,120
b Excess from 2011. . . .				270,337
c Excess from 2012. . . .				440,568
d Excess from 2013. . . .				
e Excess from 2014. . . .				

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

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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 XVSupplementary Information (Complete this part only if the organization 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))

JAMES L BROOKS

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

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 email address of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	925,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

Yes	No
-----	----

No

a Transfers from the reporting foundation to a noncharitable exempt organization of

(1) Cash.

1a(1)

No

(2) Other assets.

1a(2)

No

b Other transactions

(1) Sales of assets to a noncharitable exempt organization.

1b(1)

No

(2) Purchases of assets from a noncharitable exempt organization.

1b(2)

No

(3) Rental of facilities, equipment, or other assets.

1b(3)

No

(4) Reimbursement arrangements.

1b(4)

No

(5) Loans or loan guarantees. . . .

1b(5)

No

(6) Performance of services or membership or fundraising solicitations.

1b(6)

No

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

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.

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

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.

Sign Here	*****	2015-11-16	*****	May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No
	Signature of officer or trustee	Date	Title	

**Sign
Here**

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

* * * * *

2015-11-16

* * * * *

Signature of officer or trustee

Date

Title

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

☒ Yes ☐ No

**Paid
Preparer
Use
Only**

Form **990-PF** (2014)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
67 SHS AAON INC	P	2011-03-11	2014-01-08
153 SHS AAON INC	P	2011-05-16	2014-01-08
160 SHS MESA LABORATORIES INC	P	2011-04-13	2014-03-06
131 SHS HEARTLAND EXPRESS INC	P	2013-05-02	2014-04-08
224 SHS HEARTLAND EXPRESS INC	P	2013-07-19	2014-04-08
369 SHS AARONS INC	P	2006-03-09	2014-05-15
76 SHS AARONS INC	P	2013-05-02	2014-05-15
53 SHS FLIR SYSTEMS INC	P	2009-10-01	2014-05-15
170 SHS FLIR SYSTEMS INC	P	2009-11-04	2014-05-15
92 SHS FLIR SYSTEMS INC	P	2010-03-03	2014-05-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,113		846	1,267
4,825		2,216	2,609
15,123		4,632	10,491
2,879		1,759	1,120
4,922		3,326	1,596
11,761		6,106	5,655
2,422		2,168	254
1,762		1,432	330
5,651		4,797	854
3,058		2,454	604

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,267
			2,609
			10,491
			1,120
			1,596
			5,655
			254
			330
			854
			604

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
110 SHS MONRO MUFFLER BRAKE INC	P	2012-05-14	2014-05-15
45 SHS MONRO MUFFLER BRAKE INC	P	2012-06-01	2014-05-15
145 SHS TECHNE CORP	P	2006-03-09	2014-05-15
37 SHS VISTAPRINT LIMITED	P	2013-10-09	2014-05-23
318 SHS VISTAPRINT LIMITED	P	2013-10-09	2014-05-28
270 SHS VISTAPRINT LIMITED	P	2014-01-30	2014-05-28
249 SHS AARONS INC	P	2013-05-02	2014-07-02
220 SHS AARONS INC	P	2013-10-25	2014-07-02
197 SHS HITTITE MICROWAVE CORP	P	2009-02-10	2014-07-17
270 SHS HITTITE MICROWAVE CORP	P	2009-02-23	2014-07-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,706		4,320	1,386
2,334		1,482	852
12,749		8,519	4,230
1,516		1,941	-425
13,179		16,678	-3,499
11,190		13,266	-2,076
8,856		7,102	1,754
7,825		6,171	1,654
15,338		5,333	10,005
21,022		6,585	14,437

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,386
			852
			4,230
			-425
			-3,499
			-2,076
			1,754
			1,654
			10,005
			14,437

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
40 SHS HITTITE MICROWAVE CORP	P	2012-01-11	2014-07-17
125 SHS HITTITE MICROWAVE CORP	P	2013-06-05	2014-07-17
0 5 SHS AAON INC	P	2011-05-16	2014-07-22
136 SHS FLIR SYSTEMS INC	P	2010-03-03	2014-10-03
425 SHS FLIR SYSTEMS INC	P	2012-05-14	2014-10-03
33 SHS TECHNE CORP	P	2006-03-09	2014-10-27
49 SHS TECHNE CORP	P	2008-09-30	2014-10-27
67 SHS TECHNE CORP	P	2009-09-25	2014-10-27
105 SHS TECHNE CORP	P	2012-05-11	2014-10-27
110 SHS MERCADOLIBRE INC	P	2011-10-14	2014-11-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,114		2,069	1,045
9,732		6,736	2,996
11		5	6
4,163		3,628	535
13,008		9,010	3,998
3,109		1,939	1,170
4,616		3,536	1,080
6,312		4,094	2,218
9,892		7,284	2,608
14,657		6,810	7,847

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,045
			2,996
			6
			535
			3,998
			1,170
			1,080
			2,218
			2,608
			7,847

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
75 SHS MERCADOLIBRE INC	P	2012-06-18	2014-11-13
145 SHS AGL RESOURCES INC	P	2012-02-17	2014-01-22
8000 SHS CONOCOPHILLIPS	P	2009-11-04	2014-01-31
650 SHS MATTEL INC	P	2012-03-23	2014-02-03
83 SHS TRAVELERS COMPANIES INC	P	2012-02-02	2014-02-21
35000 SHS FEDERAL HOME LOAN MTG CORP MTN	P	2011-04-19	2014-03-12
35000 SHS FEDERAL HOME LOAN MTG CORP	P	2011-10-20	2014-03-17
45000 SHS FEDERAL HOME LOAN BANKS	P	2014-02-06	2014-05-13
45000 SHS UNITED STATES TREAS NOTES	P	2007-11-06	2014-05-15
25000 SHS UNITED STATES TREAS NOTES	P	2009-12-31	2014-05-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
9,994		5,150	4,844
6,929		5,989	940
8,000		8,466	-466
23,477		21,970	1,507
6,931		4,915	2,016
35,000		35,000	0
35,000		35,000	0
45,000		45,000	0
45,000		45,000	0
25,000		25,000	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			4,844
			940
			-466
			1,507
			2,016
			0
			0
			0
			0
			0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
0 5 SHS TIME INC	P	2013-07-23	2014-06-12
495 SHS BAXTER INTL INC	P	2012-10-12	2014-06-23
65 SHS BAXTER INTL INC	P	2013-04-26	2014-06-23
136 SHS NOW INC	P	2011-12-19	2014-06-23
30 SHS NOW INC	P	2012-12-20	2014-06-23
65 75 SHS TIME INC	P	2013-07-23	2014-06-23
26 25 SHS TIME INC	P	2014-02-11	2014-06-23
83 SHS PNC FINANCIAL SERVICES GROUP INC	P	2012-02-23	2014-06-26
74 SHS UNION PACIFIC CORP	P	2011-01-20	2014-06-26
485 SHS NOVARTIS AG SP ADR	P	2011-12-20	2014-07-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
11		10	1
36,491		30,200	6,291
4,792		4,512	280
4,841		3,414	1,427
1,068		810	258
1,530		1,360	170
611		562	49
7,349		4,957	2,392
7,361		3,506	3,855
42,982		27,331	15,651

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1
			6,291
			280
			1,427
			258
			170
			49
			2,392
			3,855
			15,651

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
515 SHS AFLAC INC	P	2013-10-11	2014-08-01
50000 SHS FEDERAL FARM CREDIT BANKS	P	2013-08-01	2014-08-07
210 SHS JOHNSON & JOHNSON	P	2006-03-09	2014-08-21
87 SHS APPLE INC	P	2012-05-21	2014-09-23
126 SHS TJX COS INC	P	2012-03-23	2014-09-23
280 SHS EMERSON ELECTRIC CO	P	2011-03-17	2014-10-09
145 SHS EMERSON ELECTRIC CO	P	2011-05-26	2014-10-09
555 SHS FRANKLIN RESOURCES INC	P	2012-01-18	2014-10-09
435 SHS FRANKLIN RESOURCES INC	P	2012-05-22	2014-10-09
205 SHS PNC FINANCIAL SERVICES GROUP INC	P	2012-02-23	2014-10-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
30,406		33,137	-2,731
50,000		50,000	0
21,895		12,181	9,714
8,915		6,697	2,218
7,426		4,876	2,550
16,808		15,995	813
8,704		7,851	853
28,883		17,955	10,928
22,638		16,050	6,588
16,030		12,243	3,787

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-2,731
			0
			9,714
			2,218
			2,550
			813
			853
			10,928
			6,588
			3,787

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
110 SHS 3M CO	P	2010-10-01	2014-10-15
115 SHS APACHE CORP	P	2008-08-21	2014-10-15
95 SHS APACHE CORP	P	2009-02-06	2014-10-15
170 SHS APACHE CORP	P	2012-12-20	2014-10-15
14 87 SHS HALYARD HEALTH INC	P	2012-02-02	2014-11-03
18 12 SHS HALYARD HEALTH INC	P	2014-10-09	2014-11-03
0 75 SHS HALYARD HEALTH INC	P	2012-02-02	2014-11-06
800 SHS COCA-COLA CO	P	2012-03-02	2014-11-10
40000 SHS EBAY INC	P	2010-11-09	2014-11-17
45000 SHS FEDERAL NATL MTG ASSN	P	2014-05-22	2014-12-29

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
14,521		9,656	4,865
8,149		13,319	-5,170
6,731		7,482	-751
12,046		13,676	-1,630
536		354	182
653		649	4
29		18	11
33,871		27,660	6,211
40,464		39,633	831
45,000		45,000	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			4,865
			-5,170
			-751
			-1,630
			182
			4
			11
			6,211
			831
			0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
52,693			52,693

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			52,693

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES L BROOKS	PRESIDENT 0 50	0	0	0
11100 SANTA MONICA BL 400 LOS ANGELES, CA 90025				
WILLIAM BRODER	CFO AND SECRETARY 0 25	0	0	0
11100 SANTA MONICA BL 400 LOS ANGELES, CA 90025				
AMY BROOKS	VICE-PRESIDENT 0 00	0	0	0
11100 SANTA MONICA BL 400 LOS ANGELES, CA 90025				
CHLOE BROOKS	VICE-PRESIDENT 0 00	0	0	0
11100 SANTA MONICA BL 400 LOS ANGELES, CA 90025				
COOPER BROOKS	VICE-PRESIDENT 0 00	0	0	0
11100 SANTA MONICA BL 400 LOS ANGELES, CA 90025				
JOSEPH BROOKS	VICE-PRESIDENT 0 00	0	0	0
11100 SANTA MONICA BL 400 LOS ANGELES, CA 90025				

Form 990PF Part XV Line 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)				
a Paid during the year				
826LA WEST 12515 VENICE BL LOS ANGELES,CA 90026	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	10,000
ALLIANCE FOR CHILDREN'S RIGHTS 3333 WILSHIRE BLSTE 550 LOS ANGELES,CA 90010	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	50,000
AMERICAN FRIENDS OF THE ISRAEL PHILHARMONIC ORCHESTRA 9911 WPICO BL STE 505 LOS ANGELES,CA 90066	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	13,400
BEND THE ARC 330 7TH AVE 19TH FL NEW YORK,NY 10001	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	4,600
BENNINGTON COLLEGE ONE COLEAGE DRIVE BENNINGTON,VT 05201	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	10,000
CATTICUS CORPORATION 2600 TENTH STREET STE 314 BERKELEY,CA 94710	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	1,500
CINE FAMILY 611 N FAIRFAX AVE LOS ANGELES,CA 90036	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	5,000
DOCTORS WITHOUT BORDERS 333 7TH AVE 2ND FL NEW YORK,NY 10001	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	100,000
EIF - ENTERTAINMENT 1900 AVE OF THE STARS 1400 LOS ANGELES,CA 90067	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	9,900
FILM INDEPENDENT LACMA 9911 WPICO BL 11TH FL LOS ANGELES,CA 90067	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	10,000
FISHER HOUSE FOUNDATION 111 ROCKVILLE PIKE STE 420 ROCKVILLE,MD 20850	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	50,000
HEART FOUNDATION 31822 VILLAGE CENTER RD 208 WESTLAKE VILLAGE,CA 91361	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	100,000
INNER CITY ARTS 720 KOHER STREET LOS ANGELES,CA 90021	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	25,000
INTREPID FALLEN HEREOS W 46TH ST 12TH AVE NEW YORK,CA 10036	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	50,000
LINCOLN CENTER THEATRE 150 WEST 65TH STRRET NEW YORK,NY 10023	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	15,000
Total  3a				925,000

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
MARTHA'S VINEYARD CEREBRAL PALSY CAMP INC PO BOX 1357 VINEYARD HAVEN,MA 02568	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	10,000
MOTION PICTURE TELEVISION FUND 23388 MULHOLLAND DR WOODLAND HILLS,CA 91364	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	75,000
NY TIMES NEEDIEST CASES 4 CHASE METROTECH CENTER BROOKLYN,NY 11245	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	50,000
OLIVE CREST 2130 EAST FOURTH ST STE 200 SANTA ANA,CA 92705	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	10,000
PARA LOS NINOS 500 LUCAS AVE LOS ANGELES,CA 90017	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	10,000
PEN CENTER USA PO BOX 6037 BEVERLY HILLS,CA 90212	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	5,000
PLANNED PARENTHOOD LA 400 WEST 30TH STREET LOS ANGELES,CA 90007	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	4,100
RAPE FOUNDATION 1223 WILSIRE BL 410 SANTA MONICA,CA 90403	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	5,000
SERTOMA FOR LA FIRE DEPARTMENT PO BOX 4394 TORRANCE,CA 90510	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	25,000
SHARE OUR STRENGTH 1030 15TH ST NW STE 1100W WASHINGTON,DC 20005	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	25,000
THE SABAN FREE CLINIC 8405 BEVERLY BLVD LOS ANGELES,CA 90048	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	75,000
USC SCHOOL OF CINEMA ARTS 900 WEST 34TH STREET LOS ANGELES,CA 90089	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	7,500
WILDWOOD SCHOOL 12201 WASHINGTON PLACE LONG BEACH,CA 90066	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	109,000
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD STE 300 JACKSONVILLE,FL 32256	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	50,000
YES (YOUNG EISNER SCHOLARS) PO BOX 3085 INGLEWOOD,CA 90304	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	10,000
Total  3a				925,000

TY 2014 Accounting Fees Schedule**Name:** DIANE AND DOROTHY BROOKS FOUNDATION**EIN:** 20-2653929

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,337	2,169		0

**TY 2014 Investments Corporate
Bonds Schedule****Name:** DIANE AND DOROTHY BROOKS FOUNDATION**EIN:** 20-2653929

Name of Bond	End of Year Book Value	End of Year Fair Market Value
KAYNE ANDERSON 670-675857	927,155	921,767
CNB SECURITIES BHS 213233	2,906,877	2,943,570

**TY 2014 Investments Corporate
Stock Schedule****Name:** DIANE AND DOROTHY BROOKS FOUNDATION**EIN:** 20-2653929

Name of Stock	End of Year Book Value	End of Year Fair Market Value
KAYNE ANDERSON 670-675857	2,196,247	3,188,249
KAYNE ANDERSON 670-675849	893,959	1,356,688
KAYNE ANDERSON 670-642669	505,553	602,855
KAYNE ANDERSON 676-324879	15,141,551	14,674,776

TY 2014 Investments Government Obligations Schedule

Name: DIANE AND DOROTHY BROOKS FOUNDATION

EIN: 20-2653929

**US Government Securities - End of
Year Book Value:**

576,190

**US Government Securities - End of
Year Fair Market Value:**

562,497

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2014 Other Decreases Schedule

Name: DIANE AND DOROTHY BROOKS FOUNDATION

EIN: 20-2653929

Description	Amount
FEDERAL INCOME TAXES	6,000

TY 2014 Other Expenses Schedule

Name: DIANE AND DOROTHY BROOKS FOUNDATION

EIN: 20-2653929

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	25,418	12,709		0

TY 2014 Other Increases Schedule

Name: DIANE AND DOROTHY BROOKS FOUNDATION

EIN: 20-2653929

Description	Amount
2013 CHECK TO PHILIPPINE RED CROSS VOIDED IN 2014	1,000

TY 2014 Taxes Schedule**Name:** DIANE AND DOROTHY BROOKS FOUNDATION**EIN:** 20-2653929

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE TAXES	235	0		0
FOREIGN TAXES PAID	2,692	2,692		0