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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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

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) Room/suite
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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 24,749,917

J Accounting method ☑ Cash ☐ Accrual
☐ 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 ▶ ☐

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	17,902	17,902		
	4	Dividends and interest from securities	495,887	495,887		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	46,212			
	b	Gross sales price for all assets on line 6a 5,736,740				
	7	Capital gain net income (from Part IV, line 2)		46,212		
	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	560,001	560,001		
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)	3,394	1,697		0
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	22,735	5,630		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	26,625	26,625		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	52,754	33,952		0
	25	Contributions, gifts, grants paid	601,650			601,650
	26	**Total expenses and disbursements.** Add lines 24 and 25	654,404	33,952		601,650
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-94,403			
	b	**Net investment income** (if negative, enter -0-)		526,049		
	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	1,068,748	727,922	727,922
	3	Accounts receivable ▶ 4,850			
		Less allowance for doubtful accounts ▶	3,300	4,850	4,850
	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)	576,190	3,700,437	3,681,514
	b	Investments—corporate stock (attach schedule)	18,737,310	17,863,374	18,542,310
	c	Investments—corporate bonds (attach schedule)	3,834,032	1,828,594	1,793,321
	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)	24,219,580	24,125,177	24,749,917
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	24,219,580	24,125,177	
	30	**Total net assets or fund balances**(see instructions)	24,219,580	24,125,177	
	31	**Total liabilities and net assets/fund balances**(see instructions)	24,219,580	24,125,177	

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	24,219,580
2	Enter amount from Part I, line 27a	2	-94,403
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	24,125,177
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	24,125,177

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
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	46,212
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))
2014	925,000	25,146,695	0 036784
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

2	**Total** of line 1, column (d).	2	0 380145
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 076029
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	25,046,921
5	Multiply line 4 by line 3.	5	1,904,292
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,260
7	Add lines 5 and 6.	7	1,909,552
8	Enter qualifying distributions from Part XII, line 4.	8	601,650

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	10,521
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	10,521
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	10,521
6	Credits/Payments				
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	11,735		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	12,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	23,735
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	13,214
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 13,214 **Refunded** ▶			11	0

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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*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*			
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 2015 or the taxable year beginning in 2015 (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 |

			Yes	No
16	At any time during calendar year 2015, 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		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 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	☐ 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 2015 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 2015).*		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 2015?		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	23,249,675
b	Average of monthly cash balances	1b	2,178,671
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	25,428,346
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	25,428,346
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	381,425
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	25,046,921
6	**Minimum investment return.** Enter 5% of line 5	6	1,252,346

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	1,252,346
2a	Tax on investment income for 2015 from Part VI, line 5 — 2a: 10,521		
b	Income tax for 2015 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	10,521
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,241,825
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	1,241,825
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	1,241,825

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	601,650
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	601,650
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	601,650

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7					1,241,825
2 Undistributed income, if any, as of the end of 2015					
a Enter amount for 2014 only.				0	
b Total for prior years 20___ , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2015					
a From 2010.	547,120				
b From 2011.	270,337				
c From 2012.	440,568				
d From 2013.					
e From 2014.					
f Total of lines 3a through e.		1,258,025			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 601,650					
a Applied to 2014, 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 2015 distributable amount.					601,650
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2015 *(If an amount appears in column (d), the same amount must be shown in column (a))*		640,175			640,175
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		617,850			
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 2014 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2016 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 2010 not applied on line 5 or line 7 (see instructions) . . .		0			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a		617,850			
10 Analysis of line 9					
a Excess from 2011. . . .	177,282				
b Excess from 2012. . . .	440,568				
c Excess from 2013. . . .					
d Excess from 2014. . . .					
e Excess from 2015. . . .					

Part XIV Private 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 2015, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2015	**(b)** 2014	**(c)** 2013	**(d)** 2012	
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 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				601,650
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a NONE					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	17,902	
4 Dividends and interest from securities. . .			14	495,887	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	46,212	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		560,001	0

13 Total. Add line 12, columns (b), (d), and (e). **13** 560,001

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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)		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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** 2016-11-14 ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
STEPHEN MICHALSKI				P00137498

Firm's name ▶ FREEDMAN BRODER & COMPANY

Firm's EIN ▶ 95-4338170

Firm's address ▶ 11100 SANTA MONICA 400 LOS ANGELES, CA 90025

Phone no (310) 734-1234

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)
52246 696 SHS DFA INV DIMENSIONS GROUP INC INTL CORE EQUITY	P	2014-09-12	2015-09-02
35985 957 SHS DFA INV DIMENSIONS GROUP INC US CORE EQUITY 1	P	2014-09-12	2015-09-02
14879 107 SHS DFA INV DIMENSIONS GROUP INC EMERG MKT CORE EQUITY	P	2014-09-12	2015-09-02
1447 246 SHS DFA INV DIMENSIONS GROUP INC EMERG MKT VALUE	P	2014-09-12	2015-09-02
1187 085 SHS DFA INV DIMENSIONS GROUP INC US TARGETED VALUE	P	2014-09-12	2015-09-02
2111 872 SHS DFA INV DIMENSIONS GROUP INC EMERG MKT SMALL CAP	P	2014-09-12	2015-09-02
10468 479 SHS DFA INV DIMENSIONS GROUP INC INTL SMALL PORTFOLIO	P	2014-09-12	2015-09-02
9546 414 SHS DFA INV DIMENSIONS GROUP INC INTL SMALL CAP VALUE	P	2014-09-12	2015-09-02
16671 959 SHS DFA INV DIMENSIONS GROUP INC LARGE CAP HIGH	P	2014-09-12	2015-09-02
28947 368 SHS DFA INV DIMENSIONS GROUP INC LARGE CAP INTL	P	2014-09-12	2015-09-02

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)
592,970		666,163	-73,193
614,970		633,727	-18,757
239,970		312,187	-72,217
30,970		42,994	-12,024
24,970		28,039	-3,069
36,970		47,587	-10,617
180,970		202,166	-21,196
180,970		198,394	-17,424
524,970		567,860	-42,890
571,970		649,886	-77,916

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	
			-73,193
			-18,757
			-72,217
			-12,024
			-3,069
			-10,617
			-21,196
			-17,424
			-42,890
			-77,916

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)
16431 925 SHS DFA INV DIMENSIONS GROUP INC LARGE CAP INTL	P	2014-09-12	2015-09-22
335 SHS ELLIE MAE INC	P	2013-12-30	2015-02-12
73 SHS COHEN & STEERS INC	P	2009-11-23	2015-06-19
301 SHS COHEN & STEERS INC	P	2010-01-29	2015-06-19
291 SHS HIBBETT SPORTS INC	P	2011-08-19	2015-06-19
80 SHS HIBBETT SPORTS INC	P	2012-12-10	2015-06-19
11 SHS HIBBETT SPORTS INC	P	2013-01-28	2015-06-19
69 SHS HIBBETT SPORTS INC	P	2013-01-28	2015-06-23
85 SHS HIBBETT SPORTS INC	P	2013-03-22	2015-06-23
110 SHS HIBBETT SPORTS INC	P	2013-07-18	2015-06-23

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)
314,970		368,907	-53,937
15,932		9,371	6,561
2,605		1,560	1,045
10,742		6,170	4,572
13,968		9,891	4,077
3,840		4,287	-447
528		603	-75
3,329		3,779	-450
4,101		4,724	-623
5,307		6,142	-835

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	
			-53,937
			6,561
			1,045
			4,572
			4,077
			-447
			-75
			-450
			-623
			-835

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)
170 SHS ELLIE MAE INC	P	2013-12-30	2015-07-30
50 SHS FORRESTER RESEARCH INC	P	2012-09-10	2015-10-06
300 SHS FORRESTER RESEARCH INC	P	2012-11-01	2015-10-06
305 SHS FORRESTER RESEARCH INC	P	2013-01-30	2015-10-06
158 SHS SIRONA DENTAL SYSTEMS INC	P	2011-08-16	2015-10-21
80 SHS SIRONA DENTAL SYSTEMS INC	P	2011-09-20	2015-10-21
24 SHS SIRONA DENTAL SYSTEMS INC	P	2011-09-27	2015-10-21
470 SHS HOMEAWAY INC	P	2014-06-25	2015-11-09
96 SHS HOMEAWAY INC	P	2014-09-05	2015-11-09
194 SHS HOMEAWAY INC	P	2014-09-05	2015-11-17

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)
11,789		4,756	7,033
1,566		1,539	27
9,394		8,680	714
9,550		8,532	1,018
16,229		7,217	9,012
8,217		3,615	4,602
2,465		1,058	1,407
17,177		16,187	990
3,508		3,052	456
6,850		6,167	683

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	
			7,033
			27
			714
			1,018
			9,012
			4,602
			1,407
			990
			456
			683

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)
365 SHS HOMEAWAY INC	P	2014-11-13	2015-11-17
17 SHS SIRONA DENTAL SYSTEMS INC	P	2011-09-27	2015-12-09
145 SHS SIRONA DENTAL SYSTEMS INC	P	2013-07-18	2015-12-09
85 SHS SIRONA DENTAL SYSTEMS INC	P	2013-09-25	2015-12-09
114 SHS LOWES COS INC	P	2012-07-26	2015-01-05
103 SHS VF CORP	P	2012-03-14	2015-01-05
660 SHS COCA-COLA ENTERPRISES INC	P	2013-09-12	2015-01-14
210 SHS DIAGEO PLC SP ADR	P	2012-03-14	2015-01-14
45000 SHS FEDERAL FARM CREDIT BANKS	P	2013-05-30	2015-01-22
525 SHS COVIDIEN PLC	P	2013-10-31	2015-01-27

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)
12,889		11,328	1,561
1,864		750	1,114
15,896		10,011	5,885
9,318		5,692	3,626
7,526		3,028	4,498
7,536		3,777	3,759
28,404		26,210	2,194
23,445		20,281	3,164
45,000		45,000	0
57,096		33,864	23,232

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	
			1,561
			1,114
			5,885
			3,626
			4,498
			3,759
			2,194
			3,164
			0
			23,232

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 9 SHS MEDTRONIC PLC	P	2013-10-31	2015-01-28
695 SHS AMERICAN EXPRESS CO	P	2012-03-07	2015-02-13
225 SHS JOHNSON & JOHNSON	P	2006-03-09	2015-02-13
125 SHS JOHNSON & JOHNSON	P	2010-09-03	2015-02-13
545 SHS NATIONAL OILWELL VARCO INC	P	2011-12-19	2015-02-13
120 SHS NATIONAL OILWELL VARCO INC	P	2012-12-20	2015-02-13
975 SHS AGL RESOURCES INC	P	2012-02-17	2015-03-26
50000 SHS FEDERAL HOME LOAN MTG CORP	P	2014-08-07	2015-03-26
35000 SHS JPMORGAN CHASE & CO	P	2010-09-09	2015-04-07
135 SHS APPLE INC	P	2012-05-21	2015-06-30

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)
68		61	7
54,169		36,352	17,817
22,310		13,051	9,259
12,395		7,344	5,051
28,738		31,392	-2,654
6,328		7,452	-1,124
47,513		40,269	7,244
50,000		50,031	-31
35,190		36,014	-824
16,935		10,392	6,543

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	
			7
			17,817
			9,259
			5,051
			-2,654
			-1,124
			7,244
			-31
			-824
			6,543

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)
120 SHS TJX COS INC	P	2012-03-23	2015-06-30
135 SHS TIME WARNER INC	P	2013-07-23	2015-06-30
105 SHS VF CORP	P	2012-03-14	2015-06-30
596 SHS UNION PACIFIC CORP	P	2011-01-20	2015-07-15
62 SHS CME GROUP INC	P	2013-01-14	2015-07-21
175 SHS SCHWAB CHARLES CORP	P	2013-01-14	2015-07-21
855 SHS QUESTAR CORP	P	2012-07-26	2015-08-12
40000 SHS BAXTER INTL INC	P	2014-01-16	2015-08-19
306 SHS MALLINCKRODT PUB LTD CO	P	2015-07-15	2015-08-20
2390 SHS APPLIED MATERIALS INC	P	2013-04-10	2015-08-20

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)
7,954		4,644	3,310
11,787		8,134	3,653
7,308		3,850	3,458
57,737		28,237	29,500
6,119		3,376	2,743
6,073		2,692	3,381
18,319		17,561	758
42,189		43,921	-1,732
27,618		38,083	-10,465
38,524		32,930	5,594

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	
			3,310
			3,653
			3,458
			29,500
			2,743
			3,381
			758
			-1,732
			-10,465
			5,594

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)
500 SHS APPLIED MATERIALS INC	P	2014-04-22	2015-08-20
385 SHS MEAD JOHNSON NUTRITION CO CL A	P	2015-01-14	2015-08-20
395 SHS TIME WARNER INC	P	2013-07-23	2015-09-24
210 SHS TIME WARNER INC	P	2014-02-11	2015-09-24
40000 SHS FEDERAL NATL MTG ASSN	P	2014-09-18	2015-09-25
45000 SHS FEDERAL FARM CREDIT BANKS	P	2013-03-26	2015-10-22
50000 SHS FEDERAL NATL MTG ASSN	P	2015-02-11	2015-10-23
35000 SHS HEWLETT PACKARD CO	P	2008-03-26	2015-11-09
218 SHS APPLE INC	P	2012-05-21	2015-11-11
11316 945 SHS VIRTUS FOREIGN OPPORT I	P	2006-03-09	2015-12-14

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)
8,059		9,721	-1,662
30,907		37,818	-6,911
26,587		23,799	2,788
14,135		13,104	1,031
40,000		39,940	60
45,000		45,000	0
50,000		49,975	25
37,104		36,011	1,093
25,278		16,781	8,497
316,180		237,793	78,387

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	
			-1,662
			-6,911
			2,788
			1,031
			60
			0
			25
			1,093
			8,497
			78,387

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)
42 296 SHS VIRTUS FOREIGN OPPORT I	P	2006-06-22	2015-12-14
62 902 SHS VIRTUS FOREIGN OPPORT I	P	2006-06-22	2015-12-14
80 254 SHS VIRTUS FOREIGN OPPORT I	P	2006-06-22	2015-12-14
63 465 SHS VIRTUS FOREIGN OPPORT I	P	2006-12-20	2015-12-14
151 481 SHS VIRTUS FOREIGN OPPORT I	P	2006-12-20	2015-12-14
4 344 SHS VIRTUS FOREIGN OPPORT I	P	2007-06-21	2015-12-14
11 296 SHS VIRTUS FOREIGN OPPORT I	P	2007-06-21	2015-12-14
29 109 SHS VIRTUS FOREIGN OPPORT I	P	2007-06-21	2015-12-14
87 018 SHS VIRTUS FOREIGN OPPORT I	P	2007-12-20	2015-12-14
89 666 SHS VIRTUS FOREIGN OPPORT I	P	2007-12-20	2015-12-14

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)
1,182		883	299
1,757		1,313	444
2,242		1,675	567
1,773		1,576	197
4,232		3,761	471
121		117	4
316		305	11
813		785	28
2,431		2,435	-4
2,505		2,509	-4

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	
			299
			444
			567
			197
			471
			4
			11
			28
			-4
			-4

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)
110 643 SHS VIRTUS FOREIGN OPPORT I	P	2007-12-20	2015-12-14
6 851 SHS VIRTUS FOREIGN OPPORT I	P	2008-12-22	2015-12-14
179 475 SHS VIRTUS FOREIGN OPPORT I	P	2008-12-22	2015-12-14
181 774 SHS VIRTUS FOREIGN OPPORT I	P	2009-12-22	2015-12-14
214 844 SHS VIRTUS FOREIGN OPPORT I	P	2010-12-30	2015-12-14
1395 768 SHS VIRTUS FOREIGN OPPORT I	P	2011-09-09	2015-12-14
266 528 SHS VIRTUS FOREIGN OPPORT I	P	2011-12-21	2015-12-14
68 189 SHS VIRTUS FOREIGN OPPORT I	P	2012-06-21	2015-12-14
117 37 SHS VIRTUS FOREIGN OPPORT I	P	2012-12-20	2015-12-14
67 272 SHS VIRTUS FOREIGN OPPORT I	P	2013-06-20	2015-12-14

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)
3,091		3,096	-5
191		111	80
5,014		2,904	2,110
5,079		3,597	1,482
6,002		4,793	1,209
38,996		31,015	7,981
7,446		5,808	1,638
1,905		1,558	347
3,279		3,088	191
1,879		1,738	141

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	
			-5
			80
			2,110
			1,482
			1,209
			7,981
			1,638
			347
			191
			141

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)
68 754 SHS VIRTUS FOREIGN OPPORT I	P	2013-12-20	2015-12-14
51 918 SHS VIRTUS FOREIGN OPPORT I	P	2014-06-20	2015-12-14
105 221 SHS VIRTUS FOREIGN OPPORT I	P	2014-12-22	2015-12-14
58 064 SHS VIRTUS FOREIGN OPPORT I	P	2015-06-22	2015-12-14
438 SHS GOLAR LNG LTD BERMUDA	P	2015-12-14	2015-12-18
5,000 SHS TIME WARNER INC	P	2014-05-15	2015-03-03
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)
1,921		1,833	88
1,451		1,535	-84
2,940		2,948	-8
1,622		1,699	-77
6,276		7,467	-1,191
762,514		691,070	71,444
108,497			108,497

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	
			88
			-84
			-8
			-77
			-1,191
			71,444
			108,497

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 11100 SANTA MONICA BL 400 LOS ANGELES, CA 90025	PRESIDENT 0 50	0	0	0
WILLIAM BRODER 11100 SANTA MONICA BL 400 LOS ANGELES, CA 90025	CFO AND SECRETARY 0 25	0	0	0
AMY BROOKS 11100 SANTA MONICA BL 400 LOS ANGELES, CA 90025	VICE-PRESIDENT 0 00	0	0	0
CHLOE BROOKS 11100 SANTA MONICA BL 400 LOS ANGELES, CA 90025	VICE-PRESIDENT 0 00	0	0	0
COOPER BROOKS 11100 SANTA MONICA BL 400 LOS ANGELES, CA 90025	VICE-PRESIDENT 0 00	0	0	0
JOSEPH BROOKS 11100 SANTA MONICA BL 400 LOS ANGELES, CA 90025	VICE-PRESIDENT 0 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
826LA WEST 12515 VENICE BL LOS ANGELES,CA 90026	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	33,450
ALLIANCE FOR CHILDREN'S RIGHTS 10536 CULVER BLVD CULVER CITY,CA 90232	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	50,000
BENNINGTON COLLEGE ONE COLLEAGE DRIVE BENNINGTON,VT 05201	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	30,000
COALITION FOR ENGAGED EDUCATION 3131 OLYMPIC BLVD SANTA MONICA,CA 90404	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	25,000
CA COMMUNITY FOUNDATION 221 S FIGUERA ST SUITE 400 LOS ANGELES,CA 90012	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	25,000
HEART FOUNDATION 31822 VILLAGE CENTER RD 208 WESTLAKE VILLAGE,CA 91361	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	50,000
IWMF 215 PARK AVE SOUTH STE 2014 NEW YORK,NY 10003	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	10,000
JDC PO BOX 4124 NEW YORK,NY 10163	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	5,000
MAYO CLINIC 200 FIRST STREET SW ROCHESTER,MN 55905	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	100,000
MILKBOOKIES 1448 15TH STREET 202 SANTA MONICA,CA 90404	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	5,000
MARTHA'S VINEYARD HEBREW CENTER PO BOX 692 VINEYARD HAVEN,MA 02568	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	5,000
MARTHA'S VINEYARD THEATER FOUNDATION PO BOX 692 VINEYARD HAVEN,MA 02568	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	10,000
NATIONAL MULTIPLE SCLEROSIS SOCIETY SO CAL 5150 WEST GOLDLEAF STE 400 LOS ANGELES,CA 90056	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	3,200
NY TIMES NEEDIEST CASES 4 CHASE METROTECH CENTER BROOKLYN,NY 11245	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	50,000
NAACP 4805 MOUNT HOPE DRIVE BALTIMORE,MD 21215	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	25,000
Total . . . . ▶ **3a**				601,650

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
PARA LOS NINOS 845 E 6TH STREET LOS ANGELES,CA 90021	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	25,000
RAPE FOUNDATION 1223 WILSIRE BL 410 SANTA MONICA,CA 90403	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	5,000
SAVE THE CHILDREN 501 KINGS HWY SUITE 400 FAIRFIELD,CT 06825	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	12,500
SANTA MONICA MUSEUM OF ART 2525 MICHIGAN AVENUE SANTA MONICA,CA 90404	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	2,500
UNICEF 125 MAIDEN LANE NEW YORK,NY 10038	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	5,000
WILDWOOD SCHOOL 11811 OLYMPIC BLVD LOS ANGELES,CA 90064	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	100,000
YES (YOUNG EISNER SCHOLARS) PO BOX 3085 INGLEWOOD,CA 90304	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	25,000
Total . . . . ▶ **3a**				601,650

TY 2015 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	3,394	1,697		0

TY 2015 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	1,021,054	992,009
CNB SECURITIES BHS 213233	807,540	801,312

TY 2015 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	2,287,385	3,005,208
KAYNE ANDERSON 670-675849	939,102	1,322,537
KAYNE ANDERSON 670-642669	621,249	625,490
CNB SECURITIES BHS 213233	2,215,807	2,467,078
KAYNE ANDERSON 676-324879	11,799,831	11,121,997

TY 2015 Investments Government Obligations Schedule

Name:	DIANE AND DOROTHY BROOKS FOUNDATION
EIN:	20-2653929
US Government Securities - End of Year Book Value:	3,700,437
US Government Securities - End of Year Fair Market Value:	3,681,514
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2015 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	26,625	26,625		0

TY 2015 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	105	0		0
FOREIGN TAX NATL FINL SERV 324879	4,717	4,717		0
FOREIGN TAX NATL FINL SERV 942669	534	534		0
FOREIGN TAX NATL FINL SERV 675857	379	379		0
FEDERAL EXCISE TAX ON INVESTMENT INCOME	17,000	0		0