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 separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , and ending

Name of foundation RICHARD BROOKE FOUNDATION	**A Employer identification number** 47-2497511
Number and street (or P O box number if mail is not delivered to street address) 17310 WRIGHT ST — Room/suite 202	B Telephone number 402-973-3030
City or town, state or province, country, and ZIP or foreign postal code OMAHA, NE 68130	C If exemption application is pending, check here ▶ ☐
G Check all that apply: [X] 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: [X] 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) ▶$ 63,229,178. — J Accounting method: [X] 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))

	Line	(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	61,810,574.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	88,354.	88,354.		STATEMENT 1
	4 Dividends and interest from securities	141,155.	141,155.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,269,526.			
	b Gross sales price for all assets on line 6a 15,317,286.				
	7 Capital gain net income (from Part IV, line 2)		2,269,526.		
	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)				
	11 Other income	3,158.	3,158.		STATEMENT 3
	12 **Total. Add lines 1 through 11**	64,312,767.	2,502,193.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	26,484.	26,484.		0.
	14 Other employee salaries and wages	47,208.	47,208.		0.
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	27,038.	27,038.		0.
	b Accounting fees STMT 5	5,340.	5,340.		0.
	c Other professional fees STMT 6	52,974.	52,974.		0.
	17 Interest				
	18 Taxes STMT 7	50,761.	6,761.		0.
	19 Depreciation and depletion	8,864.	0.		
	20 Occupancy	31,788.	31,788.		0.
	21 Travel, conferences, and meetings	16,550.	16,550.		0.
	22 Printing and publications				
	23 Other expenses STMT 8	31,426.	31,426.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	298,433.	245,569.		0.
	25 Contributions, gifts, grants paid	3,204,924.			3,204,924.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,503,357.	245,569.		3,204,924.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	60,809,410.			
	b **Net investment income** (if negative, enter -0-)		2,256,624.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments		77,249.	77,249.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 10	0.	60,436,770.	62,841,917.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	0.	250,000.	250,000.
	14 Land, buildings, and equipment: basis ▶ 60,012.			
	Less accumulated depreciation STMT 9 ▶ 8,864.	0.	51,148.	60,012.
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	0.	60,815,167.	63,229,178.
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			
	22 Other liabilities (describe ▶ STATEMENT 12)	0.	5,757.	
	23 **Total liabilities** (add lines 17 through 22)	0.	5,757.	
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 ▶ [X] 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	0.	60,809,410.	
	30 **Total net assets or fund balances**	0.	60,809,410.	
	31 **Total liabilities and net assets/fund balances**	0.	60,815,167.	

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	0.
2	Enter amount from Part I, line 27a	2	60,809,410.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	60,809,410.
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	60,809,410.

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				
b	SEE ATTACHED STATEMENT			
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				
b				
c				
d				
e	15,317,286.		13,047,760.	2,269,526.

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				
b				
c				
d				
e				2,269,526.

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** 2,269,526.

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).
If (loss), enter -0- in Part I, line 8 } **3** N/A

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.) N/A

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014			
2013			
2012			
2011			
2010			

2 **Total** of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI | Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	45,132.
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	45,132.
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	45,132.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a 44,000.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	44,000.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	465.
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	1,597.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A | Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3	X	
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NE			
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ WWW.RICHARDBROOKE.ORG			
14	The books are in care of ▶ MELINDA DRICKEY Telephone no. ▶ 402-973-3025 Located at ▶ 17310 WRIGHT STREET, SUITE 202, OMAHA, NE ZIP+4 ▶ 68130			
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 N/A			
			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		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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		X
	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		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 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 ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

			Yes	No
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)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
MELINDA DRICKEY 17310 WRIGHT ST. STE 202 OMAHA, NE 68130	EXECUTIVE DIRECTOR & TREASURER 40.00	26,484.	0.	0.
NEAL DRICKEY 17310 WRIGHT ST. STE 202 OMAHA, NE 68130	SECRETARY 5.00	0.	0.	0.
ANNE DRICKEY 17310 WRIGHT ST. STE 202 OMAHA, NE 68130	PRESIDENT 5.00	0.	0.	0.
ROBERT DRICKEY 17310 WRIGHT ST. STE 202 OMAHA, NE 68130	VICE PRESIDENT 5.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
GEORGE BABCOCK 16264 ROLLING RIDGE RD, OMAHA, NE 68135	CONTRACTED MANAGEMENT SERVICES	52,974.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	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	63,300,159.
b	Average of monthly cash balances	1b	106,671.
c	Fair market value of all other assets	1c	60,014.
d	**Total** (add lines 1a, b, and c)	1d	63,466,844.
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	63,466,844.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	952,003.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	62,514,841.
6	**Minimum investment return.** Enter 5% of line 5	6	3,125,742.

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	3,125,742.
2a	Tax on investment income for 2015 from Part VI, line 5 — 2a: 45,132.		
b	Income tax for 2015. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	45,132.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,080,610.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,080,610.
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	3,080,610.

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	3,204,924.
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	3,204,924.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,204,924.

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.

Form **990-PF** (2015)

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				3,080,610.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 3,204,924.				
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				3,080,610.
e Remaining amount distributed out of corpus	124,314.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	124,314.			
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 instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				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	0.			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	124,314.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015 124,314.				

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

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

	Tax year	Prior 3 years			
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient 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				
ACLU 941 O STREET #706 LINCOLN, NE 68508	NONE	PUBLIC CHARITY	GENERAL OPERATING FUNDS	25,243.
ASSITANCE LEAGUE 3569 LEAVENWORTH STREET OMAHA, NE 68105	NONE	PUBLIC CHARITY	OPERATION SCHOOL BELL	98,188.
BALLET NEBRASKA 918 S 37TH STREET OMAHA, NE 68105	NONE	PUBLIC CHARITY	2015 NUTCRACKER	24,839.
BIG BROTHERS BIG SISTERS OF THE MIDLANDS 10831 OLD MILL RD, SUITE 400 OMAHA, NE 68154	NONE	PUBLIC CHARITY	GENERAL OPERATING FUNDS	19,859.
BLUEBARN THEATER 614 S 11TH STREET OMAHA, NE 68102	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN	165,944.
Total SEE CONTINUATION SHEET(S)			▶ 3a	3,204,924.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2015)

523611
11-24-15

13030512 792792 723220 2015.03040 RICHARD BROOKE FOUNDATION 723220_1

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	88,354.	
4 Dividends and interest from securities			14	141,155.	
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			14	3,158.	
8 Gain or (loss) from sales of assets other than inventory			18	2,269,526.	
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.		2,502,193.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 2,502,193.

(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).

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

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

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

▶ Melinda Brickey | 5/13/16 | ▶ EXECUTIVE DIRECTOR

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
KENNETH A. KLUCK	Kenneth A. Kluck CPA	5/13/16		P00089142
Firm's name ▶ MCDERMOTT AND MILLER, P.C.			Firm's EIN ▶ 47-0608676	
Firm's address ▶ 11602 WEST CENTER RD STE 125 OMAHA, NE 68144			Phone no. (402) 391-1207	

Form **990-PF** (2015)

523622 11-24-15

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	BANCO SANTANDER S.A.	P	02/06/15	02/09/15
b	COVIDIEN PLC	P	01/01/15	01/27/15
c	MEDTRONIC PLC SHS	P	01/27/15	01/27/15
d	CHARLES SCHWAB BASIS REPORTED	P	02/28/15	12/31/15
e	CHARLES SCHWAB BASIS NOT REPORTED	P	02/28/15	12/31/15
f	ADT CORP	P	02/05/15	02/13/15
g	BANCO SANTANDER S.A.	P	02/13/15	02/17/15
h	CHARLES SCHWAB BASIS REPORTED	P	01/01/15	12/31/15
i	CHARLES SCHWAB BASIS NOT REPORTED	P	01/01/15	12/31/15
j	CAPITAL GAIN DIVIDENDS	P		
k				
l				
m				
n				
o				

	(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	4.			4.
b	52,528.		34,544.	17,984.
c	54.		58.	<4.>
d	8,647,859.		7,742,662.	905,197.
e	13,028.		10,887.	2,141.
f	179,757.		177,588.	2,169.
g	442.			442.
h	2,257,032.		1,936,204.	320,828.
i	3,083,145.		3,145,817.	<62,672.>
j	1,083,437.			1,083,437.
k				
l				
m				
n				
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				4.
b				17,984.
c				<4.>
d				905,197.
e				2,141.
f				2,169.
g				442.
h				320,828.
i				<62,672.>
j				1,083,437.
k				
l				
m				
n				
o				

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	2,269,526.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

523591
04-01-15

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
BROWNELL-TALBOT SCHOOL 400 N HAPPY HOLLOW BLVD OMAHA, NE 68132	NONE	PUBLIC CHARITY	SCHOLARSHIP	25,395.
BULL TERRIER RESCUE OF SOUTHERN CALIFORNIA, INC 36403 116TH ST E LITTLEROCK, CA 93543	NONE	PUBLIC CHARITY	GENERAL OPERATING FUNDS	54,000.
CAMP FOSTER 1769 260TH AVE SPIRIT LAKE, IA 51360	NONE	PUBLIC CHARITY	CABIN AND SKI BOAT	102,144.
CASA FOR DOUGLAS COUNTY 2412 ST MARY'S AVENUE OMAHA, NE 68105	NONE	PUBLIC CHARITY	VOLUNTEER TRAINING AND RECRUITMENT	100,210.
CHILD SAVING INSTITUTE 4545 DODGE STREET OMAHA, NE 68132	NONE	PUBLIC CHARITY	PEDIATRIC SOCIAL WORK PROGRAM	78,043.
CHILDREN'S SCHOLARSHIP FUND 1111 NORTH 13TH ST, SUITE 101 OMAHA, NE 68102	NONE	PUBLIC CHARITY	SCHOLARSHIPS	25,536.
COMPLETELY KIDS 2566 ST MARY'S AVE OMAHA, NE 68105	NONE	PUBLIC CHARITY	CK26 PROGRAM	49,679.
ELKHORN PUBLIC SCHOOLS FOUNDATION 20214 VETERANS DR, SUITE 400 OMAHA, NE 68022	NONE	PUBLIC CHARITY	TEACHER CLASSROOM GRANTS	22,967.
FOOD BANK FOR THE HEARTLAND 10525 J STREET OMAHA, NE 68127	NONE	PUBLIC CHARITY	BACKPACK PROGRAM AND SNAP OUTREACH COORDINATOR	71,013.
GALLERY 1516 OF REGIONAL ARTISTS, INC. 1516 LEAVENWORTH ST OMAHA, NE 68102	NONE	PUBLIC CHARITY	MAINTENANCE AND IMPROVEMENT OF FACILITIES	216,620.
Total from continuation sheets				2,870,851.

523631
04-01-15

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
GIRLS, INC 2811 N 45TH STREET OMAHA, NE 68104	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN AND ANNUAL TRIP	100,660.
GOODWILL INDUSTRIES, INC 4805 N 72ND STREET OMAHA, NE 68134	NONE	PUBLIC CHARITY	YOUTHBUILD AND PROJECT EMPLOYMENT	86,350.
HERITAGE SERVICES 10050 REGENCY CIR, SUITE 101 OMAHA, NE 68114	NONE	PUBLIC CHARITY	DO-SPACE	124,300.
KANEKO 1111 JONES ST OMAHA, NE 68102	NONE	PUBLIC CHARITY	ATRIUM	500,950.
LEGAL AID SOCIETY 209 S 19TH ST, SUITE 200 OMAHA, NE 68102	NONE	PUBLIC CHARITY	GENERAL OPERATING FUNDS	39,718.
MIDLANDS HUMANE SOCIETY 1020 RAILROAD AVE, SUITE A COUNCIL BLUFFS, IA 51503	NONE	PUBLIC CHARITY	GENERAL OPERATING FUNDS	49,664.
NEBRASKA CHILDREN AND FAMILIES 215 CENTENNIAL MALL SOUTH, SUITE 200 LINCOLN, NE 68508	NONE	PUBLIC CHARITY	PROJECT EVERLAST	99,451.
NEBRASKA HUMANE SOCIETY 8929 FORT STREET OMAHA, NE 68135	NONE	PUBLIC CHARITY	EMPLOYEE RETENTION GRANT	56,164.
NEBRASKA HUMANE SOCIETY 8929 FORT STREET OMAHA, NE 68135	NONE	PUBLIC CHARITY	GENERAL OPERATING FUNDS	99,357.
NEBRASKA HUMANE SOCIETY 8929 FORT STREET OMAHA, NE 68135	NONE	PUBLIC CHARITY	MOLLY PROGRAM	47,101.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NU FOUNDATION 2285 S 67TH ST, SUITE 200 OMAHA, NE 68106	NONE	PUBLIC CHARITY	UNMC PRIMARY CARE	47,707.
NU FOUNDATION 2285 S 67TH ST, SUITE 200 OMAHA, NE 68106	NONE	PUBLIC CHARITY	UNO OFFICE OF MILITARY AND VETERANS SERVICES	75,000.
OMAHA CHILDREN'S MUSEUM 500 S 20TH STREET OMAHA, NE 68102	NONE	PUBLIC CHARITY	PARTNER SCHOOL PROGRAM	24,892.
OMAHA CONSERVATORY OF MUSIC 3504 S 108TH STREET OMAHA, NE 68144	NONE	PUBLIC CHARITY	GENERAL OPERATING FUNDS	50,551.
OMAHA PERFORMING ARTS 1200 DOUGLAS STREET OMAHA, NE 68102	NONE	PUBLIC CHARITY	MUSIC EXPLORERS PROGRAM	25,028.
OMAHA SCHOOLS FOUNDATION 3215 CUMING STREET OMAHA, NE 68131	NONE	PUBLIC CHARITY	BRYAN HIGH SCHOOL CAPITAL CAMPAIGN	100,615.
OMAHA ZOO FOUNDATION 3701 S 10TH STREET OMAHA, NE 68107	NONE	PUBLIC CHARITY	AFRICAN GRASSLANDS PROGRAM	84,769.
PHOENIX ACADEMY 1110 N 66TH STREET OMAHA, NE 68132	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN	24,892.
PLANNED PARENTHOOD 3105 N 93RD STREET OMAHA, NE 68134	NONE	PUBLIC CHARITY	GENERAL OPERATING FUNDS AND SART PROGRAM	106,904.
PROJECT HARMONY 11949 Q STREET OMAHA, NE 68137	NONE	PUBLIC CHARITY	2016 WELFARE OF CHILDREN GRANT	45,642.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
RONALD MCDONALD HOUSE 620 S 38TH AVE OMAHA, NE 68105	NONE	PUBLIC CHARITY	NEW VAN AND GENERAL OPERATING FUNDS	99,138.
RONALD MCDONALD MOBILE DENTAL CLINIC 620 S 38TH AVE OMAHA, NE 68105	NONE	PUBLIC CHARITY	CARE MOBILE	25,150.
STRATEGIC AIR AND SPACE MUSEUM 28210 W PARK HIGHWAY ASHLAND, NE 68003	NONE	PUBLIC CHARITY	CHILDREN'S LEARNING CENTER	102,144.
VISITING NURSE ASSOCIATION 12565 WEST CENTER RD, SUITE 100 OMAHA, NE 68144	NONE	PUBLIC CHARITY	FAMILY SERVICES	83,747.
WOMEN'S CENTER FOR ADVANCEMENT 222 S 29TH STREET OMAHA, NE 68131	NONE	PUBLIC CHARITY	GENERAL OPERATING FUNDS	25,000.
LAW OFFICES OF MARINA MACCHIAGODENA 215 NORTH MAREGO AVE, THIRD FLOOR PASADENA, CA 31101	NONE	PUBLIC CHARITY	LEGAL SERVICES FOR BULL TERRIER RESCUE OF SOUTHERN CALIFORNIA	350.
Total from continuation sheets				

523631
04-01-15

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

Schedule of Contributors

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

OMB No 1545-0047

2015

Name of the organization	Employer identification number
RICHARD BROOKE FOUNDATION	47-2497511

Organization type (check one).

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	[X] 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year ▶ $ ______________

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

Name of organization	Employer identification number
RICHARD BROOKE FOUNDATION	47-2497511

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DOROTHY B. DAVIS FAMILY FOUNDATION PO BOX 641670 OMAHA, NE 68164-7670	$ 61,810,574.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
RICHARD BROOKE FOUNDATION	47-2497511

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	VARIOUS STOCK TRANSFERS	$ 61,810,574.	02/05/15

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: RICHARD BROOKE FOUNDATION

Employer identification number: 47-2497511

Part III *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of $1,000 or less for the year (Enter this info once) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF
UNDERPAYMENT OF ESTIMATED TAX WORKSHEET

Name(s)	Identifying Number
RICHARD BROOKE FOUNDATION	47-2497511

(A) *Date	(B) Amount	(C) Adjusted Balance Due	(D) Number Days Balance Due	(E) Daily Penalty Rate	(F) Penalty
		-0-			
05/15/15	11,283.	11,283.	31	.000082192	29.
06/15/15	11,283.	22,566.	92	.000082192	171.
09/15/15	11,283.	33,849.	90	.000082192	250.
12/14/15	<44,000.>	<10,151.>			
12/15/15	11,283.	1,132.	16	.000082192	1.
12/31/15	0.	1,132.	91	.000081967	8.
03/31/16	0.	1,132.	45	.000109290	6.

Penalty Due (Sum of Column F). 465.

* Date of estimated tax payment, withholding credit date or installment due date.

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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB	59,302.	59,302.	
MORGAN STANLEY 361 070198 026	29,041.	29,041.	
MORGAN STANLEY 361 070199 026	1.	1.	
MORGAN STANLEY 361 070200 026	10.	10.	
TOTAL TO PART I, LINE 3	88,354.	88,354.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB	134,434.	0.	134,434.	134,434.	
MORGAN STANLEY 361 070199 026	1,715.	0.	1,715.	1,715.	
MORGAN STANLEY 361 070200 026	5,006.	0.	5,006.	5,006.	
TO PART I, LINE 4	141,155.	0.	141,155.	141,155.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	3,158.	3,158.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,158.	3,158.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	27,038.	27,038.		0.
TO FM 990-PF, PG 1, LN 16A	27,038.	27,038.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,340.	5,340.		0.
TO FORM 990-PF, PG 1, LN 16B	5,340.	5,340.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OUTSIDE CONTRACT SERVICES	52,974.	52,974.		0.
TO FORM 990-PF, PG 1, LN 16C	52,974.	52,974.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	185.	185.		0.
EXCISE TAX	44,000.	0.		0.
TAXES	850.	850.		0.
PAYROLL TAXES	5,726.	5,726.		0.
TO FORM 990-PF, PG 1, LN 18	50,761.	6,761.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EQUIPMENT RENTAL AND MAINTENANCE	660.	660.		0.
INSURANCE - WORKERS COMP	5,324.	5,324.		0.
OFFICE EXPENSE	7,342.	7,342.		0.
OPERATING EXPENSES	11,531.	11,531.		0.
SERVICE FEE	289.	289.		0.
SOFTWARE	680.	680.		0.
TRAINING	5,600.	5,600.		0.
TO FORM 990-PF, PG 1, LN 23	31,426.	31,426.		0.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
OFFICE FURNITURE	9,035.	1,291.	7,744.	9,035.
COMPUTERS	3,011.	602.	2,409.	3,011.
OFFICE FURNITURE	2,989.	427.	2,562.	2,989.
SOFA	2,196.	314.	1,882.	2,196.
OFFICE FURNITURE	6,649.	950.	5,699.	6,649.
COMPUTER ACCESSORIES	2,058.	412.	1,646.	2,058.
FILE CABINET	2,003.	286.	1,717.	2,003.
OFFICE DECOR	27,256.	3,894.	23,362.	27,256.
OFFICE DECOR	4,815.	688.	4,127.	4,815.
TO 990-PF, PART II, LN 14	60,012.	8,864.	51,148.	60,012.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BOND FUNDS	5,992,660.	5,817,560.
EQUITIES	43,671,373.	48,461,000.
EQUITY FUNDS	10,772,737.	8,563,357.
TOTAL TO FORM 990-PF, PART II, LINE 10B	60,436,770.	62,841,917.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NOTE RECEIVABLE	COST	250,000.	250,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		250,000.	250,000.

FORM 990-PF OTHER LIABILITIES STATEMENT 12

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL LIABILITIES	0.	5,757.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	5,757.

2015 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	OFFICE FURNITURE	032715	200DB	7.00	19C	9,035.			9,035.			1,291.
2	COMPUTERS	040115	200DB	5.00	19B	3,011.			3,011.			602.
3	OFFICE FURNITURE	052815	200DB	7.00	19C	2,989.			2,989.			427.
4	SOFA	052915	200DB	7.00	19C	2,196.			2,196.			314.
5	OFFICE FURNITURE	060415	200DB	7.00	19C	6,649.			6,649.			950.
6	COMPUTER ACCESSORIES	060415	200DB	5.00	19B	2,058.			2,058.			412.
7	FILE CABINET	061015	200DB	7.00	19C	2,003.			2,003.			286.
8	OFFICE DECOR	081115	200DB	7.00	19C	27,256.			27,256.			3,894.
9	OFFICE DECOR	092915	200DB	7.00	19C	4,815.			4,815.			688.
	* TOTAL 990-PF PG 1 DEPR					60,012.		0.	60,012.	0.	0.	8,864.
	CURRENT ACTIVITY											
	BEGINNING BALANCE					0.		0.	0.	0.		
	ACQUISITIONS					60,012.		0.	60,012.	0.		
	DISPOSITIONS					0.		0.	0.	0.		
	ENDING BALANCE					60,012.		0.	60,012.	0.		
	ENDING ACCUM DEPR									8,864.		
	ENDING BOOK VALUE									51,148.		

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(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

RESOLUTION OF THE BOARD OF DIRECTORS
OF
RICHARD BROOKE FOUNDATION

Upon motion duly made, seconded and carried, the following Resolution was duly adopted at the regularly scheduled meeting of the Board of Directors of the Richard Brooke Foundation, a quorum being present at such time:

BE IT RESOLVED, the Amendment to Bylaws of Richard Brooke Foundation, attached hereto as Exhibit A, is hereby adopted by the unanimous affirmative vote of the Board of Directors, effective immediately.

FURTHER RESOLVED, Melinda Drickey abstained from participating in the vote regarding the Amendment to Bylaws of Richard Brooke Foundation to avoid any possible conflict of interest.

Dated this 28th day of December, 2015.

RICHARD BROOKE FOUNDATION

Anne Drickey
Anne Drickey, President

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Exhibit A

Amendment to Bylaws of Richard Brooke Foundation

[Attached]

AMENDMENT TO BYLAWS
OF
RICHARD BROOKE FOUNDATION

The Bylaws of the Richard Brooke Foundation, dated December 31, 2014, are hereby amended as follows:

1. Article V, Section 1 is deleted and the following is substituted in its place:

Section 1. Number; Positions: The Officers of the Foundation shall consist of an Executive Director, President, Vice President, Secretary, and Treasurer The President, Vice President, Secretary, and Treasurer must each be a Director. The Executive Director shall also serve as a member of the Board of Directors The Board of Directors may appoint such other Officers as they may deem appropriate and shall prescribe the duties of the other Officers as they shall appoint. Any two or more offices may be held by the same person, except the officers of President and Vice President

[The rest of this page intentionally left blank. Attestation page follows].

ATTESTATION PAGE

ADOPTED as Amendment to Bylaws of Richard Brooke Foundation by unanimous affirmative vote of the Board of Directors on this 28th day of December, 2015

ATTEST:

Anne Drickey

Anne Drickey, President

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