

Department of the Treasury  
Internal Revenue Service

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](http://www.irs.gov/form990pf)

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation  
**UW GLADYS BROOKS FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address)  
**P.O. BOX 1802**

Room/suite

City or town, state or province, country, and ZIP or foreign postal code  
**PROVIDENCE, RI 02901-1802**

**G** Check all that apply: ☐ Initial return ☐ Initial return of a former public charity  
☐ Final return ☐ Amended return  
☐ Address change ☐ Name change

**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)  
**\$ 36,766,062.** (Part I, column (d) must be on cash basis)

**J** Accounting method: ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_

**A** Employer identification number  
**13-2955337**

**B** Telephone number  
**401-278-8952**

**C** If exemption application is pending check here ☐

**D** 1 Foreign organizations, check here ☐  
2 Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

| Part I Analysis of Revenue and Expenses<br>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) |  | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| <b>1</b> Contributions, gifts, grants, etc., received  |  |                                    |                           | <b>N/A</b>              |   |
| <b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B   |  |                                    |                           |                         |   |
| <b>3</b> Interest on savings and temporary cash investments  |  | <b>77,527.</b>                     | <b>77,527.</b>            |                         | <b>STATEMENT 1</b>  |
| <b>4</b> Dividends and interest from securities  |  | <b>627,041.</b>                    | <b>627,041.</b>           |                         | <b>STATEMENT 2</b>  |
| <b>5a</b> Gross rents  |  |                                    |                           |                         |   |
| <b>b</b> Net rental income or (loss)   |  |                                    |                           |                         |   |
| <b>6a</b> Net gain or (loss) from sale of assets not on line 10  |  | <b>1,967,881.</b>                  |                           |                         |   |
| <b>b</b> Gross sales price for all assets on line 6a   |  | <b>6,992,050.</b>                  |                           |                         |   |
| <b>7</b> Capital gain net income (from Part IV, line 2)  |  |                                    | <b>1,967,881.</b>         |                         |   |
| <b>8</b> Net short-term capital gain   |  |                                    |                           |                         |   |
| <b>9</b> Income modifications  |  |                                    |                           |                         |   |
| <b>10a</b> Gross sales less returns and allowances   |  |                                    |                           |                         |   |
| <b>b</b> Less Cost of goods sold   |  |                                    |                           |                         |   |
| <b>c</b> Gross profit or (loss)  |  |                                    |                           |                         |   |
| <b>11</b> Other income   |  |                                    |                           |                         |   |
| <b>12</b> Total. Add lines 1 through 11  |  | <b>2,672,449.</b>                  | <b>2,672,449.</b>         |                         |   |
| <b>13</b> Compensation of officers, directors, trustees, etc   |  | <b>292,827.</b>                    | <b>209,206.</b>           |                         | <b>83,621.</b>  |
| <b>14</b> Other employee salaries and wages  |  | <b>95,077.</b>                     | <b>0.</b>                 |                         | <b>95,077.</b>  |
| <b>15</b> Pension plans, employee benefits   |  | <b>21,872.</b>                     | <b>0.</b>                 |                         | <b>21,872.</b>  |
| <b>16a</b> Legal fees <b>STMT 3</b>  |  | <b>7,422.</b>                      | <b>0.</b>                 |                         | <b>7,422.</b>   |
| <b>b</b> Accounting fees <b>STMT 4</b>   |  | <b>23,595.</b>                     | <b>0.</b>                 |                         | <b>23,595.</b>  |
| <b>c</b> Other professional fees   |  |                                    |                           |                         |   |
| <b>17</b> Interest   |  |                                    |                           |                         |   |
| <b>18</b> Taxes <b>STMT 5</b>  |  | <b>9,848.</b>                      | <b>9,848.</b>             |                         | <b>0.</b>   |
| <b>19</b> Depreciation and depletion   |  | <b>499.</b>                        | <b>0.</b>                 |                         |   |
| <b>20</b> Occupancy  |  | <b>29,122.</b>                     | <b>0.</b>                 |                         | <b>29,122.</b>  |
| <b>21</b> Travel, conferences, and meetings  |  | <b>2,304.</b>                      | <b>0.</b>                 |                         | <b>2,304.</b>   |
| <b>22</b> Printing and publications  |  | <b>197.</b>                        | <b>0.</b>                 |                         | <b>197.</b>   |
| <b>23</b> Other expenses <b>STMT 6</b>   |  | <b>14,862.</b>                     | <b>4,068.</b>             |                         | <b>10,794.</b>  |
| <b>24</b> Total operating and administrative expenses. Add lines 13 through 23   |  | <b>497,625.</b>                    | <b>223,122.</b>           |                         | <b>274,004.</b>   |
| <b>25</b> Contributions, gifts, grants paid  |  | <b>1,617,115.</b>                  |                           |                         | <b>1,617,115.</b>   |
| <b>26</b> Total expenses and disbursements. Add lines 24 and 25  |  | <b>2,114,740.</b>                  | <b>223,122.</b>           |                         | <b>1,891,119.</b>   |
| <b>27</b> Subtract line 26 from line 12:   |  |                                    |                           |                         |   |
| <b>a</b> Excess of revenue over expenses and disbursements   |  | <b>557,709.</b>                    |                           |                         |   |
| <b>b</b> Net investment income (if negative, enter -0-)  |  |                                    | <b>2,449,327.</b>         |                         |   |
| <b>c</b> Adjusted net income (if negative, enter -0-)  |  |                                    |                           | <b>N/A</b>              |   |

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| Part II Balance Sheets      |  | Beginning of year | End of year    |                |
|-----------------------------|--|-------------------|----------------|----------------|
|                             |  |                   | (a) Book Value | (b) Book Value |
| Assets                      | 1 Cash - non-interest-bearing  | 2,152.            | 5,201.         | 5,201.         |
|                             | 2 Savings and temporary cash investments   | 764,803.          | 1,213,251.     | 1,213,720.     |
|                             | 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 7   | 13,479,486.       | 12,387,095.    | 22,837,804.    |
|                             | c Investments - corporate bonds STMT 8   | 10,832,814.       | 12,053,643.    | 12,048,910.    |
|                             | 11 Investments - land, buildings and equipment basis ▶   |                   |                |                |
| Liabilities                 | Less: accumulated depreciation ▶   |                   |                |                |
|                             | 12 Investments - mortgage loans  |                   |                |                |
|                             | 13 Investments - other STMT 9  | 583,141.          | 583,141.       | 652,837.       |
|                             | 14 Land, buildings, and equipment: basis ▶ 7,028.  |                   |                |                |
|                             | Less: accumulated depreciation STMT 10 ▶ 5,472.  | 2,055.            | 1,556.         | 1,556.         |
|                             | 15 Other assets (describe ▶ STATEMENT 11)  | 6,034.            | 6,034.         | 6,034.         |
|                             | 16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) | 25,670,485.       | 26,249,921.    | 36,766,062.    |
|                             | 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 ▶)  |                   |                |                |
|                             | 23 Total liabilities (add lines 17 through 22)   | 0.                | 0.             |                |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>                          |                   |                |                |
|                             | and complete lines 24 through 26 and lines 30 and 31   |                   |                |                |
|                             | 24 Unrestricted  |                   |                |                |
|                             | 25 Temporarily restricted  |                   |                |                |
|                             | 26 Permanently restricted  |                   |                |                |
|                             | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>        |                   |                |                |
|                             | and complete lines 27 through 31   |                   |                |                |
|                             | 27 Capital stock, trust principal, or current funds  | 25,670,485.       | 26,249,921.    |                |
|                             | 28 Paid-in or capital surplus, or land, bldg., and equipment fund                                | 0.                | 0.             |                |
|                             | 29 Retained earnings, accumulated income, endowment, or other funds                              | 0.                | 0.             |                |
|                             | 30 Total net assets or fund balances   | 25,670,485.       | 26,249,921.    |                |
|                             | 31 Total liabilities and net assets/fund balances  | 25,670,485.       | 26,249,921.    |                |

## 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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 25,670,485. |
| 2 Enter amount from Part I, line 27a  | 2 | 557,709.    |
| 3 Other increases not included in line 2 (itemize) ▶ NET ASSET ADJUSTMENT   | 3 | 21,727.     |
| 4 Add lines 1, 2, and 3   | 4 | 26,249,921. |
| 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 | 26,249,921. |

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**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--|--|--------------------------------------|----------------------------------|
| <b>1a US TRUST - SCHEDULE ATTACHED</b>   | <b>P</b>   | <b>VARIOUS</b>                       | <b>VARIOUS</b>                   |
| <b>b US TRUST - CAPITAL GAIN DISTRIBUTIONS</b>   | <b>P</b>   | <b>VARIOUS</b>                       | <b>VARIOUS</b>                   |
| <b>c</b>   |  |                                      |                                  |
| <b>d</b>   |  |                                      |                                  |
| <b>e</b>   |  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--|---|--|
| <b>a 6,991,886.</b>   |  | <b>5,024,169.</b>                               | <b>1,967,717.</b>                            |
| <b>b 164.</b>         |  |   | <b>164.</b>                                  |
| <b>c</b>              |  |   |  |
| <b>d</b>              |  |   |  |
| <b>e</b>              |  |   |  |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |   | (i) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---|--------------------------------------|---|---|
| (i) F.M.V. as of 12/31/69   | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any |   |
| <b>a</b>  |                                      |   | <b>1,967,717.</b>   |
| <b>b</b>  |                                      |   | <b>164.</b>   |
| <b>c</b>  |                                      |   |   |
| <b>d</b>  |                                      |   |   |
| <b>e</b>  |                                      |   |   |

|  |          |                   |
|--|----------|-------------------|
| <b>2 Capital gain net income or (net capital loss)</b> $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$ | <b>2</b> | <b>1,967,881.</b> |
|  | <b>3</b> | <b>N/A</b>        |

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

| (a) Base period years<br>Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col. (b) divided by col. (c)) |
|---|---------------------------------------|---|--|
| 2015  | <b>1,789,754.</b>                     | <b>37,544,555.</b>                        | <b>.047670</b>   |
| 2014  | <b>1,790,952.</b>                     | <b>37,452,107.</b>                        | <b>.047820</b>   |
| 2013  | <b>1,686,610.</b>                     | <b>35,917,451.</b>                        | <b>.046958</b>   |
| 2012  | <b>1,702,472.</b>                     | <b>34,116,332.</b>                        | <b>.049902</b>   |
| 2011  | <b>1,654,257.</b>                     | <b>33,957,038.</b>                        | <b>.048716</b>   |

|   |          |                    |
|---|----------|--------------------|
| <b>2 Total</b> of line 1, column (d)  | <b>2</b> | <b>.241066</b>     |
| <b>3 Average distribution ratio</b> 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 | <b>3</b> | <b>.048213</b>     |
| <b>4 Enter the net value of noncharitable-use assets</b> for 2016 from Part X, line 5   | <b>4</b> | <b>36,538,747.</b> |
| <b>5 Multiply line 4 by line 3</b>  | <b>5</b> | <b>1,761,643.</b>  |
| <b>6 Enter 1% of net investment income</b> (1% of Part I, line 27b)   | <b>6</b> | <b>24,493.</b>     |
| <b>7 Add lines 5 and 6</b>  | <b>7</b> | <b>1,786,136.</b>  |
| <b>8 Enter qualifying distributions</b> from Part XII, line 4   | <b>8</b> | <b>1,891,119.</b>  |

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

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

|  |    |         |         |
|--|----|---------|---------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.<br>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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b   |    | 1       | 24,493. |
| 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       | 24,493. |
| 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       | 24,493. |
| 6 Credits/Payments:  |    |         |         |
| a 2016 estimated tax payments and 2015 overpayment credited to 2016  | 6a | 16,834. |         |
| 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  | 16,834. |         |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached   | 8  | 141.    |         |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed  | 9  | 7,800.  |         |
| 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 2017 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>   | 11 |         |         |

**Part VII-A Statements Regarding Activities**

|   | Yes | No |
|---|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?   |     | X  |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?<br>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities |     | X  |
| 1c Did the foundation file Form 1120-POL for this year?   |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.  |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.  |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities  |     | X  |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes  |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?  |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year?  |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T  |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?          | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV  | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY   |     |    |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation   | X   |    |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV  |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses   |     | X  |

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

|  | 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)   |     | 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)  |     | X  |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address <b>WWW.GLADYSBROOKSFOUNDATION.ORG</b>  | X   |    |
| 14 The books are in care of <b>PRIVATE BANK TAX SERVICES</b> Telephone no. <b>401-278-8952</b><br>Located at <b>P.O. BOX 1802, PROVIDENCE, RI</b> ZIP+4 <b>02901-1802</b>  |     |    |
| 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <b>15</b> <b>N/A</b>  |     |    |
| 16 At any time during calendar year 2016, 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?<br>See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country |     | X  |

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

|  | Yes | No |
|--|-----|----|
| 1a During the year did the foundation (either directly or indirectly):<br>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No<br>(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |    |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?<br>Organizations relying on a current notice regarding disaster assistance check here <b>1b</b>   |     | X  |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? <b>1c</b>  |     | 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)):<br>a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years <b>2a</b>  |     |    |
| 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.) <b>N/A</b>   |     |    |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <b>2b</b>   |     |    |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |     |    |
| b If "Yes," did it have excess business holdings in 2016 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 2016) <b>N/A</b>  |     |    |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <b>4a</b>   |     | 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 2016? <b>4b</b>  |     | X  |

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**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)?

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

6b

X

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

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

N/A

**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 |
|----------------------|---|---|---|---------------------------------------|
| SEE STATEMENT 12     |   | 292,827.                                  | 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 |
|---|---|------------------|---|---------------------------------------|
| 1 - GLADYS BROOKS FDN P.O. BOX<br>1802, PROVIDENCE, RI 02901-1802 | ADMINISTRATOR<br>35.00                                    | 95,077.          | 14,262.   | 0.                                    |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |

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

0

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(continued)

NONE

0

|   |     |
|---|-----|
| 1 | N/A |
|---|-----|

2

3

4

1 N/A

0.

2

All other program-related investments. See instructions.

3 N/A

0.

0.

**Total.** Add lines 1 through 3

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

|          |   |           |             |
|----------|---|-----------|-------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |           |             |
| <b>a</b> | Average monthly fair market value of securities   | <b>1a</b> | 35,849,916. |
| <b>b</b> | Average of monthly cash balances  | <b>1b</b> | 1,243,703.  |
| <b>c</b> | Fair market value of all other assets   | <b>1c</b> | 1,556.      |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)   | <b>1d</b> | 37,095,175. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> | 0.          |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets  | <b>2</b>  | 0.          |
| <b>3</b> | Subtract line 2 from line 1d  | <b>3</b>  | 37,095,175. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | <b>4</b>  | 556,428.    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | <b>5</b>  | 36,538,747. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5  | <b>6</b>  | 1,826,937.  |

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

|           |   |           |            |
|-----------|---|-----------|------------|
| <b>1</b>  | Minimum investment return from Part X, line 6   | <b>1</b>  | 1,826,937. |
| <b>2a</b> | Tax on investment income for 2016 from Part VI, line 5  | <b>2a</b> | 24,493.    |
| <b>b</b>  | Income tax for 2016. (This does not include the tax from Part VI.)  | <b>2b</b> |            |
| <b>c</b>  | Add lines 2a and 2b   | <b>2c</b> | 24,493.    |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 1,802,444. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions   | <b>4</b>  | 0.         |
| <b>5</b>  | Add lines 3 and 4   | <b>5</b>  | 1,802,444. |
| <b>6</b>  | Deduction from distributable amount (see instructions)  | <b>6</b>  | 0.         |
| <b>7</b>  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 1,802,444. |

**Part XII** Qualifying Distributions (see instructions)

|          |   |           |            |
|----------|---|-----------|------------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:  |           |            |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26   | <b>1a</b> | 1,891,119. |
| <b>b</b> | Program-related investments - total from Part IX-B  | <b>1b</b> | 0.         |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                         | <b>2</b>  |            |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:  |           |            |
| <b>a</b> | Suitability test (prior IRS approval required)  | <b>3a</b> |            |
| <b>b</b> | Cash distribution test (attach the required schedule)   | <b>3b</b> |            |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                 | <b>4</b>  | 1,891,119. |
| <b>5</b> | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | <b>5</b>  | 24,493.    |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4   | <b>6</b>  | 1,866,626. |

**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.

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**Part XIII** Undistributed Income (see instructions)

|  | (a)<br>Corpus | (b)<br>Years prior to 2015 | (c)<br>2015 | (d)<br>2016 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2016 from Part XI, line 7   |               |                            |             | 1,802,444.  |
| 2 Undistributed income, if any, as of the end of 2016  |               |                            |             |             |
| a Enter amount for 2015 only   |               |                            | 54,563.     |             |
| b Total for prior years:   |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2016:   |               |                            |             |             |
| a From 2011  |               |                            |             |             |
| b From 2012  |               |                            |             |             |
| c From 2013  |               |                            |             |             |
| d From 2014  |               |                            |             |             |
| e From 2015  |               |                            |             |             |
| f Total of lines 3a through e  | 0.            |                            |             |             |
| 4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 1,891,119.   |               |                            |             |             |
| a Applied to 2015, but not more than line 2a   |               |                            | 54,563.     |             |
| 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 2016 distributable amount   |               |                            |             | 1,802,444.  |
| e Remaining amount distributed out of corpus   | 34,112.       |                            |             |             |
| 5 Excess distributions carryover applied to 2016 (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  | 34,112.       |                            |             |             |
| 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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.  |               |                            | 0.          |             |
| f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017  |               |                            |             | 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 2011 not applied on line 5 or line 7   | 0.            |                            |             |             |
| 9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a  | 34,112.       |                            |             |             |
| 10 Analysis of line 9:   |               |                            |             |             |
| a Excess from 2012   |               |                            |             |             |
| b Excess from 2013   |               |                            |             |             |
| c Excess from 2014   |               |                            |             |             |
| d Excess from 2015   |               |                            |             |             |
| e Excess from 2016   | 34,112.       |                            |             |             |

N/A

- ☐ 4942(i)(3) or ☐ 4942(i)(5)

- (4) Gross investment income**

[illegible]

SEE ATTACHED

**Part XV** Supplementary Information (continued)

| <b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b> |  |                                      |                                     |            |
|---|--|--------------------------------------|-------------------------------------|------------|
| Recipient<br>Name and address (home or business)                                      | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount     |
| <b>a</b> Paid during the year   |  |                                      |                                     |            |
| SEE SCHEDULE ATTACHED   |  |                                      |                                     | 1,617,115. |
|   |  |                                      |                                     |            |
|   |  |                                      |                                     |            |
|   |  |                                      |                                     |            |
|   |  |                                      |                                     |            |
| <b>Total</b>  |  |                                      | <b>3a</b>                           | 1,617,115. |
| <b>b</b> Approved for future payment  |  |                                      |                                     |            |
| N/A   |  |                                      |                                     |            |
|   |  |                                      |                                     |            |
|   |  |                                      |                                     |            |
| <b>Total</b>  |  |                                      | <b>3b</b>                           | 0.         |

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

Enter gross amounts unless otherwise indicated.

| Enter gross amounts unless otherwise indicated.                      |                         | Unrelated business income |                               | Excluded by section 512, 513, or 514 |  | (e)<br>Related or exempt<br>function income |
|--|-------------------------|---------------------------|-------------------------------|--------------------------------------|--|---|
|  | (a)<br>Business<br>code | (b)<br>Amount             | (c)<br>Exclu-<br>sion<br>code | (d)<br>Amount                        |  |   |
| <b>1</b> Program service revenue:                                    |                         |                           |                               |                                      |  |   |
| <b>a</b> _____   |                         |                           |                               |                                      |  |   |
| <b>b</b> _____   |                         |                           |                               |                                      |  |   |
| <b>c</b> _____   |                         |                           |                               |                                      |  |   |
| <b>d</b> _____   |                         |                           |                               |                                      |  |   |
| <b>e</b> _____   |                         |                           |                               |                                      |  |   |
| <b>f</b> _____   |                         |                           |                               |                                      |  |   |
| <b>g</b> Fees and contracts from government agencies                 |                         |                           |                               |                                      |  |   |
| <b>2</b> Membership dues and assessments                             |                         |                           |                               |                                      |  |   |
| <b>3</b> Interest on savings and temporary cash<br>investments       |                         |                           | 14                            | 77,527.                              |  |   |
| <b>4</b> Dividends and interest from securities                      |                         |                           | 14                            | 627,041.                             |  |   |
| <b>5</b> Net rental income or (loss) from real estate:               |                         |                           |                               |                                      |  |   |
| <b>a</b> Debt-financed property                                      |                         |                           |                               |                                      |  |   |
| <b>b</b> Not debt-financed property                                  |                         |                           |                               |                                      |  |   |
| <b>6</b> Net rental income or (loss) from personal<br>property       |                         |                           |                               |                                      |  |   |
| <b>7</b> Other investment income                                     |                         |                           |                               |                                      |  |   |
| <b>8</b> Gain or (loss) from sales of assets other<br>than inventory |                         |                           | 18                            | 1,967,881.                           |  |   |
| <b>9</b> Net income or (loss) from special events                    |                         |                           |                               |                                      |  |   |
| <b>10</b> Gross profit or (loss) from sales of inventory             |                         |                           |                               |                                      |  |   |
| <b>11</b> Other revenue:   |                         |                           |                               |                                      |  |   |
| <b>a</b> _____   |                         |                           |                               |                                      |  |   |
| <b>b</b> _____   |                         |                           |                               |                                      |  |   |
| <b>c</b> _____   |                         |                           |                               |                                      |  |   |
| <b>d</b> _____   |                         |                           |                               |                                      |  |   |
| <b>e</b> _____   |                         |                           |                               |                                      |  |   |
| <b>12</b> Subtotal. Add columns (b), (d), and (e)                    |                         | 0.                        |                               | 2,672,449.                           |  | 0.  |
| <b>13</b> Total. Add line 12, columns (b), (d), and (e)              |                         |                           |                               |                                      |  |   |

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

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

[illegible]



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

| SOURCE                  | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVESTMENT<br>INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|-------------------------|-----------------------------|---------------------------------|-------------------------------|
| DOMESTIC                | 76,564.                     | 76,564.                         |                               |
| FOREIGN                 | 918.                        | 918.                            |                               |
| SIGNATURE BANK          | 45.                         | 45.                             |                               |
| TOTAL TO PART I, LINE 3 | 77,527.                     | 77,527.                         |                               |

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE                  | GROSS<br>AMOUNT | CAPITAL<br>GAINS<br>DIVIDENDS | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|-------------------------|-----------------|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| US TRUST -<br>DIVIDENDS | 77,594.         | 0.                            | 77,594.                     | 77,594.                           |                               |
| US TRUST -<br>DOMESTIC  | 432,569.        | 0.                            | 432,569.                    | 432,569.                          |                               |
| US TRUST - FOREIGN      | 97,067.         | 0.                            | 97,067.                     | 97,067.                           |                               |
| US TRUST - USGI         | 19,811.         | 0.                            | 19,811.                     | 19,811.                           |                               |
| TO PART I, LINE 4       | 627,041.        | 0.                            | 627,041.                    | 627,041.                          |                               |

## FORM 990-PF LEGAL FEES STATEMENT 3

| DESCRIPTION                | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| LEGAL FEES                 | 7,422.                       | 0.                                |                               | 7,422.                        |
| TO FM 990-PF, PG 1, LN 16A | 7,422.                       | 0.                                |                               | 7,422.                        |

## FORM 990-PF

## ACCOUNTING FEES

## STATEMENT 4

| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING FEES              | 23,595.                      | 0.                                |                               | 23,595.                       |
| TO FORM 990-PF, PG 1, LN 16B | 23,595.                      | 0.                                |                               | 23,595.                       |

## FORM 990-PF

## TAXES

## STATEMENT 5

| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FOREIGN TAXES               | 9,848.                       | 9,848.                            |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 18 | 9,848.                       | 9,848.                            |                               | 0.                            |

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT 6

| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| OFFICE EXPENSES             | 7,112.                       | 0.                                |                               | 7,112.                        |
| PAYROLL SERVICE             | 2,430.                       | 0.                                |                               | 2,430.                        |
| SUPPLIES EXPENSE            | 417.                         | 0.                                |                               | 417.                          |
| NY AG FILING FEES           | 750.                         | 0.                                |                               | 750.                          |
| INVESTMENT EXPENSES         | 4,068.                       | 4,068.                            |                               | 0.                            |
| FEDERAL APPLICATION FEES    | 85.                          | 0.                                |                               | 85.                           |
| TO FORM 990-PF, PG 1, LN 23 | 14,862.                      | 4,068.                            |                               | 10,794.                       |

| FORM 990-PF                             | CORPORATE STOCK | STATEMENT 7       |
|---|-----------------|-------------------|
| DESCRIPTION                             | BOOK VALUE      | FAIR MARKET VALUE |
| US TRUST - EQUITIES                     | 12,386,086.     | 22,836,795.       |
| US TRUST - EQUITIES ACCRUED DIVIDENDS   | 1,009.          | 1,009.            |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 12,387,095.     | 22,837,804.       |

| FORM 990-PF                             | CORPORATE BONDS | STATEMENT 8       |
|---|-----------------|-------------------|
| DESCRIPTION                             | BOOK VALUE      | FAIR MARKET VALUE |
| US TRUST - FIXED INCOME                 | 12,053,643.     | 12,048,910.       |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 12,053,643.     | 12,048,910.       |

| FORM 990-PF                            |                  | OTHER INVESTMENTS |                   | STATEMENT 9 |
|--|------------------|-------------------|-------------------|-------------|
| DESCRIPTION                            | VALUATION METHOD | BOOK VALUE        | FAIR MARKET VALUE |             |
| US TRUST - COMMODITIES                 | COST             | 583,141.          | 652,837.          |             |
| TOTAL TO FORM 990-PF, PART II, LINE 13 |                  | 583,141.          | 652,837.          |             |

| FORM 990-PF                        | DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT |                             | STATEMENT 10 |
|------------------------------------|--|-----------------------------|--------------|
| DESCRIPTION                        | COST OR<br>OTHER BASIS                         | ACCUMULATED<br>DEPRECIATION | BOOK VALUE   |
| FURNITURE                          | 911.   | 911.                        | 0.           |
| EQUIPMENT                          | 2,520.   | 2,520.                      | 0.           |
| EQUIPMENT                          | 229.   | 229.                        | 0.           |
| COMPUTER EQUIPMENT                 | 1,308.   | 1,194.                      | 114.         |
| EQUIPMENT                          | 2,060.   | 618.                        | 1,442.       |
| TOTAL TO FM 990-PF, PART II, LN 14 | 7,028.   | 5,472.                      | 1,556.       |



| FORM 990-PF                      | OTHER ASSETS                  |                           | STATEMENT 11         |
|----------------------------------|-------------------------------|---------------------------|----------------------|
| DESCRIPTION                      | BEGINNING OF<br>YR BOOK VALUE | END OF YEAR<br>BOOK VALUE | FAIR MARKET<br>VALUE |
| SECURITY                         | 3,034.                        | 3,034.                    | 3,034.               |
| RETAINER                         | 3,000.                        | 3,000.                    | 3,000.               |
| TO FORM 990-PF, PART II, LINE 15 | 6,034.                        | 6,034.                    | 6,034.               |

| FORM 990-PF   | PART VIII - LIST OF OFFICERS, DIRECTORS<br>TRUSTEES AND FOUNDATION MANAGERS |                   | STATEMENT 12                 |                    |
|---|---|-------------------|------------------------------|--------------------|
| NAME AND ADDRESS  | TITLE AND<br>AVRG HRS/WK  | COMPEN-<br>SATION | EMPLOYEE<br>BEN PLAN CONTRIB | EXPENSE<br>ACCOUNT |
| US TRUST COMPANY<br>P.O. BOX 1802<br>PROVIDENCE, RI 02901-1802                          | TRUSTEE<br>40.00  | 220,377.          | 0.                           | 0.                 |
| CHRISTOPHER R HAWKINS (TERM<br>6/30/16)<br>26 HERMAN SAVAGE ROAD<br>LANCASTER, NH 03584 | GOVERNOR<br>5.00  | 12,500.           | 0.                           | 0.                 |
| JAMES J DALY ESQ<br>750 BEACH ROAD APT 302<br>VERO BEACH, FL 32963                      | GOVERNOR<br>7.84  | 25,000.           | 0.                           | 0.                 |
| THOMAS Q MORRIS MD<br>P.O. BOX 223<br>DELHI, NY 13753                                   | GOVERNOR<br>5.00  | 25,000.           | 0.                           | 0.                 |
| MICHAEL P. CONNORS (START 8/8/16)<br>27 LAWRENCE LANE<br>BAYSHORE, NY 11706             | GOVERNOR<br>5.00  | 9,950.            | 0.                           | 0.                 |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII  |   | 292,827.          | 0.                           | 0.                 |

FORM 990-PF PAGE 1

990-066

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\* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

### DETAIL OF SHORT-TERM CAPITAL GAINS AND LOSSES

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UN GLADYS BROOKS FOUNDATION

DETAIL OF LONG-TERM CAPITAL GAINS AND LOSSES

| Capital Gain/Loss Detail                  |  | Date<br>Acquired | Date<br>Sold | Gross Sales<br>Price | Cost or Other<br>Basis | Adjustment<br>Code(s) | Amount of<br>Adjustment | Gain or<br>Loss |
|---|--|------------------|--------------|----------------------|------------------------|-----------------------|-------------------------|-----------------|
| 28% RATE LONG-TERM CAPITAL GAINS (LOSSES) |  |                  |              |                      |                        |                       |                         |                 |
| 1 SPDR GOLD TR GOLD SHS                   |  | 03/11/2009       | 01/06/2016   | 109.18               | 91.80                  | C                     |                         | 17.38           |
| 1 SPDR GOLD TR GOLD SHS                   |  | 06/04/2009       | 01/06/2016   | 15.94                | 14.59                  | C                     |                         | 1.35            |
| 1 SPDR GOLD TR GOLD SHS                   |  | 06/10/2009       | 01/06/2016   | 35.18                | 31.58                  | C                     |                         | 3.60            |
| 1 SPDR GOLD TR GOLD SHS                   |  | 07/22/2014       | 01/06/2016   | 46.13                | 55.61                  | C                     |                         | -9.48           |
| 1 SPDR GOLD TR GOLD SHS                   |  | 03/11/2009       | 02/05/2016   | 107.10               | 85.44                  | C                     |                         | 21.66           |
| 1 SPDR GOLD TR GOLD SHS                   |  | 06/04/2009       | 02/05/2016   | 15.64                | 13.58                  | C                     |                         | 2.06            |
| 1 SPDR GOLD TR GOLD SHS                   |  | 06/10/2009       | 02/05/2016   | 34.51                | 29.39                  | C                     |                         | 5.12            |
| 1 SPDR GOLD TR GOLD SHS                   |  | 07/22/2014       | 02/05/2016   | 45.26                | 51.76                  | C                     |                         | -6.50           |
| 1 SPDR GOLD TR GOLD SHS                   |  | 03/11/2009       | 03/04/2016   | 104.08               | 74.74                  | C                     |                         | 29.34           |
| 1 SPDR GOLD TR GOLD SHS                   |  | 06/04/2009       | 03/04/2016   | 15.20                | 11.89                  | C                     |                         | 3.31            |
| 1 SPDR GOLD TR GOLD SHS                   |  | 06/10/2009       | 03/04/2016   | 33.54                | 25.71                  | C                     |                         | 7.83            |
| 1 SPDR GOLD TR GOLD SHS                   |  | 07/22/2014       | 03/04/2016   | 43.98                | 45.28                  | C                     |                         | -1.30           |
| 1 SPDR GOLD TR GOLD SHS                   |  | 03/11/2009       | 04/05/2016   | 127.50               | 95.02                  | C                     |                         | 32.48           |
| 1 SPDR GOLD TR GOLD SHS                   |  | 06/04/2009       | 04/05/2016   | 18.62                | 15.11                  | C                     |                         | 3.51            |
| 1 SPDR GOLD TR GOLD SHS                   |  | 06/10/2009       | 04/05/2016   | 41.08                | 32.68                  | C                     |                         | 8.40            |
| 1 SPDR GOLD TR GOLD SHS                   |  | 07/22/2014       | 04/05/2016   | 53.87                | 57.55                  | C                     |                         | -3.68           |
| 1 SPDR GOLD TR GOLD SHS                   |  | 03/11/2009       | 05/05/2016   | 119.74               | 85.82                  | C                     |                         | 33.92           |
| 1 SPDR GOLD TR GOLD SHS                   |  | 06/04/2009       | 05/05/2016   | 17.49                | 13.65                  | C                     |                         | 3.84            |
| 1 SPDR GOLD TR GOLD SHS                   |  | 06/10/2009       | 05/05/2016   | 38.58                | 29.52                  | C                     |                         | 9.06            |
| 1 SPDR GOLD TR GOLD SHS                   |  | 07/22/2014       | 05/05/2016   | 50.60                | 51.99                  | C                     |                         | -1.39           |
| 1 SPDR GOLD TR GOLD SHS                   |  | 03/11/2009       | 06/06/2016   | 123.56               | 91.14                  | C                     |                         | 32.42           |
| 1 SPDR GOLD TR GOLD SHS                   |  | 06/04/2009       | 06/06/2016   | 18.04                | 14.49                  | C                     |                         | 3.55            |
| 1 SPDR GOLD TR GOLD SHS                   |  | 06/10/2009       | 06/06/2016   | 39.81                | 31.35                  | C                     |                         | 8.46            |
| 1 SPDR GOLD TR GOLD SHS                   |  | 07/22/2014       | 06/06/2016   | 52.21                | 55.21                  | C                     |                         | -3.00           |
| 1 SPDR GOLD TR GOLD SHS                   |  | 03/11/2009       | 07/06/2016   | 115.85               | 77.81                  | C                     |                         | 38.04           |
| 1 SPDR GOLD TR GOLD SHS                   |  | 06/04/2009       | 07/06/2016   | 16.92                | 12.37                  | C                     |                         | 4.55            |
| 1 SPDR GOLD TR GOLD SHS                   |  | 06/10/2009       | 07/06/2016   | 37.33                | 26.77                  | C                     |                         | 10.56           |
| 1 SPDR GOLD TR GOLD SHS                   |  | 07/22/2014       | 07/06/2016   | 48.95                | 47.14                  | C                     |                         | 1.81            |
| 1 SPDR GOLD TR GOLD SHS                   |  | 03/11/2009       | 08/03/2016   | 135.48               | 91.49                  | C                     |                         | 43.99           |
| 1 SPDR GOLD TR GOLD SHS                   |  | 06/04/2009       | 08/03/2016   | 19.78                | 14.54                  | C                     |                         | 5.24            |
| 1 SPDR GOLD TR GOLD SHS                   |  | 06/10/2009       | 08/03/2016   | 43.65                | 31.47                  | C                     |                         | 12.18           |
| Totals                                    |  |                  |              |                      |                        |                       |                         |                 |

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UW GLADYS BROOKS FOUNDATION

DETAIL OF LONG-TERM CAPITAL GAINS AND LOSSES

| Capital Gain/Loss Detail                        |                                | Date<br>Acquired | Date<br>Sold | Gross Sales<br>Price | Cost or Other<br>Basis | Adjustment<br>Code(s) | Amount of<br>Adjustment | Gain or<br>Loss |
|---|--------------------------------|------------------|--------------|----------------------|------------------------|-----------------------|-------------------------|-----------------|
| 1   | SPDR GOLD TR GOLD SHS          | 07/22/2014       | 08/03/2016   | 57.24                | 55.42                  | C                     |                         | 1.82            |
| 1   | SPDR GOLD TR GOLD SHS          | 03/11/2009       | 09/07/2016   | 138.10               | 93.98                  | C                     |                         | 44.12           |
| 1   | SPDR GOLD TR GOLD SHS          | 06/04/2009       | 09/07/2016   | 20.17                | 14.95                  | C                     |                         | 5.22            |
| 1   | SPDR GOLD TR GOLD SHS          | 06/10/2009       | 09/07/2016   | 44.50                | 32.33                  | C                     |                         | 12.17           |
| 1   | SPDR GOLD TR GOLD SHS          | 07/22/2014       | 09/07/2016   | 58.35                | 56.93                  | C                     |                         | 1.42            |
| 1   | SPDR GOLD TR GOLD SHS          | 03/11/2009       | 10/05/2016   | 130.02               | 94.00                  | C                     |                         | 36.02           |
| 1   | SPDR GOLD TR GOLD SHS          | 06/04/2009       | 10/05/2016   | 18.99                | 14.95                  | C                     |                         | 4.04            |
| 1   | SPDR GOLD TR GOLD SHS          | 06/10/2009       | 10/05/2016   | 41.90                | 32.34                  | C                     |                         | 9.56            |
| 1   | SPDR GOLD TR GOLD SHS          | 07/22/2014       | 10/05/2016   | 54.94                | 56.95                  | C                     |                         | -2.01           |
| 1   | SPDR GOLD TR GOLD SHS          | 03/11/2009       | 11/03/2016   | 130.18               | 91.83                  | C                     |                         | 38.35           |
| 1   | SPDR GOLD TR GOLD SHS          | 06/04/2009       | 11/03/2016   | 19.01                | 14.60                  | C                     |                         | 4.41            |
| 1   | SPDR GOLD TR GOLD SHS          | 06/10/2009       | 11/03/2016   | 41.95                | 31.59                  | C                     |                         | 10.36           |
| 1   | SPDR GOLD TR GOLD SHS          | 07/22/2014       | 11/03/2016   | 55.01                | 55.64                  | C                     |                         | -0.63           |
| 1   | SPDR GOLD TR GOLD SHS          | 03/11/2009       | 12/05/2016   | 129.56               | 102.30                 | C                     |                         | 27.26           |
| 1   | SPDR GOLD TR GOLD SHS          | 06/04/2009       | 12/05/2016   | 18.92                | 16.27                  | C                     |                         | 2.65            |
| 1   | SPDR GOLD TR GOLD SHS          | 06/10/2009       | 12/05/2016   | 41.75                | 35.19                  | C                     |                         | 6.56            |
| 1   | SPDR GOLD TR GOLD SHS          | 07/22/2014       | 12/05/2016   | 54.75                | 61.98                  | C                     |                         | -7.23           |
| TOTAL 28½ RATE LONG-TERM CAPITAL GAINS (LOSSES) |                                |                  |              | 2,780.14             | 2,267.74               |                       |                         | 512.40          |
| OTHER LONG-TERM CAPITAL GAINS (LOSSES)          |                                |                  |              |                      |                        |                       |                         |                 |
| 2000  | CHUBB CORPORATION              | 02/10/2009       | 01/14/2016   | 259,505.88           | 84,935.00              |                       |                         | 174,570.88      |
| 4000  | CHUBB CORPORATION              | 06/04/2009       | 01/14/2016   | 519,011.75           | 165,296.40             |                       |                         | 353,715.35      |
| 1000  | CHUBB CORPORATION              | 07/01/2009       | 01/14/2016   | 129,752.94           | 40,031.90              |                       |                         | 89,721.04       |
| 37539.215                                       | CMG ULTRA SHORT TERM BOND FUND | 07/22/2014       | 02/11/2016   | 337,477.54           | 337,852.94             |                       |                         | -375.40         |
| 1000  | AIR PRODUCTS AND CHEMICALS INC | 03/16/2004       | 03/01/2016   | 134,065.57           | 47,240.50              |                       |                         | 86,825.07       |
| 1000  | APACHE CORPORATION             | 10/29/2010       | 03/01/2016   | 37,187.89            | 100,630.00             |                       |                         | -63,442.11      |
| 3400  | APACHE CORPORATION             | 10/05/2010       | 03/01/2016   | 126,438.82           | 337,077.02             |                       |                         | -210,638.20     |
| 600   | APACHE CORPORATION             | 08/08/2012       | 03/01/2016   | 22,312.73            | 53,110.02              |                       |                         | -30,797.29      |
| 1000  | APACHE CORPORATION             | 05/07/2012       | 03/01/2016   | 37,187.89            | 88,071.30              |                       |                         | -50,883.41      |
| 2000  | CONAGRA INC                    | 04/16/2014       | 03/01/2016   | 84,766.35            | 62,318.20              |                       |                         | 22,448.15       |
| 1000  | EXPRESS SCRIPTS HLDG CO COM    | 10/29/2010       | 03/01/2016   | 70,589.16            | 48,864.70              |                       |                         | 21,724.46       |
| Totals  |                                |                  |              |                      |                        |                       |                         |                 |

UW GLADYS BROOKS FOUNDATION

DETAIL OF LONG-TERM CAPITAL GAINS AND LOSSES

| Capital Gain/Loss Detail                          |  | Date<br>Acquired | Date<br>Sold | Gross Sales<br>Price | Cost or Other<br>Basis | Adjustment<br>Code(s) | Amount of<br>Adjustment | Gain or<br>Loss |
|---|--|------------------|--------------|----------------------|------------------------|-----------------------|-------------------------|-----------------|
| 2000 EXPRESS SCRIPTS HLDG CO COM                  |  | 10/08/2010       | 03/01/2016   | 141,178.32           | 97,518.40              |                       |                         | 43,659.92       |
| 1000 GENUINE PARTS COMPANY                        |  | 07/08/2010       | 03/01/2016   | 91,452.40            | 40,856.70              |                       |                         | 50,595.70       |
| 1000 GILEAD SCIENCES INC                          |  | 07/11/2012       | 03/01/2016   | 88,596.06            | 25,212.50              |                       |                         | 63,383.56       |
| 2000 KRAFT HEINZ CORP COM                         |  | 10/19/2012       | 03/01/2016   | 155,171.21           | 91,350.02              |                       |                         | 63,821.19       |
| 2000 LOMES COMPANIES INCORPORATED                 |  | 04/08/2010       | 03/01/2016   | 136,863.01           | 51,060.00              |                       |                         | 85,803.01       |
| 1000 CONAGRA INC                                  |  | 04/16/2014       | 03/21/2016   | 43,114.05            | 31,159.10              |                       |                         | 11,954.95       |
| 6000 EXPRESS SCRIPTS HLDG CO COM                  |  | 10/08/2010       | 03/21/2016   | 416,136.52           | 292,555.20             |                       |                         | 123,581.32      |
| 1000 EXPRESS SCRIPTS HLDG CO COM                  |  | 08/31/2011       | 03/21/2016   | 69,356.09            | 47,436.00              |                       |                         | 21,920.09       |
| 1000 GENUINE PARTS COMPANY                        |  | 07/08/2010       | 03/21/2016   | 97,401.37            | 40,856.70              |                       |                         | 56,544.67       |
| 800 GILEAD SCIENCES INC                           |  | 07/11/2012       | 03/21/2016   | 74,240.38            | 20,170.00              |                       |                         | 54,070.38       |
| 855 PUBLIC STORAGE INC PFD DEP SHS REPTG 1/10000  |  | 07/18/2014       | 04/15/2016   | 21,375.00            | 22,773.10              |                       |                         | -1,398.10       |
| 8618 PUBLIC STORAGE INC PFD DEP SHS REPTG 1/10000 |  | 07/18/2014       | 04/15/2016   | 215,450.00           | 229,451.66             |                       |                         | -14,001.66      |
| PUBLIC STORAGE INC PFD DEP SHS REPTG 1/10000      |  |                  | 04/15/2016   | 598.64               | NONE                   |                       |                         | 598.64          |
| 67 GULF PWR CO SR NT SER 2011A PFD 5.750%         |  | 07/30/2014       | 05/18/2016   | 1,675.00             | 1,764.11               |                       |                         | -89.11          |
| 447 GULF PWR CO SR NT SER 2011A PFD 5.750%        |  | 08/15/2014       | 05/18/2016   | 11,175.00            | 11,747.16              |                       |                         | -572.16         |
| 2040 GULF PWR CO SR NT SER 2011A PFD 5.750%       |  | 08/26/2014       | 05/18/2016   | 51,000.00            | 53,611.20              |                       |                         | -2,611.20       |
| 375 GULF PWR CO SR NT SER 2011A PFD 5.750%        |  | 08/27/2014       | 05/18/2016   | 9,375.00             | 9,855.00               |                       |                         | -480.00         |
| 94 GULF PWR CO SR NT SER 2011A PFD 5.750%         |  | 09/03/2014       | 05/18/2016   | 2,350.00             | 2,470.32               |                       |                         | -120.32         |
| 1904 GULF PWR CO SR NT SER 2011A PFD 5.750%       |  | 09/04/2014       | 05/18/2016   | 47,600.00            | 50,037.12              |                       |                         | -2,437.12       |
| 123 GULF PWR CO SR NT SER 2011A PFD 5.750%        |  | 08/12/2014       | 05/18/2016   | 3,075.00             | 3,231.74               |                       |                         | -156.74         |
| 598 GULF PWR CO SR NT SER 2011A PFD 5.750%        |  | 08/18/2014       | 05/18/2016   | 14,950.00            | 15,685.54              |                       |                         | -735.54         |
| 146 GULF PWR CO SR NT SER 2011A PFD 5.750%        |  | 08/21/2014       | 05/18/2016   | 3,650.00             | 3,829.58               |                       |                         | -179.58         |
| 47 GULF PWR CO SR NT SER 2011A PFD 5.750%         |  | 08/22/2014       | 05/18/2016   | 1,175.00             | 1,232.81               |                       |                         | -57.81          |
| 891 GULF PWR CO SR NT SER 2011A PFD 5.750%        |  | 08/25/2014       | 05/18/2016   | 22,275.00            | 23,370.93              |                       |                         | -1,095.93       |
| 47 GULF PWR CO SR NT SER 2011A PFD 5.750%         |  | 09/02/2014       | 05/18/2016   | 1,175.00             | 1,227.99               |                       |                         | -52.99          |
| 300 GULF PWR CO SR NT SER 2011A PFD 5.750%        |  | 07/02/2014       | 05/18/2016   | 7,500.00             | 7,809.00               |                       |                         | -309.00         |
| 646 GULF PWR CO SR NT SER 2011A PFD 5.750%        |  | 07/07/2014       | 05/18/2016   | 16,150.00            | 16,741.09              |                       |                         | -591.09         |
| 769 GULF PWR CO SR NT SER 2011A PFD 5.750%        |  | 07/17/2014       | 05/18/2016   | 19,225.00            | 19,901.72              |                       |                         | -676.72         |
| 128 GULF PWR CO SR NT SER 2011A PFD 5.750%        |  | 07/21/2014       | 05/18/2016   | 3,200.00             | 3,312.64               |                       |                         | -112.64         |
| 43 GULF PWR CO SR NT SER 2011A PFD 5.750%         |  | 07/22/2014       | 05/18/2016   | 1,075.00             | 1,112.84               |                       |                         | -37.84          |
| 171 GULF PWR CO SR NT SER 2011A PFD 5.750%        |  | 07/23/2014       | 05/18/2016   | 4,275.00             | 4,425.48               |                       |                         | -150.48         |
| 180 GULF PWR CO SR NT SER 2011A PFD 5.750%        |  | 08/04/2014       | 05/18/2016   | 4,500.00             | 4,658.40               |                       |                         | -158.40         |
| 130 GULF PWR CO SR NT SER 2011A PFD 5.750%        |  | 08/05/2014       | 05/18/2016   | 3,250.00             | 3,364.40               |                       |                         | -114.40         |
| Totals  |  |                  |              |                      |                        |                       |                         |                 |

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UN GLADYS BROOKS FOUNDATION

DETAIL OF LONG-TERM CAPITAL GAINS AND LOSSES

| Capital Gain/Loss Detail |   | Date<br>Acquired | Date<br>Sold | Gross Sales<br>Price | Cost or Other<br>Basis | Adjustment<br>Code(s) | Amount of<br>Adjustment | Gain or<br>Loss |
|--------------------------|---|------------------|--------------|----------------------|------------------------|-----------------------|-------------------------|-----------------|
| 47                       | GULF PWR CO SR NT SER 2011A PFD 5 750%      | 08/06/2014       | 05/18/2016   | 1,175.00             | 1,216.36               |                       |                         | -41.36          |
| 1281                     | GULF PWR CO SR NT SER 2011A PFD 5 750%      | 07/18/2014       | 05/18/2016   | 32,025.00            | 33,151.00              |                       |                         | -1,126.00       |
| 1470                     | GULF PWR CO SR NT SER 2011A PFD 5 750%      | 07/11/2014       | 05/18/2016   | 36,750.00            | 37,970.10              |                       |                         | -1,220.10       |
| 563                      | GULF PWR CO SR NT SER 2011A PFD 5 750%      | 07/14/2014       | 05/18/2016   | 14,075.00            | 14,542.29              |                       |                         | -467.29         |
| 60                       | GULF PWR CO SR NT SER 2011A PFD 5 750%      | 06/30/2014       | 05/18/2016   | 1,500.00             | 1,531.80               |                       |                         | -31.80          |
| 932                      | GULF PWR CO SR NT SER 2011A PFD 5 750%      | 06/19/2014       | 05/18/2016   | 23,300.00            | 23,654.16              |                       |                         | -354.16         |
| 134                      | GULF PWR CO SR NT SER 2011A PFD 5 750%      | 06/19/2014       | 05/18/2016   | 3,350.00             | 3,400.92               |                       |                         | -50.92          |
| 327                      | GULF PWR CO SR NT SER 2011A PFD 5 750%      | 06/24/2014       | 05/18/2016   | 8,175.00             | 8,299.26               |                       |                         | -124.26         |
| 4667                     | GULF PWR CO SR NT SER 2011A PFD 5 750%      | 06/17/2014       | 05/18/2016   | 116,675.00           | 118,440.53             |                       |                         | -1,765.53       |
| 250                      | GULF PWR CO SR NT SER 2011A PFD 5 750%      | 06/18/2014       | 05/18/2016   | 6,250.00             | 6,344.33               |                       |                         | -94.33          |
| 722                      | GULF PWR CO SR NT SER 2011A PFD 5 750%      | 06/23/2014       | 05/18/2016   | 18,050.00            | 18,322.34              |                       |                         | -272.34         |
| 131                      | GULF PWR CO SR NT SER 2011A PFD 5 750%      | 06/26/2014       | 05/18/2016   | 3,275.00             | 3,322.68               |                       |                         | -47.68          |
| 2000                     | Pfizer Inc                                  | 01/07/2011       | 06/06/2016   | 69,860.47            | 36,610.20              |                       |                         | 33,250.27       |
| 10909                    | VODAFONE GROUP PLC NEW SPONSORED ADR NO PAR | 03/16/2010       | 06/06/2016   | 371,233.89           | 456,442.19             |                       |                         | -85,208.30      |
| 800                      | ACCENTURE PLC CL A COM                      | 03/29/2005       | 06/06/2016   | 95,698.95            | 19,580.80              |                       |                         | 76,118.15       |
| 4000                     | CISCO SYSTEMS INCORPORATED                  | 03/27/2015       | 08/04/2016   | 123,122.51           | 108,293.20             |                       |                         | 14,829.31       |
| 1000                     | CONAGRA INC                                 | 04/16/2014       | 08/04/2016   | 46,793.37            | 31,159.10              |                       |                         | 15,634.27       |
| 5000                     | GENUINE PARTS COMPANY                       | 07/08/2010       | 08/04/2016   | 505,167.48           | 204,283.50             |                       |                         | 300,883.98      |
| 2000                     | LOWES COMPANIES INCORPORATED                | 04/08/2010       | 08/04/2016   | 161,887.46           | 51,060.00              |                       |                         | 110,827.46      |
| 500                      | MEAD JOHNSON NUTRITION CO COM               | 03/05/2010       | 08/04/2016   | 43,763.20            | 24,407.50              |                       |                         | 19,355.70       |
| 1500                     | MEAD JOHNSON NUTRITION CO COM               | 02/09/2010       | 08/04/2016   | 131,289.58           | 70,044.30              |                       |                         | 61,245.28       |
| 1000                     | ZIMMER HLDGS INC COM                        | 11/19/2010       | 08/04/2016   | 130,530.45           | 50,820.80              |                       |                         | 79,709.65       |
| 13800                    | WELLS FARGO COMPANY                         | 01/27/1999       | 09/14/2016   | 649,568.39           | 244,139.25             |                       |                         | 405,429.14      |
| 600                      | WELLS FARGO COMPANY                         | 03/14/2000       | 09/14/2016   | 28,242.10            | 9,771.00               |                       |                         | 18,471.10       |
| 230                      | ENTERGY LA LLC PFD 1ST MTG BD SER 5 875%    | 07/25/2014       | 09/16/2016   | 5,750.00             | 6,009.90               |                       |                         | -259.90         |
| 1583                     | ENTERGY LA LLC PFD 1ST MTG BD SER 5 875%    | 07/23/2014       | 09/16/2016   | 39,575.00            | 41,347.17              |                       |                         | -1,772.17       |
| 677                      | ENTERGY LA LLC PFD 1ST MTG BD SER 5 875%    | 07/21/2014       | 09/16/2016   | 16,925.00            | 17,556.16              |                       |                         | -731.16         |
| 1000                     | ENTERGY LA LLC PFD 1ST MTG BD SER 5 875%    | 07/22/2014       | 09/16/2016   | 25,000.00            | 26,080.00              |                       |                         | -1,080.00       |
| 130                      | ENTERGY LA LLC PFD 1ST MTG BD SER 5 875%    | 07/18/2014       | 09/16/2016   | 3,250.00             | 3,364.76               |                       |                         | -114.76         |
| 2600                     | ENTERGY LA LLC PFD 1ST MTG BD SER 5 875%    | 06/19/2014       | 09/16/2016   | 65,000.00            | 66,846.26              |                       |                         | -1,846.26       |
| 7155                     | ENTERGY LA LLC PFD 1ST MTG BD SER 5 875%    | 06/18/2014       | 09/16/2016   | 178,875.00           | 182,166.30             |                       |                         | -3,291.30       |
| 10000                    | ENTERGY LA LLC PFD 1ST MTG BD SER 5 875%    | 06/17/2014       | 09/16/2016   | 250,000.00           | 254,247.00             |                       |                         | -4,247.00       |
| 279                      | DTE ENERGY CO PFD JR SUB DEB 6 500%         | 07/30/2014       | 11/02/2016   | 7,097.60             | 7,353.63               |                       |                         | -256.03         |
| Totals                   |   |                  |              |                      |                        |                       |                         |                 |

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UW GLADYS BROOKS FOUNDATION

DETAIL OF LONG-TERM CAPITAL GAINS AND LOSSES

| Capital Gain/Loss Detail                     | Date<br>Acquired | Date<br>Sold | Gross Sales<br>Price | Cost or Other<br>Basis | Adjustment<br>Code(s) | Amount of<br>Adjustment | Gain or<br>Loss |
|--|------------------|--------------|----------------------|------------------------|-----------------------|-------------------------|-----------------|
| 1792 DTE ENERGY CO PFD JR SUB DEB 6.500%     | 07/29/2014       | 11/02/2016   | 45,587.49            | 47,093.76              |                       |                         | -1,506.27       |
| 679 DTE ENERGY CO PFD JR SUB DEB 6.500%      | 07/31/2014       | 11/02/2016   | 17,273.38            | 17,809.56              |                       |                         | -536.18         |
| 113 DTE ENERGY CO PFD JR SUB DEB 6.500%      | 07/31/2014       | 11/03/2016   | 2,876.92             | 2,963.89               |                       |                         | -86.97          |
| 341 DTE ENERGY CO PFD JR SUB DEB 6.500%      | 07/21/2014       | 11/03/2016   | 8,681.67             | 8,927.38               |                       |                         | -245.71         |
| 2436 DTE ENERGY CO PFD JR SUB DEB 6.500%     | 07/21/2014       | 11/04/2016   | 62,010.92            | 63,774.48              |                       |                         | -1,763.56       |
| 662 DTE ENERGY CO PFD JR SUB DEB 6.500%      | 07/22/2014       | 11/04/2016   | 16,851.90            | 17,331.16              |                       |                         | -479.26         |
| 64 DTE ENERGY CO PFD JR SUB DEB 6.500%       | 07/23/2014       | 11/04/2016   | 1,629.19             | 1,675.52               |                       |                         | -46.33          |
| 1155 DTE ENERGY CO PFD JR SUB DEB 6.500%     | 07/24/2014       | 11/04/2016   | 29,401.73            | 30,237.90              |                       |                         | -836.17         |
| 50 DTE ENERGY CO PFD JR SUB DEB 6.500%       | 07/25/2014       | 11/04/2016   | 1,272.80             | 1,309.00               |                       |                         | -36.20          |
| 1300 DTE ENERGY CO PFD JR SUB DEB 6.500%     | 07/18/2014       | 11/04/2016   | 33,092.86            | 33,982.00              |                       |                         | -889.14         |
| 333 DTE ENERGY CO PFD JR SUB DEB 6.500%      | 08/01/2014       | 11/04/2016   | 8,476.86             | 8,687.24               |                       |                         | -210.38         |
| 7 DTE ENERGY CO PFD JR SUB DEB 6.500%        | 08/01/2014       | 11/04/2016   | 178.19               | 181.72                 |                       |                         | -3.53           |
| 417 DTE ENERGY CO PFD JR SUB DEB 6.500%      | 08/04/2014       | 11/04/2016   | 10,615.18            | 10,821.78              |                       |                         | -206.60         |
| 334 LAMB WESTON HLDGS INC COM                | 04/16/2014       | 12/22/2016   | 11.65                | 7.10                   |                       |                         | 4.55            |
| TOTAL OTHER LONG-TERM CAPITAL GAINS (LOSSES) |                  |              | 6,989,070.76         | 5,021,867.71           |                       |                         | 1,967,203.05    |
| Totals                                       |                  |              | 6,991,850.90         | 5,024,135.45           |                       |                         | 1,967,715.45    |

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UW GLADYS BROOKS FOUNDATION

FEDERAL CAPITAL GAIN DISTRIBUTIONS  
=====

CAPITAL GAIN DISTRIBUTIONS  
-----

VANGUARD SHORT TERM BOND ETF

164.33  
-----

TOTAL CAPITAL GAIN DISTRIBUTIONS (ROUNDED)

164.00  
=====

STATEMENT 12

Trade Date



## Portfolio Analysis

Dec 01, 2016 through Dec 31, 2016

Account: 41-01-100-5837423 UJW GLADYS BROOKS FOUNDATION

### Portfolio Summary by Asset Class

| Description                   | Market Value           | % of Account  | % of Sector   | Tax Cost               | Estimated Annual Income | Current Yield |
|-------------------------------|------------------------|---------------|---------------|------------------------|-------------------------|---------------|
| <b>Cash/Currency</b>          |                        |               |               |                        |                         |               |
| Cash Equivalents              | \$1,213,720.34         | 3.3%          | 100.0%        | \$1,213,250.93         | \$5,253.38              | 0.43%         |
| <b>Total Cash/Currency</b>    | <b>\$1,213,720.34</b>  | <b>3.3%</b>   | <b>100.0%</b> | <b>\$1,213,250.93</b>  | <b>\$5,253.38</b>       | <b>0.43%</b>  |
| <b>Equities</b>               |                        |               |               |                        |                         |               |
| U.S. Large Cap                | \$17,303,145.79        | 47.1%         | 75.8%         | \$9,185,799.71         | \$331,155.24            | 1.91%         |
| U.S. Mid Cap                  | 2,589,805.30           | 7.0           | 11.3          | 1,384,953.86           | 64,494.75               | 2.49          |
| U.S. Small Cap                | 70,175.00              | 0.2           | 0.3           | 20,266.17              | 0.00                    | 0.00          |
| International Developed       | 2,873,668.53           | 7.8           | 12.6          | 1,795,066.43           | 73,156.61               | 2.54          |
| <b>Total Equities</b>         | <b>\$22,836,794.62</b> | <b>62.1%</b>  | <b>100.0%</b> | <b>\$12,386,086.17</b> | <b>\$468,806.60</b>     | <b>2.05%</b>  |
| <b>Fixed Income</b>           |                        |               |               |                        |                         |               |
| Investment Grade Taxable      | \$11,795,382.08        | 32.1%         | 97.9%         | \$11,801,603.27        | \$188,792.17            | 1.60%         |
| International Developed Bonds | 253,527.50             | 0.7           | 2.1           | 252,039.64             | 5,625.00                | 2.24          |
| <b>Total Fixed Income</b>     | <b>\$12,048,909.58</b> | <b>32.8%</b>  | <b>100.0%</b> | <b>\$12,053,642.91</b> | <b>\$194,417.17</b>     | <b>1.61%</b>  |
| <b>Tangible Assets</b>        |                        |               |               |                        |                         |               |
| Commodities                   | \$652,837.16           | 1.8%          | 100.0%        | \$583,140.96           | \$0.00                  | 0.00%         |
| <b>Total Tangible Assets</b>  | <b>\$652,837.16</b>    | <b>1.8%</b>   | <b>100.0%</b> | <b>\$583,140.96</b>    | <b>\$0.00</b>           | <b>0.00%</b>  |
| <b>Total Assets</b>           | <b>\$36,752,261.70</b> | <b>100.0%</b> |               | <b>\$26,236,120.97</b> | <b>\$668,477.15</b>     | <b>1.82%</b>  |
| <b>Total</b>                  | <b>\$36,752,261.70</b> |               |               | <b>\$26,236,120.97</b> | <b>\$668,477.15</b>     |               |

## Portfolio Detail

Dec. 01, 2016 through Dec. 31, 2016

**Equities**

## Consumer Staples

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**Account:** 41-01-100-5837423 UW GLADYS BROOKS FOUNDATION

Dec. 01, 2016 through Dec 31, 2016

| Units                   | Description                                | CUSIP     | Market Value(1)/<br>Market Price | Accrued<br>Income | Tax Cost/<br>Average Unit Cost | Unrealized<br>Gain/Loss | Estimated<br>Annual Income | Cur Yld<br>YTM |
|-------------------------|--|-----------|----------------------------------|-------------------|--------------------------------|-------------------------|----------------------------|----------------|
| Equities (cont)         |  |           |                                  |                   |                                |                         |                            |                |
| Consumer Staples (cont) |  |           |                                  |                   |                                |                         |                            |                |
| 9,000,000               | KRAFT HEINZ CORP<br>Ticker: KHC            | 500754106 | 785,880.00<br>87.320             | 0.00              | 415,345.50<br>46.150           | 370,534.50              | 21,600.00                  | 2.74           |
| 18,500,000              | KROGER CO<br>Ticker: KR                    | 501044101 | 638,435.00<br>34.510             | 0.00              | 601,756.20<br>32.527           | 36,678.80               | 8,880.00                   | 1.39           |
| 4,333,000               | LAMB WESTON HLDGS INC<br>Ticker: LW        | 513272104 | 164,004.05<br>37.850             | 0.00              | 91,848.31<br>21.197            | 72,155.74               | 3,249.75                   | 1.98           |
| 7,500,000               | LAUDER ESTEE COS INC<br>CLA<br>Ticker: EL  | 518439104 | 573,675.00<br>76.490             | 0.00              | 596,462.60<br>79.528           | -22,787.60              | 10,200.00                  | 1.77           |
| 6,500,000               | MEAD JOHNSON NUTRITION CO<br>Ticker: MJN   | 582839106 | 459,940.00<br>70.760             | 2,681.25          | 303,525.30<br>46.696           | 156,414.70              | 10,725.00                  | 2.33           |
| 7,500,000               | PEPSICO INC<br>Ticker: PEP                 | 713448108 | 784,725.00<br>104.630            | 5,643.75          | 168,256.00<br>22.434           | 616,469.00              | 22,575.00                  | 2.87           |
| Total Consumer Staples  |  |           | \$4,479,641.05                   | \$8,325.00        | \$2,791,957.03                 | \$1,687,684.02          | \$104,568.33               | 2.33%          |
| Energy                  |  |           |                                  |                   |                                |                         |                            |                |
| 5,632,000               | CHEVRON CORP<br>Ticker: CVX                | 166764100 | \$662,886.40<br>117.700          | \$0.00            | \$85,567.50<br>15.193          | \$577,318.90            | \$24,330.24                | 3.67%          |
| 6,514,000               | EXXON MOBIL CORP<br>Ticker: XOM            | 30231G102 | 587,953.64<br>90.260             | 0.00              | 37,438.91<br>5.747             | 550,514.73              | 19,542.00                  | 3.32           |
| 8,700,000               | SCHLUMBERGER LTD<br>CURACAO<br>Ticker: SLB | 806857108 | 730,365.00<br>83.950             | 4,350.00          | 522,631.50<br>60.073           | 207,733.50              | 17,400.00                  | 2.38           |
| Total Energy            |  |           | \$1,981,205.04                   | \$4,350.00        | \$645,637.91                   | \$1,335,567.13          | \$61,272.24                | 3.09%          |
| Financials              |  |           |                                  |                   |                                |                         |                            |                |
| 5,000,000               | AMERIPRISE FINL INC<br>Ticker: AMP         | 03076C106 | \$554,700.00<br>110.940          | \$0.00            | \$189,931.00<br>37.986         | \$364,769.00            | \$15,000.00                | 2.70%          |
| 19,200,000              | BB&T CORP<br>Ticker: BBT                   | 054937107 | 902,784.00<br>47.020             | 0.00              | 685,420.38<br>35.699           | 217,363.62              | 23,040.00                  | 2.55           |

Trade Date



Bank of America Private Wealth Management

## Portfolio Detail

**Account:** 41-01-100-5837423 UW GLADYS BROOKS FOUNDATION

Dec. 01, 2016 through Dec. 31, 2016

| Units                    | Description   | CUSIP     | Market Value(1)/<br>Market Price | Accrued<br>Income | Average               | Tax Cost/<br>Unit Cost   | Unrealized<br>Gain/Loss | Estimated<br>Annual Income | Cur Yld/<br>YTM |
|--------------------------|---|-----------|----------------------------------|-------------------|-----------------------|--------------------------|-------------------------|----------------------------|-----------------|
| <b>Equities (cont)</b>   |   |           |                                  |                   |                       |                          |                         |                            |                 |
| <b>Financials (cont)</b> |   |           |                                  |                   |                       |                          |                         |                            |                 |
| 3,000                    | BERKSHIRE HATHAWAY INC DEL<br>CLA<br>Ticker: BRK A          | 084670108 | 732,363.00<br>244,121.000        | 0.00              |                       | 276,450.09<br>92,150.030 | 455,912.91              | 0.00                       | 0.00            |
| 5,013,000                | CHUBB LTD<br>SWITZERLAND<br>Ticker: CB                      | H1467J104 | 662,317.56<br>132.120            | 3,458.97          |                       | 567,124.26<br>113.131    | 95,193.30               | 13,835.88                  | 2.08            |
| 8,000,000                | PRICE T ROWE GROUP INC<br>Ticker: TROW                      | 74144T108 | 602,080.00<br>75.260             | 0.00              |                       | 377,527.05<br>47.191     | 224,552.95              | 17,280.00                  | 2.87            |
| 26,500,000               | SCHWAB CHARLES CORP NEW<br>Ticker: SCHW                     | 808513105 | 1,045,955.00<br>39.470           | 0.00              |                       | 750,392.80<br>28.317     | 295,562.20              | 7,420.00                   | 0.70            |
| 16,000,000               | US BANCORP DEL<br>COM NEW<br>Ticker: USB                    | 902973304 | 821,920.00<br>51.370             | 4,480.00          |                       | 530,265.60<br>33.142     | 291,654.40              | 17,920.00                  | 2.18            |
| <b>Total Financials</b>  |   |           | <b>\$5,322,119.56</b>            | <b>\$7,938.97</b> | <b>\$3,377,111.18</b> | <b>\$1,945,008.38</b>    | <b>\$94,495.88</b>      | <b>1.77%</b>               |                 |
| <b>Health Care</b>       |   |           |                                  |                   |                       |                          |                         |                            |                 |
| 12,000,000               | CERNER CORP<br>Ticker: CERN                                 | 156782104 | \$568,440.00<br>47.370           | \$0.00            |                       | \$224,268.60<br>18.689   | \$344,171.40            | \$0.00                     | 0.00%           |
| 9,000,000                | DANAHER CORP DEL<br>Ticker: DHR                             | 235851102 | 700,560.00<br>77.840             | 1,125.00          |                       | 296,024.88<br>32.892     | 404,535.12              | 4,500.00                   | 0.64            |
| 6,200,000                | GILEAD SCIENCES INC<br>Ticker: GILD                         | 375558103 | 443,982.00<br>71.610             | 0.00              |                       | 156,317.50<br>25.213     | 287,664.50              | 11,656.00                  | 2.62            |
| 8,600,000                | NOVARTIS A G<br>SPONSORED ADR<br>SWITZERLAND<br>Ticker: NVS | 66987V109 | 626,424.00<br>72.840             | 0.00              |                       | 478,795.54<br>55.674     | 147,628.46              | 19,805.80                  | 3.16            |
| 5,000,000                | NOVO-NORDISK A S<br>ADR<br>DENMARK<br>Ticker: NVO           | 670100205 | 179,300.00<br>35.860             | 0.00              |                       | 275,444.00<br>55.089     | -96,144.00              | 5,152.35                   | 2.87            |
| 20,000,000               | PFIZER INC<br>Ticker: PFE                                   | 717081103 | 649,600.00<br>32.480             | 0.00              |                       | 366,102.00<br>18.305     | 283,498.00              | 25,600.00                  | 3.94            |

\*CY0452450\*

Trade Date



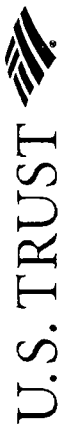
Portfolio Detail

Account: 41-01-100-5837423 UW GLADYS BROOKS FOUNDATION

Dec 01, 2016 through Dec 31, 2016

| Units                        | Description  | CUSIP     | Market Value(1)/<br>Market Price | Accrued<br>Income | Average Unit Cost      | Tax Cost/<br>Average Unit Cost | Unrealized<br>Gain/Loss | Estimated<br>Annual Income | Cur Yld/<br>YTM |
|------------------------------|--|-----------|----------------------------------|-------------------|------------------------|--------------------------------|-------------------------|----------------------------|-----------------|
| Equities (cont)              |  |           |                                  |                   |                        |                                |                         |                            |                 |
| Health Care (cont)           |  |           |                                  |                   |                        |                                |                         |                            |                 |
| 5,200,000                    | ZIMMER BIOMET HLDGS INC<br>Ticker: ZBH             | 98956P102 | 536,640.00<br>103.200            | 1,248.00          | 264,268.16<br>50.821   |                                | 272,371.84              | 4,992.00                   | 0.93            |
| Total Health Care            |  |           | \$3,704,946.00                   | \$2,373.00        | \$2,061,220.68         |                                | \$1,643,725.32          | \$71,706.15                | 1.93%           |
| Industrials                  |  |           |                                  |                   |                        |                                |                         |                            |                 |
| 9,500,000                    | FORTIVE CORP<br>Ticker: FTV                        | 34959J108 | \$509,485.00<br>53.630           | \$0.00            | \$341,524.62<br>35.950 |                                | \$167,960.38            | \$2,660.00                 | 0.52%           |
| 6,000,000                    | ROCKWELL AUTOMATION INC<br>Ticker: ROK             | 773903109 | 806,400.00<br>134.400            | 0.00              | 422,122.20<br>70.354   |                                | 384,277.80              | 18,240.00                  | 2.26            |
| Total Industrials            |  |           | \$1,315,885.00                   | \$0.00            | \$763,646.82           |                                | \$552,238.18            | \$20,900.00                | 1.58%           |
| Information Technology       |  |           |                                  |                   |                        |                                |                         |                            |                 |
| 7,200,000                    | ACCENTURE PLC<br>CLA COM<br>IRELAND<br>Ticker: ACN | G1151C101 | \$843,336.00<br>117.130          | \$0.00            | \$170,844.20<br>23.728 |                                | \$672,491.80            | \$17,424.00                | 2.06%           |
| 8,000,000                    | ADOBE SYS INC<br>Ticker: ADBE                      | 00724F101 | 823,600.00<br>102.950            | 0.00              | 109,937.75<br>13.742   |                                | 713,662.25              | 0.00                       | 0.00            |
| 1,000,000                    | ALPHABET INC<br>CLA COM<br>Ticker: GOOGL           | 02079K305 | 792,450.00<br>792.450            | 0.00              | 550,049.50<br>550.050  |                                | 242,400.50              | 0.00                       | 0.00            |
| 24,000,000                   | CISCO SYS INC<br>Ticker: CSCO                      | 17275R102 | 725,280.00<br>30.220             | 0.00              | 637,502.50<br>26.563   |                                | 87,777.50               | 24,960.00                  | 3.44            |
| Total Information Technology |  |           | \$3,184,666.00                   | \$0.00            | \$1,468,333.95         |                                | \$1,716,332.05          | \$42,384.00                | 1.33%           |
| Materials                    |  |           |                                  |                   |                        |                                |                         |                            |                 |
| 5,000,000                    | AIR PRODS & CHEMS INC<br>Ticker: APD               | 009158106 | \$719,100.00<br>143.820          | \$4,300.00        | \$215,936.33<br>43.187 |                                | \$503,163.67            | \$17,200.00                | 2.39%           |
| 2,500,000                    | VERSUM MATLS INC<br>Ticker: VSM                    | 92532W103 | 70,175.00<br>28.070              | 0.00              | 20,266.17<br>8.106     |                                | 49,908.83               | 0.00                       | 0.00            |
| Total Materials              |  |           | \$789,275.00                     | \$4,300.00        | \$236,202.50           |                                | \$553,072.50            | \$17,200.00                | 2.17%           |

Trade Date



Bank of America Private Wealth Management

**Portfolio Detail****Account:** 41-01-100-5837423 UW GLADYS BROOKS FOUNDATION

Dec 01, 2016 through Dec. 31, 2016

| Units                             | Description                             | CUSIP     | Market Value(1)/<br>Market Price | Accrued<br>Income  | Average Unit Cost      | Tax Cost/<br>Average Unit Cost | Unrealized<br>Gain/Loss | Estimated<br>Annual Income | Cur Yld/<br>YTM |
|-----------------------------------|---|-----------|----------------------------------|--------------------|------------------------|--------------------------------|-------------------------|----------------------------|-----------------|
| <b>Equities (cont)</b>            |   |           |                                  |                    |                        |                                |                         |                            |                 |
| <b>Telecommunication Services</b> |   |           |                                  |                    |                        |                                |                         |                            |                 |
| 18,000.000                        | AT&T INC<br>Ticker: T                   | 00206R102 | \$765,540.00<br>42.530           | \$0.00             | \$628,178.50<br>34.899 |                                | \$137,361.50            | \$35,280.00                | 4.60%           |
|                                   | <b>Total Telecommunication Services</b> |           | <b>\$765,540.00</b>              | <b>\$0.00</b>      | <b>\$628,178.50</b>    |                                | <b>\$137,361.50</b>     | <b>\$35,280.00</b>         | <b>4.60%</b>    |
| <b>Total Equities</b>             |   |           | <b>\$22,809,507.65</b>           | <b>\$27,286.97</b> | <b>\$12,386,086.17</b> |                                | <b>\$10,423,421.48</b>  | <b>\$468,806.60</b>        | <b>2.05%</b>    |

**Fixed Income**

|                                 |   |           |                         |          |                         |  |           |            |               |
|---------------------------------|---|-----------|-------------------------|----------|-------------------------|--|-----------|------------|---------------|
| <b>Investment Grade Taxable</b> |   |           |                         |          |                         |  |           |            |               |
| 200,000.000                     | <b>2018</b><br>JOHNSON & JOHNSON<br>UNSECD SR NT<br>DTD 12/05/13 1.650% DUE 12/05/18<br>Moody's AAA S&P AAA                 | 478160BG8 | \$201,100.00<br>100.550 | \$238.33 | \$201,989.43<br>100.995 |  | -\$889.43 | \$3,300.00 | 1.64%<br>1.36 |
| 250,000.000                     | <b>2019</b><br>WELLS FARGO & CO NEW<br>UNSECD MEDIUM TERM SR NT<br>DTD 04/22/14 2.125% DUE 04/22/19<br>Moody's A2 S&P A     | 94974BFU9 | 250,810.00<br>100.324   | 1,018.22 | 252,525.69<br>101.010   |  | -1,715.69 | 5,312.50   | 2.11<br>2.01  |
| 200,000.000                     | BERKSHIRE HATHAWAY INC DEL<br>UNSECD SR NT<br>DTD 08/14/14 2.100% DUE 08/14/19<br>Moody's AA2 S&P AA                        | 084670BL1 | 201,800.00<br>100.900   | 1,598.33 | 203,569.50<br>101.785   |  | -1,769.50 | 4,200.00   | 2.08<br>1.74  |
| 200,000.000                     | CHEVRON CORP NEW<br>UNSECD NT<br>DTD 11/18/14 2.193% DUE 11/15/19<br>Moody's AA2 S&P AA-                                    | 166764AN0 | 201,994.00<br>100.997   | 560.43   | 200,560.81<br>100.280   |  | 1,433.19  | 4,386.00   | 2.17<br>1.78  |
| 250,000.000                     | <b>2021</b><br>INTERNATIONAL BUSINESS MACHS<br>CORP SR UNSECD NT<br>DTD 02/19/16 2.250% DUE 02/19/21<br>Moody's AA3 S&P AA- | 459200JF9 | 249,695.00<br>99.878    | 2,062.50 | 255,032.66<br>102.013   |  | -5,337.66 | 5,625.00   | 2.25<br>2.26  |

\*CY0452451\*

Trade Date



## Portfolio Detail

Account: 41-01-100-5837423 UJW GLADYS BROOKS FOUNDATION

Dec 01, 2016 through Dec. 31, 2016

| Units                      | Description | CUSIP | Market Value(1)/<br>Market Price | Accrued<br>Income | Average Unit Cost | Tax Cost/<br>Average Unit Cost | Unrealized<br>Gain/Loss | Estimated<br>Annual Income | Cur Yld/<br>YTM |
|----------------------------|-------------|-------|----------------------------------|-------------------|-------------------|--------------------------------|-------------------------|----------------------------|-----------------|
| <b>Fixed Income (cont)</b> |             |       |                                  |                   |                   |                                |                         |                            |                 |

### Investment Grade Taxable (cont)

|                                |                                  |           |                 |             |                 |                 |              |              |       |
|--------------------------------|----------------------------------|-----------|-----------------|-------------|-----------------|-----------------|--------------|--------------|-------|
| 250,000.000                    | 2022                             |           |                 |             |                 |                 |              |              |       |
|                                | MICROSOFT CORP                   | 594918A07 | 243,612.50      | 678.82      | 254,471.74      | 254,471.74      | -10,859.24   | 5,312.50     | 2.18  |
|                                | SR UNSECD NT                     |           | 97.445          |             | 101.789         | 101.789         |              |              | 2.58  |
|                                | DTD 11/07/12 2.125% DUE 11/15/22 |           |                 |             |                 |                 |              |              |       |
|                                | Moody's: AAA S&P: AAA            |           |                 |             |                 |                 |              |              |       |
| 250,000.000                    | CHEVRON CORP NEW                 | 168764AB6 | 245,340.00      | 425.21      | 251,316.54      | 251,316.54      | -5,976.54    | 5,887.50     | 2.40  |
|                                | SR UNSECD NT CALL 09/05/22 @100  |           | 98.136          |             | 100.527         | 100.527         |              |              | 2.66  |
|                                | DTD 12/05/12 2.355% DUE 12/05/22 |           |                 |             |                 |                 |              |              |       |
|                                | Moody's: AA2 S&P: AA-            |           |                 |             |                 |                 |              |              |       |
| 9,940.000                      | 2052                             |           |                 |             |                 |                 |              |              |       |
|                                | GENERAL ELEC CAP CORP            | 369622428 | 244,424.60      | 0.00        | 250,977.06      | 250,977.06      | -6,552.46    | 12,114.38    | 4.95  |
|                                | PFD 4.875%                       |           | 24.590          |             | 25.249          | 25.249          |              |              |       |
|                                | Moody's: A1 S&P: AA-             |           |                 |             |                 |                 |              |              |       |
| 17,870.000                     | BB&T CORP                        | 054937404 | 424,412.50      | 0.00        | 439,923.66      | 439,923.66      | -15,511.16   | 25,129.69    | 5.92  |
|                                | PFD DEP SHS REPSTG 1/1000TH PERP |           | 23.750          |             | 24.618          | 24.618          |              |              |       |
|                                | SER E 5.625%                     |           |                 |             |                 |                 |              |              |       |
|                                | Moody's: BAA2 S&P: BBB-          |           |                 |             |                 |                 |              |              |       |
| 381,639.770                    | CMG ULTRA SHORT TERM BOND        | 19765E823 | 3,434,757.93    | 2,979.57    | 3,433,089.40    | 3,433,089.40    | 1,668.53     | 29,922.70    | 0.87  |
|                                | FUND                             |           | 9.000           |             | 8.996           | 8.996           |              |              |       |
| 376,310.436                    | COLUMBIA SHORT TERM BOND FUND    | 19765H362 | 3,748,051.94    | 3,624.91    | 3,701,876.78    | 3,701,876.78    | 46,175.16    | 33,460.58    | 0.89  |
|                                | CLASS Z SHARES                   |           | 9.960           |             | 9.837           | 9.837           |              |              |       |
| 17,480.000                     | SCHWAB CHARLES CORP NEW          | 808513402 | 441,544.80      | 0.00        | 445,471.17      | 445,471.17      | -3,926.37    | 26,220.00    | 5.93  |
|                                | PFD 6.0% SER C                   |           | 25.260          |             | 25.485          | 25.485          |              |              |       |
|                                | Moody's: BAA2 S&P: BBB           |           |                 |             |                 |                 |              |              |       |
| 23,816.000                     | VANGUARD SHORT TERM BOND         | 921937827 | 1,892,181.20    | 2,471.29    | 1,910,798.83    | 1,910,798.83    | -18,617.63   | 27,921.32    | 1.47  |
|                                | ETF                              |           | 79.450          |             | 80.232          | 80.232          |              |              |       |
| Total Investment Grade Taxable |                                  |           | \$11,779,724.47 | \$15,657.61 | \$11,801,603.27 | \$11,801,603.27 | -\$21,878.80 | \$188,792.17 | 1.60% |

### International Developed Bonds

|             |                                  |           |              |            |              |              |             |            |       |
|-------------|----------------------------------|-----------|--------------|------------|--------------|--------------|-------------|------------|-------|
| 250,000.000 | 2019                             |           |              |            |              |              |             |            |       |
|             | WESTPAC BKG CORP                 | 961214CF8 | \$250,965.00 | \$2,562.50 | \$252,039.64 | \$252,039.64 | -\$1,074.64 | \$5,625.00 | 2.24% |
|             | UNSECD SR GLOBAL NT AUSTRALIA    |           | 100.386      |            | 100.816      | 100.816      |             |            | 2.02  |
|             | DTD 01/17/14 2.250% DUE 01/17/19 |           |              |            |              |              |             |            |       |
|             | Moody's: AA2 S&P: AA-            |           |              |            |              |              |             |            |       |



Trade Date



Bank of America Private Wealth Management

**Portfolio Detail****Account:** 41-01-100-5837423 UW GLADYS BROOKS FOUNDATION

Dec 01, 2016 through Dec 31, 2016

| Units                                      | Description              | CUSIP     | Market Value(1)/<br>Market Price | Accrued<br>Income  | Average<br>Unit Cost   | Tax Cost/<br>Average Unit Cost | Unrealized<br>Gain/Loss | Estimated<br>Annual Income | Cur Yld/<br>YTM |
|--|--------------------------|-----------|----------------------------------|--------------------|------------------------|--------------------------------|-------------------------|----------------------------|-----------------|
| <b>Fixed Income (cont)</b>                 |                          |           |                                  |                    |                        |                                |                         |                            |                 |
| International Developed Bonds (cont)       |                          |           |                                  |                    |                        |                                |                         |                            |                 |
| <b>Total International Developed Bonds</b> |                          |           | <b>\$250,965.00</b>              | <b>\$2,562.50</b>  | <b>\$252,039.64</b>    | <b>-\$1,074.64</b>             | <b>\$5,625.00</b>       | <b>2.24%</b>               |                 |
| <b>Total Fixed Income</b>                  |                          |           | <b>\$12,030,689.47</b>           | <b>\$18,220.11</b> | <b>\$12,053,642.91</b> | <b>-\$22,953.44</b>            | <b>\$194,417.17</b>     | <b>1.61%</b>               |                 |
| <b>Tangible Assets</b>                     |                          |           |                                  |                    |                        |                                |                         |                            |                 |
| Commodities                                |                          |           |                                  |                    |                        |                                |                         |                            |                 |
| 5,956.000                                  | SPDR GOLD TR<br>GOLD SHS | 78463V107 | \$652,837.16<br>109.610          | \$0.00             | \$583,140.96<br>97.908 | \$69,696.20                    | \$0.00                  | \$0.00                     | 0.00%           |
| <b>Total Commodities</b>                   |                          |           | <b>\$652,837.16</b>              | <b>\$0.00</b>      | <b>\$583,140.96</b>    | <b>\$69,696.20</b>             | <b>\$0.00</b>           | <b>0.00%</b>               |                 |
| <b>Total Tangible Assets</b>               |                          |           | <b>\$652,837.16</b>              | <b>\$0.00</b>      | <b>\$583,140.96</b>    | <b>\$69,696.20</b>             | <b>\$0.00</b>           | <b>0.00%</b>               |                 |
| <b>Total Portfolio</b>                     |                          |           | <b>\$36,706,285.21</b>           | <b>\$45,976.49</b> | <b>\$26,236,120.97</b> | <b>\$10,470,164.24</b>         | <b>\$668,477.15</b>     | <b>1.82%</b>               |                 |
| Accrued Income                             |                          |           | \$45,976.49                      |                    |                        |                                |                         |                            |                 |
| <b>Total</b>                               |                          |           | <b>\$36,752,261.70</b>           |                    |                        |                                |                         |                            |                 |

\*CY0452452\*

Trade Date



# Activity Detail

Dec 01, 2016 through Dec 31, 2016

Account: 41-01-100-5837423 UW GLADYS BROOKS FOUNDATION

| Date                       | Description   | Income Cash | Tax Cost | Short-term<br>Realized Gain/Loss | Long-term<br>Realized Gain/Loss |
|----------------------------|---|-------------|----------|----------------------------------|---------------------------------|
| <b>Income</b>              |   |             |          |                                  |                                 |
| <b>Dividends - Taxable</b> |   |             |          |                                  |                                 |
| 12/01/16                   | BB&T CORP<br>DIV 3000 A SHARE ON 19,200.000   | \$5,760.00  |          |                                  |                                 |
| 12/01/16                   | BB&T CORP<br>PFD DEP SHS REPSTG 1/1000TH PERP<br>SER E 5.625%<br>DIV 3515 A SHARE ON 17,870.000   | 6,282.42    |          |                                  |                                 |
| 12/01/16                   | CMG ULTRA SHORT TERM BOND<br>FUND<br>INCOME FOR MONTH ENDED 11/30/16  | 2,789.99    |          |                                  |                                 |
| 12/01/16                   | COLUMBIA SHORT TERM BOND FUND<br>CLASS Z SHARES<br>INCOME FOR MONTH ENDED 11/30/16  | 3,403.89    |          |                                  |                                 |
| 12/01/16                   | FIDELITY GOVERNMENT PORTFOLIO<br>INSTITUTIONAL CLASS<br>INCOME FOR MONTH ENDED 11/30/16   | 21.51       |          |                                  |                                 |
| 12/01/16                   | FIDELITY GOVERNMENT PORTFOLIO<br>INSTITUTIONAL CLASS<br>INCOME FOR MONTH ENDED 11/30/16   | 404.16      |          |                                  |                                 |
| 12/01/16                   | KROGER CO<br>DIV 1200 A SHARE ON 18,500.000   | 2,220.00    |          |                                  |                                 |
| 12/01/16                   | PFIZER INC<br>DIV 3000 A SHARE ON 20,000.000  | 6,000.00    |          |                                  |                                 |
| 12/01/16                   | SCHWAB CHARLES CORP NEW<br>PRFD 6.0% SER C<br>DIV 3750 A SHARE ON 17,480.000  | 6,555.00    |          |                                  |                                 |
| 12/07/16                   | VANGUARD SHORT TERM BOND<br>ETF<br>DIV .0983 A SHARE ON 23,816.000  | 2,342.57    |          |                                  |                                 |
| 12/08/16                   | ANHEUSER BUSCH INBEV SA/NV<br>SPONSORED ADR<br>BELGIUM<br>DIV 1.7030 A SHARE ON 5,300.00<br>9.026 04 LESS FOREIGN TX 2,437.03<br>DEP FEE 530.00 | 8,059.01    |          |                                  |                                 |

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

**2016**

|  | <b><u>FOUNDATION<br/>STATUS OF<br/>RECIPIENT</u></b> | <b><u>PURPOSE</u></b>                               | <b><u>AMOUNT</u></b> |
|--|--|---|----------------------|
| Good Neighbor Health Clinic, Inc.<br>White River Junction, Vermont | Public Charity                                       | Dental Equipment &<br>Endowment for Dental Supplies | \$135,000            |
| University of Notre Dame Du Lac<br>Notre Dame, Indiana             | Public Charity                                       | General Purpose                                     | \$25,000             |
| Trustees of Boston University<br>Boston, Massachusetts             | Public Charity                                       | Technology Equipment                                | \$97,500             |
| The Viscardi Center, Inc.<br>Albertson, New York                   | Public Charity                                       | Van   | \$30,000             |
| Canisius College<br>Buffalo, New York                              | Public Charity                                       | Endowed Scholarship                                 | \$125,000            |
| St. Johnsbury Academy<br>St. Johnsbury, Vermont                    | Public Charity                                       | Endowed Scholarship                                 | \$100,000            |
| St. Peter's University<br>Jersey City, New Jersey                  | Public Charity                                       | Endowed Scholarship                                 | \$125,000            |
| Providence College<br>Providence, Rhode Island                     | Public Charity                                       | Endowment for History<br>Lecture Series             | \$125,000            |
| American University of Beirut<br>New York, New York                | Public Charity                                       | Communication Center                                | \$125,408            |
| North Bennet Street School<br>Boston, Massachusetts                | Public Charity                                       | Endowed Scholarship                                 | \$115,000            |
| Bergen Volunteer Medical Initiatives<br>Hackensack, New Jersey     | Public Charity                                       | Technology Equipment                                | \$66,238             |
| Blythedale Children's Hospital<br>Valhalla, New York               | Public Charity                                       | Patient Equipment                                   | \$12,702             |
| New York Academy of Medicine<br>New York, New York                 | Public Charity                                       | Technology Equipment                                | \$25,000             |
| Winthrop-University Hospital Assoc<br>Mineola, New York            | Public Charity                                       | Chaplaincy Endowment                                | \$125,000            |
| St. John Fisher College<br>Rochester, New York                     | Public Charity                                       | Furniture & Equipment<br>For Media Arts Lab         | \$99,255             |

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

**2016**

|  | <b><u>FOUNDATION<br/>STATUS OF<br/>RECIPIENT</u></b> | <b><u>PURPOSE</u></b>                          | <b><u>AMOUNT</u></b> |
|--|--|--|----------------------|
| Embry-Riddle Aeronautical University<br>Daytona Beach, Florida | Public Charity                                       | Technology Equipment &<br>Furniture            | \$66,012             |
| Hartwick College<br>Oneonta, New York                          | Public Charity                                       | Endowed Scholarship for<br>Nursing             | \$100,000            |
| Mother McAuley Liberal Arts High Sch<br>Chicago, Illinois      | Public Charity                                       | Security System                                | \$50,000             |
| Vero Beach Museum of Art, Inc.<br>Vero Beach, Florida          | Public Charity                                       | Education                                      | \$10,000             |
| Long Island University<br>Greenvale, New York                  | Public Charity                                       | Technology Equipment                           | \$10,000             |
| Villanova University<br>Villanova, Pennsylvania                | Public Charity                                       | Endowment                                      | \$25,000             |
| The Thresholds<br>Chicago, Illinois                            | Public Charity                                       | Technology Equipment &<br>Communication Center | \$25,000             |
|  |  |  | \$1,617,115          |

# Gladys Brooks Foundation (/)

Phone 516-746-6103

[Home \(/\)](#)[Founder \(/Founder.html\)](#)[Annual Report \(/Annual-Report.html\)](#)[Guidelines \(/Guidelines.html\)](#)[Application \(/Application.html\)](#)[Contact \(/Contact.html\)](#)

## Guidelines for Grants from the Gladys Brooks Foundation

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

### General Policies

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

Grant applications generally will be considered where

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

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

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

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

If the applicant receives a Second Round Grant Questionnaire, the Foundation is seriously considering applicant's application and will require that the following documents be provided: budget for 2016, when available, Internal Revenue Service exemption letter, latest Internal Revenue Service information return; an opinion of counsel with respect to your tax exemption, and your legal authority to accept the grant. This information is not required to be submitted until and if you receive a Second Round Grant Questionnaire. Receiving a Second Round Grant Questionnaire does not guarantee approval and funding of the application.

### Scope of Grants Considered

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

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



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

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



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

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

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



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

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

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

after the grant from the Foundation is expended.

### Apply

If any of the above guidelines apply to your organization, we invite you to apply for a grant (</application.html>)

# Gladys Brooks Foundation Grant Application

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

- 1 All information must be furnished on this 2-page application (which includes these instructions)
- 2 In addition to the application, provide the following supporting documents
  - a Latest financial statements, certified by your auditors, for the applicant organization
  - b. Specific budget for the project
  - c Annual report or brief description of your organization
- 3 If the applicant supports another organization, for example, a hospital supported by a Foundation applicant, the documents required in Item 2 above must be furnished for both organizations Furthermore, the supporting organization applicant must be a Type I, Type II, or functionally integrated Type III supporting organization. Foundation applicants must represent only a single institution
- 4 Only information requested should be forwarded at this time. No material will be returned
5. Print out and sign 2 copies of the completed application. Include one copy of all supporting documentation Mail to
  - The Gladys Brooks Foundation
  - 1055 Franklin Avenue Suite 208
  - Garden City, NY 11530
- 6 Completed application and supporting documentation must be postmarked within 44 days after the request date Application requested after April 17, 2016 must be postmarked by May 31, 2016

Inquiries about this application should be made to Mrs. Kathy Petry by e-mail (kathy@gladysbrooksfoundation.org) or by phone (516-746-6103).

It is the policy of the Foundation not to acknowledge receipt of the grant application or indicate the reason for the action of the Board Approved grants are processed and paid throughout the year Usually all Second Round Questionnaires are sent out by the end of September.

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**Name of Applicant:**

**Amount of Grant Request:**

**Purpose of Grant:**

## Gladys Brooks Foundation Grant Application

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

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

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

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

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

Information for individual acting on behalf of organization:

Name  
Address

Telephone Number  
City, State, Zip

Signature

Title

Date