

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

- ▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

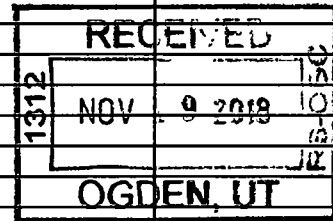
For calendar year 2017 or tax year beginning

, and ending

Name of foundation THE BROOKS FOUNDATION		A Employer identification number 22-3761279
Number and street (or P.O. box number if mail is not delivered to street address) C/O UE LLC, 325 COLUMBIA TPKE	Room/suite 202	B Telephone number 973-408-6700
City or town, state or province, country, and ZIP or foreign postal code FLORHAM PARK, NJ 07932		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,074,830.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		9,500.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch 8					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		19,739.	19,739.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		95,295.			
b Gross sales price for all assets on line 6a 387,244.					
7 Capital gain net income (from Part IV, line 2)			95,295.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		-60,975.	8,009.		STATEMENT 2
12 Total. Add lines 1 through 11		63,559.	123,043.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		9,500.	0.		9,500.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		8,000.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		48,689.	46,671.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		66,189.	46,671.		9,500.
25 Contributions, gifts, grants paid		181,680.			181,680.
26 Total expenses and disbursements. Add lines 24 and 25		247,869.	46,671.		191,180.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-184,310.			
b Net investment income (if negative, enter -0-)			76,372.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED JAN 31 2019



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			74,276.	16,531.	16,531.
	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			1,892,105.	1,844,025.	2,058,241.
	c Investments - corporate bonds					
	Liabilities	11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other						
14 Land, buildings, and equipment basis ▶						
Less: accumulated depreciation ▶						
15 Other assets (describe ▶ DUE FROM BROKER)				33.	58.	58.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)				1,966,414.	1,860,614.	2,074,830.
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			0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			1,966,414.	1,860,614.	
30 Total net assets or fund balances			1,966,414.	1,860,614.		
31 Total liabilities and net assets/fund balances			1,966,414.	1,860,614.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,966,414.
2 Enter amount from Part I, line 27a	2	-184,310.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	80,010.
4 Add lines 1, 2, and 3	4	1,862,114.
5 Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	1,500.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,860,614.

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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 (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a TEEKAY LNG PARTNERS - 10,600 SHS	P	12/01/14	03/21/17
b SPECTRA ENERGY PARTNERS - 5,000 SHS	P	05/21/09	03/28/17
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a 176,199.		291,941.	-115,742.
b 211,045.		8.	211,037.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-115,742.
b			211,037.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	95,295.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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 doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	276,612.	4,005,340.	.069061
2015	324,621.	5,479,321.	.059245
2014	275,795.	6,714,408.	.041075
2013	211,932.	5,532,906.	.038304
2012	183,370.	4,476,519.	.040963

2 Total of line 1, column (d)	2	.248648
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.049730
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	4,550,617.
5 Multiply line 4 by line 3	5	226,302.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	764.
7 Add lines 5 and 6	7	227,066.
8 Enter qualifying distributions from Part XII, line 4	8	191,180.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,527.
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	1,527.
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	1,527.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	8,031.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	8,031.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,504.	
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
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: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. WY		
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 2017 or the tax year beginning in 2017? See the 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

N/A

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? Website address ► N/A	X	
14 The books are in care of ► UNTRACHT EARLY Telephone no. ► 973-408-6700 Located at ► 325 COLUMBIA TURNPIKE, SUITE 202, FLORHAM PARK, N ZIP+4 ► 07932		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	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): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (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 (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <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 Organizations relying on a current notice regarding disaster assistance, check here N/A	1b	
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 2017?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► , , , b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,	2b	
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 2017 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 2017.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b	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

Organizations relying on a current notice regarding disaster assistance, check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

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

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, and 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
T. ANTHONY BROOKS C/O UNTRACHT EARLY, 325 COLUMBIA TPKE FLORHAM PARK, NJ 07932	TRUSTEE 2.00	0.	0.	0.
LINDA LEITH BROOKS C/O UNTRACHT EARLY, 325 COLUMBIA TPKE FLORHAM PARK, NJ 07932	TRUSTEE 2.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	89,897.
c	Fair market value of all other assets	1c	4,530,019.
d	Total (add lines 1a, b, and c)	1d	4,619,916.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,619,916.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	69,299.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,550,617.
6	Minimum investment return. Enter 5% of line 5	6	227,531.

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

1	Minimum investment return from Part X, line 6	1	227,531.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	1,527.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,527.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	226,004.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	226,004.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	226,004.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	191,180.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	191,180.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	191,180.

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) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				226,004.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			178,390.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 191,180.				
a Applied to 2016, but not more than line 2a			178,390.	
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 2017 distributable amount				12,790.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (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	0.			
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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				213,214.
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 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling

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

	4942(i)(3) or		4942(i)(5)
--	---------------	--	------------

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

- 3** Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 8

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMERICAN CANCER SOCIETY PO BOX 22718 OKLAHOMA CITY, OK 73123	NONE	PUBLIC	GENERAL UNRESTRICTED	1,000.
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVE DALLAS, TX 75231	NONE	PUBLIC	GENERAL UNRESTRICTED	1,000.
AMERICAN PRAIRIE RESERVE 7 E BEALL ST #100 BOZEMAN, MT 59715	NONE	PUBLIC	GENERAL UNRESTRICTED	1,000.
ANDREW K. DWYER FOUNDATION 756 GUARD HILL ROAD BEDFORD, NY 10508	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
APPALACHIAN TRAIL CONSERVANCY 799 WASHINGTON STREET, PO BOX 807 HARPERS FERRY, WV 25425	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
Total	SEE CONTINUATION SHEET(S)			181,680.
b Approved for future payment				
NONE				
Total				0.

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


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

[illegible]

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

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

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

 11/14/18 **TRUSTEE**

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below? See instr. ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	BARRY S. KLEIMAN	BARRY S. KLEIMAN	11/12/18		P00161567
	Firm's name ▶ UNTRACHT EARLY LLC				Firm's EIN ▶ 22-3754856
	Firm's address ▶ 325 COLUMBIA TURNPIKE, SUITE 202 FLORHAM PARK, NJ 07932				Phone no. 973-408-6700

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BIG BLACKFOOT CHAPTER OF TROUT UNLIMITED P.O. BOX 1 OVANDO, MT 59854	NONE	PUBLIC	GENERAL UNRESTRICTED	200.
CAMP KESEM PO BOX 452 CULVER CITY, CA 90232	NONE	PUBLIC	GENERAL UNRESTRICTED	1,000.
CHILDREN'S LEARNING CENTER 145 MERCILL AVENUE JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	10,000.
CITY KIDS WILDERNESS PROJECT 2437 15TH STREET, NW WASHINGTON, DC 20009	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
CLARK FORK COALITION PO BOX 7593 MISSOULA, MT 59807	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
CLIMB WYOMING 1001 W. 31ST STREET CHEYENNE, WY 82001	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
COAST GUARD FOUNDATION 394 TAUGWONK ROAD STONINGTON, CT 06378	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
COMMUNITY FOUNDATION OF JACKSON HOLE P.O. BOX 574 JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	26,850.
COMPASS FAMILY SERVICES 49 POWELL STREET, 3RD FLOOR SAN FRANCISCO, CA 94102	NONE	PUBLIC	GENERAL UNRESTRICTED	3,500.
COVENANT HOUSE 460 W 41ST ST NEW YORK, NY 10036	NONE	PUBLIC	GENERAL UNRESTRICTED	4,500.
Total from continuation sheets				177,930.

THE BROOKS FOUNDATION

22-3761279

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DAMARISCOTTA RIVER ASSOCIATION 110 BELVEDERE RD DAMARISCOTTA, ME 04543	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
DAWN REDWOODS CHARITABLE TRUST ONE BLACKFIELD DRIVE, SUITE 331 TIBURON, CA 94920	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
DOCTORS WITHOUT BORDERS 333 7TH AVENUE NEW YORK, NY 10001	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
DOUG COOMBS FDN PO BOX 6775 JACKSON, WY 83002	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
DUKE UNIVERSITY BOX 90581 DURHAM, NC 27708	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
EAST HARLEM SCHOOL AT EXODUS HOUSE 309 EAST 103RD ST. NEW YORK, NY 10029	NONE	PUBLIC	GENERAL UNRESTRICTED	2,000.
ENVIRONMENTAL DEFENSE FUND 257 PARK AVE S NEW YORK, NY 10010	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
EPISCOPAL RELIEF & DEVELOPMENT 815 SECOND AVENUE NEW YORK, NY 10017	NONE	PUBLIC	GENERAL UNRESTRICTED	1,500.
FIVER CHILDREN'S FOUNDATION 240 WEST 35TH STREET, STE 305 NEW YORK, NY 10001	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
GOOD SAMARITAN MISSION 14920 BALM WIMAUMA RD WIMAUMA, FL 33598	NONE	PUBLIC	GENERAL UNRESTRICTED	750.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GRAND TETON MUSIC FESTIVAL 4015 N. LAKE CREEK DRIVE #100 WILSON, WY 83014	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
GREENWICH ACADEMY ANNUAL FUND 200 NORTH MAPLE AVENUE GREENWICH, CT 06830	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
HACKERS FOR HOPE P.O. BOX 545 NEW CANAAN, CT 06840	NONE	PUBLIC	GENERAL UNRESTRICTED	350.
HOSPICE OF SOUTHERN MAINE 11 HUNNEWELL ROAD SCARBOROUGH, ME 04074	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
HOSPITAL FOR SPECIAL SURGERY FOUNDATION 535 E 70TH STREET NEW YORK, NY 10021	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
JACKSON HOLE COMMUNITY SCHOOL PO BOX 6787 JACKSON, WY 83002	NONE	PUBLIC	GENERAL UNRESTRICTED	1,000.
JACKSON HOLE LAND TRUST 555 E BROADWAY #228 JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
JACKSON HOLE WILDLIFE FOUNDATION 330 GLENWOOD ST JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
JH SKI AND SNOWBOARD CLUB PO BOX 461 JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	1,000.
KATHERINE DELMAR BURKE SCHOOL 7070 CALIFORNIA ST SAN FRANCISCO, CA 94121	NONE	PUBLIC	GENERAL UNRESTRICTED	15,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KENT SCHOOL ANNUAL FUND PO BOX 2006 KENT, CT 06757	NONE	PUBLIC	GENERAL UNRESTRCTED	1,000.
KING ANNUAL FUND 19303 FREMONT AVENUE NORTH SEATTLE, WA 98133	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
LAND TRUST ALLIANCE 1660 L ST., SUITE 1100 WASHINGTON, DC 20036	NONE	PUBLIC	GENERAL UNRESTRICTED	2,000.
LYNCHBURG COLLEGE 1501 LAKESIDE DRIVE LYNCHBURG, VA 24501	NONE	PUBLIC	GENERAL UNRESTRICTED	2,000.
MIDLAND SCHOOL PTO 94 READINGTON RD, PO BOX 5026 NORTH BRANCK, NJ 08876	NONE	PUBLIC	GENERAL UNRESTRICTED	2,500.
NATIONAL BREAST CANCER CENTER 2600 NETWORK BLVD, SUITE 300 FRISCO, TX 75034	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
NATIONAL FOREST FOUNDATION BLDG 27, STE 3, FORT MISSOULA RD MISSOULA, MT 59804	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
NATIONAL MUSEUM OF WILDLIFE ART 2820 RUNGIUS ROAD JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	550.
NATIONAL OUTDOOR LEADERSHIP SCHOOL 284 LINCOLN STREET LANDER, WY 82520	NONE	PUBLIC	GENERAL UNRESTRICTED	10,000.
NORTH SHORE ANIMAL LEAGUE 25 DAVIS AVE PORT WASHINGTON, NY 11050	NONE	PUBLIC	GENERAL UNRESTRICTED	450.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NRDC 40 WEST 20TH STREET, 11TH FLOOR NEW YORK, NY 10011	NONE	PUBLIC	GENERAL UNRESTRICTED	225.
ONE LOVE 119 PONDFIELD ROAD, PO BOX 368 BRONXVILLE, NY 10708	NONE	PUBLIC	GENERAL UNRESTRICTED	5,000.
PART OF THE SOLUTION 2759 WEBSTER AVE BRONX, NY 10458	NONE	PUBLIC	GENERAL UNRESTRICTED	1,000.
RTA INCORPORATED C/O HENRY P. DAVISON, BESSEMER TRUST CO., 630 FIFTH AVE. NEW YORK, NY 10111	NONE	PUBLIC	GENERAL UNRESTRICTED	1,000.
RYE FREE READING ROOM 1061 BOSTON POST RD RYE, NY 10580	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
SAN FRANCISCO PARKS ALLIANCE 451 HAYES STREET SAN FRANCISCO, CA 94102	NONE	PUBLIC	GENERAL UNRESTRICTED	5,000.
SQUASH HAVEN 70 TOWER PARKWAY NEW HAVEN, CT 06511	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
ST. JOHN'S EPISCOPAL CHURCH 170 N GLENWOOD JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	4,750.
ST. JOHN'S HOSPITAL FOUNDATION 555 EAST BROADWAY, SUITE 213 JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	550.
ST. JUDE CHILDREN'S RESEARCH HOSPITAL 262 DANNY THOMAS PLACE MEMPHIS, TN 38105	NONE	PUBLIC	GENERAL UNRESTRICTED	1,000.
Total from continuation sheets				

THE BROOKS FOUNDATION

22-3761279

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TAFT SCHOOL 110 WOODBURY RD WATERTOWN, CT 06795	NONE	PUBLIC	GENERAL UNRESTRICTED	15,000.
TETON COUNTY LIBRARY 125 VIRGINIAN LANE, PO BOX 1629 JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	2,830.
TETON COUNTY SEARCH & RESCUE PO BOX 1063 JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
TETON LITERACY CENTER 1715 HIGH SCHOOL RD JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	1,250.
TETON SCIENCE SCHOOL 700 COYOTE CANYON RD JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	1,000.
TETON YOUTH & FAMILY SERVICES 510 S CACHE ST JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	2,000.
THE APAWAMIS FOUNDATION 2 CLUB ROAD RYE, NY 10580	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
THE BOAT COMPANY 18819 3RD AVE NE #200 POULSBORO, WA 98370	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
THE WILDERNESS SOCIETY 1515 M STREET NW WASHINGTON, DC 20036	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
TOWN SCHOOL FOR BOYS 2750 JACKSON ST SAN FRANCISCO, CA 94115	NONE	PUBLIC	GENERAL UNRESTRICTED	5,000.
Total from continuation sheets				

THE BROOKS FOUNDATION

22-3761279

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TROUT UNLIMITED 250 N. 1ST STREET LANDER, WY 82520	NONE	PUBLIC	GENERAL UNRESTRICTED	2,000.
TRUST FOR PUBLIC LAND 101 MONTGOMERY STREET, SUITE 900 SAN FRANCISCO, CA 94104	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
TURNING POINT USA 217 1/2 ILLINOIS ST LEMONT, IL 60439	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
UNITED NEGRO COLLEGE FUND 1805 7TH STREET, NW WASHINGTON, DC 20001	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
VETERANS OF FOREIGN WARS 406 WEST 34TH ST KANSAS CITY, MO 64111	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
WORLD WILDLIFE FUND 1250 24TH STREET, NW WASHINGTON, DC 20037	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
WOUNDED WARRIOR PROJECT 7020 AC SKINNER PKWY, SUITE 100 JACKSONVILLE, FL 32256	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
WYOMING OUTDOOR COUNCIL 262 LINCOLN STREET LANDER, WY 82520	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
WYOMING PUBLIC MEDIA 1000 E. UNIVERSITY AVE LARAMIE, WY 82071	NONE	PUBLIC	GENERAL UNRESTRICTED	4,750.
WYOMING WILDERNESS ASSOCIATION 44 S MAIN ST SHERIDAN, WY 82801	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
Total from continuation sheets				

THE BROOKS FOUNDATION

22-3761279

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
YALE SAILING ASSOCIATION PO BOX 2038 NEW HAVEN, CT 06521	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
YALE UNIVERSITY 254 COLLEGE ST NEW HAVEN, CT 06510	NONE	PUBLIC	GENERAL UNRESTRICTED	1,075.
MEMORIAL SLOAN KETTERING 1275 YORK AVE NEW YORK, NY 10065	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
NATIONAL RIGHT TO WORK LEGAL DEFENSE FUND 8001 BRADDOCK ROAD SPRINGFIELD, VA 22160	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
GREATER NEW YORK COUNCILS, BOYS SCOUTS OF AMERICA 350 5TH AVE, SUITE 7820 NEW YORK, NY 10118	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
APERTURE FOUNDATION, INC 547 WEST 27TH STREET, 4TH FLOOR NEW YORK, NY 10001	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
ART ASSOCIATION OF JACKSON HOLE 240 S GLENWOOD ST JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
ASPCA 424 EAST 92ND STREET NEW YORK, NY 10128	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
CAF RED TAIL SQUADRON 971 HALLSTROM DRIVE RED WING, MN 55066	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
CARE 151 ELLIS STREET, NE ATLANTA, GA 30303	NONE	PUBLIC	GENERAL UNRESTRICTED	50.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CARVER CENTER 400 WESTCHESTER AVE PORT CHESTER, NY 10573	NONE	PUBLIC	GENERAL UNRESTRICTED	1,000.
FOODCORPS, INC 1201 BROADWAY NEW YORK, NY 10001	NONE	PUBLIC	GENERAL UNRESTRICTED	2,500.
GREEN RIVER VALLEY PROGRAM 185 EAST HANSEN AVE JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
GREENWICH HOSPITAL 5 PERRYRIDGE RD GREENWICH, CT 06830	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
HENRY VAUGHAN FUND 11 GLIDDEN ST NEWCASTLE, ME 04553	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
HUNTSMAN CANCER FOUNDATION 500 HUNTSMAN WAY SALT LAKE CITY, UT 84108	NONE	PUBLIC		500.
ISHA 951 ISHA LANE MCMINNVILLE, TN 37110	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
JACKSON HOLE FOOD & WINE 3510 N LAKE CREEK DR WILSON, WY 83014	NONE	PUBLIC	GENERAL UNRESTRICTED	1,100.
LCRC LAND CONSERVATION CORP PO BOX 826 DAMARISCOTTA, ME 04543	NONE	PUBLIC	GENERAL UNRESTRICTED	200.
MAINE MARITIME MUSEUM 243 WASHINGTON ST BATH, ME 04530	NONE	PUBLIC	GENERAL UNRESTRICTED	400.
Total from continuation sheets				

THE BROOKS FOUNDATION

22-3761279

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MD ANDERSON CANCER CENTER 150 PARK AVE FLORHAM PARK, NJ 07932	NONE	PUBLIC	GENERAL UNRESTRICTED	150.
NATIONAL PARKS CONSERVATION ASSOCIATION 777 6TH STREET NW, SUITE 700 WASHINGTON, DC 20001	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
OFF SQUARE THEATER COMPANY 240 S GLENWOOD ST JACKSON, WY 83001	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
OTTO SPECHT SCHOOL 260 HUNGRY HOLLOW RD CHESTNUT RIDGE, NY 10977	NONE	PUBLIC	GENERAL UNRESTRICTED	1,000.
PROCTOR ACADEMY 204 MAIN ST ANDOVER, NH 03216	NONE	PUBLIC	GENERAL UNRESTRICTED	10,000.
RYE COUNTRY DAY SCHOOL ANNUAL FUND 3 CEDAR ST RYE, NY 10580	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
ST. ANDREW'S CHURCH 419 SOUTH ST NEW PROVIDENCE, NJ 07974	NONE	PUBLIC	GENERAL UNRESTRICTED	200.
ST. JOHN'S HOSPICE 1221 RACE ST PHILADELPHIA, PA 19107	NONE	PUBLIC	GENERAL UNRESTRICTED	100.
STUDENT CONSERVATION ASSOCIATION 4245 NORTH FAIRFAX DRIVE, SUITE 825 ARLINGTON, VA 22203	NONE	PUBLIC	GENERAL UNRESTRICTED	100.
THE FIVER CHILDREN'S FOUNDATION 519 EIGHTH AVENUE, FLOOR 24 NEW YORK, NY 10018	NONE	PUBLIC	GENERAL UNRESTRICTED	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE GREENWICH SPANISH SCHOOL 6 RIVERSIDE AVE #109 RIVERSIDE, CT 06878	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
TRUSTEES FOR ALASKA 1026 W. 4TH AVE., SUITE 201 ANCHORAGE, AK 99501	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
U.S. SKI & SNOWBOARD TEAM FOUNDATION 1 VICTORY LANE, BOX 100 PARK CITY, UT 84060	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
UNITED AMERICAN PATRIOTS 121-F SHILDS PARK DR KERNERSVILLE, NC 27284	NONE	PUBLIC	GENERAL UNRESTRICTED	600.
WILLIAM F. BUCKLEY JR. PROGRAM AT YALE 234 CHURCH STREET, 7TH FLOOR NEW HAVEN, CT 06510	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
WORLD WAR II VETERANS COMMITTEE 1100 N. GLEBE ROAD, SUITE 910 ARLINGTON, VA 22201	NONE	PUBLIC	GENERAL UNRESTRICTED	200.
YALE ATHLETICS P.O. BOX 208216 NEW HAVEN, CT 06520	NONE	PUBLIC	GENERAL UNRESTRICTED	250.
YELLOWSTONE FOREVER 222 E MAIN ST #301 BOZEMAN, MT 59715	NONE	PUBLIC	GENERAL UNRESTRICTED	500.
Total from continuation sheets				

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2017

Name of the organization

THE BROOKS FOUNDATION

Employer identification number

22-3761279

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐

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

☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

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

☐

501(c)(3) taxable private foundation

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

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

General Rule

☒

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

Special Rules

☐

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

☐

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

☐

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

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

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization	Employer identification number
THE BROOKS FOUNDATION	22-3761279

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ANTHONY BROOKS C/O UNTRACHT EARLY LLC, 325 COLUMBIA TPKE, STE 202 FLORHAM PARK, NJ 07932	\$ 9,500.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

THE BROOKS FOUNDATION

22-3761279

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

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

Name of organization	Employer identification number
THE BROOKS FOUNDATION	22-3761279

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

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
THROUGH NEUBERGER BERMAN	19,739.	0.	19,739.	19,739.	
TO PART I, LINE 4	19,739.	0.	19,739.	19,739.	

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY INCOME FROM K-1 ALLIANCE HOLDINGS GP, LP	546.	546.	
ORDINARY INCOME FROM K-1 BLUEKNIGHT ENERGY PTRS, LP - PREFERRED	2,408.	2,408.	
ORDINARY LOSS FROM K-1 BLUEKNIGHT ENERGY PTRS, LP - COMMON	-5,847.	-5,847.	
ORDINARY INCOME FROM K-1 CEDAR FAIR, LP	1.	1.	
ORDINARY INCOME FROM K-1 ENERGY TRANSFER EQUITY, LP	5,256.	5,256.	
ORDINARY LOSS FROM K-1 NUSTAR GP HOLDINGS, LLC	-182.	-182.	
ORDINARY LOSS FROM K-1 SPECTRA ENERGY PARTNERS, LP	-39.	-39.	
TAX EXEMPT INCOME FROM PASSTHROUGHS UBT INCOME/LOSS FROM K-1S REPORTED ON FORM 990-T	1,394.	0.	
ORDINARY LOSS FROM K-1 TEEKAY LNG PARTNERS LP	-74,811.	0.	
	-24.	-24.	
NONTAXABLE ADJUSTMENTS FROM PASSTHROUGHS	4,433.	0.	
ORDINARY INCOME FROM K-1 EQT MIDSTREAM PARTNERS LP	174.	174.	
ORDINARY LOSS FROM K-1 WESTERN GAS EQUITY PARTNERS, LP	6,030.	6,030.	
ORDINARY LOSS FROM K-1 DOMINION ENERGY MIDSTREAM PARTNERS, LP	-314.	-314.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-60,975.	8,009.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	9,500.	0.		9,500.
TO FORM 990-PF, PG 1, LN 16B	9,500.	0.		9,500.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	8,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	8,000.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKERAGE FEES	46,666.	46,666.		0.
NON-DEDUCTIBLE EXPENSES FROM K-1S	2,018.	0.		0.
BANK FEES	5.	5.		0.
TO FORM 990-PF, PG 1, LN 23	48,689.	46,671.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
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DESCRIPTION	AMOUNT
NONDIVIDEND DISTRIBUTIONS	19,733.
BOOK TO TAX DIFFERENCES FROM PASSTHROUGHS	60,277.
TOTAL TO FORM 990-PF, PART III, LINE 3	80,010.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ALLIANCE HOLDINGS GP	95,237.	101,648.
BLUEKNIGHT ENERGY PARTNERS, LP - PREFERRED	21,891.	21,892.
NUSTAR GP HOLDINGS, LLC	104,430.	89,904.
ONEOK INC NEW	300,211.	427,600.
ENERGY TRANSFER EQUITY	53,986.	58,969.
EQT MIDSTREAM PARTNERS LP	278,158.	278,156.
NEXTERA ENERGY PARTNERS LP	226,561.	327,636.
WESTERN GAS EQUITY PARTNERS LP	403,298.	403,298.
DOMINION ENERGY MIDSTREAM PARTNERS, LP	174,826.	174,826.
TARGA RESOURCES CORP	185,427.	174,312.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,844,025.	2,058,241.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	8
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NAME OF MANAGER

T. ANTHONY BROOKS
LINDA LEITH BROOKS