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

2019

Open to Public Inspection

For calendar year 2019, or tax year beginning 01-01-2019 , and ending 12-31-2019

Name of foundation
DIANE AND DOROTHY BROOKS FOUNDATION

A Employer identification number
20-2653929

Number and street (or P.O. box number if mail is not delivered to street address) 11100 SANTA MONICA BLVD NO 400 | Room/suite

B Telephone number (see instructions)
(310) 734-1234

City or town, state or province, country, and ZIP or foreign postal code
LOS ANGELES, CA 90025

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), *line 16)* ▶$ 44,861,351

J Accounting method: ☑ Cash ☐ Accrual ☐ Other (specify) ______
(Part I, column (d) must be on cash basis.)

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	11,462,896			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities . . .	763,024	763,024		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,339,447			
	b	Gross sales price for all assets on line 6a 9,022,635				
	7	Capital gain net income (from Part IV, line 2) . . .		2,339,447		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	14,565,367	3,102,471		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	55,069	55,069		0
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	212,366	212,366		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions) . . .	31,508	31,508		0
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings	500	500		0
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,129	1,129		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	300,572	300,572		0
	25	Contributions, gifts, grants paid	3,081,181			3,081,181
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,381,753	300,572		3,081,181
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	11,183,614			
	b	**Net investment income** (if negative, enter -0-)		2,801,899		
	c	**Adjusted net income** (if negative, enter -0-) . . .				

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	478,863	3,986,329	3,986,329
	3	Accounts receivable ▶ 25,000			
		Less: allowance for doubtful accounts ▶		25,000	25,000
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)	9,804,362	3,162,042	3,157,889
	b	Investments—corporate stock (attach schedule)	11,182,106	23,256,290	28,391,782
	c	Investments—corporate bonds (attach schedule)	1,645,999	1,719,083	1,740,498
	11	Investments—land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	5,091,658	5,080,256	7,559,853
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	28,202,988	37,229,000	44,861,351
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities**(add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow FASB ASC 958, check here ▶ ☐ and complete lines 24, 25, 29 and 30.**			
	24	Net assets without donor restrictions			
	25	Net assets with donor restrictions			
		Foundations that do not follow FASB ASC 958, check here ▶ ☑ and complete lines 26 through 30.			
	26	Capital stock, trust principal, or current funds	0	0	
	27	Paid-in or capital surplus, or land, bldg., and equipment fund	0	0	
	28	Retained earnings, accumulated income, endowment, or other funds	28,202,988	37,229,000	
	29	**Total net assets or fund balances** (see instructions)	28,202,988	37,229,000	
	30	**Total liabilities and net assets/fund balances** (see instructions)	28,202,988	37,229,000	

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 29 (must agree with end-of-year figure reported on prior year's return)	1	28,202,988
2	Enter amount from Part I, line 27a	2	11,183,614
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	39,386,602
5	Decreases not included in line 2 (itemize) ▶	5	2,157,602
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29	6	37,229,000

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) **or** Losses (from col.(h))
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	2,339,447
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2018	1,543,070	32,143,798	0.048005
2017	1,810,483	28,696,591	0.063091
2016	780,000	24,831,514	0.031412
2015	601,650	25,046,921	0.024021
2014	925,000	25,146,695	0.036784

2	**Total** of line 1, column (d)	2	0.203313
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	0.040663
4	Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	39,889,595
5	Multiply line 4 by line 3	5	1,622,031
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	28,019
7	Add lines 5 and 6	7	1,650,050
8	Enter qualifying distributions from Part XII, line 4	8	3,081,181

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary–see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	28,019
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	28,019
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	28,019
6	Credits/Payments:				
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	16,377		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	150,000		
d	Backup withholding erroneously withheld	6d	0		
7	Total credits and payments. Add lines 6a through 6d			7	166,377
8	Enter any **penalty** for underpayment of estimated tax. Check here ☑ 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	138,358
11	Enter the amount of line 10 to be: **Credited to 2020 estimated tax** ▶ 63,858	**Refunded** ▶		11	74,500

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition)	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0 **(2)** On foundation managers. ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2019 or the taxable year beginning in 2019? See the instructions for Part XIV. If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶NONE

14 The books are in care of ▶FREEDMAN BRODER & COMPANY Telephone no. ▶(310) 734-1234

Located at ▶11100 SANTA MONICA BLVD 400 LOS ANGELES CA ZIP+4 ▶90025

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —check here . . . ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year . . . ▶ | 15 |

			Yes	No
16	At any time during calendar year 2019, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			**Yes**	**No**
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?.	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?.	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.).	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions		1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶	☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2019?.		1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2019, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2019?.	☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____ , 20____ , 20____ , 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?.	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2019 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 2019.)*.		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2019?		4b		No

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment during the year? ☐ Yes ☑ No			

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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

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

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities.	1a	37,318,090
b	Average of monthly cash balances.	1b	3,178,961
c	Fair market value of all other assets (see instructions).	1c	0
d	**Total** (add lines 1a, b, and c).	1d	40,497,051
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	40,497,051
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	607,456
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	39,889,595
6	**Minimum investment return.** Enter 5% of line 5.	6	1,994,480

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

1	Minimum investment return from Part X, line 6.	1	1,994,480
2a	Tax on investment income for 2019 from Part VI, line 5. 2a 28,019		
b	Income tax for 2019. (This does not include the tax from Part VI.). 2b		
c	Add lines 2a and 2b.	2c	28,019
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,966,461
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,966,461
6	Deduction from distributable amount (see instructions).	6	0
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,966,461

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	3,081,181
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,081,181
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	28,019
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	3,053,162

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				1,966,461
2 Undistributed income, if any, as of the end of 2019:				
a Enter amount for 2018 only.			0	
b Total for prior years: 20____ , 20____ , 20____		0		
3 Excess distributions carryover, if any, to 2019:				
a From 2014.				
b From 2015.				
c From 2016.				
d From 2017. 359,901				
e From 2018.				
f **Total** of lines 3a through e.	359,901			
4 Qualifying distributions for 2019 from Part XII, line 4: ▶ $ 3,081,181				
a Applied to 2018, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2019 distributable amount.				1,966,461
e Remaining amount distributed out of corpus	1,114,720			
5 Excess distributions carryover applied to 2019. *(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	1,474,621			
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 2018. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				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 2014 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2020.** Subtract lines 7 and 8 from line 6a	1,474,621			
10 Analysis of line 9:				
a Excess from 2015. . . .				
b Excess from 2016. . . .				
c Excess from 2017. . . . 359,901				
d Excess from 2018. . . .				
e Excess from 2019. . . . 1,114,720				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, enter the date of the ruling. . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2019	**(b)** 2018	**(c)** 2017	**(d)** 2016	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: **a** "Assets" alternative test—enter: **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter: **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the 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).)

JAMES L BROOKS

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

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

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

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

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				3,081,181
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a NONE					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	763,024	
5 Net rental income or (loss) from real estate:					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14		
8 Gain or (loss) from sales of assets other than inventory			14	23,900	2,315,547
9 Net income or (loss) from special events:					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e). .		0		786,924	2,315,547

13 Total. Add line 12, columns (b), (d), and (e). **13** 3,102,471

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
3	INVESTMENT INTEREST INCOME. NO RELATED ACTIVITY.
4	INVESTMENT DIVIDEND INCOME. NO RELATED ACTIVITY.
8	INVESTMENT CAPITAL GAIN INCOME. NO RELATED ACTIVITY.

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

******	2020-11-16	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

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

Firm's name ▶ FREEDMAN BRODER & COMPANY — Firm's EIN ▶95-4338170

Firm's address ▶ 11100 SANTA MONICA 400
LOS ANGELES, CA 90025 — Phone no. (310) 734-1234

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
380 SHS ELLIE MAE INC	P	2014-01-03	2019-02-15
486 SHS ELLIE MAE INC	P	2018-12-06	2019-02-15
3900 SHS ISHARES RUS MID CAP VALUE ETF	P	2006-03-09	2019-02-19
1689 SHS ISHARES RUSSELL 2000 ETF	P	2006-03-09	2019-02-19
6 SHS ISHARES RUSSELL 2000 ETF	P	2017-03-30	2019-02-19
0.64 SHS ISHARES RUSSELL 2000 ETF	P	2017-03-30	2019-02-19
208 SHS BADGER METER INC	P	2019-02-19	2019-04-02
423 SHS RE MAX HOLDINGS INC CL A	P	2019-02-19	2019-06-07
0.08 SHS JONES LANG LASALLE INC	P	2019-02-14	2019-07-05
459 SHS HFF INC CL A	P	2019-02-19	2019-07-09

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
37,564		10,630	26,934
48,042		31,018	17,024
335,479		170,963	164,516
260,136		123,026	137,110
924		817	107
98		87	11
11,594		12,310	-716
12,835		17,048	-4,213
11		23	-12
11,305		10,088	1,217

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			26,934
			17,024
			164,516
			137,110
			107
			11
			-716
			-4,213
			-12
			1,217

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1081 SHS SALLY BEAUTY HOLDINGS INC	P	2019-02-19	2019-07-26
1138 SHS MOELIS & CO CL A	P	2018-03-15	2019-09-12
521 SHS MOELIS & CO CL A	P	2018-12-06	2019-09-12
276 SHS NVE CORP	P	2011-08-01	2019-09-16
105 SHS NVE CORP	P	2012-04-11	2019-09-16
122 SHS NVE CORP	P	2013-07-16	2019-09-16
21 SHS NATIONAL RESEARCH CORP	P	2009-11-17	2019-09-24
475 SHS NATIONAL RESEARCH CORP	P	2014-11-20	2019-09-24
38 SHS NATIONAL RESEARCH CORP	P	2015-05-19	2019-09-24
56 SHS ANIKA THERAPEUTICS INC	P	2019-02-19	2019-09-25

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
13,030		20,074	-7,044
39,007		59,578	-20,571
17,858		20,129	-2,271
19,468		15,304	4,164
7,406		5,426	1,980
8,606		5,987	2,619
1,326		128	1,198
30,003		7,705	22,298
2,400		526	1,874
2,956		2,212	744

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) **or** Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			-7,044
			-20,571
			-2,271
			4,164
			1,980
			2,619
			1,198
			22,298
			1,874
			744

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
536 SHS COPART INC	P	2008-12-11	2019-10-28
476 SHS COPART INC	P	2010-10-21	2019-10-28
530 SHS COPART INC	P	2013-07-23	2019-10-28
215 SHS OMEGA FLEX INC	P	2009-07-08	2019-11-12
172 SHS OMEGA FLEX INC	P	2009-09-01	2019-11-12
160 SHS OMEGA FLEX INC	P	2016-01-28	2019-11-12
40000 SHS ANHEUSER BUSCH INBEV WORLDWIDE NOTE	P	2014-02-13	2019-02-11
5500 SHS ISHARES SELECT DIV ETF	P	2006-03-09	2019-02-19
50.48 SHS ISHARES SELECT DIV ETF	P	2017-03-30	2019-02-19
52.08 SHS ISHARES SELECT DIV ETF	P	2017-06-30	2019-02-19

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
44,933		3,488	41,445
39,903		4,059	35,844
44,430		8,671	35,759
20,017		3,153	16,864
16,014		3,061	12,953
14,897		4,812	10,085
40,914		43,841	-2,927
531,343		344,944	186,399
4,877		4,590	287
5,031		4,809	222

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) **or** Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			41,445
			35,844
			35,759
			16,864
			12,953
			10,085
			-2,927
			186,399
			287
			222

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
51.7 SHS ISHARES SELECT DIV ETF	P	2017-09-29	2019-02-19
54.47 SHS ISHARES SELECT DIV ETF	P	2017-12-26	2019-02-19
56.37 SHS ISHARES SELECT DIV ETF	P	2018-03-28	2019-02-19
47.38 SHS ISHARES SELECT DIV ETF	P	2018-07-02	2019-02-19
50.05 SHS ISHARES SELECT DIV ETF	P	2018-10-02	2019-02-19
47.47 SHS ISHARES SELECT DIV ETF	P	2018-12-21	2019-02-19
3550 SHS ISHARES RUSSELL 1000 GROWTH ETF	P	2006-03-09	2019-02-19
23.03 SHS ISHARES RUSSELL 1000 GROWTH ETF	P	2017-03-30	2019-02-19
28.27 SHS ISHARES RUSSELL 1000 GROWTH ETF	P	2017-07-12	2019-02-19
23.35 SHS ISHARES RUSSELL 1000 GROWTH ETF	P	2017-09-29	2019-02-19

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
4,994		4,837	157
5,263		5,346	-83
5,446		5,272	174
4,577		4,625	-48
4,835		4,993	-158
4,586		4,343	243
518,218		185,443	332,775
3,362		2,617	745
4,127		3,370	757
3,409		2,904	505

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			157
			-83
			174
			-48
			-158
			243
			332,775
			745
			757
			505

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
21.14 SHS ISHARES RUSSELL 1000 GROWTH ETF	P	2017-12-28	2019-02-19
23.62 SHS ISHARES RUSSELL 1000 GROWTH ETF	P	2018-03-28	2019-02-19
10.77 SHS ISHARES RUSSELL 1000 GROWTH ETF	P	2018-07-10	2019-02-19
10.28 SHS ISHARES RUSSELL 1000 GROWTH ETF	P	2018-10-02	2019-02-19
10.25 SHS ISHARES RUSSELL 1000 GROWTH ETF	P	2018-12-21	2019-02-19
0.28 SHS ISHARES RUSSELL 1000 GROWTH ETF	P	2019-01-04	2019-02-19
2525 SHS ISHARES US REAL ESTATE ETF	P	2006-03-09	2019-02-19
0.9 SHS ISHARES SELECT DIV ETF	P	2018-12-21	2019-02-19
0.43 SHS ISHARES RUSSELL 1000 GROWTH ETF	P	2019-01-04	2019-02-19
60 SHS PIONEER NATURAL RESOURCES CO	P	2019-02-19	2019-02-25

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3,086		2,850	236
3,448		3,216	232
1,572		1,569	3
1,501		1,604	-103
1,497		1,369	128
41		37	4
213,284		180,091	33,193
87		82	5
62		55	7
8,200		8,477	-277

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) **or** Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			236
			232
			3
			-103
			128
			4
			33,193
			5
			7
			-277

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo., day, yr.)	**(d)** Date sold (mo., day, yr.)
58 SHS PIONEER NATURAL RESOURCES CO	P	2019-02-19	2019-02-26
35000 SHS CHEVRON CORPORATION	P	2013-10-18	2019-03-04
122 SHS MONSTER BEVERAGE CORP	P	2019-02-19	2019-03-25
56 SHS BECTON DICKINSON & CO	P	2016-10-12	2019-03-27
97 SHS PNC FINANCIAL SERVICES GROUP INC	P	2012-02-28	2019-03-27
348 SHS US BANCORP DEL	P	2012-05-24	2019-03-27
80000 SHS FEDERAL HOME LOAN MTG CORP	P	2018-06-28	2019-03-28
27 SHS LYFT INC CL A	P	2019-04-02	2019-04-03
1146 SHS KONINKLIJKE PHILIPS NV NY REG SHS	P	2017-08-03	2019-04-10
50000 SHS FEDERAL NATL MTG ASSN	P	2018-04-12	2019-04-12

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
8,100		8,195	-95
35,000		39,998	-4,998
6,639		7,207	-568
13,386		9,893	3,493
11,580		5,793	5,787
16,714		10,642	6,072
80,000		79,972	28
1,914		1,944	-30
45,433		43,663	1,770
50,000		50,000	0

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col. (h) gain minus col. (k), but not less than -0-) **or** Losses (from col.(h))
(i) F.M.V. as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col. (i) over col. (j), if any	
			-95
			-4,998
			-568
			3,493
			5,787
			6,072
			28
			-30
			1,770
			0

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
601 SHS HORMEL FOODS CORP	P	2015-08-25	2019-05-02
496 SHS HORMEL FOODS CORP	P	2017-09-20	2019-05-02
62 SHS CATERPILLAR INC	P	2019-02-19	2019-06-04
54 SHS MCDONALDS CORP	P	2018-03-09	2019-06-19
178 SHS WASTE MANAGEMENT INC	P	2015-09-10	2019-06-19
163 SHS ZOETIS INC CL A	P	2015-09-29	2019-06-19
55000 SHS FEDERAL FARM CREDIT BANKS	P	2017-01-12	2019-06-27
1775 SHS KAYNE ANDERSON MLP INV CO	P	2006-03-09	2019-07-11
27.071 SHS KAYNE ANDERSON MLP INV CO	P	2007-01-12	2019-07-11
25.204 SHS KAYNE ANDERSON MLP INV CO	P	2007-04-13	2019-07-11

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
24,001		19,165	4,836
19,808		15,677	4,131
7,425		8,228	-803
10,975		8,146	2,829
20,345		8,883	11,462
18,005		7,096	10,909
55,000		54,931	69
27,794		44,862	-17,068
424		834	-410
395		865	-470

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) **or** Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			4,836
			4,131
			-803
			2,829
			11,462
			10,909
			69
			-17,068
			-410
			-470

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
25.604 SHS KAYNE ANDERSON MLP INV CO	P	2007-07-12	2019-07-11
29.807 SHS KAYNE ANDERSON MLP INV CO	P	2007-10-12	2019-07-11
31.981 SHS KAYNE ANDERSON MLP INV CO	P	2008-01-11	2019-07-11
34.588 SHS KAYNE ANDERSON MLP INV CO	P	2008-04-11	2019-07-11
35.428 SHS KAYNE ANDERSON MLP INV CO	P	2008-07-11	2019-07-11
54.977 SHS KAYNE ANDERSON MLP INV CO	P	2008-10-10	2019-07-11
62.071 SHS KAYNE ANDERSON MLP INV CO	P	2009-01-09	2019-07-11
56.485 SHS KAYNE ANDERSON MLP INV CO	P	2009-04-17	2019-07-11
54.783 SHS KAYNE ANDERSON MLP INV CO	P	2009-07-10	2019-07-11
52.482 SHS KAYNE ANDERSON MLP INV CO	P	2009-10-09	2019-07-11

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
401		895	-494
467		908	-441
501		932	-431
542		953	-411
555		975	-420
861		992	-131
972		1,020	-48
884		1,009	-125
858		1,036	-178
822		1,062	-240

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) **or** Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			-494
			-441
			-431
			-411
			-420
			-131
			-48
			-125
			-178
			-240

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
48.202 SHS KAYNE ANDERSON MLP INV CO	P	2010-01-15	2019-07-11
42.567 SHS KAYNE ANDERSON MLP INV CO	P	2010-04-16	2019-07-11
45.92 SHS KAYNE ANDERSON MLP INV CO	P	2010-07-09	2019-07-11
46.066 SHS KAYNE ANDERSON MLP INV CO	P	2010-10-15	2019-07-11
41.459 SHS KAYNE ANDERSON MLP INV CO	P	2011-01-14	2019-07-11
42.911 SHS KAYNE ANDERSON MLP INV CO	P	2011-04-15	2019-07-11
44.855 SHS KAYNE ANDERSON MLP INV CO	P	2011-07-15	2019-07-11
50.573 SHS KAYNE ANDERSON MLP INV CO	P	2011-10-14	2019-07-11
46.329 SHS KAYNE ANDERSON MLP INV CO	P	2012-01-13	2019-07-11
48.749 SHS KAYNE ANDERSON MLP INV CO	P	2012-04-13	2019-07-11

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
755		1,087	-332
667		1,111	-444
719		1,131	-412
721		1,153	-432
649		1,187	-538
672		1,220	-548
702		1,260	-558
792		1,295	-503
725		1,340	-615
763		1,384	-621

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) **or** Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			-332
			-444
			-412
			-432
			-538
			-548
			-558
			-503
			-615
			-621

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
48.992 SHS KAYNE ANDERSON MLP INV CO	P	2012-07-13	2019-07-11
50.27 SHS KAYNE ANDERSON MLP INV CO	P	2012-10-12	2019-07-11
51.52 SHS KAYNE ANDERSON MLP INV CO	P	2013-01-11	2019-07-11
48.441 SHS KAYNE ANDERSON MLP INV CO	P	2013-04-12	2019-07-11
49.415 SHS KAYNE ANDERSON MLP INV CO	P	2013-07-12	2019-07-11
53.875 SHS KAYNE ANDERSON MLP INV CO	P	2013-10-11	2019-07-11
52.195 SHS KAYNE ANDERSON MLP INV CO	P	2014-01-10	2019-07-11
56.115 SHS KAYNE ANDERSON MLP INV CO	P	2014-04-11	2019-07-11
55.117 SHS KAYNE ANDERSON MLP INV CO	P	2014-07-11	2019-07-11
57.026 SHS KAYNE ANDERSON MLP INV CO	P	2014-10-10	2019-07-11

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
767		1,436	-669
787		1,568	-781
807		1,634	-827
759		1,709	-950
774		1,784	-1,010
844		1,861	-1,017
817		1,943	-1,126
879		2,025	-1,146
863		2,112	-1,249
893		2,182	-1,289

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) **or** Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			-669
			-781
			-827
			-950
			-1,010
			-1,017
			-1,126
			-1,146
			-1,249
			-1,289

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
65.948 SHS KAYNE ANDERSON MLP INV CO	P	2015-01-16	2019-07-11
66.392 SHS KAYNE ANDERSON MLP INV CO	P	2015-04-10	2019-07-11
80.192 SHS KAYNE ANDERSON MLP INV CO	P	2015-07-10	2019-07-11
92.629 SHS KAYNE ANDERSON MLP INV CO	P	2015-10-09	2019-07-11
105.01 SHS KAYNE ANDERSON MLP INV CO	P	2017-01-13	2019-07-11
86.55 SHS KAYNE ANDERSON MLP INV CO	P	2017-04-21	2019-07-11
96.133 SHS KAYNE ANDERSON MLP INV CO	P	2017-07-14	2019-07-11
103.63 SHS KAYNE ANDERSON MLP INV CO	P	2017-10-13	2019-07-11
94.622 SHS KAYNE ANDERSON MLP INV CO	P	2018-01-12	2019-07-11
110.507 SHS KAYNE ANDERSON MLP INV CO	P	2018-04-20	2019-07-11

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,033		2,238	-1,205
1,040		2,292	-1,252
1,256		2,338	-1,082
1,450		2,394	-944
1,644		2,056	-412
1,355		1,732	-377
1,505		1,773	-268
1,623		1,819	-196
1,482		1,868	-386
1,730		1,912	-182

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) **or** Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			-1,205
			-1,252
			-1,082
			-944
			-412
			-377
			-268
			-196
			-386
			-182

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
108.2 SHS KAYNE ANDERSON MLP INV CO	P	2018-07-13	2019-07-11
35.263 SHS KAYNE ANDERSON MLP INV CO	P	2018-09-28	2019-07-11
40.028 SHS KAYNE ANDERSON MLP INV CO	P	2018-10-31	2019-07-11
42.546 SHS KAYNE ANDERSON MLP INV CO	P	2018-11-30	2019-07-11
52.151 SHS KAYNE ANDERSON MLP INV CO	P	2018-12-31	2019-07-11
34.118 SHS KAYNE ANDERSON MLP INV CO	P	2019-01-31	2019-07-11
34.615 SHS KAYNE ANDERSON MLP INV CO	P	2019-02-28	2019-07-11
33.428 SHS KAYNE ANDERSON MLP INV CO	P	2019-03-29	2019-07-11
34.503 SHS KAYNE ANDERSON MLP INV CO	P	2019-04-30	2019-07-11
36.42 SHS KAYNE ANDERSON MLP INV CO	P	2019-05-31	2019-07-11

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,694		1,965	-271
552		638	-86
627		644	-17
666		684	-18
817		690	127
534		531	3
542		535	7
523		539	-16
540		544	-4
570		548	22

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			-271
			-86
			-17
			-18
			127
			3
			7
			-16
			-4
			22

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
35.037 SHS KAYNE ANDERSON MLP INV CO	P	2019-06-28	2019-07-11
65 SHS ROCKWELL AUTOMATION INC	P	2019-02-19	2019-07-11
0.783 SHS KAYNE ANDERSON MLP INV CO	P	2019-06-28	2019-07-11
55000 SHS FEDERAL HOME LOAN BANKS	P	2016-12-21	2019-07-15
40 SHS ILLUMINA INC	P	2019-02-19	2019-07-16
634 SHS CABOT OIL & GAS CORP	P	2017-11-21	2019-07-31
592 SHS COMPASS GROUP PLC SP ADR	P	2017-08-03	2019-07-31
214 SHS TERADYNE INC	P	2018-05-07	2019-07-31
806 SHS CABOT OIL & GAS CORP	P	2019-02-19	2019-08-01
113 SHS GARTNER INC	P	2019-02-19	2019-08-01

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
549		540	9
10,081		11,533	-1,452
12		12	0
55,000		55,000	0
12,284		11,752	532
12,144		18,541	-6,397
15,068		12,795	2,273
12,365		7,454	4,911
15,581		19,917	-4,336
15,681		16,073	-392

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) **or** Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			9
			-1,452
			0
			0
			532
			-6,397
			2,273
			4,911
			-4,336
			-392

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
104 SHS CATERPILLAR INC	P	2019-02-19	2019-08-05
25000 SHS UNITED STATES TREAS NTS	P	2014-03-10	2019-08-15
127 SHS HEALTHEQUITY INC	P	2019-02-19	2019-08-20
55000 SHS FEDERAL HOME LOAN BANKS	P	2016-11-16	2019-08-20
1567 SHS BUNZL PUB LTD CO SP ADR	P	2019-03-28	2019-09-03
55000 SHS FEDERAL FARM CREDIT BANKS	P	2016-05-19	2019-09-19
55000 SHS FEDERAL FARM CREDIT BANKS	P	2016-05-24	2019-09-19
70000 SHS FEDERAL FARM CREDIT BANKS	P	2019-07-09	2019-10-09
50000 SHS FEDERAL FARM CREDIT BANKS	P	2016-07-13	2019-10-15
66 SHS BLUEBIRD BIO INC	P	2019-02-19	2019-10-28

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
13,210		13,801	-591
25,000		27,400	-2,400
8,002		9,586	-1,584
55,000		54,945	55
37,873		51,352	-13,479
55,000		54,945	55
55,000		54,725	275
70,000		69,895	105
50,000		50,175	-175
5,374		8,862	-3,488

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) **or** Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			-591
			-2,400
			-1,584
			55
			-13,479
			55
			275
			105
			-175
			-3,488

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
71000 SHS HONEYWELL INTL INC	P	2018-05-09	2019-10-30
83 SHS NEXTERA ENERGY INC	P	2018-11-13	2019-11-13
207 SHS WEC ENERGY GROUP INC	P	2015-03-26	2019-11-13
108 SHS CME GROUP INC	P	2013-01-17	2019-12-05
94 SHS MOODYS CORP	P	2016-09-02	2019-12-10
85000 SHS FEDERAL HOME LOAN MTG CORP	P	2019-09-17	2019-12-13
44643 SHS FEDERAL HOME LOAN BANKS	P	2016-04-28	2019-12-18
80000 SHS FEDERAL HOME LOAN MTG CORP	P	2019-12-17	2019-12-30
176 SHS ADIDAS AG ADR	P	2016-09-02	2019-01-07
70 SHS ADIDAS AG ADR	P	2018-01-24	2019-01-07

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
71,000		69,703	1,297
18,452		14,409	4,043
18,094		10,145	7,949
22,214		5,882	16,332
21,826		10,165	11,661
85,000		84,966	34
44,643		44,475	168
80,000		80,000	0
18,395		15,038	3,357
7,316		7,830	-514

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			1,297
			4,043
			7,949
			16,332
			11,661
			34
			168
			0
			3,357
			-514

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
455 SHS SOFTBANK GROUP CORP ADR	P	2016-08-31	2019-01-07
398 SHS SONY CORP ADR	P	2017-10-03	2019-01-07
43 SHS SONY CORP ADR	P	2018-05-10	2019-01-07
786 SHS VINCI SA ADR	P	2016-08-04	2019-01-07
127 SHS VINCI SA ADR	P	2018-01-24	2019-01-07
692 SHS FANUC CORPORATION ADR	P	2018-05-10	2019-01-23
282 SHS CTRIP.COM INTL LTD AMERICAN DEP	P	2017-02-21	2019-01-24
80 SHS CTRIP.COM INTL LTD AMERICAN DEP	P	2018-05-10	2019-01-24
1290 SHS ISHARES MSCI EMERG MKT ETF	P	2006-03-09	2019-02-19
5.96 SHS ISHARES MSCI EMERG MKT ETF	P	2017-06-26	2019-02-19

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
14,715		15,098	-383
18,780		14,871	3,909
2,029		2,045	-16
15,879		14,770	1,109
2,566		3,432	-866
11,882		15,046	-3,164
8,690		12,776	-4,086
2,465		3,410	-945
54,291		42,061	12,230
251		247	4

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			-383
			3,909
			-16
			1,109
			-866
			-3,164
			-4,086
			-945
			12,230
			4

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
19.56 SHS ISHARES MSCI EMERG MKT ETF	P	2017-12-26	2019-02-19
8.75 SHS ISHARES MSCI EMERG MKT ETF	P	2018-06-25	2019-02-19
19.73 SHS ISHARES MSCI EMERG MKT ETF	P	2018-12-24	2019-02-19
2335 SHS ISHARES MSCI EAFE ETF	P	2006-03-09	2019-02-19
38.08 SHS ISHARES MSCI EAFE ETF	P	2017-06-26	2019-02-19
25.18 SHS ISHARES MSCI EAFE ETF	P	2017-12-26	2019-02-19
48.29 SHS ISHARES MSCI EAFE ETF	P	2018-06-25	2019-02-19
26.45 SHS ISHARES MSCI EAFE ETF	P	2018-12-24	2019-02-19
0.17 SHS ISHARES MSCI EMERG MKT ETF	P	2018-12-24	2019-02-19
0.12 SHS ISHARES MSCI EAFE ETF	P	2018-12-24	2019-02-19

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
823		903	-80
368		381	-13
830		767	63
146,741		146,317	424
2,393		2,479	-86
1,582		1,762	-180
3,035		3,246	-211
1,662		1,554	108
7		7	0
8		7	1

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) **or** Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			-80
			-13
			63
			424
			-86
			-180
			-211
			108
			0
			1

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
440 SHS AIA GROUP LTD SP ADR	P	2017-05-10	2019-04-24
71 SHS AIA GROUP LTD SP ADR	P	2017-11-13	2019-04-24
10 SHS AZIMUT HOLDINGS SPA ADR	P	2018-05-10	2019-06-03
106 SHS AZIMUT HOLDINGS SPA ADR	P	2018-05-10	2019-06-03
171 SHS AZIMUT HOLDINGS SPA ADR	P	2018-05-10	2019-06-03
210 SHS CRH PLC ADR	P	2016-05-18	2019-06-06
203 SHS CRH PLC ADR	P	2016-05-27	2019-06-06
159 SHS CRH PLC ADR	P	2018-03-28	2019-06-06
26 SHS TEMENOS GROUP AG SP ADR	P	2018-05-10	2019-06-06
1141 SHS MERLIN ENTERTAINMENTS PLC SP ADS	P	2018-05-10	2019-07-02

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
17,714		12,454	5,260
2,858		2,224	634
361		398	-37
3,825		4,220	-395
6,364		6,807	-443
6,773		6,155	618
6,547		6,162	385
5,128		5,335	-207
4,401		3,440	961
12,921		11,843	1,078

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			5,260
			634
			-37
			-395
			-443
			618
			385
			-207
			961
			1,078

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
398 SHS MERLIN ENTERTAINMENTS PLC SP ADS	P	2019-01-09	2019-07-02
88 SHS LVMH MOET HENNESSY LOUIS VUITTON ADR	P	2018-05-10	2019-07-17
235 SHS RECRUIT HOLDINGS CO L NPV	P	2018-05-11	2019-08-06
46 SHS LVMH MOET HENNESSY LOUIS VUITTON ADR	P	2018-05-10	2019-09-18
694 SHS RELX PLC SP ADR	P	2018-05-10	2019-10-07
113 SHS TAL ED GROUP ADS REPSTG	P	2017-02-06	2019-12-10
0 SHS FOX CORP CL B	P	2019-03-19	2019-03-19
7730 SHS FOX CORP CL B	P	2019-03-19	2019-04-15
87017.874 SHS DFA SHRTM GOVT PORTFOLIO	P	2014-09-15	2019-06-11
147.342 SHS DFA SHRTM GOVT PORTFOLIO	P	2014-12-15	2019-06-11

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
4,507		3,550	957
7,521		6,074	1,447
7,926		5,717	2,209
3,709		3,175	534
15,702		15,033	669
5,204		1,528	3,676
12			12
275,632		305,722	-30,090
921,491		925,050	-3,559
1,560		1,571	-11

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) **or** Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			957
			1,447
			2,209
			534
			669
			3,676
			12
			-30,090
			-3,559
			-11

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
252.645 SHS DFA SHRTM GOVT PORTFOLIO	P	2014-12-15	2019-06-11
23.428 SHS DFA SHRTM GOVT PORTFOLIO	P	2014-12-15	2019-06-11
120.252 SHS DFA SHRTM GOVT PORTFOLIO	P	2015-03-09	2019-06-11
191.014 SHS DFA SHRTM GOVT PORTFOLIO	P	2015-06-08	2019-06-11
204.074 SHS DFA SHRTM GOVT PORTFOLIO	P	2015-09-09	2019-06-11
143.809 SHS DFA SHRTM GOVT PORTFOLIO	P	2015-12-15	2019-06-11
242.191 SHS DFA SHRTM GOVT PORTFOLIO	P	2015-12-15	2019-06-11
210.418 SHS DFA SHRTM GOVT PORTFOLIO	P	2015-12-15	2019-06-11
222.041 SHS DFA SHRTM GOVT PORTFOLIO	P	2016-03-30	2019-06-11
217.626 SHS DFA SHRTM GOVT PORTFOLIO	P	2016-06-29	2019-06-11

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,675		2,693	-18
248		250	-2
1,273		1,282	-9
2,023		2,042	-19
2,161		2,188	-27
1,523		1,529	-6
2,565		2,574	-9
2,228		2,237	-9
2,351		2,389	-38
2,305		2,353	-48

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) **or** Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			-18
			-2
			-9
			-19
			-27
			-6
			-9
			-9
			-38
			-48

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
191.359 SHS DFA SHRTM GOVT PORTFOLIO	P	2016-09-29	2019-06-11
261.635 SHS DFA SHRTM GOVT PORTFOLIO	P	2016-12-14	2019-06-11
31.278 SHS DFA SHRTM GOVT PORTFOLIO	P	2016-12-14	2019-06-11
204.912 SHS DFA SHRTM GOVT PORTFOLIO	P	2016-12-14	2019-06-11
233.258 SHS DFA SHRTM GOVT PORTFOLIO	P	2017-03-30	2019-06-11
265.512 SHS DFA SHRTM GOVT PORTFOLIO	P	2017-06-29	2019-06-11
258.993 SHS DFA SHRTM GOVT PORTFOLIO	P	2017-09-28	2019-06-11
300.349 SHS DFA SHRTM GOVT PORTFOLIO	P	2017-12-14	2019-06-11
258.823 SHS DFA SHRTM GOVT PORTFOLIO	P	2018-03-28	2019-06-11
346.337 SHS DFA SHRTM GOVT PORTFOLIO	P	2018-06-28	2019-06-11

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,026		2,063	-37
2,771		2,760	11
331		330	1
2,170		2,162	8
2,470		2,473	-3
2,812		2,820	-8
2,743		2,751	-8
3,181		3,163	18
2,741		2,700	41
3,668		3,605	63

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) **or** Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			-37
			11
			1
			8
			-3
			-8
			-8
			18
			41
			63

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
372.787 SHS DFA SHRTM GOVT PORTFOLIO	P	2018-09-27	2019-06-11
430.423 SHS DFA SHRTM GOVT PORTFOLIO	P	2018-12-17	2019-06-11
348.591 SHS DFA SHRTM GOVT PORTFOLIO	P	2019-03-28	2019-06-11
80,000 SHS FOX CORP CL B	P	2018-07-17	2019-03-19
12,770 SHS FOX CORP CL B	P	2018-10-15	2019-03-19
17,694 SHS GENESEE & WYOMING INC CL A	P		2019-12-30
14,000 SHS SCE TR II TR PFD	P		2019-11-30
CANTILLON GLOBAL EQUITY LP -K1	P		2019-12-31
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3,948		3,862	86
4,558		4,485	73
3,691		3,678	13
1,054,667		736,719	317,948
168,351		128,119	40,232
1,981,728		1,019,224	962,504
317,869		350,000	-32,131
		37,639	-37,639
23,900			23,900

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			86
			73
			13
			317,948
			40,232
			962,504
			-32,131
			-37,639
			23,900

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES L BROOKS 11100 SANTA MONICA BL 400 LOS ANGELES, CA 90025	PRESIDENT 0.50	0	0	0
WILLIAM BRODER 11100 SANTA MONICA BL 400 LOS ANGELES, CA 90025	CFO AND SECRETARY 0.25	0	0	0
AMY BROOKS 11100 SANTA MONICA BL 400 LOS ANGELES, CA 90025	VICE-PRESIDENT 0.00	0	0	0
CHLOE BROOKS 11100 SANTA MONICA BL 400 LOS ANGELES, CA 90025	VICE-PRESIDENT 0.00	0	0	0
COOPER BROOKS 11100 SANTA MONICA BL 400 LOS ANGELES, CA 90025	VICE-PRESIDENT 0.00	0	0	0
JOSEPH BROOKS 11100 SANTA MONICA BL 400 LOS ANGELES, CA 90025	VICE-PRESIDENT 0.00	0	0	0

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
NY TIMES NEEDIEST CASES 4 CHASE METROTECH CENTER BROOKLYN, NY 11245	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	50,000
PARA LOS NINOS 5000 HOLLYWOOD BLVD HOLLYWOOD, CA 90027	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	25,000
RAPE FOUNDATION 1223 WILSIRE BL 410 SANTA MONICA, CA 90403	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	10,000
Total . . . . ▶ **3a**				3,081,181

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MARINE TOYS FOR TOTS FOUNDATION 18251 QUANTICO GATEWAY DRIVE TRIANGLE, VA 22172	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	5,000
SABAN COMMUNITY CLINIC 8405 BEVERLY BLVD LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	140,481
MEDIA MATTERS FOR AMERICA PO BOX 52155 WASHINGTON, DC 92091	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	50,000
Total . . . . ▶ **3a**				3,081,181

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
NEW YORK CARES 65 BROADWAY 19TH FL NEW YORK, NY 10006	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	50,000
SHARE OUR STRENGTHPO BOX 75475 BALTIMORE, MD 21275	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	150,000
UCLA FOUNDATIONPO BOX 951619 LOS ANGELES, CA 90095	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	750,000
Total . . . . ▶ **3a**				3,081,181

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
VINEYARD COMMITTEE ON HUNGER PO BOX 4685 VINEYARD HAVEN, MA 02568	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	10,000
YADDOPO BOX 395 SARATOGA SPRINGS, NY 12866	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	10,000
HOLA - HEART OF LOS ANGELES 2701 WILSHIRE BLVD STE 100 LOS ANGELES, CA 90057	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	250,000
Total . . . . ▶ **3a**				3,081,181

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AMERICAN FILM INSTITUTE 2021 NORTH WESTERN AVE LOS ANGELES, CA 90027	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	55,000
ANTI-DEFAMATION LEAGUE 605 THIRD AVENUE NEW YORK, NY 10158	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	25,000
CEDARS SINAI MED CENTER 8700 BEVERLY BLVD STE 2416 LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	150,000
Total . . . . ▶ **3a**				3,081,181

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
COVER NOW FUND 946 BUENA VISTA WAY CHULA VISTA, CA 91910	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	10,000
GLACIER NATIONAL PARK CONSERVANCY PO BOX 2749 COLUMBIA FALLS, MT 59912	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	9,700
INNOCENCE PROJECT OF FLORIDA 1100 EAST PARK AVENUE TALLAHASSEE, FL 32301	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	70,000
Total . . . . ▶ **3a**				3,081,181

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
826 NATIONAL 44 GOUGH STREET STE 206 SAN FRANCISCO, CA 94103	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	100,000
LOS ANGELES CENTER OF PHOTOGRAPHY 1515 WILCOX AVE LOS ANGELES, CA 90028	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	20,000
MAYO CLINIC200 FIRST STREET SW ROCHESTER, MN 55905	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	400,000
Total . . . . ▶ **3a**				3,081,181

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
PROJECT QUEST 515 SW 24TH STREET STE 201 SAN ANTONIO, TX 78207	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	125,000
ROADRUNNER FOOD BANK INC 5840 OFFICE BLVD NE ALBUQUERQUE, NM 87109	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	50,000
VOTER REGISTRATION PROJECT 1725 DESALES ST NW STE 660 WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	500,000
Total . . . . ▶ **3a**				3,081,181

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
UCLA LAB SCHOOL 330 CHARLES E YOUNG DR NORTH LOS ANGELES, CA 90095	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	25,000
YOUNG EISNER SCHOLARS PO BOX 3085 INGLEWOOD, CA 90304	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	40,000
THE ED ASNER FAMILY CENTER 12400 VENTURA BLVD STE 371 STUDIO CITY, CA 91604	NONE	PUBLIC CHARITY	SUPPORTS ORGANIZATION'S CHARITABLE PURPOSE	1,000
Total . . . . ▶ **3a**				3,081,181

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TY 2019 Investments Corporate Bonds Schedule

Name: DIANE AND DOROTHY BROOKS FOUNDATION

EIN: 20-2653929

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
KAYNE ANDERSON 670-675857	1,719,083	1,740,498

TY 2019 Investments Corporate Stock Schedule

Name: DIANE AND DOROTHY BROOKS FOUNDATION

EIN: 20-2653929

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
KAYNE ANDERSON 670-675857	2,852,521	3,974,574
KAYNE ANDERSON 670-675849	1,677,939	2,913,380
KAYNE ANDERSON 670-642669	742,544	872,458
CNB SECURITIES BHS 213233	168,833	592,768
KAYNE ANDERSON 676-324879	15,854,836	18,022,325
FIDELITY 657-530103	1,959,617	2,016,277

TY 2019 Investments Government Obligations Schedule

Name:	DIANE AND DOROTHY BROOKS FOUNDATION
EIN:	20-2653929
US Government Securities - End of Year Book Value:	3,162,042
US Government Securities - End of Year Fair Market Value:	3,157,889
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2019 Investments - Other Schedule

Name: DIANE AND DOROTHY BROOKS FOUNDATION

EIN: 20-2653929

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CANTILLON GLOBAL EQUITY LP	AT COST	5,080,256	7,559,853

TY 2019 Legal Fees Schedule

Name: DIANE AND DOROTHY BROOKS FOUNDATION

EIN: 20-2653929

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	55,069	55,069		0

TY 2019 Other Decreases Schedule

Name: DIANE AND DOROTHY BROOKS FOUNDATION

EIN: 20-2653929

Description	Amount
DECREASE-FMV OF SECURITIES DONATED TO THE FOUNDATION & SOLD IN 2019	2,157,602

TY 2019 Other Expenses Schedule

Name: DIANE AND DOROTHY BROOKS FOUNDATION

EIN: 20-2653929

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANKING	1,116	1,116		0
ROUDING-OFF DIFFERENCE	13	13		0

TY 2019 Other Professional Fees Schedule

Name: DIANE AND DOROTHY BROOKS FOUNDATION

EIN: 20-2653929

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	2,134	2,134		0
CANTILLON GLOBAL EQUITY LP	72,496	72,496		0
CONSULTING	73,675	73,675		0
INVESTMENT MANAGEMENT FEES	64,061	64,061		0

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TY 2019 Taxes Schedule

Name: DIANE AND DOROTHY BROOKS FOUNDATION

EIN: 20-2653929

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE TAXES	10	10		0
FOREIGN TAX NATL FINL SERV 942669	1,525	1,525		0
FOREIGN TAX NATL FINL SERV 675857	855	855		0
FEDERAL EXCISE TAX ON INVESTMENT INCOME	24,000	24,000		0
FOREIGN TAX CANTILLON GLOBAL EQUITY LP	5,061	5,061		0
FOREIGN TAX NATL FINL SERV 675849	57	57		0

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

Schedule of Contributors

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

OMB No. 1545-0047

2019

Name of the organization	**Employer identification number**
DIANE AND DOROTHY BROOKS FOUNDATION	20-2653929

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 other 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 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
DIANE AND DOROTHY BROOKS FOUNDATION

Employer identification number
20-2653929

Part I **Contributors**

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	JAMES L BROOKS 11100 SANTA MONICA BL 400 LOS ANGELES, CA 90025	$ 4,496,562	☐ Person ☐ Payroll ☑ Noncash (Complete Part II for noncash contributions.)
2	JAMES L BROOKS 11100 SANTA MONICA BL 400 LOS ANGELES, CA 90025	$ 1,966,334	☐ Person ☐ Payroll ☑ Noncash (Complete Part II for noncash contributions.)
3	JAMES L BROOKS 11100 SANTA MONICA BL 400 LOS ANGELES, CA 90025	$ 5,000,000	☑ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
-		$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
-		$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
-		$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)

Name of organization
DIANE AND DOROTHY BROOKS FOUNDATION

Employer identification number
20-2653929

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	92,770 SHS OF TWENTY-FIRST CENTURY FOX	$ 4,496,562	2019-01-09

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
2	17,694 SHS OF GENESSE WYOMING INC	$ 1,966,334	2019-12-05

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

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

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

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

Name of organization	Employer identification number
DIANE AND DOROTHY BROOKS FOUNDATION	20-2653929

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 information once. See instructions.) ▶ $**

Use duplicate copies of Part III if additional space is needed.

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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