

**MARBROOK
FOUNDATION**

2010 ANNUAL REPORT



History of the Marbook Foundation

Sheldon Brooks (1811–1883) came to Minnesota with his family in 1856 from Redfield, New York. He settled initially near Winona and entered the grain and grain elevator business. Later, in 1873, his three sons—Lester, Dwight and Anson—formed the Brooks Brothers partnership which soon expanded into the retail lumber business. These early lumber ventures vertically integrated and expanded rapidly in northern Minnesota. In 1901, the Brooks-Scanlon Lumber Company was incorporated and built the company’s first major sawmill in Scanlon, Minnesota.

Dr. Dwight F. Brooks (1849–1930), the second of Sheldon’s sons, became the principal builder of what became an extensive group of family-owned forest products companies in Minnesota, Louisiana, Florida, Oregon, and British Columbia, Canada.

Dr. Brooks also had three sons—Harry, Sheldon (Sam) and Edward—and they all became active in these family enterprises. Harry ran the Brooks-Scanlon operation in Bend, Oregon; Sam managed the Powell River Company in British Columbia; and Edward oversaw all operations from the companies' headquarters, which remained in Minneapolis, Minnesota.

Edward Brooks (1888–1954) was involved for his entire working life in Brooks-Scanlon and its affiliated companies, which grew and prospered through the first half of the 1900’s. In 1920, Edward married Markell Conley, a union which produced four children over the following decade. Markell was a very community-minded person, and was extremely active in a volunteer capacity with many charitable causes in the Twin Cities.

Edward and Markell Brooks established Marbrook Foundation on November 1, 1948, as a vehicle through which to pursue their personal philanthropy. The founding Trustees were Edward Brooks, Edwin C. Austin, and Conley Brooks (the oldest son of Edward and Markell). Marbrook’s organizing documents provided the Trustees with broad latitude in fulfilling their grantmaking responsibilities, specifying that the Foundation “shall be operated exclusively for religious, charitable, scientific, literary or educational purposes within the United States.” The Trustees have interpreted these guidelines in different ways over the years, depending on their perspective of societal and community needs.

Upon Edward's death in 1954, the duties of Executive Director of the Foundation were assumed by Conley Brooks, who had joined Brooks-Scanlon following World War II. Under Conley's guidance, and with the active input of Markell, the activities of Marbrook Foundation began to expand. Significant assets were added to the Foundation by Markell in 1968 and then again upon her death in 1971, so that the Foundation's ability to increase its grantmaking budget was considerably enhanced.

From Marbrook's beginning, independent Trustees have had an important role in helping to oversee the Foundation's administration and grantmaking. The first independent Trustee at the Foundation's inception was Edwin C. Austin; he and later independent Trustees have made important contributions to Marbrook's progress. A record of the service of all Marbrook Trustees to date is shown below.

In 1975, Conley Brooks, Jr. joined the Board of Trustees. He became Executive Director of the Foundation in 1983 and served in this capacity until 2006 when the Marbrook Trustees appointed Julie Hara Executive Director and Conley Brooks, Jr. Chair of the Board. In December 2007, Conley Brooks stepped down from this position, while remaining a Trustee. The Board elected Julie Brooks Zelle as the new Chair. This transition was the result of the Trustees' decision that a rotating Chair of the Board would help encourage new leadership among Brooks family members.

In 2008, the Trustees completed a strategic planning process. This process resulted in a change of focus for the Foundation. Effective January 2009, Marbrook Foundation's primary interest is in initiatives or organizations that create equal opportunity for immigrants and refugees in the Twin Cities metro area.

Over the past several years, Marbrook Foundation has experienced substantial renewed energy derived from the active participation of Brooks Family members. The Trustees and the Family as a whole are intent upon maintaining the philanthropic legacy established by Edward and Markell Brooks.

The Mission of Marbrook Foundation
is to promote the values of the Brooks Family
by making grants and focusing involvement
in designated charitable areas and causes
that reflect those values.

Board of Trustees and Staff

TRUSTEES OF MARBROOK FOUNDATION

1948 TO THE PRESENT

Edward Brooks	1948–1954
Edwin C. Austin	1948–1975
Conley Brooks	1948–Present

Markell C. Brooks	1955–1971
Kenneth N. Dayton	1972–1979
Robert L. Foote	1972–1980
John E. Andrus III	1975–1999
Conley Brooks, Jr.	1975–Present
William R. Humphrey, Jr.	1980–1999
Markell Brooks	1991–Present
Stephen B. Brooks	1999–Present
Markell Kiefer	1999–Present
Julie B. Zelle	1999–Present
Katherine M. Leighton	2005–Present
Sarah Brooks	2009–Present

BOARD OF TRUSTEES

Conley Brooks
Conley Brooks, Jr.
Markell Brooks
Sarah Brooks
Stephen B. Brooks
Markell Kiefer
Katherine M. Leighton
Julie B. Zelle, Chair

Executive Director

Julia S. Hara

Letter from the Chair of the Board and the Executive Director

2010 was the second year of Marbrook Foundation's focus on initiatives or organizations that create equal opportunity for immigrants and refugees in the Twin Cities metro area. Marbrook continued visiting nonprofits serving immigrants and refugees, learning more about the pressing needs of immigrants and refugees, and attempting to respond to these needs in an effective manner. Among other things, we heard about the importance of effective, innovative job training programs, and of acquiring a basic knowledge of the English language. Although faced with numerous, daunting challenges, a working knowledge of English and some job skills help immigrants and refugees find a job, rent or purchase a home, and otherwise provide for their families.

Recognizing the importance of English Language Learning (ELL), Marbrook Foundation made grants to a number of organizations providing these services. Among other organizations, the Somali Success School, CLUES, the English Learning Center, the Karen Organization of Minnesota, and Lao Family Community of Minnesota provide English language instruction to immigrants and refugees. These organizations, located in different parts of the metro area, have busy classes filled with Africans, Hmong, Latinos, Karen and others. Students not only emerge from these classes able to communicate in English, they also have a deeper awareness of where their fellow students came from, and the challenges these students also face coming to a country with a different language, a different climate and a different culture.

Two organizations receiving grants from Marbrook for their job training work with immigrants and refugees are CAPI, for its Refugee Women Work Readiness Program, and Emerge, for the Emerge*Americorps initiative. CAPI's Refugee Women Work Readiness Program, which is a partnership with Goodwill Easter Seals, creates opportunities to learn basic skills, attitudes and work behaviors necessary to obtain and maintain employment. Marbrook's grant provides job readiness training and subsidized wages for female refugees newly arrived from Iraq, Bhutan and Burma.

The Emerge*Americorps initiative is a new program helping 2500 Twin City area ex-offenders and immigrants enhance their work readiness skills. Marbrook's grant will help 30 AmeriCorps members contribute 43,000 hours of annual service at seventeen partnering Minneapolis/St. Paul nonprofits. This initiative will help fill a significant gap in services between job seeking immigrants and community-based employment providers, who often lack the capacity to provide the services that immigrants need.

In 2011, we look forward to Marbrook continuing its immigrant and refugee focus, thereby ensuring that nonprofit organizations working in this area can effect positive change in our community.

We welcome your comments and questions and encourage you to call Julie Hara at 612-752-1783 or email her at jhara@marbrookfoundation.org.

Julie Zelle
Chair of the Board

Julie Hara
Executive Director

Summary of 2009–2010 Contributions

	2009		2010	
	Actual	Allocation	Actual	Allocation
Environment	\$22,000	5%	\$10,000	2%
Education	\$91,000	20%	\$109,500	23%
Body, Mind and Spirit	\$58,250	13%	\$35,000	7%
The Arts	\$102,500	22%	\$68,000	14%
Social Empowerment	\$182,500	40%	\$265,500	54%
American Indian Family Empowerment Program	\$90,000		\$80,000	
Family Recommended Grants	\$106,000		\$82,000	
TOTAL	\$652,250	100%	\$650,000	100%

Summary of 2010 Grants & Commitments

Environment

	Grant Commitments Payable at Beginning of Year	Commitments Made During Year	Paid During Year	Grant Commitments Payable at End of Year
Minnesota Center for Environmental Advocacy				
St. Paul				
<i>Uses science, law and research to protect Minnesota's natural resources</i>				
Project support for the Geographic Information System Program		\$10,000	\$10,000	
Total Environment	\$0	\$10,000	\$10,000	\$0

Education

	Grant Commitments Payable at Beginning of Year	Commitments Made During Year	Paid During Year	Grant Commitments Payable at End of Year
Amherst H. Wilder Foundation				
St. Paul				
<i>Works to meet the needs of vulnerable individuals and families in St. Paul</i>				
Project support for the Latino Leadership Program		\$10,000	\$10,000	
Comunidades Latinas Unidas En Servicio (CLUES)				
St. Paul				
<i>Latino human services agency</i>				
Project support for Economic Advancement Services		\$3,000	\$3,000	
English Learning Center				
Minneapolis				
<i>Provides English and math classes to immigrants and refugees</i>				
General operating support		\$3,000	\$3,000	
Hiawatha Leadership Academy				
Minneapolis				
<i>Charter school</i>				
Project support to supplement the wages of Spanish-speaking translators, bus riders and recruiters		\$10,000	\$10,000	
Karen Organization of Minnesota				
St. Paul				
<i>Works to enhance the quality of life for the Karen and other refugees from Burma</i>				
Project support for English Language Learning		\$10,000	\$10,000	
Lao Family Community				
St. Paul				
<i>Provides social services, education and cultural programs to Minnesota's immigrants and refugees</i>				
Project support for the English Education Program		\$7,500	\$7,500	

Education

	Grant Commitments Payable at Beginning of Year	Commitments Made During Year	Paid During Year	Grant Commitments Payable at End of Year
LearningWorks at Blake: A Breakthrough Program				
Minneapolis				
<i>Academic enrichment program serving middle school students in the Minneapolis Public Schools</i>				
General operating support		\$10,000	\$10,000	
Minnesota Historical Society				
St. Paul				
<i>History museum</i>				
General operating support		\$5,000	\$5,000	
Toward a \$50,000 pledge of project support for the Minnesota's Greatest Generation Project	\$20,000		\$10,000	\$10,000
Somali Success School				
Minneapolis				
<i>Works to educate, empower and encourage immigrants to be self-sufficient, contributing members of the community</i>				
General operating support		\$10,000	\$10,000	
Teach for America-Twin Cities				
Minneapolis				
<i>National organization that seeks to address the achievement gap that exists along socioeconomic and racial lines</i>				
Project support for the Sponsor a Teacher Campaign		\$15,000	\$15,000	
Women's Initiative for Self Empowerment (WISE), Inc.				
St. Paul				
<i>Empowers immigrant women and girls to succeed</i>				
Project support for the Girls Getting Ahead in Leadership (GGAL) program		\$16,000	\$16,000	
Total Education	\$20,000	\$99,500	\$109,500	\$10,000

Body, Mind and Spirit

	Grant Commitments Payable at Beginning of Year	Commitments Made During Year	Paid During Year	Grant Commitments Payable at End of Year
Abbott Northwestern Hospital Foundation				
Minneapolis				
<i>Raises funds to support Abbott Northwestern Hospital</i>				
Toward a \$100,000 pledge of project support for the Institute for Health and Healing's Transformative Nurse Program	\$40,000		\$20,000	\$20,000
Collegeville Institute for Ecumenical and Cultural Research				
Collegeville, MN				
<i>Works to overcome religious conflict and disunity through leadership development</i>				
Toward a \$25,000 pledge for the Faith Leadership for an Ecumenical Future Campaign	\$10,000		\$5,000	\$5,000
Institute for Agriculture and Trade Policy				
Minneapolis				
<i>Works to ensure fair food, farm and trade systems for all people</i>				
In fulfillment of a \$20,000 pledge of project support for the Local Foods program	\$10,000		\$10,000	
Total Body, Mind and Spirit	\$60,000	\$0	\$35,000	\$25,000

The Arts

	Grant Commitments Payable at Beginning of Year	Commitments Made During Year	Paid During Year	Grant Commitments Payable at End of Year
Bedlam Theatre				
Minneapolis				
<i>Theater</i>				
Project support for the Cedar-Riverside Drama Club for Youth		\$5,000	\$5,000	
Cowles Center for Dance				
Minneapolis				
<i>Center for dance</i>				
In fulfillment of a \$50,000 pledge for the capital campaign	\$10,000		\$10,000	
Friends of Eastcliff				
St. Paul				
<i>Support organization for the official residence of the University of Minnesota President</i>				
Toward a \$100,000 capital pledge for restoration of the summerhouse	\$70,000		\$10,000	\$60,000
Guthrie Theater				
Minneapolis				
<i>Theater</i>				
General operating support		\$5,000	\$5,000	
Illusion Theater				
Minneapolis				
<i>Theater focusing on new works</i>				
Project support for Giving Voice Through Theater: New American Stories		\$3,000	\$3,000	
The Minneapolis Institute of Arts				
Minneapolis				
<i>Art Museum</i>				
General operating support		\$5,000	\$5,000	
The Minnesota Opera				
Minneapolis				
<i>Opera company</i>				
In fulfillment of a \$25,000 pledge of endowment support for the Opera at the Ordway Initiative	\$5,000		\$5,000	

The Arts

	Grant Commitments Payable at Beginning of Year	Commitments Made During Year	Paid During Year	Grant Commitments Payable at End of Year
Minnesota Orchestral Association				
Minneapolis				
<i>Symphony orchestra dedicated to enriching lives with great music</i>				
General operating support		\$5,000	\$5,000	
Mu Performing Arts				
St. Paul				
<i>Asian American theater company</i>				
Project support for the Performing Stories Program		\$7,500	\$7,500	
Pangea World Theater				
Minneapolis				
<i>Creates and presents international, multi-disciplinary theater</i>				
General operating support		\$7,500	\$7,500	
SteppingStone Theatre				
St. Paul				
<i>Children's theater</i>				
Toward a \$25,000 pledge for the capital campaign	\$10,000		\$5,000	\$5,000
Total Arts	\$95,000	\$38,000	\$68,000	\$65,000

Social Empowerment

	Grant Commitments Payable at Beginning of Year	Commitments Made During Year	Paid During Year	Grant Commitments Payable at End of Year
CAPI				
Minneapolis				
<i>Works to guide refugees and immigrants in their journey to self-determination and social equality</i>				
Project support for the Refugee Women Work Readiness Project		\$15,000	\$15,000	
Toward a \$60,000 pledge of general operating support	\$40,000		\$20,000	\$20,000
Commonbond Communities				
St. Paul				
<i>Provides affordable housing and services</i>				
In fulfillment of a \$40,000 pledge for the capital campaign			\$10,000	\$10,000
	\$20,000			
Emerge Community Development				
Minneapolis				
<i>Connects disadvantaged people with economic opportunities</i>				
Project support for the Emerge*AmeriCorps Initiative		\$10,000	\$10,000	
Greater Minneapolis Council of Churches				
Minneapolis				
<i>Mobilizes congregations and volunteers to serve human needs and seek social justice</i>				
Project support for a capacity building effort to support immigrant-led organizations		\$20,000	\$20,000	
General operating support for the Center for Families		\$10,000	\$10,000	
Hmong American Partnership				
St. Paul				
<i>Provides services to the Hmong population</i>				
Project support for the Employment Readiness Class		\$10,000	\$10,000	

Social Empowerment

	Grant Commitments Payable at Beginning of Year	Commitments Made During Year	Paid During Year	Grant Commitments Payable at End of Year
Hnub Tshiab: HWAT (Hmong Women Achieving Together)				
St. Paul				
<i>Works to be a catalyst for lasting cultural, institutional and social change to improve the lives of young women</i>				
Project support for the Hmong Women's Leadership Institute				
		\$5,000	\$5,000	
Hope Community				
Minneapolis				
<i>Community development organization</i>				
General operating support				
		\$10,000	\$10,000	
International Institute of Minnesota				
St. Paul				
<i>Provides services to new Americans</i>				
Project support for the Medical Careers for New Americans Program				
		\$10,000	\$10,000	
Keystone Community Services				
St. Paul				
<i>Strengthens the capacity of individuals and families to improve the quality of their lives</i>				
Project support for the Hmong Youth Program				
		\$7,500	\$7,500	
La Oportunidad, Inc.				
St. Paul				
<i>Offers education and support services to Latino children, youth and families in the Twin Cities</i>				
General operating support				
		\$7,500	\$7,500	
Lutheran Social Service of Minnesota				
St. Paul				
<i>Social services provider</i>				
Project support for Refugee Services				
		\$10,000	\$10,000	
In fulfillment of a \$30,000 pledge of capital support for the Center for Changing Lives				
	\$10,000		\$10,000	
Microgrants				
Minneapolis				
<i>Provides grants to low-income individuals</i>				
Support for grants to immigrants and refugees				
		\$5,000	\$5,000	

Social Empowerment

	Grant Commitments Payable at Beginning of Year	Commitments Made During Year	Paid During Year	Grant Commitments Payable at End of Year
The Minneapolis Foundation				
Minneapolis				
<i>Community foundation</i>				
Project support for the Minnesota Funders Collaborative on Immigration				
		\$25,000	\$25,000	
Neighborhood Development Center				
St. Paul				
<i>Provides small business training, loans, ongoing business assistance and overall community engagement in the Twin Cities</i>				
Toward a \$60,000 pledge of support for the Midtown Global Market's Breakthrough Campaign				
	\$40,000		\$20,000	\$20,000
General operating support				
		\$7,500	\$7,500	
Neighborhood House				
St. Paul				
<i>Multicultural human services agency</i>				
General operating support				
		\$15,000	\$15,000	
Plymouth Church Neighborhood Foundation				
Minneapolis				
<i>Affordable housing provider</i>				
Towards a \$30,000 pledge of capital support for North Haven II				
		\$30,000	\$10,000	\$20,000
Project for Pride in Living, Inc.				
Minneapolis				
<i>Assists low-income people to become self-sufficient by addressing job, housing and neighborhood needs</i>				
General operating support				
		\$3,000	\$3,000	
Vietnamese Social Services				
St. Paul				
<i>Provides social, health and employment services for immigrants and refugees</i>				
Project support for the Karen Youth Support Project				
		\$10,000	\$10,000	

Social Empowerment

	Grant Commitments Payable at Beginning of Year	Commitments Made During Year	Paid During Year	Grant Commitments Payable at End of Year
Women's Foundation of Minnesota				
Minneapolis				
<i>Funds innovative social change programs for women and girls</i>				
Toward a \$30,000 pledge of project support for Building the Power of Immigrant and Refugee Women and Girls	\$20,000		\$10,000	\$10,000
Youth Venture				
Minneapolis				
<i>Invests in young people to create, launch and lead their own "ventures"</i>				
Project support for the Immigrant and Refugee Initiative		\$5,000	\$5,000	
Total Social Empowerment	\$130,000	\$215,500	\$265,500	\$80,000

American Indian Family Empowerment Program

	Grant Commitments Payable at Beginning of Year	Commitments Made During Year	Paid During Year	Grant Commitments Payable at End of Year
The Tiwahe Foundation				
Arden Hills, MN				
<i>Foundation serving American Indian individuals and families</i>				
Towards a pledge of support for the endowment campaign	\$160,000		\$80,000	\$80,000
Total AIFEP	\$160,000	\$0	\$80,000	\$80,000

Family Recommended Grants

	Grant Commitments Payable at Beginning of Year	Commitments Made During Year	Paid During Year	Grant Commitments Payable at End of Year
Amherst College				
Amherst, MA				
<i>Private liberal arts college</i>				
General operating support		\$1,000	\$1,000	
Breck School				
Golden Valley				
<i>Private K-12 learning institution</i>				
General operating support		\$2,000	\$2,000	
Center for the American Experiment				
Minneapolis				
<i>Public policy and educational institution</i>				
General operating support		\$1,000	\$1,000	
Center for Spirituality and Healing				
Minneapolis				
<i>University of Minnesota program working to integrate the role of complementary therapies and healing practices, culturally based healing traditions, and spirituality into healthcare professional education</i>				
Project support for the KIPO! Cultural Arts Fund		\$4,000	\$4,000	
The Chronicles Project				
Halifax, Nova Scotia, Canada				
<i>Project to gather the oral history of Chögyam Trungpa Rinpoche</i>				
General operating support		\$2,000	\$2,000	
Collegeville Institute for Ecumenical & Cultural Research				
Collegeville, MN				
<i>Works to overcome religious conflict and disunity through leadership development</i>				
General operating support		\$1,000	\$1,000	
Colorado Rocky Mountain School				
Carbondale, CO				
<i>Private high school</i>				
Support for The Wilderness Fund		\$1,000	\$1,000	

Family Recommended Grants

	Grant Commitments Payable at Beginning of Year	Commitments Made During Year	Paid During Year	Grant Commitments Payable at End of Year
Connecticut College				
New London, CT				
<i>Private liberal arts college</i>				
General operating support		\$1,000	\$1,000	
Cornell University				
Ithaca, NY				
<i>Private university</i>				
General operating support		\$1,000	\$1,000	
Crossroads School for Arts and Sciences				
Santa Monica, CA				
<i>Private K-12 school</i>				
General operating support		\$4,000	\$4,000	
Friends of Surmang Foundation				
Boulder, CO				
<i>Runs a health center in an ethnic Tibetan region of Qinghai Province, China</i>				
General operating support		\$1,000	\$1,000	
Friends' School				
Boulder, CO				
<i>Private pre-K-5 school</i>				
General operating support		\$8,000	\$8,000	
Friends Without a Border				
New York				
<i>Committed to improving the health and well-being of children in Cambodia</i>				
Support for the Angkor Hospital for Children		\$1,000	\$1,000	
Gampo Abbey				
Pleasant Bay, Nova Scotia, Canada				
<i>Western Buddhist Monastery</i>				
General operating support		\$1,000	\$1,000	
Growing Gardens				
Portland, OR				
<i>Promotes home-scale organic food gardening to improve nutrition, health and self-reliance</i>				
General operating support		\$2,000	\$2,000	

Family Recommended Grants

	Grant Commitments Payable at Beginning of Year	Commitments Made During Year	Paid During Year	Grant Commitments Payable at End of Year
Hill Museum and Manuscript Library				
Collegeville, MN				
<i>Dedicated to preserving endangered or significant manuscripts</i>				
General operating support		\$1,000	\$1,000	
Humane Society of the United States				
Washington, DC				
<i>Animal protection organization</i>				
General operating support		\$2,000	\$2,000	
Interfaith Outreach and Community Partners				
Wayzata, MN				
<i>Responds to people's basic needs for food, housing, child care, employment, transportation, and connections to community resources</i>				
Support for the IOCP Building Fund		\$2,000	\$2,000	
Khyentse Foundation				
San Francisco, CA				
<i>Supports institutions and individuals engaged in the study and practice of Buddhism</i>				
Support for the Deer Park Institute		\$1,000	\$1,000	
Los Angeles County Museum of Art				
Los Angeles, CA				
<i>Art museum</i>				
General operating support		\$1,000	\$1,000	
Midwest Art Conservation Center				
Minneapolis				
<i>Works for the preservation and conservation of art and artifacts in the Upper Midwest region</i>				
General operating support		\$1,000	\$1,000	
Minneapolis Heart Institute Foundation				
Minneapolis				
<i>Supports education and research to prevent and eventually end heart disease</i>				
General operating support		\$1,000	\$1,000	

Family Recommended Grants

	Grant Commitments Payable at Beginning of Year	Commitments Made During Year	Paid During Year	Grant Commitments Payable at End of Year
Minnesota Dance Theatre and The Dance Institute				
Minneapolis				
<i>Dance company and school</i>				
General operating support		\$1,000	\$1,000	
Minnesota Spay Neuter Assistance Program				
Plymouth, MN				
<i>Provides spay-neuter surgery to Minnesota shelters, rescue organizations and underserved populations</i>				
General operating support		\$1,000	\$1,000	
Myotonic Dystrophy Foundation				
Roseville, CA				
<i>Patient advocacy group dedicated to leading and mobilizing resources toward effective management, treatment, and a cure for myotonic dystrophy</i>				
General operating support		\$1,000	\$1,000	
Nalanbodhi				
Seattle, WA				
<i>Organization committed to exploring the ancient Buddhist science of mind as it applies to modern life</i>				
General operating support		\$1,000	\$1,000	
Naropa University				
Boulder, CO				
<i>Liberal arts college</i>				
Support for the Thomas Coburn Scholarship Fund		\$1,000	\$1,000	
The Nature Conservancy				
Minneapolis				
<i>Environmental and wildlife protection agency</i>				
General operating support		\$1,000	\$1,000	
Pediatric AIDS Coalition				
Los Angeles, CA				
<i>Raises funds and awareness about the importance of HIV education and testing, and works to halt the spread of pediatric AIDS</i>				
General operating support		\$2,000	\$2,000	

Family Recommended Grants

	Grant Commitments Payable at Beginning of Year	Commitments Made During Year	Paid During Year	Grant Commitments Payable at End of Year
Pheasants Forever				
Fergus Falls, MN				
<i>Dedicated to the conservation of pheasants, quail and other wildlife</i>				
General operating support		\$2,000	\$2,000	
Piedmont Council of the Arts				
Charlottesville, VA				
<i>Works to sustain the arts as an essential part of the quality of life in Charlottesville</i>				
General operating support		\$2,000	\$2,000	
Productive Alternatives				
Fergus Falls, MN				
<i>Provides services for individuals with disabilities</i>				
General operating support		\$2,000	\$2,000	
Project Kindle				
Santa Clarita, CA				
<i>Provides cost-free camping programs, year-round support and advocacy for children, young adults and families infected with or affected by HIV/AIDS</i>				
General operating support		\$2,000	\$2,000	
Project Success				
Minneapolis				
<i>Inspires young people to imagine, believe in, and act upon the possibilities in their own lives</i>				
General operating support		\$1,000	\$1,000	
Romero Institute				
La Selva Beach, CA				
<i>Policy research firm</i>				
General operating support		\$4,000	\$4,000	
St. Paul Academy & Summit School				
St. Paul				
<i>Private K-12 learning institution</i>				
General operating support		\$5,000	\$5,000	

Family Recommended Grants

	Grant Commitments Payable at Beginning of Year	Commitments Made During Year	Paid During Year	Grant Commitments Payable at End of Year
The Sakyong Foundation				
Boulder, CO				
<i>Provides support to organizations and projects whose activities exemplify the vision of Shambhala</i>				
Support for the Time Capsule Project		\$2,000	\$2,000	
Soldiers Angels				
Pasadena, CA				
<i>Sends care packages to soldiers in Afghanistan</i>				
Support for the Operation Patriot Care Package		\$1,000	\$1,000	
TigerLion Arts				
Minneapolis				
<i>Aims to awaken and celebrate humanity's fundamental goodness through theatre and film</i>				
Project support for Nature		\$2,000	\$2,000	
General operating support		\$3,000	\$3,000	
Union College				
Schenectady, NY				
<i>Private liberal arts college</i>				
General operating support		\$1,000	\$1,000	
Walker Art Center				
Minneapolis				
<i>Contemporary art museum</i>				
General operating support		\$1,000	\$1,000	
The Women's Initiative				
Charlottesville, VA				
<i>Provides mental health services to women</i>				
General operating support		\$3,000	\$3,000	
Yale University				
New Haven, CT				
<i>Private liberal arts college</i>				
Support for the Yale School of Management		\$3,000	\$3,000	
Total Family Recommended Grants	—	\$82,000	\$82,000	—
Grand Totals	\$465,000	\$445,000	\$650,000	\$260,000

Unfunded Commitments

	2010 Payment	Balance as of 12/31/2010
EDUCATION		
Minnesota Historical Society		
Toward a \$50,000 pledge of project support for the Minnesota's Greatest Generation Project	\$10,000	\$10,000
BODY, MIND AND SPIRIT		
Abbott Northwestern Hospital Foundation		
Toward a \$100,000 pledge of project support for the Institute for Health and Healing's Transformative Nurse Program	\$20,000	\$20,000
Collegeville Institute for Ecumenical and Cultural Research		
Toward a \$25,000 pledge for the Faith Leadership for an Ecumenical Future Campaign	\$5,000	\$5,000
THE ARTS		
Friends of Eastcliff		
Toward a \$100,000 pledge for restoration of the summerhouse	\$10,000	\$60,000
SteppingStone Theatre		
Toward a \$25,000 pledge for the capital campaign	\$5,000	\$5,000
SOCIAL EMPOWERMENT		
CAPI		
Toward a \$60,000 pledge of general operating support	\$20,000	\$20,000
Neighborhood Development Center		
Toward a \$60,000 pledge of support for the Midtown Global Market's Breakthrough Campaign	\$20,000	\$20,000
Plymouth Church Neighborhood Foundation		
Toward a \$30,000 pledge of capital support for North Haven II	\$20,000	\$20,000
Women's Foundation of Minnesota		
Toward a \$30,000 pledge of project support for Building the Power of Immigrant and Refugee Women and Girls	\$10,000	\$10,000
AMERICAN INDIAN FAMILY EMPOWERMENT PROGRAM		
The Tiwahe Foundation		
Toward a \$250,000 pledge of support for the Endowment Campaign	\$80,000	\$80,000
Total Unfunded Commitments	\$200,000	\$250,000

Financial Statements of Assets and Principal Arising from Cash Transactions

DECEMBER 31, 2010 AND 2009

	Market (unaudited)		Cost	
	2010	2009	2010	2009
Assets				
Investments				
Stocks	\$9,582,551	\$8,061,433	\$7,368,905	\$7,893,642
Investment in bonds and other obligations	\$2,744,504	\$1,598,007	\$2,660,027	\$1,532,197
Investment in limited partnerships	\$1,212,167	\$3,929,218	\$1,136,882	\$3,719,423
Cash and cash equivalents	\$1,110,585	\$276,239	\$1,110,585	\$276,239
<i>Total Investments</i>	\$14,649,807	\$13,864,897	\$12,276,399	\$13,421,501
<i>Principal arising from cash transactions</i>			\$12,276,399	\$13,421,501

Financial Statements of Cash Receipts and Disbursements and Changes in Principal

YEARS ENDED DECEMBER 31, 2010 AND 2009

	2010	2009
Receipts		
Dividends	\$158,445	\$155,190
Interest	\$88,756	\$87,918
Other portfolio (loss) income, net of excise tax	(\$49,126)	(\$55,365)
Total receipts	\$198,075	\$187,743
Disbursements		
General and administrative expenses	\$123,197	\$155,930
Investment management and custodial fees	\$144,669	\$148,314
Net loss on sales of investments	\$426,505	\$88,269
Charitable contributions	\$648,806	\$636,444
Total disbursements	\$1,343,177	\$1,028,957
Net decrease in principal for the year	(\$1,145,102)	(\$841,214)
Principal at beginning of year	\$13,421,501	\$14,262,715
Principal at end of year	\$12,276,399	\$13,421,501

Notes to Financial Statements

DECEMBER 31, 2010 AND 2009

Note 1. Significant Accounting Policies

Nature of Business

Marbrook Foundation (Foundation) was formed under an agreement dated November 1, 1948, to be operated exclusively for religious, charitable, scientific, literary or educational purposes within the United States.

Basis of Statement Presentation

The Foundation has adopted the modified cash basis of accounting and, accordingly, investments are recorded at cost in the accompanying financial statements, and the financial statements do not reflect such items as unrealized appreciation or depreciation on investments, accruals for interest and dividends receivable, accruals for federal excise taxes, or amortization of bond discounts and premiums. Market value of the investments is unaudited and shown for presentation purposes only.

Cash and Cash Equivalents

The Foundation considers all highly liquid investments in debt securities with original maturities of three months or less, when purchased, to be cash equivalents. The short-term highly liquid investments are carried at cost, which approximates market. At times, cash and cash equivalents may be in excess of FDIC insurance limits.

Carrying Value of Investments

Investments are recorded at cost at the trade date, adjusted for subsequent repayments of principal as applicable. Gains and losses on the sales of investments are computed on a specific identification basis. Market values for common stocks and fixed income securities disclosed in the accompanying financial statements are based upon published quotations. Limited partnership investments are valued at management's best estimate of fair value. Management's valuations are generally based on the Foundation's capital balance as reported by the investment partnership, subject to the Foundation's review and approval.

Charitable Contributions

It is the Foundation's policy to comply with federal income tax regulations governing the minimum amount of charitable contributions to be distributed.

Use of Estimates

The preparation of financial statements in conformity with the modified cash basis of accounting requires management to make estimates and assumptions that affect certain reported amounts and disclosures in the financial statements. Actual results could differ from those estimates.

Income Taxes

The Foundation has adopted the provisions of FASB Accounting Standards Codification Topic ASC 740-10 (previously Financial Interpretation No. 48, *Accounting for Uncertainty in Income Taxes*) on January 1, 2009. The implementation of this standard had no impact on the financial statements. The Foundation undergoes an annual analysis of its various tax positions, assessing the likelihood of those positions being upheld upon examination with relevant tax authorities, as defined by ASC 740-10.

The Foundation will recognize future interest and penalties related to unrecognized tax benefits in income tax expense if incurred. The Foundation is no longer subject to Federal tax examinations by tax authorities for years before 2007 and state examinations for years before 2007.

Subsequent Events

The Foundation has evaluated subsequent events through August 11, 2011, the date which the financial statements were available to be issued.

Note 2. Excise Tax

The Foundation is classified as a private foundation, as defined in Section 509(a) of the Internal Revenue Code and is subject to an excise tax on net investment income. The effective excise tax rate was 1% for the years ended December 31, 2010 and 2009.

Excise tax on net investment income includes net federal and state tax payments of \$3,740 in 2010 and a net federal tax refund of \$5,132 in 2009.

Note 3. Commitments

At December 31, 2010, the Foundation has unpaid pledges for charitable contributions totaling \$210,000, payable over the next two years, and an aggregate total of \$250,000. The payments are expected as follows:

<u>Years Ending December 31,</u>	<u>Amount</u>
2011	\$190,000
2012	\$20,000
2013	\$10,000
2014	\$10,000
2015	\$10,000
Thereafter	\$10,000
	<u>\$250,000</u>

Note 4. Related-Party Transactions

Certain administrative expenses are allocated to the Foundation by Sawmill Private Management, Inc. (formerly Brooks Associates, Inc.), an affiliated entity. The Foundation paid approximately \$24,407 and \$25,322 in related-party administrative costs and grant fees in 2010 and 2009, respectively.

Note 5. Leases

The Foundation leases office space under an operating lease that expires on February 28, 2017. The following is a schedule by year of future minimum lease payments required under the lease:

<u>Years Ending December 31,</u>	<u>Amount</u>
2011	\$3,350
2012	\$4,188
2013	\$4,355
2014	\$4,355
2015	\$4,355
Thereafter	\$5,081
	<u>\$25,684</u>

Independent Auditor's Report
THE BOARD OF TRUSTEES
MARBROOK FOUNDATION
MINNEAPOLIS, MINNESOTA

We have audited the accompanying statements of assets and principal arising from cash transactions of **Marbrook Foundation** (Foundation) as of December 31, 2010 and 2009, and the related statements of cash receipts and disbursements and changes in principal for the years then ended. These financial statements are the responsibility of the Foundation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Foundation's internal control over financial reporting. Accordingly, we do not express such an opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As described in Note 1, these financial statements were prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

In our opinion, the financial statements referred to above present fairly, in all material respects, the assets and principal arising from cash transactions of the Foundation as of December 31, 2010 and 2009, and its cash receipts and disbursements and changes in principal for the years then ended on the basis of accounting described in Note 1.

Eide Bailly LLP
Minneapolis, Minnesota
August 11, 2011

Application Procedures

Marbrook Foundation makes grants to tax-exempt organizations in five areas of focus: Environment, Education, Body, Mind and Spirit, The Arts, and Social Empowerment. The Foundation has no formal application form. Proposals are usually submitted as letters with attachments. The **Minnesota Common Grant Application** will be accepted provided that all of the following information is included.

Applicants should submit one copy of a proposal including the following:

- Description of the organization requesting support
- Description of the objectives for which the grant is sought
- Specific details on how the objectives are to be attained
- Budget
- List of major contributors and amounts received, committed or pending
- Proposed method of evaluation to determine the eventual extent to which the proposed objectives are to be met
- Board of Directors List
- 501(c)(3) Ruling Letter
- Most recent Annual Report

Marbrook Foundation deadlines are May 15 and November 15. Trustee meetings to consider grant proposals are generally held in June and December. Specific dates for the Trustee meetings are usually determined approximately five months ahead of time.

Applications should be sent to:

Julie S. Hara, *Executive Director*
Marbrook Foundation
1300 U.S. Trust Building
730 Second Avenue South
Minneapolis, Minnesota 55402

Preliminary inquiries may be made by calling Julie Hara at 612-752-1783 or emailing her at jhara@marbrookfoundation.org.

Restrictions

Marbrook Foundation only makes grants to nonprofit organizations that are tax-exempt under Internal Revenue Code 501(c)(3). The Foundation generally limits its grants to established organizations located in the Twin Cities metropolitan area. The Foundation typically does not fund:

- start-up organizations
- programs for the elderly
- domestic abuse programs
- disease-related organizations
- early-childhood education
- legal services
- conferences and events
- food shelves
- homeless shelters
- programs serving the physically or mentally disabled
- individuals or organizations which attempt to influence legislation or to intervene in any political campaign.