Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending ,

G Check all that apply [X] Initial return [ ] Initial Return of a former public charity [ ] Final return
[ ] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific instructions.

THE H L BROWN JR FAMILY FOUNDATION
P.O. BOX 2237
MIDLAND, TX 79702-2237

A Employer identification number: 26-1223638

B Telephone number (see the instructions): 432-683-5216

C If exemption application is pending, check here ► [ ]

D 1 Foreign organizations, check here ► [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ► [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ► [ ]

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ►$ 4,539,232.

J Accounting method: [ ] Cash [ ] Accrual
[X] Other (specify) GAAP
(Part I, column (d) must be on cash basis)

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 the instructions))*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc, received (att sch)	4,604,767.			
2 Ck ► [ ] if the foundn is **not** req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	36,594.	36,594.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	22,644.			
b Gross sales price for all assets on line 6a 250,115.				
7 Capital gain net income (from Part IV, line 2)		22,644.		
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/(loss) (att sch)				
11 Other income (attach schedule)				
12 **Total.** Add lines 1 through 11	4,664,005.	59,238.	0.	
13 Compensation of officers, directors, trustees, etc	90,000.	18,000.		63,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) See St 1	15,291.			7,646.
b Accounting fees (attach sch) See St 2	2,000.			
c Other prof fees (attach sch) See St 3	1,335.	1,335.		
17 Interest				
18 Taxes (attach schedule)(see instr) See Stm 4	6,885.	1,378.		4,820.
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications	516.			366.
23 Other expenses (attach schedule) See Statement 5	725.			230.
24 **Total operating and administrative expenses.** Add lines 13 through 23	116,752.	20,713.		76,062.
25 Contributions, gifts, grants paid Part XV	118,500.			118,500.
26 **Total expenses and disbursements.** Add lines 24 and 25	235,252.	20,713.	0.	194,562.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	4,428,753.			
b **Net investment income** (if negative, enter -0-)		38,525.		
c **Adjusted net income** (if negative, enter -0-)			0.	

REVENUE — OPERATING AND ADMINISTRATIVE EXPENSES

SCANNED AUG 26 2010

RECEIVED AUG 17 2010 OGDEN, UT IRS-OSC

10 68

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		2,465.	2,465.
	2 Savings and temporary cash investments		2,528,250.	2,528,250.
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	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)			
	b Investments — corporate stock (attach schedule) Statement 6		549,998.	616,039.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) Statement 7		1,348,040.	1,392,478.
	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 instructions. Also, see page 1, item I)	0.	4,428,753.	4,539,232.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & 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 SFAS 117, check here ► [ ] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds		4,539,232.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see the instructions)	0.	4,539,232.	
	31 Total liabilities and net assets/fund balances (see the instructions)	0.	4,539,232.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	0.
2	Enter amount from Part I, line 27a	2	4,428,753.
3	Other increases not included in line 2 (itemize) ► See Statement 8	3	110,479.
4	Add lines 1, 2, and 3	4	4,539,232.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	4,539,232.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	PUBLICLY TRADED SECURITIES	P		
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	250,115.		227,471.	22,644.
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				22,644.
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	22,644.
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 the instructions). If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008			
2007			
2006			
2005			
2004			

2	**Total** of line 1, column (d)	2	
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.	3	
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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

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

1 a 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 instr.)**			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b		1	771.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	771.
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	771.
6 Credits/Payments:			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	0.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached		8	19.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	790.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ►	Refunded ►	11	

Part VII-A **Statements Regarding Activities**

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
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		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► TX			
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* See Statement 9	8b		X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses* See Statement 10	10	X	

Part VII-A Statements Regarding Activities *Continued*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► WILLIAM L. TERRY Telephone no. ► 432-688-3730

Located at ► 300 W. LOUISIANA MIDLAND TX ZIP + 4 ► 79701-3401

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

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 the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ 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 the instructions.)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 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 2009 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 2009.)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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	N/A
Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No		
If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If 'Yes' to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
HUBERT L. BROWN III 300 W. LOUISIANA AVE MIDLAND, TX 79701-3401	Executive Di 15.00	45,000.	0.	0.
ANNABELLE B. FOWLKES 300 W. LOUISIANA AVE MIDLAND, TX 79701-3401	Executive Di 15.00	45,000.	0.	0.
Q. PETER COURTNEY III 300 W. LOUISIANA AVE MIDLAND, TX 79701-3401	Director 0	0.	0.	0.

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 N/A	
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 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ►	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes: **a** Average monthly fair market value of securities	1a	1,730,693.
b Average of monthly cash balances	1b	1,028,106.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	2,758,799.
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	2,758,799.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	41,382.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,717,417.
6 **Minimum investment return.** Enter 5% of line 5	6	135,871.

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	135,871.
2a Tax on investment income for 2009 from Part VI, line 5 — 2a: 771.		
b Income tax for 2009 (This does not include the tax from Part VI.) — 2b:		
c Add lines 2a and 2b	2c	771.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	135,100.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	135,100.
6 Deduction from distributable amount (see instructions)	6	
7 **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	135,100.

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	194,562.
b Program-related investments — total from Part IX-B	1b	
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	194,562.
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	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	194,562.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				135,100.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► $ 194,562.				
a Applied to 2008, 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 2009 distributable amount				135,100.
e Remaining amount distributed out of corpus	59,462.			
5 Excess distributions carryover applied to 2009 *(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	59,462.			
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 2008 Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	59,462.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009 59,462.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ►

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

	Tax year	Prior 3 years			
	(a) 2009	**(b)** 2008	**(c)** 2007	**(d)** 2006	**(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 organization had $5,000 or more in assets at any time during the year — see instructions.)**

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

See Statement 11

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

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 Statement 12				
Total .			► **3a**	118,500.
***b** Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					36,594.
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					
8 Gain or (loss) from sales of assets other than inventory					22,644.
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)					59,238.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	59,238.

(See worksheet in the instructions for line 13 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 the instructions.)
N/A	

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

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

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

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

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

b If 'Yes,' complete the following schedule.

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

SIGN HERE

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

▶ [signature] 8/11/2010 ▶ Executive Direc

Signature of officer or trustee Date Title

Paid Preparer's Use Only

Preparer's signature ▶ William L. Terry, CPA	Date 8/11/2010	Check if self-employed ▶ ☐	Preparer's Identifying number (See **Signature** in the instrs) 317-52-4229
Firm's name (or yours if self-employed), address, and ZIP code ▶ H.L. Brown Operating, LLC 300 W. Louisana Midland, TX 79701		EIN ▶ 75-2932272	Phone no ▶ (432) 688-3730

TEEA0503L 07/06/09

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**

OMB No 1545-0047

2009

Name of the organization	Employer identification number
THE H L BROWN JR FAMILY FOUNDATION	26-1223638

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, $5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules –

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year. ► $ ________

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

Name of organization
THE H L BROWN JR FAMILY FOUNDATION

Employer identification number
26-1223638

Part I **Contributors** (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	HL BROWN JR CHAR. LEAD ANNUITY TR 300 W LOUISIANA AVE MIDLAND, TX 79701-3401	$ 4,604,767.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: THE H L BROWN JR FAMILY FOUNDATION

Employer identification number: 26-1223638

Part II Noncash Property (see instructions.)

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

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

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

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

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

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

Name of organization
THE H L BROWN JR FAMILY FOUNDATION

Employer identification number
26-1223638

Part III ***Exclusively* religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** (Complete cols **(a)** through **(e)** and the following line entry.)

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year. (Enter this information once – see instructions.) ► $ N/A

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

(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

Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LEGAL FEES FOR ADMIN/OPERATIONS	$ 15,291.			$ 7,646.
Total	$ 15,291.	$ 0.	$ 0.	$ 7,646.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
TAX PREP FEES	$ 2,000.			
Total	$ 2,000.	$ 0.	$ 0.	$ 0.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
GS - LCG PORTFOLIO MGT FEE	$ 663.	$ 663.		
GS - LCV PORTFOLIO MGT FEE	672.	672.		
Total	$ 1,335.	$ 1,335.	$ 0.	$ 0.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PAYROLL TAX EXPENSE	$ 6,885.	$ 1,378.		$ 4,820.
Total	$ 6,885.	$ 1,378.	$ 0.	$ 4,820.

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ASSN OF SMALL FOUNDATIONS - DUES	$ 495.			
OVERNIGHT EXPRESS MAIL	230.			$ 230.
Total	$ 725.	$ 0.	$ 0.	$ 230.

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
AMERICAN TOWER CORPORATION - 353 SHS	Cost	$ 11,334.	$ 15,253.
APPLE INC - 67 SHS	Cost	10,758.	14,119.
BAXTER INTERNATIONAL INC - 208 SHS	Cost	10,626.	12,205.
BIOGEN IDEC INC - 92 SHS	Cost	4,929.	4,922.
BROARDCOM CORP - 320 SHS	Cost	8,991.	10,070.
CB RICHARD ELLIS GROUP INC - 735 SHS	Cost	7,178.	9,974.
CHARLES SCHWAB CORP - 379 SHS	Cost	6,974.	7,133.
CISCO SYSTEMS INC - 521 SHS	Cost	10,975.	12,473.
CME GROUP INC - 34 SHS	Cost	10,605.	11,423.
COSTCO WHOLESALE CORP - 157 SHS	Cost	8,326.	9,290.
CROWN CASTLE INTL CORP - 200 SHS	Cost	5,057.	7,808.
EQUINIX INC - 118 SHS	Cost	9,352.	12,526.
EXPRESS SCRIPTS - 67 SHS	Cost	5,113.	5,790.
GILEAD SCIENCES - 116 SHS	Cost	5,393.	5,019.
HALLIBURTON COMPANY - 211 SHS	Cost	6,403.	6,349.
JOHNSON & JOHNSON - 187 SHS	Cost	10,658.	12,045.
LOWES COMPANIES INC - 346 SHS	Cost	7,105.	8,093.
MARRIOTT INTL INC CL A - 189 SHS	Cost	4,822.	5,150.
MICROSOFT CORP - 424 SHS	Cost	9,711.	12,923.
NIKE CLASS B - 70 SHS	Cost	4,591.	4,625.
OCCIDENTAL PETROLEUM CORP - 38 SHS	Cost	2,899.	3,091.
ORACLE CORP - 519 SHS	Cost	10,778.	12,731.
PEOPLES UNITED FINANCIAL - 253 SHS	Cost	4,137.	4,225.
PEPSICO INC - 195 SHS	Cost	11,230.	11,856.
PROCTER & GAMBLE CO - 201 SHS	Cost	10,897.	12,187.
QUALCOMM INC - 313 SHS	Cost	13,785.	14,479.
SCHLUMBERGER LTD - 176 SHS	Cost	10,067.	11,456.
ST JUDE MEDICAL INC - 241 SHS	Cost	8,745.	8,864.
TARGET CORP - 183 SHS	Cost	7,930.	8,852.
THERMO FISHER SCIENTIFIC - 137 SHS	Cost	5,667.	6,533.
VISA INC - 95 SHS	Cost	6,640.	8,309.
WESTERN UNION COMPANY - 397 SHS	Cost	6,986.	7,483.
SUNCOR ENERGY INC - 199 SHS	Cost	6,748.	7,027.
TEVA PHARMACEUTICAL - 100 SHS	Cost	4,872.	5,618.
AFLAC INC - 152 SHS	Cost	5,736.	7,030.
APACHE CORP - 61 SHS	Cost	6,092.	6,293.
BANK OF AMERICA CORP - 864 SHS	Cost	12,071.	13,012.
BAXTER INTERNATIONAL INC - 191 SHS	Cost	9,695.	11,208.
BIOGEN IDEC INC - 167 SHS	Cost	7,975.	8,934.
BOEING COMPANY - 131 SHS	Cost	6,802.	7,091.
CHEVRON CORP - 40 SHS	Cost	3,136.	3,079.

Statement 6 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
CISCO SYSTEMS INC - 382 SHS	Cost	$ 8,755.	$ 9,145.
DIRECTV - 168 SHS	Cost	4,834.	5,603.
DISH NETWORK CORP - 337 SHS	Cost	5,810.	6,999.
DOW CHEMICAL CO - 383 SHS	Cost	8,581.	10,582.
EMERSON ELECTRIC CO - 142 SHS	Cost	5,166.	6,049.
ENTERGY CORP - 98 SHS	Cost	7,356.	8,020.
EOG RESOURCES INC - 79 SHS	Cost	6,441.	7,687.
FIRSTENERGY CORP - 169 SHS	Cost	6,833.	7,850.
FRANKLIN RESOURCES INC - 59 SHS	Cost	5,202.	6,216.
GENERAL ELECTRIC CO - 408 SHS	Cost	6,282.	6,173.
GENERAL MILLS INC - 41 SHS	Cost	2,383.	2,903.
HALLIBURTON CO - 292 SHS	Cost	8,298.	8,786.
HESS CORP - 53 SHS	Cost	3,141.	3,207.
HEWLETT-PACKARD CO - 178 SHS	Cost	7,121.	9,169.
HONEYWELL INTL INC - 248 SHS	Cost	8,833.	9,722.
JOHNSON & JOHNSON - 143 SHS	Cost	8,136.	9,211.
JOHNSON CONTROLS INC - 182 SHS	Cost	4,346.	4,958.
JP MORGAN CHASE & CO - 353 SHS	Cost	13,634.	14,710.
MERCK & CO INC - 124 SHS	Cost	4,680.	4,531.
NEWFIELD EXPLORATION CO - 164 SHS	Cost	7,390.	7,910.
OCCIDENTAL PETROLEUM - 148 SHS	Cost	10,438.	12,040.
ORACLE CORP - 286 SHS	Cost	7,123.	7,016.
PRUDENTIAL FINANCIAL INC - 119 SHS	Cost	6,035.	5,921.
SLM CORP - 325 SHS	Cost	2,635.	3,663.
SPRINT NEXTEL CORP - 1558 SHS	Cost	7,030.	5,702.
STAPLES INC - 322 SHS	Cost	6,856.	7,918.
STATE STREET CORP - 98 SHS	Cost	4,931.	4,267.
TARGET CORP - 139 SHS	Cost	6,950.	6,723.
THE BANK OF NY MELLON - 211 SHS	Cost	6,065.	5,902.
THE TRAVELERS COMPANIES - 169 SHS	Cost	7,667.	8,426.
W R BERKLEY CORP - 239 SHS	Cost	5,723.	5,889.
WALMART STORES INC - 71 SHS	Cost	3,541.	3,795.
WLLPOINT INC - 124 SHS	Cost	5,765.	7,228.
BP PLC SPONSORED ADR - 104 SHS	Cost	6,094.	6,029.
COVIDIEN PLC - 102 SHS	Cost	4,317.	4,885.
UNILEVER NV NY - 144 SHS	Cost	3,817.	4,656.
	Total	$ 549,998.	$ 616,039.

Statement 7
Form 990-PF, Part II, Line 13
Investments - Other

Other Publicly Traded Securities	Valuation Method	Book Value	Fair Market Value
GS HIGH YIELD INSTL MUTUAL FUND CLASS 1	Cost	$ 103,868.	$ 113,447.
GS SHORT DURATION GOVT MUTUAL FUND CL A	Cost	846,952.	836,515.
GS SMALL/MID CAP GROWTH FUND - A	Cost	65,000.	81,662.
ISHARES MSCI EAFE INDEX FUND	Cost	272,163.	300,170.
GS EMERGING MARKETS EQUITY FUND	Cost	60,057.	60,684.
	Total	$ 1,348,040.	$ 1,392,478.

Statement 8
Form 990-PF, Part III, Line 3
Other Increases

GS - UNREALIZED GAINS	$ 110,479.
Total	$ 110,479.

Statement 9
Form 990-PF, Part VII-A, Line 8b
Copies of Form 990-PF to State Officials

None Required.

Statement 10
Form 990-PF, Part VII-A, Line 10
Substantial Contributors During the Tax Year

Name of Substantial Contributor	Address of Substantial Contributor
HL BROWN JR CHAR. LEAD ANNUITY TR	300 W LOUISIANA AVE MIDLAND, TX 79701-3401

Statement 11
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:	
Name:	HUBERT L. BROWN III
Care Of:	
Street Address:	300 W. LOUISIANA AVE
City, State, Zip Code:	MIDLAND, TX 79701-3401
Telephone:	
Form and Content:	NO SPECIFIC APPLICATION FORM REQUIRED. INCLUDE INFORMATION ABOUT YOUR ORGANIZATION AND HOW THE GRANT WILL BENEFIT YOUR ORGANIZATION.
Submission Deadlines:	NONE
Restrictions on Awards:	NONE GENERALLY, BUT MAY HAVE SPECIFIC USES ON A GRANT BY GRANT BASIS.

Statement 12
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
AVON OLD FARMS SCHOOL 500 OLD FARMS ROAD AVON, CT 06001	NONE	PUBLIC CH	FOR SCHOOL OPERATIONS	$ 1,000.
THE BUCKLEY SCHOOL 113 EAST 73RD STREET NEW YORK, NY 10131	NONE	PUBLIC CH	FOR SCHOOL OPERATIONS	2,000.
CANCER RESEARCH INSTITUTE 55 BROADWAY, SUITE 1802 NEW YORK, NY 10006	NONE	PUBLIC CH	FOR CANCER RESEARCH	2,000.
CANCER THERAPY & RESEARCH CENTER'S INST. 7979 WURZBACH ROAD, SUITE 600 SAN ANTONIO, TX 78229	NONE	PUBLIC CH	FOR DRUG DEVELOPEMENT AT UTHSC	1,000.
CENTRAL PARK CONSERVANCY - PLAYGROUND PR 14 EAST 60 TH STREET NEW YORK, NY 10002	NONE	PUBLIC CH	FOR PLAYGROUND	2,500.
THE EPISCOPAL SCHOOL 35 EAST 69TH STREET NEW YORK, NY 10021	NONE	PUBLIC CH	TO HONOR GROUP 4 TEACHERS	10,000.
FIRST PRESBYTERIAN CHURCH 800 WEST TEXAS AVENUE MIDLAND, TX 79701	NONE	PUBLIC CH	FOR DEACON'S FUND	1,000.
FORT WORTH COUNTRY DAY SCHOOL 4200 COUNTRY DAY LANE FORT WORTH, TX 76109	NONE	PUBLIC CH	FOR SCHOOL OPERATIONS	1,000.
GROUNDWORK, INC. 595 SUTTER AVENUE BROOKLYN, NY 11207	NONE	PUBLIC CH	FOR SCHOOL OPERATIONS	10,000.
THE HAROLD C. SIMMONS COMP CANCER CENTER 6000 HARRY HINE BLVD, SUITE NB2.300 DALLAS, TX 75235	NONE	PUBLIC CH	FOR CANCER RESEARCH	500.
HOSPICE OF MIDLAND 911 WEST TEXAS MIDLAND, TX 79701	NONE	PUBLIC CH	FOR HOSPICE OPERATIONS	500.

Statement 12 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
JOHN HOPKINS UNIVERSITY 624 NORTH BROADWAY, ROOM 819 BALTIMORE, MD 21210	NONE	PUBLIC CH	FOR SCHOOL OPERATIONS	$ 2,000.
MAYO CLINIC - ROCHESTER 200 FIRST STREET SW ROCHESTER, MN 55095	NONE	PUBLIC CH	FOR HOSPITAL OPERATIONS	10,000.
MIDLAND CHILDREN REHABILITATION CENTER 802 VENTURA MIDLAND, TX 79705	NONE	PUBLIC CH	FOR REHAB OPERATIONS	5,000.
MIDLAND MEMORIAL FOUNDATION 2200 WEST ILLINOIS STREET MIDLAND, TX 79701	NONE	PUBLIC CH	FOR MMH BUILDING FUND	10,000.
NANTUCKET CONSERVATION FOUNDATION 118 CLIFF ROAD NANTUCKET , MA 02554	NONE	PUBLIC CH	FOR CONSERVATORY OPERATIONS	1,000.
NEW MEXICO MILITARY INSTITUTE 101 WEST COLLEGE BLVD ROSWELL, NM 88201	NONE	PUBLIC CH	FOR SCHOOL OPERATIONS	2,500.
THE NYSPCC 17-19 MARBLE AVENUE PLEASANTVILLE, NY 10570	NONE	PUBLIC CH	FOR SPCC OPERATIONS	1,000.
PERMIAN BASIN PETROLEUM MUSEUM 1500 INTERSTATE 20 WEST MIDLAND, TX 79701	NONE	PUBLIC CH	FOR MUSEUM OPERATIONS	10,000.
PLANNED PARENTHOOD 910-B SOUTH GRANT ODESSA, TX 79761	NONE	PUBLIC CH	FOR PLANNED PARENTHOOD OPERATIONS	5,000.
ST. JAMES CHURCH 865 MADISON AVENUE NEW YORK, NY 10021	NONE	PUBLIC CH	FOR CHURCH OPERATIONS	500.
ST. PAUL'S SCHOOL 325 PLEASANT STREET CONCORD, NH 03301	NONE	PUBLIC CH	ANNUAL GIVING PROGRAM	2,000.
SCHOOL YEAR ABROAD 439 SOUTH UNION STREET LAWRENCE, MA 01843	NONE	PUBLIC CH	FOR SCHOOL OPERATIONS	2,000.

Statement 12 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
THE SOCIETY OF MSKCC 1233 YORK AVENUE NEW YORK, NY 10065	NONE	PUBLIC CH	FOR CANCER RESEARCH	$ 10,000.
TEXAS BALLET THEATRE 6845 GREEN OAKS ROAD FORT WORTH, TX 76116	NONE	PUBLIC CH	FOR SCHOLARSHIP FUND	2,500.
TRINITY SCHOOL 3500 WEST WADLEY AVENUE MIDLAND, TX 79707	NONE	PUBLIC CH	FOR SCHOOL OPERATIONS	2,500.
UNIVERSITY OF TEXAS 1 UNIVERSITY STATION C2104 AUSTIN, TX 78712	NONE	PUBLIC CH	SET UP FELLOWSHIP FUND	10,000.
VAIL VALLEY MEDICAL CENTER 181 WEST MEADOW DRIVE VAIL , CO 81657	NONE	PUBLIC CH	FOR HOSPITAL OPERATIONS	1,000.
THE WHARTON SCHOOL 344 VANCE HALL, 3733 SPRUCE STREET PHILADELPHIA, PA 19104	NONE	PUBLIC CH	ALUMNI AFFAIRS AND ANNUAL GIVING	10,000.
			Total	$ 118,500.