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

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning

, 2009, and ending

G Check all that apply:

 Initial return Initial Return of a former public charity Final return Amended return Address change Name changeUse the
IRS label.
Otherwise,
print
or type.
See Specific
InstructionsM.K. BROWN FOUNDATION, INC.
P.O. BOX 581
PAMPA, TX 79066-0581

A Employer identification number

75-6034058

B Telephone number (see the instructions)

806-669-6890

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: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16) J Accounting method Cash Accrual
 Other (specify) ► \$ 5,531,358. (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)

REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	10,000.		
	2 Ck ► <input type="checkbox"/> if the foundn is not req to att Sch B			
	3 Interest on savings and temporary cash investments	1,743.	1,743.	1,743.
	4 Dividends and interest from securities	127,710.	127,710.	127,710.
	5a Gross rents b Net rental income or (loss)			
	6a Net gain/(loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a	105,232.		
	7 Capital gain net income (from Part IV, line 2)		105,232.	
	8 Net short-term capital gain			169,672.
	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) See Statement 1	272,049.	272,049.	272,049.
	12 Total Add lines 1 through 11	516,734.	506,734.	571,174.
	13 Compensation of officers, directors, trustees, etc	0.		
	14 Other employee salaries and wages	15,000.	12,150.	12,150.
	15 Pension plans, employee benefits			2,850.
	16a Legal fees (attach schedule) b Accounting fees (attach sch) See St 2	10,500.	8,505.	8,505.
	c Other prof fees (attach sch)			1,995.
	17 Interest	38.	31.	31.
	18 Taxes (attach schedule) See Stm 3	33,483.	20,173.	20,173.
	19 Depreciation (attach sch) and depletion	762.	381.	381.
	20 Occupancy	5,685.	4,605.	4,605.
	21 Travel, conferences, and meetings			1,080.
	22 Printing and publications			
	23 Other expenses (attach schedule) See Statement 4	39,533.	32,022.	32,022.
	24 Total operating and administrative expenses. Add lines 13 through 23	105,001.	77,867.	77,867.
	25 Contributions, gifts, grants paid Part XV	103,350.		103,350.
	26 Total expenses and disbursements. Add lines 24 and 25	208,351.	77,867.	77,867.
	27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements	308,383.		
	b Net investment income (if negative, enter -0)		428,867.	
	c Adjusted net income (if negative, enter -0)			493,307.

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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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	1,271,669.	353,046.	353,046.
	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)	101,414.		
	b	Investments – corporate stock (attach schedule)	845,368.	2,212,041.	2,212,041.
	c	Investments – corporate bonds (attach schedule)	1,157,168.	1,684,250.	1,684,250.
	11	Investments – land, buildings, and equipment basis			
L I A B L I T I E S		Less accumulated depreciation (attach schedule)			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)	21,349.	29,560.	29,560.
	14	Land, buildings, and equipment basis	1,297,063.		
		Less accumulated depreciation (attach schedule) See Stmt 5	56,650.	1,418,045.	1,240,413.
	15	Other assets (describe ▶ See Statement 6)	10,147.	12,048.	12,048.
	16	Total assets (to be completed by all filers – see instructions Also, see page 1, item I)	4,825,160.	5,531,358.	5,531,358.
	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 ▶ See Statement 7)	1,763.	2,097.	
	23	Total liabilities (add lines 17 through 22)	1,763.	2,097.	
N F E T N D A S S E L T S N C O R S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			<input checked="" type="checkbox"/>	
	24	Unrestricted	4,823,397.	5,529,261.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			<input type="checkbox"/>	
	27	Capital stock, trust principal, or current funds			
	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)	4,823,397.	5,529,261.	
	31	Total liabilities and net assets/fund balances (see the instructions)	4,825,160.	5,531,358.	

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	4,823,397.
2	Enter amount from Part I, line 27a	2	308,383.
3	Other increases not included in line 2 (itemize) ▶ See Statement 8	3	574,761.
4	Add lines 1, 2, and 3	4	5,706,541.
5	Decreases not included in line 2 (itemize) ▶ See Statement 9	5	177,280.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	5,529,261.

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 See Statement 10					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))	
(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		
a					
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	105,232.
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	169,672.

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

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

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

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

 Yes No

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

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

(a) Base period years 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	455,727.	5,378,365.	0.084733
2007	334,338.	5,104,398.	0.065500
2006	638,434.	4,159,881.	0.153474
2005	194,410.	4,196,446.	0.046327
2004	201,972.	4,064,166.	0.049696

2 Total of line 1, column (d)	2	0.399730
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	0.079946
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	4,961,593.
5 Multiply line 4 by line 3	5	396,660.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,289.
7 Add lines 5 and 6	7	400,949.
8 Enter qualifying distributions from Part XII, line 4	8	121,526.

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 ► <input type="checkbox"/> and enter 'N/A' on line 1	1	8,577.
Date of ruling or determination letter. _____ (attach copy of letter if necessary - see instr.)	2	0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b	3	8,577.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)	4	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	5	8,577.
3 Add lines 1 and 2		
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6 Credits/Payments:		
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	6,480.
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	6,480.
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,097.
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
<i>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</i>		
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?	2	X
<i>If 'Yes,' attach a detailed description of the activities</i>		
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? <i>If 'Yes,' attach a conformed copy of the changes</i>	3	X
4 a 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?	5	X
<i>If 'Yes,' attach the statement required by General Instruction T</i>		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either	6	X
• 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?		
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	7	X
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) ►	8b	X
<i>TX</i>		
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? <i>If 'No,' attach explanation</i>	9	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)? <i>If 'Yes,' complete Part XIV</i>	10	X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		

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Part VII-A Statements Regarding Activities Continued

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? Website address	13	X
14	The books are in care of ► <u>LELAND WATERS</u> Located at ► <u>2608 DOGWOOD, PAMPA, TX</u>	Telephone no ► <u>806-669-6890</u> ZIP + 4 ► <u>79065</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	N/A ► 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here	► <input type="checkbox"/>	1b N/A
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? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)
- (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
 Yes No
 Yes No
 Yes No
 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/AOrganizations 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 NoIf 'Yes,' attach the statement required by *Regulations section 53 4945-5(d)*.**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If 'Yes' to 6b, file Form 8870

6b X**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
LELAND W. WATERS 2608 DOGWOOD LANE PAMPA, TX 79065	Chairman 0	0.	0.	0.
WM. JARREL SMITH, JR 18482 LANIER ISLAND SQ LEESBURG, VA 20176	VICE CHMN 0	0.	0.	0.
DOUG CARMICHAEL 2354 CHESTNUT DR PAMPA, TX 79065	SEC/TREAS 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		

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.

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.

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

Total. Add lines 1 through 3

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a Average monthly fair market value of securities	1a	3,613,052.
b Average of monthly cash balances	1b	171,638.
c Fair market value of all other assets (see instructions)	1c	1,252,460.
d Total (add lines 1a, b, and c)	1d	5,037,150.
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	5,037,150.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	75,557.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,961,593.
6 Minimum investment return. Enter 5% of line 5	6	248,080.

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	248,080.
2a Tax on investment income for 2009 from Part VI, line 5	2a	8,577.
b Income tax for 2009 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	8,577.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	239,503.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	239,503.
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	239,503.

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	121,526.
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	121,526.
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	121,526.

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				239,503.
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	436,424.			
d From 2007	88,534.			
e From 2008	199,727.			
f Total of lines 3a through e	724,685.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 121,526.			0.	
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				121,526.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	117,977.			117,977.
6 Enter the net total of each column as indicated below:	606,708.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 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	606,708.			
10 Analysis of line 9.				
a Excess from 2005				
b Excess from 2006	318,447.			
c Excess from 2007	88,534.			
d Excess from 2008	199,727.			
e Excess from 2009				

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

N/A

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

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	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
Name and address (home or business)				
<i>a Paid during the year</i> See Statement 12				
Total				► 3a 103,350.
<i>b Approved for future payment</i>				
Total				► 3b
BAA	TEEA0501L 07/06/09			Form 990-PF (2009)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
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			14	1,743.	
4 Dividends and interest from securities			14	127,710.	
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				869.	104,363.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a ROYALTY INCOME			15	272,049.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				402,371.	104,363.
13 Total. Add line 12, columns (b), (d), and (e)				13	506,734.

(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	

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

Department of the Treasury
Internal Revenue Service

OMB No 1545 0047

Schedule of Contributors

► Attach to Form 990, 990-EZ, or 990-PF

2009

Name of the organization

M.K. BROWN FOUNDATION, INC.

Employer identification number

75-6034058

Organization type (check one).

Filers of:

Form 990 or 990-EZ

Section:

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 (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)

**BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990EZ, or 990-PF.**

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

M.K. BROWN FOUNDATION, INC.

75-6034058

Part I **Contributors** (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	SANTA FE HISTORICAL RAILWAY MUSEUM 500 S TAYLOR, SUITE 1060 AMARILLO, TX 79101	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)

Name of organization

M.K. BROWN FOUNDATION, INC.

Employer identification number

75-6034058

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
		\$	
		\$	

BAA

Name of organization

M. K. BROWN FOUNDATION, INC.

Employer identification number

75-6034058

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	

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
ROYALTY INCOME	\$ 272,049.	\$ 272,049.	\$ 272,049.
Total	<u>\$ 272,049.</u>	<u>\$ 272,049.</u>	<u>\$ 272,049.</u>

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
ACCOUNTING	\$ 10,500.	\$ 8,505.	\$ 8,505.	\$ 1,995.
Total	<u>\$ 10,500.</u>	<u>\$ 8,505.</u>	<u>\$ 8,505.</u>	<u>\$ 1,995.</u>

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
EXCISE	\$ 8,577.			
PAYROLL	1,171.	\$ 948.	\$ 948.	\$ 223.
PRODUCTION	14,209.	11,509.	11,509.	2,700.
PROPERTY	9,526.	7,716.	7,716.	1,810.
Total	<u>\$ 33,483.</u>	<u>\$ 20,173.</u>	<u>\$ 20,173.</u>	<u>\$ 4,733.</u>

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
DUES/SUBS	\$ 495.	\$ 401.	\$ 401.	\$ 94.
FOREIGN TAX	867.	702.	702.	165.
GAS MEASUREMENT EXPENSE	4,464.	3,616.	3,616.	848.
INSURANCE	750.	608.	608.	142.
INVESTMENT FEES	31,280.	25,337.	25,337.	5,943.
MISC	703.	569.	569.	134.
OFFICE SUPPLIES	965.	782.	782.	183.
PENALTIES	9.	7.	7.	2.
Total	<u>\$ 39,533.</u>	<u>\$ 32,022.</u>	<u>\$ 32,022.</u>	<u>\$ 7,511.</u>

Statement 5
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	\$ 2,828.	\$ 2,828.	\$ 0.	\$ 0.
Machinery and Equipment	2,294.	1,075.	1,219.	1,219.
Improvements	3,451.	3,451.	0.	0.
Miscellaneous	1,288,490.	49,296.	1,239,194.	1,239,194.
Total	<u>\$ 1,297,063.</u>	<u>\$ 56,650.</u>	<u>\$ 1,240,413.</u>	<u>\$ 1,240,413.</u>

Statement 6
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
RECEIVABLES	\$ 12,048.	\$ 12,048.
Total	<u>\$ 12,048.</u>	<u>\$ 12,048.</u>

Statement 7
Form 990-PF, Part II, Line 22
Other Liabilities

FEDERAL INCOME TAX PAYABLE	\$ 2,097.
Total	<u>\$ 2,097.</u>

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

RETURN OF CAPITAL COSTS	\$ 1,199.
TAX-EXEMPT INTEREST INCOME	40.
UNREALIZED GAIN	573,522.
Total	<u>\$ 574,761.</u>

Statement 9
Form 990-PF, Part III, Line 5
Other Decreases

DECREASE IN APPRAISAL VALUES	\$ 177,280.
Total	<u>\$ 177,280.</u>

Statement 10
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	3500.00 SEASPAR CORP	Purchased	1/31/2006	4/30/2009
2	100000.00 ABBOTT LABS	Purchased	5/09/2006	5/15/2009
3	100000.00 AMERICAN TOWER CORP	Purchased	8/04/2009	11/13/2009
4	500.00 AMERICAN TOWER CORP CL A	Purchased	4/21/2006	3/05/2009
5	100000.00 AMERICAN TOWER CORP	Purchased	10/03/2007	6/10/2009
6	3500.00 BANCO SANTANDER S A	Purchased	8/10/2009	10/07/2009
7	350.00 BHP BILLITON LTD	Purchased	5/18/2009	6/17/2009
8	1650.00 BHP BILLITON LTD	Purchased	4/08/2009	12/21/2009
9	3000.00 CAPITAL ONE FINANCIAL CORP	Purchased	4/20/2009	5/26/2009
10	1350.00 COLGATE PALMOLIVE CO	Purchased	5/06/2009	8/03/2009
11	1250.00 COVANCE INC	Purchased	11/10/2008	1/29/2009
12	100000.00 DEAN FOODS CO	Purchased	5/31/2006	5/15/2009
13	5000.00 DENBURY RESOURCES INC	Purchased	1/10/2006	2/05/2009
14	1500.00 ECOLAB INC	Purchased	4/09/2009	8/20/2009
15	250.00 EXPEDITORS INTERNATIONAL OF WASHINGTON			
16	100000.00 FEDERAL FARM CREDIT BANK	Purchased	1/23/2006	10/21/2009
17	5500.00 GENERAL ELECTRIC CO	Purchased	9/04/2008	9/15/2009
18	200.00 GOLDMAN SACHS GROUP INC	Purchased	5/01/2009	5/08/2009
19	215.00 GOLDMAN SACHS GROUP INC	Purchased	4/17/2009	5/27/2009
20	1000.00 HEWLWT PACKARD CO	Purchased	3/26/2009	10/12/2009
21	100.00 JPMORGAN CHASE & CO	Purchased	4/01/2009	9/15/2009
22	350.00 JPMORGAN CHASE & CO	Purchased	11/14/2008	10/09/2009
23	1000.00 JOHNSON & JOHNSON	Purchased	11/14/2008	10/27/2009
24	1000.00 LOCKHEED MARTIN CORP	Purchased	10/17/2008	10/21/2009
25	1750.00 MEDCO HEALTH SOLUTIONS INC	Purchased	7/27/2009	10/20/2009
26	750.00 MONSANTO CO	Purchased	2/04/2009	5/04/2009
27	5000.00 ORACLE CORP	Purchased	7/06/2009	10/26/2009
28	5000.00 PETROLEO BRASILEIRO SA	Purchased	5/01/2009	10/09/2009
29	750.00 POTASH CORP OF SASKATCHEWAN INC	Purchased	4/09/2009	10/21/2009
30	50000.00 PROCTER & GAMBLE	Purchased	5/23/2006	8/13/2009
31	50000.00 PROCTER & GAMBLE	Purchased	5/23/2006	8/14/2009
32	750.00 QUALCOMM INC	Purchased	7/01/2009	9/16/2009
33	1000.00 QUALCOMM INC	Purchased	3/25/2009	9/18/2009
34	882.00 VORNADO REALTY TRUST	Purchased	4/28/2009	12/04/2009
35	100000.00 WAL-MART STORES INC	Purchased	8/12/2008	8/10/2009
36	2000.00 WAL-MART STORES INC	Purchased	6/05/2009	9/11/2009
37	1400.00 WELLS FARGO & CO	Purchased	5/13/2009	6/29/2009
38	1250.00 COVANCE INC	Purchased	2/20/2007	1/29/2009
39	750.00 JOHNSON & JOHNSON	Purchased	4/21/2009	10/21/2009
40	RETURN OF CAPITAL	Purchased	Various	Various
41	Capital Gain Dividends			

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	23,768.		54,357.	-30,589.				\$ -30,589.
2	100,000.		99,750.	250.				250.
3	101,781.		101,750.	31.				31.
4	13,818.		16,329.	-2,511.				-2,511.
5	102,125.		103,500.	-1,375.				-1,375.
6	56,686.		50,188.	6,498.				6,498.
7	18,924.		17,304.	1,620.				1,620.
8	119,603.		81,463.	38,140.				38,140.
9	67,691.		58,272.	9,419.				9,419.

Statement 10 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
10	96,881.		82,866.	14,015.				\$ 14,015.
11	49,886.		65,661.	-15,775.				-15,775.
12	100,000.		100,250.	-250.				-250.
13	66,400.		61,761.	4,639.				4,639.
14	63,602.		53,250.	10,352.				10,352.
15	8,610.		8,294.	316.				316.
16	100,000.		100,000.	0.				0.
17	79,120.		66,501.	12,619.				12,619.
18	28,856.		24,337.	4,519.				4,519.
19	40,886.		22,586.	18,300.				18,300.
20	45,540.		33,047.	12,493.				12,493.
21	4,538.		3,617.	921.				921.
22	15,596.		12,660.	2,936.				2,936.
23	60,573.		63,882.	-3,309.				-3,309.
24	72,755.		76,662.	-3,907.				-3,907.
25	78,583.		79,667.	-1,084.				-1,084.
26	54,329.		56,129.	-1,800.				-1,800.
27	104,239.		99,292.	4,947.				4,947.
28	75,373.		51,367.	24,006.				24,006.
29	68,178.		71,459.	-3,281.				-3,281.
30	50,204.		52,270.	-2,066.				-2,066.
31	50,233.		52,271.	-2,038.				-2,038.
32	33,928.		34,865.	-937.				-937.
33	44,570.		37,890.	6,680.				6,680.
34	61,855.		40,348.	21,507.				21,507.
35	100,000.		103,909.	-3,909.				-3,909.
36	101,332.		100,383.	949.				949.
37	34,311.		30,800.	3,511.				3,511.
38	49,886.		78,262.	-28,376.				-28,376.
39	45,695.		38,793.	6,902.				6,902.
40	1,199.		1,199.	0.				0.
41								869.
							Total	\$ 105,232.

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

Name of Grant Program: LELAND WATERS
 Name: LELAND WATERS
 Care Of:
 Street Address: P.O. BOX 581
 City, State, Zip Code: PAMPA, TX 79066-0581
 Telephone: 806-669-6890
 Form and Content: SEE SCHEDULE B
 Submission Deadlines:
 Restrictions on Awards:

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

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
GOLDEN SPREAD COUNCIL, 401 TASCOSA ROAD AMARILLO, TX 79124	NONE	PUBLIC	GEN OPERATIONS	\$ 11,500.
PAMPA CIVIC BALLET 2005 CHARLES PAMPA, TX 79065	NONE	PUBLIC	GEN OPERATIONS	2,000.
PAMPA UNITED WAY P.O. BOX 2076 PAMPA, TX 79065	NONE	PUBLIC	GEN OPERATIONS	5,000.
ST. MATTHEWS EPISCOPAL 727 W BROWNING PAMPA, TEXAS 79065, TX 79065	NONE	PUBLIC	GENERAL OPERATIONS	6,000.
PAMPA OPTIMIST YOUTH CLUB P.O. BOX 802 PAMPA, TX 79065	NONE	PUBLIC	CONSTRUCTION OF NEW CONCESSION/RESTRO OMS	10,000.
CREATE A BEAT, PAMPA PO BOX 1565 PAMPA, TEXAS, TX 79065	NONE	PUBLIC	GENERAL OPERATIONS	2,500.
GOOD SAMARITAN CHRISTIAN SERVI 309 N WARD PAMPA, TEXAS, TX 79065	NONE	PUBLIC	GENERAL OPERATIONS	10,000.
SW DIABETIC FOUNDATION P.O. BOX 918 GAINESVILLE, TX 79241	NONE	PUBLIC	GENERAL OPERATIONS	1,500.
TRALEE CRISIS CENTER P.O. BOX 2880 PAMPA, TX 79065	NONE	PUBLIC	GENERAL OPERATIONS	5,000.
HIGH PLAINS FOOD BANK P.O. BOX 31803 AMARILLO, TX 79120	NONE	PUBLIC	RURAL DELIVERY SERVICES TO PAMPA	5,000.
ARMSTRONG CO MUSEUM P.O. BOX 450 CLAUDE, TX 79019	NONE	PUBLIC	RESTORATION & FURNISHINGS FOR HISTORICAL HOME	1,000.
OLD MOBEETIE TX ASSOC PO BOX 66 MOBEETIE, TX 79061	NONE	PUBLIC	RESTORATION OF RANCH HOME	5,000.

M.K. BROWN FOUNDATION, INC.

75-6034058

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
RANCHING HERITAGE ASSOC PO BOX 43201 LUBBOCK, TX 79409	NONE	PUBLIC	BOOKS FOR RESEARCH LIBRARY	\$ 1,000.
THE BRIDGE 804 QUAIL CREEK DRIVE AMARILLO, TX 79124	NONE	PUBLIC	GENERAL OPERATIONS	5,000.
PANHANDLE ARCHAEOLOGICAL SOCIETY PO BOX 814 AMARILLO, TX 79105	NONE	PUBLIC	SHADE SHELTERS FOR FIELD SCHOOL	1,000.
WTAMU FOUNDATION WTAMU BOX 60766 CANYON, TX 79016	NONE	PUBLIC	SCHOLARSHIPS AND CONSTRUCTION OF FINE ARTS RECITAL HALL	8,750.
CASA OF THE HIGH PLAINS PO BOX 604 PAMPA, TX 79065	NONE	PUBLIC	CONTINUING SERVICES AND RECRUITING & TRAINING VOLUNTEERS	10,000.
HIGHLAND BAPTIST CHURCH 1301 N BANKS PAMPA, TX 79065	NONE	PUBLIC	INSTALLATION OF ELEVATOR	2,500.
CLARENDON COLLEGE PAMPA CENTER 1601 KENTUCKY PAMPA, TX 79065	NONE	PUBLIC	SCHOLARSHIP	1,250.
PEOPLE TO PEOPLE STUDENT AMBASSADORS 1956 AMBASSADOR WAY SPOKANE, WA 99224	NONE	PUBLIC	GENERAL OPERATIONS	100.
BUCKNER FOUNDATION 600 N PEARL STREET, SUITE 2260 DALLAS, TX 75201	NONE	PUBLIC	COST OF ONE FAMILY FOR A YEAR AT AMARILLO FACILITY	2,500.
GRAYCARES LIVING AT HOME 511 N HOBART PAMPA, TX 79065	NONE	PUBLIC	GENERAL OPERATIONS	5,000.
HIGH PLAINS PUBLIC RADIO 101 SW 5TH AVE, SUITE 100 AMARILLO, TX 79101	NONE	PUBLIC	GENERAL OPERATING	500.

M.K. BROWN FOUNDATION, INC.

75-6034058

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
UNIVERSITY OF OKLAHOMA 100 TIMBERDELL NORMAN, OK 73019	NONE	PUBLIC	SCHOLARSHIP	\$ 1,250.
Total				<u>\$ 103,350.</u>

MK BROWN FOUNDATION, INC.
ATTACHMENT TO FORM 990-PF
SCHEDULE A
FOR THE YEAR ENDED DECEMBER 31, 2009
75-6034058

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NOTE 1: Allocation based on the relation to the charitable purpose of the taxpayer.

NOTE 2: Allocation based on the fees necessary to the production of income for investment and foundation activities.

NOTE 3: Overhead cost allocation was calculated as follows:

Gross investment revenue:	506,774
Less: investment expenses	60,345
Net investment income	<u>446,429</u>
Contributions for exempt purposes	103,350
Calculated base	<u>549,779</u>
Overhead allocated to exempt purpose	103,350/549,779 = 19%
Overhead allocated to investments	446,429/549,779 = 81%