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

2010

For calendar year 2010, or tax year beginning , 2010, and ending ,

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

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)* ► $ 6,814,237.

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).)*

	Line	(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)	2,302,383.			
	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	96,083.	96,083.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	49,338.			
	b Gross sales price for all assets on line 6a: 2,387,133.				
	7 Capital gain net income (from Part IV, line 2)		49,338.		
	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	2,447,804.	145,421.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	120,000.	24,000.		96,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) See St 1	7,386.			6,557.
	b Accounting fees (attach sch) See St 2	8,055.			
	c Other prof fees (attach sch) See St 3	21,072.	21,072.		
	17 Interest				
	18 Taxes (attach schedule)(see instr) See Stm 4	9,970.	1,836.		7,344.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 5	26,053.	25,287.		271.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	192,536.	72,195.		110,172.
	25 Contributions, gifts, grants paid Part XV	231,500.			231,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	424,036.	72,195.	0.	341,672.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	2,023,768.			
	b **Net investment income** (if negative, enter -0-)		73,226.		
	c **Adjusted net income** (if negative, enter 0)			0.	

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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
ASSETS	1 Cash — non-interest-bearing	2,465.	1,835.	1,835.
	2 Savings and temporary cash investments	2,528,250.	925,073.	925,073.
	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		1,640.	1,640.
	10a Investments — U.S. and state government obligations (attach schedule) Statement 6		472,256.	479,397.
	b Investments — corporate stock (attach schedule) Statement 7	549,998.	2,972,961.	3,189,086.
	c Investments — corporate bonds (attach schedule) Statement 8		1,170,746.	1,184,705.
	11 Investments — land, buildings, and equipment. basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) Statement 9	1,348,040.	894,652.	1,019,131.
	14 Land, buildings, and equipment. basis ►			
	Less. accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► See Statement 10)		13,370.	13,370.
	16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	4,428,753.	6,452,533.	6,814,237.
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.	6,814,237.	
	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)	4,539,232.	6,814,237.	
	31 Total liabilities and net assets/fund balances (see the instructions)	4,539,232.	6,814,237.	

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	4,539,232.
2	Enter amount from Part I, line 27a	2	2,023,768.
3	Other increases not included in line 2 (itemize) ► See Statement 11	3	251,237.
4	Add lines 1, 2, and 3	4	6,814,237.
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	6,814,237.

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	Various	Various
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	2,387,133.		2,337,795.	49,338.
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				49,338.
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** 49,338.

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))
2009			
2008			
2007			
2006			
2005			

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 2010 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 **c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		1	1,465.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,465.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	1,465.
6 Credits/Payments.			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	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	17.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	1,482.
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 2011 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*	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 2010 or the taxable year beginning in 2010 (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.*	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. ► 432-683-5216

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►			

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

				Yes	No
1 a	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	N/A	
	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 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .	☐ Yes ☒ 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?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2010 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 2010.)*		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 2010?		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 [X] 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 [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes [X] 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 [X] 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 [X] 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 [X] No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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 [X] No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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	60,000.	0.	0.
ANNABELLE B. FOWLKES 300 W. LOUISIANA AVE MIDLAND, TX 79701-3401	Executive Di 15.00	60,000.	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	3,870,135.
b Average of monthly cash balances		1b	708,408.
c Fair market value of all other assets (see instructions)		1c	
d **Total** (add lines 1a, b, and c)		1d	4,578,543.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2 Acquisition indebtedness applicable to line 1 assets		2	0.
3 Subtract line 2 from line 1d		3	4,578,543.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	68,678.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	4,509,865.
6 **Minimum investment return.** Enter 5% of line 5		6	225,493.

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	225,493.
2a Tax on investment income for 2010 from Part VI, line 5	2a 1,465.		
b Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	1,465.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	224,028.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	224,028.
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	224,028.

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	341,672.
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	341,672.
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	341,672.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					224,028.
2 Undistributed income, if any, as of the end of 2010:					
a Enter amount for 2009 only				0.	
b Total for prior years: 20___, 20___, 20___			0.		
3 Excess distributions carryover, if any, to 2010:					
a From 2005					
b From 2006					
c From 2007					
d From 2008					
e From 2009	59,462.				
f **Total** of lines 3a through e		59,462.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► $ 341,672.					
a Applied to 2009, 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 2010 distributable amount					224,028.
e Remaining amount distributed out of corpus		117,644.			
5 Excess distributions carryover applied to 2010 *(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		177,106.			
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 2009. Subtract line 4a from line 2a. Taxable amount – see instructions				0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011					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 2005 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		177,106.			
10 Analysis of line 9:					
a Excess from 2006					
b Excess from 2007					
c Excess from 2008					
d Excess from 2009	59,462.				
e Excess from 2010	117,644.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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) 2010	**(b)** 2009	**(c)** 2008	**(d)** 2007	**(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 12

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 13				
Total			► 3a	231,500.
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		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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					
4 Dividends and interest from securities					96,083.
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					49,338.
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)					145,421.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 145,421.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See 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 of officer or trustee | Date 8/29/11 | Title Executive Direc

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if self employed	PTIN
WILLIAM L. TERRY, CPA	William L. Terry, CPA	8/29/11	X	P01394821

Firm's name ▶ H.L. Brown Operating, LLC | Firm's EIN ▶ 75-2932272

Firm's address ▶ 300 W. Louisana, Midland, TX 79701 | Phone no (432) 688-3730

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

2010

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) and 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	$ 2,302,383.	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	$ 7,386.			$ 6,557.
Total	$ 7,386.	$ 0.	$ 0.	$ 6,557.

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	$ 8,055.			
Total	$ 8,055.	$ 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	$ 6,482.	$ 6,482.		
GS - LCV PORTFOLIO MGT FEE	6,439.	6,439.		
GS - LORD ABBETT PORT. MGT FEE	4,673.	4,673.		
GS - MUNI FI PORTFOLIO MGT FEE	3,478.	3,478.		
Total	$ 21,072.	$ 21,072.	$ 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
FEDERAL EXCISE TAX EXPENSE	$ 790.			
PAYROLL TAX EXPENSE	9,180.	$ 1,836.		$ 7,344.
Total	$ 9,970.	$ 1,836.	$ 0.	$ 7,344.

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
Amortization	$ 25,287.	$ 25,287.		N/A
ASSN OF SMALL FOUNDATIONS - DUES	495.			
OVERNIGHT EXPRESS MAIL	271.			$ 271.
Total	$ 26,053.	$ 25,287.	$ 0.	$ 271.

Statement 6
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

U.S. Government Obligations	Valuation Method	Book Value	Fair Market Value
FHLMC 4.75% BOND	Cost	$ 104,424.	$ 105,010.
FHLB 5.125% BOND	Cost	108,421.	110,727.
US TREASURY NOTE .75%	Cost	148,323.	148,934.
FHLB 5.375% BOND	Cost	111,088.	114,726.
		$ 472,256.	$ 479,397.
Total		$ 472,256.	$ 479,397.

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
AMERICAN TOWER CORPORATION	Cost	$ 30,539.	$ 38,782.
APPLE INC	Cost	37,003.	54,190.
BAXTER INTERNATIONAL INC	Cost	27,531.	24,146.
BROARDCOM CORP	Cost	11,125.	15,504.
CB RICHARD ELLIS GROUP INC	Cost	14,641.	22,589.
CHARLES SCHWAB CORP	Cost	15,264.	14,030.
CISCO SYSTEMS INC	Cost	32,370.	28,464.
CME GROUP INC	Cost	31,758.	35,714.
COSTCO WHOLESALE CORP	Cost	25,128.	31,267.
CROWN CASTLE INTL CORP	Cost	15,956.	20,775.
EQUINIX INC	Cost	16,974.	14,708.
GILEAD SCIENCES	Cost	13,841.	10,582.
HALLIBURTON COMPANY	Cost	17,223.	23,886.
JOHNSON & JOHNSON	Cost	21,132.	20,720.
LOWES COMPANIES INC	Cost	28,702.	32,353.
MICROSOFT CORP	Cost	24,277.	24,198.
NIKE CLASS B	Cost	16,268.	21,440.
OCCIDENTAL PETROLEUM CORP	Cost	10,954.	13,440.
ORACLE CORP	Cost	22,682.	29,798.
PEPSICO INC	Cost	28,146.	30,248.
PROCTER & GAMBLE CO	Cost	19,495.	19,878.
QUALCOMM INC	Cost	36,660.	43,947.

Statement 7 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
SCHLUMBERGER LTD	Cost	$ 35,709.	$ 48,848.
ST JUDE MEDICAL INC	Cost	23,366.	26,420.
THERMO FISHER SCIENTIFIC	Cost	18,750.	22,365.
SUNCOR ENERGY INC - 199 SHS	Cost	0.	0.
TEVA PHARMACEUTICAL	Cost	17,178.	16,473.
AFLAC INC	Cost	14,318.	16,873.
BANK OF AMERICA CORP	Cost	32,026.	27,827.
BAXTER INTERNATIONAL INC	Cost	23,763.	21,868.
BIOGEN IDEC INC	Cost	16,122.	20,048.
BOEING COMPANY	Cost	18,738.	18,599.
DISH NETWORK CORP	Cost	15,906.	16,632.
DOW CHEMICAL CO	Cost	19,603.	24,239.
ENTERGY CORP	Cost	15,651.	14,237.
FRANKLIN RESOURCES INC	Cost	14,422.	16,904.
GENERAL ELECTRIC CO	Cost	35,646.	38,574.
GENERAL MILLS INC	Cost	20,139.	19,930.
HONEYWELL INTL INC	Cost	20,510.	28,015.
JOHNSON CONTROLS INC	Cost	12,599.	17,266.
JP MORGAN CHASE & CO	Cost	38,708.	41,020.
MERCK & CO INC	Cost	32,892.	32,004.
NEWFIELD EXPLORATION CO	Cost	17,064.	24,734.
OCCIDENTAL PETROLEUM	Cost	28,262.	34,826.
PRUDENTIAL FINANCIAL INC	Cost	23,388.	26,478.
SLM CORP	Cost	16,704.	19,842.
SPRINT NEXTEL CORP	Cost	19,606.	22,043.
THE BANK OF NY MELLON	Cost	12,655.	13,258.
THE TRAVELERS COMPANIES	Cost	11,548.	12,200.
WELLPOINT INC	Cost	16,676.	17,513.
AVON PRODUCTS INC	Cost	19,721.	19,761.
MASTERCARD INCORPORATED	Cost	21,621.	21,963.
NORTHERN TRUST CORP	Cost	15,771.	16,235.
PRAXAIR INC	Cost	11,812.	13,270.
SOUTHWESTERN ENERGY CO	Cost	19,956.	19,538.
STAPLES INC	Cost	29,966.	29,601.
XILINIX INCORPORATED	Cost	20,389.	22,199.
ADOBE SYSTEMS INC	Cost	16,014.	17,483.
AMERICAN ELECTRIC POWER INC	Cost	15,153.	16,515.
ARCHER DANIELS MIDLAND CO	Cost	11,779.	13,295.
CBS CORPORATION	Cost	16,727.	18,917.
COMCAST CORPORATION	Cost	16,091.	20,125.
CVS CAREMARK CORPORATION	Cost	19,431.	19,402.
EMC CORPORATION	Cost	22,266.	25,671.
FORD MOTOR COMPANY	Cost	14,041.	16,874.
GOOGLE INC	Cost	12,372.	14,255.
HARTFORD FINANCIAL SERVICES GROUP	Cost	17,723.	20,079.
P G & E CORPORATION	Cost	19,762.	20,715.
PEPSICO INC	Cost	18,314.	19,142.
RANGE RESOURCES CORPORATION	Cost	21,423.	19,971.
SUNTRUST BANKS INC	Cost	13,119.	13,958.
US BANCORP	Cost	23,388.	27,051.
WEATHERFORD INTERNATIONAL LTD	Cost	15,638.	15,732.
TEVA PHARMACEUTICAL IND LTD	Cost	16,148.	16,629.
RESMED INC	Cost	9,078.	9,942.
SEADRILL LTD	Cost	7,768.	7,903.
WPP PLC	Cost	10,653.	12,890.

Statement 7 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
ABBLTD	Cost	$ 11,458.	$ 12,145.
ACCENTURE PLC	Cost	13,261.	15,226.
ANGLO AMERICAN PLC	Cost	18,465.	22,168.
ANHEUSER-BUSCH INBEV S A	Cost	9,993.	11,304.
ARCELORMITTAL	Cost	8,399.	7,473.
AXA-UAP AMERICAN DEPOSITORY SHARES	Cost	8,477.	7,616.
BANCO SANTANDER BRASIL SA	Cost	9,034.	8,174.
BARCLAYS PLC	Cost	15,328.	12,423.
BASF SE	Cost	9,357.	11,754.
BAYER	Cost	8,186.	7,976.
BG GROUP PLC	Cost	18,155.	20,291.
BNP PARIBAS	Cost	12,691.	12,231.
COMPANHIA DE SANEAMENTO	Cost	10,257.	14,119.
COMPANIA DE MINAS BUENAVENTURA	Cost	13,306.	15,961.
CREDIT SUISSE GROUP	Cost	7,888.	6,708.
DAIMLER	Cost	9,952.	13,651.
DBS GROUP HOLDINGS	Cost	13,616.	14,353.
DEUTSCHE LUFTHANSA	Cost	6,378.	8,209.
ENI S.P.A.	Cost	11,791.	11,022.
ERICSSON TEL CO	Cost	14,866.	15,658.
FRESENIUS MEDICAL CARE	Cost	9,470.	9,980.
GAFISA S A	Cost	15,266.	14,806.
GLAXOSMITHKLINE PLC	Cost	6,839.	7,609.
HENKEL	Cost	11,511.	13,130.
HONDA MTR LTD	Cost	16,930.	19,237.
HSBC HOLDINGS PLC	Cost	19,823.	19,191.
ICICI BANK LIMITED	Cost	9,024.	10,482.
IMPERIAL TOBACCO GROUP PLC	Cost	15,335.	15,899.
ING GROEP N.V.	Cost	11,740.	11,503.
INTESA SANPAOLO	Cost	9,023.	6,814.
KOMATSU LTD	Cost	11,298.	16,116.
KONINKLIJKE AHOLD	Cost	4,093.	4,226.
KONINKLIJKE PHILIPS ELECTRS NV	Cost	14,452.	14,583.
KT CORPORATION	Cost	9,618.	9,755.
KUBOTA CORP	Cost	9,416.	9,808.
MEDIASET SPA	Cost	9,689.	8,327.
MITSUBISHI UFJ FINL GROUP INC	Cost	8,045.	8,569.
NATIONAL GRID PLC	Cost	13,726.	15,178.
NESTLE SA	Cost	10,306.	12,100.
ORIX CORPORATION	Cost	7,181.	8,611.
PEARSON PLC	Cost	14,356.	14,603.
PRUDENTIAL CORP	Cost	9,523.	12,224.
REED ELSEVIER GROUP PLC	Cost	7,124.	7,686.
RIO TINTO PLC	Cost	13,620.	13,902.
SANOFI-AVENTIS	Cost	6,271.	5,737.
SAP	Cost	15,172.	16,195.
SECOM LTD	Cost	14,280.	14,685.
SILICONWARE PRECISION IND CO	Cost	11,459.	10,924.
SONY CORPORATION	Cost	18,440.	18,284.
SUMITOMO CORPORATION	Cost	15,292.	17,751.
SYNGENTA	Cost	15,437.	16,282.
TELECOM ITALIA SPA	Cost	8,173.	8,062.
TESCO PLC	Cost	10,976.	11,358.
TEVA PHARMACUETICAL IND LTD	Cost	12,348.	12,198.
TULLOW OIL PLC	Cost	5,282.	6,052.

Statement 7 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
VINCI S A	Cost	$ 11,867.	$ 11,502.
VODAFONE GROUP PLC	Cost	13,756.	15,970.
XSTRATA PLC	Cost	10,374.	12,553.
PETROLEO BRASILEIRO S.A.	Cost	9,349.	8,474.
GUGGENHEIM CHINA REAL ESTATE ETF	Cost	20,596.	19,681.
ITAU UNIBANCO BANCO HOLDINGS S.A.	Cost	13,513.	14,814.
ACCURAY INC	Cost	4,147.	4,050.
BAXTER INTERNATIONAL INC	Cost	25,487.	25,310.
BILL BARRETT CORPORATION	Cost	20,120.	20,565.
BRINKER INTERNATIONAL INC	Cost	10,608.	10,440.
CONSTELLATION BRANDS INC	Cost	11,137.	11,075.
CORELOGIC INC	Cost	5,528.	5,556.
CVS CAREMARK CORPORATION	Cost	20,868.	20,862.
GENERAL ELECTRIC CO	Cost	20,028.	20,119.
HANESBRANDS INC	Cost	15,263.	15,240.
LIVE NATION ENTERTAINMENT INC	Cost	12,980.	12,562.
MOLSON COORS BREWING CO	Cost	25,067.	25,095.
QUEST DIAGNOSTICS INCORPORATED	Cost	16,304.	16,191.
TIDEWATER INC	Cost	10,655.	10,768.
TIME-WARNER INC	Cost	22,498.	22,519.
UNITED STATES CELLULAR CORPORATION	Cost	4,987.	4,994.
VCA ANTECH INC	Cost	16,524.	16,303.
WESTERN UNION COMPANY	Cost	22,154.	22,284.
TYCO INTERNATIONAL LTD	Cost	16,725.	16,576.
APOLLO GROUP CL A	Cost	7,337.	7,503.
BARD C R INC	Cost	14,910.	14,683.
BECTON DICKINSON & CO	Cost	7,173.	7,184.
CISCO SYSTEMS INC	Cost	7,568.	7,485.
CLOROX CO	Cost	19,748.	19,617.
COCA-COLA COMPANY	Cost	34,850.	35,187.
COMCAST CORPORATION	Cost	17,452.	17,584.
CONOCOPHILLIPS	Cost	24,864.	25,197.
CORNING INCORPORATED	Cost	4,949.	4,927.
EXXON MOBIL CORPORATION	Cost	5,857.	5,850.
H & R BLOCK INC	Cost	10,085.	10,064.
HEWLETT-PACKARD CO	Cost	7,369.	7,368.
JOHNSON & JOHNSON	Cost	19,821.	19,792.
MICROSOFT CORPORATION	Cost	29,844.	29,724.
NEWS CORPORATION	Cost	44,633.	44,845.
PEPSICO INC	Cost	44,815.	44,751.
PFIZER INC	Cost	35,039.	35,020.
PROCTOR & GAMBLE COMPANY	Cost	24,818.	24,767.
STRYKER CORP	Cost	9,962.	9,935.
SYSCO CORPORATION	Cost	9,882.	9,996.
TOTAL SYS SVC INC	Cost	9,940.	9,997.
U S BANCORP	Cost	12,469.	12,406.
UNITEDHEALTH GROUP INCORPORATED	Cost	12,427.	12,639.
VIACOM INC	Cost	24,791.	25,152.
WAL MART STORES INC	Cost	9,912.	9,976.
COVIDIEN PLC	Cost	4,773.	4,794.
	Total	$ 2,972,961.	$ 3,189,086.

Statement 8
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
KRAFT FOODS INC 6.25% BOND	Cost	$ 13,434.	$ 13,506.
GENERAL ELECTRIC CAPITAL CORP 3.00% BOND	Cost	102,026.	102,404.
CITIGROUP INC 2.125% BOND	Cost	101,251.	102,029.
BANK OF AMERICA CORP 3.125% BOND	Cost	102,849.	103,572.
AT&T CORP 6.70% BOND	Cost	110,899.	113,617.
PHILIP MORRIS INTERNATIONAL 6.875% BOND	Cost	112,457.	115,231.
TIME WARNER CABLE INC 7.5% BOND	Cost	113,306.	114,681.
DIRCTV HOLDINGS LLC 3.55% BOND	Cost	101,521.	101,592.
MORGAN STANLEY MTN 6.00% BOND	Cost	106,440.	108,300.
CVS CAREMARK CORPORATION 3.25% BOND	Cost	101,365.	101,629.
TEVA PHARMACUETICAL FIN II BV 3.00% BOND	Cost	101,500.	101,748.
KFW MTN 3.5% BOND	Cost	103,698.	106,396.
	Total	$ 1,170,746.	$ 1,184,705.

Statement 9
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	$ 67,188.	$ 73,395.
GS SMALL/MID CAP GROWTH FUND - A	Cost	194,585.	251,657.
ISHARES MSCI EAFE INDEX FUND	Cost	272,163.	316,135.
GS EMERGING MARKETS EQUITY FUND	Cost	90,643.	107,616.
GS CREDIT STRATEGIES FUND	Cost	270,073.	270,328.
	Total	$ 894,652.	$ 1,019,131.

Statement 10
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
ACCRUED INTEREST INCOME	$ 13,370.	$ 13,370.
Total	$ 13,370.	$ 13,370.

Statement 11
Form 990-PF, Part III, Line 3
Other Increases

GS - UNREALIZED GAINS	$ 251,237.
Total	$ 251,237.

Statement 12
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 13
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
AMERICAN MUSEUM OF NATURAL HISTORY CENTRAL PARK WEST @ 79TH STREET NEW YORK, NY 10024	NONE	PUBLIC CH	FOR MUSEUM OPERATIONS	$ 5,000.
THE BUCKLEY SCHOOL 113 EAST 73RD STREET NEW YORK, NY 10131	NONE	PUBLIC CH	FOR SCHOOL OPERATIONS	5,000.
PLAYGROUND PTNR CENTRAL PARK CONSERVANCY 14 EAST 60TH STREET NEW YORK, NY 10022	NONE	PUBLIC CH	FOR PLAYGROUND	2,500.
THE EPISCOPAL SCHOOL 35 EAST 69TH STREET NEW YORK, NY 10021	NONE	PUBLIC CH	FOR SCHOOL OPERATIONS	20,000.

Statement 13 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
FIRST PRESBYTERIAN CHURCH 800 WEST TEXAS AVENUE MIDLAND, TX 79701	NONE	PUBLIC CH	FOR CHURCH OPERATIONS	$ 2,500.
FORT WORTH COUNTRY DAY SCHOOL 4200 COUNTRY DAY LANE FORT WORTH, TX 76109	NONE	PUBLIC CH	FOR SCHOOL OPERATIONS	1,000.
THE AFRICA FOUNDATION PO BOX 233 FRIDAY HARBOR, WA 98250	NONE	PUBLIC CH	FOR GENERAL OPERATIONS	2,000.
GEORGE W. BUSH PRESIDENTIAL CENTER PO BOX 12844 DALLAS, TX 75225	NONE	PUBLIC CH	FOR CENTER'S OPERATIONS	5,000.
GROUNDWORK, INC. 595 SUTTER AVENUE BROOKLYN, NY 11207	NONE	PUBLIC CH	FOR SCHOOL OPERATIONS	20,000.
M. D. ANDERSON CANCER CENTER PO BOX 4486 HOUSTON, TX 77210	NONE	PUBLIC CH	FOR SARCOMA AND CANCER RESEARCH	5,000.
MAYO CLINIC - ROCHESTER 200 FIRST STREET SW ROCHESTER, NY 55095	NONE	PUBLIC CH	FOR HOSPITAL OPERATIONS	5,000.
MIDLAND CHILDREN REHABITATION CENTER 802 VENTURA MIDLAND, TX 79705	NONE	PUBLIC CH	FOR REHAB OPERATIONS	10,000.
MIDLAND MEMORIAL FOUNDATION 2200 WEST ILLINOIS AVENUE MIDLAND, TX 79701	NONE	PUBLIC CH	FOR MMH BUILDING FUND	20,000.
MOUNT SINAI ONE GUSTAVE L. LEVY PLACE, BOX 1049 NEW YORK, NY 10029	NONE	PUBLIC CH	FOR REASEARCH OPERATIONS	10,000.
MUSEUM OF THE SOUTHWEST 1705 WEST MISSOURI AVENUE MIDLAND, TX 79701	NONE	PUBLIC CH	FOR MUSEUM OPERATIONS	5,000.

Statement 13 (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
NANTUCKET CONSERVATION FOUNDATION 118 CLIFF ROAD NANTUCKET , MA 02554	NONE	PUBLIC CH	FOR CONSERVATORY OPERATIONS	$ 2,500.
NANTUCKET DREAMLAND FOUNDATION 12 OAK STREET NANTUCKET, MA 02554	NONE	PUBLIC CH	FOR OPERATIONS	5,000.
NANTUCKET HISTORICAL ASSOCIATION 15 BROAD STREET NANTUCKET, MA 02554	NONE	PUBLIC CH	FOR OPERATIONS	5,000.
NEW YORK - PRESBYTERIAN FUND INC 425 EAST 61ST STREET, SUITE 211 NEW YORK, NY 10065	NONE	PUBLIC CH	FOR CHURCH OPERATIONS	5,000.
PERMIAN BASIN PETROLEUM MUSEUM 1500 INTERSTATE 20 WEST MIDLAND, TX 79701	NONE	PUBLIC CH	FOR MUSEUM OPERATIONS	10,000.
SCHOOL YEAR ABROAD 439 SOUTH UNION STREET LAWRENCE, MA 01843	NONE	PUBLIC CH	FOR SCHOOL OPERATIONS	2,000.
THE SOCIETY OF MSKCC 1233 YORK AVENUE NEW YORK, NY 10065	NONE	PUBLIC CH	FOR CANCER RESEARCH	10,000.
ST. JAMES CHURCH 865 MADISON AVENUE NEW YORK, NY 10021	NONE	PUBLIC CH	FOR CHURCH OPERATIONS	1,000.
ST. PAUL'S SCHOOL 325 PLEASANT STREET CONCORD, NH 03301	NONE	PUBLIC CH	ANNUAL GIVING PROGRAM	2,000.
STANFORD UNIVERSITY 326 GALVEZ STREET STANFORD, CA 94305	NONE	PUBLIC CH	FOR SCHOOL OPERATIONS	2,000.
TEXAS BALLET THEATRE 1600 GREEN OAKS ROAD FORT WORTH, TX 76116	NONE	PUBLIC CH	FOR SCHOLARSHIP FUND	2,500.

Statement 13 (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
TRINITY SCHOOL 3500 WEST WADLEY AVENUE MIDLAND, TX 79707	NONE	PUBLIC CH	FOR SCHOOL OPERATIONS	$ 10,000.
UNIVERSITY OF TEXAS 1 UNIVERSITY STATION C2104 AUSTIN, TX 78712	NONE	PUBLIC CH	FOR FELLOWSHIP FUND	10,000.
WAGNER NOEL PERFORMING ARTS CENTER 4901 E. UNIVER., MESA BLDG, RM 4230 ODESSA, TX 79762	NONE	PUBLIC CH	FOR CENTER'S OPERATIONS	25,000.
THE WHARTON SCHOOL 344 VANCE HALL, 3733 SPRUCE STREET PHILADELPHIA, PA 19104	NONE	PUBLIC CH	FOR ALUMNI AFFAIRS AND ANNUAL GIVING	10,000.
FORT WORTH PUBLIC LIBRARY FOUNDATION 500 WEST THIRD STREET FORT WORTH, TX 76102	NONE	PUBLIC CH	FOR LIBRARY OPERATIONS	500.
GIFTS OF HOPE INC PO BOX 1323 MIDLAND, TX 79702	NONE	PUBLIC CH	FOR OPERATIONS	500.
HOSPICE HOUSE FOUNDATION 903 SAM HOUSTON AVENUE ODESSA, TX 79761	NONE	PUBLIC CH	FOR HOSPICE OPERATIONS	250.
MIDLAND MEMORIAL HOSPITAL 911 WEST TEXAS MIDLAND, TX 79701	NONE	PUBLIC CH	FOR HOSPICE IMPATIENT OPERATIONS	250.
JEWEL CHARITY PO BOX 472149 FORT WORTH, TX 76147	NONE	PUBLIC CH	FOR OPERATIONS	2,500.
PECOS RIVER RESOLUTION CORP PO BOX 10053 MIDLAND, TX 79702	NONE	PUBLIC CH	FOR OPERATIONS	500.
SAN ANTONIO ZOO 3903 NORTH ST. MARY'S STREET SAN ANTONIO, TX 78212	NONE	PUBLIC CH	FOR ZOO OPERATIONS	2,500.
SAN DIEGO ZOO FOUNDATION PO BOX 120551 SAN DIEGO, CA 92112	NONE	PUBLIC CH	FOR ZOO OPERATIONS	1,500.

Statement 13 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
ST. ANN'S CATHOLIC CHURCH 1906 WEST TEXAS AVENUE MIDLAND, TX 79701	NONE	PUBLIC CH	FOR CHURCH OPERATIONS	$ 2,500.
WEST TEXAS BOYS RANCH 10223 BOYS RANCH ROAD SAN ANGELO, TX 76904	NONE	PUBLIC CH	FOR OPERATIONS	500.
			Total	$ 231,500.