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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 01-01-2010 , and ending 12-31-2010

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

Name of foundation
BROWN MEMORIAL FOUNDATION
409 N W 3RD STREET SUITE A

Number and street (or P O box number if mail is not delivered to street address) PO BOX 187 | Room/suite

City or town, state, and ZIP code
ABILENE, KS 674100187

A Employer identification number
48-0573809

B Telephone number (see page 10 of the instructions)
(785) 263-2351

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 foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 20,623,881

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) _
(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 page 11 of 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 (attach schedule)	18,732			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	27,353	27,353	27,353	
	4	Dividends and interest from securities	583,479	583,479	583,479	
	5a	Gross rents	15,040	15,040	15,040	
	b	Net rental income or (loss) 10,381				
	6a	Net gain or (loss) from sale of assets not on line 10	137,470			
	b	Gross sales price for all assets on line 6a 661,298				
	7	Capital gain net income (from Part IV, line 2)		137,470		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	190,947	0	190,947	
	12	**Total.** Add lines 1 through 11	973,021	763,342	816,819	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	62,226	6,223	6,073	56,003
	14	Other employee salaries and wages	26,235	2,624	2,623	20,988
	15	Pension plans, employee benefits	1,117	112	112	893
	16a	Legal fees (attach schedule)	725	73	72	580
	b	Accounting fees (attach schedule)	11,675	1,167	1,168	9,340
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	6,153	615	616	4,922
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	4,659	4,659	4,659	0
	21	Travel, conferences, and meetings	1,568	157	157	1,254
	22	Printing and publications				
	23	Other expenses (attach schedule)	677,744	1,860	181,272	494,612
	24	**Total operating and administrative expenses.** Add lines 13 through 23	792,102	17,490	196,752	588,592
	25	Contributions, gifts, grants paid	23,475			23,475
	26	**Total expenses and disbursements.** Add lines 24 and 25	815,577	17,490	196,752	612,067
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	157,444			
	b	**Net investment income** (if negative, enter -0-)		745,852		
	c	**Adjusted net income** (if negative, enter -0-)			620,067	

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
1	Cash—non-interest-bearing	3,994	2,596	2,596
2	Savings and temporary cash investments	1,041,951	474,924	447,813
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 page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)	156,655	156,655	158,507
b	Investments—corporate stock (attach schedule)	1,157,879	1,295,366	9,241,754
c	Investments—corporate bonds (attach schedule)	6,481,150	6,991,631	7,247,485
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment basis ▶ 1,521,782 Less accumulated depreciation (attach schedule) ▶	1,449,870	1,521,782	3,513,030
15	Other assets (describe ▶)	5,144	12,696	12,696
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	10,296,643	10,455,650	20,623,881
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)	3,420	4,983	
23	**Total liabilities** (add lines 17 through 22)	3,420	4,983	
	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 ▶ ☑ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	6,688,532	6,688,532	
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	3,604,691	3,762,135	
30	**Total net assets or fund balances** (see page 17 of the instructions)	10,293,223	10,450,667	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	10,296,643	10,455,650	

(Side labels: Assets — lines 1–16; Liabilities — lines 17–23; Net Assets or Fund Balances — lines 24–31)

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	10,293,223
2	Enter amount from Part I, line 27a	2	157,444
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	10,450,667
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,450,667

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	137,470
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 pages 13 and 17 of 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)

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 page 18 of 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 (col (b) divided by col (c))
2009	607,278	14,927,236	0 040683
2008	620,130	19,334,598	0 032074
2007	588,085	20,284,215	0 028992
2006	564,453	18,498,841	0 030513
2005	587,307	17,231,752	0 034083

2	**Total** of line 1, column (d)	2	0 166345
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 033269
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	16,196,211
5	Multiply line 4 by line 3	5	538,832
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,459
7	Add lines 5 and 6	7	546,291
8	Enter qualifying distributions from Part XII, line 4	8	612,067

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 on page 18

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1			
	Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b		1	7,459
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2		3	7,459
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	7,459
6	Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 11,765		
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	11,765
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	4,306
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 4,306	**Refunded** ▶	11	0

Part VII-A **Statements Regarding Activities**

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ KS			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9	Yes	
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶WOODS DURHAM CHARTERED Telephone no ▶(785) 825-5494

Located at ▶1619 EAST IRON SALINA KS ZIP+4 ▶67401

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 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		No

See page 20 of 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
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☑ Yes ☐ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	**5b**		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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 page 22 of the instructions).

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

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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 page 23 of the 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 OPERATION AND MAINTENANCE OF BROWN MEMORIAL HOME FOR SENIOR CITIZENS SEE "STATEMENT WITH RESPECT TO EXEMPT PURPOSES" FOR STATISTICAL INFORMATION	0
2 OPERATION AND MAINTENANCE OF BROWN MEMORIAL PARK SEE "STATEMENT WITH RESPECT TO EXEMPT PURPOSES"	0
3 MAINTENANCE AND IMPROVEMENTS TO CAMP BROWN(BOY SCOUT CAMP) SEE "STATEMENT WITH RESPECT TO EXEMPT PURPOSES"	0
4 OPERATION AND MAINTENANCE OF CAMP MARY DELL SEE "STATEMENT WITH RESPECT TO EXEMPT PURPOSES"	0

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	15,675,090
b	Average of monthly cash balances	1b	761,733
c	Fair market value of all other assets (see page 24 of the instructions)	1c	6,031
d	**Total** (add lines 1a, b, and c)	1d	16,442,854
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	16,442,854
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	246,643
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,196,211
6	**Minimum investment return.** Enter 5% of line 5	6	809,811

Part XI Distributable Amount (see page 25 of the 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	
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a		
b	Income tax for 2010 (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	

Part XII Qualifying Distributions (see page 25 of the 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	612,067
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	612,067
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 page 26 of the instructions)	5	7,459
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	604,608

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only.				
b Total for prior years 20___ , 20___ , 20___				
3 Excess distributions carryover, if any, to 2010				
a From 2005.				
b From 2006.				
c From 2007.				
d From 2008.				
e From 2009.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ ________				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d Applied to 2010 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2006. . . .				
b Excess from 2007. . . .				
c Excess from 2008. . . .				
d Excess from 2009. . . .				
e Excess from 2010. . . .				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling . . . . . . ▶ 1974-06-26

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

	Tax year	Prior 3 years			
	(a) 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	620,067	667,066	733,127	626,914	2,647,174
b 85% of line 2a	527,057	567,006	623,158	532,877	2,250,098
c Qualifying distributions from Part XII, line 4 for each year listed	612,067	614,013	620,130	588,085	2,434,295
d Amounts included in line 2c not used directly for active conduct of exempt activities	0	0	0	16,300	16,300
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	612,067	614,013	620,130	571,785	2,417,995
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	539,874	497,575	644,487	676,141	2,358,077
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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 page 27 of the 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))

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

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

Check here ▶☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the 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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data TableSee Additional Data Table				
Total . . . . ▶ **3a**				23,475
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a HOME REVENUE	623000				169,139
b PARK REVENUE	721210				87
c CAMP MARY DELL RESERVATIONS	721210				10,183
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	27,353	
4 Dividends and interest from securities. . . .			14	583,479	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.			16	10,381	
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	137,470	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a SALE OF RAISED CATTLE	110000	11,538			
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		11,538		758,683	179,409

13 **Total.** Add line 12, columns (b), (d), and (e). 13 949,630

(See worksheet in line 13 instructions on page 28 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 organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
1A	HOME REVENUE IS THE NOMINAL CHARGE MADE TO BROWN MEMORIAL HOME
1A	RESIDENTS THE CHARGE COVERS ABOUT 24 % OF THE OPERATING COSTS OF
1A	THE HOME (SEE "STATEMENT WITH RESPECT TO EXEMPT PURPOSES")
1B	PARK REVENUE IS DERIVED FROM THE SALE OF EXCESS BEEF CATTLE RAISED FOR
1B	USE BY THE BROWN MEMORIAL HOME,THE OPERATION OF WHICH IS THE PRINCIPAL
1B	CHARITABLE ACTIVITY OF THE FOUNDATION (SEE "STATEMENT WITH RESPECT
1B	TO EXEMPT PURPOSES")
1C	PROCEEDS FROM C L BROWN HISTORY BOOKS ARE USED IN THE OPERATION OF
1C	BROWN MEMORIAL HOME AND PARK (C L BROWN WAS A SUBSTANTIAL
1C	CONTRIBUTOR OF THE FOUNDATION)
1D	CAMP RESERVATIONS ARE THE MODEST CHARGES MADE TO ORGANIZATIONS
1D	AND GROUPS USING CAMP MARY DELL (SEE "STATEMENT WITH RESPECT TO
1D	EXEMPT PURPOSES")

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)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) 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

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

******	2011-06-09	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

		Date	Check if self-employed ☐	PTIN
Preparer's Signature	KATHRYN S EDDY			
Firm's name	WOODS & DURHAM CHTD		Firm's EIN	
Firm's address	PO BOX 1516 SALINA, KS 674021516		Phone no (785) 825-5494	

Additional Data

Software ID:
Software Version:
EIN: 48-0573809
Name: BROWN MEMORIAL FOUNDATION
409 N W 3RD STREET SUITE A

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

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
A	CATERPRILLAR	P	2007-08-03	2010-08-15
B	PRINCIPAL LIFE INCOME FUNDINGS	P	2007-08-10	2010-08-15
C	5,000SH BP PLC	P	1999-02-11	2010-06-25
D	HOUSEHOLD FINANCE 5 95%	P	2003-10-17	2010-10-15
E	HOUSEHOLD FINANCE 6 0%	P	2003-04-24	2010-07-15
F	PRINCIPAL LIFE INCOME FUNDINGS	P	2008-03-28	2010-04-15
G	WEYERHAEUSER 7 25%	P	1993-08-04	2010-02-03

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

	(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
A	100,000		100,000	0
B	100,000		100,000	0
C	147,750		11,828	135,922
D	10,000		10,000	0
E	100,000		100,000	0
F	100,000		100,000	0
G	103,548		102,000	1,548

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
A				0
B				0
C				135,922
D				0
E				0
F				0
G				1,548

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
AL P JONES 2491 FAIR ROAD ABILENE, KS 67410	PRESIDENT, GENERAL MANAGER 25 00	34,140	0	0
PAUL J MARTIN 500 HILLSIDE ABILENE, KS 67410	TRUSTEE 1 00	1,650	0	0
CHARLES A NORMAN 1107 S KS HWY 4 HERINGTON, KS 67449	TRUSTEE 1 00	1,500	0	0
PHILIP J MULANAX 2828 INDY ROAD ABILENE, KS 67410	TRUSTEE 1 00	1,800	0	0
KENNETH J WETZEL 1198 OLD 40 HWY ABILENE, KS 67410	TRUSTEE 1 00	1,800	0	0
WILLIAM H SEARS 907 N BUCKEYE ABILENE, KS 67410	TRUSTEE 1 00	1,800	0	0
MARK A GUILFOYLE 306 NW 2ND ABILENE, KS 67410	TRUSTEE 1 00	1,350	0	0
PEGGY J FLETCHER 1505 HICKOCK ABILENE, KS 67410	SECRETARY-TREASURER 32 00	18,186	0	0

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ABILENE CEMETARY ASSOCIATION 513 NW 14TH ABILENE, KS 67410	NONE	N/A	CONTRIBUTION	150
ABILENE CHAMBER OF COMMERCE 500 N BUCKEYE ABILENE, KS 67410	NONE	ASSOCIATION	CONTRIBUTION	100
BOY SCOUTS CORONADO COUNCIL 644 S OHIO SALINA, KS 67401	NONE	N/A	CONTRIBUTION	5,000
CHAPMAN HIGH SCHOOL 422 BROADWAY CHAPMAN, KS 67431	NONE	N/A	CONTRIBUTION	25
CHURCH WOMEN UN CHRISTMAS AID DEANNA WHITEHAIR 2202 S WASHINGTON ABILENE, KS 67410	NONE	CHURCH	CONTRIBUTION	800
GIRL SCOUTS CENTRAL KANSAS 1550 S BROADWAY SALINA, KS 67401	NONE	ASSOCIATION	CONTRIBUTION	150
HERITAGE CENTER 412 S CAMPBELL ABILENE, KS 67410	NONE	N/A	CONTRIBUTION	100
KANSAS STATE HISTORICAL 6425 SW 6TH AVENUE TOPEKA, KS 666151095	NONE	N/A	CONTRIBUTION	100
KSDS INC 124 W 7TH WASHINGTON, KS 66968	NONE	ASSOCIATION	CONTRIBUTION	150
MEALS ON WHEELS 511 NE 10TH ABILENE, KS 67410	NONE	N/A	CONTRIBUTION	300
SAFE NIGHT AFTER PROM 1300 N CEDAR ABILENE, KS 67410	NONE	N/A	CONTRIBUTION	50
SALVATION ARMY PRESBYTERIAN CHURCH 1400 N CEDAR ABILENE, KS 67410	NONE	N/A	CONTRIBUTION	150
THE HOPE CENTER 305 N CEDAR ABILENE, KS 67410	NONE	N/A	CONTRIBUTION	200
TOYS FOR TOTS PO BOX 669 ABILENE, KS 67410	NONE	N/A	CONTRIBUTION	100
HOSPICE OF DICKINSON COUNTY 511 NE 10TH ST ABILENE, KS 67410	NONE	N/A	CONTRIBUTION	100
Total . . . . ▶ **3a**				23,475

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MARIE AKER 1821 FAIR ROAD ABILENE, KS 67410	NONE	N/A	SCHOLARSHIP	1,400
LUKE BRITTAN 1201 N BUCKEYE ABILENE, KS 67410	NONE	N/A	SCHOLARSHIP	1,400
MICHELE DAVIDSON 208 N VINE ABILENE, KS 67410	NONE	N/A	SCHOLARSHIP	1,400
KRISTEN EFURD 846 1800 AVE ABILENE, KS 67410	NONE	N/A	SCHOLARSHIP	1,400
ALEX HARRIS 606 MAPLE ST ABILENE, KS 67410	NONE	N/A	SCHOLARSHIP	1,400
SAMANTHA MURPHY 411 N POPLAR ABILENE, KS 67410	NONE	N/A	SCHOLARSHIP	2,400
DANIELLE SCANLAN 2410 INDY RD ABILENE, KS 67410	NONE	N/A	SCHOLARSHIP	1,400
NICK WHELING 1710 OVERHILL RD ABILENE, KS 67410	NONE	N/A	SCHOLARSHIP	1,400
COURTNEY WILSON 460 1200 AVE ABILENE, KS 67410	NONE	N/A	SCHOLARSHIP	1,400
JAMES WILSON 1872 GULF RD ABILENE, KS 67410	NONE	N/A	SCHOLARSHIP	1,400
LOGAN PALENSKE 205 HILLTOP DRIVE ABILENE, KS 67410	NONE	N/A	SCHOLARSHIP	1,000
Total . . . . ▶ **3a**				23,475

TY 2010 Accounting Fees Schedule

Name: BROWN MEMORIAL FOUNDATION

409 N W 3RD STREET SUITE A

EIN: 48-0573809

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING SERVICES	11,675	1,167	1,168	9,340

TY 2010 Investments Corporate Bonds Schedule

Name: BROWN MEMORIAL FOUNDATION
409 N W 3RD STREET SUITE A
EIN: 48-0573809

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AUTO ZONE-4.375%	100,946	104,072
CITIGROUP-4.875%	107,250	102,140
WEYERHAEUSER-7.25%	0	0
DUKE ENERGY-5.30%	101,000	112,050
SOUTHWESTERN BELL TELEPHONE-7%	99,625	115,155
DUKE ENERGY-6.0%	107,500	108,610
DIGITAL EQUIPMENT-7.75%	100,500	123,095
GENERAL ELECTRIC CAPITAL CORP-5.25%	50,000	48,085
J.P.MORGAN CHASE-6.75%	51,793	50,266
CATERPILLAR-6.625%	50,565	58,250
ANHEUSER BUSCH-6.50%	50,625	54,092
HOUSEHOLD FINANCE-6%	0	0
KNIGHT RIDDER, INC-7/150%	56,608	33,500
HALIBURTON CO-8.750%	97,500	131,335
MAYTAG-5%	105,000	102,924
A T & T CORP-6.50%	89,000	104,230
AETNA SERVICES-7.25%	53,250	53,954
BELLSOUTH TELECOMMUNICATIONS-6.375%	50,875	52,830
DEERE & CO-6.550%	46,413	58,710
GE GLOBAL INS HOLDING CORP-6.450%	52,625	53,326
MBIA INC -6.625%	48,126	37,035
NORWEST CORP-6.650%	105,000	102,764
TIME WARNER INC-6.950%	49,062	56,275
PRUDENTIAL FINANCIAL-4.50%	101,353	105,259
WEYERHAUEUSER CO-7.50%	104,567	107,889
WILLIAMS COMMUNICATIONS-10.70%	40,139	0
GE CAPITAL CORP-5.625%	75,000	82,238
FORD MOTOR CO-6.50%	102,981	103,500
MERRILL LYNCH & CO-6.5%	102,650	103,855
SEARS, ROEBUCK ACCEPT CORP-6.75%	78,000	61,313
HOUSEHOLD FINANCE-5.95%	0	0
MBIA-6.40%	51,813	37,375
ELI LILLY & CO-6.57%	189,500	235,040
H.J. HEINZ-6.375%	91,872	105,360
BANK OF AMERICA CORP INTERNOTES	75,000	73,321
VERIZON OF VIRGINIA	127,500	131,900
CAPITAL ONE BANK SENIOR NOTES	98,750	105,626
BAXTER INTER 4.625%	97,805	108,445
INTERNATIONAL PAPER NOTES 5.25%	50,188	53,240
PROCTER & GAMBLE 4.850%	103,250	111,510
ALCAN INC 4.5%	50,000	52,831
ANHEUSER BUSCH-5.0%	97,375	104,216
JOHN DEERE CAPITAL CORP 5.1%	100,005	107,970
ALCOA INC. 5.375%	98,880	106,217
AMERICAN INTL GROUP INC 5.05%	96,755	102,650
BELLSOUTH TELECOMMUNICATIONS-6.375%	99,415	105,667
CATERPILLAR - 6%	0	0
CONOCO INC NOTE 6.95%	112,625	122,899
FLORIDA POWER & LIGHT CO 5.625%	96,255	104,970
GE CAPITAL CORP-5.4%	74,712	80,282
GE CAPITAL CORP-6.25%	100,000	99,270
J.P. MORGAN - 6.05%	100,000	94,167
KOHLS CORP - 6%	93,185	101,967
NATIONAL RURAL UTILITIES COOP-5.4%	100,000	108,870
PRINCIPAL LIFE INCOME FUNDINGS-6%	0	0
SBC COMMUNICATIONS-6.15%	97,755	103,270
TARGET CORP-5.375%	98,255	111,116
WALMART STORES-5.875%	100,055	111,034
XL CAPITAL LTD	49,655	50,338
AMERICAN INTL GROUP INC 5.85%	100,680	103,114
AMERICAN EXPRESS COMPANY	101,350	116,477
ARCHER DANIELS MIDLAND CO	107,630	114,835
AT&T INC	100,500	111,080
BANK OF NEW YORK MELLON CORP	50,000	48,825
GENERAL MOTORS ACCEPTANCE - 6%	50,000	42,789
GOLDMAN SACHS GROUP	99,300	107,440
PRINCIPAL LIFE INCOME FUNDINGS-5.50%	0	0
BARCLAYS BANK PLC	102,632	104,388
CCPTIII(COLE CAPITAL ADVISORS)	200,000	200,000
DUPONT EIDE NEMOURS	109,130	111,850
WELLS FARGO & CO	98,513	107,003
WESTERN UNION CO	115,601	119,567
WHIRLPOOL CORP	105,256	115,092
HERINGTON SCHOOL DISTRICT #487 - 6.872%	104,746	103,897
ILLINOIS STATE SERIES 2 - 5.65%	101,625	96,663
KANSAS STATE PROJECTS SERIES E-2	101,714	103,729
MISSOURI WESTERN STATE - 5.5%	100,000	93,178
NORTH CAROLINA UNIVERSITY	101,875	94,250
NORTHEASTERN ILLINOIS UNIVERSITY	100,000	92,942
OHIO STATE BUILDING AUTH - 5.94%	102,500	96,153
PENNSYLVANIA STATE TURNPIKE	104,021	100,984
TESORO CORP	103,750	104,676
YOUNGSTOWN OHIO ST UNIV - 6.109%	102,250	102,250

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TY 2010 Investments Corporate Stock Schedule

Name: BROWN MEMORIAL FOUNDATION
409 N W 3RD STREET SUITE A

EIN: 48-0573809

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1 SH CARRIE BURTON TRUST	1	220,277
6000 SHS HONEYWELL INTERNATIONAL	31,983	318,960
9000 SHS. DOW CHEMICAL	26,782	307,260
600 SHS GENERAL MOTORS INC	0	0
484 U HUGOTON GAS TRUST	1,936	726
2000 SHS IBM	64,785	293,520
4000 SHS INTERNATIONAL PAPER	26,948	108,960
7300 SHS WESTAR ENERGY-COMMON	93,671	183,668
3000 SHS H.J. HEINZ CO	40,558	148,380
9000 SHS. MERCK & CO	59,403	324,360
9600 SHS BRISTOL MEYERS-SQUIBB CORP	55,749	254,208
12375 SHS U.S. BANCORP	56,731	333,754
970 SHS WESTAR ENERGY-4 1/2% PREFERRED	85,420	71,780
31682 SHS EXXON MOBIL	66,863	2,316,588
2255 SHS. SEMPRA ENERGY	41,978	118,342
36000 SHS PFIZER	86,982	630,360
5586 SHS BP AMOCO	12,725	246,734
16000 SHS UNION PACIFIC CORP	27,412	1,482,560
32 SHS WESTAR ENERGY-5% PREFERRED	1,560	2,816
AFFILIATED FUND	3,267	2,918
2400 SHS HEWLETT-PACKARD	43,031	101,040
2100 SHS MOTOROLA	36,256	19,047
6164 SHS ANADARKO PETROLEUM	13,351	469,450
2000 SHS MERRILL LYNCH CAPITAL TRUST	50,000	49,160
WASHINGTON MUTUAL FUND	90,840	76,980
20000 SHS WELLS FARGO	46,949	619,800
2514SH CONOCO PHILLILPS	5,147	171,203
2470SH EMBARQ CORP/CENTURY TEL MERGER	2,181	157,208
ALLIANCEBERNSTEIN INCOME FUND	56,436	41,236
AT&T INC - 5,800 SHARES	146,995	170,404

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MOTORS LIQUIDATION	19,426	55

TY 2010 Investments Government Obligations Schedule

Name:	BROWN MEMORIAL FOUNDATION
	409 N W 3RD STREET SUITE A
EIN:	48-0573809
US Government Securities - End of Year Book Value:	0
US Government Securities - End of Year Fair Market Value:	0
State & Local Government Securities - End of Year Book Value:	156,655
State & Local Government Securities - End of Year Fair Market Value:	158,507

TY 2010 Legal Fees Schedule

Name: BROWN MEMORIAL FOUNDATION
409 N W 3RD STREET SUITE A
EIN: 48-0573809

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL SERVICES	725	73	72	580

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TY 2010 Other Assets Schedule

Name: BROWN MEMORIAL FOUNDATION

409 N W 3RD STREET SUITE A

EIN: 48-0573809

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ESTIMATED EXCISE TAX DEPOSITS	4,365	11,765	11,765
DEFERRED PATRONAGE DIVIDEND-FARMERS COOP ASSOCIATION, TALMAGE, KS	779	831	831
PAYROLL ADVANCE	0	100	100

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TY 2010 Other Expenses Schedule

Name: BROWN MEMORIAL FOUNDATION
409 N W 3RD STREET SUITE A
EIN: 48-0573809

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GENERAL-INSURANCE	917	92	92	733
GENERAL-TRUST EXPENSE	5,162	516	516	4,130
GENERAL-MISCELLANEOUS	2,634	263	263	2,108
GENERAL-SUPPLIES	606	60	61	485
GENERAL-INTERNET	480	48	48	384
GENERAL-ADMINISTRATION	510	51	51	408
HOME AUTOMOBILE	3,590	0	3,590	0
HOME BUILDING	7,520	0	7,520	0
HOME EQUIPMENT REPAIR	3,342	0	3,342	0
HOME PAYROLL TAXES	25,950	0	25,950	0
HOME FOOD	47,280	0	47,280	0
HOME INSURANCE	16,645	0	16,645	0
HOME LAUNDRY	1,092	0	1,092	0
HOME LICENSES	280	0	280	0
HOME SALARIES	314,511	0	314,511	0
HOME SUPPLIES	17,479	0	17,479	0
HOME UTILITIES	51,944	0	51,944	0
HOME MISCELLANEOUS	620	0	620	0
HOME SEWER PLANT MAINT	8,615	0	8,615	0
HOME EMPLOYEE BENEFITS	5,607	0	5,607	0
PARK BUILDING REPAIR	483	0	483	0
PARK EQUIPMENT REPAIR	2,216	0	2,216	0
PARK PAYROLL TAXES	5,117	0	5,117	0
PARK GENERAL	1,991	0	1,991	0
PARK INSURANCE	4,238	0	4,238	0
PARK LANDSCAPING	1,730	0	1,730	0
PARK MACHINERY EXPENSE	2,537	0	2,537	0
PARK MAINTENANCE	1,591	0	1,591	0
PARK SALARY	64,817	0	64,817	0
PARK STOCK	3,996	0	3,996	0
PARK ROADS	445	0	445	0
PARK TRACTORS	4,471	0	4,471	0
PARK TRUCKS	12,103	0	12,103	0
PARK UTILITIES	21,816	0	21,816	0
PARK SUPPLIES	1,009	0	1,009	0
PARK REPAIRS & MAINTENANCE EMPLOYEE DWELLINGS	1,171	0	1,171	0
PARK INSURANCE EMPLOYEE DWELLINGS	2,316	0	2,316	0
PARK INSURANCE BOY SCOUT CAMP	2,878	0	2,878	0
PARK REPAIRS & MAINTENANCE BOY SCOUT CAMP	425	0	425	0
MARY DELL REPAIRS & MAINTENANCE	4,696	0	4,696	0
MARY DELL OTHER EXPENSE	1,343	0	1,343	0
MARY DELL UTILITIES	3,030	0	3,030	0
MARY DELL SUPPLIES	311	0	311	0
PARK EMPLOYEE BENEFITS	2,510	0	2,510	0
HOME EXCESS DEDUCTIONS OVER INCOME	0	0	-337,225	337,225
PARK EXCESS DEDUCTIONS OVER INCOME	0	0	-142,502	142,502
GENERAL-TELEPHONE	1,171	117	117	937
HOME SUBSCRIPTIONS	1,889	0	1,889	0
PARK UTILITIES BOY SCOUT CAMP	5,295	0	5,295	0
GENERAL - OFFICE EXPENSE	7,125	713	712	5,700
PARK STORM DAMAGE	240	0	240	0

TY 2010 Other Income Schedule

Name: BROWN MEMORIAL FOUNDATION
409 N W 3RD STREET SUITE A
EIN: 48-0573809

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
HOME REVENUE	169,139		169,139
PARK REVENUE	87		87
CAMP MARY DELL RESERVATIONS	10,183		10,183
SALE OF RAISED CATTLE	11,538		11,538

TY 2010 Other Liabilities Schedule

Name: BROWN MEMORIAL FOUNDATION
409 N W 3RD STREET SUITE A

EIN: 48-0573809

Description	Beginning of Year - Book Value	End of Year - Book Value
SECURITY DEPOSIT	800	800
PAYROLL TAXES PAYABLE	158	175
RETIREMENT PAYABLE	2,462	4,008

TY 2010 Taxes Schedule

Name: BROWN MEMORIAL FOUNDATION
409 N W 3RD STREET SUITE A

EIN: 48-0573809

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
KANSAS FRANCHISE TAX	40	4	4	32
PAYROLL TAXES	6,113	611	612	4,890