20201111

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 06/01/10 , and ending 05/31/11

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
BROWNSVILLE FOUNDATION FOR HEALTH AND EDUCATION

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
C/O WELLS FARGO, PO BOX 41629

City or town, state, and ZIP code
AUSTIN TX 78704-9926

A Employer identification number
74-1818930

B Telephone number (see page 10 of the instructions)

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) ▶ $ 7,476,025

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)				
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	53,336	53,336		
	4	Dividends and interest from securities	107,747	107,747		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 Stmt 1	-3,377			
	b	Gross sales price for all assets on line 6a 1,602,019				
	7	Capital gain net income (from Part IV, line 2)		645		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns & allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	157,706	161,728	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) Stmt 2	45,010			45,010
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) Stmt 3	2,010			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att. sch) Stmt 4	16,303			6,000
	24	**Total operating and administrative expenses.** Add lines 13 through 23	63,323	0	0	51,010
	25	Contributions, gifts, grants paid	408,522			408,522
	26	**Total expenses and disbursements.** Add lines 24 and 25	471,845	0	0	459,532
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-314,139			
	b	**Net investment income** (if negative, enter -0-)		161,728		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see page 30 of the instructions.

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	1,205,102	105,536	105,536
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 (att. schedule) ▶			
	Less allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges		1,383	1,383
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule) See Stmt 5	5,055,512	5,827,201	7,361,367
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule) See Statement 6		7,739	7,739
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	6,260,614	5,941,859	7,476,025
Liabilities 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 ▶)			
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 ▶ ☒ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	6,260,614	5,941,859	
30	**Total net assets or fund balances** (see page 17 of the instructions)	6,260,614	5,941,859	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	6,260,614	5,941,859	

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	6,260,614
2	Enter amount from Part I, line 27a	2	-314,139
3	Other increases not included in line 2 (itemize) ▶ See Statement 7	3	87
4	Add lines 1, 2, and 3	4	5,946,562
5	Decreases not included in line 2 (itemize) ▶ See Statement 8	5	4,703
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,941,859

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				
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	645			645
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				645
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	645
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	

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	254,309	6,587,390	0.038605
2008			
2007			
2006			
2005			

2 **Total** of line 1, column (d)	2	0.038605
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	0.038605
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	6,837,649
5 Multiply line 4 by line 3	5	263,967
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,617
7 Add lines 5 and 6	7	265,584
8 Enter qualifying distributions from Part XII, line 4	8	459,532

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	1,617
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	1,617
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	1,617
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	3,000		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,150		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	4,150
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	2,533
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 2,533 Refunded ▶			11	

Part VII-A Statements Regarding Activities

			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		X
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		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 ▶ $ _____ **(2)** On foundation managers ▶ $ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ _____			
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? N/A	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		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, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of 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 on page 27)? 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

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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		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 ▶ WELLS FARGO BANK, NA PO BOX 41629 Telephone no ▶ 512-424-0126

Located at ▶ AUSTIN TX ZIP+4 ▶ 78704

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		X
	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 22 of the instructions)?	N/A	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		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?	☐ 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 22 of the instructions)	N/A	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)	N/A	3b		
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

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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)? N/A 5b

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b 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 ☒ No

b If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A 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
DAVID GARZA AUSTIN C/O WELLS FARGO BANK PO BOX 41629 TX 78704-9926	CHAIRMAN 0.25	0	0	0
RENATO E CARDENAS AUSTIN C/O WELLS FARGO BANK PO BOX 41629 TX 78704-9926	VICE-CHAIR 0.25	0	0	0
ANTONIO M DIAZ, MD AUSTIN C/O WELLS FARGO BANK PO BOX 41629 TX 78704-9926	SEC-TREAS 0.25	0	0	0
JERRI HERNANDEZ AUSTIN C/0 WELLS FARGO BANK PO BOX 41629 TX 78704-9926	MEMBER 0.25	0	0	0

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

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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 ▶

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 SUPPORT OF PROGRAMS IN HEALTH AND/OR EDUCATION FOR NINETEEN 501(c)(3) ORGANIZATIONS AND FOUR SCHOOLS.	408,522
2	
3	
4	

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 N/A	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	

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	6,980,896
b	Average of monthly cash balances		1b	202,845
c	Fair market value of all other assets (see page 25 of the instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	7,183,741
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	7,183,741
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions) See Statement 9		4	346,092
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	6,837,649
6	**Minimum investment return.** Enter 5% of line 5		6	341,882

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	341,882
2a	Tax on investment income for 2010 from Part VI, line 5	2a 1,617		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	1,617
3	Distributable amount before adjustments Subtract line 2c from line 1		3	340,265
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	340,265
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	340,265

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	459,532
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	459,532
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	1,617
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	457,915

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				340,265
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only			72,066	
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 ▶ $ 459,532				
a	Applied to 2009, but not more than line 2a			72,066	
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				340,265
e	Remaining amount distributed out of corpus	47,201			
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	47,201			
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				0
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	47,201			
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 47,201				

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 ▶

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 (a) 2010	Prior 3 years (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 foundation had $5,000 or more in assets at any time during the year—see page 28 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))

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 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

UNITED WAY
634 E LEVEE BROWNSVILLE TX 78520

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

SEE COPY OF APPLICATION, ATTACHED.

c Any submission deadlines

JANUARY 31ST

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

SEE COPY OF GRANT APPLICATION, ATTACHED.

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 10				408,522
Total			▶ 3a	408,522
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	53,336	
4 Dividends and interest from securities			14	107,747	
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		7,891	18	645	-11,913
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)		7,891		161,728	-11,913

13 **Total.** Add line 12, columns (b), (d), and (e) 13 157,706

(See worksheet in line 13 instructions on page 29 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 page 29 of 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: [signature] Date: 12-6-11 Title: VP

Paid Preparer Use Only

Print/Type preparer's name: Susana Reynoso, CPA	Preparer's signature: [signature] CPA	Date: 12/1/11	Check ☒ if self-employed
Firm's name ▶ Long Chilton, LLP		PTIN	P01219810
Firm's address ▶ 3125 Central Blvd Brownsville, TX 78520		Firm's EIN ▶	74-1154721
		Phone no	956-546-1655

DAA

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description (Whom Sold)	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
1300 BAKER HUGHES INC	5/29/09	11/03/10	Purchase	$ 64,466	$ 76,760	$	$	$ -12,294
800 BANK AMER CORP	7/31/03	11/03/10	Purchase	9,177	33,140			-23,963
1300 IPATH MSCI INDIA INDEX ETN	5/29/09	1/06/11	Purchase	97,365	59,476			37,889
500 CISCO SYSTEMS INC	11/30/99	11/03/10	Purchase	11,736	22,437			-10,701
250M FED HOME LN MTG CORP 1.45%	3/31/09	9/10/10	Purchase	250,000	251,210			-1,210
250M FED HOME LN BK 2.25%	4/11/08	5/20/11	Purchase	250,000	249,303			697
250M FED HOME LN BK 1.625%	3/31/09	3/16/11	Purchase	250,000	250,868			-868
300 FIRST SOLAR INC	8/15/08	11/03/10	Purchase	40,585	79,316			-38,731
500 GENZYME CORP	8/15/08	11/03/10	Purchase	36,029	41,703			-5,674
400 HARSCO CORP	8/16/06	10/14/10	Purchase	9,910	16,340			-6,430
1M ISHARES S&P NA NAT RES S I F INDE	9/17/09	2/23/11	Purchase	45,670	33,860			11,810
900 JPMORGAN CHASE & CO	5/29/09	11/03/10	Purchase	33,481	37,363			-3,882
200 L-3 COMMUNICATIONS CORP COM	9/13/06	11/03/10	Purchase	14,614	15,148			-534
200 MONSANTO CO NEW	10/22/08	3/18/11	Purchase	13,688	16,144			-2,456
75M NATIONAL RURAL UTILI 4.375%	9/17/04	10/01/10	Purchase	75,000	76,250			-1,250
2500 PETROLEO BRASILEIRO SA COMM ADR	5/29/09	11/08/10	Purchase	90,048	44,840			45,208
3975 PFIZER INC	8/28/97	7/22/10	Purchase	58,680	71,836			-13,156
600 PUBLIC SVC ENTERPRISE GROUP INC	8/16/06	3/18/11	Purchase	18,306	20,801			-2,495

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
1200 QUEST DIAGNOSTICS INC	8/16/06	10/14/10	Purchase	$ 59,663	$ 42,633	$	$	$ 17,030
500 THERMO FISHER SCIENTIFIC INC	8/15/08	11/03/10	Purchase	25,930	31,310			-5,380
1M UNITEDHEALTH GROUP INC	2/12/07	11/03/10	Purchase	36,660	51,790			-15,130
3M WALGREEN CO	3/16/00	10/14/10	Purchase	102,475	82,868			19,607
Short-term Gain/Loss from Pass-through Entity				-49				-49
Long-term Gain/Loss from Pass-through Entity				7,940				7,940
Total				$ 1,601,374	$ 1,605,396	$ 0	$ 0	$ -4,022

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ADMINISTRATIVE FEES	$ 40,800	$	$	$ 40,800
TAX PREPARATION	4,210			4,210
Total	$ 45,010	$ 0	$ 0	$ 45,010

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAX PAID ON DIVIDENDS	$ 2,010	$	$	$
Total	$ 2,010	$ 0	$ 0	$ 0

Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
INSURANCE	8,980			
UNITED WAY MANAGEMENT FEE	6,000			6,000
MISCELLANEOUS	1,323			
Total	$ 16,303	$ 0	$ 0	$ 6,000

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	$ 5,055,512	$ 5,827,201	Cost	$ 7,361,367
Total	$ 5,055,512	$ 5,827,201		$ 7,361,367

Statement 6 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
INCR IN INVEST IN DB COMMODITY FD	$	$ 7,739	Cost	$ 7,739
Total	$ 0	$ 7,739		$ 7,739

Statement 7 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
PRIOR YEAR INCREASE IN INVEST IN DB COMMODITIES	$ 87
Total	$ 87

Statement 8 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
PRIOR YEAR EXCISE TAX	$ 3,086
CURRENT YEAR EXCISE TAX	1,617
Total	$ 4,703

Statement 9 - Form 990-PF, Part X, Line 4 - Cash Deemed Held - Greater Amount Explanation

Description	Amount
5-yr average of funding of charitable activities	346,092
Total	346,092

74-1818930

Federal Statements

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or $5,000

Name of Manager	Amount
NONE	$
Total	$ 0

Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

Name of Manager	Amount
NONE	$
Total	$ 0

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

SEE COPY OF APPLICATION, ATTACHED.

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

JANUARY 31ST

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

SEE COPY OF GRANT APPLICATION, ATTACHED.

Federal Statements

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
UNITED WAY OF CAMERON CO BROWNSVILLE TX 78520	1034 E LEVEE ST		SUPPORT HEALTH/EDUCATION	138,455
BRO ADULT LITERACY CENTER BROWNSVILLE TX 78520	1235 E JEFFERSON		SUPPORT EDUCATION	20,000
ST JOSEPH ACADEMY BROWNSVILLE TX 78520	101 ST JOSEPH DRIVE		SUPPORT EDUCATION	35,000
BRO SOC FOR CRIPPLED CH BROWNSVILLE TX 78520	1901 E 22ND ST		SUPPORT HEALTH	9,500
TEACH FOR AMERICA MCALLEN TX 78501	1006 S 10TH ST		SUPPORT EDUCATION	5,000
VALLEY ZOOLOGICAL SOCIETY BROWNSVILLE TX 78520	500 RINGGOLD ST		SUPPORT EDUCATION	10,000
GOOD NEIGHBOR SETTLEMENT BROWNSVILLE TX 78520	1254 E TYLER		SUPPORT HEALTH/EDUCATION	4,371
UTB-TSC BROWNSVILLE TX 78521	80 FT BROWN		SUPPORT EDUCATION	56,000
TIP OF TX FAMILY OUTREACH BROWNSVILLE TX 78521	164-B OAK ST		SUPPORT HEALTH/EDUCATION	4,994
BOYS/GIRLS CLUB LOS FRESNOS TX 78566	100 W 3RD ST		SUPPORT EDUCATION	4,554
CHILDREN'S MUS OF B'VILLE BROWNSVILLE TX 78523	PO BOX 3762		SUPPORT EDUCATION	5,000
MOTHER PERPETL HELP HOME BROWNSVILLE TX 78520	519 E MADISON		SUPPORT HEALTH	10,000
HISTORIC B'VILLE MUSEUM BROWNSVILLE TX 78520	641 E MADISON		SUPPORT EDUCATION	15,000
EPISCOPAL DAY SCHOOL BROWNSVILLE TX 78520	34 N CORIA		SUPPORT EDUCATION	10,000
GUADALUPE MIDDLE SCHOOL BROWNSVILLE TX 78520	1214 LINCOLN		SUPPORT EDUCATION	13,000
FRIENDSHIP OF WOMEN BROWNSVILLE TX 78523	PO BOX 3112		SUPPORT HEALTH/EDUCATION	9,375
SUNSHINE HAVEN BROWNSVILLE TX 78523	PO BOX 4478		SUPPORT HEALTH	14,000
FIRST TEE RANCHO VIEJO TX 78575	1100 AVENIDA TESORO		SUPPORT EDUCATION	1,000
VALLEY AIDS COUNCIL HARLINGEN TX 78550	418 E TYLER, STE A		SUPPORT HEALTH	3,416

Federal Statements

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name Address	Address Relationship	Status	Purpose	Amount
CAMERON CO CHILDRN ADVOC BROWNSVILLE TX 78523	PO BOX 5418		SUPPORT HEALTH	7,500
COMM DEV CORP OF B'VILLE BROWNSVILLE TX 78520	901 E LEVEE		SUPPORT EDUCATION	6,857
B'VILLE COMM HEALTH CTR BROWNSVILLE TX 78521	2137 E 22ND ST		SUPPORT HEALTH	5,500
OZANAM CENTER BROWNSVILLE TX 78521	656 N MINNESOTA AVE		SUPPORT HEALTH/EDUCATION	20,000
Total				408,522

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
	$ 53,336		14		
Total	$ 53,336				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
MUTUAL FUNDS	$ 62,138		14		
SECURITIES	45,609		14		
Total	$ 107,747				

Grant Application

Brownsville Foundation for Health & Education
General Grant Guidelines

1. Purpose. Brownsville Foundation for Health & Education (the "Foundation") was established in 1986 to provide grants to deserving organizations, primarily in Brownsville, Texas and other Texas communities Foundation is particularly interested in providing direct or indirect support to the health care and education of the Brownsville community through its grants

2 Eligibility Grants will be awarded on an annual basis to organizations whose purposes and activities further the general goals of Foundation. All such organizations must be either (i) government instrumentalities (such as state universities) or (ii) organizations which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (the "Code").

3 Applications. Foundation will accept applications for grants at any time during the year.

4 Selection process Each grant application will be reviewed by, and approved or rejected by the Trustees of Foundation within a reasonable time after it is submitted The Trustees may, in their sole discretion, request that one or more qualified experts in a particular field assist them in making their selections. For example, if Foundation anticipates making a grant for research in a particular area of medicine, the Trustees may request that a physician practicing in that particular area of medicine review and recommend action with respect to such applications

5 Payment of Grants Unless otherwise requested by an applicant and approved by the Trustees, each grant will be paid in one lump sum Subsequent grants to the same organization must be applied for, reviewed and approved separately

6 Reports Within a reasonable time after the grant funds have been fully expended, the grantee organization shall submit a written report to Foundation outlining how the funds were spent. If the funds are to be expended over a long period of time, the grantee organization shall submit a written report within one (1) year of the date of the initial grant outlining how funds have been spent to date and how the remaining funds will be spent. Foundation may require further reports from the grantee organization if the Trustees deem such reports to be necessary, or, if the Trustees reasonably believe the remaining funds will be spent properly, no further reports shall be required.

7. Misuse of Funds. Foundation specifically reserves the right to obtain any funds which have been improperly used.

Grant Application

1 Full Name & Address of Applicant

____

____

____

2 Name and Phone Number of Contact Person

____

____

3 Total Amount of Grant Requested: ______________________

4 Attach detailed description of (i) purpose of grant, (ii) first date funds will be needed, and (iii) detailed budget of how grant will be used, including period of time over which funds will be expended

5 Attach listing of all Directors and Officers of applying organization

6 Attach IRS tax exempt determination letter indicating that your organization is exempt under 501(c)(3) and a copy of the most recent Form 990 filed with the IRS

or

If you are a government instrumentality, attach a letter from your legal counsel stating that you are an organization described in Sections 170(b)(1)(A)(v) and 170(c)(1) of the Code.

7. Describe all applications you have made to other grant making organizations for similar purposes, and status of their approval, including the amounts requested and/or approved