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Form 990-PF

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

2010

Department of the Treasury Internal Revenue Service

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

For calendar year 2010, or tax year beginning 07-01-2010, and ending 06-30-2011

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

Name of foundation: BEHMANN BROTHERS FOUNDATION. A Employer identification number: 74-2146739. B Telephone number: (361) 852-8223. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$7,019,570.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	45,262		47,475		47,475
	2	Savings and temporary cash investments	410,970		369,984		369,984
	3	Accounts receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____					
	4	Pledges receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____					
	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) <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)	5,739,382		5,514,112		5,717,720
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)					
	14	Land, buildings, and equipment basis <input type="checkbox"/> <u>1,154,741</u> Less accumulated depreciation (attach schedule) <input type="checkbox"/> <u>3,544</u>	1,149,427	<input checked="" type="checkbox"/>	1,151,197		884,391
15	Other assets (describe <input type="checkbox"/> _____)	<input checked="" type="checkbox"/> 141,198	<input checked="" type="checkbox"/>	141,198			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	7,486,239		7,223,966		7,019,570	
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)	619,183	<input checked="" type="checkbox"/>	573,169		
	22	Other liabilities (describe <input type="checkbox"/> _____)					
23	Total liabilities (add lines 17 through 22)	619,183		573,169			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds	2,068,595		2,068,595		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	4,798,461		4,582,202		
29	Retained earnings, accumulated income, endowment, or other funds						
30	Total net assets or fund balances (see page 17 of the instructions)	6,867,056		6,650,797			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,486,239		7,223,966			

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	6,867,056
2	Enter amount from Part I, line 27a	2	-216,259
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> _____	3	
4	Add lines 1, 2, and 3	4	6,650,797
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,650,797

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) FMV 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	34,830
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	290,545	5,374,789	0.05406
2008	303,693	6,235,737	0.04870
2007	371,998	8,508,944	0.04372
2006	412,004	8,675,036	0.04749
2005	367,905	7,661,021	0.04802

2 Total of line 1, column (d).	2	0.24199
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	0.04840
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	5,952,923
5 Multiply line 4 by line 3.	5	288,116
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,003
7 Add lines 5 and 6.	7	289,119
8 Enter qualifying distributions from Part XII, line 4.	8	316,531

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)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Values include 1,003, 516, 5, 492, and 0.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question text, Yes, and No. Questions cover political activities, tax returns, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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? Website address WWW BEHMANNBROTHERSFOUNDATION ORG	13	Yes	
14 The books are in care of KDNC LLC Telephone no (361) 852-8223 Located at 5151 FLYNN PARKWAY 604 CORPUS CHRISTI TX ZIP+4 784114394			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
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

		Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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		No
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20__ , 20__ , 20__ , 20__			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did it have excess business holdings in 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.</i>)	3b		No
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** Yes No
Organizations relying on a current notice regarding disaster assistance check here. Yes No

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** Yes 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** Yes No

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. Yes No

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 _____	
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 _____	
2 _____	
3 All other program-related investments. See page 24 of the instructions _____	

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	5,270,487
b	Average of monthly cash balances.	1b	436,845
c	Fair market value of all other assets (see page 24 of the instructions).	1c	909,414
d	Total (add lines 1a, b, and c).	1d	6,616,746
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	573,169
3	Subtract line 2 from line 1d.	3	6,043,577
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	90,654
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,952,923
6	Minimum investment return. Enter 5% of line 5.	6	297,646

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	297,646
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	1,003
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,003
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	296,643
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	296,643
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	296,643

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	316,531
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	316,531
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	1,003
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	315,528

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				296,643
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. 779				
f Total of lines 3a through e.	779			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 316,531				
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).	0			
d Applied to 2010 distributable amount.				296,643
e Remaining amount distributed out of corpus	19,888			
5 Excess distributions carryover applied to 2010 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	20,667			
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.	20,667			
10 Analysis of line 9				
a Excess from 2006.				
b Excess from 2007.				
c Excess from 2008.				
d Excess from 2009. 779				
e Excess from 2010. 19,888				

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see 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

CHARLES L KOSAREK
 PO BOX 271486
 CORPUS CHRISTI, TX 784271486

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

SPECIAL GRANT REQUEST FORM CAN BE OBTAINED FROM WEBSITE

c Any submission deadlines

MAY 1

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

ORGANIZATIONS MUST BE LOCATED IN THE TEXAS COUNTIES OF NUECES, ARANSAS, BEE, JIM WELLS, KLEBERG, LIVE OAK, REFUGIO AND SAN PATRICIO

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 <i>Paid during the year</i> See Additional Data Table				
Total				▶ 3a 304,900
b <i>Approved for future payment</i>				
Total				▶ 3b

Additional Data**Software ID:** 10000105**Software Version:** 2010v3.2**EIN:** 74-2146739**Name:** BEHMANN BROTHERS FOUNDATION**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	CAPITAL GAIN DIVIDENDS-VARIOUS	P	2009-01-01	2011-06-30
B	LITIGATION PROCEEDS-VARIOUS	P	2009-01-01	2011-06-30
C	46237 296 FAIRHOLME FUNDS INC	P	2009-01-01	2011-05-11
D	40525 129 EATON VANCE DIV BLDR FD	P	2009-01-01	2011-05-11
E	1400 AT&T INC	P	2010-02-17	2011-03-31
F	10451 787 FAIRHOLME FUNDS INC	P	2008-07-02	2010-11-11
G	39572 320 EATON VANCE DIV BLDR FD	P	2008-07-02	2010-10-25
H	1823 320 MAINSTAY SHRT TRM BOND FD CLASS I	P	2009-07-01	2010-08-20
I	459 425 MAINSTAY SHRT TRM BOND FD CLASS I	P	2009-07-01	2010-08-20

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	83,945			83,945
B	1,632			1,632
C	1,562,358		1,439,575	122,783
D	423,488		518,051	-94,563
E	42,615		35,936	6,679
F	369,471		307,910	61,561
G	380,290		527,572	-147,282
H	17,756		17,701	55
I	4,475		4,455	20

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69		(I) 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			83,945
B			1,632
C			122,783
D			-94,563
E			6,679
F			61,561
G			-147,282
H			55
I			20

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
Sherry Kosarek 329 CR 170 GEORGE WEST, TX 78022	Director 0 00	300		
Karen K Clark 3413 Stonecrest Grapevine, TX 76051	Vice President 0 00	300		
T Mark Anderson 341 University Place Corpus Christi, TX 78412	Director 0 00	300		
Willie J Kosarek 5151 Flynn Parkway 604 Corpus Christi, TX 78411	Treasurer 0 00	300		
John Lloyd Bluntzer Route 1 Box 132 Corpus Christi, TX 78380	Secretary 0 00	300		
Charles L Kosarek Jr 329 CR 170 GEORGE WEST, TX 78022	President 20 00	30,300		

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN RED CROSS-COASTAL BEND PO BOX 3429 CORPUS CHRISTI, TX 78463	None	PUBLIC	SUPPORT PROGRAMS	1,000
TEXAS AM UNIVERSITY-KINGSVILLE 700 UNIVERSITY BLVD MSC173 KINGSVILLE, TX 78363	None	PUBLIC	SCHOLARSHIPS	5,000
TEXAS AM HEALTH SCIENCE CENTER FOUN 1010 WEST AVENUE B KINGSVILLE, TX 78363	None	PUBLIC	SUPPORT PROGRAMS	5,000
SOUTH TEXAS INSTITUTE FOR THE ARTS 1902 NORTH SHORELINE BLVD CORPUS CHRISTI, TX 78401	None	PUBLIC	SUPPORT PROGRAMS	1,000
SEASHORE LEARNING CENTER 15801 SOUTH PADRE ISLAND DRIVE CORPUS CHRISTI, TX 78418	None	PUBLIC	SUPPORT PROGRAMS	1,000
SEA CITY WORK CAMP PO BOX 10449 CORPUS CHRISTI, TX 78460	None	PUBLIC	SUPPORT PROGRAMS	1,000
MARY MCLEOD BETHUNE DAY NURSERY INC 900 KINNEY AVE CORPUS CHRISTI, TX 78401	None	PUBLIC	SUPPORT PROGRAMS	3,000
GOOD SAMARITAN RESCUE MISSION PO BOX 65 CORPUS CHRISTI, TX 78403	None	PUBLIC	SUPPORT PROGRAMS	5,000
COASTAL BEND KIDNEY FOUNDATION PO BOX 9172 CORPUS CHRISTI, TX 78469	None	PUBLIC	SUPPORT PROGRAMS	2,000
FAMILY OUTREACH OF CORPUS CHRISTI 1444 BALDWIN BLVD CORPUS CHRISTI, TX 78404	None	PUBLIC	SUPPORT PROGRAMS	5,000
CASA OF KLEBERG COUNTY PO BOX 1658 KINGSVILLE, TX 78364	None	PUBLIC	SUPPORT PROGRAMS	2,000
ART CENTER OF CORPUS CHRISTI 101 SHORELINE BLVD CORPUS CHRISTI, TX 78401	None	PUBLIC	SUPPORT PROGRAMS	2,000
ARANSAS COUNTY ISD EDUCATION FOUNDA PO BOX 195 ROCKPORT, TX 78382	None	PUBLIC	SUPPORT PROGRAMS	2,000
ANNAPOLIS CHRISTIAN ACADEMY 3875 SOUTH STAPLES CORPUS CHRISTI, TX 78411	None	PUBLIC	SUPPORT PROGRAMS	2,000
HAMMONS EDUCATION LEADERSHIP PROG I 4833 SARATOGA 447 CORPUS CHRISTI, TX 78413	None	PUBLIC	SUPPORT PROGRAMS	2,500
Total				304,900

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ST GEORGE CATHOLIC CHURCH PO BOX 580 GEORGE WEST, TX 78022	None	PUBLIC	SUPPORT PROGRAMS	1,000
ARTHRITIS FOUNDATION SOUTH CENTRAL 3120 SOUTHWEST FREEWAY SUITE 215 HOUSTON, TX 77098	None	PUBLIC	SUPPORT PROGRAMS	1,000
UNITED NEGRO COLLEGE FUND 723 MAIN STREET SUITE 1010 HOUSTON, TX 77002	None	PUBLIC	SCHOLARSHIP PROGRAM	4,000
YWCA OF CORPUS CHRISTI 4601 CORONA DRIVE CORPUS CHRISTI, TX 78411	None	PUBLIC	SUPPORT PROGRAMS	5,000
YMCA OF THE COASTAL BEND 417 SOUTH UPPER BROADWAY CORPUS CHRISTI, TX 78401	None	PUBLIC	SUPPORT PROGRAMS	5,000
WOMEN'S SHELTER OF SOUTH TEXAS PO BOX 3368 CORPUS CHRISTI, TX 78463	None	PUBLIC	SUPPORT PROGRAMS	9,000
TEXAS STATE AQUARIUM ASSOCIATION 2710 NORTH SHORELINE BLVD CORPUS CHRISTI, TX 78402	None	PUBLIC	SUPPORT PROGRAMS	7,500
TEXAS AGRILIFE RESEARCH 10345 HIGHWAY 44 CORPUS CHRISTI, TX 78406	None	PUBLIC	SUPPORT PROGRAMS	30,000
TEXAS AGRILIFE EXTENSION SERVICE 10345 HIGHWAY 44 CORPUS CHRISTI, TX 78406	None	PUBLIC	SUPPORT PROGRAMS	30,000
TEXAS AM UNIVERSITY-CORPUS CHRISTI 6300 OCEAN DRIVE UNIT 5741 CORPUS CHRISTI, TX 78412	None	PUBLIC	SCHOLARSHIPS	20,000
THE SALVATION ARMY CC TX PO BOX 2507 CORPUS CHRISTI, TX 78403	None	PUBLIC	SUPPORT PROGRAMS	7,000
RONALD MC DONALD HOUSE CHARITIES OF 3402 FORT WORTH STREET CORPUS CHRISTI, TX 78411	None	PUBLIC	SUPPORT PROGRAMS	3,000
PALMER DRUG ABUSE PROGRAM 3104 SOUTH ALAMEDA CORPUS CHRISTI, TX 78404	None	PUBLIC	SUPPORT PROGRAMS	5,000
INCARNATE WORD ACADEMY 2920 SOUTH ALAMEDA CORPUS CHRISTI, TX 78404	None	PUBLIC	SUPPORT PROGRAMS	3,000
GOODWILL INDUSTRIES OF SOUTH TEXAS 2961 SOUTH PORT AVE CORPUS CHRISTI, TX 78405	None	PUBLIC	SUPPORT PROGRAMS	3,000
Total				304,900

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FAMILY COUNSELING SERVICE 3833 SOUTH STAPLES CORPUS CHRISTI, TX 78411	None	PUBLIC	SUPPORT PROGRAMS	5,000
DRISCOLL CHILDREN'S HOSPITAL 3533 SOUTH ALAMEDA STREET CORPUS CHRISTI, TX 78411	None	PUBLIC	SUPPORT PROGRAMS	9,000
DEL MAR COLLEGE FOUNDATION INC 101 BALDWIN BLVD CORPUS CHRISTI, TX 78404	None	PUBLIC	SCHOLARSHIPS	23,000
CORPUS CHRISTI HOPE HOUSE INC 658 ROBINSON STREET CORPUS CHRISTI, TX 78404	None	PUBLIC	SUPPORT PROGRAMS	3,000
CORPUS CHRISTI AREA COUNCIL FOR THE 5151 MCARDLE ROAD CORPUS CHRISTI, TX 78411	None	PUBLIC	SUPPORT PROGRAMS	2,000
CHRISTUS SPOHN HEALTH SYSTEM FOUNDA 600 ELIZABETH STREET CORPUS CHRISTI, TX 78404	None	PUBLIC	SUPPORT PROGRAMS	7,000
CAMP ARANZAZU INC 5420 FM 1781 ROCKPORT, TX 78382	None	PUBLIC	SUPPORT PROGRAMS	3,000
BOYS GIRLS CLUB OF CORPUS CHRISTI 3902 GREENWOOD DRIVE CORPUS CHRISTI, TX 78416	None	PUBLIC	SUPPORT PROGRAMS	4,000
AMERICAN HEART ASSOCIATION 500 NORTH SHORELINE BLVD SUITS 203 CORPUS CHRISTI, TX 78471	None	PUBLIC	SUPPORT PROGRAMS	1,000
AMERICAN CANCER SOCIETY 4101 SOUTH ALAMEDA CORPUS CHRISTI, TX 78411	None	PUBLIC	SUPPORT PROGRAMS	3,000
PEEWEE'S PET ADOPTION WRLD SANCTRY 1307 SARATOGA BLVD CORPUS CHRISTI, TX 78417	None	PUBLIC	SUPPORT PROGRAMS	6,000
ST JOHN'S UNITED METHODIST CHURCH 5300 SOUTH ALAMEDA STREET CORPUS CHRISTI, TX 78404	None	PUBLIC	SUPPORT PROGRAMS	7,000
BOY SCOUTS OF AMERICA - S TX COUNCI 700 EVERHART ROAD CORPUS CHRISTI, TX 78411	None	PUBLIC	SUPPORT PROGRAMS	1,000
SANTA ROSE DE LIMA CATHOLIC CHURCH PO BOX 363 BENAVIDES, TX 78341	None	PUBLIC	SUPPORT PROGRAMS	250
SAN JOSE MISSION CATHOLIC CHURCH 1019 E FM 2295 ALICE, TX 78332	None	PUBLIC	SUPPORT PROGRAMS	250
Total				304,900

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MAXINE FLOURNOY 3RD CST SQDN OF COM PO BOX 8192 CORPUS CHRISTI, TX 78468	None	PUBLIC	SUPPORT PROGRAMS	500
FANNIE BLUNTZER NASON RENEWAL CENTE 2930 SOUTH ALAMEDA STREET CORPUS CHRISTI, TX 78404	None	PUBLIC	SUPPORT PROGRAMS	4,000
MISSION OF MERCY INC 719 SOUTH SHORELINE BLVD SUITE 103 CORPUS CHRISTI, TX 78401	None	PUBLIC	SUPPORT PROGRAMS	4,250
SISTERS OF PROVIDENCE PO BOX 1093 ST MARY OF THE WOODS, IN 47876	None	PUBLIC	SUPPORT PROGRAMS	2,000
SOUTH TEXAS BROADCASTING CHANNEL 16 4455 SOUTH PADRE ISLAND DRIVE CORPUS CHRISTI, TX 78411	None	PUBLIC	SUPPORT PROGRAMS	9,750
ST JOHN NEPOMUCENE CATHOLIC CHURCH 603 NORTH FIRST STREET ROBSTOWN, TX 78380	None	PUBLIC	SUPPORT PROGRAMS	2,500
KINGS CROSSING CHURCH OF CHRIST 5901 YORKTOWN BLVD CORPUS CHRISTI, TX 78414	None	PUBLIC	JAIL PRISON MINISTRY BUILDING FUND	10,000
COMPASS CHRISTIAN CHURCH 2600 HALL JOHNSON ROAD COLLEYVILLE, TX 76034	None	PUBLIC	SUPPORT PROGRAMS	1,000
THE BRIGHTER DAYS HORSE REFUGE INC 682 KRAUS ROAD PIPE CREEK, TX 78603	None	PUBLIC	SUPPORT PROGRAMS	4,000
HUMANE SOCIETY OF NORTH TEXAS 1840E LANCASTER AVE FORT WORTH, TX 76013	None	PUBLIC	SUPPORT PROGRAMS	500
GRAPEVINE RELIEF COMMUNITY EXCHANGE PO BOX 412 GRAPEVINE, TX 76099	None	PUBLIC	SUPPORT PROGRAMS	500
BLUEBONNET EQUINE HUMANE SOCIETY PO BOX 632 COLLEGE STATION, TX 77841	None	PUBLIC	SUPPORT PROGRAMS	4,000
ROTARY CLUB OF CORPUS CHRISTI 418 PEOPLES STREET SUITE 300 CORPUS CHRISTI, TX 78401	None	PUBLIC	SUPPORT PROGRAMS	3,000
NUECES EXTENSION PROGRAM FOUNDATION 710 EAST MAIN STREET SUITE 1 ROBSTOWN, TX 78380	None	PUBLIC	SUPPORT PROGRAMS	1,500
HALO - FLIGHT INC 1843 FM665 CORPUS CHRISTI, TX 78415	None	PUBLIC	SUPPORT PROGRAMS	6,000
Total				304,900

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NUECES COUNTY JUNIOR LIVESTOCK SHOW PO BOX 260968 CORPUS CHRISTI, TX 78426	None	PUBLIC	SUPPORT PROGRAMS	3,900
Total				3a 304,900

TY 2010 Accounting Fees Schedule

Name: BEHMANN BROTHERS FOUNDATION

EIN: 74-2146739

Software ID: 10000105

Software Version: 2010v3.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
KDNC LLC *(see notes)	7,200	6,200	0	1,000

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2010 Depreciation Schedule

Name: BEHMANN BROTHERS FOUNDATION

EIN: 74-2146739

Software ID: 10000105

Software Version: 2010v3.2

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER & PRINTER	2010-08-12	2,368		53	20 00 %	474			
Shredder	2010-06-25	108	5	53	38 00 %	41			
Satellite Dish & Convrtr	2008-06-05	534	381	53	11 52 %	62			
Printer	2006-06-23	373	352	53	5 76 %	21			

TY 2010 General Explanation Attachment

Name: BEHMANN BROTHERS FOUNDATION

EIN: 74-2146739

Software ID: 10000105

Software Version: 2010v3.2

Identifier	Return Reference	Explanation
		Notes to Statement 1 Form 990-PF, Part I, Line 16b Accounting Fees* For recording of accounting records and preparation of Form 990-PF, review of proposed donations to exempt charities Notes to Statement 6 Form 990-PF, Part II, Line 15 Other Assets** Cost Basis at time all Corpus was Received by Foundation

TY 2010 Land, Etc. Schedule

Name: BEHMANN BROTHERS FOUNDATION

EIN: 74-2146739

Software ID: 10000105

Software Version: 2010v3.2

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Land	1,149,150		1,149,150	881,391
Machinery and Equipment	5,591	3,544	2,047	3,000

TY 2010 Legal Fees Schedule

Name: BEHMANN BROTHERS FOUNDATION

EIN: 74-2146739

Software ID: 10000105

Software Version: 2010v3.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
T MARK ANDERSON LAW OFFICE	307	307	0	0

TY 2010 Mortgages and Notes Payable Schedule

Name: BEHMANN BROTHERS FOUNDATION

EIN: 74-2146739

Software ID: 10000105

Software Version: 2010v3.2

Total Mortgage Amount: 573169

Item No.	1
Lender's Name	Putt Hill Investments Inc
Lender's Title	
Relationship to Insider	
Original Amount of Loan	
Balance Due	573169
Date of Note	
Maturity Date	
Repayment Terms	
Interest Rate	
Security Provided by Borrower	
Purpose of Loan	
Description of Lender Consideration	
Consideration FMV	

TY 2010 Other Assets Schedule

Name: BEHMANN BROTHERS FOUNDATION

EIN: 74-2146739

Software ID: 10000105

Software Version: 2010v3.2

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
2 Less Accumulated Depletion	-87,302	-87,302	
1 Oil & Gas Royalties **(see notes)	228,500	228,500	

TY 2010 Other Expenses Schedule

Name: BEHMANN BROTHERS FOUNDATION

EIN: 74-2146739

Software ID: 10000105

Software Version: 2010v3.2

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Web Page	674			674
Rental Expenses	6,346	6,346		
Rent - P O Box	100	100		
Public Notice and Postage	95			95
Office Supplies	163	163		
Meetings & Seminar Expense	458	458		
Internet	1,154	1,154		
Insurance	2,079	2,079		
Dues & Subscriptions	45	45		
CONTRACT LABOR	1,562	1,000		562
Bank Charges	46	46		
Auto Expense	2,045	2,045		

TY 2010 Other Professional Fees Schedule

Name: BEHMANN BROTHERS FOUNDATION

EIN: 74-2146739

Software ID: 10000105

Software Version: 2010v3.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Broker Fees	22,503	22,503	0	0

TY 2010 Taxes Schedule

Name: BEHMANN BROTHERS FOUNDATION

EIN: 74-2146739

Software ID: 10000105

Software Version: 2010v3.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Taxes - Payroll	2,295	2,295		