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 NOVEMBER 1 **, 2010, and ending** OCTOBER 31 **, 20**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: LEONARD J. AND IRENE BROWN FOUNDATION, INC.

A Employer identification number: 31-0941100

Number and street (or P O box number if mail is not delivered to street address): 4390 W. DUNES HWY

Room/suite:

B Telephone number (see page 10 of the instructions): (219) 872-8931

City or town, state, and ZIP code: MICHIGAN CITY, IN 46360-6656

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)* ▶ $ 1366000

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	6	6		
	4	Dividends and interest from securities	46768	46768		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	8982			
	b	Gross sales price for all assets on line 6a 296,839				
	7	Capital gain net income (from Part IV, line 2)		8982		
	8	Net short-term capital gain			99	
	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)				
	12	**Total.** Add lines 1 through 11	55756	55756	99	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	2010	1005		1005
	b	Accounting fees (attach schedule)	650	325		325
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	230	30		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	15392	15294		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	18282	16654		1330
	25	Contributions, gifts, grants paid	69800			69800
	26	**Total expenses and disbursements.** Add lines 24 and 25	88082	16654		71130
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(32326)			
	b	**Net investment income** (if negative, enter -0-)		39102		
	c	**Adjusted net income** (if negative, enter -0-)			99	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	628	1329	1329
2	Savings and temporary cash investments	414131	329136	334375
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)	479836	530068	538502
b	Investments—corporate stock (attach schedule)	282553	286395	299472
c	Investments—corporate bonds (attach schedule)	196262	194156	192322
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 ▶			
	Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	1373410	1341084	1366000
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	1373410	1341084	
30	**Total net assets or fund balances** (see page 17 of the instructions)	1373410	1341084	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1373410	1341084	

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	1373410
2	Enter amount from Part I, line 27a	2	(32326)
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	1341084
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	1341084

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 ATTACHED SCHEDULE			
b				
c				
d				
e				

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

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

	(i) 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				
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	8982
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	99

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	70475	1386389	.0508335
2008	8422	385948	.0218216
2007	9832	129175	.0761138
2006	5312	129508	.0410168
2005	9904	128733	.0769344

2	**Total** of line 1, column (d)	2	.2667201
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	.0533440
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1388152
5	Multiply line 4 by line 3	5	74050
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	391
7	Add lines 5 and 6	7	74441
8	Enter qualifying distributions from Part XII, line 4	8	71130

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	782
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	782
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	782
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 155		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 700		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	855
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	73
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 73 ✓ **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?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, 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) ▶ INDIANA ✓			
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

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 ▶ DEBORAH B. HYNDMAN Telephone no. ▶ 219-872-8618
Located at ▶ 720 W. U.S. HWY 20 MICHIGAN CITY, IN ZIP+4 ▶ 46360-6656

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)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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.)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ 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** N/A

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

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

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (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** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see 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 ATTACHED SCHEDULE	SEE ATTACHED	-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

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 N/A	
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	1406501
b	Average of monthly cash balances	1b	2790
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	1409291
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	1409291
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see page 25 of the instructions)	4	21139
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1388152
6	**Minimum investment return.** Enter 5% of line 5	6	69408

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	69408
2a	Tax on investment income for 2010 from Part VI, line 5	2a	782		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	782
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	68626
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	68626
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	68626

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	71130
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	71130
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	71130

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				68626
2	Undistributed income, if any, as of the end of 2010:				
a	Enter amount for 2009 only			0	
b	Total for prior years: 20___,20___,20___		0		
3	Excess distributions carryover, if any, to 2010:				
a	From 2005 — 3535				
b	From 2006 — 0				
c	From 2007 — 3462				
d	From 2008 — 0				
e	From 2009 — 1507				
f	**Total** of lines 3a through e	8504			
4	Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 71130				
a	Applied to 2009, but not more than line 2a			0	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d	Applied to 2010 distributable amount				68626
e	Remaining amount distributed out of corpus	2504			
5	Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	11008			
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)	3535			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	7473			
10	Analysis of line 9:				
a	Excess from 2006 — 0				
b	Excess from 2007 — 3462				
c	Excess from 2008 — 0				
d	Excess from 2009 — 1507				
e	Excess from 2010 — 2504				

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

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	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 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:

MRS. IRENE G. BROWN, 4390 W DUNES HWY, MICHIGAN CITY, IN 46360-6656

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

WRITTEN APPLICATIONS STATING AMOUNT OF FUNDS REQUESTED & CHARITABLE PURPOSE OF REQUESTING ORGANIZATION

c Any submission deadlines:

NONE

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

FUNDS GIVEN TO ORGANIZATIONS EXEMPT UNDER IRC SECTION 501(c)(3)

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 ATTACHED STATEMENT	NONE	SEE ATTACHED	SEE ATTACHED	69,800
Total ▶ 3a				69,800
b *Approved for future payment*				
NONE				
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.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	6	
4 Dividends and interest from securities			14	46768	
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			18	8982	
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)		0		55756	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 55756

(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.)

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

Deborah B. Hyndman | 06.14.12 | SECRETARY - TREASURER
Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Gary D. Bushue		6-13-12		P00362033

Firm's name ▶ Rowley Bushue & Co. LLP — Firm's EIN ▶ 35-1866709

Firm's address ▶ 409 W Kieffer Road, Michigan City, IN 46360 — Phone no. 219-874-1437

Leonard J. and Irene Brown Foundation, Inc.
Form 990-PF
2010 31-0941100

Part I: Revenue and Expenses

	(A) Revenue and Expenses per Books	(B) Net Investment Income	(C) Adjusted Net Income	(D) Charitable Purposes
Line 16a: Legal Fees				
Review of By-Laws and Articles	2,010	1005		1005
Line 16b: Accounting Fees				
Tax return preparation	650	325		325
Line 18: Taxes				
Excise tax on investment income	200	0		-
Foreign taxes paid	30	30		-
	230	30		-
Line 23: Other Expenses				
Bank service charges and checks order	140	42		-
Investment fees	10,854	10,854		-
Purchased accrued interest	385	385		-
Premium amortization	4,013	4,013		-
	15,392	15,294		-

Leonard J. and Irene Brown Foundation, Inc.
Form 990-PF
2010 31-0941100

Part IV. Capital Gains and Losses for Tax on Investment Income

(a) Description	(b) How Aquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales price	(f) Depreciation Allowed	(g) Cost or Other basis	(h) Gain or Loss
1a 1 Call on SLB	P	4/8/2010	11/22/2010	-	-	(99)	99
b 50,000 Federal Home Loan Bank	P	5/13/2010	12/2/2010	50,000	-	50,000	-
c 25,000 General Electric Capital Cor	P	1/6/2011	5/15/2011	25,000	-	25,000	-
d 150 Adobe Systems	P	3/22/2010	5/17/2011	5,198	-	5,252	(54)
e 20,000 American Express FSB	P	2/26/2009	2/22/2011	20,000	-	20,000	-
f 20,000 Bank Meridian CD	P	1/24/2008	7/29/2011	20,000	-	20,000	-
g 20,000 BMW Bank of N.A	P	10/7/2009	10/13/2011	20,227	-	20,001	226
h 50 Caterpillar, Inc.	P	2/25/2010	3/31/2011	5,545	-	2,838	2,707
i 50,000 Citibank, N A	P	10/15/2009	10/21/2011	50,000	-	50,000	-
j 50,000 Citizen's State Bank, MN	P	10/13/2009	10/20/2011	50,000	-	50,000	-
k 125 Ecolab Inc.	P	2/24/2010	9/1/2011	6,588	-	5,255	1,333
l 25,000 Harleysville, PA bank CD	P	6/6/2008	12/20/2010	25,000	-	25,000	-
m 150 Microsoft Corp.	P	2/25/2010	7/1/2011	3,913	-	4,298	(385)
n 100 Microsoft Corp.	P	3/22/2010	7/1/2011	2,609	-	2,961	(352)
o 75 National-Oilwell Varco Inc.	P	2/25/2010	3/31/2011	6,035	-	3,247	2,788
p 25 national-Oilwell Varco Inc.	P	3/22/2010	3/31/2011	2,012	-	1,065	947
q 50 Schlumberger Ltd	P	2/25/2010	3/31/2011	4,712	-	3,039	1,673
				296,839		287,857	8,982

LEONARD J. & IRENE BROWN
FOUNDATION, INC.
FORM 990-PF
2010
PART VII-A, 3 Attachment

COPY

BYLAWS

of

LEONARD J. AND IRENE BROWN FOUNDATION INC.

BYLAWS
OF
LEONARD J. AND IRENE BROWN FOUNDATION INC.

ARTICLE I
PRINCIPAL OFFICE

The principal office of this corporation shall be located in the county of LaPorte, Indiana.

ARTICLE II
MEMBERSHIP

Section 1. Classification of Members. This corporation shall have one class of membership, composed of certain members consisting of certain children and lineal decedents of Leonard J. and Irene Brown in this membership class. The rights and obligations of Member shall be as provided in these Bylaws or under applicable law. The Board of Directors may, by resolution, establish one or more categories of nonvoting associates who may be referred to as "members", and provide for their rights and obligations (including the obligation to pay dues); however, the terms "member" and "membership", as used in these Bylaws, shall refer only to Member.

Section 2. Non-liability of Member. Members shall not be liable for the debts, liabilities or obligations of this corporation.

Section 3. Transferability of Membership. Membership in this corporation, or any right arising therefrom, may not be transferred or assigned. Any attempted transfer shall be void.

Section 4. Termination of Membership. Membership in this corporation shall continue until the Member resigns in a writing delivered to the Secretary or President of this corporation.

ARTICLE III
MEMBERSHIP RIGHTS

Section 1. Voting Rights. Subject to these Bylaws and this corporation's other policies and procedures, each Member shall have the right to vote, as set forth in these Bylaws, on:

(a) the election of directors;

(b) any amendment to these Bylaws that materially and adversely affects member voting rights, and all amendments to the Articles of Incorporation of this corporation.

(c) the disposition of all or substantially all of the assets of this corporation;

(d) any dissolution of this corporation;

(e) any other matters that may properly be presented to membership vote, pursuant to this corporation's Articles, Bylaws, or action of the Board of Directors or by operation of law.

Section 2. Inspection Rights.

A. Articles and Bylaws. This corporation shall keep at its principal office in Indiana current copies of its Articles of Incorporation and Bylaws, which shall be open to inspection by members at all reasonable times.

B. Accounting Records; Minutes. On written request, a Member (in person or through an agent or attorney) may inspect and copy the accounting books and records of this corporation and the minutes of the proceedings of the Board, or any Board Committee, at any reasonable time and for a purpose reasonably related to Member's membership interests.

Section 3. Other Rights. In addition to the rights described in these Bylaws, a Member shall have any other rights afforded voting members under the Indiana Nonprofit Corporation Law.

ARTICLE IV
MEMBERSHIP MEETINGS AND VOTING

Section 1. Member Voting. Each Member shall have one vote on each matter entitled to membership vote.

Section 2. Annual Membership Meetings. An annual membership meeting will be held at a date, place and time determined by the Board of Directors, for the purpose of electing directors and transacting such business as may come before the meeting.

Section 3. Special Membership Meetings. Special membership meetings may be called by the Board of Directors or the President.

Section 4. Voting at Meetings. Voting at meetings may be by voice or by ballot.

Section 5. Action by Unanimous Written Consent. Any action required or permitted to be taken at a meeting, may be taken without a meeting if the Member consents to such action in writing. Any such written consent shall include any communication transmitted or received by electronic means, including electronic mail transmitted by Member to, and received by, this corporation's electronic mail address. If action is taken by written consent, the consent(s) shall be filed with the corporate minutes.

ARTICLE V
BOARD OF DIRECTORS

Section 1. Corporate Powers; Exercise by Board. This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board.

Section 2. Number and Qualification of Directors. The number of directors shall be not less than two nor more than seven, with the exact authorized number of directors to be fixed from time to time by resolution of the Board of Directors. Any amendment of the preceding sentence shall require the approval of the Members.

Section 3. Election and Term of Office of Directors. All of the directors shall be elected at each annual membership meeting, or, if such directors are not elected at the meeting, they may be elected at any special membership meeting. Each director shall be elected for a term of three years. Each director shall hold office until expiration of the term or until a successor has been elected.

Section 4. Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. Vacancies may be filled by the remaining directors (unless the vacancy was created by removal of a director by the members).

Section 5. Resignation and Removal of Directors. Resignations shall be effective upon receipt in writing by the President, or the Secretary of this corporation, unless a later effective date is specified in the resignation.

Section 6. Annual Board Meetings. A meeting of the Board of Directors shall be held at least once a year. Annual board meetings shall be called by the President, or any two directors, and noticed in accordance with Section 8 of this Article.

Section 7. Special Board Meetings. Special board meetings of the Board of Directors may be called by the President, or any two directors, and noticed in accordance with Section 8 of this Article.

Section 8. Notice. Notice of the annual board meeting and any special board meetings of the Board of Directors shall be given to each director at least four days before any such meeting if given by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means, and shall state the date, place, and time of the meeting.

Section 9. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to holding the meeting or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 10. Quorum. A majority of the total number of directors then in office shall constitute a quorum, provided that in no event shall the required quorum be less than one-half of the authorized number of directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in Article V, Sections 5 (filling board vacancies) and 12 (taking action without a meeting); Article VIII, Section 3 (approving self-dealing transactions); Article IX, Section 2 (approving indemnification); and Article XI, Section 4 (amending Bylaws), of these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 11. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board (other than any director interested in a transaction so approved) shall individually or collectively consent to such action in writing. Any such written consent shall include any communication transmitted or received by electronic means, including electronic mail transmitted by a director to, and received by, this corporation's electronic mail address. Such written consents shall be filed with the minutes of the proceedings of the Board, and shall have the same force and effect as the unanimous vote of such directors.

Section 12. Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment so long as all of the following apply:

(a) each director participating in the meeting can communicate with all of the other directors concurrently;

(b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and

(c) this corporation verifies that (I) a person communicating by telephone, electronic video screen, or other communications equipment is entitled to participate in the Board meeting as a director, or by invitation of the Board or otherwise, *and* (ii) all motions, votes or other actions required to be made by a director are actually made by a director and not by someone who is not entitled to participate a director.

Section 13. Standard of Care.

A. General. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(I) one or more officers or members of this corporation whom the director believes to be reliable and competent as to the matters presented;

(ii) counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or

(iii) a Board Committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such Committee merits confidence;

as long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article VIII below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which this corporation, or assets held by it, are dedicated.

B. Investments. Except with respect to assets held for use or used directly in carrying out this corporation's charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling and managing this corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of this corporation's capital. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

Section 14. Director Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents, and to inspect the physical properties of this corporation.

Section 15. Compensation of Directors. The Board of Directors may authorize, by resolution, the payment to a director of reasonable compensation for services as a director. The Board may authorize the advance or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director, such as for attending meetings of the Board and Board Committees.

ARTICLE VI
COMMITTEES

Section 1. Board Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of two or more directors, and only of directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

(a) set the number of directors within a range specified in these Bylaws;

(b) fill vacancies on the Board of Directors or on any Board Committee;

(c) fix compensation of directors for serving on the Board or any Board Committee;

(d) amend or repeal these Bylaws or adopt new Bylaws;

(e) approve amendments to the Articles of Incorporation of this corporation;

(f) amend or repeal any resolution of the Board of Directors which by its express terms is not capable of being amended or repealed;

(g) create any other Board Committees or appoint the members of any Board Committees;

(h) approve any merger, reorganization, voluntary dissolution or disposition of substantially all of the assets of this corporation.

Section 2. Advisory Committees. The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 3. Meetings.

A. Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article V of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

B. Of Advisory Committees. Subject to the authority of the Board of Directors, Advisory Committees may determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

ARTICLE VII
OFFICERS

Section 1. Officers. The officers of this corporation shall be a Chair, who may also be referred to as the President, a Secretary and a Treasurer. The corporation may also have, at the discretion of the directors, such other officers as may be appointed by the Board of Directors. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chair.

Section 2. Election. The officers of this corporation shall be elected by the Board of Directors, from time to time, and each shall serve at the pleasure of the Board.

Section 3. Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors or by an officer on whom such power of removal may be conferred by the Board of Directors.

Section 4. Resignation. Any officer may resign at any time by giving written notice to this corporation. Any resignation shall take effect on receipt of that notice by such officer or at any later time specified y that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 5. Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office.

Section 6. Chair. The Chair shall preside at all membership meetings and Board of Directors meetings and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 7. Secretary. The secretary shall supervise the keeping of a full and complete record of the proceedings of the membership and the Board of Directors and its committees, if any, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books and membership records of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8. Treasurer. The Treasurer shall be the chief financial officer of this corporation and shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board of these Bylaws.

ARTICLE VIII
CERTAIN TRANSACTIONS

Section 1. Loans. This corporation shall not make any loans of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2. Self-Dealing Transactions. Except as provided in Section 3 of this Article, the Board of Directors shall not approve, or permit the corporation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest.

Section 3. Approval. This corporation may engage in a self-dealing transaction if the Board determines, before the transaction, that (a) this corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this corporation at the time; and (c) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

Where it is not reasonable practicable to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the foregoing requirements, provided that, at its next meeting, the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with such requirements and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

ARTICLE IX
INDEMNIFICATION AND INSURANCE

Section 1. Right of Indemnity. To the fullest extent allowed by Section I.C. 23-17-16-8 through I.C. 23-17-16-15, this corporation shall indemnify its directors, officers and agents, in connection with any proceeding. For purposes of this Article, "agent" shall include directors, officers, employees, other agents and persons formerly occupying such positions; "proceeding" shall include any threatened action or investigation; and "expenses" shall include reasonable attorneys' fees.

Section 2. Approval of Indemnity. On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with I.C. 23-17-16-9. Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in I.C. 23-17-16-8 and I.C. 23-17-16-12, and, if so, shall authorize indemnification to the extent permitted thereby. If the Board cannot do so because there is no quorum of directors who are not party to the proceeding for which indemnification is sought, the Board shall promptly call a membership meeting. At that meeting, Members shall determine whether, in the specific case, the applicable standard of conduct stated in such Section has been met, and, if so, Members shall authorize indemnification to the extent permitted thereby.

Section 3. Advancing Expenses. The Board of Directors may authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that:

(a) the requested advances are reasonable in amount under the circumstances; and

(b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it ti ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

The Board shall determine whether undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

Section 4. Insurance. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law.

ARTICLE X
GRANTS ADMINISTRATION

Section 1. Purpose of Grants. This corporation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in this corporation's Articles of Incorporation.

Section 2. Board of Directors Oversight. Subject to Section 1 of Article V of these Bylaws, the Board of Directors shall exercise itself, or delegate, subject to its supervision, control over grants, contributions and other financial assistance provided by this corporation. The Board shall approve a process for reviewing and approving or declining all requests for funds made to this corporation, which shall require such requests to specify the use to which the funds will be put, and include a mechanism for regular Board review of all grants made. The Board shall similarly approve a process for authorizing payment of duly approved grants to the approved grantee.

Section 3. Refusal; Withdrawal. The Board of Directors, in its absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the Board, in its absolute discretion, shall have the right to withdraw its approval of any grant at any time and use the funds for other purposes within the scope of the purposes expressed in this corporation's Articles of Incorporation, subject to any rights of third parties under any contract relating to such grant.

Section 4. Accounting. The Board of Directors shall determine under what circumstances to require that grantees furnish a periodic accounting to show that the funds granted by this corporation were expended for the purposes that were approved by the Board.

Section 5. Restrictions on Contributions. Unless otherwise determined by resolution of the Board of Directors in particular cases, this corporation shall retain complete control and discretion over the use of all contributions it receives, and all contributions received by the corporation from solicitations for specific grants shall be regarded as for the use of this corporation and not or any particular organization or individual mentioned in the solicitation. This corporation may accept contributions earmarked by the donor exclusively for allocation to one or more foreign organizations or individuals only if the Board of Directors of this corporation has approved in advance the charitable activity for which the donation was made.

ARTICLE XI
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this corporation shall end on October 31.

Section 2. Contracts, Notes and Checks. All contracts entered into on behalf of this corporation must be authorized by, and (except as otherwise provided by law) every check, draft, promissory note, money order or other evidence of indebtedness of this corporation shall be signed by, the Board of Directors or the person or persons on whom such power may be conferred by the Board from time to time.

Section 3. Annual Reports to Member and Directors.

A. Financial Report. Unless this corporation receives less than $25,000 in gross revenues or receipts during the fiscal year, within 120 days after the end of this corporation's fiscal year, the Board shall furnish a written report to all of the directors and members containing the following information:

(I) the assets and liabilities, including the trust funds of this corporation, as of the end of the fiscal year;

(ii) the revenue or receipts of this corporation, both unrestricted and restricted for particular purposes, for the fiscal year;

(iii) the expenses or disbursements of this corporation, for both general and restricted purposes, for the fiscal year; and

(iv) any information required by subsection B below.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is not such report, the certificate of an authorized officer of this corporation that such statements were prepared without an audit from the books and records of this corporation.

If this corporation receives less than $25,000 in gross revenues or receipts during the fiscal year, the report described above must be furnished only to the directors and upon written request of Member.

Section 4. Amendments. Amendments to these Bylaws may be adopted by members only.

Section 5. Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the Indiana Nonprofit Corporation Act of 1991 as then in effect shall apply.

LEONARD J. & IRENE BROWN
FOUNDATION, INC.
FORM 990-PF 2010
PART VII-A, 3 ATTACHMENT

COPY

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF LEONARD J. AND IRENE BROWN FOUNDATION INC.

The undersigned officer of the Leonard J. and Irene Brown Foundation Inc. (the "Corporation"), pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act"), hereby executes the following Amended and Restated Articles of Incorporation (the "Articles"), which supersede and take the place of the previously existing articles of the Corporation and all previous amendments thereto.

ARTICLE I

Name

The name of the Corporation is Leonard J. and Irene Brown Foundation Inc.

ARTICLE II

Purposes

The Corporation is a public benefit corporation. Said Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws (the "Code"). Without limiting the foregoing general statement of purposes, the specific purposes for which the Corporation is organized include:

Section 1. To engage in religious, educational and charitable activities, programs and projects.

Section 2. To promote, assist, encourage and contribute to exclusively religious, educational and charitable organizations, corporations, firms, institutions, associations and funds of every kind.

Section 3. To encourage, assist and support investigation, research, study, innovation and experimentation in religious, educational and charitable activities, programs and projects.

Section 4. To promote human welfare and encourage the elimination of ignorance.

ARTICLE III

Powers

Notwithstanding any other provision of these Articles of Incorporation, neither the Board of Directors nor the Corporation shall have the power or authority to do ~~any act~~ anything that will prevent the Corporation from being an organization described in Sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Code. Subject to the foregoing statement, and subject to and in furtherance of the purposes for which it is organized, the Corporation shall possess all of the rights, privileges, and powers conferred by the Act or by other law and, in addition, the following rights, privileges and powers:

Section 1. To cease its activities and to dissolve and surrender its corporate franchise.

Section 2. To indemnify any person against liability and expenses pursuant to Article XI.

Section 3. To make gifts, donations, contributions, loans and grants of all or any part of the Corporation's income, assets and property.

Section 4. To receive from any source by gift, bequest, devise or otherwise any money or property, absolutely or in trust, to be used for the furtherance of the Corporation's purposes.

Section 5. To purchase, lease, acquire, hold, invest, reinvest, use, mortgage, pledge, exchange, sell, assign, transfer, convey and otherwise dispose of both real and personal property and any interest therein.

Section 6. To borrow money and issue its notes and evidences of indebtedness therefore.

Section 7. To establish offices, carry out its purposes and exercise its powers in the State of Indiana and elsewhere.

ARTICLE III

Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE IV

Registered Agent, Registered Office, Principal Office

Section 1. Registered Agent. At the time of adopting these Articles, the name and address of the Corporation's Registered Agent and Registered Office for service of process are:

Adele Deprizio
720 W. U.S. Highway 20
Michigan City, IN 46360

Section 2. Principal Office. At the time of adopting these Articles, the post office address of the principal office of the Corporation is:

720 W. U.S. Highway 20
Michigan City, IN 46360

ARTICLE V

Membership

The Corporation shall have members. The terms and conditions of membership shall be as specified in the Corporation's Bylaws.

ARTICLE VI

Regulation of Corporate Affairs

The affairs of the Corporation shall be subject to the following provisions:

Section 1. The corporation, its directors and officers shall not:

1.1. Engage in any act of self-dealing as defined in Section 4941(d) of the Code;

1.2. Retain any excess business holdings as defined in Section 4943(c) of the Code;

1.3. Make any investment in such manner as to subject the Corporation to tax under Section 4944 of the Code; or

1.4. Make any taxable expenditure as defined in Section 4945(d) of the Code.

Section 2. Except as otherwise permitted by Section 501(h) of the Code, no substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation.

Section 3. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 4. Subject to the provisions of these Articles of Incorporation and applicable law, the Board of Directors shall have complete and plenary power to manage, control and conduct all of the affairs of the Corporation.

Section 5. The power to make, alter, amend and repeal the Corporation's Bylaws shall be vested in the Board of Directors.

Section 6. No director of the Corporation shall be liable for any of its obligations.

Section 7. Meetings of the Board of Directors may be held at any location, either in the State of Indiana or elsewhere.

Section 8. All parties dealing with the Corporation shall have the right to rely upon any action taken by the Corporation pursuant to authorization by the Board of Directors by resolution duly adopted in accordance with the Corporation's Articles of Incorporation, Bylaws and applicable law.

Section 9. The Board of Directors may from time to time in the Corporation's Bylaws or by resolution, designate such committees as the Board of Directors deems desirable for the furtherance of the purposes of the Corporation.

ARTICLE VII

Indemnification

The Corporation shall, to the fullest extent permitted by applicable law now or hereafter in effect indemnify any person who is or was a director, officer or employee of the Corporation (an "Eligible Person") and who is or was involved in any manner (including, without limitation, as a party or a witness) or is threatened to be made so involved in any threatened, pending or completed investigation, claim, action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor) (a Proceeding") by reason of the fact that such person is or was a director, officer or employee of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, partner, member, manager, trustee, fiduciary or agent of another corporation, partnership, joint venture, limited liability company, trust or other enterprise (including, without limitation, any employee benefit plan), against all expenses (including attorneys's fees), judgments, fines or penalties (including excise taxes assessed with respect to an employee benefit plan) and amounts paid in settlement actually and reasonable incurred by such Eligible Person in connection with such Proceedings; provided, however, that the foregoing shall not apply to a Proceeding commenced by an Eligible Person except to the extent provided otherwise in the Corporation's Bylaws or an agreement with an Eligible Person. The Corporation may establish, in the Bylaws of the Corporation or in agreements with any Eligible Person, provisions supplemental to or in furtherance of the provisions of this Article XI, including, but not limited to, provisions concerning the determination of entitlement of any Eligible Person to indemnification, mandatory or permissive advancement of expenses to an Eligible Person incurred in connection with a Proceeding, the effect of any change in control of the Corporation on indemnification and advancement of expenses and the funding or other payment of amounts necessary to effect indemnification and advancement of expenses.

ARTICLE VIII

Distribution of Assets on Dissolution or Final Liquidation

Upon the dissolution of the Corporation, all of its assets remaining after payment and discharge of its obligations shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the superiors of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The undersigned officer of the Corporation hereby presents these Articles of incorporation to the Secretary of State of Indiana for filing, and states that the manner of their adoption and the vote by which they were adopted constitute full legal compliance with the provisions of applicable law, the previous existing Articles of the Corporation, and the Bylaws of the Corporation.

IN WITNESS WHEREOF the undersigned officer hereby verifies and affirms, subject to penalties of perjury, that the representations contained herein are true, this 30th day of April, 2011.

Adele M. Deprizio

Adele M. Deprizio

President

Title

This instrument was prepared by: John M. Wojcik, Attorney at Law
Farina & Wojcik, P.C.
121 W. Merchant St.
New Buffalo, MI 49117

PART VIII - Information About Officers Line 1 - Officers and their compensation	Title/Hours	Contrib. to Benefit Plans	Allowances	Compensation
Adele Deprizio 4390 W. Dunes Hwy Michigan City, IN 46360	President/ 12 hours	None	None	None
Deborah Hyndman 4390 W. Dunes Hwy Michigan City, IN 46360	Secretary/ 12 hours	None	None	None
Irene G. Brown 4390 W. Dunes Hwy Michigan City, IN 46360	Director/ 6 hours	None	None	None
Valerie Blumenfeld 4390 W. Dunes Hwy Michigan City, IN 46360	Director/ 6 hours	None	None	None
Barry Brown 4390 W. Dunes Hwy Michigan City, IN 46360	Director/ 3 hour	None	None	None
Christine Dacheff 4390 W. Dunes Hwy Michigan City, IN 46360	Director/ 3 hours	None	None	None

LEONARD J. AND IRENE BROWN FOUNDATION, INC.
Average Monthly Balances - Form 990-PF Part X
10/31/2011

	Trust acct Net a/c Value Beg of Mo	Trust acct Net a/c Value End of Mo	Average	Checking a/c Beg of Mo Balance	Checking a/c End of Mo Balance	Average
Nov 2010	$1,403,953.47	$1,406,254.79	$1,405,104.13	$628.41	$618.44	$623.43
Dec 2010	1,406,254.79	1,405,957.54	1,406,106.17	618.44	607.68	613.06
Jan 2011	1,405,957.54	1,415,909.05	1,410,933.30	607.68	597.71	602.70
Feb 2011	1,415,909.05	1,419,368.76	1,417,638.91	597.71	2,739.01	1,668.36
Mar 2011	1,419,368.76	1,417,142.26	1,418,255.51	2,739.01	1,489.01	2,114.01
Apr 2011	1,417,142.26	1,427,116.73	1,422,129.50	1,489.01	1,489.01	1,489.01
May 2011	1,427,116.73	1,428,487.04	1,427,801.89	1,489.01	1,489.01	1,489.01
Jun 2011	1,428,487.04	1,431,047.17	1,429,767.11	1,489.01	1,979.01	1,734.01
Jul 2011	1,431,047.17	1,397,689.99	1,414,368.58	1,979.01	15,829.01	8,904.01
Aug 2011	1,397,689.99	1,384,655.03	1,391,172.51	15,829.01	2,329.01	9,079.01
Sep 2011	1,384,655.03	1,360,074.37	1,372,364.70	2,329.01	2,329.01	2,329.01
Oct 2011	1,360,074.37	1,364,671.37	1,362,372.87	2,329.01	3,329.01	2,829.01
			$16,878,015.18			$33,474.63
			/12			/12
			$1,406,501.27			$2,789.55

PART XV - Supplementary Information
Line 3(a) - Contributions paid during the year

Recipient	Foundation Status	Purpose of Contribution	Amount
Marquette High School 306 W 10th St Michigan City, IN 46360	Educational	Tuition Assistance & Student Programs	5,000 00
LaPorte Hospital Foundation 1007 Lincolnway LaPorte, IN 46352	Scientific	Breast cancer prevention program	6,500 00
Jack & Shirley Lubeznik Center for the Arts 101 W Second St Michigan City, IN 46360	Art & Literature	Advancement of the arts	1,000 00
Ivy Tech Foundation 3100 Ivy Tech Dr Valparaiso, In 46383	Educational	Student programs & services	2,500 00
Salvation Army P O Box 8515 Michigan City, IN 46361-8515	Charitable	Food for the homeless	2,000 00
United Way of Porter County P O Box 2028 Valparaiso, IN 46384	Charitable	Community Program	400 00
Michigan City Public Library 100 E Fourth St Michigan City, IN 46360-3393	Educational	Supplies and educational programs	1,000 00
St Stanislaus Church 1506 Washington St Michigan City, IN 46360	Religious	Church expenses	5,000 00
WTTW Channel 11 P O Box 806346 Chicago, IL 60680-9793	Educational	Children's programs	500 00
American Cancer Society 130 Red Coach Dr Mishawaka, IN 46545	Scientific	Scientific Research	50 00
LaPorte County CASA 1005 Michigan Ave LaPorte, IN 46350	Charitable	Special Advocate Program	1,000 00
VNA of Porter County/VNA Foundation 2401 Valley Dr Valparaiso, IN 46383	Charitable	Supplies/Community programs	5,000 00

(Continued)

PART XV - Supplementary Information
Line 3(a) - Contributions paid during the year

Recipient	Foundation Status	Purpose of Contribution	Amount
Unity Foundation of LaPorte County 619 Franklin St Michigan City, IN 46361	Charitable	Community Services	250 00
Purdue Foundation Endowment Scholarship 1401 S U S 421 Westville, IN 46391-9542	Educational	Scholarship fund	5,000 00
Westchester Public Library 200 west indiana Ave Chesterton, IN 46304	Educational	Computer Education Programs	5,000 00
St Stanislaus School 1506 Washington St Michigan City, IN 46360	Educational	Supplies/Student programs	8,000 00
Trinity Church Food Pantry 600 Franklin St Michigan City, IN 46360	Charitable	Food for the Needy	5,000 00
Monon Railroad Historical-Technical Society P O Box 11 Edinburgh, IN 46124-0011	Charitable	Historical equipment restoration	2,500 00
Citizens Concerned for the Homeless, Inc P O Box 8612 Michigan City, IN 46360	Charitable	Educational programs	5,000 00
Boys & Girls Club of Michigan City 301 East 8th St Michigan City, IN 46360	Educational	After School Programs	5,000 00
Family House 610 Glendale Blvd Valparaiso, IN 46383	Charitable	Children's programs & activities	1,000 00
Liberty Twp Volunteer Fire Dept P O Box 2123 Chesterton, IN 4634-0223	Charitable	Supplies	100 00
Beverly Shores Fire Dept P O Box 38 Beverly Shores, IN 46301	Charitable	Supplies	1,000 00
Town of Pines Fire Dept P O Box 83 Beverly Shores, IN 46301	Charitable	Supplies	1,000 00
Coolspring Volunteer Fire Department 7111 W 400 N Michigan City, IN 46360	Charitable	Supplies	1,000 00
		Total Contributions	**$69,800.00**

Form **8868** (Rev April 2009) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ► ☑
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . . ► ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (*e-file*). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print File by the due date for filing your return See instructions	Name of Exempt Organization LEONARD J. AND IRENE BROWN FOUNDATION, INC.	**Employer identification number** 31 0941100
	Number, street, and room or suite no If a P O box, see instructions. 4390 W. DUNES HWY	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions MICHIGAN CITY, IN 46360-6656	

Check type of return to be filed (file a separate application for each return):

☐ Form 990	☐ Form 990-T (corporation)	☐ Form 4720
☐ Form 990-BL	☐ Form 990-T (sec. 401(a) or 408(a) trust)	☐ Form 5227
☐ Form 990-EZ	☐ Form 990-T (trust other than above)	☐ Form 6069
☑ Form 990-PF	☐ Form 1041-A	☐ Form 8870

- The books are in the care of ► DEBORAH B. HYNDMAN

Telephone No. ► (219) 872-8618 FAX No. ► (219) 879-0891

- If the organization does not have an office or place of business in the United States, check this box . . . . . ► ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box . . . . ► ☐ . If it is for part of the group, check this box . . . ► ☐ and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until June 15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☐ calendar year 20____ or

► ☑ tax year beginning November 1, 2010, and ending October 31, 2011.

2 If this tax year is for less than 12 months, check reason. ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 782
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 855
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ (73)

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.