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

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

THE WILLIAM BROWN FOUNDATION INC.
C/O MORRISON COHEN LLP

A Employer identification number

13-3307838

Number and street (or P O box number if mail is not delivered to street address)

909 THIRD AVENUE

Room/suite

B Telephone number

212-735-8600

City or town, state, and ZIP code

NEW YORK, NY 10022

C If exemption application is pending, check here ☐

G Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

D 1 Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust☐

Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐I Fair market value of all assets at end of year
(from Part II, col. (c), line 16)

J Accounting method:

☒

Cash

☐

Accrual

☐ Other (specify) _____F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

\$ 5,432,186. (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))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

2 Check ☒ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 1,553,758.

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less cost of goods sold

c Gross profit or (loss)

11 Other income

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees STMT 4

b Accounting fees STMT 5

c Other professional fees

17 Interest

18 Taxes STMT 6

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses STMT 7

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

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THE WILLIAM BROWN FOUNDATION INC.

Form 990-PF (2011)

C/O MORRISON COHEN LLP

13-3307838

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	6.	4.	4.	
	2 Savings and temporary cash investments	560,645.	213,027.	213,027.	
	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				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges	118.	118.	118.	
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock STMT 8	2,891,308.	3,003,632.	3,103,522.	
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment, basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other STMT 9	1,678,608.	1,575,350.	2,115,515.	
	14 Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers)	5,130,685.	4,792,131.	5,432,186.	
	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					
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 ▶ <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	364,860.	364,860.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	4,765,825.	4,427,271.		
30 Total net assets or fund balances	5,130,685.	4,792,131.			
31 Total liabilities and net assets/fund balances	5,130,685.	4,792,131.			

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	5,130,685.
2 Enter amount from Part I, line 27a	2	<346,304.>
3 Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	3	7,750.
4 Add lines 1, 2, and 3	4	4,792,131.
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	4,792,131.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
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 1,553,758.		1,426,027.	127,731.

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			
b			
c			
d			
e			127,731.

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	127,731.
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). If (loss), enter -0- in Part I, line 8	}	3	N/A

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 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))
2010	427,403.	5,514,966.	.077499
2009	388,143.	3,995,007.	.097157
2008	180,518.	2,907,834.	.062080
2007	174,537.	3,068,378.	.056882
2006	143,036.	2,702,733.	.052923

2 Total of line 1, column (d)	2	.346541
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	.069308
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	265,344.
5 Multiply line 4 by line 3	5	18,390.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	475.
7 Add lines 5 and 6	7	18,865.
8 Enter qualifying distributions from Part XII, line 4 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.	8	392,632.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	475.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	475.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	475.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	400.
a 2011 estimated tax payments and 2010 overpayment credited to 2011		6d	
b Exempt foreign organizations - tax withheld at source		7	400.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	75.
7 Total credits and payments. Add lines 6a through 6d		10	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>			

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY		
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	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► "N/A"	13	X	
14	The books are in care of ► MORRISON COHEN LLP Located at ► 909 THIRD AVENUE, NEW YORK, NY	Telephone no. ► 212-735-8600 ZIP+4 ► 10022		
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	N/A	
16	At any time during calendar year 2011, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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?	<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 checked="" type="checkbox"/> Yes <input 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
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 2011 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 2011.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2011?		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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 instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
JEROME TARNOFF	DIRECTOR			
909 THIRD AVE				
NEW YORK, NY 10022	5.00	40,000.	0.	0.
MARK WEINGARTEN	DIRECTOR			
20 HARTFORD LANE				
WHITE PLAINS, NY 10603	5.00	40,000.	0.	0.
GEOFFREY BAREFOOT	DIRECTOR			
1058 OLD ORCHARD ROAD				
GIBSONIA, PA 15044	5.00	40,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

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Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

[illegible]

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		
	All other program-related investments. See instructions.	
3		

Total. Add lines 1 through 3

0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	235,171.
b	Average of monthly cash balances	1b	34,214.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	269,385.
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	269,385.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,041.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	265,344.
6	Minimum investment return. Enter 5% of line 5	6	13,267.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	13,267.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	475.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	475.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,792.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	12,792.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	12,792.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	392,632.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	392,632.
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	5	475.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	392,157.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				12,792.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				20,988.
d From 2009				188,393.
e From 2010				152,419.
f Total of lines 3a through e	361,800.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$				392,632.
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				12,792.
e Remaining amount distributed out of corpus	379,840.			
5 Excess distributions carryover applied to 2011 (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	741,640.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	741,640.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				20,988.
c Excess from 2009				188,393.
d Excess from 2010				152,419.
e Excess from 2011				379,840.

N/A

(4) Gross investment income

[illegible]

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

THE WILLIAM BROWN FOUNDATION INC.

Form 990-PF (2011)

C/O MORRISON COHEN LLP

13-3307838 Page 11

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				
ALBERT EINSTEIN COLLEGE OF MEDICINE IRA LIPSON DIRECTOR, 1300 MORRIS PL AVE, MAZER 725 BRONX, NY 10461	NONE	PUBLIC	SPECIFIED - DEPT OF OBSTETRICS & GYNECOLOGY & WOMEN	10,000.
ALL SAINTS EPISCOPAL CHURCH 230 EAST 60TH STREET NEW YORK, NY 10022	NONE	PUBLIC	UNSPECIFIED	250.
AMERICAN DIABETES ASSOCIATION PO BOX 7023 MERRIFIELD, VA 22116	NONE	PUBLIC	UNSPECIFIED	5,000.
AMERICAN HEART ASSOCIATION 122 EAST 42ND STREET, 18TH FLOOR NEW YORK, NY 10168	NONE	PUBLIC	UNSPECIFIED	4,000.
ARBUTUS PARK RETIREMENT COMMUNITY 207 OTTAWA STREET JOHNSTON, PA 15904	NONE	PUBLIC	UNSPECIFIED	8,000.
Total	SEE CONTINUATION SHEET(S)			325,500.
b Approved for future payment				
NONE				
Total				0.

Form 990-PF (2011)

Part XVI-A

Enter gross amounts unless otherwise indicated.

12 Subtotal. Add columns (b), (d), and (e)	0.	215,414.	0.
13 Total. Add line 12, columns (b), (d), and (e)		13 215,414.	

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

Part XVI-B

[illegible]

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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
ARTHRITIS FOUNDATION NEW YORK CHAPTER 122 EAST 42ND STREET, 18TH FLOOR NEW YORK, NY 10168	NONE	PUBLIC	UNSPECIFIED	500.
BLYTHEDALE CHILDRENS HOSPITAL BETSY BOWMAN, CDO; 95 BRADHURST AVENUE VALHALLA, NY 10595	NONE	PUBLIC	UNSPECIFIED	12,500.
CHARLEY'S FUND PO BOX 83 STOCKBRIDGE, MA 01262	NONE	PUBLIC	UNSPECIFIED	500.
CHILDREN OF FALLEN SOLDIERS RELIEF FUND PO BOX 3968 GAITHERSBURG, MD 20885	NONE	PUBLIC	UNSPECIFIED	3,000.
CHILDREN'S HOSPITAL OF PITTSBURGH 4401 PENN AVENUE PITTSBURGH, PA 15224	NONE	PUBLIC	UNSPECIFIED	5,000.
CHRISTIAN EAST AFRICAN EQUATORIAL DEVELOPMENT TRUST 10 WOODLAND CENTER DRIVE GROVE CITY, PA 16124-4678	NONE	PUBLIC	UNSPECIFIED	2,000.
COLUMBIA LAW SCHOOL DEVELOPMENT ALUMNI RELATIONS, 435 WEST 116TH ST BOX A-2 NEW YORK, NY 10027	NONE	PUBLIC	UNSPECIFIED	11,000.
CONGREGATION OF EMANU-EL CITY OF NY 1 EAST 65TH STREET NEW YORK, NY 10021	NONE	PUBLIC	UNSPECIFIED	8,500.
COOKE CENTER FOR LEARNING AND DEVELOPMENT 475 RIVERSIDE DRIVE, SUITE 730 NEW YORK, NY 10115	NONE	PUBLIC	UNSPECIFIED	500.
CROHN'S AND COLITIS FOUNDATION OF AMERICA - FAIRFIELD/WESTCHESTER 200 BLOOMINGDALE ROAD WHITE PLAINS, NY 10605	NONE	PUBLIC	UNSPECIFIED	6,000.
Total from continuation sheets				298,250.

Part XV · **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
FISHER HOUSE FOUNDATION INC 111 ROCKVILLE PIKE SUITE 420 ROCKVILLE, MD 20850	NONE	PUBLIC	UNSPECIFIED	3,750.
GARDEN ACADEMY 276 PARKER AVENUE MAPLEWOOD, NJ 07040	NONE	PUBLIC	UNSPECIFIED	500.
GRAND STREET SETTLEMENT DEVELOPMENT DEPARTMENT, 80 PITT STREET NEW YORK, NY 10027	NONE	PUBLIC	UNSPECIFIED	500.
GYNECOLOGIC CANCER FOUNDATION 230 W MONROSE, SUITE 2528 CHICAGO, IL 60606	NONE	PUBLIC	UNSPECIFIED	5,000.
HARLEM ACADEMY 1330 FIFTH AVENUE NEW YORK, NY 10026	NONE	PUBLIC	UNSPECIFIED	1,000.
HOSPITAL FOR SPECIAL SURGERY-FOOT AND ANKLE DEPT 535 EAST 70TH STREET NEW YORK, NY 10021	NONE	PUBLIC	UNSPECIFIED	7,500.
IMMUNE DEFICIENCY FOUNDATION PO BOX 758695 BALTIMORE, MA 21275	NONE	PUBLIC	UNSPECIFIED	5,000.
INGOMAR UNITED METHODIST CHURCH 1501 W INGOMAR ROAD PITTSBURGH, PA 15237	NONE	PUBLIC	UNSPECIFIED	5,000.
INTL SOCIETY FOR STEM CELL RESEARCH 111 DEER LAKE ROAD, SUITE 100 DEERFIELD, IL 60015	NONE	PUBLIC	UNSPECIFIED	3,000.
INTL WALDENSTROM'S MACROGLOBULINEMIA FOUNDATION 39320 SWIFT ROAD, ATTN JIM BUNTON, TREASURER SARASOTA, FL 34231	NONE	PUBLIC	UNSPECIFIED	12,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
JEWISH GUILD FOR THE BLIND DIRECTOR OF DEVELOPMENT, 15 WEST 65TH STREET NEW YORK, NY 10023	NONE	PUBLIC	UNSPECIFIED	2,500.
JUVENILE DIABETES RESEARCH FOUNDATION 26 BROADWAY, 14TH FLOOR NEW YORK, NY 10004	NONE	PUBLIC	UNSPECIFIED	4,000.
LENOX HILL HOSPITAL DEVELOPMENT DEPARTMENT, 100 EAST 77TH STREET NEW YORK, NY 10023	NONE	PUBLIC	UNSPECIFIED	15,000.
LENOX HILL HOSPITAL-AUXILIARY DEVELOPMENT DEPARTMENT, 100 EAST 77TH STREET NEW YORK, NY 10021	NONE	PUBLIC	UNSPECIFIED	5,000.
LOVING CARE MINISTRY 227 LINDEN BLVD SUITE 2F, ATTN CLAUDETTE JOSEPH BROOKLYN, NY 11226	NONE	PUBLIC	UNSPECIFIED	2,500.
MAKE-A-WISH FOUNDATION 1034 SALEM ROAD UNION, NJ 07083	NONE	PUBLIC	UNSPECIFIED	4,500.
MARS AREA PUBLIC LIBRARY 107 GRAND AVENUE PO BOX 415 MARS, PA 16046	NONE	PUBLIC	UNSPECIFIED	1,500.
MARS HOME FOR YOUTH 521 ROUTE 228 MARS, PA 16046	NONE	PUBLIC	UNSPECIFIED	5,000.
MONTEFIORE HOSPITAL 111 EAST 210TH STREET BRONX, NY 10467	NONE	PUBLIC	UNSPECIFIED	1,500.
MULTIPLE EYELOMA RESEARCH FOUNDATION 383 MAIN AVENUE, 5TH FLOOR NORWALK, CT 06851	NONE	PUBLIC	UNSPECIFIED	5,000.
Total from continuation sheets				

THE WILLIAM BROWN FOUNDATION INC.
C/O MORRISON COHEN LLP

13-3307838

Part XV · **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
NORTH HILLS PASSAVANT HOSPITAL 9100 BABCOCK BOULEVARD PITTSBURGH, PA 15237	NONE	PUBLIC	UNSPECIFIED	5,000.
NY FOUNDATION FOR SENIOR CITIZENS 11 PARK PLACE, 14TH FLOOR NEW YORK, NY 10007	NONE	PUBLIC	UNSPECIFIED	7,500.
NY PRESBYTERIAN HOSPITAL OFFICE OF DEVELOPMENT, 525 EAST 68TH STREET BOX 123 NEW YORK, NY 10021	NONE	PUBLIC	UNSPECIFIED	15,500.
PENNSYLVANIA ALZHEIMERS FOUNDATION 3544 NORTH PROGRESS AVENUE SUITE 205 HARRISBURG, PA 17110	NONE	PUBLIC	UNSPECIFIED	7,000.
PITTSBURGH COMMUNITY FOOD BANK 1 N LINDEN STREET DUQUESNE, PA 15110-1097	NONE	PUBLIC	UNSPECIFIED	2,000.
PITTSBURGH CULTURAL TRUST 803 LIBERTY AVENUE PITTSBURGH, PA 15222	NONE	PUBLIC	UNSPECIFIED	8,500.
RIVERDALE COUNTRY SCHOOL 5250 FIELDSTON ROAD RIVERDALE, NY 10471	NONE	PUBLIC	UNSPECIFIED	4,000.
RONALD MCDONALD HOUSE CHARITABLE ACCOUNTING, ONE KROC DRIVE OAK BROOK, IL 60523	NONE	PUBLIC	UNSPECIFIED	7,500.
RYE COUNTRY DAY SCHOOL CEDAR STREET RYE, NY 10580	NONE	PUBLIC	UNSPECIFIED	4,000.
SAINT BARNABAS CHARITIES 5850 MERIDIAN ROAD GIBSONIA, PA 15044	NONE	PUBLIC	UNSPECIFIED	8,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SOUNDVIEW PREPARATORY SCHOOL 370 UNDERHILL AVENUE YORKTOWN HEIGHTS, NY 10598	NONE	PUBLIC	UNSPECIFIED	3,750.
ST FRANCIS UNIVERSITY 180 REMSEN STREET BROOKLYN HEIGHTS, NY 11201	NONE	PUBLIC	UNSPECIFIED	4,000.
STEVENS INSTITUTE-WM BROWN SCHOLARSHIP CASTLE POINT ON HUDSON HOBOKEN, NJ 07030	NONE	PUBLIC	SPECIFIED - WILLIAM BROWN SCHOLARSHIP	15,000.
SYRACUSE UNIVERSITY OFFICE OF DEVELOPMENT, 820 COMSTOCK AVENUE SYRACUSE, NY 13244	NONE	PUBLIC	UNSPECIFIED	25,000.
THE JEWISH MUSEUM DEVELOPMENT DEPARTMENT, 1109 5TH AVENUE NEW YORK, NY 10128	NONE	PUBLIC	UNSPECIFIED	2,500.
THE JEWISH THEOLOGICAL SEMINARY OF AMERICA DEVELOPMENT OFFICE, BOX 62, 3080 BROADWAY NEW YORK, NY 10027	NONE	PUBLIC	UNSPECIFIED	2,500.
UJA FEDERATION 130 EAST 59TH STREET NEW YORK, NY 10022	NONE	PUBLIC	UNSPECIFIED	10,000.
UNITED JEWISH FEDERATION OF PITTSBURGH 3234 MCKEE PLACE PITTSBURGH, PA 15213	NONE	PUBLIC	UNSPECIFIED	5,000.
UNIVERSITY OF PITTSBURGH CANCER INSTITUTE DEVELOPMENT UPMC CANCER PAVILLION SUITE 1B 5150 CENTRE AVE PITTSBURGH, PA 15232	NONE	PUBLIC	UNSPECIFIED	5,000.
WESLEYAN SOCIETY - WEST VIRGINIA WESLEYAN COLLEGE WESLEYAN STATION MIDDLETOWN, CT 06459	NONE	PUBLIC	UNSPECIFIED	9,000.
Total from continuation sheets				

13-3307838

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

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 PERSHING ADVISOR N7H-002032		P	06/28/11	11/28/11
b PERSHING ADVISOR N7H-002032		P	08/13/10	07/15/11
c SANFORD BERNSTEIN 888-21465		P	07/25/11	12/29/11
d SANFORD BERNSTEIN 888-21465		P	11/09/10	11/29/11
e JP MORGAN 220-14026-59M		P	11/09/09	11/30/11
f JP MORGAN 220-14026-59M		P	06/28/11	11/28/11
g CAPITAL GAINS DIVIDENDS				
h				
i				
j				
k				
l				
m				
n				
o				

(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 44,015.		49,427.	<5,412.>
b 200,791.		162,065.	38,726.
c 409,741.		405,755.	3,986.
d 444,969.		421,354.	23,615.
e 385,443.		334,330.	51,113.
f 61,213.		53,096.	8,117.
g 7,586.			7,586.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			<5,412.>
b			38,726.
c			3,986.
d			23,615.
e			51,113.
f			8,117.
g			7,586.
h			
i			
j			
k			
l			
m			
n			
o			

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	127,731.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
JP MORGAN CHASE CHECKING 967659515	7.
SANFORD BERNSTEIN 888-21465	6.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	13.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BERNSTEIN	34,254.	0.	34,254.
BERNSTEIN	7,586.	7,586.	0.
JP MORGAM (BS) 220-14026 059M	40,490.	0.	40,490.
JP MORGAN 220-11900	12.	0.	12.
JP MORGAN Q00907008	3.	0.	3.
PERSHING N7H-002032	12,841.	0.	12,841.
TOTAL TO FM 990-PF, PART I, LN 4	95,186.	7,586.	87,600.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS	70.	70.	
TOTAL TO FORM 990-PF, PART I, LINE 11	70.	70.	

FORM 990-PF	LEGAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL	60,469.	30,235.		30,234.	
TO FM 990-PF, PG 1, LN 16A	60,469.	30,235.		30,234.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTANT	14,150.	10,613.		3,537.	
TO FORM 990-PF, PG 1, LN 16B	14,150.	10,613.		3,537.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX PAID ON FOREIGN DIVIDENDS EARNED	926.	0.		0.	
FEDERAL TAX	275.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	1,201.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	36,989.	36,989.		0.	
NEW YORK STATE REG FEE	250.	0.		250.	
TRAVEL EXPENSE	3,111.	0.		3,111.	
BANK SERVICE CHARGES	48.	48.		0.	
TO FORM 990-PF, PG 1, LN 23	40,398.	37,037.		3,361.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
BERNSTEIN INVESTMENT ACCOUNT 888-21465	835,770.	603,737.	
JP MORGAN/FORMERLY BEAR STEARNS 220-14026 59M	986,246.	1,104,229.	
JP MORGAN220-11900/FORMERLY JPM Q00907008	0.	1,571.	
PERSHING ADVISOR N7H-002032	1,181,616.	1,393,985.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,003,632.	3,103,522.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BERNSTEIN INVESTMENT ACCOUNT 888-21465	COST	423,777.	616,686.
PERSHING ADVISOR/LEGG MASON N7H-002032	COST	151,573.	171,635.
PROTEGE PARTNERS	COST	1,000,000.	1,327,194.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,575,350.	2,115,515.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions	
Type or print Name of exempt organization or other filer, see instructions THE WILLIAM BROWN FOUNDATION INC. C/O MORRISON COHEN LLP	Employer identification number (EIN) or <input checked="" type="checkbox"/> 13-3307838
Number, street, and room or suite no. If a P O box, see instructions. 909 THIRD AVENUE	Social security number (SSN) <input type="checkbox"/>
City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10022	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

MORRISON COHEN LLP

- The books are in the care of ☒ **909 THIRD AVENUE - NEW YORK, NY 10022**

Telephone No ☒ **212-735-8600**

FAX No ☐

- 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 is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012.**

5 For calendar year **2011**, or other tax year beginning _____, and ending _____

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

INFORMATION FROM OUTSIDE SOURCES HAS YET TO BE RECEIVED AND AS SUCH AN ACCURATE AND COMPLETE RETURN CANNOT BE PREPARED.

8a 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.	8a	\$ 400.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$ 400.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☐

Title ☐ **CPA**

Date ☐

Form 8868 (Rev. 1-2012)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Enter filer's identifying number, see instructions	
Name of exempt organization or other filer, see instructions THE WILLIAM BROWN FOUNDATION INC. C/O MORRISON COHEN LLP	Employer identification number (EIN) or <input checked="" type="checkbox"/> 13-3307838	
Number, street, and room or suite no. If a P.O. box, see instructions. 909 THIRD AVENUE	Social security number (SSN) <input type="checkbox"/>	
City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10022		

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

MORRISON COHEN LLP

- The books are in the care of **909 THIRD AVENUE - NEW YORK, NY 10022**

Telephone No. **212-735-8600**

FAX No. ☐

- 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 is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012.**

5 For calendar year **2011**, or other tax year beginning ☐, and ending ☐.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension

INFORMATION FROM OUTSIDE SOURCES HAS YET TO BE RECEIVED AND AS SUCH AN ACCURATE AND COMPLETE RETURN CANNOT BE PREPARED.

8a 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.	8a	\$	400.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	400.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature  Title **CPA**

Date **8/9/12**

Form **8868** (Rev. 1-2012)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions THE WILLIAM BROWN FOUNDATION INC. C/O MORRISON COHEN LLP.	Employer identification number (EIN) or <input checked="" type="checkbox"/> 13-3307838
	Number, street, and room or suite no. If a P.O. box, see instructions 909 THIRD AVENUE	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10022	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

MORRISON COHEN LLP

- The books are in the care of **909 THIRD AVENUE - NEW YORK, NY 10022**

Telephone No. **212-735-8600**

FAX No. ☐

- 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 is for

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012.**

5 For calendar year **2011**, or other tax year beginning _____, and ending _____

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension

INFORMATION FROM OUTSIDE SOURCES HAS YET TO BE RECEIVED AND AS SUCH AN ACCURATE AND COMPLETE RETURN CANNOT BE PREPARED.

8a 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.	8a	\$	400.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	400.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title **CPA**

Date **8/9/12**

Form 8868 (Rev. 1-2012)