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

**2011**

**For calendar year 2011, or tax year beginning , 2011, and ending ,**

THE H L BROWN JR FAMILY FOUNDATION
P.O. BOX 2237
MIDLAND, TX 79702-2237

**A** Employer identification number
26-1223638

**B** Telephone number (see the instructions)
432-683-5216

**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 ► ☐

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

**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, column (c), line 16)* ► $ 8,313,417.

**J** Accounting method ☐ Cash ☐ Accrual ☒ Other (specify) GAAP
*(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 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 (att sch) | 2,302,383. | | | |
| | 2 Ck ► ☐ if the foundn is not req to att Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities | 150,214. | 150,214. | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain/(loss) from sale of assets not on line 10 | 172,137. | | | |
| | b Gross sales price for all assets on line 6a 5,503,548. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 172,137. | | |
| | 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/(loss) (att sch) | | | | |
| | 11 Other income (attach schedule) | | | | |
| | 12 **Total.** Add lines 1 through 11 | 2,624,734. | 322,351. | 0. | |
| OPERATING AND ADMINISTRATIVE EXPENSES | 13 Compensation of officers, directors, trustees, etc | 120,000. | 24,000. | | 96,000. |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) See St 1 | 1,576. | | | 195. |
| | b Accounting fees (attach sch) See St 2 | 8,057. | | | |
| | c Other prof fees (attach sch) See St 3 | 52,063. | 52,063. | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule)(see instrs) See Stm 4 | 12,148. | 1,836. | | 7,344. |
| | 19 Depreciation (attach sch) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | 50. | | | |
| | 23 Other expenses (attach schedule) See Statement 5 | 27,908. | 27,805. | | 103. |
| | 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 221,802. | 105,704. | | 103,642. |
| | 25 Contributions, gifts, grants paid Part XV | 417,750. | | | 417,750. |
| | 26 **Total expenses and disbursements.** Add lines 24 and 25 | 639,552. | 105,704. | 0. | 521,392. |
| | 27 Subtract line 26 from line 12: | | | | |
| | a **Excess of revenue over expenses and disbursements** | 1,985,182. | | | |
| | b **Net investment income** (if negative, enter -0-) | | 216,647. | | |
| | c **Adjusted net income** (if negative, enter -0-) | | | 0. | |

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

| | | Beginning of year (a) Book Value | End of year (b) Book Value | End of year (c) Fair Market Value |
|---|---|---|---|---|
| ASSETS | 1 Cash – non-interest-bearing | 1,835. | -1,723. | -1,723. |
| | 2 Savings and temporary cash investments | 925,073. | 2,530,604. | 2,530,604. |
| | 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 instructions) | | | |
| | 7 Other notes and loans receivable (attach sch) ► | | | |
| | Less allowance for doubtful accounts ► | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | 1,640. | | |
| | 10a Investments – U.S and state government obligations (attach schedule) Statement 6 | 479,397. | 359,941. | 359,941. |
| | b Investments – corporate stock (attach schedule) Statement 7 | 3,189,086. | 3,072,013. | 3,072,013. |
| | c Investments – corporate bonds (attach schedule) Statement 8 | 1,184,705. | 1,071,493. | 1,071,493. |
| | 11 Investments – land, buildings, and equipment basis ► | | | |
| | Less: accumulated depreciation (attach schedule) ► | | | |
| | 12 Investments – mortgage loans | | | |
| | 13 Investments – other (attach schedule) Statement 9 | 1,019,131. | 1,268,072. | 1,268,072. |
| | 14 Land, buildings, and equipment. basis ► | | | |
| | Less· accumulated depreciation (attach schedule) ► | | | |
| | 15 Other assets (describe ► See Statement 10 ) | 13,370. | 13,017. | 13,017. |
| | 16 **Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I) | 6,814,237. | 8,313,417. | 8,313,417. |
| LIABILITIES | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, & 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 | 6,814,237. | 8,313,417. | |
| | 28 Paid-in or capital surplus, or land, building, and equipment fund | | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | | | |
| | 30 **Total net assets or fund balances** (see instructions) | 6,814,237. | 8,313,417. | |
| | 31 **Total liabilities and net assets/fund balances** (see instructions) | 6,814,237. | 8,313,417. | |

**Part III Analysis of Changes in Net Assets or Fund Balances**

| | | | |
|---|---|---|---|
| 1 | Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 6,814,237. |
| 2 | Enter amount from Part I, line 27a | 2 | 1,985,182. |
| 3 | Other increases not included in line 2 (itemize) ► | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 8,799,419. |
| 5 | Decreases not included in line 2 (itemize) ► See Statement 11 | 5 | 486,002. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30 | 6 | 8,313,417. |

## 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 shares MLC Company) | (b) How acquired P — Purchase D — Donation | (c) Date acquired (month, day, year) | (d) Date sold (month, day, year) |
|---|---|---|---|---|
| 1a | PUBLICLY TRADED SECURITIES | P | Various | Various |
| 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 | 5,503,548. | | 5,331,411. | 172,137. |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

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

| | (i) Fair Market Value as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of column (i) over column (j), if any | (l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h)) |
|---|---|---|---|---|
| a | | | | 172,137. |
| 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** 172,137.

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 instructions). If (loss), enter -0- in Part I, line 8 — **3** 0.

## Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.) N/A

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 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 (column (b) divided by column (c)) |
|---|---|---|---|
| 2010 | | | |
| 2009 | | | |
| 2008 | | | |
| 2007 | | | |
| 2006 | | | |

| | | |
|---|---|---|
| 2 **Total** of line 1, column (d) | 2 | |
| 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 | |
| 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 | 4 | |
| 5 Multiply line 4 by line 3 | 5 | |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | |
| 7 Add lines 5 and 6 | 7 | |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | |

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.

## 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 ► ☐ and enter 'N/A' on line 1<br>Date of ruling or determination letter: ________ (attach copy of letter if necessary – see instrs) | | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b | | 1 | 4,333. |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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 | 4,333. |
| 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 | 4,333. |
| 6 | Credits/Payments. | | | |
| a | 2011 estimated tax pmts and 2010 overpayment credited to 2011 | 6a 1,500. | | |
| b | Exempt foreign organizations – tax withheld at source | 6b | | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | | |
| d | Backup withholding erroneously withheld | 6d | | |
| 7 | Total credits and payments Add lines 6a through 6d | | 7 | 1,500. |
| 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 | 2,833. |
| 10 | **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ► | | 10 | |
| 11 | Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ► | **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 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.<br>**(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0. | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0. | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.* | 2 | | 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<br>• By language in the governing instrument, or<br>• 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, column (c), and Part XV* | 7 | X | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) ►<br>TX | | | |
| b | If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation* | 8b | X | |
| 9 | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *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 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? | 13 | X | |

Website address ► N/A

**14** The books are in care of ► WILLIAM L. TERRY Telephone no ► 432-683-5216

Located at ► 300 W. LOUISIANA MIDLAND TX ZIP + 4 ► 79701-3401

**15** Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year. ► 15 N/A

| | | | Yes | No |
|---|---|---|---|---|
| **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? | 16 | | X |
| | See 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 |
|---|---|---|---|---|---|
| **1 a** | 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 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 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 ► 20__ , 20__ , 20__ , 20__ | ☐ Yes ☒ 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 ) | | 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 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 )* | | 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 2011? | | 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 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 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** No: X

*If 'Yes' to 6b, file Form 8870*

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see 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 |
|---|---|---|---|---|
| HUBERT L. BROWN III<br>300 W. LOUISIANA AVE<br>MIDLAND, TX 79701-3401 | Executive Di<br>15.00 | 60,000. | 0. | 0. |
| ANNABELLE B. FOWLKES<br>300 W. LOUISIANA AVE<br>MIDLAND, TX 79701-3401 | Executive Di<br>15.00 | 60,000. | 0. | 0. |
| Q. PETER COURTNEY III<br>300 W. LOUISIANA AVE<br>MIDLAND, TX 79701-3401 | Director<br>0 | 0. | 0. | 0. |
| | | | | |

**2 Compensation of five highest-paid employees (other than those included on line 1 — see 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 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 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 instructions. 3 | |
| **Total.** Add lines 1 through 3 ► | 0. |

## 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 | 6,197,885. |
| b Average of monthly cash balances | 1b | 516,225. |
| c Fair market value of all other assets (see instructions) | 1c | |
| d **Total** (add lines 1a, b, and c) | 1d | 6,714,110. |
| 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 | 6,714,110. |
| 4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | 100,712. |
| 5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 6,613,398. |
| 6 **Minimum investment return.** Enter 5% of line 5 | 6 | 330,670. |

## 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 | 330,670. |
| 2a Tax on investment income for 2011 from Part VI, line 5 | 2a | 4,333. | | |
| b Income tax for 2011 (This does not include the tax from Part VI ) | 2b | | | |
| c Add lines 2a and 2b | | | 2c | 4,333. |
| 3 Distributable amount before adjustments Subtract line 2c from line 1 | | | 3 | 326,337. |
| 4 Recoveries of amounts treated as qualifying distributions | | | 4 | |
| 5 Add lines 3 and 4 | | | 5 | 326,337. |
| 6 Deduction from distributable amount (see instructions) | | | 6 | |
| 7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | | | 7 | 326,337. |

## 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 | 521,392. |
| 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 | 521,392. |
| 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 instructions) | 5 | |
| 6 **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 521,392. |

**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 instructions)

| | | (a) Corpus | (b) Years prior to 2010 | (c) 2010 | (d) 2011 |
|---|---|---|---|---|---|
| 1 Distributable amount for 2011 from Part XI, line 7 | | | | | 326,337. |
| 2 Undistributed income, if any, as of the end of 2011: | | | | | |
| a Enter amount for 2010 only | | | | 0. | |
| b Total for prior years: 20___, 20___, 20___ | | | 0. | | |
| 3 Excess distributions carryover, if any, to 2011: | | | | | |
| a From 2006 | | | | | |
| b From 2007 | | | | | |
| c From 2008 | | | | | |
| d From 2009 | 59,462. | | | | |
| e From 2010 | 117,644. | | | | |
| f **Total** of lines 3a through e | | 177,106. | | | |
| 4 Qualifying distributions for 2011 from Part XII, line 4 ► $ 521,392. | | | | | |
| 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 | | | | | 326,337. |
| e Remaining amount distributed out of corpus | | 195,055. | | | |
| 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 | | 372,161. | | | |
| 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 instructions | | | | 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) (see instructions) | | 0. | | | |
| 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) | | 0. | | | |
| 9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a | | 372,161. | | | |
| 10 Analysis of line 9: | | | | | |
| a Excess from 2007 | | | | | |
| b Excess from 2008 | | | | | |
| c Excess from 2009 | 59,462. | | | | |
| d Excess from 2010 | 117,644. | | | | |
| e Excess from 2011 | 195,055. | | | | |

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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 | | | |
|---|---|---|---|---|---|
| | (a) 2011 | (b) 2010 | (c) 2009 | (d) 2008 | (e) Total |
| 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a 'Assets' alternative test – enter. (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c 'Support' alternative test – enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

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

See Statement 12

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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

## Part XV Supplementary Information (continued)

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

| Recipient<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| *a Paid during the year* | | | | |
| See Statement 13 | | | | |
| **Total** | | | ► 3a | 417,750. |
| *b Approved for future payment* | | | | |
| **Total** | | | ► 3b | |

## 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 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 | | | | | |
| 4 Dividends and interest from securities | | | | | 150,214. |
| 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 | | | | | 172,137. |
| 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) | | | | | 322,351. |
| 13 **Total.** Add line 12, columns (b), (d), and (e) | | | | 13 | 322,351. |

(See worksheet in line 13 instructions 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 instructions ) |
|---|---|
| N/A | |

## Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

| | | Yes | No |
|---|---|---|---|
| **1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | | |
| **a** Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| **(1)** Cash | **1 a (1)** | | X |
| **(2)** Other assets | **1 a (2)** | | X |
| **b** Other transactions. | | | |
| **(1)** Sales of assets to a noncharitable exempt organization | **1 b (1)** | | X |
| **(2)** Purchases of assets from a noncharitable exempt organization | **1 b (2)** | | X |
| **(3)** Rental of facilities, equipment, or other assets | **1 b (3)** | | X |
| **(4)** Reimbursement arrangements | **1 b (4)** | | X |
| **(5)** Loans or loan guarantees | **1 b (5)** | | X |
| **(6)** Performance of services or membership or fundraising solicitations | **1 b (6)** | | X |
| **c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees | **1 c** | | 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) is based on all information of which preparer has any knowledge

[signature] 5/29/2012 Executive Direc

Signature of officer or trustee — Date — Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☒ if self-employed | PTIN |
|---|---|---|---|---|
| WILLIAM L. TERRY, CPA | William L. Terry, CPA | 5/29/2012 | X | P01394821 |

Firm's name ► H.L. Brown Operating, LLC — Firm's EIN ► 75-2932272

Firm's address ► 300 W. Louisana, Midland, TX 79701 — Phone no (432) 688-3730

**Schedule B**
**(Form 990, 990-EZ, or 990-PF)**

Department of the Treasury
Internal Revenue Service

# Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

OMB No 1545-0047

**2011**

**Name of the organization**
THE H L BROWN JR FAMILY FOUNDATION

**Employer identification number**
26-1223638

**Organization type** (check one):

| **Filers of:** | **Section:** |
|---|---|
| Form 990 or 990-EZ | ☐ 501(c)( ____ ) (enter number) organization |
| | ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation |
| | ☐ 527 political organization |
| Form 990-PF | ☒ 501(c)(3) exempt private foundation |
| | ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation |
| | ☐ 501(c)(3) taxable private foundation |

Check if your organization is covered by the **General Rule** or a **Special Rule**
**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

**General Rule**

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. (Complete Parts I and II )

**Special Rules**

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (**1**) $5,000 or (**2**) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year ► $ ____________

**Caution:** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

| Name of organization | Employer identification number |
|---|---|
| THE H L BROWN JR FAMILY FOUNDATION | 26-1223638 |

**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

| (a) Number | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|---|---|---|---|
| 1 | HL BROWN JR CHAR. LEAD ANNUITY TR<br>300 W LOUISIANA AVE<br>MIDLAND, TX 79701-3401 | $ 2,302,383. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution.) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution.) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution.) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution.) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution.) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution.) |

**Name of organization**
THE H L BROWN JR FAMILY FOUNDATION

**Employer identification number**
26-1223638

**Part II** **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | N/A | $ | |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

**Name of organization**
THE H L BROWN JR FAMILY FOUNDATION

**Employer identification number**
26-1223638

**Part III** ***Exclusively* religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete cols **(a)** through **(e) and** the following line entry.

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year (Enter this information once See instructions ) ► $ N/A

Use duplicate copies of Part III if additional space is needed.

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | N/A | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

**Statement 1**
**Form 990-PF, Part I, Line 16a**
**Legal Fees**

| | (a) Expenses Per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|---|---|---|---|---|
| LEGAL FEES FOR ADMIN/OPERATIONS | $ 1,576. | | | $ 195. |
| Total | $ 1,576. | $ 0. | $ 0. | $ 195. |

**Statement 2**
**Form 990-PF, Part I, Line 16b**
**Accounting Fees**

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|---|---|---|---|---|
| TAX PREP FEES | $ 8,057. | | | |
| Total | $ 8,057. | $ 0. | $ 0. | $ 0. |

**Statement 3**
**Form 990-PF, Part I, Line 16c**
**Other Professional Fees**

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|---|---|---|---|---|
| GS - LCG PORTFOLIO MGT FEE | $ 7,430. | $ 7,430. | | |
| GS - LCV PORTFOLIO MGT FEE | 7,643. | 7,643. | | |
| GS - LONDON MGT FEE | 146. | 146. | | |
| GS - LORD ABBETT PORT. MGT FEE | 10,409. | 10,409. | | |
| GS - MUNI FI PORTFOLIO MGT FEE | 6,847. | 6,847. | | |
| GS - SHAPIRO MGT FEE | 6,371. | 6,371. | | |
| GS - THORNBURG MGT FEE | 1,489. | 1,489. | | |
| GS - TRADEWINDS MGT FEE | 4,104. | 4,104. | | |
| GS - YACKTMAN MGT FEE | 7,624. | 7,624. | | |
| Total | $ 52,063. | $ 52,063. | $ 0. | $ 0. |

**Statement 4**
**Form 990-PF, Part I, Line 18**
**Taxes**

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|---|---|---|---|---|
| FEDERAL EXCISE TAX EXPENSE | $ 2,968. | | | |
| PAYROLL TAX EXPENSE | 9,180. | $ 1,836. | | $ 7,344. |
| Total | $ 12,148. | $ 1,836. | $ 0. | $ 7,344. |

**Statement 5**
**Form 990-PF, Part I, Line 23**
**Other Expenses**

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|---|---|---|---|---|
| Amortization | $ 27,805. | $ 27,805. | | N/A |
| OVERNIGHT EXPRESS MAIL | 103. | | | $ 103. |
| Total | $ 27,908. | $ 27,805. | $ 0. | $ 103. |

**Statement 6**
**Form 990-PF, Part II, Line 10a**
**Investments - U.S. and State Government Obligations**

| U.S. Government Obligations | Valuation Method | Book Value | Fair Market Value |
|---|---|---|---|
| FHLMC 4.75% BOND | Mkt Val | $ 100,802. | $ 100,802. |
| FHLB 5.125% BOND | Mkt Val | 107,691. | 107,691. |
| US TREASURY NOTE .75% | Mkt Val | 151,448. | 151,448. |
| | | $ 359,941. | $ 359,941. |
| | Total | $ 359,941. | $ 359,941. |

**Statement 7**
**Form 990-PF, Part II, Line 10b**
**Investments - Corporate Stocks**

| Corporate Stocks | Valuation Method | Book Value | Fair Market Value |
|---|---|---|---|
| GS SHAPIRO STOCK INVESTMENTS | Mkt Val | $ 484,627. | $ 484,627. |
| GS YACKTMAN STOCK INVESTMENTS | Mkt Val | 704,580. | 704,580. |
| GS TRADEWINDS STOCK INVESTMENTS | Mkt Val | 425,835. | 425,835. |
| GS THORNBURG STOCK INVESTMENTS | Mkt Val | 546,032. | 546,032. |
| GS LONDON STOCK INVESTMENTS | Mkt Val | 238,046. | 238,046. |
| GS INVESCO STOCK INVESTMENTS | Mkt Val | 672,893. | 672,893. |
| | Total | $ 3,072,013. | $ 3,072,013. |

**Statement 8**
**Form 990-PF, Part II, Line 10c**
**Investments - Corporate Bonds**

| Corporate Bonds | Valuation Method | Book Value | Fair Market Value |
|---|---|---|---|
| AT&T CORP 6.00% BOND | Mkt Val | $ 110,241. | $ 110,241. |
| TIME WARNER CABLE INC 7.5% BOND | Mkt Val | 111,965. | 111,965. |
| DIRCTV HOLDINGS LLC 3.55% BOND | Mkt Val | 104,087. | 104,087. |
| CVS CAREMARK CORPORATION 3.25% BOND | Mkt Val | 105,435. | 105,435. |
| TEVA PHARMACUETICAL FIN II BV 3.00% BOND | Mkt Val | 104,136. | 104,136. |
| KFW MTN 3.5% BOND | Mkt Val | 105,571. | 105,571. |
| BIOGEN IDEC INC 6.00% BOND | Mkt Val | 105,145. | 105,145. |

**Statement 8 (continued)**
**Form 990-PF, Part II, Line 10c**
**Investments - Corporate Bonds**

| Corporate Bonds | Valuation Method | Book Value | Fair Market Value |
|---|---|---|---|
| GENERAL ELECTRIC CAP CORP MTN 2.1% BOND | Mkt Val | $ 101,497. | $ 101,497. |
| TYCO INTL FINANCE 4.125% BOND | Mkt Val | 106,579. | 106,579. |
| EL DUPONT DE NEMOURS 5.25% BOND | Mkt Val | 116,837. | 116,837. |
| | Total | $ 1,071,493. | $ 1,071,493. |

**Statement 9**
**Form 990-PF, Part II, Line 13**
**Investments - Other**

| Other Publicly Traded Securities | Valuation Method | Book Value | Fair Market Value |
|---|---|---|---|
| GS HIGH YIELD INSTL MUTUAL FUND CLASS 1 | Mkt Val | $ 75,292. | $ 75,292. |
| GS EMERGING MARKETS EQUITY FUND | Mkt Val | 85,972. | 85,972. |
| GS GROUP INC STRUCTURED NOTES | Mkt Val | 951,481. | 951,481. |
| GS CREDIT STRATEGIES FUND | Mkt Val | 155,327. | 155,327. |
| | Total | $ 1,268,072. | $ 1,268,072. |

**Statement 10**
**Form 990-PF, Part II, Line 15**
**Other Assets**

| | | Book Value | Fair Market Value |
|---|---|---|---|
| ACCRUED INTEREST INCOME | | $ 13,017. | $ 13,017. |
| | Total | $ 13,017. | $ 13,017. |

**Statement 11**
**Form 990-PF, Part III, Line 5**
**Other Decreases**

| | | |
|---|---|---|
| UNREALIZED LOSS INVESTMENTS | | $ 486,002. |
| | Total | $ 486,002. |

**Statement 12**
**Form 990-PF, Part XV, Line 2a-d**
**Application Submission Information**

Name of Grant Program:
Name: HUBERT L. BROWN III
Care Of:
Street Address: 300 W. LOUISIANA AVE

**Statement 12 (continued)**
**Form 990-PF, Part XV, Line 2a-d**
**Application Submission Information**

| | |
|---|---|
| City, State, Zip Code: | MIDLAND, TX 79701-3401 |
| Telephone: | |
| Form and Content: | NO SPECIFIC APPLICATION FORM REQUIRED. INCLUDE INFORMATION ABOUT YOUR ORGANIZATION AND HOW THE GRANT WILL BENEFIT YOUR ORGANIZATION. |
| Submission Deadlines: | NONE |
| Restrictions on Awards: | NONE GENERALLY, BUT MAY HAVE SPECIFIC USES ON A GRANT BY GRANT BASIS. |

**Statement 13**
**Form 990-PF, Part XV, Line 3a**
**Recipient Paid During the Year**

| Name and Address | Donee Relationship | Foundation Status | Purpose of Grant | Amount |
|---|---|---|---|---|
| NEW MEXICO MILITARY INSTITUTE<br>101 WEST COLLEGE BLVD<br>ROSWELL, NM 88201 | NONE | PUBLIC CH | FOR ENDOWMENT FUND | $ 5,000. |
| TRESSEL FAMILY FUND FOR CANCER PREVENT.<br>PO BOX 18311<br>COLUMBUS, OH 43218 | NONE | PUBLIC CH | FOR GENERAL OPERATIONS | 5,000. |
| HOSPICE OF MIDLAND<br>911 WEST TEXAS<br>MIDLAND, TX 79701 | NONE | PUBLIC CH | FOR INPATIENT OPERATIONS | 5,750. |
| FIRST PRESBYTERIAN CHURCH<br>800 WEST TEXAS AVENUE<br>MIDLAND, TX 79701 | NONE | PUBLIC CH | FOR CHURCH OPERATIONS | 5,250. |
| MAKE-A-WISH FOUNDATION OF NORTH TEXAS<br>407 NORTH BIG SPRING STREET<br>MIDLAND, TX 79701 | NONE | PUBLIC CH | FOR GENERAL OPERATIONS | 250. |
| UNIVERSITY OF TEXAS AT AUSTIN<br>1 UNIVERSITY STATION C2104<br>AUSTIN, TX 78712 | NONE | PUBLIC CH | FOR FELLOWSHIP FUND | 20,000. |
| UNIVERSITY OF TEXAS AT AUSTIN<br>1 UNIVERSITY STATION C1160<br>AUSTIN, TX 78712 | NONE | PUBLIC CH | FOR SCHOOL OPERATIONS | 250. |

**Statement 13 (continued)**
**Form 990-PF, Part XV, Line 3a**
**Recipient Paid During the Year**

| Name and Address | Donee Relationship | Foundation Status | Purpose of Grant | Amount |
|---|---|---|---|---|
| THE BUCKLEY SCHOOL<br>113 EAST 73RD STREET<br>NEW YORK, NY 10131 | NONE | PUBLIC CH | FOR SCHOOL OPERATIONS | $ 5,000. |
| ST. PAUL'S SCHOOL<br>325 PLEASANT STREET<br>CONCORD, NH 03301 | NONE | PUBLIC CH | ANNUAL GIVING PROGRAM | 2,000. |
| AMERICAN FEDERATION OF ARTS<br>305 EAST 47TH STREET, 10TH FLOOR<br>NEW YORK, NY 10017 | NONE | PUBLIC CH | FOR GENERAL OPERATIONS | 250. |
| AVON OLD FARMS SCHOOL<br>500 OLD FARMS ROAD<br>AVON, CT 06001 | NONE | PUBLIC CH | FOR SCHOOL OPERATIONS | 3,000. |
| BUCKNER CHILDREN & FAMILY SERVICES<br>PO BOX 50872<br>MIDLAND, TX 79710 | NONE | PUBLIC CH | FOR GENERAL OPERATIONS | 12,000. |
| PLAYGROUND PRTNR CENTRL PARK CONSERVANCY<br>14 EAST 60TH STREET<br>NEW YORK, NY 10022 | NONE | PUBLIC CH | FOR PLAYGROUND | 2,500. |
| CENTRAL PARK CONSERVANCY<br>14 EAST 60TH STREET<br>NEW YORK, NY 10022 | NONE | PUBLIC CH | FOR GENERAL OPERATIONS | 1,000. |
| THE EPISCOPAL SCHOOL<br>35 EAST 69TH STREET<br>NEW YORK, NY 10021 | NONE | PUBLIC CH | FOR SCHOOL OPERATIONS | 20,000. |
| GEORGE W. BUSH PRESIDENTIAL CENTER<br>PO BOX 12844<br>DALLAS, TX 75225 | NONE | PUBLIC CH | FOR CENTER'S OPERATIONS | 5,000. |
| GROUNDWORK, INC.<br>595 SUTTER AVENUE<br>BROOKLYN, NY 11207 | NONE | PUBLIC CH | FOR SCHOOL OPERATIONS | 10,000. |
| LENOX HILL NEIGHBORHOOD HOUSE<br>331 EAST 70TH STREET<br>NEW YORK, NY 10021 | NONE | PUBLIC CH | FOR GENERAL OPERATIONS | 250. |
| MARIA MITCHELL ASSOCIATION<br>4 VESTAL STREET<br>NANTUCKET, MA 02554 | NONE | PUBLIC CH | FOR GENERAL OPERATIONS | 5,000. |

**Statement 13 (continued)**
**Form 990-PF, Part XV, Line 3a**
**Recipient Paid During the Year**

| Name and Address | Donee Relationship | Foundation Status | Purpose of Grant | Amount |
|---|---|---|---|---|
| MAYO CLINIC - ROCHESTER<br>200 FIRST STREET SW<br>ROCHESTER, NY 55095 | NONE | PUBLIC CH | FOR HOSPITAL OPERATIONS | $ 10,000. |
| M. D. ANDERSON CANCER CENTER<br>PO BOX 4486<br>HOUSTON, TX 77210 | NONE | PUBLIC CH | FOR SARCOMA AND CANCER RESEARCH | 10,000. |
| MIDLAND CHILDREN'S REHABILITATION CENTER<br>802 VENTURA<br>MIDLAND, TX 79705 | NONE | PUBLIC CH | FOR REHAB OPERATIONS | 20,000. |
| MIDLAND MEMORIAL FOUNDATION<br>2200 WEST ILLINOIS AVENUE<br>MIDLAND, TX 79701 | NONE | PUBLIC CH | FOR MMH BUILDING FUND | 20,000. |
| MOUNT SINAI MEDICAL CENTER<br>ONE GUSTAVE L. LEVY PLACE, BOX 1049<br>NEW YORK, NY 10029 | NONE | PUBLIC CH | FOR HOSPITAL OPERATIONS | 45,000. |
| NANTUCKET CONSERVATION FOUNDATION<br>PO BOX 13<br>NANTUCKET, MA 02554 | NONE | PUBLIC CH | FOR GENERAL OPERATIONS | 5,000. |
| NANTUCKET COTTAGE HOSPITAL<br>57 PROSPECT STREET<br>NANTUCKET, MA 02554 | NONE | PUBLIC CH | FOR HOSPITAL OPERATIONS | 5,000. |
| NANTUCKET DREAMLAND FOUNDATION<br>12 OAK STREET<br>NANTUCKET, MA 02554 | NONE | PUBLIC CH | FOR GENERAL OPERATIONS | 15,000. |
| NANTUCKET HISTORICAL ASSOCIATION<br>15 BROAD STREET<br>NANTUCKET, MA 02554 | NONE | PUBLIC CH | FOR GENERAL OPERATIONS | 5,000. |
| NEW YORK - PRESBYTERIAN FUND INC.<br>425 EAST 61ST STREET, SUITE 211<br>NEW YORK, NY 10065 | NONE | PUBLIC CH | FOR CHURCH OPERATIONS | 5,000. |
| NEW YORK PUBLIC LIBRARY<br>FIFTH AVE AND 42ND ST - ROOM 73<br>NEW YORK, NY 10018 | NONE | PUBLIC CH | FOR GENERAL OPERATIONS | 5,000. |

**Statement 13 (continued)**
**Form 990-PF, Part XV, Line 3a**
**Recipient Paid During the Year**

| Name and Address | Donee Relationship | Foundation Status | Purpose of Grant | Amount |
|---|---|---|---|---|
| O.U. FOUNDATION STEPHENSON CANCER CENTER<br>100 TIMBERDELL ROAD<br>NORMAN , OK 73019 | NONE | PUBLIC CH | FOR GENERAL OPERATIONS | $ 5,000. |
| PERMIAN BASIN PETROLEUM MUSEUM<br>1500 INTERSTATE 20 WEST<br>MIDLAND, TX 79701 | NONE | PUBLIC CH | FOR MUSEUM RENOVATIONS | 50,000. |
| SALVATION ARMY<br>DFW METROPLEX, PO BOX 36006<br>DALLAS, TX 75235 | NONE | PUBLIC CH | FOR GENERAL OPERATIONS | 500. |
| SCHOOL YEAR ABROAD<br>439 SOUTH UNION STREET<br>LAWRENCE, MA 01843 | NONE | PUBLIC CH | FOR SCHOOL OPERATIONS | 2,500. |
| THE SPENCE SCHOOL<br>22 EAST 91ST STREET<br>NEW YORK, NY 10128 | NONE | PUBLIC CH | FOR SCHOOL OPERATIONS | 20,000. |
| STANFORD UNIVERSITY<br>PO BOX 20466<br>STANFORD, CA 94309 | NONE | PUBLIC CH | FOR GENERAL OPERATIONS | 2,000. |
| TEAK FELLOWSHIP<br>16 WEST 22ND STREET, 3RD FLOOR<br>NEW YORK, NY 10010 | NONE | PUBLIC CH | FOR GENERAL OPERATIONS | 500. |
| WAGNER NOEL PERFORMING ARTS CENTER<br>4901 E. UNIV, MESA BLDG, RM 4230<br>ODESSA, TX 79762 | NONE | PUBLIC CH | FOR CENTER'S OPERATIONS | 20,000. |
| THE WHARTON SCHOOL<br>344 VANCE HALL, 3733 SPRUCE STREET<br>PHILADELPHIA, PA 19104 | NONE | PUBLIC CH | FOR ALUMNI AFFAIRS AND ANNUAL GIVING | 15,000. |
| TRINITY SCHOOL<br>3500 WEST WADLEY AVENUE<br>MIDLAND, TX 79707 | NONE | PUBLIC CH | FOR PRE-SCHOOL RENOVATION PROJECT | 45,000. |
| NATIONAL INSTITUTE FOR REPROD HEALTH<br>470 PARK AVENUE SOUTH, 7TH FLOOR<br>NEW YORK, NY 10016 | NONE | PUBLIC CH | FOR CHAMPIONS OF CHOICE AWARDS LUNCHEON | 500. |

**Statement 13 (continued)**
**Form 990-PF, Part XV, Line 3a**
**Recipient Paid During the Year**

| Name and Address | Donee Relationship | Foundation Status | Purpose of Grant | Amount |
|---|---|---|---|---|
| WOUNDED WARRIORS PROJECT 12672 SILICON DRIVE, SUITE 105 SAN ANTONIO, TX 78249 | NONE | PUBLIC CH | FOR GENERAL OPERATIONS | $ 750. |
| USA CYCLING DEVELOPMENT FOUNDATION 210 USA CYCLING POINT, SUITE 100 COLORADO SPRINGS, CO 80919 | NONE | PUBLIC CH | FOR GENERAL OPERATIONS | 1,000. |
| AMERICAN MUSEUM OF NATURAL HISTORY CENTRAL PARK WEST @ 79TH STREET NEW YORK, NY 10024 | NONE | PUBLIC CH | FOR MUSEUM OPERATIONS | 2,500. |
| | | | Total | $ 417,750. |

Form **8868** (Rev January 2012)

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 ► [X]
- 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

**Electronic filing *(e-file)*.** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

## 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*

**Enter filer's identifying number, see instructions**

| Type or print | | |
|---|---|---|
| **Type or print** | Name of exempt organization or other filer, see instructions<br>THE H L BROWN JR FAMILY FOUNDATION | Employer identification number (EIN) or<br>[X] 26-1223638 |
| File by the due date for filing your return See instructions | Number, street, and room or suite number If a P O box, see instructions<br>P.O. BOX 2237 | Social security number (SSN)<br>[ ] |
| | City, town or post office, state, and ZIP code For a foreign address, see instructions<br>MIDLAND, TX 79702-2237 | |

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-T (corporation) | 07 |
| 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 (section 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

- The books are in the care of ► WILLIAM L. TERRY

  Telephone No. ► 432-683-5216 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

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 12, to file the exempt organization return for the organization named above The extension is for the organization's return for

► [X] calendar year 20 11 or

► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___

**2** If the tax year entered in line 1 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** | $ 1,500. |
| **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 | **3b** | $ 1,500. |
| **c Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions | **3c** | $ 0. |

**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