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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

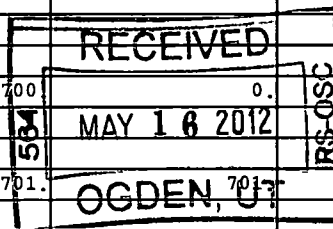
, and ending

Name of foundation BROWN FAMILY FOUNDATION, INC.		A Employer identification number 41-1979864
Number and street (or P O box number if mail is not delivered to street address) 2588 12TH STREET		B Telephone number (715) 822-5614
City or town, state, and ZIP code CUMBERLAND, WI 54829-9724		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,175,349.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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	1,700.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	13.	13.		STATEMENT 1
4 Dividends and interest from securities	19,736.	19,736.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	4,763.			
b Gross sales price for all assets on line 6a	77,913.			
7 Capital gain net income (from Part IV, line 2)		4,763.		
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	26,212.	24,512.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 3	1,700.	0.		1,700.
c Other professional fees				
17 Interest				
18 Taxes STMT 4	701.	701.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	2,401.	701.		1,700.
25 Contributions, gifts, grants paid	69,000.			69,000.
26 Total expenses and disbursements. Add lines 24 and 25	71,401.	701.		70,700.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-45,189.			
b Net investment income (if negative, enter -0-)		23,811.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Operating and Administrative Expenses



9/14

12

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					
	2 Savings and temporary cash investments	124,221.	152,182.	152,182.		
	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					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock STMT 5	1,165,190.	1,092,040.	1,023,167.		
	c Investments - corporate bonds					
Liabilities	11 Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other					
	14 Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers)	1,289,411.	1,244,222.	1,175,349.		
	17 Accounts payable and accrued expenses					
	18 Grants payable					
Net Assets or Fund Balances	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.				
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	0.	0.		
		28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
		29 Retained earnings, accumulated income, endowment, or other funds	1,289,411.	1,244,222.		
		30 Total net assets or fund balances	1,289,411.	1,244,222.		
	31 Total liabilities and net assets/fund balances	1,289,411.	1,244,222.			

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	1,289,411.
2 Enter amount from Part I, line 27a	2	-45,189.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,244,222.
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	1,244,222.

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	980 SHS OF ISHARES RUSSELL 2000 INDEX ETF			P	03/28/07
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	77,913.	73,150.	4,763.		
b					
c					
d					
e					
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			4,763.		
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	4,763.	
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	84,531.	1,108,425.	.076262
2009	73,150.	965,147.	.075792
2008	81,050.	1,280,786.	.063281
2007	74,500.	1,560,189.	.047751
2006	65,288.	1,378,211.	.047372
2 Total of line 1, column (d)			.310458
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			.062092
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			1,208,898.
5 Multiply line 4 by line 3			75,063.
6 Enter 1% of net investment income (1% of Part I, line 27b)			238.
7 Add lines 5 and 6			75,301.
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.			70,700.

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	476.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	476.
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	476.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,051.	
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	3,051.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,575.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 2,575. Refunded <input type="checkbox"/>	11	0.	

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
1b 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
1c 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. ► \$ 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.		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) ► WI		
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

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?	13	x	
Website address <u>N/A</u>				
14	The books are in care of <u>WILLIAM C. BROWN</u> Telephone no. <u>(715) 822-5614</u>			
	Located at <u>2588 12TH STREET, CUMBERLAND, WI</u> ZIP+4 <u>54829</u>			
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?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u>			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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years <u></u>		
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?		4a
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

Form 990-PF (2011)

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

6b

x

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

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

7b

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

N/A

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

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

(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
JULIE M. BROWN 2588 12TH STREET CUMBERLAND, WI 54829	PRESIDENT 1.00	0.	0.	0.
WILLIAM C. BROWN 2588 12TH STREET CUMBERLAND, WI 54829	VP / TREASURER 1.00	0.	0.	0.
ERIC J. BROWN 2588 12TH STREET CUMBERLAND, WI 54829	SECRETARY 1.00	0.	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

Form 990-PF (2011)

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."

(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	
	0.
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	
	0.
2	
All other program-related investments. See instructions.	
3 N/A	
	0.
Total. Add lines 1 through 3	0.

Form 990-PF (2011)

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	1,085,275.
b Average of monthly cash balances	1b	142,033.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	1,227,308.
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	1,227,308.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	18,410.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,208,898.
6 Minimum investment return. Enter 5% of line 5	6	60,445.

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	60,445.
2a Tax on investment income for 2011 from Part VI, line 5	2a	476.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	476.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	59,969.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	59,969.
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	59,969.

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	70,700.
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	70,700.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	70,700.

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				59,969.
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				
d From 2009	12,343.			
e From 2010	84,700.			
f Total of lines 3a through e	97,043.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	70,700.			
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)	70,700.			
d Applied to 2011 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	59,969.			59,969.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	107,774.			
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	107,774.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010	37,074.			
e Excess from 2011	70,700.			

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				
AFRICAN WILDLIFE FOUNDATION 1400 SIXTEENTH STREET NW WASHINGTON, DC 20036	N/A	PUBLIC	OPERATING	2,000.
AMERICAN CIVIL LIBERTIES UNION FOUNDATION 125 BROAD STREET, 18TH FLOOR NEW YORK, NY 10004-2400	N/A	PUBLIC	OPERATING	1,000.
AMERICAN RED CROSS 2025 E STREET, NW WASHINGTON, DC 20006	N/A	PUBLIC	OPERATING	1,000.
ANIMAL HUMANE SOCIETY 845 MEADOW LANE GOLDEN VALLEY, MN 55422	N/A	PUBLIC	OPERATING	2,000.
BARRON AREA COMMUNITY CENTER 800 MEMORIAL DRIVE BARRON, WI 54812	N/A	PUBLIC	OPERATING	1,000.
Total	SEE CONTINUATION SHEET(S)			69,000.
b Approved for future payment				
NONE				
Total				0.

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

SOURCE

AMOUNT

FIDELITY

13.

TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A

13.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY MONEY MARKET	11.	0.	11.
ISHARES RUSSELL 2000 INDEX ETF	3,095.	0.	3,095.
MCSI EAFE INDEX ETF	8,637.	0.	8,637.
POWERSHARES QQQ TR UNIT SER 1	2,532.	0.	2,532.
STANDARD & POORS DEP RECEIPT	5,461.	0.	5,461.
TOTAL TO FM 990-PF, PART I, LN 4	19,736.	0.	19,736.

FORM 990-PF

ACCOUNTING FEES

STATEMENT

3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,700.	0.		1,700.
TO FORM 990-PF, PG 1, LN 16B	1,700.	0.		1,700.

FORM 990-PF

TAXES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	701.	701.		0.
TO FORM 990-PF, PG 1, LN 18	701.	701.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT

5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ISHARES RUSSELL 2000 INDEX ETF	235,422.	221,619.
MSCI EAFE INDEX ETF	333,266.	229,819.
POWERSHARES QQQ TR UNIT SER 1	237,175.	305,669.
STANDARD & POORS DEP RECEIPT	286,177.	266,060.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,092,040.	1,023,167.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 6

NAME OF MANAGER

JULIE M. BROWN
WILLIAM C. BROWN

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
BENJAMIN HOUSE C/O BARRON COUNTY FAMILY ENRICHMENT CTR 1108 HEART ISLAND PARKWAY RICE LAKE, WI 54868	N/A	PUBLIC	OPERATING	1,000.
BIG BROTHERS BIG SISTERS OF AMERICA 230 NORTH 13TH STREET PHILADELPHIA, PA 19107-1538	N/A	PUBLIC	OPERATING	3,500.
BOYS AND GIRLS CLUB OF AMERICA 1275 PEACHTREE ST, NE ATLANTA, GA 30309-3580	N/A	PUBLIC	OPERATING	3,500.
CENTER ON BUDGET AND POLICY PRIORITIES 820 FIRST STREET, NE, SUITE 510 WASHINGTON, DC 20002	N/A	PUBLIC	OPERATING	1,500.
COUNCIL FOR ECONOMIC EDUCATION 122 EAST 42ND STREET, SUITE 2600 NEW YORK, NY 10168	N/A	PUBLIC	OPERATING	500.
EMERGENCY FOODSHELF NETWORK 8501 FIFTY FOURTH AVENUE N NEW HOPE, MN 55428	N/A	PUBLIC	OPERATING	2,000.
FEED MY PEOPLE FOOD BANK 2160 ALPINE ROAD EAU CLAIRE, WI 54703-9526	N/A	PUBLIC	BUILDING-CAMPAIGN	1,500.
FEED MY PEOPLE FOOD BANK 2160 ALPINE ROAD EAU CLAIRE, WI 54703-9526	N/A	PUBLIC	OPERATING	1,000.
FRIENDS OF THE MISSISSIPPI RIVER 360 NORTH ROBERT STREET, SUITE 400 ST PAUL, MN 55101	N/A	PUBLIC	OPERATING	250.
GREATER CHICAGO FOOD DEPOSITORY 4100 WEST ANN LURIE PLACE CHICAGO, IL 60632	N/A	PUBLIC	OPERATING	1,000.
Total from continuation sheets				62,000.

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
HENNEPIN THEATRE TRUST 805 HENNEPIN AVENUE MINNEAPOLIS, MN 55402	N/A	PUBLIC	OPERATING	1,000.
MINNEAPOLIS MEDICAL RESEARCH FOUNDATION 914 SOUTH EIGHTH STREET MINNEAPOLIS, MN 55404	N/A	PUBLIC	OPERATING	1,000.
MINNESOTA PUBLIC RADIO 480 CEDAR STREET ST PAUL, MN 55101	N/A	PUBLIC	OPERATING	2,500.
NAMI OF MINNESOTA 800 TRANSFER ROAD, SUITE 31 ST PAUL, MN 55114	N/A	PUBLIC	OPERATING	1,000.
NATIONAL CENTER FOR MISSING AND EXPLOITED CHILDREN 699 PRINCE STREET ALEXANDRIA, VA 22314-3175	N/A	PUBLIC	OPERATING	500.
NATIONAL FISH AND WILDLIFE FOUNDATION 1133 15TH STREET NW, SUITE 1100 WASHINGTON, DC 20005	N/A	PUBLIC	OPERATING	2,000.
PEOPLE INCORPORATED 317 YORK AVENUE ST PAUL, MN 55101	N/A	PUBLIC	OPERATING	1,000.
PLANNED PARENTHOOD MINNESOTA 1200 LAGOON AVENUE MINNEAPOLIS, MN 55408	N/A	PUBLIC	OPERATING	7,500.
SECOND HARVEST HEARTLAND 1140 GERVAIS AVE SAINT PAUL, MN 55109-2020	N/A	PUBLIC	OPERATING	3,000.
SPECIAL OLYMPICS MINNESOTA 100 WASHINGTON AVE S., SUITE 500 MINNEAPOLIS, MN 55401	N/A	PUBLIC	OPERATING	100.
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
TEACH FOR AMERICA 1413 K STREET NW, 7TH FLOOR WASHINGTON, DC 20005	N/A	PUBLIC	OPERATING	5,000.
THE CONSERVATION FUND 1655 N FORT MEYER DRIVE, SUITE 1300 ARLINGTON, VA 22209-3199	N/A	PUBLIC	OPERATING	3,000.
THE NATURE CONSERVANCY 4245 N. FAIRFAX DR, SUITE 100 ARLINGTON, VA 22203-1606	N/A	PUBLIC	OPERATING	3,000.
THE SIERRA CLUB FOUNDATION 85 SECOND STREET, SUITE 750 SAN FRANCISCO, CA 94105	N/A	PUBLIC	OPERATING	3,000.
UNIVERSITY OF MINNESOTA FOUNDATION 200 OAK STREET SE, SUITE 500 MINNEAPOLIS, MN 55455-2010	N/A	PUBLIC	OPERATING	250.
WIKIMEDIA FOUNDATION 149 NEW MONTGOMERY STREET, 3RD FLOOR SAN FRANCISCO, CA 94105	N/A	PUBLIC	OPERATING	100.
WISCONSIN PUBLIC RADIO 821 UNIVERSITY AVE MADISON, WI 53706	N/A	PUBLIC	OPERATING	500.
WOMENS FOUNDATION OF MINNESOTA 155 FIFTH AVENUE S MINNEAPOLIS, MN 55401	N/A	PUBLIC	OPERATING	4,000.
YMCA 2125 EAST HENNEPIN AVE, STE 150 MINNEAPOLIS, MN 55413-2720	N/A	PUBLIC	OPERATING	3,500.
CHARITY NAVIGATOR 139 HARRISTOWN ROAD SUITE 201 GLEN ROCK, NJ 07452	N/A	PUBLIC	OPERATING	100.
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
RICE LAKE AREA FREE CLINIC VOLUNTEERS IN MEDICINE 1035 N. MAIN STREET, SUITE G102 RICE LAKE, WI 54868	N/A	PUBLIC	OPERATING	500.
WALLEYES FOR TOMORROW P.O. BOX 2057 MIKANA, WI 54857	N/A	PUBLIC	OPERATING	100.
BARRON AREA CLERGY ASSOCIATION 827 E. LASALLE AVE. BARRON, WI 54812	N/A	PUBLIC	OPERATING	1,000.
BARRON AREA EDUCATION FOUNDATION 100 W. RIVER AVENUE BARRON, WI 54812	N/A	PUBLIC	OPERATING	500.
GEORGETOWN UNIVERSITY SCHOOL OF MEDICINE FINANCIAL AID ENDOWMENT BOX 571213 WASHINGTON, DC 20057-1253	N/A	EDUCATION	OPERATING	1,000.
MINNESOTA MEDICAL FOUNDATION 200 OAK STREET SE, SUITE 300 MINNEAPOLIS, MN 55455-2030	N/A	EDUCATION	OPERATING	500.
JY6 (JORGEN YDE) FOUNDATION PO BOX 1021 SIOUX FALLS, SD 57101	N/A	PUBLIC	OPERATING	300.
WEST NIDAROS LUTHERAN CHURCH 25403 471ST AVE CROOKS, SD 57020	N/A	RELIGIOUS	OPERATING	300.
Total from continuation sheets				

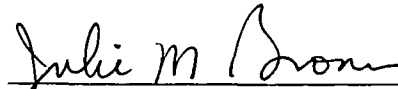
BROWN FAMILY FOUNDATION, INC.
41-1979864

~~ATTACHMENT TO FORM 990-PF, PART XIII, LINE 4c~~

FOR THE TAX PERIOD ENDED DECEMBER 31, 2011

Election to Treat Qualifying Distributions as Distributions Out of Corpus

The Foundation Manager, Julie M. Brown, hereby elects to treat the 2011 qualifying distribution of \$70,400 as a distribution out of corpus under Treasury Regulation § 53.4942(a)-3(d)(2).


Julie M. Brown

5-10-2012
Date