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

2011

Department of the Treasury  
Internal Revenue Service

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

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

Thomas R. Brown Foundation  
6720 E. Camino Principal #203  
Tucson, AZ 85715

**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)** **J** Accounting method:  Cash  Accrual  
 Other (specify) **Part I, column (d) must be on cash basis.**

► \$ 2,085,689.

		(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 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	65,288.	65,288.		
	5a Gross rents b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 1a b Gross sales price for all assets on line 6a	-69,558.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	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)				
<b>12 Total. Add lines 1 through 11</b>	<b>-4,270.</b>	<b>65,288.</b>	<b>0.</b>		
ADMINISTRATIVE AND EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 1	16,631.	8,316.		
	c Other prof fees (attach sch) See St 2	309,177.	5,561.		332,588.
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stmt 3	515.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	25,618.			24,585.
	22 Printing and publications	2,313.			2,313.
	23 Other expenses (attach schedule) See Statement 4	137,249.			135,427.
	<b>24 Total operating and administrative expenses. Add lines 13 through 23</b>	<b>491,503.</b>	<b>13,877.</b>		<b>494,913.</b>
	25 Contributions, gifts, grants paid				
<b>26 Total expenses and disbursements. Add lines 24 and 25</b>	<b>491,503.</b>	<b>13,877.</b>	<b>0.</b>	<b>494,913.</b>	
27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)	-495,773.		51,411.		
c Adjusted net income (if negative, enter -0-)				0.	

5 611

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash – non-interest-bearing				
	2 Savings and temporary cash investments		171,109.	376,378.	376,378.
	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		43,929.	15,814.	15,814.
	10a Investments – U.S. and state government obligations (attach schedule)				
	b Investments – corporate stock (attach schedule) <u>Statement 5</u>		2,362,257.	1,687,210.	1,687,210.
	c Investments – corporate bonds (attach schedule)		93,975.		
	11 Investments – land, buildings, and equipment: basis	►			
	Less: accumulated depreciation (attach schedule) ...	►			
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule)				
	14 Land, buildings, and equipment: basis	►			
	Less: accumulated depreciation (attach schedule)	►			
	15 Other assets (describe ► See <u>Statement 6</u> )		7,304.	6,287.	6,287.
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)		2,678,574.	2,085,689.	2,085,689.
	17 Accounts payable and accrued expenses		2,419.	1,283.	
	18 Grants payable		127,200.	95,400.	
	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)		129,619.	96,683.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	► <input checked="" type="checkbox"/>			
	24 Unrestricted		2,548,955.	1,989,006.	
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	► <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds				
	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)		2,548,955.	1,989,006.	
	31 Total liabilities and net assets/fund balances (see instructions)		2,678,574.	2,085,689.	

## 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	2,548,955.
2 Enter amount from Part I, line 27a	2	-495,773.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	2,053,182.
5 Decreases not included in line 2 (itemize) ► See <u>Statement 7</u>	5	64,176.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,989,006.

**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 Publicly Traded Securities			P	Various	Various
c Corporate Bond			P	4/30/06	7/01/11
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 928,228.			929,428.	-1,200.	
b 13,677.			14,392.	-715.	
c 90,000.			90,000.	0.	
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					(i) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))
(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		
a				-1,200.	
b				-715.	
c				0.	
d					
e					
2 Capital gain net income or (net capital loss). <span style="border: 1px solid black; padding: 2px;">If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</span>					2 -1,915.
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 -715.

**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 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	625,096.	2,750,098.	0.227300
2009	724,537.	1,746,175.	0.414928
2008	648,629.	2,458,903.	0.263788
2007	430,447.	3,183,535.	0.135210
2006	422,158.	3,204,630.	0.131734

- 2 Total of line 1, column (d) 2 1.172960
- 3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years 3 0.234592
- 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 4 2,364,503.
- 5 Multiply line 4 by line 3 5 554,693.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 514.
- 7 Add lines 5 and 6 7 555,207.
- 8 Enter qualifying distributions from Part XII, line 4 8 494,913.

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)**

1 a 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 instrs)	
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	1 1,028.
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 1,028.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4 0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5 1,028.
6 Credits/Payments:	
a 2011 estimated tax prnts and 2010 overpayment credited to 2011.	6a 920.
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	7 920.
8 Enter any <b>penalty</b> 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	9 108.
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 ►	11 Refunded

**Part VII-A Statements Regarding Activities**

1 a 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?	Yes	No
1 a	X	
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	Yes	No
1 b	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.		
1 c Did the foundation file Form 1120-POL for this year?	Yes	No
1 c	X	
1 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.		
1 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?	Yes	No
2	X	
If 'Yes,' attach a detailed description of the activities.		
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	Yes	No
3	X	
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	No
4 a	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	Yes	No
4 b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	Yes	No
5	X	
If 'Yes,' attach the statement required by General Instruction T		
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?		
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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
AZ		
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.		
8 b	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	

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Form 990-PF (2011)

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions) ..	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>brownfoundations.org</u>	13	X
14	The books are in care of ► <u>the Foundation</u> Located at ► <u>6720 E. Camino Principal #203 Tucson AZ</u> Telephone no. ► <u>520-298-2828</u> ZIP + 4 ► <u>85715</u>	N/A	► <input type="checkbox"/> N/A
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 ► <u>15</u>	15	► <input type="checkbox"/> N/A
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ►	16	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> 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"/> X 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"/> X No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> X 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"/> X 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"/> X No		
1b	If any answer is 'Yes' to 1a(1)-(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
1c	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? ► <input type="checkbox"/>		
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))		
2a	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"/> X No		
If 'Yes,' list the years ► <u>20__ , 20__ , 20__ , 20__</u>			
2b	Are there any years listed in 2a for which the foundation is <b>not</b> 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	
3a	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. ► <u>20__ , 20__ , 20__ , 20__</u>		
3b	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"/> X No		
3c	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	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ► <input type="checkbox"/>		
4b	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? ► <input type="checkbox"/>	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/AOrganizations relying on a current notice regarding disaster assistance check here ► **c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A.  Yes  No

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

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

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

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes  No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

**7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (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
See Statement 8		0.	0.	0.
-----				
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-----				
-----				
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**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
DMB Office Services, LLC PO Box 31793 Tucson, AZ 85751	Staffing	52,056.
<b>Total number of others receiving over \$50,000 for professional services</b>		<b>0</b>

**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 See Statement 9	193,572.
2 See Statement 10	63,600.
3 See Statement 11	11,350.
4 See Statement 12	11,230.

**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**

<b>Total. Add lines 1 through 3</b>	<b>0.</b>
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**BAA**
**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	2,198,797.
b Average of monthly cash balances	1b	165,047.
c Fair market value of all other assets (see instructions)	1c	36,667.
d <b>Total</b> (add lines 1a, b, and c)	1d	2,400,511.
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	2,400,511.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	36,008.
5 <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,364,503.
6 <b>Minimum investment return.</b> Enter 5% of line 5	6	118,225.

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

**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	494,913.	
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 <b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	494,913.	
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 <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	494,913.	

**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)**

N/A

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				
<b>2</b> Undistributed income, if any, as of the end of 2011:				
<b>a</b> Enter amount for 2010 only				
<b>b</b> Total for prior years: 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006				
<b>b</b> From 2007				
<b>c</b> From 2008				
<b>d</b> From 2009				
<b>e</b> From 2010				
<b>f</b> Total of lines 3a through e				
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ► \$ _____				
<b>a</b> Applied to 2010, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required – see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required – see instructions)				
<b>d</b> Applied to 2011 distributable amount				
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b				
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b. Taxable amount – see instructions				
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount – see instructions				
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007				
<b>b</b> Excess from 2008				
<b>c</b> Excess from 2009				
<b>d</b> Excess from 2010				
<b>e</b> Excess from 2011				

BAA

Form 990-PF (2011)

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

<b>a</b> 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	► 1/20/05			
<b>b</b> Check box to indicate whether the foundation is a private operating foundation described in section <input checked="" type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
<b>b</b> 85% of line 2a				
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed				
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities				
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:				
<b>a</b> 'Assets' alternative test – enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
<b>b</b> 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
<b>c</b> '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)(ii)				
(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))

See Statement 13

**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:

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

**c** Any submission deadlines:

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

**Part XV** **Supplementary Information (continued)**

3 Grants and Contributions Paid During the Year or Approved for Future Payment					N/A
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution		Amount
Name and address (home or business)					
<i>a Paid during the year</i>					
<b>Total</b>					► 3a
<i>b Approved for future payment</i>					
<b>Total</b>					► 3b

## Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion 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				14	65,288.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				18	-69,558.
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)					-4,270.
13 Total Add line 12, columns (b), (d), and (e)				13	-4,270.
(See worksheet in line 13 instructions to verify calculations.)					

(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	



Thomas R. Brown Foundation

46-0512598

**Statement 1**  
**Form 990-PF, Part I, Line 16b**  
**Accounting Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	\$ 16,631.	\$ 8,316.		
Total	<u>\$ 16,631.</u>	<u>\$ 8,316.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**Statement 2**  
**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
Contract Labor	\$ 42,333.			\$ 39,505.
Financial Management	5,561.	\$ 5,561.		
Technical Contract Labor	261,283.			261,283.
Technical Labor Accrued @12/31/10				127,200.
Technical Labor Accrued @12/31/11				-95,400.
Total	<u>\$ 309,177.</u>	<u>\$ 5,561.</u>	<u>\$ 0.</u>	<u>\$ 332,588.</u>

**Statement 3**  
**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 taxes	\$ 515.			
Total	<u>\$ 515.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**Statement 4**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Business Expenses	\$ 802.			\$ 176.
Computer/internet expense	944.			944.
Dues, subscriptions and reference	828.			828.
Insurance	1,046.			
Postage and delivery	201.			51.
Supplies	13,533.			13,533.
Tuition assistance	32,891.			32,891.
Workshops and mini grants	87,004.			87,004.
Total	<u>\$ 137,249.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 135,427.</u>

Thomas R. Brown Foundation

46-0512598

**Statement 5**  
**Form 990-PF, Part II, Line 10b**  
**Investments - Corporate Stocks**

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Equities	Mkt Val	\$ 10,089.	\$ 10,089.
Mutual/Index funds	Mkt Val	1,677,121.	1,677,121.
	Total	<u>\$ 1,687,210.</u>	<u>\$ 1,687,210.</u>

**Statement 6**  
**Form 990-PF, Part II, Line 15**  
**Other Assets**

	<u>Book Value</u>	<u>Fair Market Value</u>
Accrued interest receivable	\$ 779.	\$ 779.
Excise taxes recoverable	405.	405.
Net Intangible Assets	5,103.	5,103.
Total	<u>\$ 6,287.</u>	<u>\$ 6,287.</u>

**Statement 7**  
**Form 990-PF, Part III, Line 5**  
**Other Decreases**

Unrealized loss on investments	\$ 64,176.
Total	<u>\$ 64,176.</u>

**Statement 8**  
**Form 990-PF, Part VIII, Line 1**  
**List of Officers, Directors, Trustees, and Key Employees**

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compensation</u>	<u>Contri- bution to EBP &amp; DC</u>	<u>Expense Account/ Other</u>
Mary B. Bernal 6720 E. Camino Principal, #203 Tucson, AZ 85715	CEO/Secretary 2.00	\$ 0.	\$ 0.	\$ 0.
Sarah B. Smallhouse 6720 E. Camino Principal #203 Tucson, AZ 85715	Pres/Treasurer 2.00	0.	0.	0.
Gerald Swanson 6720 E. Camino Principal #203 Tucson, AZ 85715	Director 2.00	0.	0.	0.

**Statement 8 (continued)**  
**Form 990-PF, Part VIII, Line 1**  
**List of Officers, Directors, Trustees, and Key Employees**

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contri- bution to EBP & DC	Expense Account/Other
John L. Carter 6720 E. Camino Principal #203 Tucson, AZ 85715	Director 2.00	\$ 0.	\$ 0.	\$ 0.
Michael Hard 6720 E. Camino Principal #203 Tucson, AZ 85715	Director 2.00	0.	0.	0.
Jack B Jewett 6720 E. Camino Principal #203 Tucson, AZ 85715	Director 2.00	0.	0.	0.
<b>Total</b> \$ 0. \$ 0. \$ 0. \$ 0.				

**Statement 9**  
**Form 990-PF, Part IX-A, Line 1**  
**Summary of Direct Charitable Activities**

Direct Charitable Activities	Expenses
OFFICE OF ECONOMIC EDUCATION	\$ 193,572.

The Thomas R Brown Foundation worked with the Office of Economic Education at the University of Arizona to provide outreach programming including classes to help to meet the needs of providing the state with qualified K-12 economics teachers. Teachers were offered credit through microeconomic and macroeconomic workshops taught by award-winning professors and classroom teachers. Program oversight was provided by Cathleen Johnson, Ph.D., director of the Office of Economic Education, at the Norton School, at the University of Arizona. Joint marketing maximizes resources of these academically robust principle focused programs.

**Statement 10**  
**Form 990-PF, Part IX-A, Line 2**  
**Summary of Direct Charitable Activities**

Direct Charitable Activities	Expenses
UA BROWN TEACHING FELLOWS	\$ 63,600.

The Thomas R Brown Teaching Fellows program at the University of Arizona (UA) is a three year program to provide the opportunity annually for 4 promising PhD students who are interested in teaching economics to work with an economics professor in supporting the ECON200 course. This improves current UA students' education and helps to develop outstanding teachers of economics. In addition to assisting current UA professors in teaching economic principles, the fellows also make themselves available to assist with Foundation programs from time to time. The UA has provided feedback that the

**Statement 10 (continued)**  
**Form 990-PF, Part IX-A, Line 2**  
**Summary of Direct Charitable Activities**

<u>Direct Charitable Activities</u>	<u>Expenses</u>
fellows 'receive very high teaching evaluations when they go on to teach their own classes.' The UA has even been informed that one of the past Brown Fellows 'was the best teacher he had experienced at the U of A.'	

**Statement 11**  
**Form 990-PF, Part IX-A, Line 3**  
**Summary of Direct Charitable Activities**

<u>Direct Charitable Activities</u>	<u>Expenses</u>
VIRTUAL ECONOMICS	\$ 11,350.

The Thomas R Brown Foundation presented four half-day workshops for teachers to assist them in obtaining and utilizing the Virtual Economics CD, a very powerful curriculum-building tool. The sessions were designed to provide the resources and lesson plans needed to teach Arizona's economics standards by grade level. Each of the 59 attendees received a complimentary copy of the Virtual Economics CD-ROM, with lessons for K-12 classes, including over 1,200 reproducible lessons in economics and personal finance aligned to the Arizona Academic Standards. Upon completion of the course, the teachers received a certificate for 3 hours of attendance.

**Statement 12**  
**Form 990-PF, Part IX-A, Line 4**  
**Summary of Direct Charitable Activities**

<u>Direct Charitable Activities</u>	<u>Expenses</u>
ECONOMICS UNIVERSITY	\$ 11,230.

The Thomas R Brown Foundation continued to support the development of an online economics curriculum. The 2011 program supported the development and/or revision of approximately 13 lessons. The lessons were developed by two former members of the College Board's AP Economics Test Development Committee. During the academic school year, the website received roughly 6,500 page views per weekday; Macromedia Flash hits are not tracked, though these constitute a majority of the lessons. One of the developers teaches economics at the University of Arizona and the department allowed him to use the website in lieu of a printed textbook. It was used by 220 students during the 2011 spring semester and 1,100 students in the autumn semester, an estimated savings to those students of roughly \$130,000.

Additionally, the website is consulted by high school teachers and their students. A permanent link is posted on the Foundation's website educational resource page. It is promoted at all Foundation teacher workshops, and is frequently recommended to individuals who inquire about resources. Whenever a new lesson is finished, the authors publicize it to the online Advance Placement/College Board's Teacher Communities for economics.

2011

**Federal Statements**

**Page 5**

**Thomas R. Brown Foundation**

**46-0512598**

**Statement 13**  
**Form 990-PF, Part XV, Line 1a**  
**Foundation Managers - 2% or More Contributors**

Mary B. Bernal  
Sarah B. Smallhouse

Application for Extension of Time To File an  
Exempt Organization Return

OMB No 1545-1709

Department of the Treasury  
Internal Revenue Service

► File a separate application for each return.

- 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](http://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  File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions  <u>Thomas R. Brown Foundation</u>	Employer identification number (EIN) or  <input checked="" type="checkbox"/> <u>46-0512598</u>
	Number, street, and room or suite number. If a P O box, see instructions  <u>6720 E. Camino Principal #203</u>	Social security number (SSN)  <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions  <u>Tucson, AZ 85715</u>	

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  the Foundation

Telephone No.  520-298-2828

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

- 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 \$ <u>0.</u>
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 \$ <u>920.</u>
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 \$ <u>0.</u>

**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

BAA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev 1-2012)