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Form 990

 Department of the Treasury
 Internal Revenue Service

Return of Organization Exempt From Income Tax

 Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung
 benefit trust or private foundation)

OMB No 1545-0047

2011

 Open to Public
 Inspection

► The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2011 calendar year, or tax year beginning and ending

B <input checked="" type="checkbox"/> Check if applicable <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization BROWNSVILLE COMMUNITY FOUNDATION, INC C/O RANSOME & RAY, PC		D Employer identification number 44-61111 74-2826613
	Doing Business As Number and street (or P.O. box if mail is not delivered to street address) 550 E LEVEE ST		
	City or town, state or country, and ZIP + 4 BROWNSVILLE, TX 78520		
	F Name and address of principal officer: RICHARD L. BURTON 1950 PAREDES LINE ROAD, BROWNSVILLE, TX 785		
	I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
	J Website: ► BROWNSVILLECOMMUNITYFOUNDATION.ORG		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►		L Year of formation: 1997 M State of legal domicile: TX	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: PROMOTION OF EDUCATION, PUBLIC HEALTH, ETC.	
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.	
	3 Number of voting members of the governing body (Part VI, line 1a) 3	
	4 Number of independent voting members of the governing body (Part VI, line 1b) 4	
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a) 5	
	6 Total number of volunteers (estimate if necessary) 6	
	7a Total unrelated business revenue from Part VIII, column (C), line 12 7a b Net unrelated business taxable income from Form 990-T, line 34, T U T T E S 7b	
Revenue	8 Contributions and grants (Part VIII, line 1h) 22,945.	
	9 Program service revenue (Part VIII, line 2g) 0.	
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) -662.	
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11d) 0.	
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 22,283.	
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 3,895.	
	14 Benefits paid to or for members (Part IX, column (A), line 4) 0.	
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 24,000.	
	16a Professional fundraising fees (Part IX, column (A), line 11e) 0.	
	b Total fundraising expenses (Part IX, column (D), line 25) ► 5,743.	
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 19,626.	
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 47,521.	
19 Revenue less expenses. Subtract line 18 from line 12 -25,238.		
Expenses	20 Total assets (Part X, line 16) 3011 IRS-OS APR 27 2015 Beginning of Current Year 2,963,561.	
	21 Total liabilities (Part X, line 26) 0. End of Year 2,505,678.	
	22 Net assets or fund balances. Subtract line 21 from line 20 2,963,561. 0. 2,500.	
	22 Net assets or fund balances. Subtract line 21 from line 20 2,963,561. 2,503,178.	

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer APOLOONIO BORREGO JR., PRESIDENT Type or print name and title		Date 4/20/15
Paid Preparer Use Only	Print/Type preparer's name RICHARD A. WALKER, CPA	Preparer's signature RICHARD A. WALKER, CPA	Date 4/12/15
	Firm's name BURTON MCCUMBER & CORTEZ, L.L.P.	Check if self-employed <input checked="" type="checkbox"/> PTIN P01204614	
	Firm's address 1950 PAREDES LINE ROAD BROWNSVILLE, TX 78521	Firm's EIN 74-2609610 Phone no. (956) 542-2553	

May the IRS discuss this return with the preparer shown above? (see instructions)

132001 01-23-12 LHA For Paperwork Reduction Act Notice, see the separate instructions.

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Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III X

1 Briefly describe the organization's mission:

PROMOTION OF EDUCATION, PUBLIC HEALTH, ETC.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes X No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes X No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code _____) (Expenses \$ 10,012. including grants of \$ 5,422.) (Revenue \$ 18,492.)

THIS FOUNDATION WAS FORMED TO SERVE THE NEEDS AND PROMOTE THE WELL-BEING OF THE INHABITANTS OF THE METROPOLITAN BROWNSVILLE, TEXAS COMMUNITY BY SOLICITING AND ACCEPTING CONTRIBUTIONS FROM THE GENERAL PUBLIC EXPRESSLY FOR SUCH PURPOSE.

4b (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4c (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4d Other program services (Describe in Schedule O.)

(Expenses \$

including grants of \$

) (Revenue \$

)

4e Total program service expenses ► 10,012.

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Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1 X	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	2 X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete <i>Schedule C, Part I</i>	3 X	
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete <i>Schedule C, Part II</i>	4 X	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete <i>Schedule C, Part III</i>	5 X	
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete <i>Schedule D, Part I</i>	6 X	
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete <i>Schedule D, Part II</i>	7 X	
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete <i>Schedule D, Part III</i>	8 X	
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete <i>Schedule D, Part IV</i>	9 X	
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete <i>Schedule D, Part V</i>	10 X	
11	If the organization's answer to any of the following questions is "Yes," then complete <i>Schedule D, Parts VI, VII, VIII, IX, or X</i> as applicable. <ul style="list-style-type: none"> a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete <i>Schedule D, Part VI</i> b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete <i>Schedule D, Part VII</i> c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete <i>Schedule D, Part VIII</i> d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete <i>Schedule D, Part IX</i> e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete <i>Schedule D, Part X</i> f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete <i>Schedule D, Part X</i> 	11a X	
		11b X	
		11c X	
		11d X	
		11e X	
		11f X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete <i>Schedule D, Parts XI, XII, and XIII</i> <ul style="list-style-type: none"> b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing <i>Schedule D, Parts XI, XII, and XIII</i> is optional 	12a X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete <i>Schedule E</i>	13 X	
14a	Did the organization maintain an office, employees, or agents outside of the United States? <ul style="list-style-type: none"> b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete <i>Schedule F, Parts I and IV</i> 	14a X	
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete <i>Schedule F, Parts II and IV</i>	15 X	
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete <i>Schedule F, Parts III and IV</i>	16 X	
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete <i>Schedule G, Part I</i>	17 X	
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete <i>Schedule G, Part II</i>	18 X	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete <i>Schedule G, Part III</i>	19 X	
20a	Did the organization operate one or more hospital facilities? If "Yes," complete <i>Schedule H</i> <ul style="list-style-type: none"> b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? 	20a X	
		20b	

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Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	X
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No", go to line 25	24a	X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a	X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b	X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26	X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27	X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a	X
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c	X
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29	X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30	X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31	X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32	X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	33	X
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	34	X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b	X
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36	X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37	X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	X

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Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

	Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	4
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	0
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)</i>	2b	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7 Organizations that may receive deductible contributions under section 170(c).	7a	X
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7b	
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d	
d If "Yes," indicate the number of Forms 8282 filed during the year	7e	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g	
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	8	
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	9a	
9 Sponsoring organizations maintaining donor advised funds.	9b	
10 Section 501(c)(7) organizations. Enter:	10a	
a Initiation fees and capital contributions included on Part VIII, line 12	10b	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	11a	
11 Section 501(c)(12) organizations. Enter:	11b	
a Gross income from members or shareholders	12a	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	12b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	13a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	13b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.	13c	
a Is the organization licensed to issue qualified health plans in more than one state? <i>Note. See the instructions for additional information the organization must report on Schedule O.</i>	14a	
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	14b	
c Enter the amount of reserves on hand	14c	
14a Did the organization receive any payments for indoor tanning services during the tax year?	14d	
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

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Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	1a	7
1b		1b	7
2	Enter the number of voting members included in line 1a, above, who are independent	2	X
3	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	3	X
4	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	4	X
5	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	5	X
6	Did the organization become aware during the year of a significant diversion of the organization's assets?	6	X
7a	Did the organization have members or stockholders?	7a	X
b	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7b	X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	8a	X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:	8b	X
a	The governing body?		
b	Each committee with authority to act on behalf of the governing body?		
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.	12a	X
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12b	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12c	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	13	X
13	Did the organization have a written whistleblower policy?	14	X
14	Did the organization have a written document retention and destruction policy?	15a	X
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?	15b	X
a	The organization's CEO, Executive Director, or top management official		
b	Other officers or key employees of the organization		
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17	List the states with which a copy of this Form 990 is required to be filed ►	NONE
18	Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.	
	<input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request	
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.	
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization ►	
	BURTON MCCUMBER & CORTEZ, L.L.P. - (956) 542-2553	
	1950 PAREDES LINE ROAD, BROWNSVILLE, TX 78521	

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Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter 0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees, officers, key employees; highest compensated employees, and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

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Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

1b Sub-total

24,000. 0. 0.

c Total from continuation sheets to Part VII, Section A

0.	0.	0.
24.000	6	6

d Total (add lines 1b and 1c)

24,000. 0. 0.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ►

0

3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

BROWNSVILLE COMMUNITY FOUNDATION, INC
C/O RANSOME & RAY, PC

Form 990 (2011)

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Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns b Membership dues c Fundraising events d Related organizations e Government grants (contributions) f All other contributions, gifts, grants, and similar amounts not included above g Noncash contributions included in lines 1a-1f \$ h Total. Add lines 1a-1f ►	1a 1b 1c 1d 1e 1f 18,492. 18,492.			
Program Service Revenue	2 a b c d e f All other program service revenue g Total. Add lines 2a-2f ►	Business Code			
	3 Investment income (including dividends, interest, and other similar amounts) 4 Income from investment of tax-exempt bond proceeds 5 Royalties	► 19,274.			19,274.
	6 a Gross rents b Less: rental expenses c Rental income or (loss) d Net rental income or (loss) 7 a Gross amount from sales of assets other than inventory b Less: cost or other basis and sales expenses c Gain or (loss) d Net gain or (loss)	(i) Real 100,263. (ii) Personal 2059000. 93,932. 2500000. 6,331. -441000. ► -434,669.			
Other Revenue	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 b Less: direct expenses c Net income or (loss) from fundraising events 9 a Gross income from gaming activities. See Part IV, line 19 b Less: direct expenses c Net income or (loss) from gaming activities 10 a Gross sales of inventory, less returns and allowances b Less: cost of goods sold c Net income or (loss) from sales of inventory	a b c a b c a b c ►			
	Miscellaneous Revenue	Business Code			
	11 a b c d All other revenue e Total. Add lines 11a-11d ►				
	12 Total revenue. See instructions. ►	-396,903.	-434,669.	0.	19,274.

BROWNSVILLE COMMUNITY FOUNDATION, INC
C/O RANSOME & RAY, PC

Form 990 (2011)

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Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	5,422.	5,422.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	24,000.		19,200.	4,800.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management				
b Legal	60.		60.	
c Accounting	2,922.		2,922.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other				
12 Advertising and promotion	225.		225.	
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy	4,370.		3,722.	648.
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a BROKERAGE FEES	4,590.	4,590.		
b MAINTENANCE	4,052.		4,052.	
c PENALTIES	1,487.		1,487.	
d TELEPHONE	1,476.		1,181.	295.
e All other expenses SEE SCH O	1,614.		1,614.	
25 Total functional expenses. Add lines 1 through 24e	50,218.	10,012.	34,463.	5,743.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here ➤ if following SOP 98-2 (ASC 958-720)

BROWNSVILLE COMMUNITY FOUNDATION, INC
C/O RANSOME & RAY, PC

Form 990 (2011)

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Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	6,015.	1	98,163.
	2 Savings and temporary cash investments		2	1,557,271.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net		4	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 0.		
	b Less accumulated depreciation	10b 2,500,000.	10c	
	11 Investments - publicly traded securities	457,196.	11	850,244.
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	350.	15	0.
	16 Total assets. Add lines 1 through 15 (must equal line 34)	2,963,561.	16	2,505,678.
Liabilities	17 Accounts payable and accrued expenses		17	2,500.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	0.	26	2,500.
	Organizations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	453,546.	27	2,495,168.
	28 Temporarily restricted net assets	2,510,015.	28	8,010.
	29 Permanently restricted net assets		29	
Net Assets or Fund Balances	Organizations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	2,963,561.	33	2,503,178.
	34 Total liabilities and net assets/fund balances	2,963,561.	34	2,505,678.

Form 990 (2011)

BROWNSVILLE COMMUNITY FOUNDATION, INC
C/O RANSOME & RAY, PC

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Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	-396,903.
2	Total expenses (must equal Part IX, column (A), line 25)	2	50,218.
3	Revenue less expenses. Subtract line 2 from line 1	3	-447,121.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	2,963,561.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-13,262.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	2,503,178.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

1 Accounting method used to prepare the Form 990: Cash Accrual Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.

2a Were the organization's financial statements compiled or reviewed by an independent accountant?
b Were the organization's financial statements audited by an independent accountant?
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

	Yes	No
2a	<input checked="" type="checkbox"/>	
2b	<input checked="" type="checkbox"/>	
2c		
3a	<input checked="" type="checkbox"/>	
3b		

Form 990 (2011)

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

Name of the organization BROWNSVILLE COMMUNITY FOUNDATION, INC
C/O RANSOME & RAY, PC **Employer identification number** 74-2826613

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).

2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)

3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).

4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state _____

5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)

6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).

7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)

8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)

9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)

10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).

11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a Type I b Type II c Type III - Functionally integrated d Type III - Other

e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii) A family member of a person described in (i) above?

(iii) A 35% controlled entity of a person described in (i) or (ii) above?

h Provide the following information about the supported organization(s).

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2011

BROWNSVILLE COMMUNITY FOUNDATION, INC

Schedule A (Form 990 or 990-EZ) 2011 C/O RANSOME & RAY, PC

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Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	391,296.	154,526.	42,225.	22,945.	18,492.	629,484.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	391,296.	154,526.	42,225.	22,945.	18,492.	629,484.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						154,013.
6 Public support. Subtract line 5 from line 4						475,471.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	391,296.	154,526.	42,225.	22,945.	18,492.	629,484.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	38,350.	27,307.	12,219.	13,541.	19,274.	110,691.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						740,175.
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	64.24	%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	79.50	%
16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>	
b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>	
17a 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>	
b 10% -facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>	

Schedule A (Form 990 or 990-EZ) 2011

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%
19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
► Attach to Form 990. ► See separate instructions.

OMB No. 1545-0047

2011

Open to Public
Inspection

Name of the organization **BROWNSVILLE COMMUNITY FOUNDATION, INC** C/O RANSOME & RAY, PC Employer identification number **74-2826613**

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		5
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year	215,120.	

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? Yes No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area
 Protection of natural habitat Preservation of a certified historic structure
 Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
2a	
2b	
2c	
2d	

a Total number of conservation easements
b Total acreage restricted by conservation easements
c Number of conservation easements on a certified historic structure included in (a)
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____

4 Number of states where property subject to conservation easement is located ► _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ► \$ _____
(ii) Assets included in Form 990, Part X ► \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ► \$ _____
b Assets included in Form 990, Part X ► \$ _____

BROWNSVILLE COMMUNITY FOUNDATION, INC
C/O RANSOME & RAY, PC

Schedule D (Form 990) 2011

74-2826613 Page 2

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

a Public exhibition
 b Scholarly research
 c Preservation for future generations

d Loan or exchange programs
 e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets

to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ► _____ %

b Permanent endowment ► _____ %

c Temporarily restricted endowment ► _____ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization

by:

(i) unrelated organizations

(ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

	Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land					
b Buildings					
c Leasehold improvements					
d Equipment					
e Other					

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c)) ►

0.

Schedule D (Form 990) 2011

BROWNSVILLE COMMUNITY FOUNDATION, INC
C/O RANSOME & RAY, PC

Schedule D (Form 990) 2011

74-2826613 Page 3

Part VII Investments - Other Securities. See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ►		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 13.) ►		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ►

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	

Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ►

FIN 48 (ASC 740) Footnote: In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under

2. FIN 48 (ASC 740)

132053
01-23-12

Schedule D (Form 990) 2011

BROWNSVILLE COMMUNITY FOUNDATION, INC
C/O RANSOME & RAY, PC

Schedule D (Form 990) 2011

C/O RANSOME & RAY, PC

74-2826613 Page 4

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

- 1 Total revenue (Form 990, Part VIII, column (A), line 12)
- 2 Total expenses (Form 990, Part IX, column (A), line 25)
- 3 Excess or (deficit) for the year. Subtract line 2 from line 1
- 4 Net unrealized gains (losses) on investments
- 5 Donated services and use of facilities
- 6 Investment expenses
- 7 Prior period adjustments
- 8 Other (Describe in Part XIV.)
- 9 Total adjustments (net). Add lines 4 through 8
- 10 Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9

1	
2	
3	
4	
5	
6	
7	
8	
9	
10	

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

- 1 Total revenue, gains, and other support per audited financial statements
- 2 Amounts included on line 1 but not on Form 990, Part VIII, line 12:
 - a Net unrealized gains on investments
 - b Donated services and use of facilities
 - c Recoveries of prior year grants
 - d Other (Describe in Part XIV.)
 - e Add lines 2a through 2d
- 3 Subtract line 2e from line 1
- 4 Amounts included on Form 990, Part VIII, line 12, but not on line 1:
 - a Investment expenses not included on Form 990, Part VIII, line 7b
 - b Other (Describe in Part XIV.)
 - c Add lines 4a and 4b
- 5 Total revenue. Add lines 3 and 4c. *(This must equal Form 990, Part I, line 1)*

	1
2a	
2b	
2c	
2d	
	2e
	3
4a	
4b	
	4c
	5

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

- 1 Total expenses and losses per audited financial statements
- 2 Amounts included on line 1 but not on Form 990, Part IX, line 25:
 - a Donated services and use of facilities
 - b Prior year adjustments
 - c Other losses
 - d Other (Describe in Part XIV.)
 - e Add lines 2a through 2d
- 3 Subtract line 2e from line 1
- 4 Amounts included on Form 990, Part IX, line 25, but not on line 1:
 - a Investment expenses not included on Form 990, Part VIII, line 7b
 - b Other (Describe in Part XIV.)
 - c Add lines 4a and 4b
- 5 Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)

	1	
2a		
2b		
2c		
2d		
.....		
2e		
3		
.....		
4a		
4b		
.....		
4c		
5		

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2, Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
► Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2011

Open to Public
Inspection

Name of the organization

BROWNSVILLE COMMUNITY FOUNDATION, INC
C/O RANSOME & RAY, PC

Employer identification number
74-2826613

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

THIS FOUNDATION WAS FORMED TO SERVE THE NEEDS AND PROMOTE THE
WELL-BEING OF THE INHABITANTS OF THE METROPOLITAN BROWNSVILLE, TEXAS
COMMUNITY BY SOLICITING AND ACCEPTING CONTRIBUTIONS FROM THE GENERAL
PUBLIC EXPRESSLY FOR SUCH PURPOSE.

FORM 990, PART VI, SECTION B, LINE 11: NO REVIEW WAS OR WILL BE CONDUCTED.

FORM 990, PART VI, SECTION C, LINE 19: DOCUMENTS ARE AVAILABLE TO THE
PUBLIC UPON REQUEST.

FORM 990, PART IX, LINE 24E, ALL OTHER FUNCTIONAL EXPENSES:

MISCELLANEOUS:

PROGRAM SERVICE EXPENSES	0.
MANAGEMENT AND GENERAL EXPENSES	725.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	725.

BANK SERVICE CHARGES:

PROGRAM SERVICE EXPENSES	0.
MANAGEMENT AND GENERAL EXPENSES	509.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	509.

MEMBERSHIP AND DUES:

PROGRAM SERVICE EXPENSES	0.
--------------------------	----

Name of the organization	BROWNSVILLE COMMUNITY FOUNDATION, INC C/O RANSOME & RAY, PC	Employer identification number 74-2826613
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MANAGEMENT AND GENERAL EXPENSES	205.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	205.

SUPPLIES:

PROGRAM SERVICE EXPENSES	0.
MANAGEMENT AND GENERAL EXPENSES	156.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	156.

COMPUTER SERVICES:

PROGRAM SERVICE EXPENSES	0.
MANAGEMENT AND GENERAL EXPENSES	19.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	19.

TOTAL OTHER EXPENSES ON FORM 990, PART IX, LINE 24E, COL A	1,614.
---	---------------

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

NET UNREALIZED LOSSES ON INVESTMENTS:	-13,262.
---------------------------------------	----------

FORM 990 - EXPLANATION OF AMENDED RETURN

THE TAXPAYER IS AMENDING THE 2011 FORM 990 TO REPORT THE PRIOR PERIOD EFFECTS OF A 2011 BALANCE SHEET CHANGE IN CLASSIFICATION OF "FUNDS HELD FOR OTHERS" ORIGINALLY CLASSIFIED AS OTHER LIABILITIES TO NOW BE CLASSIFIED AS PART OF THE UNRESTRICTED FUND BALANCE. DUE TO THIS CHANGE OF CLASSIFICATION, IT WAS DEEMED NECESSARY TO AMEND THE FOLLOWING:

Name of the organization	BROWNSVILLE COMMUNITY FOUNDATION, INC C/O RANSOME & RAY, PC
--------------------------	--

Employer identification number	74-2826613
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1) FORM 990, PART VIII, LINE 1(F) NOW INCLUDES ADDITIONAL \$1,493 OF
DONOR UNRESTRICTED GIFTS.

2) THIS RECLASSIFICATION HAS AFFECTED SCHEDULE A, PART II PUBLIC
SUPPORT, SECTION A, LINE 1 (2007 THROUGH 2011); LINE 5, COLUMN (F); AS
WELL AS SECTION B TOTAL SUPPORT, LINE 7 (2007 THROUGH 2011). THIS HAS
RESULTED IN CHANGES TO SECTION C, COMPUTATION OF PUBLIC SUPPORT
PERCENTAGE, LINES 14 AND 15.

3) FORM 990, PART IX, LINE 1(A) & (B) NOW INCLUDES ADDITIONAL \$1,493 IN
GRANTS.

SCHEDULE B, CONTRIBUTORS, HAS BEEN AMENDED TO EXCLUDE "VELA MEMORIAL
SCHOLARSHIP FUND" AS REPRESENTING ONE SEPARATE CONTRIBUTOR WHERE THE
TAXPAYER HAS THE DETAIL CONTRIBUTIONS FOR THAT PROJECT AND NO ONE
CONTRIBUTOR EXCEEDED THE REPORTING THRESHOLD.

Annual Statement Information

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BROWNSVILLE COMMUNITY FOUNDATION
For Banking Inquiries call: 1-888-215-3904

Realized Gain/Loss

Realized Gain/Loss Detail

Short Term		Noncovered	Share Quantity	Adjusted Price/ Original Price	Date Acquired	Close Date	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
ARTISAN FDS INC									
SMALL CAP VALUE FD		X	17.39700	14.0700	09/02/10	02/08/11	309.50	244.78	64.72
		X	154.67900	14.0700	09/02/10	03/11/11	2,723.90	2,176.34	547.56
	Subtotal		172.07600				3,033.40	2,421.12	612.28
GOLDMAN SACHS TR FINL									
SQUARE MONEY MKT FD									
INSTL CLASS		X	1,030.23000	1.0000	02/26/10	01/12/11	1,030.23	1,030.23	0.00
		X	0.62000	1.0000	08/02/10	07/08/11	0.62	0.62	0.00
		X	0.62000	1.0000	09/01/10	07/08/11	0.62	0.62	0.00
		X	584.16000	1.0000	09/03/10	07/08/11	584.16	584.16	0.00
		X	0.60000	1.0000	10/01/10	09/06/11	0.60	0.60	0.00
		X	0.59000	1.0000	11/01/10	09/06/11	0.59	0.59	0.00
		X	0.33000	1.0000	12/01/10	09/06/11	0.33	0.33	0.00
		X	0.31000	1.0000	01/03/11	09/06/11	0.31	0.31	0.00
		X	0.31000	1.0000	02/01/11	09/08/11	0.31	0.31	0.00
		X	0.28000	1.0000	03/01/11	09/06/11	0.28	0.28	0.00
		X	0.31000	1.0000	04/01/11	09/06/11	0.31	0.31	0.00
		X	0.10000	1.0000	05/02/11	09/06/11	0.10	0.10	0.00
		X	6,260.60000	1.0000	08/10/11	09/06/11	6,260.60	6,260.60	0.00
		X	0.42000	1.0000	09/01/11	09/06/11	0.42	0.42	0.00
	Subtotal		7,879.48000				7,879.48	7,879.48	0.00
GOLDMAN SACHS TRUST									
GROWTH OPPORTUNITIES FD									
INSTL SHS		X	5.59600	24.0100	12/09/10	11/21/11	125.18	134.36	-9.18
		X	262.45900	20.8600	08/10/11	11/21/11	5,871.24	5,474.90	396.34



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BROWNSVILLE COMMUNITY FOUNDATION
For Banking Inquiries call: 1-888-215-3904

Realized Gain/Loss

Short Term	Continued	Noncovered	Share Quantity	Adjusted Price/ Original Price	Date Acquired	Close Date	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
		X	135.25000	21.4000	09/26/11	11/21/11	3,025.57	2,894.35	131.22
		Subtotal	403.30500				9,021.99	8,503.61	518.38
JPMORGAN TR	INTREPID VALUE FD SELECT								
CL		X	131.45900	19.9200	09/02/10	02/08/11	3,190.50	2,618.67	571.83
TGW FDS INC	SMALL CAP GROWTH FD	X	8.92900	23.9900	09/02/10	03/11/11	276.10	214.21	61.89
		X	84.39700	23.9900	09/02/10	04/05/11	2,771.60	2,024.69	746.91
		Subtotal	93.32600				3,047.70	2,239.90	808.80
TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES							\$0.00	\$0.00	\$0.00
TOTAL SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES							\$26,173.07	\$23,661.78	\$2,511.29
Long Term		Noncovered	Share Quantity	Adjusted Price/ Original Price	Date Acquired	Close Date	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
AMERICAN FDS INC NEW									
CL F-1		X	9.49900	49.2300	09/02/10	09/28/11	428.13	467.64	-39.51
AMERICAN HIGH INCOME TR	CLASS F-1								
		X	372.46600	12.7300	03/23/07	09/28/11	3,903.44	4,741.47	-838.03
		X	4.33400	12.7000	03/30/07	09/28/11	45.42	55.04	-9.62
		X	8.31900	12.8000	05/01/07	09/28/11	87.18	106.48	-19.30
		X	97.27600	12.8500	05/16/07	09/28/11	1,019.45	1,250.00	-230.55
		X	8.48900	12.8500	05/30/07	09/28/11	88.96	109.09	-20.13
		X	99.36400	12.5800	06/27/07	09/28/11	1,041.33	1,250.00	-208.67
		X	9.11000	12.6000	07/02/07	09/28/11	95.47	114.79	-19.32
		X	101.21500	12.3500	07/25/07	09/28/11	1,060.73	1,250.00	-189.27
		X	10.20300	12.0700	07/31/07	09/28/11	106.92	123.15	-16.23
		X	103.13500	12.1200	08/24/07	09/28/11	1,080.85	1,250.00	-169.15

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Annual Statement Information

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BROWNSVILLE COMMUNITY FOUNDATION
For Banking Inquiries call: 1-888-215-3904

Realized Gain/Loss

Long Term Description	Continued	Noncovered	Share Quantity	Adjusted Price/ Original Price	Date Acquired	Close Date	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
		X	10.90800	12.1000	08/30/07	09/28/11	114.31	131.99	-17.68
		X	11.29700	12.3500	10/02/07	09/28/11	118.39	139.52	-21.13
		X	11.35900	12.3600	10/30/07	09/28/11	119.04	140.40	-21.36
		X	105.57400	11.8400	11/27/07	09/28/11	1,106.41	1,250.00	-143.59
		X	11.88600	11.8900	11/30/07	09/28/11	124.58	141.32	-16.76
		X	20.26800	11.8500	01/02/08	09/28/11	212.40	240.17	-27.77
		X	4.07100	11.8500	01/02/08	09/28/11	42.66	48.24	-5.58
		X	12.65800	11.8500	01/02/08	09/28/11	132.65	150.00	-17.35
		X	9.58700	11.5500	01/30/08	09/28/11	100.26	110.50	-10.24
		X	12.92000	11.6100	02/04/08	09/28/11	135.40	150.00	-14.60
		X	13.37800	11.4300	02/29/08	09/28/11	140.20	152.91	-12.71
		X	109.93800	11.3700	02/29/08	09/28/11	1,152.15	1,250.00	-97.85
		X	14.59100	11.2200	03/31/08	09/28/11	152.91	163.71	-10.80
		X	13.29800	11.2800	04/03/08	09/28/11	139.36	150.00	-10.64
		X	14.22400	11.5700	04/29/08	09/28/11	149.06	164.57	-15.51
		X	12.82100	11.7000	05/05/08	09/28/11	134.38	150.00	-15.64
		X	14.42000	11.6300	05/29/08	09/28/11	151.12	167.70	-16.58
		X	12.90900	11.6200	06/05/08	09/28/11	135.28	150.00	-14.72
		X	152.04200	11.5100	06/19/08	09/28/11	1,593.41	1,750.00	-156.59
		X	15.45200	11.2800	06/30/08	09/28/11	161.93	174.30	-12.37
		X	13.44100	11.1600	07/07/08	09/28/11	140.86	150.00	-9.14
		X	16.63600	11.0500	07/29/08	09/28/11	174.34	183.83	-9.49
		X	13.62400	11.0100	08/05/08	09/28/11	142.78	150.00	-7.22
		X	16.93400	10.9800	08/29/08	09/28/11	177.47	185.94	-8.47
		X	13.69900	10.9500	09/05/08	09/28/11	143.56	150.00	-6.44



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MAYBOD

BROWNSVILLE COMMUNITY FOUNDATION
For Banking Inquiries call: 1-888-215-3904

Realized Gain/Loss

Long Term Description	Continued	Noncovered	Share Quantity	Adjusted Price/Original Price	Date Acquired	Close Date	Proceeds	Adjusted Cost/Original Cost	Gain or Loss Amount
		X	18.36100	10.2200	09/29/08	09/28/11	192.42	187.65	4.77
		X	15.77300	9.5100	10/06/08	09/28/11	165.30	150.00	15.30
		X	22.86000	8.2700	10/29/08	09/28/11	239.57	189.05	50.52
		X	17.68900	8.4800	11/05/08	09/28/11	185.38	150.00	35.38
		X	25.50300	7.6200	12/01/08	09/28/11	267.27	194.33	72.94
		X	20.05300	7.4800	12/05/08	09/28/11	210.15	150.00	60.15
		X	38.82900	7.6200	12/29/08	09/28/11	406.93	295.88	111.05
		X	7.61400	7.6200	12/29/08	09/28/11	79.79	58.02	21.77
		X	21.33500	8.0200	01/20/09	09/28/11	223.59	171.11	52.48
		X	12.64600	8.0300	01/29/09	09/28/11	132.53	101.55	30.98
		X	26.18200	7.7500	03/02/09	09/28/11	274.39	202.91	71.48
		X	21.17000	7.8200	03/30/09	09/28/11	221.86	165.55	56.31
		X	19.70300	8.2800	04/29/09	09/28/11	206.49	163.14	43.35
		X	18.67900	8.8100	05/28/09	09/28/11	195.75	164.58	31.19
		X	15.80300	9.1200	06/29/09	09/28/11	165.61	144.12	21.49
		X	14.71200	9.5500	07/29/09	09/28/11	154.18	140.50	13.68
		X	14.05000	9.8400	08/31/09	09/28/11	147.24	138.25	8.99
		X	13.51300	10.2900	09/29/09	09/28/11	141.61	139.05	2.56
		X	13.36700	10.3600	10/29/09	09/28/11	140.09	138.48	1.61
		X	13.48900	10.4200	11/30/09	09/28/11	141.36	140.56	0.80
		X	20.06400	10.5800	12/29/09	09/28/11	210.27	212.28	-2.01
		X	8.51500	10.6900	01/29/10	09/28/11	68.27	69.65	-1.38
		X	13.42500	10.6800	03/01/10	09/28/11	140.69	143.38	-2.69
		X	12.21600	10.9500	03/28/10	09/28/11	128.02	133.78	-5.74
		X	13.37700	11.1300	04/29/10	09/28/11	140.19	148.89	-8.70

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BROWNSVILLE COMMUNITY FOUNDATI
For Banking Inquiries call: 1-888-215-3904

Realized Gain/Loss

Long Term Description	Continued Noncovered	Share Quantity	Adjusted Price/Original Price	Date Acquired	Close Date	Proceeds	Adjusted Cost/Original Cost	Gain or Loss Amount
	X	14.12800	10.6800	06/01/10	09/28/11	148.06	150.89	-2.83
	X	14.19700	10.7200	06/29/10	09/28/11	148.79	152.19	-3.40
	X	13.90600	10.9600	07/29/10	09/28/11	145.74	152.41	-6.67
	X	13.63900	10.9000	08/30/10	09/28/11	142.94	148.67	-5.73
	X	370.79700	10.9500	09/03/10	09/28/11	3,886.11	4,060.23	-174.12
Subtotal		2,335.42100				24,475.21	26,402.18	-1,926.97
ARTISAN FDS INC								
SMALL CAP VALUE FD	X	46.93500	14.0700	09/02/10	09/28/11	678.68	660.38	18.30
COHEN & STEERS RLTY								
SHARES INC	X	1.37700	29.5300	01/20/09	09/28/11	75.14	40.67	34.47
EUROPACIFIC GROWTH FD								
CL F-1	X	30.90000	52.0200	12/14/07	09/28/11	1,062.03	1,607.42	-545.39
GOLDMAN SACHS TR FINL								
SQUARE MONEY MKT FD								
INSTL CLASS	X	1,051.37000	1.0000	02/26/10	04/08/11	1,051.37	1,051.37	0.00
	X	463.08000	1.0000	02/26/10	07/08/11	463.08	463.08	0.00
	X	0.31000	1.0000	04/01/10	07/08/11	0.31	0.31	0.00
	X	0.30000	1.0000	05/03/10	07/08/11	0.30	0.30	0.00
	X	0.32000	1.0000	06/01/10	07/08/11	0.32	0.32	0.00
	X	0.52000	1.0000	07/01/10	07/08/11	0.52	0.52	0.00
	X	49.75000	1.0000	09/03/10	09/06/11	49.75	49.75	0.00
Subtotal		1,565.65000				1,565.65	1,565.65	0.00
GOLDMAN SACHS TRUST								
GROWTH OPPORTUNITIES FD								
INSTL SHS	X	12.28300	24.1718	12/12/07	09/28/11	258.80	298.90	-38.10
	X	8.15700	24.1718	12/12/07	09/28/11	171.88	197.18	-25.30
	X	32.31000	24.1718	12/12/07	11/21/11	722.77	781.01	-58.24



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BROWNSVILLE COMMUNITY FOUNDATION
For Banking Inquiries call: 1-888-215-3904WILLIAMS
BANKERS
ADVISORS

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Realized Gain/Loss

Long Term Description	Continued	Noncovered	Share Quantity	Adjusted Price/ Original Price	Date Acquired	Close Date	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
		X	6.39800	23.4431	01/02/08	11/21/11	143.12	150.00	-6.88
		X	6.76700	22.1654	02/04/08	11/21/11	151.37	150.00	1.37
		X	58.51200	21.3628	02/29/08	11/21/11	1,308.91	1,250.00	58.91
		X	6.62200	22.6511	04/03/08	11/21/11	148.13	150.00	-1.87
		X	6.31600	23.7494	05/05/08	11/21/11	141.28	150.00	-8.72
		X	6.02900	24.8793	06/05/08	11/21/11	134.88	150.00	-15.14
		X	72.58900	24.1084	06/19/08	11/21/11	1,623.81	1,750.00	-126.19
		X	6.82200	21.9858	07/07/08	11/21/11	152.60	150.00	2.50
		X	6.72500	22.3026	08/05/08	11/21/11	150.43	150.00	0.43
		X	6.84100	21.9225	09/05/08	11/21/11	153.03	150.00	3.03
		X	8.73000	17.1811	10/06/08	11/21/11	195.29	150.00	45.29
		X	9.75500	15.3753	11/05/08	11/21/11	218.22	150.00	68.22
		X	11.34500	13.2211	12/05/08	11/21/11	253.78	150.00	103.78
		X	120.18400	12.3340	12/10/08	11/21/11	2,688.52	1,482.35	1,206.17
		X	231.09400	12.2284	01/20/09	11/21/11	5,169.59	2,825.80	2,343.79
	Subtotal		617.47900				13,786.39	10,233.24	3,553.15
GROWTH FUND AMERICA									
CL F1		X	23.80400	35.1000	05/16/07	09/28/11	646.03	835.52	-189.49
JANUS INV FD									
PERKINS MID CAP VALUE									
FD CL 1		X	16.42000	13.3307	11/19/08	09/28/11	332.02	218.89	113.13
JPMORGAN TR 1									
INTREPID VALUE FD SELECT									
CL		X	561.45200	19.9200	09/02/10	09/28/11	11,464.86	11,184.13	280.73
TROWE PRICE BLUE CHIP									
GROWTH FUND		X	2.69800	38.7400	08/24/07	07/28/11	110.32	104.52	5.80

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Annual Statement Information

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BROWNSVILLE COMMUNITY FOUNDATI
For Banking Inquiries call: 1-888-215-3904

Realized Gain/Loss

Long Term Description	Continued	Noncovered	Share Quantity	Adjusted Price/Original Price	Date Acquired	Close Date	Proceeds	Adjusted Cost/Original Cost	Gain or Loss Amount
		X	62.10100	39.1900	11/27/07	09/28/11	2,539.30	2,433.73	105.57
		X	1.69100	39.1900	11/27/07	09/28/11	61.70	66.27	-4.57
		X	5.04500	39.3600	12/20/07	09/28/11	184.09	198.59	-14.50
		X	7.54900	39.7400	01/02/08	09/28/11	275.46	300.00	-24.54
		X	8.20600	36.5600	02/04/08	09/28/11	299.43	300.00	-0.57
		X	70.76100	35.3300	02/29/08	09/28/11	2,582.07	2,500.00	82.07
		X	8.20100	36.5800	04/03/08	09/28/11	299.25	300.00	-0.75
		X	7.91800	37.8900	05/05/08	09/28/11	288.92	300.00	-11.08
		X	7.72600	38.8300	06/05/08	09/28/11	281.92	300.00	-18.08
		X	93.15900	37.5700	06/19/08	09/28/11	3,399.38	3,500.00	-100.62
		X	8.56400	35.0300	07/07/08	09/28/11	312.50	300.00	12.50
		X	8.41500	35.6500	08/05/08	09/28/11	307.08	300.00	7.06
		X	8.83700	33.9500	09/05/08	09/28/11	322.46	300.00	22.46
		X	11.03800	27.1800	10/06/08	09/28/11	402.77	300.00	102.77
		X	12.26000	24.4700	11/05/08	09/28/11	447.38	300.00	147.36
		X	13.54400	22.1500	12/05/08	09/28/11	494.22	300.00	194.22
		X	5.03000	22.2000	12/16/08	09/28/11	183.54	111.66	71.88
		X	130.87900	20.8400	01/20/09	09/28/11	4,775.82	2,727.52	2,048.30
	Subtotal		473.62200				17,567.57	14,942.29	2,625.28
TCWFDS INC									
SMALL CAP GROWTH FD		X	17.29000	23.9900	09/02/10	09/28/11	429.49	414.79	14.70

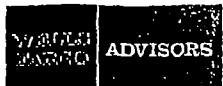


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Annual Statement Information

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BROWNSVILLE COMMUNITY FOUNDATION
For Banking Inquiries call: 1-888-215-3904

Realized Gain/Loss

Long Term	Continued	Noncovered	Share Quantity	Adjusted Price/ Original Price	Date Acquired	Close Date	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
WASH MUTUAL INVESTORS									
FUND CLASS F-1		X	7.91400	30.6600	06/19/08	04/05/11	228.40	242.65	-14.25
		X	47.46500	30.6600	06/19/08	07/28/11	1,350.38	1,455.28	-104.90
	Subtotal		55.37900				1,578.78	1,697.93	-119.15
TOTAL LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES							\$0.00	\$0.00	\$0.00
TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES							\$74,089.98	\$70,270.73	\$3,819.25

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Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► 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 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.

Type or print	Name of exempt organization or other filer, see Instructions. BROWNSVILLE COMMUNITY FOUNDATION, INC	Employer identification number (EIN) or X 74-2826613
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see Instructions. 5460 PAREDES LINE RD, SUITE 206-332	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see Instructions. BROWNSVILLE, TX 78521	

Enter the Return code for the return that this application is for (file a separate application for each return) **01**

Application	Return Code	Application	Return Code
Is For		Is For	
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 (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

PAT LAVINE - 5460 PAREDES LINE ROAD, SUITE 206-332 -

- The books are in the care of ► **BROWNSVILLE, TX 78526**
- Telephone No. ► **(956) 592-0771** 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 **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► calendar year **2011** or
► tax year beginning , and ending .

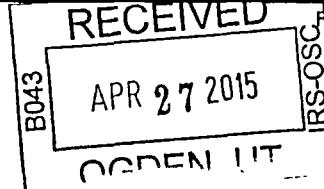
2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

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	\$	0.
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	\$	0.
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.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

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Form 8868 (Rev. 1-2012)

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

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

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

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

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 BROWNSVILLE COMMUNITY FOUNDATION, INC	Employer identification number (EIN) or 74-2826613
	Number, street, and room or suite no. If a P.O. box, see Instructions. 5460 PAREDES LINE RD, SUITE 206-332	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see Instructions. BROWNSVILLE, TX 78521	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

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

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

PAT LAVINE – 5460 PAREDES LINE ROAD, SUITE 206-332 –

- The books are in the care of ► **BROWNSVILLE, TX 78526**
- Telephone No. ► **(956) 592-0771** FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

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

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

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

7 State in detail why you need the extension

**TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION
NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.**

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

Signature and Verification must be completed for Part II only.

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

Signature ► 

Title ► **SA**

Date ► **8-15-12**

Form 8868 (Rev. 1-2012)