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Form 990-PF

Return of Private Foundation

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

2011

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

For calendar year 2011, or tax year beginning 01-01-2011, and ending 12-31-2011

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

Name of foundation MARGARET CB & S SPENCER N BROWN
FOUNDATION INC

Number and street (or P O box number if mail is not delivered to street address) EXTRACO TRUST SERVICES PO BOX 6101
Room/suite

City or town, state, and ZIP code TEMPLE, TX 765036101

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, col. (c), line 16) **\$ 2,897,579** **J** Accounting method Cash Accrual
 Other (specify) (Part I, column (d) must be on cash basis.)

A Employer identification number 74-6046197
B Telephone number (see page 10 of the instructions) (254) 774-5832

C If exemption application is pending, check here

D 1. Foreign organizations, check here

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

E If private foundation status was terminated under section 507(b)(1)(A), check here

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	3	3		
4	Dividends and interest from securities.	97,573	45,133		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-46,425			
b	Gross sales price for all assets on line 6a 677,475				
7	Capital gain net income (from Part IV, line 2) . . .		0		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	51,151	45,136		

13	Compensation of officers, directors, trustees, etc	0	0	0
14	Other employee salaries and wages			
15	Pension plans, employee benefits			
16a	Legal fees (attach schedule)	3,755	0	3,755
b	Accounting fees (attach schedule)	3,650	0	3,650
c	Other professional fees (attach schedule)	14,192	14,192	0
17	Interest			
18	Taxes (attach schedule) (see page 14 of the instructions)	10,375	233	0
19	Depreciation (attach schedule) and depletion . . .			
20	Occupancy			
21	Travel, conferences, and meetings			
22	Printing and publications			
23	Other expenses (attach schedule)	136	0	132
24	Total operating and administrative expenses.			
	Add lines 13 through 23	32,108	14,425	7,537
25	Contributions, gifts, grants paid	156,955		156,955
26	Total expenses and disbursements. Add lines 24 and 25	189,063	14,425	164,492

27	Subtract line 26 from line 12			
a	Excess of revenue over expenses and disbursements	-137,912		
b	Net investment income (if negative, enter -0-) . . .		30,711	
c	Adjusted net income (if negative, enter -0-) . . .			

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
Assets				
1 Cash—non-interest-bearing				
2 Savings and temporary cash investments		585,526	177,396	177,396
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 page 15 of the instructions)				
7 Other notes and loans receivable (attach schedule) ►				
Less allowance for doubtful accounts ►				
8 Inventories for sale or use				
9 Prepaid expenses and deferred charges				
10a Investments—U S and state government obligations (attach schedule)		100,898	601,366	601,366
b Investments—corporate stock (attach schedule)		1,479,568	1,586,597	1,586,597
c Investments—corporate bonds (attach schedule)		408,598	329,931	329,931
11 Investments—land, buildings, and equipment basis ►				
Less accumulated depreciation (attach schedule) ►				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)		375,000	200,000	200,000
14 Land, buildings, and equipment basis ►				
Less accumulated depreciation (attach schedule) ►				
15 Other assets (describe ► _____)		96	2,289	2,289
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		2,949,686	2,897,579	2,897,579
Liabilities				
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable (attach schedule)				
22 Other liabilities (describe ► _____)		1,222	0	0
23 Total liabilities (add lines 17 through 22)		1,222	0	0
Net Assets or Fund Balances				
24 Unrestricted		2,948,464	2,897,579	
25 Temporarily restricted				
26 Permanently restricted				
27 Capital stock, trust principal, or current funds				
28 Paid-in or capital surplus, or land, bldg , and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see page 17 of the instructions)		2,948,464	2,897,579	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)		2,949,686	2,897,579	

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	2,948,464
2 Enter amount from Part I, line 27a	2	-137,912
3 Other increases not included in line 2 (itemize) ►	3	87,027
4 Add lines 1, 2, and 3	4	2,897,579
5 Decreases not included in line 2 (itemize) ►	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,897,579

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
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1a See Additional Data Table

b

c

d

e

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
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a See Additional Data Table

b

c

d

e

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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a See Additional Data Table

b

c

d

e

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-46,425
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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 page 18 of 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 (col (b) divided by col (c))
2010	167,459	2,941,346	0 056933
2009	155,511	2,798,524	0 055569
2008	192,508	2,799,033	0 068777
2007	124,705	2,804,568	0 044465
2006	128,255	2,625,249	0 048854

2 Total of line 1, column (d).	2	0 274598
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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 054920
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4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	2,918,812
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5 Multiply line 4 by line 3.	5	160,301
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6 Enter 1% of net investment income (1% of Part I, line 27b).	6	307
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7 Add lines 5 and 6.	7	160,608
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8 Enter qualifying distributions from Part XII, line 4.	8	164,492
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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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1	1	307
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	307
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2.	3	307
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	307
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	480
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	480
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	173
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 173 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		Yes	No
	<i>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.</i>			
1c	Did the foundation file Form 1120-POL for this year?		Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
	(1) On the foundation <input type="checkbox"/> \$ _____ 0 (2) On foundation managers <input type="checkbox"/> \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		Yes	No
	<i>If "Yes," attach a detailed description of the activities.</i>			
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? <i>If "Yes," attach a conformed copy of the changes</i>		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		Yes	
4b	If "Yes," has it filed a tax return on Form 990-T for this year?		Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		Yes	No
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
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? <i>If "Yes," complete Part II, col (c), and Part XV</i>		Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>		Yes	
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 on page 27)? <i>If "Yes," complete Part XIV</i>		Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		Yes	No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ► N/A				
14	The books are in care of ► EXTRACO TRUST SERVICES Telephone no ► (254) 774-5832			
	Located at ► PO BOX 6101 TEMPLE TX ZIP +4 ► 765036101			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► <input type="checkbox"/> 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011).	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	No

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))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> Yes	5b	
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? <input type="checkbox"/> Yes <input type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		

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 page 22 of the 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 Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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 page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.	►	0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

	Expenses
1 MAINTENANCE OF THREE HISTORICAL CEMETERIES	2,320
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

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

	Amount
1 NONE	0
2	
3 All other program-related investments. See page 24 of the instructions	
4	
Total. Add lines 1 through 3.	►
	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	2,552,588
b	Average of monthly cash balances.	1b	410,670
c	Fair market value of all other assets (see page 24 of the instructions).	1c	3
d	Total (add lines 1a, b, and c).	1d	2,963,261
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	2,963,261
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	44,449
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,918,812
6	Minimum investment return. Enter 5% of line 5.	6	145,941

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	145,941
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	307
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	9,835
c	Add lines 2a and 2b.	2c	10,142
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	135,799
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	135,799
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	135,799

Part XII Qualifying Distributions (see page 25 of the 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	164,492
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required).	3b	
b	Cash distribution test (attach the required schedule).	4	164,492
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	307
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 page 26 of the instructions).	6	164,185
6	Adjusted qualifying distributions. Subtract line 5 from line 4.		

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				135,799
2 Undistributed income, if any, as of the end of 2011			0	
a Enter amount for 2010 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.	4,117			
b From 2007.	23,957			
c From 2008.	119,927			
d From 2009.	72,429			
e From 2010.	63,066			
f Total of lines 3a through e.	283,496			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ _____ 164,492			0	
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . .	0			
d Applied to 2011 distributable amount.			135,799	
e Remaining amount distributed out of corpus	28,693			0
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			
6 Enter the net total of each column as indicated below:	312,189			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0	
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	4,117			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	308,072			
10 Analysis of line 9				
a Excess from 2007.	23,957			
b Excess from 2008.	119,927			
c Excess from 2009.	72,429			
d Excess from 2010.	63,066			
e Excess from 2011.	28,693			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a	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. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the 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))

MARGARET BROWN

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

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 page 28 of the 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**

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)				
a Paid during the year See Additional Data Table				
Total			► 3a	156,955
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

13 Total. Add line 12, columns (b), (d), and (e).

(See worksheet in line 13 instructions on page 28 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization or

(1) Cash.

(2) Other assets.

Other transactions

(1) Sales of assets to a noncharitable exempt organization. . .

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment,

(4) Reimbursement arrangement

(b) Performance of services or membership or fundraising solicitations.

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations?

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship	
<p>Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge</p>			
<p>***** Signature of officer or trustee</p>	<p>2012-03-06 Date</p>	<p>***** Title</p>	
<p>Sign Here Paid Preparer's Use Only</p>	<p>Preparer's Signature</p>	<p>Date</p>	<p>PTIN</p>
	<p>THERESA S BLUM</p>	<p>Check if self-employed</p>	<p>P00086883</p>
	<p>Firm's name</p>	<p>COKER WOMMACK & COMPANY PC PO BOX 8256</p>	<p>Firm's EIN</p>
	<p>Firm's address</p>	<p>WACO, TX 767148256</p>	<p>Phone no</p>

May the IRS discuss this return with the preparer shown above? See Instructions **Yes** **No**

TY 2011 Investments Government Obligations Schedule

Name: MARGARET CB & S SPENCER N BROWN
FOUNDATION INC
EIN: 74-6046197

US Government Securities - End of Year	
Book Value:	201,167
US Government Securities - End of Year	
Fair Market Value:	201,167
State & Local Government Securities - End of Year	
Book Value:	400,199
State & Local Government Securities - End of Year	
Fair Market Value:	400,199

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
GOLDMAN SACHS 3% 10-29-18		2010-10-27	2011-03-24
FNMA 1 75% 11-17-15		2011-04-29	2011-05-26
FHLB 2% 5-12-15		2011-04-20	2011-08-12
FNMA 3% 4-25-15		2010-04-07	2011-04-28
FSL INVESTMENT 7% 11-1-2017		2007-09-20	2011-05-09
FSL INVESTMENT 7% 11-1-2017		2007-09-20	2011-05-11
FSL INVESTMENT 7% 11-1-2017		2007-09-20	2011-05-11
HORIZON CD 1 25% 8-11-2011	P	2010-08-06	2011-08-12
CENTRAL NATIONAL BANK CD 1 25% 8-6-11	P	2010-08-06	2011-08-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
98,725		100,000	-1,275
98,750		98,900	-150
100,000		100,000	0
100,000		100,000	0
35,000		50,000	-15,000
35,000		50,000	-15,000
35,000		50,000	-15,000
50,000		50,000	0
125,000		125,000	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (l) over col (j), if any	
			-1,275
			-150
			0
			0
			-15,000
			-15,000
			-15,000
			0
			0

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARGARET BROWN	TRUSTEE - AS NEEDED 0 00	0	0	0
PO BOX 7832 WACO, TX 76714	TRUSTEE - AS NEEDED 0 00	0	0	0
S SPENCER N BROWN JR	TRUSTEE - AS NEEDED 0 00	0	0	0
PO BOX 8739 WACO, TX 76714	TRUSTEE - AS NEEDED 0 00	0	0	0
M STANTON BROWN SATTLER	TRUSTEE - AS NEEDED 0 00	0	0	0
6721 94TH ST E PUYALLUP, WA 98371	TRUSTEE - AS NEEDED 0 00	0	0	0
STANTON BOYCE BROWN	TRUSTEE - AS NEEDED 0 00	0	0	0
PO BOX 7832 WACO, TX 76714	TRUSTEE - AS NEEDED 0 00	0	0	0
MARGARET BROWN LEWIS	TRUSTEE - AS NEEDED 0 00	0	0	0
3750 DUCHESS TRAIL DALLAS, TX 752295220				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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
a Paid during the year				
AIDS SUPPORT ORGANIZATION (TASO)4423-110TH STREET NO 38 LUBBOCK, TX 79424		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
ALLIANCE DEFENSE FUND15100 N 90TH ST SCOTTSDALE, AZ 852609898		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
AMARILLO COLLEGE FOUNDATIONP O BOX 447 AMARILLO, TX 79178		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
AMERICAN CENTER FOR LAW AND JUSTICEP O BOX 90555 WASHINGTON, DC 200900555		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
ART CENTER OF WACO1300 COLLEGE DRIVE WACO, TX 76708		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	680
ARTHRITIS FOUNDATIONP O BOX 96280 WASHINGTON, DC 200906280		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
BAYLOR UNIVERSITY - FRIENDS OF BAYLOR FINE ARTS ONE BEAR PLACE 97263 WACO, TX 76798		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	250
BAYLOR UNIVERSITY ONE BEAR PLACE 97026 WACO, TX 767987026		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	500
BAYLOR UNIVERSITYWACO FOUNDATIONONE BEAR PLACE 97050 WACO, TX 767989989		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
BLANTON MUSEUM OF ART THE UNIVERSITY OF TEXAS AT AUSTINP O BOX 358 SAN ANTONIO, TX 782920358		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	83
CAMP ALLEN18800 FM 362 NAVASOTA, TX 77868		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
CAMP FIRE USA321 N 30TH ST WACO, TX 76710		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
CAMPUS CHRUSADE FOR CHRIST 43 PINEVALE READING, MA 01867		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
CAMPUS CHRUSADE FOR CHRISTP O BOX 628222 ORLANDO, FL 328628222		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
CARE NET4700 W WACO DR WACO, TX 76710		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	800
CENTER FOR BRAIN HEALTH2200 W MOCKINGBIRD LN DALLAS, TX 75235		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
CHRISTIAN FILM & TELEVISION COMMISSION2510-G LAS POSAS RD STE 502 CAMARILLO, CA 93010		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	500
COALITION TO SALUTE AMERICA'S HEROESP O BOX 96440 WASHINGTON, DC 200906440		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	120
COMPASSION MINISTRIES1421 AUSTIN AVE WACO, TX 76701		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
COTTON PALACE ENDOWMENT FUND4106 GREEN OAK WACO, TX 76710		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
COUNCIL FOR NATIONAL POLICY 1411 K ST NW SUITE 601 WASHINGTON, DC 20005		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	2,500
CYSTIC FIBROSIS FOUNDATION 3102 MAPLE AVE STE 120 DALLAS, TX 75201		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
DAUGHTERS OF THE REPUBLIC OF TEXAS510 EAST ANDERSON LN AUSTIN, TX 787521218		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	215
DIOCESE OF TEXASP O BOX 4346 HOUSTON, TX 77210		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	500
FIRST BAPTIST CHURCH OF PUYALLUP6721 94TH ST E PUYALLUP, WA 98371		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	5,000
FRIENDS OF GUNSTON HALL 10709 GUNSTON RD MASON NECK, VA 220793901		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
FRIENDS OF SULGRAVE MANOR 3759 PORT WAY DR HARBOR SPRINGS, MI 497409105		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	2,300
FRIENDS OF THE GOVERNOR'S MANSIONP O BOX 2447 AUSTIN, TX 78768		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	2,500
FRIENDS OF THE SMITHSONIANP O BOX 9016 PITTSFIELD, MA 012029016		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	90
HEART OF TEXAS RED CROSS4224 COBBS DR WACO, TX 76710		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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
a Paid during the year				
HERITAGE FOUNDATION P O BOX 97057 WASHINGTON, DC 200777315		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
HILLCREST HEALTH FOUNDATION 100 HILLCREST MEDICAL BLVD WACO, TX 76712		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
HISTORIC WACO FOUNDATION 810 S 4TH ST WACO, TX 76706		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,622
HOUSTON BAPTIST UNIVERSITY 7502 FONDREN RD HOUSTON, TX 77074		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,000
JOHN WOODS MINISTRY 3300 NORTH RIDGE WACO, TX 76710		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,000
JONATHAN KOEHNRT 1 BOX 177-A-0 SCOOBA, MS 39358	NONE	N/A	MAINTENANCE OF HISTORICAL CEMETERIES	1,200
KAPPA ALPHA THETA FOUNDATION 8740 FOUNDERS RD INDIANAPOLIS, IN 46268		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	500
KEEP WACO BEAUTIFUL INC P O BOX 1493 WACO, TX 76703		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
KWBU ONE BEAR PLACE 97296 WACO, TX 767987026		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	200
MCLENNAN COMMUNITY COLLEGE FOUNDATION 1400 COLLEGE DR WACO, TX 76710		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,040
MD ANDERSON CANCER CENTER P O BOX 4486 HOUSTON, TX 772104486		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
MEALS AND WHEELS P O BOX 85 WACO, TX 76703		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
MEDIA RESEARCH CENTER P O BOX 96131 WASHINGTON, DC 200777583		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
MOUNT VERNON LADIES' ASSOCIATION P O BOX 240 MOUNT VERNON, VA 22121		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	750
MSGR MARK DEERING FOUNDATION 510 N VALLEY MILLS DR WACO, TX 76710		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
NATIONAL MUSEUM OF WOMEN IN THE ARTS - TEXAS COMMITTEE 2001 KIRBY DR STE 909 HOUSTON, TX 77019		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	165
NATIONAL MUSEUM OF WOMEN IN THE ARTS 1250 NEW YORK AVE NW WASHINGTON, DC 200053970		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	13,170
NATIONAL OSTEOPOROSIS FOUNDATION 1150 17TH ST STE 850 WASHINGTON, DC 20036		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
NATIONAL SOCIETY DAUGHTERS OF THE AMERICAN REVOLUTION P O BOX 98286 WASHINGTON, DC 200908286		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	120
NATIONAL SOCIETY OF THE COLONIAL DAMES OF AMERICA 2715 Q ST NW WASHINGTON, DC 20007		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
NATIONAL TRUST FOR HISTORIC PRESERVATION P O BOX 5043 HAGERSTOWN, MD 217415043		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	85
PANHANDLE-PLAINS HISTORICAL MUSEUM WTAMU BOX 60967 CANYON, TX 79016		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	250
PARENTS TELEVISION COUNCIL P O BOX 1855 MERRIFIELD, VA 221169624		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
PLANNED PARENTHOOD OF CENTRAL TX P O BOX 1459 WACO, TX 76703		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
PROENGLISH P O BOX 97005 WASHINGTON, DC 200907005		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
PROVIDENCE FOUNDATION P O BOX 2589 WACO, TX 767029931		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
RALPH MAXWELL 7866 MCGEE THOMPSON RD ACKERMAN, MS 39735	NONE	N/A	MAINTENANCE OF HISTORICAL CEMETERIES	1,120
RAPOPORT ACADEMY 1020 ELM AVE BLDG 100 WACO, TX 76704		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
REICHER CATHOLIC HIGH SCHOOL 2102 N 23RD WACO, TX 76708		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	970
SALVATION ARMY P O BOX 34 WACO, TX 767030268		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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)				
a Paid during the year				
SCOTT & WHITE HOSPICE AT HILLCREST 3000 HERRING AVE WACO, TX 76708		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
ST AUSTIN SCHOOL ENDOWMENT 1911 SAN ANTONIO ST AUSTIN, TX 78705		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
ST LOUIS CATHOLIC SCHOOL 2208 N 23RD STREET WACO, TX 767083398		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	330
ST PAUL'S EPISCOPAL CHURCH 515 COLUMBUS AVE WACO, TX 76701		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	10,400
ST PAUL'S EPISCOPAL CHURCH- ECW601 COLUMBUS AVE WACO, TX 76701		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	400
ST PAUL'S EPISCOPAL DAY SCHOOL - SCHOLARSHIP ENDOWMENT P O BOX 6122 TEMPLE, TX 76503		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	35,000
ST PAUL'S EPISCOPAL DAY SCHOOL 517 COLUMBUS AVE WACO, TX 76701		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	12,700
ST PAUL'S PARENTS AND FRIENDS 517 COLUMBUS AVE WACO, TX 767011323		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	2,500
STUDENT MOBILIZATION P O BOX 567 CONWAY, AR 72033		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,500
TALITHA KOUUM INSTITUTE P O BOX 2202 WACO, TX 76703		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
TEXAS CULTURAL TRUST 823 CONGRESS AVE AUSTIN, TX 78701		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,000
TEXAS EXES ANNUAL GIVING CLUB P O BOX 7278 AUSTIN, TX 87813		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
TEXAS STATE HISTORICAL ASSOCIATION 1155 UNION CIRCLE 311580 DENTON, TX 762035017		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	50
THETA FOUNDATION 8740 FOUNDERS RD INDIANAPOLIS, IN 462681300		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
UNIVERSITY OF TEXAS AT AUSTIN SCHOOL OF HUMAN ECOLOGY 1 UNIVERSITY STATION A2700 AUSTIN, TX 78712		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
VANGUARD COLLEGE PREPARATORY SCHOOL 2517 MT CARMEL WACO, TX 76710		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	2,400
WACO COTTON PALACE PAGEANT 10002 WILLOW BEND DR WACO, TX 76712		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	42,519
WACO MAMMOTH FOUNDATION INC 6220 STEINBACH BEND RD WACO, TX 76708		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,000
WACO SYMPHONY ASSOCIATION P O BOX 1201 WACO, TX 76703		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	2,476
WACO SYMPHONY FOUNDATION P O BOX 1202 WACO, TX 76703		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	250
WYCLIFFE BIBLE TRANSLATORS P O BOX 628200 ORLANDO, FL 328628200		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,000
YOUNG AMERICA'S FOUNDATION 110 ELDEN ST HERNDON, VA 20170		501(C)(3)	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
Total				156,955
Total				3a

TY 2011 Accounting Fees Schedule

Name: MARGARET CB & S SPENCER N BROWN
FOUNDATION INC
EIN: 74-6046197

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PREPARATION OF FORM 990-PF AND COMPILED OF FINANCIAL STATEMENTS	3,650	0		3,650

TY 2011 Investments Corporate Bonds Schedule

Name: MARGARET CB & S SPENCER N BROWN
FOUNDATION INC
EIN: 74-6046197

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AMERICAN GENERAL 6% 11/15/2014	71,394	71,394
GE CAP 5.45% 2/15/2023	50,095	50,095
WALMART STORES 4.5% 7/1/2015	55,994	55,994
GENWORTH LIFE INST FUND 5.875% DUE 5/3/2013	152,448	152,448

TY 2011 Investments Corporate Stock Schedule

Name: MARGARET CB & S SPENCER N BROWN
FOUNDATION INC
EIN: 74-6046197

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES	44,984	44,984
DANAHER CORPORATION	56,448	56,448
EXTRACO CORPORATION	1,045,440	1,045,440
EXXON MOBIL CORP	50,856	50,856
GENERAL ELECTRIC CO	19,701	19,701
INTEL CORP	24,250	24,250
JP MORGAN CHASE	5,819	5,819
JOHNSON & JOHNSON	78,696	78,696
PEPSICO INC	36,493	36,493
PROCTER & GAMBLE CO	13,342	13,342
ROYAL DUTCH SHELL PLC	29,236	29,236
TARGET	30,732	30,732
WAL MART STORES	17,928	17,928
WALGREEN CO	19,836	19,836
AT&T	23,436	23,436
ISHARES	15,162	15,162
KIMBERLY CLARK CORP	33,102	33,102
CISCO SYS INC	9,040	9,040
DFA INTL REAL ESTATE	6,996	6,996
DFA REAL ESTATE SECURITIES PORT	17,028	17,028
TEVA PHARMACEUTICAL	8,072	8,072

TY 2011 Investments - Other Schedule

Name: MARGARET CB & S SPENCER N BROWN
FOUNDATION INC
EIN: 74-6046197

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
HORIZON BANK 1.65% 2/11/2012	FMV	100,000	100,000
HORIZON BANK 2% 8/11/2012	FMV	100,000	100,000

TY 2011 Legal Fees Schedule

Name: MARGARET CB & S SPENCER N BROWN
FOUNDATION INC
EIN: 74-6046197

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	3,755	0		3,755

TY 2011 Other Assets Schedule

Name: MARGARET CB & S SPENCER N BROWN
FOUNDATION INC
EIN: 74-6046197

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
HISTORICAL CEMETERIES	3	3	3
PREPAID EXCISE TAX	93	173	173
ACCRUED INTEREST PURCHASED		205	205
PREPAID UBI TAX		1,908	1,908

TY 2011 Other Expenses Schedule

Name: MARGARET CB & S SPENCER N BROWN
FOUNDATION INC
EIN: 74-6046197

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PENALTY FOR UNDERPAYMENT OF ESTIMATED TAXES	4	0		0
BANK CHARGES	132	0		132

TY 2011 Other Increases Schedule

Name: MARGARET CB & S SPENCER N BROWN
FOUNDATION INC
EIN: 74-6046197

Description	Amount
MARKET VALUE ADJUSTMENT	87,027

TY 2011 Other Liabilities Schedule

Name: MARGARET CB & S SPENCER N BROWN
FOUNDATION INC
EIN: 74-6046197

Description	Beginning of Year - Book Value	End of Year - Book Value
UNRELATED BUSINESS INCOME TAX PAYABLE	1,222	0

TY 2011 Other Professional Fees Schedule

Name: MARGARET CB & S SPENCER N BROWN
FOUNDATION INC
EIN: 74-6046197

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FIDUCIARY FEES-ASSET MANAGEMENT	14,192	14,192		0

TY 2011 Taxes Schedule

Name: MARGARET CB & S SPENCER N BROWN
FOUNDATION INC
EIN: 74-6046197

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	307	0		0
FOREIGN TAX -DIVIDENDS	233	233		0
UNRELATED BUSINESS INCOME TAX	9,835	0		0