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Form **990-PF**

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

OMB No 1545-0052

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning , and ending

Name of foundation BROWN, SAMUEL R T/U/W		A Employer identification number 95-6088139
Number and street (or P.O. box number if mail is not delivered to street address) Wells Fargo Bank N A - PO Box 63954 MAC A0348-012		B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code SAN FRANCISCO CA 94163		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 5,886,380	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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 checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	0	0		
4 Dividends and interest from securities	137,807	137,759		
5 a Gross rents		0		
b Net rental income or (loss)	0			
6 a Net gain or (loss) from sale of assets not on line 10	90,306			
b Gross sales price for all assets on line 6a	796,207			
7 Capital gain net income (from Part IV, line 2)		90,306		
8 Net short-term capital gain			0	
9 Income modifications				
10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0			
c Gross profit or (loss) (attach schedule)	0			
11 Other income (attach schedule)	34,415	34,415	0	
12 Total. Add lines 1 through 11	262,528	262,480	0	
13 Compensation of officers, directors, trustees, etc	68,897	51,673		17,224
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	0	0	0	0
b Accounting fees (attach schedule)	1,492	0	0	1,492
c Other professional fees (attach schedule)	0	0	0	0
17 Interest				
18 Taxes (attach schedule) (see instructions)	5,299	2,799	0	0
19 Depreciation (attach schedule) and depletion	0	0	0	
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	2,782	2,772	0	10
24 Total operating and administrative expenses. Add lines 13 through 23	78,470	57,244	0	18,726
25 Contributions, gifts, grants paid	200,902			200,902
26 Total expenses and disbursements. Add lines 24 and 25	279,372	57,244	0	219,628
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-16,844			
b Net investment income (if negative, enter -0-)		205,236		
c Adjusted net income (if negative, enter -0-)			0	

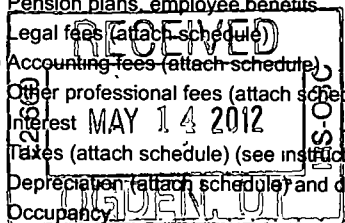
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(HTA)

Form **990-PF** (2011)

ENVELOPE POSTMARK DATE MAY 10 2012

Operating and Administrative Expenses MAY 2 2012



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	0	0	
	2	Savings and temporary cash investments	202,524	23,256	23,256
	3	Accounts receivable	0		
		Less allowance for doubtful accounts	0	0	0
	4	Pledges receivable	0		
		Less allowance for doubtful accounts	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule)	0		
		Less allowance for doubtful accounts	0	0	0
	8	Inventories for sale or use	0	0	
	9	Prepaid expenses and deferred charges		0	
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	0	0	0
	c	Investments—corporate bonds (attach schedule)	0	0	0
	11	Investments—land, buildings, and equipment basis	0		
	Less accumulated depreciation (attach schedule)	0	0	0	
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	4,346,999	4,492,075	5,863,124	
14	Land, buildings, and equipment basis	0			
	Less accumulated depreciation (attach schedule)	0	0	0	
15	Other assets (describe)	0	0	0	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,549,523	4,515,331	5,886,380	
Liabilities	17	Accounts payable and accrued expenses	0	0	
	18	Grants payable			
	19	Deferred revenue	0	0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe)	0	0	
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	4,549,523	4,515,331	
	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 instructions)	4,549,523	4,515,331		
31	Total liabilities and net assets/fund balances (see instructions)	4,549,523	4,515,331		

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	4,549,523
2	Enter amount from Part I, line 27a	2	-16,844
3	Other increases not included in line 2 (itemize) <u>See Attached Statement</u>	3	127,234
4	Add lines 1, 2, and 3	4	4,659,913
5	Decreases not included in line 2 (itemize) <u>See Attached Statement</u>	5	144,582
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,515,331

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
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		90,306
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3		0

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

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

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	274,302	5,744,276	0.047752
2009	218,815	5,253,900	0.041648
2008	259,072	5,480,612	0.047271
2007	247,274	5,580,099	0.044314
2006	266,960	5,154,575	0.051791
2 Total of line 1, column (d)		2	0.232776
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	0.046555
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5		4	6,036,893
5 Multiply line 4 by line 3		5	281,048
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	2,052
7 Add lines 5 and 6		7	283,100
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		8	219,628

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	4,105	
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	4,105	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	4,105	
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,286	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	2,286	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,819	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <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>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV.</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
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>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933 Located at ▶ PO Box 63954 MAC A0348-012 SAN FRANCISCO CA ZIP+4 ▶ 94163			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			X
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶		Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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 instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here **5b** N/A

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? Yes No **N/A**
If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **6b** X
If "Yes" to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. PO Box 63954 MAC A0348-012 SAN FRANCIS	Trustee	4.00 68,897	0	0
.....		.00 0	0	0
.....		00 0	0	0
.....		00 0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
.....				
.....				
.....				
.....				

Total number of other employees paid over \$50,000 **0**

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
.....		0
.....		0
.....		0
.....		0
.....		0

Total number of others receiving over \$50,000 for professional services ▶

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 NONE	
2	
3	
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	0
Total. Add lines 1 through 3 ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	5,980,012
b	Average of monthly cash balances	1b	148,813
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	6,128,825
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,128,825
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	91,932
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,036,893
6	Minimum investment return. Enter 5% of line 5	6	301,845

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

1	Minimum investment return from Part X, line 6	1	301,845
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,105
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	4,105
3	Distributable amount before adjustments Subtract line 2c from line 1	3	297,740
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	297,740
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	297,740

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	219,628
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	219,628
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	219,628

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				297,740
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			184,620	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>219,628</u>				
a Applied to 2010, but not more than line 2a			184,620	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2011 distributable amount				35,008
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
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				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				0
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				262,732
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	0			
d Excess from 2010	0			
e Excess from 2011	0			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed:

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 <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	200,902
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

YEAR END STATEMENT

ACCOUNT: BROWN, SAMUEL R. T/U/W
 ACCOUNT: 3301000-000
 FYE: Calendar Year End 12/31/2011
 EIN: 95-6088139

SECURITY	ACCOUNT NUMBER	CUSIP	ASSET NAME	UNITS	FED COST	FMV
Invest - Corp Stock	3301000-000	001055102	AFLAC INC	900 00	39,636 00	38,934 00
Invest - Corp Stock	3301000-000	002824100	ABBOTT LABS	675 00	32,921 50	37,955 25
Invest - Corp Stock	3301000-000	008252108	AFFILIATED MANAGERS GROUP, INC COM	500 00	47,998 50	47,975 00
Invest - Corp Stock	3301000-000	023135106	AMAZON COM INC COM	200 00	26,020 00	34,620 00
Invest - Corp Stock	3301000-000	025816109	AMERICAN EXPRESS CO	725 00	32,999 58	34,198 25
Invest - Corp Stock	3301000-000	032095101	AMPHENOL CORP CL A	550 00	18,460 75	24,964 50
Invest - Corp Stock	3301000-000	037411105	APACHE CORP	275 00	32,121 84	24,909 50
Invest - Corp Stock	3301000-000	037833100	APPLE INC	200 00	26,749 12	81,000 00
Invest - Corp Stock	3301000-000	057224107	BAKER HUGHES INC COM	775 00	41,972 13	37,696 00
Invest - Corp Stock	3301000-000	126650100	CVS/CAREMARK CORPORATION	1,250 00	33,637 50	50,975 00
Invest - Corp Stock	3301000-000	14040H105	CAPITAL ONE FINANCIAL CORP	500 00	22,829 85	21,145 00
Invest - Corp Stock	3301000-000	17275R102	CISCO SYSTEMS INC	1,950 00	36,000 36	35,256 00
Invest - Corp Stock	3301000-000	235851102	DANAHER CORP	1,000 00	26,340 00	47,040 00
Invest - Corp Stock	3301000-000	254687106	WALT DISNEY CO	1,075 00	31,562 00	40,312 50
Invest - Corp Stock	3301000-000	268648102	E M C CORP MASS	1,750 00	24,277 50	37,695 00
Invest - Corp Stock	3301000-000	375558103	GILEAD SCIENCES INC	475 00	19,389 83	19,441 75
Invest - Corp Stock	3301000-000	406216101	HALLIBURTON CO	750 00	24,868 75	25,882 50
Invest - Corp Stock	3301000-000	428236103	HEWLETT PACKARD CO	675 00	13,722 75	17,388 00
Invest - Corp Stock	3301000-000	437076102	HOME DEPOT INC	850 00	25,216 38	35,734 00
Invest - Corp Stock	3301000-000	458140100	INTEL CORP	625 00	14,192 87	15,156 25
Invest - Corp Stock	3301000-000	459200101	INTERNATIONAL BUSINESS MACHS CORP	250 00	18,255 00	45,970 00
Invest - Corp Stock	3301000-000	478160104	JOHNSON & JOHNSON	550 00	36,892 74	36,069 00
Invest - Corp Stock	3301000-000	594918104	MICROSOFT CORP	1,075 00	27,154 50	27,907 00
Invest - Corp Stock	3301000-000	641069406	NESTLE S A REGISTERED SHARES - ADR	700 00	33,439.00	40,397 00
Invest - Corp Stock	3301000-000	713448108	PEPSICO INC	475 00	26,856 50	31,516 25
Invest - Corp Stock	3301000-000	74005P104	PRAXAIR INC COM	275 00	14,231 25	29,397 50
Invest - Corp Stock	3301000-000	742718109	PROCTER & GAMBLE CO	625 00	35,272 51	41,693 75
Invest - Corp Stock	3301000-000	806857108	SCHLUMBERGER LTD	125 00	9,402 44	8,538 75
Invest - Corp Stock	3301000-000	881624209	TEVA PHARMACEUTICAL INDUSTRIES - ADR	375 00	19,743 75	15,135 00
Invest - Corp Stock	3301000-000	883556102	THERMO FISHER SCIENTIFIC INC	400 00	18,631 61	17,988 00
Invest - Corp Stock	3301000-000	907818108	UNION PACIFIC CORP	475 00	23,648 16	50,321 50
Invest - Corp Stock	3301000-000	913017109	UNITED TECHNOLOGIES CORP	725 00	36,587 12	52,990 25
Invest - Corp Stock	3301000-000	911312106	UNITED PARCEL SERVICE-CL B	500 00	32,128 05	36,595 00
Invest - Corp Stock	3301000-000	30231G102	EXXON MOBIL CORPORATION	700 00	37,863 00	59,332 00
Invest - Corp Stock	3301000-000	87612E106	TARGET CORP	675 00	32,501 25	34,573 50
Invest - Corp Stock	3301000-000	91324P102	UNITEDHEALTH GROUP INC	825.00	35,458 75	41,811 00
Invest - Corp Stock	3301000-000	92343V104	VERIZON COMMUNICATIONS	1,050 00	33,713 67	42,126 00
Invest - Corp Stock	3301000-000	61166W101	MONSANTO CO NEW	225 00	15,419 05	15,765 75
Invest - Corp Stock	3301000-000	088606108	BHP BILLITON LIMITED - ADR	250 00	18,182 50	17,657 50
Invest - Corp Stock	3301000-000	902973304	US BANCORP DEL NEW	1,250 00	35,387 50	33,812 50
Invest - Corp Stock	3301000-000	03524A108	ANHEUSER-BUSCH INBEV SPN ADR	375 00	22,413 75	22,871 25
Invest - Corp Stock	3301000-000	G24140108	COOPER INDUSTRIES PLC NEW IRELAND	175 00	9,673 83	9,476 25
Invest - Corp Stock	3301000-000	166764100	CHEVRON CORP	600 00	30,840 00	63,840 00
Invest - Corp Stock	3301000-000	88579Y101	3M CO	175 00	13,970 16	14,302 75
Invest - Corp Stock	3301000-000	084670702	BERKSHIRE HATHAWAY INC	500 00	38,979 75	38,150 00
Invest - Corp Stock	3301000-000	988498101	YUM BRANDS INC	900 00	23,377 50	53,109 00
Invest - Corp Stock	3301000-000	20030N101	COMCAST CORP CLASS A	900 00	21,221 55	21,339 00
Invest - Corp Stock	3301000-000	65339F101	NEXTERA ENERGY INC	450 00	18,724 50	27,396 00
Invest - Corp Stock	3301000-000	38259P508	GOOGLE INC	44 00	22,744 66	28,419 60
Invest - Corp Stock	3301000-000	150870103	CELANESE CORP	500 00	22,824 80	22,135 00
Invest - Other	3301000-000	999708902	TAXABLE INTERMEDIATE TERM BD FD	72,306 94	728,465 56	735,361 59
Invest - Other	3301000-000	991283912	TAXABLE TOTAL RETURN BOND FUND	28,712 57	204,651 31	221,948 19
Invest - Other	3301000-000	3U0004276	SOUTH TEXAS LAND LP "PC*CH"	2,543 75	63,994 00	1,017,500 00
Invest - Other	3301000-000	73935S105	POWERSHARES DB COMMODITY INDEX	10,025 00	227,955 18	269,071 00
Invest - Other	3301000-000	38141W208	GOLDMAN SACHS ULT-SH DUR GVT-I #450	17,009 63	149,159 47	148,834 30
Invest - Other	3301000-000	464287465	ISHARES MSCI EAFE	5,457 00	290,462 22	270,285 21
Invest - Other	3301000-000	464287481	ISHARES TR RUSSELL MIDCAP GROWTH	4,028 00	154,038 14	221,741 40
Invest - Other	3301000-000	464287242	ISHARES IBOXX \$ INV GR CORP BD FD	900 00	99,468 00	102,384 00
Invest - Other	3301000-000	693391559	PIMCO EMERG MKTS BD-INST #137	15,516 53	175,000 00	174,561 01
Invest - Other	3301000-000	880208400	TEMPLETON GLOBAL BOND FD-ADV #616	14,843 20	193,258 43	183,610 35
Invest - Other	3301000-000	04314H709	ARTISAN MID CAP VALUE FUND #1464	10,017 55	178,100 00	197,345 68
Invest - Other	3301000-000	922042858	VANGUARD MSCI EMERGING MARKETS ETF	6,750 00	299,384 58	257,917 50
Invest - Other	3301000-000	73935X856	POWERSHARES DYN BIOTECH & GENOME	1,399 00	25,523 94	28,063 94
Invest - Other	3301000-000	746763226	PUTNAM FLOATING RATE INC FUND #1857	23,837 90	200,000 00	203,337 30
Invest - Other	3301000-000	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	4,469.00	166,137.95	142,248 27
Savings & Temp In	3301000-000	VP0528308	FEDERATED TREAS OBL FD 68	11,321 52	11,321 52	11,321 52
Savings & Temp In	3301000-000	VP0528308	FEDERATED TREAS OBL FD 68	11,934 18	11,934 18	11,934 18
					4,515,330.54	5,886,380.04

BROWN, SAMUEL R.T/U/W

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name WILLIAMS COLLEGE				
Street PO BOX 67				
City WILLIAMSTOWN	State MA	Zip Code 01267-0067	Foreign Country	
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				Amount 40,181
Name GRINNELL COLLEGE				
Street 733 BROAD STREET				
City GRINNELL	State IA	Zip Code 50112	Foreign Country	
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				Amount 40,180
Name LELAND STANFORD JR UNIVERSITY				
Street 326 GLAVEZ STREET				
City STANFORD	State CA	Zip Code 64305-6105	Foreign Country	
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				Amount 40,180
Name UNIVERSITY OF SOUTHERN CALIFORNIA				
Street 840 CHILD'S WAY, UNIVERSITY PARK				
City LOS ANGELES	State CA	Zip Code 90089-2541	Foreign Country	
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				Amount 40,180
Name POMONA COLLEGE				
Street 550 N. COLLEGE AVENUE				
City CLAREMONT	State CA	Zip Code 91711-6326	Foreign Country	
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				Amount 40,181
Name				
Street				
City	State	Zip Code	Foreign Country	
Relationship	Foundation Status			
Purpose of grant/contribution				Amount 0

Line 11 (990-PF) - Other Income

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	RENTAL INCOME	9,823	9,823	
2	ROYALTY INCOME	26,680	26,680	
3	ORDINARY BUSINESS INCOME	-2,088	-2,088	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	
		34,415	34,415	0

Line 16b (990-PF) - Accounting Fees

		1,492	0	0	1,492
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,492			1,492
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		5,299	2,799	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	2,500			
2	ESTIMATED EXCISE TAX PAID				
3	FOREIGN TAX WITHHELD	2,799	2,799		
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	TRUSTEE FEES				
2	ADR FEES				
3	STATE AG FEES	10			10
4	PARTNERSHIP EXPENSES	2,772	2,772		
5					
6					
7					
8					
9					
		2,782	2,772	0	10

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	PARTNERSHIP DISTRIBUTION ADJUSTMENT	1	121,583
2	MUTUAL FUND AND CTF INCOME ADDITIONS	2	2,437
3	FEDERAL EXCISE TAX REFUND	3	3,212
4	COST BASIS ADJUSTMENT	4	2
5	Total	5	127,234

Line 5 - Decreases not included in Part III, Line 2

1	MUTUAL FUND AND CTF INCOME SUBTRACTION	1	2,798
2	UNDISTRIBUTED CTF CAPITAL LOSS	2	1,780
3	PARTNERSHIP INCOME ADJUSTMENT	3	139,956
4	PY RETURN OF CAPITAL ADJUSTMENT	4	48
5	Total	5	144,582

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return		1 2,286
2 First quarter estimated tax payment		2
3 Second quarter estimated tax payment		3
4 Third quarter estimated tax payment		4
5 Fourth quarter estimated tax payment		5
6 Other payments		6 0
7 Total		7 2,286

Y

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2010 that remained undistributed at the beginning of the 2011 tax year	1	184,620
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	184,620