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

2011

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

For calendar year 2011 or tax year beginning MAY 1, 2011, and ending APR 30, 2012

Name of foundation

THE BROWN FOUNDATION

A Employer identification number

22-6083927

Number and street (or P O box number if mail is not delivered to street address)

71 W PARK AVENUE

Room/suite

B Telephone number

(856) 794-4628

City or town, state, and ZIP code

VINELAND, NJ 08360

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16)

\$ 3,452,483.

J Accounting method: ☐ Cash ☒ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis.)

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).)		(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	546,814.			
2	Check ☒ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	8.	8.	8.	STATEMENT 1
4	Dividends and interest from securities	30,891.	30,891.	30,891.	STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	88.			
b	Gross sales price for all assets on line 6a	88.			
7	Capital gain net income (from Part IV, line 2)		88.		
8	Net short-term capital gain			N/A	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	577,801.	30,987.	30,899.	
13	Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	964.	0.	964.	0.
c	Other professional fees				
17	Interest				
18	Taxes				
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	236.	0.	236.	0.
24	Total operating and administrative expenses. Add lines 13 through 23	1,200.	0.	1,200.	0.
25	Contributions, gifts, grants paid	25,525.			25,525.
26	Total expenses and disbursements. Add lines 24 and 25	26,725.	0.	1,200.	25,525.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	551,076.			
b	Net investment income (if negative, enter -0-)		30,987.		
c	Adjusted net income (if negative, enter -0-)			29,699.	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	8,349.	13,702.	13,702.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 5	9,176,269.	9,721,993.	3,438,781.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment; basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	9,184,618.	9,735,695.	3,452,483.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted and complete lines 24 through 26 and lines 30 and 31.			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	9,176,269.	9,721,993.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	8,349.	13,702.	
	30 Total net assets or fund balances	9,184,618.	9,735,695.	
	31 Total liabilities and net assets/fund balances	9,184,618.	9,735,695.	

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	9,184,618.
2 Enter amount from Part I, line 27a	2	551,076.
3 Other increases not included in line 2 (itemize) ▶ ROUNDING ADJUSTMENT	3	1.
4 Add lines 1, 2, and 3	4	9,735,695.
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	9,735,695.

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 .33 CITIGROUP INC	D	05/09/11	05/10/11
b QWEST CLASS ACTION PROCEEDS	P		08/05/11
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 12.			12.
b 76.			76.
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			12.
b			76.
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	88.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	88.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	336,238.	3,478,185.	.096671
2009	173,384.	3,364,583.	.051532
2008	537,776.	5,837,928.	.092118
2007	518,587.	9,177,605.	.056506
2006	235,417.	9,661,565.	.024366

2 Total of line 1, column (d)	2	.321193
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	.064239
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,204,008.
5 Multiply line 4 by line 3	5	205,822.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	310.
7 Add lines 5 and 6	7	206,132.
8 Enter qualifying distributions from Part XII, line 4	8	25,525.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ 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 ☐ and enter 1% of Part I, line 27b		1	620.
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	620.
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	620.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	137.	
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	137.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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	483.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NJ		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		X
Website address ► N/A				
14	The books are in care of ► THE BROWN FOUNDATION	Telephone no. ►	(856) 794-4628	
Located at ► 71 W. PARK AVENUE, VINELAND, NEW JERSEY		ZIP+4 ►	08360	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►				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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No	
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

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

N/A

7b**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		0.	0.	0.

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

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

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

Form 990-PF (2011)

Part 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	See Rider Attached	1a 3,241,875.
b	Average of monthly cash balances	See Rider Attached	1b 10,925.
c	Fair market value of all other assets		1c
d	Total (add lines 1a, b, and c)		1d 3,252,800.
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 3,252,800.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4 48,792.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4		5 3,204,008.
6	Minimum investment return. Enter 5% of line 5		6 160,200.

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		1 160,200.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 620.	
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b		2c 620.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3 159,580.
4	Recoveries of amounts treated as qualifying distributions		4 0.
5	Add lines 3 and 4		5 159,580.
6	Deduction from distributable amount (see instructions)		6 0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7 159,580.

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	25,525.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	25,525.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	25,525.

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				159,580.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			4,154.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 25,525.				
a Applied to 2010, but not more than line 2a			4,154.	
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				21,371.
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				138,209.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

N/A

- ▶

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

- [illegible]

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).)

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 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE LIST ATTACHED				25,525.
Total			▶ 3a	25,525.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

THE BROWN FOUNDATION

Employer identification number

22-6083927

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☐ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

THE BROWN FOUNDATION**22-6083927****Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>BERNARD A. BROWN</u> <u>2 NORTHWOOD DRIVE</u> <u>VINELAND, NJ 08360</u>	\$ _____	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
<u>2</u>	<u>BERNARD A. BROWN</u> _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
<u>3</u>	<u>BERNARD A. BROWN</u> _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
<u>4</u>	<u>BERNARD A. BROWN</u> _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
<u>5</u>	<u>BERNARD A. BROWN</u> _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
<u>6</u>	<u>BERNARD A. BROWN</u> _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

THE BROWN FOUNDATION**22-6083927****Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	SHIRLEY G. BROWN 2 NORTHWOOD DRIVE VINELAND, NJ 08360	\$ _____	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
8	SHIRLEY G. BROWN _____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
9	SHIRLEY G. BROWN _____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
10	SHIRLEY G. BROWN _____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
11	SHIRLEY G. BROWN _____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
12	SHIRLEY G. BROWN _____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)

Name of organization THE BROWN FOUNDATION	Employer identification number 22-6083927
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	BERNARD A. BROWN 2 NORTHWOOD DRIVE VINELAND, NJ 08360	\$ 545.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
14	SHIRLEY G. BROWN 2 NORTHWOOD DRIVE VINELAND, NJ 08360	\$ 545.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

THE BROWN FOUNDATION**22-6083927****Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>1,230 SHS AMERISOURCE BERGEN</u> _____ _____ _____	\$ <u>49,323.</u>	<u>10/25/11</u>
<u>2</u>	<u>736 SHS COCA COLA</u> _____ _____ _____	\$ <u>49,397.</u>	<u>10/25/11</u>
<u>3</u>	<u>765 SHS PROCTOR & GAMBLE</u> _____ _____ _____	\$ <u>49,561.</u>	<u>10/25/11</u>
<u>4</u>	<u>652 SHS UNITED TECHNOLOGIES</u> _____ _____ _____	\$ <u>49,327.</u>	<u>10/25/11</u>
<u>5</u>	<u>725 SHS COCA COLA</u> _____ _____ _____	\$ <u>50,203.</u>	<u>12/22/11</u>
<u>6</u>	<u>296 SHS AIR PRODUCTS & CHEMICALS</u> _____ _____ _____	\$ <u>25,021.</u>	<u>12/22/11</u>

Name of organization

Employer identification number

THE BROWN FOUNDATION**22-6083927****Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>7</u>	<u>1,230 SHS AMERISOURCE BERGEN</u> _____ _____	\$ <u>49,323.</u>	<u>10/25/11</u>
<u>8</u>	<u>737 SHS COCA COLA</u> _____ _____	\$ <u>49,463.</u>	<u>10/25/11</u>
<u>9</u>	<u>765 SHS PROCTOR & GAMBLE</u> _____ _____	\$ <u>49,625.</u>	<u>10/25/11</u>
<u>10</u>	<u>652 SHS UNITED TECHNOLOGIES</u> _____ _____	\$ <u>49,327.</u>	<u>10/25/11</u>
<u>11</u>	<u>724 SHS COCA COLA</u> _____ _____	\$ <u>50,133.</u>	<u>12/22/11</u>
<u>12</u>	<u>296 SHS AIR PRODUCTS & CHEMICALS</u> _____ _____	\$ <u>25,021.</u>	<u>12/22/11</u>

Name of organization

Employer identification number

THE BROWN FOUNDATION**22-6083927****Part III**

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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

SOURCE	AMOUNT
SUN NATIONAL BANK	8.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	8.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
E.I. DUPONT	1,640.	0.	1,640.
JP MORGAN 85003	23,051.	0.	23,051.
JP MORGAN CHASE	2,000.	0.	2,000.
PROCTER & GAMBLE	4,200.	0.	4,200.
TOTAL TO FM 990-PF, PART I, LN 4	30,891.	0.	30,891.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
JP MORGAN - COMMISSIONS	964. 0.	0. 0.	964. 0.	0. 0.
TO FORM 990-PF, PG 1, LN 16B	964.	0.	964.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SUN NATIONAL BANK - FEES	60.	0.	60.	0.
JP MORGAN ACCT- FOREIGN TAX WITHHELD	44.	0.	44.	0.
JP MORGAN ACCT- FOREIGN DEPOSITARY FEE	32.	0.	32.	0.
U.S.TREASURY	100.	0.	100.	0.
TO FORM 990-PF, PG 1, LN 23	236.	0.	236.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	9,721,993.	3,438,781.
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,721,993.	3,438,781.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	6
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BERNARD A. BROWN 2 NORTHWOOD DRIVE VINELAND, NJ 08360	OFFICER 0.00	0.	0.	0.
SHIRLEY BROWN 2 NORTHWOOD DRIVE VINELAND, NJ 08360	TRUSTEE 0.00	0.	0.	0.
IRVIN J. BROWN 71 W. PARK AVENUE VINELAND, NJ 08360	TRUSTEE 0.00	0.	0.	0.
SIDNEY R. BROWN 71 W. PARK AVENUE VINELAND, NJ 08360	TRUSTEE 0.00	0.	0.	0.
JEFFREY S. BROWN 71 W. PARK AVENUE VINELAND, NJ 08360	TRUSTEE 0.00	0.	0.	0.
ANNE E. KOONS 9 NEW LONDON COURT VOORHEES, NJ 08043	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

The Brown Foundation, Inc
Form 990 PF Rider to Part XV - Grants and Contributions

22-6083927
For Period Ending 4/30/12

<u>Date</u>	<u>Name/Address</u>	<u>Purpose</u>	<u>Amount</u>
5/1/11	Shirley Mae Breast Fund P O Box 3265 Margate, NJ 08402	Charitable Endeavors	100 00
5/23/11	Jewish Federation of Cumberland County 1015 E. Park Avenue Suite B Vineland, NJ 08360	Charitable Endeavors	250 00
5/23/11	Beth Israel Congregation 1015 E. Park Avenue Vineland, NJ 08360	Charitable Endeavors	100.00
7/11/11	Beth Israel Congregation 1015 E Park Avenue Vineland, NJ 08360	Charitable Endeavors	1,500.00
7/11/11	Jewish Federation of Southern New Jersey - Katz JCC 1301 Springdale Road Cherry Hill, NJ 08003	Charitable Endeavors	10,000 00
7/22/11	The Jewish Community Voice 1301 Springdale Road, Suite 250 Cherry Hill, NJ 08003	Charitable Endeavors	100.00
7/28/11	Beth Israel Congregation 1015 E. Park Avenue Vineland, NJ 08360	Charitable Endeavors	100.00
7/28/11	Beth Israel Congregation 1015 E. Park Avenue Vineland, NJ 08360	Charitable Endeavors	500 00
9/13/11	Beth Israel Sisterhood 1015 E Park Avenue Vineland, NJ 08360	Charitable Endeavors	<u>100 00</u>
	Forward		12,750 00

The Brown Foundation, Inc
Form 990 PF Rider to Part XV - Grants and Contributions

22-6083927
For Period Ending 4/30/12

<u>Date</u>	<u>Name/Address</u>	<u>Purpose</u>	<u>Amount</u>
		Forward	12,750 00
10/6/11	Hebrew Women Benevolent Society 1868 Kings Road Vineland, NJ 08361	Charitable Endeavors	25.00
2/3/12	The Barnes Foundation 2025 Benjamin Franklin Parkway Philadelphia, PA 19130	Charitable Endeavors	1,000 00
3/8/12	Save Sacred Heart High School 15 Northeast Avenue Vineland, NJ 08360	Charitable Endeavors	10,000 00
3/23/12	Friends of MorseLife 4847 Fred Gladstone Drive West Plame Beach, NJ 33417	Charitable Endeavors	1,000 00
4/13/12	Rabbi Alfredo Winters	Charitable Endeavors	250 00
4/23/12	Dr. Rabbi Murray Kohn	Charitable Endeavors	<u>500.00</u>
	Total Carried to Main Schedule		<u><u>25,525 00</u></u>

The Brown Foundation
Form 990-PF, Rider To Part X - Minimum Investment Return

22-6083927
For Period Ending 4/30/12

Line 1(a) Average Monthly Fair Market Value of Securities

<u>MONTH</u>	<u>BEGINNING OF MONTH</u>	<u>ENDING OF MONTH</u>	<u>AVERAGES</u>
May	3,427,722	3,536,484	3,482,103
Jun	3,536,484	3,388,245	3,462,365
Jul	3,388,245	2,986,900	3,187,573
Aug	2,986,900	2,832,954	2,909,927
Sep	2,832,954	2,576,629	2,704,792
Oct	2,576,629	3,286,503	2,931,566
Nov	3,286,503	3,022,589	3,154,546
Dec	3,022,589	3,071,328	3,046,959
Jan	3,071,328	3,428,393	3,249,861
Feb	3,428,393	3,437,929	3,433,161
Mar	3,437,929	3,901,292	3,669,611
Apr	3,901,292	3,438,777	3,670,035
TOTAL			<u>38,902,496</u>
AVERAGE MONTHLY FAIR MARKET VALUE			3,241,875

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 7

NAME OF MANAGER

BERNARD A. BROWN
SHIRLEY BROWN

The Brown Foundation
Form 990-PF, Rider To Part X - Minimum Investment Return

22-6083927
For Period Ending 4/30/12

Line 1(b) Average Monthly Cash Balances

<u>MONTH</u>	<u>BEGINNING OF MONTH</u>	<u>ENDING OF MONTH</u>	<u>AVERAGES</u>
May	8,349	10,782	9,566
Jun	10,782	12,266	11,524
Jul	12,266	2,052	7,159
Aug	2,052	5,158	3,605
Sep	5,158	6,628	5,893
Oct	6,628	7,928	7,278
Nov	7,928	10,810	9,369
Dec	10,810	16,015	13,413
Jan	16,015	16,016	16,016
Feb	16,016	20,004	18,010
Mar	20,004	12,420	16,212
Apr	12,420	13,702	<u>13,061</u>
TOTAL			<u><u>131,105</u></u>
AVERAGE MONTHLY CASH VALUE			10,925

The Brown Foundation
Form 990-PF, Rider To Part II - Corporate Stock

22-6083927
For Period Ending 4/30/12

Beginning No. of Shs	Ending No. of Shs	Security	Beginning Book Value	Ending Book Value	FMV Rate	FMV
0	592	Air Products & Chemicals	0	50,042	85.49	50,610
195	195	Alcatel Lucent	49,889	49,889	1.51	294
0	2,460	AmerisourceBergen	0	98,646	37.21	91,537
30	30	AOL	3,011	3,011	25.04	751
1,000	1,000	Bristol Myers Squibb	52,176	52,176	33.37	33,370
1,018	1,018	Caterpillar	96,145	96,145	102.77	104,620
301	355	C R Bard	33,152	33,152	98.96	35,131
166	166	Centurylink	42,966	42,966	38.56	6,401
1,333	133	Citigroup	55,658	55,658	33.05	4,396
0	2,922	Coca Cola	0	199,196	76.32	223,007
1,244	1,244	ConocoPhillips	99,993	99,993	71.63	89,108
1,000	1,000	E I DuPont de Nemours	55,257	55,257	53.46	53,460
600	600	EMC	33,810	33,810	28.21	16,926
2,000	2,000	JP Morgan Chase	73,050	73,050	42.98	85,960
400	400	L.M. Ericsson Telephone	46,500	46,500	10.00	4,000
58	58	LSI Logic	10,878	10,878	8.04	466
2,000	3,529	Procter & Gamble	38,138	137,324	63.64	224,586
3,836	3,836	South Jersey Industries	204,593	204,593	49.25	188,923
663,112	663,112	Sun Bancorp	8,030,962	8,030,962	2.89	1,916,394
2,822	2,822	Texas Instruments	99,998	99,998	31.94	90,135
526	1,052	The Estee Lauder	41,972	41,972	65.35	68,748
333	333	Time Warner	43,274	43,274	37.48	12,481
83	83	Time Warner Cable	15,152	15,152	80.45	6,677
0	1,304	United Technologies	0	98,654	81.64	106,459
875	875	Vodafone Group PLC	49,695	49,695	27.82	24,343
Totals			9,176,269	9,721,993		3,438,781