20201111

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning 06/01/11 , and ending 05/31/12

Name of foundation
BROWNSVILLE FOUNDATION FOR HEALTH AND EDUCATION

A Employer identification number
74-1818930

Number and street (or P O box number if mail is not delivered to street address)
C/O WELLS FARGO, PO BOX 41629

Room/suite

B Telephone number (see instructions)

City or town, state, and ZIP code
AUSTIN TX 78704-9926

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 change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E 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) ▶ $ 6,913,191

J Accounting method ☐ Cash [X] 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) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc , received (attach schedule)				
2 Check ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	60,893	60,893		
4 Dividends and interest from securities	130,536	130,536		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10 Stmt 1	1,298,730			
b Gross sales price for all assets on line 6a 4,970,337				
7 Capital gain net income (from Part IV, line 2)		4,132		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns & 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	1,490,159	195,561	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) Stmt 2	42,320			42,320
17 Interest				
18 Taxes (attach schedule) (see instructions) Stmt 3	4,801			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (att. sch) Stmt 4	15,897			6,000
24 **Total operating and administrative expenses.** Add lines 13 through 23	63,018	0	0	48,320
25 Contributions, gifts, grants paid	315,121			315,121
26 **Total expenses and disbursements.** Add lines 24 and 25	378,139	0	0	363,441
27 Subtract line 26 from line 12				
a **Excess of revenue over expenses and disbursements**	1,112,020			
b **Net investment income** (if negative, enter -0-)		195,561		
c **Adjusted net income** (if negative, enter -0-)			0	

RECEIVED OCT 22 2012 OGDEN, UT IRS-OSC

SCANNED OCT 25 2012

15

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			
2	Savings and temporary cash investments	105,536	184,231	184,232
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (att schedule) ▶			
	Less allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges	1,383	577	577
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule) See Stmt 5	5,827,201	6,860,796	6,720,107
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule) See Statement 6	7,739	8,275	8,275
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	5,941,859	7,053,879	6,913,191
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 ▶)			
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.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
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	5,941,859	7,053,879	
30	**Total net assets or fund balances** (see instructions)	5,941,859	7,053,879	
31	**Total liabilities and net assets/fund balances** (see instructions)	5,941,859	7,053,879	

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	5,941,859
2	Enter amount from Part I, line 27a	2	1,112,020
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	7,053,879
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,053,879

DAA

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				
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	4,132			4,132
b				
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				4,132
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	4,132
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	

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	457,915	6,837,649	0.066970
2009	254,309	6,587,390	0.038605
2008			
2007			
2006			

2 **Total** of line 1, column (d)	2	0.105575
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	0.052788
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6,811,323
5 Multiply line 4 by line 3	5	359,556
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,956
7 Add lines 5 and 6	7	361,512
8 Enter qualifying distributions from Part XII, line 4	8	363,441

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	1,956
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	1,956
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	1,956
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,533		
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	2,533
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	577
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 577 **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?	1a		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)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
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	2		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	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		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?	6	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	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
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 ▶ WELLS FARGO BANK, NA Telephone no ▶ 512-424-0126
PO BOX 41629
Located at ▶ AUSTIN TX ZIP+4 ▶ 78704

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

			Yes	No
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		X
	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?	☐ 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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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?	☐ Yes ☒ 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)	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 ▶ 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?	☐ 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		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

DAA

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)? 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 (No)

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAVID GARZA AUSTIN C/O WELLS FARGO BANK PO BOX 41629 TX 78704-9926	CHAIRMAN 0.25	0	0	0
RENATO E CARDENAS AUSTIN C/O WELLS FARGO BANK PO BOX 41629 TX 78704-9926	VICE-CHAIR 0.25	0	0	0
ANTONIO M DIAZ, MD AUSTIN C/O WELLS FARGO BANK PO BOX 41629 TX 78704-9926	SEC-TREAS 0.25	0	0	0
CHAD HAINLEY AUSTIN C/O WELLS FARGO BANK PO BOX 41629 TX 78704-9926	MEMBER 0.25	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

DAA

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		
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 SUPPORT OF PROGRAMS IN HEALTH AND/OR EDUCATION FOR EIGHTEEN 501(c)(3) ORGANIZATIONS AND SIX SCHOOLS.	315,121
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 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

DAA

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	6,917,625
b	Average of monthly cash balances	1b	241,373
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	7,158,998
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	7,158,998
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions) See Statement 7	4	347,675
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,811,323
6	**Minimum investment return.** Enter 5% of line 5	6	340,566

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	340,566
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,956		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,956
3	Distributable amount before adjustments Subtract line 2c from line 1			3	338,610
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	338,610
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	338,610

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	363,441
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	363,441
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	1,956
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	361,485

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					338,610
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only					
b Total for prior years 20 ____ , 20 ____ , 20 ____					
3 Excess distributions carryover, if any, to 2011					
a From 2006					
b From 2007					
c From 2008					
d From 2009					
e From 2010	47,201				
f **Total** of lines 3a through e		47,201			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 363,441					
a Applied to 2010, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions)					
c Treated as distributions out of corpus (Election required—see instructions)					
d Applied to 2011 distributable amount					338,610
e Remaining amount distributed out of corpus		24,831			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		72,032			
b Prior years' undistributed income Subtract line 4b from line 2b					
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					
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					0
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)					
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		72,032			
10 Analysis of line 9					
a Excess from 2007					
b Excess from 2008					
c Excess from 2009					
d Excess from 2010	47,201				
e Excess from 2011	24,831				

DAA

Part XIV Private Operating Foundations (see 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 ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 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

UNITED WAY
634 E LEVEE BROWNSVILLE TX 78520

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

SEE COPY OF APPLICATION, ATTACHED.

c Any submission deadlines

JANUARY 31ST

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

SEE COPY OF GRANT APPLICATION, ATTACHED.

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 Statement 8				315,121
Total			▶ 3a	315,121
b Approved for future payment				
N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	60,893	
4 Dividends and interest from securities			14	130,536	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	4,132	1,294,598
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		195,561	1,294,598

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,490,159

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

DAA

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

			Yes	No
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 of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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
N/A		

Sign Here

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

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Laurie Atteberry VP 10-12-12 ▶ VP

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed
Susana Reynoso, CPA	Susana Reynoso CPA	10-5-12	
Firm's name ▶ Long Chilton, LLP		PTIN	P01219810
Firm's address ▶ 3125 Central Blvd Brownsville, TX 78520		Firm's EIN ▶	74-1154721
		Phone no	956-546-1655

DAA

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description: Whom Sold	Date Acquired	Date Sold	Sale Price	How Received	Cost	Expense	Depreciation	Net Gain / Loss
500 AFLAC	5/29/09	9/07/11	$ 17,800	Purchase	$ 17,528	$	$	$ 272
1159 ABBOTT LABORATORIES	11/16/06	4/18/12	69,921	Purchase	56,006			13,915
100 AMAZON	11/03/10	4/18/12	19,201	Purchase	16,370			2,831
9451.796 ARTIO GLOBAL HIGH INCOME-I	5/24/11	4/18/12	91,210	Purchase	100,000			-8,790
100M BB&T CORPORATION 3.95%	8/13/10	4/18/12	108,364	Purchase	105,377			2,987
3165 CVS/CAREMARK CORPORATION	Various	4/18/12	138,280	Purchase	59,486			78,794
300 CARNIVAL CORP	11/03/10	4/18/12	9,591	Purchase	13,083			-3,492
200 CELGENE CORP COM	10/22/08	4/18/12	15,840	Purchase	10,749			5,091
1743 CHEVRON CORP	3/16/00	4/18/12	180,152	Purchase	58,580			121,572
1875 ECOLAB INC	10/25/00	4/18/12	117,110	Purchase	34,577			82,533
1400 EMERSON ELECTRIC CO	Various	4/18/12	70,827	Purchase	50,707			20,120
1375 EXXON MOBIL CORPORATION	3/28/94	4/18/12	117,780	Purchase	22,378			95,402
600 FASTENAL CO	11/03/10	4/18/12	29,105	Purchase	15,834			13,271
175M FED FARM CREDIT BK 2.5%	3/31/09	4/18/12	178,535	Purchase	175,581			2,954
250M FED HOME LN BK 2.25%	3/31/09	4/13/12	250,000	Purchase	252,132			-2,132
200M GENERAL ELEC CAP COR 3.75%	7/14/10	4/18/12	211,490	Purchase	205,832			5,658
1283 GILEAD SCIENCES INC	Various	4/18/12	59,851	Purchase	25,679			34,172
86 GOLDMAN SACHS GROUP INC	4/23/09	4/18/12	9,892	Purchase	10,454			-562

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
500 HEWLETT PACKARD CO	11/03/10	9/07/11	Purchase	$ 12,032	$ 21,724	$	$	$ -9,692
200 HEWLETT PACKARD CO	10/22/08	9/07/11	Purchase	4,813	7,204			-2,391
1000 HOME DEPOT INC	8/24/95	9/07/11	Purchase	32,707	9,244			23,463
1000 HONEYWELL INTERNATIONAL INC	Various	4/18/12	Purchase	58,519	36,940			21,579
200 INTERCONTINENTAL EXCHANGE INC	5/29/09	4/18/12	Purchase	26,095	21,519			4,576
500 INTERNATIONAL BUSINESS MACHS COR	7/31/03	4/18/12	Purchase	100,308	40,750			59,558
1200 ISHARES TR FTSE XINHAU HK CHINA	Various	7/18/12	Purchase	44,857	39,131			5,726
400 ISHARES TR MSCI EMERGING MARKETS	6/29/07	4/18/12	Purchase	16,788	17,575			-787
1500 ISHARES S&P LATIN AMERICA 40	Various	4/18/12	Purchase	68,249	65,799			2,450
600 ISHARES NASDAQ BIOTECH INDES	Various	4/18/12	Purchase	71,428	44,888			26,540
1000 ISHARES TR COHEN & STEERS REALT	11/11/09	4/18/12	Purchase	76,159	48,850			27,309
4366.812 IVY ASSET STRATEGY FD CL I	10/19/11	4/18/12	Purchase	112,489	100,000			12,489
200 JACOBS ENGR GROUP INC	4/23/09	10/06/11	Purchase	6,898	8,834			-1,936
800 JOHNSON & JOHNSON	Various	9/07/11	Purchase	52,249	51,358			891
700 KELLOGG CO	Various	9/07/11	Purchase	37,988	35,035			2,953
300 L-3 COMMUNICATIONS CORP COM	Various	7/13/11	Purchase	25,455	21,504			3,951
2836 LAUDUS MONDRIAN INTL FI-INST 29	7/13/10	4/18/12	Purchase	33,039	31,706			1,333
158 MICROSOFT CORP	11/03/10	4/18/12	Purchase	4,907	4,327			580

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
400 NEXTERA ENERGY INC	8/16/06	4/18/12	Purchase	$ 25,135	$ 17,512	$	$	$ 7,623
1125 PEPSICO INC	7/31/03	4/18/12	Purchase	74,440	51,761			22,679
4595.588 PIMCO EMERGING LOCAL BOND I	5/24/11	4/18/12	Purchase	49,081	50,000			-919
3000 POWERSHARES DB COMMODITY INDEX	Various	4/18/12	Purchase	83,578	73,747			9,831
3000 POWERSHARES LISTED PRIVATE EQUI	10/19/11	4/18/12	Purchase	27,209	24,870			2,339
600 PRAXAIR INC COM	Various	4/18/12	Purchase	68,338	34,694			33,644
100 PRECISION CASTPARTS CORP	11/03/10	4/18/12	Purchase	17,242	14,099			3,143
1100 PROCTER & GAMBLE CO	Various	4/18/12	Purchase	73,533	65,166			8,367
2500 SPDR S&P ETF TRUST	Various	4/18/12	Purchase	346,018	251,964			94,054
2100 SPDR S&P MIDCAP 400 ETF TRUST	Various	4/18/12	Purchase	372,616	207,778			164,838
400 SCHEIN HENRY INC	11/16/06	2/24/12	Purchase	29,896	20,408			9,488
80 SCHLUMBERGER LTD	5/29/09	4/18/12	Purchase	5,560	4,568			992
500 AMEX HEALTH CARE SPDR	8/27/04	4/18/12	Purchase	18,500	14,790			3,710
1000 AMEX ENERGY SELECT SPDR	Various	4/18/12	Purchase	69,008	48,188			20,820
1000 AMEX FINANACIAL SELECT SPDR	4/23/09	4/18/12	Purchase	15,300	10,608			4,692
2375 STATE STREET CORP	12/29/99	4/18/12	Purchase	105,994	86,611			19,383
17300 ELEMENTS ROGERS TOTAL RETURN	Various	4/18/12	Purchase	148,777	143,116			5,661
1800 TARGET CORP	Various	9/07/11	Purchase	90,837	54,447			36,390

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description / Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
21222.411 TEMPLETON GLOBAL BD FD-ADV	5/16/08	4/18/12	Purchase	$ 275,042	$ 250,000	$	$	$ 25,042
200M TOYOTA MOTOR CREDIT 3.2%	7/14/10	4/18/12	Purchase	213,242	205,226			8,016
300 TRACTOR SUPPLY CO COM	11/03/10	4/18/12	Purchase	29,756	11,872			17,884
1400 TRAVELERS COS INC	Various	9/07/11	Purchase	69,971	51,151			18,820
800 UNITED TECHNOLOGIES CORP	7/31/03	4/18/12	Purchase	64,743	30,165			34,578
300 VANGUARD PACIFIC ETF	2/08/06	4/18/12	Purchase	15,567	18,425			-2,858
64 VANGUARD REIT VIPER	8/16/06	4/18/12	Purchase	4,054	4,305			-251
600 VISA INC-CLASS A SHRS	Various	4/18/12	Purchase	73,216	37,550			35,666
1000 WALMART STORES	Various	4/18/12	Purchase	61,949	12,802			49,147
300 ACCENTURE PLC	11/03/10	4/18/12	Purchase	19,047	13,602			5,445
599 COOPER INDUSTRIES PLC NEW IRELAN	Various	4/18/12	Purchase	37,004	25,035			11,969
FROM K-1 #32-6042243	Various	Various	Purchase		406			-406
FROM K-1 #32-6042243	Various	Various	Purchase	1,623				1,623
Total				$ 4,966,205	$ 3,671,607	$ 0	$ 0	$ 1,294,598

Federal Statements

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ADMINISTRATIVE FEES	$ 40,800	$	$	$ 40,800
TAX PREPARATION	1,520			1,520
Total	$ 42,320	$ 0	$ 0	$ 42,320

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAX PAID ON DIVIDENDS	$ 2,845	$	$	$
CURRENT YEAR EXCISE TAX	1,956			
Total	$ 4,801	$ 0	$ 0	$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
INSURANCE	9,316			
UNITED WAY MANAGEMENT FEE	6,000			6,000
MISCELLANEOUS	-155			
FROM K-1 74-1818930	736			
Total	$ 15,897	$ 0	$ 0	$ 6,000

Federal Statements

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	$ 5,827,201	$ 6,860,796	Cost	$ 6,720,107
Total	$ 5,827,201	$ 6,860,796		$ 6,720,107

Statement 6 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
INCR IN INVEST IN DB COMMODITY FD	$ 7,739	$ 8,275	Cost	$ 8,275
Total	$ 7,739	$ 8,275		$ 8,275

Statement 7 - Form 990-PF, Part X, Line 4 - Cash Deemed Held - Greater Amount Explanation

Description	Amount
5-yr average of funding of charitable activities	347,675
Total	347,675

Federal Statements

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or $5,000

Name of Manager	Amount
NONE	$
Total	$ 0

Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

Name of Manager	Amount
NONE	$
Total	$ 0

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

SEE COPY OF APPLICATION, ATTACHED.

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

JANUARY 31ST

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

SEE COPY OF GRANT APPLICATION, ATTACHED.

Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
UNITED WAY OF CAMERON CO BROWNSVILLE TX 78520	1034 E LEVEE ST		SUPPORT HEALTH/EDUCATION	95,911
BRO ADULT LITERACY CENTER BROWNSVILLE TX 78520	1235 E JEFFERSON		SUPPORT EDUCATION	14,955
TEACH FOR AMERICA MCALLEN TX 78501	1006 S 10TH ST		SUPPORT EDUCATION	15,000
UNIVERSITY OF TEXAS AT BROWNSVILLE BROWNSVILLE TX 78521	80 FT BROWN		SUPPORT EDUCATION	16,000
TIP OF TX FAMILY OUTREACH BROWNSVILLE TX 78521	164-B OAK ST		SUPPORT HEALTH/EDUCATION	5,000
BOYS/GIRLS CLUB OF LOS FRESNOS LOS FRESNOS TX 78566	100 W 3RD ST		SUPPORT EDUCATION	3,846
BOYS/GIRLS CLUB OF LAGUNA MADRE PORT ISABEL TX 78578	190 PART ROAD		SUPPORT EDUCATION	5,000
CHILDREN'S MUS OF B'VILLE BROWNSVILLE TX 78523	PO BOX 3762		SUPPORT EDUCATION	500
HISTORIC B'VILLE MUSEUM BROWNSVILLE TX 78520	641 E MADISON		SUPPORT EDUCATION	8,500
EPISCOPAL DAY SCHOOL BROWNSVILLE TX 78520	34 N CORIA		SUPPORT EDUCATION	10,000
GUADALUPE MIDDLE SCHOOL BROWNSVILLE TX 78520	1214 LINCOLN		SUPPORT EDUCATION	12,500
FIRST TEE RANCHO VIEJO TX 78575	1100 AVENIDA TESORO		SUPPORT EDUCATION	2,000
VALLEY AIDS COUNCIL HARLINGEN TX 78550	418 E TYLER, STE A		SUPPORT HEALTH	1,626
CAMERON CO CHILDRN ADVOC BROWNSVILLE TX 78523	PO BOX 5418		SUPPORT HEALTH	2,580
COMM DEV CORP OF B'VILLE BROWNSVILLE TX 78520	901 E LEVEE		SUPPORT EDUCATION	10,000
OZANAM CENTER BROWNSVILLE TX 78521	656 N MINNESOTA AVE		SUPPORT HEALTH/EDUCATION	11,000
COMMUNITIES IN SCHOOLS BROWNSVILLE TX 78520	700 EAST LEVEE		SUPPORT EDUCATION	10,100
RGV EDUCATIONAL BROADCASTING SYSTEM HARLINGEN TX 78550	1701 N TENNESSEE		SUPPORT EDUCATION	12,978
WORKFORCE SOLUTIONS BROWNSVILLE TX 78521	5636 SOUTHMOST ROAD		SUPPORT EDUCATION	5,000

Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship / Status	Purpose	Amount
GIRL SCOUTS OF GREATER SOUTH TX HARLINGEN TX 78550	202 EAST MADISON	SUPPORT EDUCATION	27,625
IDEA PUBLIC SCHOOLS BROWNSVILLE TX 78521	2800 SOUTH DAKOTA AVE	SUPPORT EDUCATION	10,000
INCARNATE WORD ACADEMY BROWNSVILLE TX 78520	244 RESACA BLVD	SUPPORT EDUCATION	10,000
BROWNSVILLE ISD BROWNSVILLE TX 78521	1900 EAST PRICE ROAD	SUPPORT EDUCATION	15,000
BROWNSVILLE MUSEUM OF FINE ARTS BROWNSVILLE TX 78520	600 RINGGOLD ST	SUPPORT EDUCATION	10,000
Total			315,121

74-1818930 **Federal Statements**

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
INTEREST INCOME	$ 60,838		14		
FROM K-1 74-1818930	55		14		
Total	$ 60,893				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
MUTUAL FUNDS	$ 85,051		14		
SECURITIES	45,485		14		
Total	$ 130,536				