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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 07-01-2011, and ending 06-30-2012

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

Name of foundation: BEHMANN BROTHERS FOUNDATION. A Employer identification number: 74-2146739. B Telephone number: (361) 852-8223. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 6,334,570.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (lines 1-12) and Operating and Administrative Expenses (lines 13-26), ending with Excess of revenue over expenses and disbursements (line 27).

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	47,475	41,674	41,674	
	2 Savings and temporary cash investments	369,984	903,097	903,097	
	3 Accounts receivable <input type="checkbox"/> <u>1,014</u>				
	Less allowance for doubtful accounts <input type="checkbox"/> _____		1,014	1,014	
	4 Pledges receivable <input type="checkbox"/> _____				
	Less allowance for doubtful accounts <input type="checkbox"/> _____				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7 Other notes and loans receivable (attach schedule) <input type="checkbox"/> _____				
	Less allowance for doubtful accounts <input type="checkbox"/> _____				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	5,514,112	4,701,520	4,516,853	
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis <input type="checkbox"/> _____				
Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____					
12 Investments—mortgage loans					
13 Investments—other (attach schedule)					
14 Land, buildings, and equipment basis <input type="checkbox"/> <u>1,152,160</u>					
Less accumulated depreciation (attach schedule) <input type="checkbox"/> <u>1,808</u>	1,151,197 <input type="checkbox"/>	1,150,352	871,932		
15 Other assets (describe <input type="checkbox"/> _____)	<input type="checkbox"/> 141,198 <input type="checkbox"/>	<input type="checkbox"/> 141,198			
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	7,223,966	6,938,855	6,334,570		
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)	573,169 <input type="checkbox"/>	524,813		
	22 Other liabilities (describe <input type="checkbox"/> _____)				
23 Total liabilities (add lines 17 through 22)	573,169	524,813			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	2,068,595	2,068,595		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	4,582,202	4,345,447		
	29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see page 17 of the instructions)	6,650,797	6,414,042			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,223,966	6,938,855			

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	6,650,797
2	Enter amount from Part I, line 27a	2	-236,755
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> _____	3	
4	Add lines 1, 2, and 3	4	6,414,042
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,414,042

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 Additional Data Table			
b			
c			
d			
e			

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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 See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	494
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	1,969

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	315,528	5,952,923	0 05300
2009	290,545	5,374,789	0 05406
2008	303,693	6,235,737	0 04870
2007	371,998	8,508,944	0 04372
2006	412,004	8,675,036	0 04749

2 Total of line 1, column (d).	2	0 24697
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 04940
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	6,036,156
5 Multiply line 4 by line 3.	5	298,156
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	601
7 Add lines 5 and 6.	7	298,757
8 Enter qualifying distributions from Part XII, line 4.	8	295,285

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 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	1,201
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	
3	Add lines 1 and 2.	3	1,201
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	1,201
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	
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	
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	15
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,216
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		No
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>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (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>		No
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>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		No
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>		No
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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> TX _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW BEHMANNBROTHERSFOUNDATION ORG	13	Yes	
14 The books are in care of KDNC LLC Telephone no (361) 852-8223 Located at 5151 FLYNN PARKWAY 604 CORPUS CHRISTI TX ZIP+4 784114394			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country			

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

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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? 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 page 22 of the 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 page 22 of the instructions)? **5b** Yes No
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? 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** Yes 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? **7b** Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

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

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

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

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

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

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 _____	
2 _____	
3 _____	
4 _____	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 _____	
2 _____	
3 All other program-related investments. See page 24 of the instructions _____	

Total. Add lines 1 through 3. ▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	5,117,287
b	Average of monthly cash balances.	1b	681,112
c	Fair market value of all other assets (see page 24 of the instructions).	1c	878,669
d	Total (add lines 1a, b, and c).	1d	6,677,068
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	548,991
3	Subtract line 2 from line 1d.	3	6,128,077
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	91,921
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,036,156
6	Minimum investment return. Enter 5% of line 5.	6	301,808

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

1	Minimum investment return from Part X, line 6.	1	301,808
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	1,201
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,201
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	300,607
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	300,607
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	300,607

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	295,285
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	295,285
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	295,285

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				300,607
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.				779
e From 2010.				19,888
f Total of lines 3a through e.	20,667			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>295,285</u>				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).	0			
d Applied to 2011 distributable amount.				295,285
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	5,322			5,322
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	15,345			
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 page 27 of the instructions.				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	15,345			
10 Analysis of line 9				
a Excess from 2007.				
b Excess from 2008.				
c Excess from 2009.				
d Excess from 2010.				15,345
e Excess from 2011.				

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

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

b Check box to indicate whether the organization 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 organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

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

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

CHARLES L KOSAREK
 PO BOX 271486
 CORPUS CHRISTI, TX 784271486
 (361) 852-8223

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

SPECIAL GRANT REQUEST FORM CAN BE OBTAINED FROM WEBSITE

c Any submission deadlines

MAY 1

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

ORGANIZATIONS MUST BE LOCATED IN THE TEXAS COUNTIES OF NUECES, ARANSAS, BEE, JIM WELLS, KLEBERG, LIVE OAK, REFUGIO AND SAN PATRICIO

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 <i>Paid during the year</i> See Additional Data Table				
Total				3a 284,130
b <i>Approved for future payment</i>				
Total				3b

TY 2011 Accounting Fees Schedule

Name: BEHMANN BROTHERS FOUNDATION

EIN: 74-2146739

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
KDNC, LLC-(SEE NOTE ATTACHED)	8,100	7,100	0	1,000

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Depreciation Schedule

Name: BEHMANN BROTHERS FOUNDATION

EIN: 74-2146739

Software ID: 11000144

Software Version: 2011v1.2

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER & PRINTER	2010-08-12	2,368	474	53	32 00 %	758			
Shredder	2010-06-25	108	46	53	22 80 %	25			
Satellite Dish & Convtr	2008-06-05	534	443	53	11 52 %	62			

TY 2011 General Explanation Attachment

Name: BEHMANN BROTHERS FOUNDATION

EIN: 74-2146739

Software ID: 11000144

Software Version: 2011v1.2

Identifier	Return Reference	Explanation
		Notes to Statement 1Form 990-PF, Part I, Line 16bAccounting Fees* For recording of accounting records and preparation of Form 990-PF, review of proposed donations to exempt charities and processing and mailing of checks to charities Notes to Statement 6Form 990-PF, Part II, Line 15Other Assets** Cost Basis at time all Corpus was Received by Foundation

TY 2011 Land, Etc. Schedule

Name: BEHMANN BROTHERS FOUNDATION

EIN: 74-2146739

Software ID: 11000144

Software Version: 2011v1.2

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Land	1,149,150		1,149,150	870,730
Machinery and Equipment	3,010	1,808	1,202	1,202

TY 2011 Mortgages and Notes Payable Schedule

Name: BEHMANN BROTHERS FOUNDATION

EIN: 74-2146739

Software ID: 11000144

Software Version: 2011v1.2

Total Mortgage Amount: 524813

Item No.	1
Lender's Name	Putt Hill Investments Inc
Lender's Title	
Relationship to Insider	
Original Amount of Loan	
Balance Due	
Date of Note	
Maturity Date	
Repayment Terms	
Interest Rate	
Security Provided by Borrower	
Purpose of Loan	
Description of Lender Consideration	
Consideration FMV	

TY 2011 Other Assets Schedule

Name: BEHMANN BROTHERS FOUNDATION

EIN: 74-2146739

Software ID: 11000144

Software Version: 2011v1.2

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
2 Less Accumulated Depletion	-87,302	-87,302	
1 Oil & Gas Royalties **(see notes)	228,500	228,500	

TY 2011 Other Expenses Schedule

Name: BEHMANN BROTHERS FOUNDATION

EIN: 74-2146739

Software ID: 11000144

Software Version: 2011v1.2

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Web Page	23			23
Rental Expenses	32,316	32,316		
Rent - P O Box	124	124		
Public Notice and Postage	45			45
Office Supplies	325	325		
Meetings & Seminar Expense	633	633		
Internet	961	961		
Insurance	2,557	2,557		
Dues & Subscriptions	40	40		
CONTRACT LABOR	787			787
Bank Charges	95	95		
Auto Expense	1,550	1,550		

TY 2011 Other Professional Fees Schedule

Name: BEHMANN BROTHERS FOUNDATION

EIN: 74-2146739

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Broker Fees	20,673	20,673	0	0

TY 2011 Taxes Schedule

Name: BEHMANN BROTHERS FOUNDATION

EIN: 74-2146739

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	2,934	2,934		
INCOME TAX-990-PF	1,532		1,532	
FOREIGN TAXES PAID	47	47		

Additional Data

Software ID: 11000144

Software Version: 2011v1.2

EIN: 74-2146739

Name: BEHMANN BROTHERS FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
LITIGATION PROCEEDS-VARIOUS	P	2000-01-01	2012-06-30
CAPITAL GAIN DIVIDENDS-VARIOUS	P	2000-01-01	2012-06-30
BANC AMER FDG CORP	P	2009-10-21	2011-12-25
CWALT INC	P	2011-06-23	2011-12-25
BANC AMER FDG CORP	P	2009-10-21	2012-06-25
197 SH UNION PACIFIC	P	2008-09-16	2012-06-14
150 SH EXXON MOBIL CORP	P	2012-06-14	2012-06-14
CWALT INC	P	2011-06-23	2012-06-25
CWALT INC	P	2011-06-23	2012-05-25
21118 855 SH AMERICAN CAPITAL INCOME BUILDER	P	2011-05-31	2012-06-04
908 109 SH AMERICAN CAPITAL INCOME BUILDER	P	2011-06-20	2012-06-04

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,039			1,039
68,730			68,730
4,536		4,252	284
13,757		13,055	702
4,334		4,063	271
22,071		6,257	15,814
12,022		10,748	1,274
1,792		1,701	91
10,193		9,673	520
1,035,457		1,123,161	-87,704
44,525		45,052	-527

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,039
			68,730
			284
			702
			271
			15,814
			1,274
			91
			520
			-87,704
			-527

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JEFFREY D CLARK 3413 STONECREST GRAPEVINE, TX 76051	Director 0 00	300		
Sherry Kosarek 329 CR 170 GEORGE WEST, TX 78022	Secretary 0 00	0		
Karen K Clark 3413 Stonecrest Grapevine, TX 76051	Vice President 0 00	300		
T Mark Anderson 341 University Place Corpus Christi, TX 78412	Director 0 00	300		
Willie J Kosarek 5151 Flynn Parkway 604 Corpus Christi, TX 78411	Treasurer 0 00	300		
John Lloyd Bluntzer Route 1 Box 132 Corpus Christi, TX 78380	Director 0 00	300		
Charles L Kosarek Jr 329 CR 170 GEORGE WEST, TX 78022	President 20 00	36,300		

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
COASTEAL BEND ALCOHOL AND DRUG REHABILITPO BOX 4669 CORPUS CHRISTI, TX 78469	None	PUBLIC	SUPPORT PROGRAMS	1,000
SPECIAL OLYMPICS4639 CORONA DR CORPUS CHRISTI, TX 78411	None	PUBLIC	SUPPORT PROGRAMS	2,000
MIRACLE LEAGUE OF CORPUS CHRISTIPO BOX 531 CORPUS CHRISTI, TX 78403	None	PUBLIC	SUPPORT PROGRAMS	1,000
GIRL SCOUTS OF GREATER SOUTH TEXAS711 N CARANCAHUA CORPUS CHRDISTI, TX 78401	None	PUBLIC	SUPPORT PROGRAMS	3,000
CORPUS CHRISTI PREGNANCY CENTER4730 EVERHART RD CORPUS CHRISTI, TX 78411	None	PUBLIC	SUPPORT PROGRAMS	3,000
CORPUS CHRISTI METRO MINISTRIES INC1919 LEOPARD CORPUS CHRISTI, TX 78408	None	PUBLIC	SUPPORT PROGRAMS	3,000
CITIZENS PROM MED ELCELL-OATH PROGRAM405 NORTH ADAMS BEEVILLE, TX 78102	None	PUBLIC	SUPPORT PROGRAMS	5,000
BOYS & GIRLS CLUB OF ALICEPO BOX 889 ALICE, TX 78333	None	PUBLIC	SUPPORT PROGRAMS	1,000
CESAR KLEBERG WILDLIFE RESEARCH INSTITUT700 UNIVERSITY BLVD MSC218 KINGSVILLE, TX 78363	None	PUBLIC	SUPPORT PROGRAMS	4,000
TEXAS VETERINARY MEDICAL FOUNDATION8104 EXCHANGE DR AUSTIN, TX 78754	None	PUBLIC	SUPPORT PROGRAMS	2,000
MOMENTUM TEXAS INC1402 CORINTH DR STE 115 DALLAS, TX 75215	None	PUBLIC	SUPPORT PROGRAMS	2,000
KINGS CROSSING CHURCH OF CHRIST5901 YORKTOWN BLVD CORPUS CHRISTI, TX 78414	None	PUBLIC	BUILDING PROGRAM	5,000
AMERICAN RED CROSS-COASTAL BENDPO BOX 3429 CORPUS CHRISTI, TX 78463	None	PUBLIC	SUPPORT PROGRAMS	1,000
TEXAS A&M UNIVERSITY-KINGSVILLE700 UNIVERSITY BLVD MSC173 KINGSVILLE, TX 78363	None	PUBLIC	SCHOLARSHIPS	8,000
TEXAS A&M HEALTH SCIENCE CENTER FOUNDATI1010 WEST AVENUE B KINGSVILLE, TX 78363	None	PUBLIC	SUPPORT PROGRAMS	5,000
GOOD SAMARITAN RESCUE MISSIONPO BOX 65 CORPUS CHRISTI, TX 78403	None	PUBLIC	SUPPORT PROGRAMS	7,000
ANNAPOLIS CHRISTIAN ACADEMY3875 SOUTH STAPLES CORPUS CHRISTI, TX 78411	None	PUBLIC	SUPPORT PROGRAMS	3,000
ST GEORGE CATHOLIC CHURCH PO BOX 580 GEORGE WEST, TX 78022	None	PUBLIC	SUPPORT PROGRAMS	1,500
YWCA OF CORPUS CHRISTI4601 CORONA DRIVE CORPUS CHRISTI, TX 78411	None	PUBLIC	SUPPORT PROGRAMS	5,000
YMCA OF THE COASTAL BEND417 SOUTH UPPER BROADWAY CORPUS CHRISTI, TX 78401	None	PUBLIC	SUPPORT PROGRAMS	5,000
WOMENS SHELTER OF SOUTH TEXASPO BOX 3368 CORPUS CHRISTI, TX 78463	None	PUBLIC	SUPPORT PROGRAMS	7,000
TEXAS STATE AQUARIUM ASSOCIATION2710 NORTH SHORELINE BLVD CORPUS CHRISTI, TX 78402	None	PUBLIC	SUPPORT PROGRAMS	7,500
TEXAS AGRILIFE RESEARCH 10345 HIGHWAY 44 CORPUS CHRISTI, TX 78406	None	PUBLIC	SUPPORT PROGRAMS	30,000
TEXAS AGRILIFE EXTENSION SERVICE10345 HIGHWAY 44 CORPUS CHRISTI, TX 78406	None	PUBLIC	SUPPORT PROGRAMS	30,000
TEXAS A&M UNIVERSITY-CORPUS CHRISTI6300 OCEAN DRIVE UNIT 5741 CORPUS CHRISTI, TX 78412	None	PUBLIC	SCHOLARSHIPS	20,000
THE SALVATION ARMY CC TXPO BOX 2507 CORPUS CHRISTI, TX 78403	None	PUBLIC	SUPPORT PROGRAMS	5,000
RONALD MC DONALD HOUSE CHARITIES OF CORP3402 FORT WORTH STREET CORPUS CHRISTI, TX 78411	None	PUBLIC	SUPPORT PROGRAMS	1,000
PALMER DRUG ABUSE PROGRAM 3104 SOUTH ALAMEDA CORPUS CHRISTI, TX 78404	None	PUBLIC	SUPPORT PROGRAMS	5,000
GOODWILL INDUSTRIES OF SOUTH TEXAS INC2961 SOUTH PORT AVE CORPUS CHRISTI, TX 78405	None	PUBLIC	SUPPORT PROGRAMS	1,000
DRISCOLL CHILDRENS HOSPITAL 3533 SOUTH ALAMEDA STREET CORPUS CHRISTI, TX 78411	None	PUBLIC	SUPPORT PROGRAMS	7,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DEL MAR COLLEGE FOUNDATION INC101 BALDWIN BLVD CORPUS CHRISTI, TX 78404	None	PUBLIC	SCHOLARSHIPS	20,000
CORPUS CHRISTI AREA COUNCIL FOR THE DEAF5151 MCARDLE ROAD CORPUS CHRISTI, TX 78411	None	PUBLIC	SUPPORT PROGRAMS	1,000
CHRISTUS SPOHN HEALTH SYSTEM FOUNDATION600 ELIZABETH STREET CORPUS CHRISTI, TX 78404	None	PUBLIC	SUPPORT PROGRAMS	7,000
CAMP ARANZASU INC5420 FM 1781 ROCKPORT, TX 78382	None	PUBLIC	SUPPORT PROGRAMS	3,000
BOYS & GIRLS CLUB OF CORPUS CHRISTI3902 GREENWOOD DRIVE CORPUS CHRISTI, TX 78416	None	PUBLIC	SUPPORT PROGRAMS	2,000
AMERICAN HEART ASSOCIATION 500 NORTH SHORELINE BLVD SUITS 203 CORPUS CHRISTI, TX 78471	None	PUBLIC	SUPPORT PROGRAMS	1,000
AMERICAN CANCER SOCIETY4101 SOUTH ALAMEDA CORPUS CHRISTI, TX 78411	None	PUBLIC	SUPPORT PROGRAMS	5,000
PEEWEEES PET ADOPTION WRDL & SANCTRY INC1307 SARATOGA BLVD CORPUS CHRISTI, TX 78417	None	PUBLIC	SUPPORT PROGRAMS	8,000
ST JOHNS UNITED METHODIST CHURCH5300 SOUTH ALAMEDA STREET CORPUS CHRISTI, TX 78404	None	PUBLIC	SUPPORT PROGRAMS	7,000
BOY SCOUTS OF AMERICA - S TX COUNCIL700 EVERHART ROAD CORPUS CHRISTI, TX 78411	None	PUBLIC	SUPPORT PROGRAMS	4,000
SANTA ROSE DE LIMA CATHOLIC CHURCHPO BOX 363 BENAVIDES, TX 78341	None	PUBLIC	SUPPORT PROGRAMS	250
SAN JOSE MISSION CATHOLIC CHURCH1019 E FM 2295 ALICE, TX 78332	None	PUBLIC	SUPPORT PROGRAMS	250
FANNIE BLUNTZER NASON RENEWAL CENTER2930 SOUTH ALAMEDA STREET CORPUS CHRISTI, TX 78404	None	PUBLIC	SUPPORT PROGRAMS	6,000
MISSION OF MERCY INC719 SOUTH SHORELINE BLVD SUITE 103 CORPUS CHRISTI, TX 78401	None	PUBLIC	SUPPORT PROGRAMS	2,250
SISTERS OF PROVIDENCEPO BOX 1093 ST MARY OF THE WOODS, IN 47876	None	PUBLIC	SUPPORT PROGRAMS	2,000
SOUTH TEXAS BROADCASTING CHANNEL 164455 SOUTH PADRE ISLAND DRIVE CORPUS CHRISTI, TX 78411	None	PUBLIC	SUPPORT PROGRAMS	5,000
ST JOHN NEPOMUCENE CATHOLIC CHURCH603 NORTH FIRST STREET ROBSTOWN, TX 78380	None	PUBLIC	SUPPORT PROGRAMS	2,750
KINGS CROSSING CHURCH OF CHRIST5901 YORKTOWN BLVD CORPUS CHRISTI, TX 78414	None	PUBLIC	JAIL PRISON MINISTRY	5,000
COMPASS CHRISTIAN CHURCH 2600 HALL JOHNSON ROAD COLLEYVILLE, TX 76034	None	PUBLIC	SUPPORT PROGRAMS	4,000
THE BRIGHTER DAYS HORSE REFUGE INC682 KRAUS ROAD PIPE CREEK, TX 78603	None	PUBLIC	SUPPORT PROGRAMS	4,000
HUMANE SOCIETY OF NORTH TEXAS1840E LANCASTER AVE FORT WORTH, TX 76013	None	PUBLIC	SUPPORT PROGRAMS	1,000
BLUEBONNET EQUINE HUMANE SOCIETYPO BOX 632 COLLEGE STATION, TX 77841	None	PUBLIC	SUPPORT PROGRAMS	4,000
ROTARY CLUB OF CORPUS CHRISTI 418 PEOPLES STREET SUITE 300 CORPUS CHRISTI, TX 78401	None	PUBLIC	SUPPORT PROGRAMS	3,000
NUECES EXTENSION PROGRAM FOUNDATION INC710 EAST MAIN STREET SUITE 1 ROBSTOWN, TX 78380	None	PUBLIC	SUPPORT PROGRAMS	1,500
NUECES COUNTY JUNIOR LIVESTOCK SHOWPO BOX 260968 CORPUS CHRISTI, TX 78426	None	PUBLIC	SUPPORT PROGRAMS	4,130
Total				284,130