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 NOVEMBER 1 **, 2011, and ending** OCTOBER 31 **, 20** 12

Name of foundation: LEONARD J. & IRENE BROWN FOUNDATION, INC.

A Employer identification number: 31-0941100

Number and street (or P O box number if mail is not delivered to street address): 4390 W. DUNES HWY

Room/suite:

B Telephone number (see instructions): (219) 872-8931

City or town, state, and ZIP code: MICHIGAN CITY, IN 46360

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: ☒ 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) ▶ $ 1326261

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) (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 ▶ ☐ if the foundation is **not** required to attach Sch. B				
3	Interest on savings and temporary cash investments	10	10		
4	Dividends and interest from securities	44324	44324		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	(9349)			
b	Gross sales price for all assets on line 6a 268509				
7	Capital gain net income (from Part IV, line 2)		(9349)		
8	Net short-term capital gain			169	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	34985	34985	169	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	665	333		332
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	1568	68		0
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	25770	25770		0
24	**Total operating and administrative expenses.** Add lines 13 through 23	28003	26171		332
25	Contributions, gifts, grants paid	70100			70100
26	**Total expenses and disbursements.** Add lines 24 and 25	98103	26171		70432
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	(63118)			
b	**Net investment income** (if negative, enter -0-)		8814		
c	**Adjusted net income** (if negative, enter -0-)			169	

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1329	2064	2064
	2	Savings and temporary cash investments	329136	201522	204463
	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 (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)	530068	385635	370856
	b	Investments—corporate stock (attach schedule)	286395	408849	462729
	c	Investments—corporate bonds (attach schedule)	194156	279896	286149
	11	Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	1341084	1277966	1326261
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		
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	1341084	1277966	
	30	**Total net assets or fund balances** (see instructions)	1341084	1277966	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1341084	1277966	

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	1341084
2	Enter amount from Part I, line 27a	2	(63118)
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	1277966
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	1277966

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE ATTACHED SCHEDULE			
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				
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				
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	(9349)
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	169

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	71130	1388152	.0512408
2009	70475	1386389	.0508335
2008	8422	385948	.0218216
2007	9832	129175	.0761138
2006	5312	129508	.0410168

2	**Total** of line 1, column (d)	2	.2410265
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	.0482053
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1330818
5	Multiply line 4 by line 3	5	64153
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	88
7	Add lines 5 and 6	7	64241
8	Enter qualifying distributions from Part XII, line 4	8	70432

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	88
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	88
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	88
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 873		
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	873
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	785
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 785 **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?	4b	N/A	
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) ▶ INDIANA			
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 ▶ DEBORAH B. HYNDMAN Telephone no. ▶ 219-872-8618

Located at ▶ 720 W. US HWY 20 MICHIGAN CITY, IN ZIP+4 ▶ 46360-6656

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)?		1b	N/A	
	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.)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20___, 20___, 20___, 20___				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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.)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

5a	During the year did the foundation pay or incur any amount to:				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes	☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?			5b	N/A
	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? *If "Yes" to 6b, file Form 8870.*			6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	N/A

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

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

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

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over $50,000 ▶				0

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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	1347835
b	Average of monthly cash balances	1b	3249
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1351084
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	1351084
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	20266
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1330818
6	**Minimum investment return.** Enter 5% of line 5	6	66541

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	66541
2a	Tax on investment income for 2011 from Part VI, line 5	2a	88		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	88
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	66453
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	66453
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	66453

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	70432
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	70432
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	88
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	70344

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				66453
2	Undistributed income, if any, as of the end of 2011:				
a	Enter amount for 2010 only			0	
b	Total for prior years: 20___,20___,20___		0		
3	Excess distributions carryover, if any, to 2011:				
a	From 2006 . . . 0				
b	From 2007 . . . 3462				
c	From 2008 . . . 0				
d	From 2009 . . . 1507				
e	From 2010 . . . 2504				
f	**Total** of lines 3a through e	7473			
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 70432				
a	Applied to 2010, but not more than line 2a			0	
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				66453
e	Remaining amount distributed out of corpus	3979			
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	11452			
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 instructions			0	
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)	0			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	11452			
10	Analysis of line 9:				
a	Excess from 2007 . . . 3462				
b	Excess from 2008 . . . 0				
c	Excess from 2009 . . . 1507				
d	Excess from 2010 . . . 2504				
e	Excess from 2011 . . . 3979				

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

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			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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:

MRS. IRENE G. BROWN 4390 W. DUNES HWY, MICHIGAN CITY, IN 46360-6656

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

WRITTEN APPLICATIONS STATING AMOUNT OF FUNDS REQUESTED & CHARITABLE PURPOSE OF REQUESTING ORGANIZATIC

c Any submission deadlines:

NONE

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

FUNDS GIVEN TO ORGANIZATIONS EXEMPT UNDER IRC SECTION 501(C)(3)

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 ATTACHED STATEMENT	NONE	SEE ATTACHED	SEE ATTACHED	70,100
Total ▶ 3a				70,100
b *Approved for future payment*				
Total ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	10	
4 Dividends and interest from securities			14	44324	
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	(9349)	
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		34985	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 34985

(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.)

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.

Deborah B. Hyndman | 06.05.13 | SECRETARY

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Gary D. Bushore	[signature]	5-28-13		P00362033

Firm's name ▶ ROWLEY BUSHOE & CO. LLP — Firm's EIN ▶ 35-1866709

Firm's address ▶ 409 W KIEFFER ROAD, MICHIGAN CITY IN 46360 — Phone no. 219-874-1437

Leonard J. and Irene Brown Foundation, Inc.
Form 990-PF
2011 31-0941100

Part I: Revenue and Expenses

	(A) Revenue and Expenses per Books	(B) Net Investment Income	(C) Adjusted Net Income	(D) Charitable Purposes
Line 16b: Accounting Fees				
Tax return preparation	665	333		332
Line 18: Taxes				
Excise tax on investment income	1,500	0		-
Foreign Taxes Paid	68	68		-
	1,568	68		-
Line 23: Other Expenses				
Investment fees	10,426	10,426		-
Purchased accrued interest	614	614		-
Premium amortization	14,730	14,730		-
	25,770	25,770		-

Leonard J. and Irene Brown Foundation, Inc.
Form 990-PF
2011 31-0941100

Part IV: Capital Gains and Losses for Tax on Investment Income

(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or Other Basis	(h) Gain or Loss
1a 10, 000 Bellsouth Corp	P	6/11/2012	6/29/2012	10,169	-	10,000	169
b 10,000 American General Finance	P	10/3/2007	3/27/2012	7,909	-	10,000	(2,091)
c 15,000 AT&T Inc.	P	4/16/2010	6/29/2012	15,369	-	15,000	369
d 50,000 Bellsouth Corp	P	6/5/2009	6/29/2012	50,842	-	50,000	842
e 100 Best Buy	P	2/25/2010	1/6/2012	2,422	-	3,707	(1,285)
f 100 Best Buy	P	5/5/2010	1/6/2012	2,422	-	4,405	(1,983)
g 15,000 BMW Bank of N.A.	P	10/7/2009	10/16/2012	15,000	-	15,000	-
h 15,000 BMW Bank of N.A.	P	10/7/2009	10/1/2012	15,000	-	15,000	-
i 150 Emerson Corp.	P	5/5/2010	7/16/2012	6,677	-	7,534	(857)
j 135,000 Garrett-Keyser, IN Txbl Rev	P	7/24/2007	7/5/2012	135,000	-	135,000	-
k 100 Teva Pharmaceutical	P	3/17/2010	5/25/2012	3,850	-	6,049	(2,199)
l 100 Teva Pharmaceutical	P	4/14/2010	5/25/2012	3,850	-	6,163	(2,313)
				268,509		277,858	(9,349)

PART VIII - Information About Officers

Line 1 - Officers and their compensation	Title/Hours	Contrib. to Benefit Plans	Allowances	Compensation
Adele Deprizio 4390 W. Dunes Hwy Michigan City, IN 46360	President/ 12 hours	None	None	None
Deborah Hyndman 4390 W. Dunes Hwy Michigan City, IN 46360	Secretary/ 12 hours	None	None	None
Irene G. Brown 4390 W. Dunes Hwy Michigan City, IN 46360	Director/ 6 hours	None	None	None
Valerie Blumenfeld 4390 W. Dunes Hwy Michigan City, IN 46360	Director/ 6 hours	None	None	None
Barry Brown 4390 W. Dunes Hwy Michigan City, IN 46360	Director/ 3 hour	None	None	None
Christine Dacheff 4390 W. Dunes Hwy Michigan City, IN 46360	Director/ 3 hours	None	None	None

LEONARD J. AND IRENE BROWN FOUNDATION, INC.
Average Monthly Balances - Form 990-PF Part X
10/31/2012

	Trust acct Net a/c Value Beg of Mo	Trust acct Net a/c Value End of Mo	Average	Checking a/c Beg of Mo Balance	Checking a/c End of Mo Balance	Average
Nov 2011	$1,364,671.37	$1,358,392.61	$1,361,531.99	$3,329.01	$4,329.01	$3,829.01
Dec 2011	1,358,392.61	1,319,215.72	1,338,804.17	4,329.01	4,329.01	4,329.01
Jan 2012	1,319,215.72	1,346,016.12	1,332,615.92	4,329.01	1,829.01	3,079.01
Feb 2012	1,346,016.12	1,358,946.45	1,352,481.29	1,829.01	1,829.01	1,829.01
Mar 2012	1,358,946.45	1,358,415.41	1,358,680.93	1,829.01	1,329.01	1,579.01
Apr 2012	1,358,415.41	1,356,107.16	1,357,261.29	1,329.01	829.01	1,079.01
May 2012	1,356,107.16	1,329,966.04	1,343,036.60	829.01	164.01	496.51
Jun 2012	1,329,966.04	1,335,597.53	1,332,781.79	164.01	4,164.01	2,164.01
Jul 2012	1,335,597.53	1,348,047.87	1,341,822.70	4,164.01	1,164.01	2,664.01
Aug 2012	1,348,047.87	1,355,030.31	1,351,539.09	1,164.01	5,164.01	3,164.01
Sep 2012	1,355,030.31	1,363,851.66	1,359,440.99	5,164.01	4,164.01	4,664.01
Oct 2012	1,363,851.66	1,324,196.76	1,344,024.21	4,164.01	16,064.01	10,114.01
			$16,174,020.97			$38,990.62
			/12			/12
			$1,347,835.08			$3,249.22

PART XV - Supplementary Information
Line 3(a) - Contributions paid during the year

Recipient	Foundation Status	Purpose of Contribution	Amount
United Way of LaPorte Co. 115 East 4th St. Michigan City IN 46360	Charitable	Community Programs	1,000 00
United Way of Porter Co. P.O. Box 2028 951 Eastport Centre Dr. Valparaiso IN 46384-2028	Charitable	Community Programs	1,000 00
The Salvation Army P.O. Box 14 1201 S. Franklin St. Michigan City IN 46361-0014	Charitable	Food for the Homeless	2,500 00
Folds of Honor Foundation 5800 N. Patriot Drive Owasso OK 74055	Charitable	Scholarships for Children of Veterans	2,500 00
St. Stanislaus Church 1506 Washington St. Michigan City IN 46360	Religious	Church Expenses	5,000 00
Unity Foundation P.O. Box 527 619 Franklin St. Michigan City IN 46361	Charitable	Community Services	5,000 00
M.C. Area Schools Grant Acceptance Fund, Inc. 408 S. Carroll Ave. Michigan City IN 46360	Educational	Student Programs	1,000 00
Share Foundation P.O. Box 400 Rolling Prairie IN 46371-0400	Charitable	Community Services	2,000 00
Ivy Tech Foundation 3100 Ivy Tech Drive Valparaiso IN 46383	Educational	Scholarship Fund	2,500 00
Lubeznik Center for the Arts 101 West 2nd St. Michigan City IN 46360	Art & Literature	Advancement of the Arts	1,000 00
Marquette Catholic High School 306 West 10th St. Michigan City IN 46360	Educational	Tuition Assistance & Student Programs	5,500 00

(Continued)

LEONARD J AND IRENE BROWN FOUNDATION, INC
FORM 990-PF
2011 31-0941100

PART XV - Supplementary Information
Line 3(a) - Contributions paid during the year

Recipient	Foundation Status	Purpose of Contribution	Amount
Camp New Happenings Northern Indiana Episcopal Diocese of Northern Indiana 1033 Williams St. Gary IN 46404	Religious/Educational	Children's Camp Programs	5,000 00
Parents and Friends, Inc. P.O. Box 1657 2354 N. US Hwy 35 Ste 3 LaPorte IN 46350	Charitable	Assistance for the Handicapped	1,000 00
WTTW Channel 11 5400 N. St. Louis Ave. Chicago IL 60625	Educational	Children's Programming	2,000 00
Avon Foundation for Women P.O. Box 742509 Cincinnati OH 45274-2509	Scientific	Scientific Research	1,000 00
International Friendship Gardens Music Festivals Inc. P.O. Box 8834 Michigan City IN 46361-8834	Charitable	Commmunity Programs	1,000 00
Michigan City Public Library 100 East 4th St. Michigan City IN 46360-3393	Educational	Supplies & Educational Programs	1,000 00
Coolspring Twp. Vol. Fire Dept. 7111 W. 400N Michigan City IN 46360	Charitable	Supplies	1,000 00
Town of Pines Vol. Fire Dept. P.O. Box 83 Beverly Shores IN 46301	Charitable	Supplies	1,000 00
Beverly Shores Vol. Fire Dept. P.O. Box 38 Beverly Shores IN 46301	Charitable	Supplies	1,000 00
Liberty Twp. Vol. Fire Dept. P.O. Box 2123 Chesterton IN 46304	Charitable	Supplies	1,000 00
Alzheimers Association Greater Indiana Chapter 50 E. 91st St. Indianapolis IN 46240	Scientific	Scientific Research	100 00
South Fork Boise River Association P.O. Box 701 Filer ID 83328	Charitable	Supplies	5,000 00

(Continued)

LEONARD J AND IRENE BROWN FOUNDATION, INC
FORM 990-PF
2011 31-0941100

PART XV - Supplementary Information
Line 3(a) - Contributions paid during the year

Recipient	Foundation Status	Purpose of Contribution	Amount
Trinity Community Food Pantry 600 Franklin Square Michigan City IN 46360	Charitable	Food for the Needy	5,000 00
Citizens Concerned for the Homeless, Inc. 1005 West 8th St. Michigan City IN 46360	Charitable	Food & Programs for the Homeless	5,000 00
Boys & Girls Club of Michigan City 301 East 8th St Michigan City IN 46360	Charitable	Children's Programs	3,000 00
Chicago Public Radio/WBEZ Navy Pier 848 E. Grand Ave. Chicago IL 60611	Educational	Public Programming	5,000 00
St. Stanislaus School 1506 Washington St. Michigan City IN 46360	Educational	Student Scholarships	3,000 00
		Total Contributions	**$70,100.00**

Form **8868** (Rev January 2013) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . ► [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . ► [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions Leonard J and Irene Brown Foundation, Inc	Employer identification number (EIN) or 31-0941100
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 4390 W Dunes Hwy	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions Michigan City IN 46360	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► Deborah B Hyndman

Telephone No. ► (219) 872-8618 FAX No ► (219) 879-0891

- If the organization does not have an office or place of business in the United States, check this box . . . ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box . . ► [ ] If it is for part of the group, check this box . . . ► [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 6/15/2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for

► [ ] calendar year ______ or

► [X] tax year beginning 11/1/2011, and ending 10/31/2012.

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$ 780
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 780
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.