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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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation Brown Family Private Foundation		A Employer identification number 20-8383378	
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd		B Telephone number (see instructions) (800) 839-1754	
City or town, state, and ZIP code Wilmington, DE 198091377		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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 ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,228,201		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	

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	16	16		
	4 Dividends and interest from securities.	41,693	41,693		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	25,393			
	b Gross sales price for all assets on line 6a _____ 266,376				
	7 Capital gain net income (from Part IV , line 2)		25,393		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1,508	1,508		
	12 Total. Add lines 1 through 11	68,610	68,610		
	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)				
	c Other professional fees (attach schedule)	9,833	9,833		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	577	259		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	5,195			5,195
	22 Printing and publications	400			400
	23 Other expenses (attach schedule)	14,341	4		14,337
	24 Total operating and administrative expenses. Add lines 13 through 23	30,346	10,096		19,932
	25 Contributions, gifts, grants paid	73,325			73,325
	26 Total expenses and disbursements. Add lines 24 and 25	103,671	10,096		93,257
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-35,061			
	b Net investment income (if negative, enter -0-)		58,514		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	795,760	732,067	732,067
	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 page 15 of the 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)			
	b	Investments—corporate stock (attach schedule)	1,494,940	1,523,572	1,446,134
	c	Investments—corporate bonds (attach schedule).			
	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 ▶ _____)	50,000	50,000	50,000
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,340,700	2,305,639	2,228,201

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	2,340,700	2,305,639	
	30	Total net assets or fund balances (see page 17 of the instructions)	2,340,700	2,305,639	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,340,700	2,305,639	

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	2,340,700
2	Enter amount from Part I, line 27a	2	-35,061
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	2,305,639
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,305,639

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)
1 a Publicly-traded Securities				
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 266,376		240,983	25,393
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			25,393
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	25,393
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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))
2011	131,851	2,237,466	000 058929
2010	108,357	2,226,294	000 048671
2009	119,205	2,150,837	000 055423
2008	35,514	2,393,421	000 014838
2007	8,900	965,216	000 009221

2 Total of line 1, column (d).	2	000 187082
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	000 037416
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	2,238,615
5 Multiply line 4 by line 3.	5	83,760
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	585
7 Add lines 5 and 6.	7	84,345
8 Enter qualifying distributions from Part XII, line 4.	8	93,257

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 VIExcise 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 ☐ 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	585
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	585
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	585
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	300	
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	300
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	285
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 2013 estimated tax	Refunded	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		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)?			No
	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		No
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?	2		No
	If "Yes," attach a detailed description of the activities.			
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
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	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)?			
	If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		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 instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of <u>co Foundation Source</u> Telephone no <u>(800) 839-1754</u> Located at <u>501 Silverside Road Suite 123 Wilmington DE</u> ZIP +4 <u>198091377</u>			
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		
16	At any time during calendar year 2012, 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		No
See 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 page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here. ☐	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 2012?.	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. If "Yes," list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u> ☐ Yes ☒ No			
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		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>			
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 2012 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 2012.</i>).	3b		
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 2012?	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 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	
	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	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	

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
Adrienne Marie Bennett Brown	VP	0		
Foundation Source 501 Silverside Rd Wilmington, DE 19809	001 00			
John B Brown	Pres / Dir / Sec	0		
Foundation Source 501 Silverside Rd Wilmington, DE 19809	030 00			
Ann Pownall Brown	VP	0		
Foundation Source 501 Silverside Rd Wilmington, DE 19809	001 00			
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
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 instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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 instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the 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	1,499,730
b	Average of monthly cash balances.	1b	772,976
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,272,706
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	2,272,706
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	34,091
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,238,615
6	Minimum investment return. Enter 5% of line 5.	6	111,931

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	111,931
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	585
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	585
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	111,346
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	111,346
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	111,346

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	93,257
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	93,257
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	585
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	92,672
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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				111,346
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			88,268	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 93,257				
a Applied to 2011, but not more than line 2a			88,268	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				4,989
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				106,357
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIV

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 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))

Ann Pownall Brown

b

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

2

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

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

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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 Paid during the year See Additional Data Table				
Total			3a	73,325
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2012)

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

[illegible]

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

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

*****	2013-05-03	*****	May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN
	Jeffrey D Haskell	Jeffrey D Haskell	2013-05-03		
	Firm's name ☐	Foundation Source		Firm's EIN ☐	
		One Hollow Lane Suite 212			
	Firm's address ☐	Lake Success, NY 11042		Phone no (800) 839-1754	

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

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: Brown Family Private Foundation

EIN: 20-8383378

Software ID: 12000057

Software Version: 12.13.328.3

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Publicly-traded Securities					266,376	240,983			25,393	

TY 2012 General Explanation Attachment

Name: Brown Family Private Foundation

EIN: 20-8383378

Software ID: 12000057

Software Version: 12.13.328.3

TY 2012 Investments Corporate
Stock Schedule

Name: Brown Family Private Foundation
EIN: 20-8383378
Software ID: 12000057
Software Version: 12.13.328.3

Name of Stock	End of Year Book Value	End of Year Fair Market Value
220 shares of 3M CO	20,716	20,427
276 shares of ACE LTD	16,678	22,025
198 shares of APACHE CORPORATION	16,419	15,543
52 shares of APPLE INC.	19,798	27,673
120 shares of AXA ADS	2,543	2,186
55 shares of BASF AG SPONS ADR	5,000	5,225
135 shares of BHP BILLITON LIMITED	12,142	10,587
70 shares of BRITISH AMERICAN TOBACCO PLC	6,284	7,088
80 shares of BROOKFIELD ASSET MANAGEMENT CL A	2,492	2,932
90 shares of CANADIAN NATL RAILWAY CO	6,809	8,191
225 shares of CANADIAN NATURAL RESOURCES LTD	8,887	6,496
145 shares of CANADIAN PACIFIC RAILWAY LTD	8,826	14,735
350 shares of CAPITAL ONE FINANCIAL CORP	13,286	20,276
237 shares of CHEVRON CORP	19,875	25,629
868 shares of CITIGROUP INC	34,249	34,338
25 shares of CORE LABRATORIES	2,532	2,733
1210 shares of CREDIT SUISSE CUSHING 30 MLP INDEX ETN	29,370	29,209
75 shares of DIAGEO PLC ADS	6,215	8,744
595 shares of EATON CORP PLC	26,361	32,237
373 shares of EBAY INC.	13,287	19,023
75 shares of ENSIGN RESOURCE SERVICE GROUP INC	1,322	1,159
20 shares of FINNING INTL INC	573	491
320 shares of GEN DYNAMICS CP	20,836	22,166
39 shares of GOOGLE INC CL A	23,056	27,588
443 shares of HASBRO INC	15,914	15,904
469 shares of HESS CORP	26,602	24,838
175 shares of INGERSOL-RAND PLC	7,495	8,393
23311 shares of INTEL CORP	601,508	480,672
86 shares of INTERNATIONAL BUSINESS MACHINES	12,038	16,473
1090 shares of IPATH DJ AIGCITR ETN	53,967	45,071

Name of Stock	End of Year Book Value	End of Year Fair Market Value
400 shares of ISHARES DOW JONES US REAL ESTATE	24,669	25,868
192 shares of JOHNSON JOHNSON	13,597	13,459
155 shares of MANULIFE FIN CORP	2,526	2,106
691 shares of MATTELL INC.	18,972	25,304
488 shares of MERCK CO INC.	17,444	19,979
893 shares of MICROSOFT CORPORATION	26,102	23,852
1263 shares of MORGAN STANLEY	25,891	24,149
590 shares of NABORS INDUSTRIES LTD	13,689	8,526
160 shares of NESTLE S.A.	10,054	10,427
325 shares of NOBLE CORPORATION	12,108	11,317
80 shares of NOVARTIS AG ADR	4,891	5,064
630 shares of ORACLE CORP	16,594	20,992
221 shares of PARKER HANNIFIN CP	17,265	18,798
35 shares of PARTNERRE LTD. COM	2,444	2,817
205 shares of POTASH CORPORATION OF SASKATCHEWAN INC	11,118	8,341
264 shares of QUALCOMM INC	16,406	16,331
220 shares of RIO TINTO PLC SPONSORED ADR	14,233	12,780
320 shares of ROYAL DUTCH SHELL PLC	20,378	22,064
479 shares of SANOFI-AVENTIS SPONSORED ADR	17,376	22,695
170 shares of SCHLUMBERGER LTD	13,609	11,781
298 shares of STATE STREET CORPORATION	13,305	14,009
426 shares of STRYKER CORPORATION	23,343	23,353
335 shares of SUNCOR ENERGY INC	12,767	11,048
165 shares of TALISMAN ENERGY INC	2,907	1,869
70 shares of TECK COMINCO LIMITED CL B SV	2,504	2,545
270 shares of TENARIS SA-ADR	11,471	11,318
623 shares of TEVA PHARMECEUTICAL SP ADR	30,749	23,263
200 shares of TRANSOCEAN LTD.	12,426	8,932
275 shares of UBS AG	4,959	4,329
175 shares of UNILEVER N V N Y	5,593	6,703

Name of Stock	End of Year Book Value	End of Year Fair Market Value
470 shares of VALE SA	12,891	9,851
348 shares of WAL-MART STORES INC.	18,659	23,744
690 shares of WEATHERFORD INTL NEW	12,025	7,721
759 shares of WESTERN DIGITAL CORP	24,910	32,250
10 shares of YARA INTERNATIONAL ASA	617	497

TY 2012 Other Assets Schedule

Name: Brown Family Private Foundation

EIN: 20-8383378

Software ID: 12000057

Software Version: 12.13.328.3

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PRI Loan to Global Partnerships	50,000	50,000	50,000

TY 2012 Other Expenses Schedule**Name:** Brown Family Private Foundation**EIN:** 20-8383378**Software ID:** 12000057**Software Version:** 12.13.328.3

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	14,216			14,216
Bank Charges	4	4		
Postage	96			96
State or Local Filing Fees	25			25

TY 2012 Other Income Schedule**Name:** Brown Family Private Foundation**EIN:** 20-8383378**Software ID:** 12000057**Software Version:** 12.13.328.3

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Foreign Tax Refund	8	8	
Income from Program Related Investments	1,500	1,500	

TY 2012 Other Professional Fees Schedule**Name:** Brown Family Private Foundation**EIN:** 20-8383378**Software ID:** 12000057**Software Version:** 12.13.328.3

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	9,833	9,833		

TY 2012 Taxes Schedule**Name:** Brown Family Private Foundation**EIN:** 20-8383378**Software ID:** 12000057**Software Version:** 12.13.328.3

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Estimated Tax for 2012	300			
Excise Tax for 2011	18			
Foreign Tax Paid	259	259		

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>				
AMIGOS DE SANTA CRUZ FOUNDATION PO BOX 148 LOPEZ ISLAND,WA 98261	N/A	509a1	General Unrestricted	6,250
CHEYENNE MTN PUBLIC BROADCAST HOUSE INC 1921 N WEBER ST COLORADO SPGS,CO 80907	N/A	509a1	General Unrestricted	2,000
COLORADO SPRINGS PIONEERS MUSEUM 215 STEJON ST COLORADO SPGS,CO 80903	N/A	509a1	General Unrestricted	1,000
COMMON HOPE INC PO BOX 14298 SAINT PAUL,MN 55114	N/A	509a1	General Unrestricted	1,440
DISCOVER GOODWILL OF SW COLORADO 2320 W COLORADO AVE COLORADO SPGS,CO 80904	N/A	509a2	Capital Campaign	1,000
DOCTORS WITHOUT BORDERS USA INC 333 7TH AVE 2ND FL NEW YORK,NY 10001	N/A	509a1	General Unrestricted	1,000
FIRST CONGREGATIONAL CHURCH 20 E SAINT VRAIN ST COLORADO SPRINGS,CO 80903	N/A	509a1	General Unrestricted	1,250
FIRST CONGREGATIONAL CHURCH 20 E SAINT VRAIN ST COLORADO SPRINGS,CO 80903	N/A	509a1	Helping Hands Program	2,000
FRIENDS OF CHEYENNE MTN STATE PARK 410 JL RANCH HEIGHTS RD COLORADO SPGS,CO 80926	N/A	509a1	Tool Shed and Tools for Dixon Trail	5,000
GLOBAL VISIONARIES 2524 16TH AVE S RM 305 SEATTLE,WA 98144	N/A	509a1	General Unrestricted	2,500
HUMANE SOCIETY OF PIKES PEAK REGION 610 ABBOT LN COLORADO SPGS,CO 80905	N/A	509a1	Waldo Canyon Fire Pet Fund	1,000
KRCC-FM 912 N WEBER ST COLORADO SPRINGS,CO 80903	N/A	509a1	General Unrestricted	1,000
LEV FOUNDATION 2734 WESTLAKE AVE N SEATTLE,WA 98109	N/A	509a1	General Unrestricted	5,000
MACULAR DEGENERATION RESEARCH 22512 GATEWAY CENTER DR CLARKSBURG,MD 20871	N/A	509a1	General Unrestricted	1,000
PANGEA GIVING PO BOX 46653 SEATTLE,WA 98146	N/A	509a1	General Unrestricted	5,000

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>				
PANGEA GIVING PO BOX 46653 SEATTLE,WA 98146	N/A	509a1	LA Pod, FNE Guatemala Program	2,000
PANGEA GIVING PO BOX 46653 SEATTLE,WA 98146	N/A	509a1	Membership Dues	250
PHILANTHROPY NORTHWEST 2101 4TH AVE STE 650 SEATTLE,WA 98121	N/A	509a1	Membership Campaign	845
PIKES PEAK COMMUNITY FOUNDATION 730 N NEVADA AVE COLORADO SPGS,CO 80903	N/A	509a1	Indy Give Fund	1,000
PIKES PEAK UNITED WAY 518 N NEVADA AVE COLORADO SPGS,CO 80903	N/A	509a1	Waldo Canyon Fire Victim Assistance Fund	1,000
PILLAR INC 202 E CHEYENNE MOUNTAIN BLVD COLORADO SPGS,CO 80906	N/A	509a2	General Unrestricted	1,000
ROCKY MOUNTAIN PUBLIC BROADCASTING NETWORK INC 1089 BANNOCK ST DENVER,CO 80204	N/A	509a2	General Unrestricted	1,000
SEATTLE INTERNATIONAL FOUNDATION 500 UNION ST STE 801 SEATTLE,WA 98101	N/A	509a3	FUNDAP Project	10,000
SELF DESIGN FOUNDATION 1807 MCKENZIE AVE BELLINGHAM,WA 98225	N/A	PF	Proyecto Somos Program	1,000
SOCIAL VENTURE PARTNERS 1601 2ND AVE STE 615 SEATTLE,WA 98101	N/A	509a1	General Unrestricted	12,000
TRAILS AND OPEN SPACE COALITION 1040 S 8TH ST STE 101 COLORADO SPGS,CO 80905	N/A	509a1	General Unrestricted	500
TRICKLE UP PROGRAM INC 104 W 27TH ST NEW YORK,NY 10001	N/A	509a1	General Unrestricted	1,000
UNITED CHARITABLE PROGRAMS - ATITLAN EDUCATION PROJECT 6514 TUCKER AVE MCLEAN,VA 22101	N/A	509a1	General Unrestricted	5,290
Total  3a				73,325