



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 THOMAS R BROWN FOUNDATION		A Employer identification number 46-0512598	
Number and street (or P O box number if mail is not delivered to street address) 6720 E Camino Principal		B Telephone number (see instructions) (520) 298-2828	
City or town, state, and ZIP code Tucson, AZ 85715		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,861,960		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	52,799	52,799		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	19,690			
	b Gross sales price for all assets on line 6a _____ 833,205				
	7 Capital gain net income (from Part IV , line 2)				
	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)	-7,042	-7,042		
	12 Total. Add lines 1 through 11	65,447	45,757		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages	37,070			19,001
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	14,587	7,294		
	c Other professional fees (attach schedule)	156,677	4,801		182,764
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,352			
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	31,982			29,233
	22 Printing and publications	2,511			2,511
	23 Other expenses (attach schedule)	67,650			63,104
	24 Total operating and administrative expenses. Add lines 13 through 23	311,829	12,095		296,613
	25 Contributions, gifts, grants paid	0			0
	26 Total expenses and disbursements. Add lines 24 and 25	311,829	12,095		296,613
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-246,382			
	b Net investment income (if negative, enter -0-)		33,662		
	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	376,378	340,368	340,368
	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	15,814	16,631	16,631
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,687,210	1,499,858	1,499,858
	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 ▶ _____)	6,287	5,103	5,103	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,085,689	1,861,960	1,861,960	
Liabilities	17	Accounts payable and accrued expenses	1,283	1,212	
	18	Grants payable	95,400	63,600	
	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 ▶ _____)		839	
	23	Total liabilities (add lines 17 through 22)	96,683	65,651	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	1,989,006	1,796,309	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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			
	30	Total net assets or fund balances (see page 17 of the instructions)	1,989,006	1,796,309	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,085,689	1,861,960	

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)	11,989,006
2	Enter amount from Part I, line 27a	-246,382
3	Other increases not included in line 2 (itemize) ▶ _____	53,685
4	Add lines 1, 2, and 3	1,796,309
5	Decreases not included in line 2 (itemize) ▶ _____	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	1,796,309

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	Form 1065 K-1 Long Term Losses	P	2001-01-01	2012-12-01
b	Form 1065 K-1 Short Term Losses	P	2012-01-01	2012-12-01
c	Publicly Traded Securities(see attached)	P	2001-01-01	2012-12-01
d	Publicly Traded Securities(see attached)	P	2012-01-01	2012-12-01
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		9,112	-9,112
b		6,074	-6,074
c651,999		669,311	-17,312
d181,206		162,670	18,536
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			-9,112
b			-6,074
c			-17,312
d			18,536
e			

2	Capital gain net income or (net capital loss)	<div><div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div></div>	2	-13,962
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div><div>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8</div></div>		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	494,913	2,364,503	0 20931
2010	625,096	2,750,098	0 22730
2009	724,537	1,746,175	0 41493
2008	648,629	2,458,903	0 26379
2007	430,447	3,183,535	0 13521

2	Total of line 1, column (d).	2	1 25054
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 25011
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	1,959,517
5	Multiply line 4 by line 3.	5	490,089
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	337
7	Add lines 5 and 6.	7	490,426
8	Enter qualifying distributions from Part XII, line 4. 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	8	296,613

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 <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	673
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	673
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	673
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	1,500	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	1,500
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	827
11		Enter the amount of line 10 to be Credited to 2013 estimated tax 827	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		No
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)			
	AZ			
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	Yes	
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? Website address ▶brownfoundations.org	13	Yes	
14	The books are in care of ▶the Foundation Telephone no ▶(520) 298-2828 Located at ▶6720 E Camino Principal 203 Tucson AZ ZIP +4 ▶85715			
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 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? <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 checked="" type="checkbox"/> Yes <input 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 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?. <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 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 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		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 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

5b

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)?

No

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

6b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

No

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

No

7b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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 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 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 instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Barbara Gray Consulting LLC 4500 N Avenida Polacca Tucson, AZ 85749	Consulting	62,850
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 OFFICE OF ECONOMIC EDUCATIONThe Thomas R Brown Foundation worked with the Office of Economic Education at the University of Arizona to provide outreach programming including classes to help to meet the needs of providing the state with qualified K-12 economics teachers. Teachers were offered credit through microeconomic and macroeconomic workshops taught by award-winning professors and classroom teachers. Program oversight was provided by Keisuke Hirano, Ph D , director of the Office of Economic Education, at the University of Arizona. Joint marketing maximizes resources of these academically robust principles focused programs.	78,381
2 ECONOMICS BOOK CLUBThe TRBF Economics Book Club is comprised of teachers who research and select five books each year with economic themes, then meet to discuss the economic issues explored in the books. This highly participatory and interactive program allows teachers to clarify, expand and deepen their knowledge of economic principles by reading broadly through the discipline. Participation in the book club allows teachers to incorporate richer substance and high-level content into their classrooms. The book club meets every other month throughout the school year and the Foundation facilitates the meetings. Each book is discussed for two consecutive nights to accommodate the large group of teachers who participate. During 2012 there was a participatory headcount of 150 teachers.	7,260
3 ECONOMIC PRINCIPLES EDUCATE VOTERS Series (future title: Voices on the Economy--V O T E)The series is designed to provide a better base for understanding civic and government activities by increasing the understanding of how economic principles affect political outcomes without attempting to promote or criticize any specific political viewpoint. Each summer, Dr. Amy Cramer teaches a foundational three-day workshop that introduces teachers to the three economic perspectives and how these economic perspectives affect the political action taken on topics such as rent control, minimum wage, consumer regulations and agricultural subsidies. These economic perspectivesconservative, liberal and radicalappear both historically and in contemporary political discourse. As a sequel to the foundational Markets and Government course taught each summer, Dr. Cramer has developed a series of topic-based workshops that apply the same economic perspectives to modern political issues such as business cy.	7,377
4 ECONOMICS UNIVERSITYThe Thomas R Brown Foundation continued to support the development of an online economics curriculum. The 2012 program supported the ongoing development and/or revision of the lessons available through the online site. The lessons were developed by two former members of the College Boards AP Economics Test Development Committee. One of the developers teaches economics at the University of Arizona and the department allowed him to use the website in lieu of a printed textbook in 2011 and 2012 for a savings of approximately \$100 to each of the more than 2,500 students. Additionally, the website has become a standard teacher and student resource, not only in Arizona classrooms and throughout the United States, but internationally as well. A permanent link is posted on the Foundations website educational resource page. It is promoted at all Foundation teacher workshops, and is frequently recommended to individuals who inquire about resources. Whenever a new lesson is fi	12,480

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	1,844,091
b	Average of monthly cash balances.	1b	123,348
c	Fair market value of all other assets (see instructions).	1c	21,918
d	Total (add lines 1a, b, and c).	1d	1,989,357
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	
3	Subtract line 2 from line 1d.	3	1,989,357
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	29,840
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,959,517
6	Minimum investment return. Enter 5% of line 5.	6	97,976

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

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	296,613
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	296,613
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	296,613
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				
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only.				
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 ▶ \$ _____				
a	Applied to 2011, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see instructions).				
c	Treated as distributions out of corpus (Election required—see instructions).				
d	Applied to 2012 distributable amount.				
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.				
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.

2005-01-20

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	
		0				0
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed	296,613	494,913	625,511	724,830	2,141,867
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	296,613	494,913	625,511	724,830	2,141,867
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. . .						
		65,317	78,816	91,670	58,206	294,009
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))

See Additional Data Table

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

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

Form **990-PF** (2012)

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					
4 Dividends and interest from securities.			14	52,799	
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.			14	7,042	
8 Gain or (loss) from sales of assets other than inventory			18	19,690	
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).				65,447	
13 Total. Add line 12, columns (b), (d), and (e).					65,447

[illegible]

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

[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.

*****	2013-10-15	*****	May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Signature of officer or trustee	Date	Title	

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

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00748581
	MICHAEL J DEVRIES	MICHAEL J DEVRIES			
	Firm's name <input type="checkbox"/>	HBL CPAs PC			Firm's EIN <input type="checkbox"/>
		5656 E Grant Rd Ste 200			
	Firm's address <input type="checkbox"/>	Tucson, AZ 85712			Phone no (520) 886-3181

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
Jack B Jewett	Trustee 2 00	0		
6720 E Camino Principal 203 Tucson,AZ 85715				
Michael Hard	Trustee 2 00	0		
6720 E Camino Principal 203 Tucson,AZ 85715				
John L Carter	Vice President 2 00	0		
6720 E Camino Principal 203 Tucson,AZ 85715				
Gerald Swanson	Trustee 2 00	0		
6720 E Camino Principal 203 Tucson,AZ 85715				
Sarah B Smallhouse	Pres/Treasurer 2 00	0		
6720 E Camino Principal 203 Tucson,AZ 85715				
Mary B Bernal	CEO/Secretary 2 00	0		
6720 E Camino Principal 203 Tucson,AZ 85715				

Form 990PF Part XV Line 1a - 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).

Sarah B Smallhouse
Mary B Bernal

TY 2012 Accounting Fees Schedule**Name:** THOMAS R BROWN FOUNDATION**EIN:** 46-0512598**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting	14,587	7,294	0	0

TY 2012 Contractor Compensation Explanation

Name: THOMAS R BROWN FOUNDATION

EIN: 46-0512598

Software ID: 12000229

Software Version: 2012v2.0

Contractor	Explanation
Barbara Gray Consulting LLC	

**TY 2012 Investments Corporate
Stock Schedule****Name:** THOMAS R BROWN FOUNDATION**EIN:** 46-0512598**Software ID:** 12000229**Software Version:** 2012v2.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Mutual/Index funds	1,499,858	1,499,858
Equities		

TY 2012 Other Assets Schedule**Name:** THOMAS R BROWN FOUNDATION**EIN:** 46-0512598**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Net Intangible Assets	5,103	5,103	5,103

TY 2012 Other Expenses Schedule**Name:** THOMAS R BROWN FOUNDATION**EIN:** 46-0512598**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Workshops and mini grants	50,263			50,263
Supplies	13,954			11,068
Postage and delivery	369			172
Insurance	1,353			
Dues, subscriptions and reference	878			878
Computer/Internet expense	252			252
Business Expenses	581			471

TY 2012 Other Income Schedule**Name:** THOMAS R BROWN FOUNDATION**EIN:** 46-0512598**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	-7,042	-7,042	

TY 2012 Other Liabilities Schedule**Name:** THOMAS R BROWN FOUNDATION**EIN:** 46-0512598**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value
Excise taxes payable		839

TY 2012 Other Professional Fees Schedule**Name:** THOMAS R BROWN FOUNDATION**EIN:** 46-0512598**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Technical Labor Accrued @12/31/12		0	0	-63,600
Technical Labor Accrued @12/31/11		0	0	95,400
Technical Contract Labor	133,949	0	0	133,949
Financial Management	4,801	4,801	0	0
Contract Labor	17,927	0	0	17,015

TY 2012 Taxes Schedule

Name: THOMAS R BROWN FOUNDATION

EIN: 46-0512598

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Federal excise taxes	1,352			

THOMAS R BROWN FOUNDATION
SCHWAB ACCOUNT INVESTMENT ACTIVITY
2012

NAME	ACQ DATE	DISP DATE	# OF SHS	TAX BASIS	PROCEEDS	TAX GAIN (LOSS)
Bank of New York	03 22 04	02 14 12	-47 000	(1,599 91)	978 75	(621 16)
Bank of New York	06 12 06	02 14 12	-47 000	(1,597 34)	978 74	(618 60)
Comcast	09 28 07	02 14 12	-125 000	(3,011 78)	3,378 48	366 70
Federated Prudent Global	VAR 2010	02 14 12	-12,955 244	(166,157 80)	157,101 56	(9,056.24)
Federated Prudent Global	12 14 11	02 14 12	-981 977	(11,695 35)	11,907 93	212.58
General Electric	08 15 07	02 14 12	-100 000	(3,680 00)	1,877 21	(1,802 79)
PIMCO Low Duration	01 05 10	04 09 12	-4,789 272	(49,440.33)	49,951 00	510 67
Pfizer Inc	06 12 06	04 24 12	-80 000	(1,875.76)	1,815 48	(60 28)
Pfizer Inc	07 21 03	04 24 12	-80 000	(2,603 20)	1,815 49	(787 71)
Hussman Strategic Growth	01 05 10	05 14 12	-2,417 831	(30,566 22)	28,526 06	(2,040 16)
Hussman Strategic Growth	12 30 11	05 14.12	-122 389	(1,521 30)	1,443 97	(77.33)
Hussman Strategic Growth	01 05 10	05.18 12	-3,333 333	(42,139 99)	39,960 04	(2,179 95)
S&P Depositary Receipts	05 10 07	07 03 12	-127 000	(18,971 26)	17,394 72	(1,576 54)
S&P Depositary Receipts	05.10 07	07 03 12	-165 000	(24,647.70)	22,599 43	(2,048 27)
S&P Depositary Receipts	03 06 07	08 15 12	-25 000	(3,467 50)	3,520 09	52.59
S&P Depositary Receipts	05.10 07	08 15 12	-208 000	(31,071 04)	29,287 16	(1,783 88)
S&P Depositary Receipts	05 18 06	08.15 12	-122 000	(15,501 32)	17,178 04	1,676 72
TCW Emerging Markets	06 08 11	09 19.12	-2,517.313	(22,462 90)	23,186 43	723 53
TCW Emerging Markets	07 29 11	09 19 12	-85.724	(769 80)	789 59	19 79
Hussman Strategic Growth	01.05 10	10 25 12	-9,099 181	(115,031.83)	99,951 00	(15,080 83)
Matthews Asia Dividend	02 08.12	10 25 12	-767 620	(10,344 91)	10,980 00	635.09
Matthews Asian	11 17 11	10 25 12	-594 159	(10,000.00)	10,779 15	779.15
Matthews Asian	12 08 11	10 25 12	-8 546	(129.13)	155 04	25.91
Matthews Asian	12 08 11	10 25 12	-0 664	(10 03)	12 05	2.02
Matthews Asian	12 08 11	10 25 12	-23 260	(351 46)	421 98	70.52
Matthews Asian	12 27 11	10 25 12	-1,410 816	(21,299 65)	25,594 82	4,295.17
TCW Emerging Markets	06 08 11	10 25 12	-2,561.366	(22,856 00)	23,976 02	1,120 02
Vanguard Div Growth	06 29.11	10 25 12	-126 322	(1,928 93)	2,126.40	197 47
Vanguard Div Growth	08.02.11	10 25 12	-1,357 358	(20,125 91)	22,848 62	2,722 71
Matthews Asia Dividend	02 08.12	12 19 12	-346 741	(4,672 89)	4,980 00	307.11
Matthews Asian	12 27.11	12 19 12	-272 331	(4,111 49)	4,980 00	868.51
S&P Depositary Receipts	05 18.06	12 19 12	-230 000	(29,223 80)	33,286 12	4,062 32
S&P Depositary Receipts	06 22 06	12 19 12	-90 000	(11,220 43)	13,025 00	1,804 57
S&P Depositary Receipts	06 23 06	12 19 12	-45 000	(5,608 80)	6,512 50	903 70
TCW Emerging Markets	06 08 11	12 19 12	-525 210	(4,686 64)	4,980.00	293 36
PIMCO Income	02 14 12	12 20 12	(8,835 34)	(98,533 36)	109,951 00	11,417 64
Vanguard Div Growth	08 02 11	12 20 12	-2,634 660	(39,064 80)	44,955 04	5,890 24
				(831,980 55)	833,204 91	1,224 36
				short term		18,536.37
				long term		(17,312 01)
						1,224 36