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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 MEMORIAL FOUNDATION
409 N W 3RD STREET SUITE A

A Employer identification number
48-0573809

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 187

Room/suite

B Telephone number (see instructions)
(785) 263-2351

City or town, state, and ZIP code
ABILENE, KS 674100187

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)* ▶$ 25,582,016

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))

Section	Line	Description	(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)	7,102			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	2,253	2,253	2,253	
	4	Dividends and interest from securities	734,818	734,818	734,818	
	5a	Gross rents	26,500	26,500	26,500	
	b	Net rental income or (loss) 19,250				
	6a	Net gain or (loss) from sale of assets not on line 10	23,065			
	b	Gross sales price for all assets on line 6a 597,561				
	7	Capital gain net income (from Part IV, line 2)		23,065		
	8	Net short-term capital gain			0	
	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)	182,498	0	182,498	
	12	**Total.** Add lines 1 through 11	976,236	786,636	946,069	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	68,011	6,801	6,801	54,409
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	1,839	184	184	1,471
	16a	Legal fees (attach schedule)	500	50	50	400
	b	Accounting fees (attach schedule)	13,630	1,363	1,363	10,904
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	40,323	500	500	3,999
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	7,250	7,250	7,250	0
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	751,796	4,842	184,118	562,866
	24	**Total operating and administrative expenses.** Add lines 13 through 23	883,349	20,990	200,266	634,049
	25	Contributions, gifts, grants paid	25,285			25,285
	26	**Total expenses and disbursements.** Add lines 24 and 25	908,634	20,990	200,266	659,334
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	67,602			
	b	**Net investment income** (if negative, enter -0-)		765,646		
	c	**Adjusted net income** (if negative, enter -0-)			745,803	

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

		Line	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	2,447	2,306	2,306
	2		Savings and temporary cash investments	412,513	472,842	472,842
	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		9,944	9,944
	10a		Investments—U S and state government obligations (attach schedule)	156,655	1,125,886	1,198,336
	b		Investments—corporate stock (attach schedule)	2,490,151	2,965,683	11,380,222
	c		Investments—corporate bonds (attach schedule)	6,903,758	5,254,763	5,928,899
	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 ▶ 1,879,242			
			Less accumulated depreciation (attach schedule) ▶	1,678,540	1,879,242	6,588,593
	15		Other assets (describe ▶)	1,070	874	874
	16		**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	11,645,134	11,711,540	25,582,016
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 ▶)	4,325	3,813	
	23		**Total liabilities** (add lines 17 through 22)	4,325	3,813	
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	6,688,532	6,688,532	
	28		Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29		Retained earnings, accumulated income, endowment, or other funds	4,952,277	5,019,195	
	30		**Total net assets or fund balances** (see page 17 of the instructions)	11,640,809	11,707,727	
	31		**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	11,645,134	11,711,540	

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	11,640,809
2	Enter amount from Part I, line 27a	2	67,602
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	11,708,411
5	Decreases not included in line 2 (itemize) ▶	5	684
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	11,707,727

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) 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	
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	23,065
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	0

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	594,121	17,361,784	0 034220
2010	604,608	16,196,211	0 037330
2009	607,278	14,927,236	0 040683
2008	620,130	19,334,598	0 032074
2007	588,085	20,284,215	0 028992

2	**Total** of line 1, column (d).	2	0 173299
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 034660
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	18,278,888
5	Multiply line 4 by line 3.	5	633,546
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	7,656
7	Add lines 5 and 6.	7	641,202
8	Enter qualifying distributions from Part XII, line 4.	8	659,334

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 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	7,656
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	7,656
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	7,656
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	17,600		
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	17,600
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	9,944
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 9,944	**Refunded** ▶		11	0

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		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)?	1b		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 ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
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) ▶KS			
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)*

			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		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 ▶N/A

14 The books are in care of ▶WOODS DURHAM CHARTERED Telephone no ▶(785) 825-5494

Located at ▶1619 EAST IRON SALINA KS ZIP+4 ▶67401

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 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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ 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		
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 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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	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**		**No**
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**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
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 ▶				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 OPERATION AND MAINTENANCE OF BROWN MEMORIAL HOME FOR SENIOR CITIZENS THE HOME OFFERS ALL NECESSARY SERVICES FOR FULL PERMANENT CARE OF AMBULATORY AGED PERSONS WITHOUT RESPECT TO RELIGION, NATIONAL ORIGIN OR RACE THE HOME CAN ACCOMMODATE SOME 40 RESIDENTS AND GENERALLY ALL AVAILABLE RESIDENT ROOMS ARE OCCUPIED A NOMINAL MONTHLY CHARGE IS MADE TO EACH RESIDENT, WHILE THE SUBSTANTIAL AND REMAINDER COST OF OPERATING THE HOME IS BORNE BY THE FOUNDATION IN ITS CHARITABLE CAPACITY	439,635
2 OPERATION AND MAINTENANCE OF BROWN MEMORIAL PARK CONSISTING OF APPROXIMATELY 200 ACRES THE FACILITIES IN THE PARK,AVAILABLE WITHOUT CHARGE TO CHURCH GROUPS, CIVIC GROUPS AND THE PUBLIC IN GENERAL,INCLUDE PERMANENT RESTROOM BUILDINGS, SHELTER HOUSES, PICNIC TABLES, MASONRY OUTDOOR FIREPLACES, FRISBEE GOLF COURSE, NATURE TRAIL, EXPANSIVE GRASSY AREAS AND NUMEROUS TREES AND AN EXTENSIVE SYSTEM OF ROADS AND BRIDGES TWO HOMES ARE MAINTAINED IN ORDER THAT PERSONNEL OF THE FOUNDATION MAY LIVE ON THE PREMISES AS A MEANS OF FACILITATING THEIR WORK AS THERE IS NO ACCURATE METHOD FOR COUNTING PERSONS USING THE BROWN MEMORIAL PARK, IT IS ESTIMATED THAT 6,000 VISITORS USED THE FACILITIES DURING 2012	90,229
3 MAINTENANCE AND IMPROVEMENTS TO CAMP BROWN AND CAMP MARY DELL, CAMP BROWN IS A BOY SCOUT CAMP OPERATED BY THE CORONADO AREA COUNCIL OF THE BOY SCOUTS OF AMERICA SUBSTANTIAL CONTRIBUTIONS ARE MADE TO THE SCOUT CAMP IN A CONTINUING AND ONGOING PROGRAM OF MAINTENANCE AND IMPROVEMENTS THERE WERE 43 SEPARATE PROGRAMS AND 40 WEEKENDS OF USAGE AT THE CAMP FOR CAMPING AND TRAINING PURPOSES IT IS ESTIMATED THAT OVER 4,205 PARTICIPANTS USED THE CAMP DURING THE CURRENT YEAR CAMP MARY DELL OFFERS A WIDE RANGE OF CAMPING ACTIVITIES FOR GROUPS SUCH AS FAMILY GATHERINGS, WEEKEND RETREATS, MEN AND WOMEN'S GROUPS, BIBLE CAMPS, VACATION BIBLE SCHOOLS AND GROUP CAMPS TWENTY-NINE ORGANIZATIONS AND GROUPS MADE USE OF THE CAMP DURING 2012	12,798
4 THE FOUNDATION CARRIES ON A PROGRAM OF SCHOLARSHIP AID TO DESERVING STUDENTS TO ASSIST SUCH STUDENTS IN HIGHER EDUCATIONAL ACHIEVEMENTS THE SCHOLARSHIPS ARE AWARDED PRIMARILY ON THE BASIS OF NEED OTHER CONSIDERATIONS ARE SCHOLASTIC ABILITIY AND ACHIEVEMENT AS DETERMINED BY GRADES, RANK IN CLASS AND TEST SCORES THE STUDENT MUST BE A FULL-TIME ABILENE HIGH SCHOOL SENIOR IN GOOD STANDING, HAVING EVIDENCED GOOD MORAL CHARACTER AND CONFORMITY TO ACCEPTED DRESS, APPEARANCE AND SOCIAL CONDUCT DEMONSTRATIONS OF PROPER MOTIVATION AND CITIZENSHIP ARE FACTORS IN THE AWARD THE STUDENT MUST BE PLANNING TO ENTER AND ATTEND AN ACCREDITED KANSAS COLLEGE/UNIVERSITY OR VOCATIONAL SCHOOL	16,400

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. . . . . ▶	0

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	18,105,898
b	Average of monthly cash balances	1b	445,054
c	Fair market value of all other assets (see instructions)	1c	6,295
d	**Total** (add lines 1a, b, and c)	1d	18,557,247
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	18,557,247
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	278,359
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	18,278,888
6	**Minimum investment return.** Enter 5% of line 5	6	913,944

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	659,334
b	Program-related investments—total from Part IX-B	1b	0
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	659,334
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	7,656
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	651,678

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. . . . . . . ▶ 1974-06-26

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	745,803	704,052	620,067	667,066	2,736,988
b 85% of line 2a	633,933	598,444	527,057	567,006	2,326,440
c Qualifying distributions from Part XII, line 4 for each year listed	659,334	594,121	612,067	614,013	2,479,535
d Amounts included in line 2c not used directly for active conduct of exempt activities	0	0	0	0	0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	659,334	594,121	612,067	614,013	2,479,535
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .	609,296	578,726	539,874	497,575	2,225,471
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))

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 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 Additional Data Table				
Total . . . . ▶ **3a**				25,285
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 (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a HOME REVENUE	623000				174,385
b PARK REVENUE	721210				104
c CAMP MARY DELL RESERVATIONS	721210				7,315
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	2,253	
4 Dividends and interest from securities. . . .			14	734,818	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.			16	19,250	
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	23,065	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a SALE OF HAY	110000	40			
b SCRAP METAL	110000	654			
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		694		779,386	181,804

13 Total. Add line 12, columns (b), (d), and (e). 13 961,884

(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)
1A	HOME REVENUE IS THE NOMINAL CHARGE MADE TO BROWN MEMORIAL HOME
1A	RESIDENTS THE CHARGE COVERS ABOUT 28% OF THE OPERATING COSTS OF
1A	THE HOME (SEE "STATEMENT WITH RESPECT TO EXEMPT PURPOSES")
1B	PARK REVENUE IS DERIVED FROM THE SALE OF EXCESS BEEF CATTLE RAISED FOR
1B	USE BY THE BROWN MEMORIAL HOME,THE OPERATION OF WHICH IS THE PRINCIPAL
1B	CHARITABLE ACTIVITY OF THE FOUNDATION (SEE "STATEMENT WITH RESPECT
1B	TO EXEMPT PURPOSES")
1D	CAMP RESERVATIONS ARE THE MODEST CHARGES MADE TO ORGANIZATIONS
1D	AND GROUPS USING CAMP MARY DELL (SEE "STATEMENT WITH RESPECT TO
1D	EXEMPT PURPOSES")

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)		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

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

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

****** | 2013-05-07 | ******

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

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
KATHRYN S EDDY	KATHRYN S EDDY			P00142757

Firm's name ► WOODS & DURHAM CHTD

Firm's EIN ► 48-0928496

PO BOX 1516

Firm's address ► SALINA, KS 674021516

Phone no (785) 825-5494

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
MOTOROLA	P	2011-01-07	2012-05-22
970SH WESTAR	P	2004-12-31	2012-07-02
32SH WESTAR	P	2004-12-31	2012-07-02
BANK OF AMERICA 5 25%	P	2004-12-31	2012-08-15
TESOCO 6 25%	P	2010-01-06	2012-09-21
WELLS FARGO 5 25%	P	2009-03-27	2012-10-23
VERIZON OF VA	P	2004-12-31	2012-12-10
GE CAPITAL 5 625%	P	2004-12-31	2012-12-17
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
10,480		7,753	2,727
104,760		85,420	19,340
3,264		1,560	1,704
75,000		75,000	0
100,626		103,750	-3,124
100,000		98,513	1,487
126,411		127,500	-1,089
75,000		75,000	0
2,020			2,020

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			2,727
			19,340
			1,704
			0
			-3,124
			1,487
			-1,089
			0
			2,020

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
PAUL J MARTIN 500 HILLSIDE ABILENE, KS 67410	TRUSTEE 1 00	1,800	0	0
CHARLES A NORMAN 1107 S KS HWY 4 HERINGTON, KS 67449	TRUSTEE 5 00	7,572	0	0
PHILIP J MULANAX 2828 INDY ROAD ABILENE, KS 67410	PRESIDENT, GENERAL MANAGER 25 00	31,485	0	0
KENNETH J WETZEL 1198 OLD 40 HWY ABILENE, KS 67410	TRUSTEE 1 00	1,800	0	0
WILLIAM H SEARS 907 N BUCKEYE ABILENE, KS 67410	TRUSTEE 1 00	1,800	0	0
MARK A GUILFOYLE 306 NW 2ND ABILENE, KS 67410	TRUSTEE 1 00	1,050	0	0
PEGGY J FLETCHER 1505 HICKOCK ABILENE, KS 67410	SECRETARY-TREASURER 32 00	20,704	0	0
ALFRED P JONES 2491 FAIR ROAD ABILENE, KS 67410	TRUSTEE 1 00	1,800	0	0

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ABILENE CEMETARY ASSOCIATION 513 NW 14TH ABILENE, KS 67410	NONE	N/A	CONTRIBUTION	150
BOY SCOUTS CORONADO COUNCIL 644 S OHIO SALINA, KS 67401	NONE	N/A	CONTRIBUTION	5,500
CITY OF ABILENE PO BOX 519 ABILENE, KS 67410	NONE	N/A	CONTRIBUTION	250
CHAPMAN HIGH SCHOOL 422 BROADWAY CHAPMAN, KS 67431	NONE	N/A	CONTRIBUTION	275
CHURCH WOMEN UNITED CHRISTMAS AID DEANNA WHITEHAIR 2202 S WASHINGTON ABILENE, KS 67410	NONE	CHURCH	CONTRIBUTION	800
CRIME STOPPERS OF DICKINSON COUNTY 109 E 1ST STREET ABILENE, KS 67410	NONE	N/A	CONTRIBUTIONCONTRIBUTION	50
GIRL SCOUTS CENTRAL KANSAS 1550 S BROADWAY SALINA, KS 67401	NONE	ASSOCIATION	CONTRIBUTION	150
GRANT TOWNSHIP RURAL FIRE DEPT 984 2500 AVE ABILENE, KS 67410	NONE	N/A	CONTRIBUTION	100
HERITAGE CENTER 412 S CAMPBELL ABILENE, KS 67410	NONE	N/A	CONTRIBUTION	100
KANSAS STATE HISTORICAL SOCIETY 6425 SW 6TH AVENUE TOPEKA, KS 666151095	NONE	N/A	CONTRIBUTION	100
KSDS INC 124 W 7TH WASHINGTON, KS 66968	NONE	ASSOCIATION	CONTRIBUTION	150
MEALS ON WHEELS 511 NE 10TH ABILENE, KS 67410	NONE	N/A	CONTRIBUTION	300
NATIONAL FIRE SAFETY COUNCIL INC CO ABILENE FIRE DEPT PO BOX 519 ABILENE, KS 67410	NONE	N/A	CONTRIBUTION	60
SAFE NIGHT AFTER PROM 1300 N CEDAR ABILENE, KS 67410	NONE	N/A	CONTRIBUTION	50
SALVATION ARMY PRESBYTERIAN CHURCH 1400 N CEDAR ABILENE, KS 67410	NONE	N/A	CONTRIBUTION	150

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SHOP WITH A COP DICKINSON CO SHERIFF DEPT ABILENE, KS 67410	NONE	N/A	CONTRIBUTION	150
THE HOPE CENTER 305 N CEDAR ABILENE, KS 67410	NONE	N/A	CONTRIBUTION	200
TOYS FOR TOTS PO BOX 669 ABILENE, KS 67410	NONE	N/A	CONTRIBUTION	100
SHERRY SHEPERD 412 SE 6TH ABILENE, KS 67410	NONE	N/A	CONTRIBUTION	100
ABILENE CONVENTION AND VISITORS BUREAU 201 NW SECOND ABILENE, KS 67410	NONE	N/A	CONTRIBUTION	100
DICKINSON COUNTY 4-H FOUNDATION 712 S BUCKEYE ABILENE, KS 67410	NONE	N/A	CONTRIBUTION	50
SHANE M OLBERDING 768 2500 AVE ABILENE, KS 67410	NONE	N/A	SCHOLARSHIP	1,400
KALLY ROSE JOHNS 1302 SW 2ND ST ABILENE, KS 67410	NONE	N/A	SCHOLARSHIP	2,800
SLADE SARE 1500 HICKOK DR ABILENE, KS 67410	NONE	N/A	SCHOLARSHIP	2,800
HEATHER THOMPSON 217 W MAIN ST ABILENE, KS 67410	NONE	N/A	SCHOLARSHIP	1,000
AARON BARRETT PO BOX 772 ABILENE, KS 67410	NONE	N/A	SCHOLARSHIP	2,800
AUGUSTUS JOHN DAUTEL 2855 DAISY RD SOLOMON, KS 67480	NONE	N/A	SCHOLARSHIP	2,800
JANAY WILSON 460 1200 AVE ABILENE, KS 67410	NONE	N/A	SCHOLARSHIP	2,800
Total . . . . ▶ **3a**				25,285

TY 2012 Accounting Fees Schedule

Name: BROWN MEMORIAL FOUNDATION
409 N W 3RD STREET SUITE A
EIN: 48-0573809

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING SERVICES	13,630	1,363	1,363	10,904

TY 2012 Investments Corporate Bonds Schedule

Name: BROWN MEMORIAL FOUNDATION

409 N W 3RD STREET SUITE A

EIN: 48-0573809

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	5,254,763	5,928,899

TY 2012 Investments Corporate Stock Schedule

Name: BROWN MEMORIAL FOUNDATION
409 N W 3RD STREET SUITE A

EIN: 48-0573809

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1 SH CARRIE BURTON TRUST	1	224,804
CORPORATE STOCKS	2,965,682	11,155,418

TY 2012 Investments Government Obligations Schedule

Name:	BROWN MEMORIAL FOUNDATION 409 N W 3RD STREET SUITE A
EIN:	48-0573809
US Government Securities - End of Year Book Value:	0
US Government Securities - End of Year Fair Market Value:	0
State & Local Government Securities - End of Year Book Value:	1,125,886
State & Local Government Securities - End of Year Fair Market Value:	1,198,336

TY 2012 Legal Fees Schedule

Name: BROWN MEMORIAL FOUNDATION

409 N W 3RD STREET SUITE A

EIN: 48-0573809

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL SERVICES	500	50	50	400

TY 2012 Other Assets Schedule

Name: BROWN MEMORIAL FOUNDATION
409 N W 3RD STREET SUITE A
EIN: 48-0573809

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DEFERRED PATRONAGE DIVIDEND-FARMERS COOP ASSOCIATION, TALMAGE, KS	870	874	874
PAYROLL ADVANCE	200	0	

TY 2012 Other Decreases Schedule

Name: BROWN MEMORIAL FOUNDATION

409 N W 3RD STREET SUITE A

EIN: 48-0573809

Description	Amount
BASIS OF ASSETS REPLACED	684

TY 2012 Other Expenses Schedule

Name: BROWN MEMORIAL FOUNDATION
409 N W 3RD STREET SUITE A

EIN: 48-0573809

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GENERAL-INSURANCE	2,154	215	215	1,724
GENERAL-TRUST EXPENSE	3,648	365	365	2,918
GENERAL-MISCELLANEOUS	5,219	522	522	4,175
GENERAL-SUPPLIES	1,626	163	163	1,300
GENERAL-INTERNET	570	57	57	456
GENERAL-ADMINISTRATION	331	33	33	265
HOME AUTOMOBILE	3,874	0	3,874	0
HOME BUILDING	12,437	0	12,437	0
HOME EQUIPMENT REPAIR	8,661	0	8,661	0
HOME PAYROLL TAXES	31,229	0	31,229	0
HOME FOOD	64,740	0	64,740	0
HOME INSURANCE	58,934	0	58,934	0
HOME LAUNDRY	1,023	0	1,023	0
HOME LICENSES	230	0	230	0
HOME SALARIES	338,445	0	338,445	0
HOME SUPPLIES	19,838	0	19,838	0
HOME UTILITIES	51,742	0	51,742	0
HOME MISCELLANEOUS	1,781	0	1,781	0
HOME SEWER PLANT MAINT	9,136	0	9,136	0
HOME EMPLOYEE BENEFITS	6,370	0	6,370	0
PARK BUILDING REPAIR	11,978	0	11,978	0
PARK EQUIPMENT REPAIR	1,246	0	1,246	0
PARK PAYROLL TAXES	3,433	0	3,433	0
PARK GENERAL	1,813	0	1,813	0
PARK INSURANCE	3,851	0	3,851	0
PARK LANDSCAPING	1,718	0	1,718	0
PARK MACHINERY EXPENSE	2,089	0	2,089	0
PARK MAINTENANCE	905	0	905	0
PARK SALARY	38,660	0	38,660	0
PARK STOCK	630	0	630	0
PARK ROADS	342	0	342	0
PARK TRACTORS	185	0	185	0
PARK TRUCKS	7,110	0	7,110	0
PARK UTILITIES	17,606	0	17,606	0
PARK SUPPLIES	4,595	0	4,595	0
PARK REPAIRS & MAINTENANCE EMPLOYEE DWELLINGS	288	0	288	0
MARY DELL REPAIRS & MAINTENANCE	1,117	0	1,117	0
MARY DELL UTILITIES	3,785	0	3,785	0
MARY DELL SUPPLIES	546	0	546	0
PARK EMPLOYEE BENEFITS	1,200	0	1,200	0
HOME EXCESS DEDUCTIONS OVER INCOME	0	0	-439,635	439,635
PARK EXCESS DEDUCTIONS OVER INCOME	0	0	-103,027	103,027
GENERAL-TELEPHONE/INTERNET	1,346	135	135	1,076
HOME SUBSCRIPTIONS	1,046	0	1,046	0
PARK UTILITIES BOY SCOUT CAMP	7,243	0	7,243	0
GENERAL - OFFICE EXPENSE	9,537	954	954	7,659
PARK OTHER EXPENSE BOY SCOUT CAMP	108	0	108	0
GENERAL - DRUG TESTING	789	79	79	631
HOME CAPITAL OUTLAY	2,073	0	2,073	0
HOME - ADVERTISING	2,250	0	2,250	0
KINDER MORGAN K-1 LOSS	2,319	2,319	0	0

TY 2012 Other Income Schedule

Name: BROWN MEMORIAL FOUNDATION

409 N W 3RD STREET SUITE A

EIN: 48-0573809

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
HOME REVENUE	174,385		174,385
PARK REVENUE	104		104
CAMP MARY DELL RESERVATIONS	7,315		7,315
SALE OF HAY	40		40
SCRAP METAL	654		654

TY 2012 Other Liabilities Schedule

Name: BROWN MEMORIAL FOUNDATION
409 N W 3RD STREET SUITE A

EIN: 48-0573809

Description	Beginning of Year - Book Value	End of Year - Book Value
SECURITY DEPOSIT	1,300	1,300
PAYROLL TAXES PAYABLE	493	732
RETIREMENT PAYABLE	2,532	1,781

TY 2012 Taxes Schedule

Name: BROWN MEMORIAL FOUNDATION
409 N W 3RD STREET SUITE A

EIN: 48-0573809

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INVESTMENT INCOME TAX	35,324	0	0	0
KANSAS FRANCHISE TAX	40	4	4	32
PAYROLL TAXES	4,959	496	496	3,967