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

For calendar year 2012, or tax year beginning , 2012, and ending ,

THE KEITH & CAROL BROWN FAMILY
FOUNDATION C/O KEITH L. BROWN
11 AUBURN PLACE
SAN ANTONIO, TX 78209

A Employer identification number
74-2959911

B Telephone number (see the instructions)
(210) 804-0556

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

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

H Check type of organization. ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 373,078.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

Part I	**Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► ☒ if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments	9.	9.	9.	
	4 Dividends and interest from securities	8,272.	8,272.	8,272.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	45,504.			
	b Gross sales price for all assets on line 6a 218,156.				
	7 Capital gain net income (from Part IV, line 2)		45,504.		
	8 Net short-term capital gain			1,251.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) SEE STATEMENT 1	25,235.			
	12 **Total.** Add lines 1 through 11	79,020.	53,785.	9,532.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 2	1,250.	1,250.		
	c Other prof fees (attach sch) SEE ST 3	3,575.	3,575.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 4	1,174.	968.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 5	3,144.	3,144.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	9,143.	8,937.		
	25 Contributions, gifts, grants paid PART XV	62,325.			62,325.
	26 **Total expenses and disbursements.** Add lines 24 and 25	71,468.	8,937.	0.	62,325.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	7,552.			
	b **Net investment income** (if negative, enter -0-)		44,848.		
	c **Adjusted net income** (if negative, enter -0-)			9,532.	

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

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	28,821.	35,612.	35,612.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	298,697.	299,458.	337,466.
	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 ►)			
	16 **Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	327,518.	335,070.	373,078.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	327,518.	335,070.	
	30 **Total net assets or fund balances** (see instructions)	327,518.	335,070.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	327,518.	335,070.	

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	327,518.
2	Enter amount from Part I, line 27a	2	7,552.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	335,070.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	335,070.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a	FROST BANK TRUSTEE	P	VARIOUS	VARIOUS
b	FROST BANK TRUSTEE	P	VARIOUS	VARIOUS
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	20,317.		19,066.	1,251.
b	197,839.		153,586.	44,253.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				1,251.
b				44,253.
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	45,504.
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	1,251.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	47,465.	387,130.	0.122607
2010	42,050.	396,802.	0.105972
2009	29,750.	337,390.	0.088177
2008	29,005.	251,742.	0.115217
2007	27,550.	193,542.	0.142346

2	**Total** of line 1, column (d)	2	0.574319
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	0.114864
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	366,714.
5	Multiply line 4 by line 3	5	42,122.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	448.
7	Add lines 5 and 6	7	42,570.
8	Enter qualifying distributions from Part XII, line 4	8	62,325.

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

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

1 a	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 instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b	1	448.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	448.
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	448.
6	Credits/Payments:		
a	2012 estimated tax pmts 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		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	0.
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	448.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ► **Refunded** ►	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 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? *If 'Yes,' attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► N/A			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► KEITH L. BROWN Telephone no. ► 210-804-0556

Located at ► 11 AUBURN PLACE, SAN ANTONIO, TX ZIP + 4 ► 78209

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ►			

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

			Yes	No
1 a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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)	2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__			
3 a	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)*	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (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? N/A **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
KEITH L. BROWN 11 AUBURN PLACE SAN ANTONIO, TX 78209	PRESIDENT 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► 0

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ►	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	340,082.
b Average of monthly cash balances		1b	32,216.
c Fair market value of all other assets (see instructions)		1c	
d Total (add lines 1a, b, and c)		1d	372,298.
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	372,298.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	5,584.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	366,714.
6 **Minimum investment return.** Enter 5% of line 5		6	18,336.

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	18,336.
2a Tax on investment income for 2012 from Part VI, line 5	2a 448.		
b Income tax for 2012 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	448.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	17,888.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	17,888.
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	17,888.

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	62,325.
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	62,325.
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	448.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	61,877.

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				17,888.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years: 20 ___, 20 ___, 20 ___		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007 — 18,129.				
b From 2008 — 16,418.				
c From 2009 — 12,880.				
d From 2010 — 22,433.				
e From 2011 — 28,314.				
f **Total** of lines 3a through e	98,174.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 62,325.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2012 distributable amount				17,888.
e *Remaining amount distributed out of corpus*	44,437.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	142,611.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	18,129.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	124,482.			
10 Analysis of line 9				
a Excess from 2008 — 16,418.				
b Excess from 2009 — 12,880.				
c Excess from 2010 — 22,433.				
d Excess from 2011 — 28,314.				
e Excess from 2012 — 44,437.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ►

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

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a 'Assets' alternative test — enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year — see instructions.)**

1 **Information Regarding Foundation Managers:**

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

KEITH L. BROWN

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

NONE

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

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

a The name, address, and telephone number or e-mail 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 STATEMENT 6				
Total			► **3a**	62,325.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	9.	
4 Dividends and interest from securities			14	8,272.	
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			15	25,235.	
8 Gain or (loss) from sales of assets other than inventory					45,504.
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)				33,516.	45,504.
13 Total. Add line 12, columns (b), (d), and (e)				13	79,020.

(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)
N/A	

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

d If the answer to any of the above is 'Yes,' complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

2 a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Keith L Brown — 11/13/2013 — Pres

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
RICH GILMAN	Rich Gilman, CPA	11/1/13		P01262645

Firm's name ► AFFLECK GILMAN ROSS & CO., PC — Firm's EIN ► 84-0919569

Firm's address ► 600 S CHERRY ST STE 220 GLENDALE, CO 80246-1704 — Phone no (303) 261-1016

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	$ 25,235.		
TOTAL	$ 25,235.	$ 0.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	$ 1,250.	$ 1,250.		
TOTAL	$ 1,250.	$ 1,250.	$ 0.	$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	$ 3,575.	$ 3,575.		
TOTAL	$ 3,575.	$ 3,575.	$ 0.	$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX	$ 206.			
FORIEGN TAX	201.	$ 201.		
OTHER	17.	17.		
PRODUCTION TAXES	359.	359.		
STATE WITHHOLDING TAXES	391.	391.		
TOTAL	$ 1,174.	$ 968.	$ 0.	$ 0.

STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	$ 801.	$ 801.		
DUES & FEES	35.	35.		
INVESTMENT MGMT FEES	2,308.	2,308.		
TOTAL	$ 3,144.	$ 3,144.	$ 0.	$ 0.

STATEMENT 6
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
SOUTHWEST SCHOOL ARTS & CRAFTS 300 AUGUSTA SAN ANTONIO, TX 78205		501(C)(3)	GENERAL SUPPORT	$ 1,500.
STERLING SCHOOLS FOUNDATION P.O. BOX 1046 STERLING, IL 61081		501(C)(3)	GENERAL SUPPORT	2,500.
FIRST PRESBYTERIAN CHURCH 404 NORTH ALAMO SAN ANTONIO, TX 78205		501(C)(3)	GENERAL SUPPORT	2,500.
ASSOC FOR DIPLOMATIC STUDIES 4000 ARLINGTON BLVD ARLINGTON, VA 22204		501(C)(3)	GENERAL SUPPORT	2,000.
WORLD AFFAIRS COUNCIL 40 N.E. LOOP 410, STE. 608 SAN ANTONIO, TX 78216		501(C)(3)	GENERAL SUPPORT	175.
TEXAS BIOMEDICAL INSTITUTE 7620 N. W. LOOP 410 SAN ANTONIO, TX 78227		501(C)(3)	GENERAL SUPPORT	1,500.
LOS COMPADRES DE SAN ANTONIO MISSIONS 6701 SAN JOSE DR SAN ANTONIO, TX 78214		501(C)(3)	GENERAL SUPPORT	1,100.
COUNCIL OF AMERICAN AMBASSADOR 888 17TH ST. NW, STE. 901 WASHINGTON, DC 20006		501(C)(3)	GENERAL SUPPORT	6,000.

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
VAIL VALLEY MUSIC FESTIVAL 2271 N FRONTAGE RD W, UNIT C VAIL, CO 81657		501(C)(3)	GENERAL SUPPORT	$ 3,000.
BOY SCOUTS OF AMERICA 2226 NW MILITARY HWY SAN ANTONIO, TX 78213		501(C)(3)	GENERAL SUPPORT	5,000.
AMERICAN INSTITUTE FOR CANCER 1759 R STREET, NW PO BOX 97167 WASHINGTON, DC 20090		501(C)(3)	GENERAL SUPPORT	200.
SUNSHINE COTTAGE SCH FOR DEAF 603 E. HILDEBRAND AVE SAN ANTONIO, TX 78212		501(C)(3)	GENERAL SUPPORT	200.
THE CHALLENGE FOUNDATION 4545 SOUTH UNIVERSITY BLVD ENGLEWOOD, CO 80113		501(C)(3)	GENERAL SUPPORT	1,000.
RIVERWALK JAZZ P.O. BOX 831632 SAN ANTONIO, TX 78283		501(C)(3)	GENERAL SUPPORT	1,000.
BETTY FORD ALPINE GARDENS 183 GORE CREEK DR VAIL, CO 81657		501C3	GENERAL SUPPORT	100.
EISENHOWER MEDICAL CENTER 39000 BOB HOPE DR RANCHO MIRAGE, CA 92270		501(C)(3)	GENERAL SUPPORT	1,000.
GEORGE BUSH PRESIDENTIAL LIBRARY FDN 1145 TAMU COLLEGE STATION, TX 77843		501(C)(3)	GENERAL SUPPORT	2,000.
VAIL VALLEY MEDICAL CENTER FDN 181 W. MEADOW DR VAIL, CO 81657		501(C)(3)	GENERAL SUPPORT	1,000.
THE DESERT COMMUNITY FOUNDATION 75-105 MERLE DR, STE 300 PALM DESERT, CA 92211		501(C)(3)	GENERAL SUPPORT	300.

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
FOREIGN AFFAIRS MUSEUM COUNCIL 2401 CALVERT ST NW, STE 902 WASINGTON, DC 20008		501(C)(3)	GENERAL SUPPORT	$ 20,000.
INSTITUTE FOR DEPRESSION STUDIES & TREAT 1600 BROADWAY, STE 1030 DENVER, CO 80202		501(C)(3)	GENERAL SUPPORT	2,500.
GEORGE W. BUSH PRESIDENTIAL CENTER PO BOX 560887 DALLAS, TX 75356		501(C)(3)	GENERAL SUPPORT	1,200.
THE WITTE MUSEUM 3801 BROADWAY SAN ANTONIO, TX 78209		501(C)(3)	GENERAL SUPPORT	500.
GREENWICH ROTARY CLUB FOUNDATION PO BOX 1535 GREENWICH, CT 06836		501(C)(3)	GENERAL SUPPORT	250.
WALKING MOUNTAINS SCIENCE CENTER 318 WALKING MOUNTAINS LANE AVON, CO 81620		501(C)(3)	GENERAL SUPPORT	3,000.
INTERNATIONAL SKIING HISTORY ASSOCIATION PO BOX 420 GYPSUM, CO 81637		501(C)(3)	GENERAL SUPPORT	1,000.
ELDORADO COUNTRY CLUB SCHOLARSHIP FUND 46000 FAIRWAY DRIVE INDIAN WELLS, CA 92210		501(C)(3)	GENERAL SUPPORT	300.
ST. MARY'S HALL 9401 STARCREST DR SAN ANTONIO, TX 78217		501(C)(3)	GENERAL SUPPORT	1,500.
			TOTAL	$ 62,325.

2012 Tax Information Statement

Payer's Name and Address:
FROST BANK TRUSTEE
P O BOX 2950, TAX DEPT T-8
SAN ANTONIO, TX 78299

Account Number: FA065
Recipient's Tax ID Number: 74-2959911
Payer's Federal ID Number: 74-6036463
Payer's State ID Number:
State: TX
Questions? (210)220-4991

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
KEITH & CAROL BROWN FAMILY FDN
KEITH L BROWN, PRESIDENT
11 AUBURN PLACE
SAN ANTONIO, TX 78209

2012 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Short Term Sales Reported on 1099-B								
110122108	BRISTOL-MYERS SQUIBB CO COM *		BMY					
190.0000	10/23/2012	12/07/2011	6,343.98	6,395.76	0.00	-51.78	0.00	0.00
G29183103	EATON CORP PLC*		ETN					
170.0000	12/21/2012	11/30/2012	9,153.31	8,781.35	0.00	371.96	0.00	0.00
50076Q106	KRAFT FOODS GROUP INC COM*		KRFT					
.9999	10/18/2012	12/20/2011	47.10	38.65	0.00	8.45	0.00	0.00
548661107	LOWES COS INC COM *		LOW					
39.0000	12/27/2012	12/27/2011	1,352.10	997.23	0.00	354.87	0.00	0.00
81369Y886	UTILITIES SELECT SECTOR SPDR FD ETF*		XLU					
12.0000	10/05/2012	10/17/2011	440.91	407.62	0.00	33.29	0.00	0.00
Total Short Term Sales Reported on 1099-B **Report on Form 8949, Part I, with Box A checked**			**17,337.40**	**16,620.61**	**0.00**	**716.79**	**0.00**	**0.00**
Long Term Sales Reported on 1099-B								
H0023R105	ACE LTD		ACE					
74.0000	12/27/2012	10/20/2011	5,836.98	4,913.64	0.00	923.34	0.00	0.00

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2012 Tax Information Statement

Ref: 110

Payer's Name and Address:
FROST BANK TRUSTEE
P O BOX 2950, TAX DEPT T-8
SAN ANTONIO, TX 78299

Account Number: FA065
Recipient's Tax ID Number: 74-2959911
Payer's Federal ID Number: 74-6036463
Payer's State ID Number:
State: TX
Questions? (210)220-4991

☐ Corrected ☐ 2nd TIN notice

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KEITH L BROWN, PRESIDENT
11 AUBURN PLACE
SAN ANTONIO, TX 78209

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
125509109	CIGNA CORP COM		CI					
137.0000	07/31/2012	04/29/2011	5,530.68	6,434.39	0.00	-903.71	0.00	0.00
345838106	FOREST LABORATORIES INC COM		FRX					
73.0000	02/01/2012	01/10/2011	2,321.51	2,277.07	0.00	44.44	0.00	0.00
410120109	HANCOCK HLDG CO COM		HBHC					
31.0000	09/26/2012	07/28/2011	980.51	1,014.37	0.00	-33.86	0.00	0.00
410120109	HANCOCK HLDG CO COM		HBHC					
142.0000	09/27/2012	07/28/2011	4,491.88	4,646.48	0.00	-154.60	0.00	0.00
458140100	INTEL CORP COM *		INTC					
210.0000	12/05/2012	Various	4,174.71	4,498.30	0.00	-323.59	0.00	0.00
459200101	INT'L BUSINESS MACHINES CORP COM *		IBM					
6.0000	05/31/2012	04/20/2011	1,163.86	988.53	0.00	175.33	0.00	0.00
459200101	INT'L BUSINESS MACHINES CORP COM *		IBM					
37.0000	12/27/2012	04/20/2011	7,073.50	6,095.91	0.00	977.59	0.00	0.00
653656108	NICE SYS LTD SPONS ADR		NICE					
110.0000	09/13/2012	03/01/2011	3,445.58	3,713.28	0.00	-267.70	0.00	0.00
670100205	NOVO-NORDISK A/S SPON ADR		NVO					
29.0000	12/27/2012	01/27/2011	4,685.13	3,367.14	0.00	1,317.99	0.00	0.00

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2012 Tax Information Statement

Ref: 110

Payer's Name and Address:
FROST BANK TRUSTEE
P O BOX 2950, TAX DEPT T-8
SAN ANTONIO, TX 78299

Account Number:	**FA065**
Recipient's Tax ID Number:	**74-2959911**
Payer's Federal ID Number:	**74-6036463**
Payer's State ID Number:	
State:	**TX**
Questions?	**(210)220-4991**

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
KEITH & CAROL BROWN FAMILY FDN
KEITH L BROWN, PRESIDENT
11 AUBURN PLACE
SAN ANTONIO, TX 78209

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
803054204	SAP AG SPONSORED ADR*		SAP					
118.0000	10/17/2012	04/20/2011	8,437.38	7,705.87	0.00	731.51	0.00	0.00
887317303	TIME WARNER INC COM NEW*		TWX					
22.0000	10/23/2012	09/29/2011	968.64	681.10	0.00	287.54	0.00	0.00
81369Y886	UTILITIES SELECT SECTOR SPDR FD ETF*		XLU					
56.0000	10/05/2012	08/15/2011	2,057.57	1,835.29	0.00	222.28	0.00	0.00
Total Long Term 15% Sales Reported on 1099-B			**51,167.93**	**48,171.37**	**0.00**	**2,996.56**	**0.00**	**0.00**

Report on Form 8949, Part II, with Box A checked

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2012 Tax Information Statement

Account Number: FA065
Recipient's Tax ID Number: 74-2959911
Payer's Federal ID Number: 74-6036463
Payer's State ID Number:
State: TX
Questions? (210)220-4991
☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
KEITH & CAROL BROWN FAMILY FDN
KEITH L BROWN, PRESIDENT
11 AUBURN PLACE
SAN ANTONIO, TX 78209

Payer's Name and Address:
FROST BANK TRUSTEE
P O BOX 2950, TAX DEPT T-8
SAN ANTONIO, TX 78299

2012 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds, etc., less commissions and option premiums.
For noncovered securities (Box 6a is checked) shown on this statement, cost basis information is being reported to the IRS.

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Short Term Sales Reported on 1099-B								
828806109	SIMON PROPERTY GROUP REIT NEW COM		SPG					
19.0000	12/27/2012	01/11/2012	2,970.77	2,435.29	0.00	535.48	0.00	0.00
78463V107	SPDR GOLD TRUST ETF*		GLD					
.0000	12/31/2012	09/28/2012	7.22	8.00	0.00	-0.78	0.00	0.00
78463V107	SPDR GOLD TRUST ETF*		GLD					
.0000	12/31/2012	10/08/2012	2.10	2.34	0.00	-0.24	0.00	0.00
Total Short Term Sales Reported on 1099-B			**2,980.09**	**2,445.63**	**0.00**	**534.46**	**0.00**	**0.00**
Report on Form 8949, Part I, with Box B checked								
Long Term 15% Sales Reported on 1099-B								
039483102	ARCHER DANIELS MIDLAND CO COM		ADM					
233.0000	11/13/2012	10/29/2010	5,816.34	7,767.98	0.00	-1,951.64	0.00	0.00
057224107	BAKER HUGHES INC COM*		BHI					
117.0000	10/09/2012	02/18/2010	5,260.26	5,649.39	0.00	-389.13	0.00	0.00
067383109	BARD C. R. INC COM*		BCR					
89.0000	08/14/2012	03/03/2010	8,720.91	7,509.47	0.00	1,211.44	0.00	0.00

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2012 Tax Information Statement

Ref: 110

Account Number: FA065
Recipient's Tax ID Number: 74-2959911
Payer's Federal ID Number: 74-6036463
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State: TX
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11 AUBURN PLACE
SAN ANTONIO, TX 78209

Payer's Name and Address:
FROST BANK TRUSTEE
P O BOX 2950, TAX DEPT T-8
SAN ANTONIO, TX 78299

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information is being reported to the IRS.

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
136375102	CANADIAN NATIONAL RAILWAY CO		CNI					
117.0000	12/27/2012	06/11/2010	10,542.72	7,001.99	0.00	3,540.73	0.00	0.00
171232101	CHUBB CORP COM*		CB					
97.0000	10/23/2012	Various	7,750.13	3,929.79	0.00	3,820.34	0.00	0.00
20030N101	COMCAST CORPORATION NEW CL A COM*		CMCSA					
274.0000	07/09/2012	Various	8,555.92	4,141.13	0.00	4,414.79	0.00	0.00
247916208	DENBURY RESOURCES INC (HOLDING COMP)		DNR					
310.0000	03/30/2012	Various	5,610.29	4,409.48	0.00	1,200.81	0.00	0.00
254687106	DISNEY (WALT) COMPANY HOLDING CO *		DIS					
117.0000	02/03/2012	02/06/2003	4,673.60	1,957.35	0.00	2,716.25	0.00	0.00
268648102	E M C CORP MASSACHUSETTS COM *		EMC					
106.0000	12/27/2012	Various	2,655.24	1,827.05	0.00	828.19	0.00	0.00
278058102	EATON CORP COM		ETN					
170.0000	12/05/2012	04/27/2009	8,867.20	3,861.78	0.00	5,005.42	0.00	0.00
30231G102	EXXON MOBIL CORP COM*		XOM					
56.0000	10/23/2012	Various	5,090.29	3,938.05	0.00	1,152.24	0.00	0.00
31428X106	FEDEX CORP COM*		FDX					
67.0000	10/23/2012	11/18/2009	6,133.71	5,607.23	0.00	526.48	0.00	0.00
302491303	FMC CORP COM		FMC					
146.0000	10/23/2012	Various	7,860.49	3,372.11	0.00	4,488.38	0.00	0.00

2012 Tax Information Statement

Ref: 110

Payer's Name and Address:
FROST BANK TRUSTEE
P O BOX 2950, TAX DEPT T-8
SAN ANTONIO, TX 78299

Account Number: FA065
Recipient's Tax ID Number: 74-2959911
Payer's Federal ID Number: 74-6036463
Payer's State ID Number:
State: TX
Questions? (210)220-4991

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
KEITH & CAROL BROWN FAMILY FDN
KEITH L BROWN, PRESIDENT
11 AUBURN PLACE
SAN ANTONIO, TX 78209

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information is being reported to the IRS.

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks, Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
548661107	LOWES COS INC COM *		LOW					
67.0000	12/27/2012	10/15/2009	2,322.84	1,448.10	0.00	874.74	0.00	0.00
66987V109	NOVARTIS AG ADR*		NVS					
141.0000	08/30/2012	Various	8,285.81	7,546.69	0.00	739.12	0.00	0.00
703481101	PATTERSON-UTI ENERGY INC COM		PTEN					
364.0000	04/30/2012	01/11/2010	5,909.33	6,429.59	0.00	-520.26	0.00	0.00
754730109	RAYMOND JAMES FINANCIAL INC COM		RJF					
32.0000	06/07/2012	07/20/2009	1,077.80	597.02	0.00	480.78	0.00	0.00
754730109	RAYMOND JAMES FINANCIAL INC COM		RJF					
189.0000	06/08/2012	Various	6,275.45	3,022.10	0.00	3,253.35	0.00	0.00
871829107	SYSCO CORP COM*		SYY					
181.0000	09/14/2012	Various	5,476.85	5,137.17	0.00	339.68	0.00	0.00
887317303	TIME WARNER INC COM NEW*		TWX					
128.0000	10/23/2012	09/20/2010	5,635.71	4,061.03	0.00	1,574.68	0.00	0.00
891027104	TORCHMARK CORP COM		TMK					
196.0000	03/12/2012	11/24/2009	9,509.92	5,590.89	0.00	3,919.03	0.00	0.00
902494103	TYSON FOODS INC CLASS A		TSN					
190.0000	01/19/2012	12/09/2010	3,700.49	3,305.32	0.00	395.17	0.00	0.00
904767704	UNILEVER PLC SPONSORED ADR		UL					
165.0000	10/23/2012	09/28/2009	5,969.59	4,648.20	0.00	1,321.39	0.00	0.00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2012 Tax Information Statement

Payer's Name and Address:
FROST BANK TRUSTEE
P O BOX 2950, TAX DEPT T-8
SAN ANTONIO, TX 78299

Account Number:	FA065
Recipient's Tax ID Number:	74-2959911
Payer's Federal ID Number:	74-6036463
Payer's State ID Number:	
State:	TX
Questions?	(210)220-4991
☐ **Corrected**	☐ **2nd TIN notice**

Recipient's Name and Address:
KEITH & CAROL BROWN FAMILY FDN
KEITH L BROWN, PRESIDENT
11 AUBURN PLACE
SAN ANTONIO, TX 78209

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information is being reported to the IRS.

Cusip / Quantity Sold	Description *(Box 8)* / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol *(Box 1d)* / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	*(Box 1a)*	*(Box 1b)*	*(Box 2a)*	*(Box 3)*	*(Box 5)*		*(Box 4)*	*(Box 15)*
91324P102	UNITEDHEALTH GROUP INC COM*		UNH					
92.0000	12/27/2012	11/18/2009	4,969.72	2,655.96	0.00	2,313.76	0.00	0.00
Total Long Term 15% Sales Reported on 1099-B			**146,670.61**	**105,414.87**	**0.00**	**41,255.74**	**0.00**	**0.00**

Report on Form 8949, Part II, with Box B checked

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

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

OMB No 1545-1709

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return. See instructions

Name of exempt organization or other filer, see instructions: THE KEITH & CAROL BROWN FAMILY FOUNDATION C/O KEITH L. BROWN

Employer identification number (EIN) or: 74-2959911

Number, street, and room or suite number If a P O. box, see instructions: 11 AUBURN PLACE

Social security number (SSN):

City, town or post office, state, and ZIP code For a foreign address, see instructions: SAN ANTONIO, TX 78209

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

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

- The books are in the care of ► KEITH L. BROWN

Telephone No. ► 210-804-0556 FAX No. ►

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► [X] calendar year 20 12 or

► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___.

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

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

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

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions THE KEITH & CAROL BROWN FAMILY FOUNDATION C/O KEITH L. BROWN	Employer identification number (EIN) or 74-2959911
File by the extended due date for filing your return See instructions.	Number, street, and room or suite number If a P.O. box, see instructions. AFFLECK GILMAN ROSS & CO., PC 600 S CHERRY ST STE 220	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. GLENDALE, CO 80246-1704	

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

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of ► KEITH L. BROWN
  Telephone No. ► 210-804-0556 FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ► [ ] . If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15 , 20 13.

5 For calendar year 2012 , or other tax year beginning ______ , 20 __, and ending ______ , 20 __.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ... TAXPAYER NEEDS ADDITIONAL TIME TO GATHER INFORMATION IN ORDER TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ► [signature] Title ► CPA Date ► 8/6/13