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 06/01/12 **, and ending** 05/31/13

Name of foundation
BROWNSVILLE FOUNDATION FOR HEALTH AND EDUCATION

A Employer identification number
74-1818930

Number and street (or P O box number if mail is not delivered to street address)
C/O WELLS FARGO, PO BOX 41629

Room/suite

B Telephone number (see instructions)

City or town, state, and ZIP code
AUSTIN TX 78704-9926

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) ▶ $ 7,275,350

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

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ▶ ☒ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	44,699	44,699		
4	Dividends and interest from securities	154,854	154,854		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 Stmt 1	113,667			
b	Gross sales price for all assets on line 6a 2,437,267				
7	Capital gain net income (from Part IV, line 2)		1,424		
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)				
12	**Total.** Add lines 1 through 11	313,220	200,977	0	
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 schedule)				
c	Other professional fees (attach schedule) Stmt 2	42,420	42,420		
17	Interest				
18	Taxes (attach schedule) (see instructions) Stmt 3	4,064	4,064		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att. sch.) Stmt 4	16,927	243		12,500
24	**Total operating and administrative expenses.** Add lines 13 through 23	63,411	46,727	0	12,500
25	Contributions, gifts, grants paid	533,328			533,328
26	**Total expenses and disbursements.** Add lines 24 and 25	596,739	46,727	0	545,828
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-283,519			
b	**Net investment income** (if negative, enter -0-)		154,250		
c	**Adjusted net income** (if negative, enter -0-)			0	

RECEIVED
DEC 30 2013
332
IRS-OSC
OGDEN, UT

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

DAA

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	End of year (c) Fair Market Value
Assets				
1	Cash – non-interest-bearing			
2	Savings and temporary cash investments	184,231	60,871	60,871
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 (att. schedule) ▶			
	Less allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges	577	1,960	1,960
10a	Investments – U S and state government obligations (attach schedule)			
b	Investments – corporate stock (attach schedule) See Stmt 5	6,860,796	6,698,137	7,212,519
c	Investments – corporate bonds (attach schedule)			
11	Investments – land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
12	Investments – mortgage loans			
13	Investments – other (attach schedule) See Statement 6	8,275		
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	7,053,879	6,760,968	7,275,350
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	7,053,879	6,760,968	
30	**Total net assets or fund balances** (see instructions)	7,053,879	6,760,968	
31	**Total liabilities and net assets/fund balances** (see instructions)	7,053,879	6,760,968	

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	7,053,879
2	Enter amount from Part I, line 27a	2	-283,519
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,770,360
5	Decreases not included in line 2 (itemize) ▶ See Statement 7	5	9,392
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	6,760,968

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	WELLS FARGO			
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	1,424			1,424
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				1,424
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	1,424
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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	361,485	6,811,323	0.053071
2010	457,915	6,837,649	0.066970
2009	254,309	6,587,390	0.038605
2008			
2007			

2	**Total** of line 1, column (d)	2	0.158646
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	0.052882
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,993,774
5	Multiply line 4 by line 3	5	369,845
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,543
7	Add lines 5 and 6	7	371,388
8	Enter qualifying distributions from Part XII, line 4	8	545,828

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	1,543
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	1,543
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	1,543
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,960		
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	1,960
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	417
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 417 Refunded ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b,** attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
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

DAA

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 ▶ WELLS FARGO BANK, NA Telephone no. ▶ 512-424-0126
PO BOX 41629
Located at ▶ AUSTIN TX ZIP+4 ▶ 78704

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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	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?	N/A	1c		
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)	N/A	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)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

DAA

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)? N/A | **5b** |

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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

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
DAVID GARZA AUSTIN C/O WELLS FARGO BANK PO BOX 41629 TX 78704-9926	CHAIRMAN 1.00	0	0	0
RENATO E CARDENAS AUSTIN C/O WELLS FARGO BANK PO BOX 41629 TX 78704-9926	VICE-CHAIR 1.00	0	0	0
ANTONIO M DIAZ, MD AUSTIN C/O WELLS FARGO BANK PO BOX 41629 TX 78704-9926	SEC-TREAS 1.00	0	0	0
BEA LOPEZ AUSTIN C/O WELLS FARGO BANK PO BOX 41629 TX 78704-9926	MEMBER 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 ▶		

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 SUPPORT OF PROGRAMS IN HEALTH AND/OR EDUCATION FOR TWENTY-TWO 501(c)(3) ORGANIZATIONS AND FOUR SCHOOLS.	533,328
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 ▶	

DAA

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	7,022,062
b	Average of monthly cash balances	1b	300,707
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	7,322,769
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	7,322,769
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions) See Statement 8	4	328,995
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,993,774
6	**Minimum investment return.** Enter 5% of line 5	6	349,689

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	349,689
2a	Tax on investment income for 2012 from Part VI, line 5 2a 1,543		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	1,543
3	Distributable amount before adjustments Subtract line 2c from line 1	3	348,146
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	348,146
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	348,146

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	545,828
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	545,828
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	1,543
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	544,285

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

DAA

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					348,146
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	47,201				
e From 2011	24,831				
f **Total** of lines 3a through e		72,032			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 545,828					
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					348,146
e Remaining amount distributed out of corpus		197,682			
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		269,714			
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					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)					
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		269,714			
10 Analysis of line 9					
a Excess from 2008					
b Excess from 2009					
c Excess from 2010	47,201				
d Excess from 2011	24,831				
e Excess from 2012	197,682				

DAA

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed.

UNITED WAY
634 E LEVEE BROWNSVILLE TX 78520

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

SEE COPY OF APPLICATION, ATTACHED.

c Any submission deadlines:

JANUARY 31ST

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

SEE COPY OF GRANT APPLICATION, ATTACHED.

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 9				533,328
Total			▶ 3a	533,328
b Approved for future payment N/A				
Total			▶ 3b	

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					
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	44,699	
4 Dividends and interest from securities			14	154,854	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,424	112,243
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		200,977	112,243

13 **Total.** Add line 12, columns (b), (d), and (e) 13 313,220

(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	

DAA

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

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

Signature of officer or trustee — December 3, 2013 — Date — CHAIRMAN — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Susana Reynoso, CPA	S Reynoso CPA	12/3/13	X	P01219810

Firm's name ▶ Long Chilton, LLP — Firm's EIN ▶ 74-1154721

Firm's address ▶ 3125 Central Blvd, Brownsville, TX 78520 — Phone no 956-546-1655

DAA

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
35 AFLAC	4/18/12	9/25/12	Purchase $ 1,695	$ 1,497	$	$	$ 198
61 ABBOTT LABORATORIES	11/16/06	6/07/12	Purchase 3,737	2,900			837
183 ABBOTT LABORATORIES	11/16/06	7/06/12	Purchase 11,778	8,700			3,078
7 ABBOTT LABORATORIES	11/16/06	9/25/12	Purchase 488	333			155
190 ABBOTT LABORATORIES	11/16/06	11/07/12	Purchase 12,081	9,033			3,048
22 AFFILIATED MANAGERS GROUP INC	2/13/13	2/25/13	Purchase 2,745	2,486			259
69 AFFILIATED MANAGERS GROUP	2/13/13	2/25/13	Purchase 9,955	9,208			747
51 ANHEUSER-BUSCH INBEV SPN ADR	7/18/12	7/06/12	Purchase 3,959	3,731			228
29 ANHEUSER-BUSCH INBEV SPN ADR	4/18/12	9/25/12	Purchase 2,544	2,122			422
65 ANHEUSER-BUSCH INBEV SPN ADR	4/18/12	11/15/12	Purchase 5,370	4,755			615
19 APACHE CORPORATION COM	4/18/12	9/25/12	Purchase 1,654	1,748			-94
10 APPLE COMPUTER INC COM	4/18/12	9/25/12	Purchase 6,880	6,040			840
15000 BANK OF NEW YORK MEL 3.1%	11/16/09	9/17/12	Purchase 15,873	15,106			767
100000 BARCLAYS BANK PLC 2.5%	11/18/09	9/17/12	Purchase 100,494	100,108			386
24 BERKSHIRE HATHAWAY	4/18/12	9/25/12	Purchase 2,133	1,913			220
28 BHP BILLITON LIMITED	4/18/12	9/25/12	Purchase 1,946	2,036			-90
20 BOEING COMPANY	4/18/12	9/25/12	Purchase 1,405	1,475			-70
51 CME GROUP INC	4/18/12	9/25/12	Purchase 2,950	2,776			174

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	Sale Price	How Received	Cost	Expense	Depreciation	Net Gain / Loss
50 CVS/CAREMARK CORPORATION	7/31/03	9/25/12	$ 2,407	Purchase	$ 755	$	$	$ 1,652
45 CAPITAL ONE FINANCIAL CORP	4/18/12	9/25/12	2,585	Purchase	2,452			133
30 CELANESE CORP	4/18/12	9/25/12	1,171	Purchase	1,419			-248
26 CHEVRON CORP	3/16/00	9/25/12	3,072	Purchase	874			2,198
88 CISCO SYSTEMS INC	4/18/12	9/25/12	1,663	Purchase	1,756			-93
59 COMCAST CORP CLASS A	4/18/12	8/17/12	2,002	Purchase	1,762			240
66 COMCAST CORP CLASS A	4/18/12	9/25/12	2,418	Purchase	1,971			447
1009 CREDIT SUISSE COMM RT ST-CO 215	4/20/12	9/25/12	8,536	Purchase	8,102			434
19 DIAGEO PLC-ADR	4/18/12	9/25/12	2,159	Purchase	1,916			243
17 DIAGEO PLC-ADR	4/18/12	11/15/12	1,940	Purchase	1,714			226
352 DIAMOND HILL LONG-SHORT FD CL I	9/27/12	2/13/13	6,963	Purchase	6,473			490
39 WALT DISNEY CO	4/18/12	8/17/12	1,966	Purchase	1,654			312
53 WALT DISNEY CO	4/18/12	9/25/12	2,810	Purchase	2,248			562
3038 DREYFUS EMG MKT DEBT LOC C-I	9/27/12	2/13/13	47,302	Purchase	45,418			1,884
81 E M C CORP MASS	4/18/12	9/25/12	2,252	Purchase	2,353			-101
40000 FED FARM CREDIT BK S.5%	3/31/09	2/14/13	40,108	Purchase	40,133			-25
35000 FED FARM CREDIT BIK S.5%	3/31/09	3/26/13	35,000	Purchase	35,116			-116
80000 FED NATL MTG ASSN 4.75%	4/18/12	8/15/12	80,946	Purchase	82,090			-1,144

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
45 GILEAD SCIENCES INC	2/25/05	9/25/12	Purchase	$ 3,051	$ 797	$	$	$ 2,254
41 GILEAD SCIENCES INC	2/25/05	9/26/12	Purchase	2,708	727			1,981
104 GILEAD SCIENCES INC	2/13/13	4/04/13	Purchase	4,975	4,291			684
13 GOLDMAN SACHS GROUP INC	4/23/09	9/25/12	Purchase	1,522	1,580			-58
8 GOOGLE INC	8/30/12	9/25/12	Purchase	6,024	5,243			781
419 HEWLETT PACKARD CO	4/18/12	8/30/12	Purchase	7,068	10,429			-3,361
3808.073 HUSSMAN STRATEGIC GRTH FUND	7/27/10	9/25/12	Purchase	41,546	50,000			-8,454
8613.927 HUSSMAN STRATEGIC GRWTH	4/20/12	9/25/12	Purchase	93,978	100,783			-6,805
11787.782 HUSSMAN STRATEGIC GRWTH FD	4/20/12	2/13/13	Purchase	122,121	137,917			-15,796
66 INTEL CORP	4/18/12	9/25/12	Purchase	1,512	1,848			-336
50000 IBM CORPORATION 4.75%	12/17/02	11/29/12	Purchase	50,000	49,086			914
193 ISHARES S&P 500 INDEX FUND	4/18/12	9/25/12	Purchase	28,284	26,821			1,463
56 ISHARES S&P 500 INDEX FUND	4/18/12	2/13/13	Purchase	8,555	7,782			773
250 ISHARES MSCI EAFE	4/18/12	9/25/12	Purchase	13,617	13,305			312
900 ISHARES MSCI EAFE	10/19/10	9/25/12	Purchase	49,021	51,129			-2,108
900 ISHARES MSCI EAFE	6/06/05	2/13/13	Purchase	53,023	47,070			5,953
1800 ISHARES MSCI EAFE	11/29/04	2/13/13	Purchase	106,045	94,056			11,989
300 ISHARES MSCI EAFE	8/27/04	2/13/13	Purchase	17,674	13,780			3,894

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
9776 ISHARES MSCI EAFE	4/18/12	2/13/13	Purchase	$ 575,943	$ 520,279	$	$	$ 55,664
62 ISHARES S&P MIDCAP 400 VALUE	4/18/12	9/25/12	Purchase	7,051	6,883			168
93 ISHARES S&P MIDCAP 400 VALUE	4/18/12	9/25/12	Purchase	8,090	7,758			332
190 ISHARES TR SMALLCAP 600 INDEX FD	4/18/12	9/25/12	Purchase	14,970	14,054			916
1752 ISHARES TR SMALLCAP 600 INDEX F	4/18/12	2/13/13	Purchase	147,808	129,595			18,213
50 JPMORGAN CHASE & CO	4/18/12	9/25/12	Purchase	2,072	2,169			-97
60 JOHNSON CONTROLS INC	4/18/12	9/25/12	Purchase	1,709	1,973			-264
6493 LAUDUS MONDRIAN INTL FI-INST	7/13/10	9/25/12	Purchase	78,890	72,592			6,298
1057 LAUDUS MONDRIAN INTL FI-INST	7/13/10	2/13/13	Purchase	11,733	11,817			-84
2717 MERGER FD SH BEN INT 260	10/19/11	9/25/12	Purchase	43,309	42,874			435
70 MICROSOFT CORP	11/03/10	9/25/12	Purchase	2,161	1,917			244
32 NESTLE SA REGISTERED SHARES	4/18/12	9/25/12	Purchase	2,043	1,976			67
21 NOVARTIS AG-ADR	4/18/12	1/29/13	Purchase	1,290	1,168			122
192 NOVARTIS AG-ADR	4/18/12	1/29/13	Purchase	13,042	10,675			2,367
83 ORACLE CORPORATION	4/18/12	9/25/12	Purchase	2,668	2,424			244
7759 PIMCO FOREIGN BD FD USD H-INST	4/20/12	9/25/12	Purchase	87,366	83,797			3,569
1397 PIMCO FOREIGN BD FD USD H-INST	4/20/12	2/13/13	Purchase	15,046	15,088			-42
100000 PRAXAIR INC 1.75%	11/12/09	11/15/12	Purchase	100,000	100,151			-151

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description (Whom Sold)	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
1186 RIDGEWORTH SEIX HY BD-I 5855	4/20/12	9/25/12	Purchase	$ 11,836	$ 11,445	$	$	$ 391
7143 RIDGEWORTH SEIX HY BD-I 5855	4/20/12	2/13/13	Purchase	72,859	68,930			3,929
663 SPDR DJ WILSHIRE INTL REAL	10/19/10	9/25/12	Purchase	26,287	32,329			-6,042
236 SPDR DJ WILSHIRE INTL REAL	10/19/10	2/13/13	Purchase	9,837	9,442			395
36 SCHLUMBERGER LTD	5/29/09	9/25/12	Purchase	2,677	2,056			621
49 TJX COS INC NEW	4/18/12	9/25/12	Purchase	2,179	2,035			144
36 TARGET CORP	4/18/12	9/25/12	Purchase	2,351	2,070			281
20 TEVA PHARMACEUTICAL IND ADR	4/18/12	9/25/12	Purchase	805	907			-102
30 THERMO FISHER SCIENTIFIC INC	4/18/12	9/25/12	Purchase	1,791	1,631			160
14 3M CO	4/18/12	9/25/12	Purchase	1,316	1,218			98
43 TOTAL FINA ELF S.A.ADR	7/05/12	9/25/12	Purchase	2,248	1,942			306
45 US BANCORP DEL NEW	4/18/12	9/25/12	Purchase	1,541	1,408			133
17 UNION PACIFIC CORP	4/18/12	9/25/12	Purchase	2,064	1,872			192
18 UNITED PARCEL SERVICE-CL B	4/18/12	9/25/12	Purchase	1,300	1,451			-151
75000 US TREASURY NOTE 4.25%	4/18/12	7/20/12	Purchase	75,583	76,345			-762
43 UNITEDHEALTH GROUP INC	4/18/12	9/25/12	Purchase	2,416	2,466			-50
398 VANGUARD REIT VIPER	11/03/10	9/25/12	Purchase	26,228	24,431			1,797
51 VODAFONE GROUP PLC NEW ADR	4/18/12	9/25/12	Purchase	1,482	1,394			88

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
459 VODAFONE GROUP PLC NEW ADR	4/18/12	1/09/13	Purchase $ 12,115	$ 12,544	$	$	$ -429
26 COOPER INDUSTRIES PLC NEW IRELAND	3/31/05	9/25/12	Purchase 1,961	886			1,075
175 COOPER INDUSTRIES PLC NEW IRELAN	3/31/05	11/30/12	Purchase 13,889	5,963			7,926
.588 EATON CORP PLC	11/30/12	12/17/12	Purchase 31	31			
WELLS FARGO NON-DIV RETURN OF CAPTAL	12/31/12	12/31/12	Purchase 2,218	2,218			
FROM K-1 32-6042243	Various	12/31/12	Purchase 78				78
FROM K-1 32-6042243	Various	12/31/12	Purchase	579			-579
FROM K-1 32-6042243	Various	12/31/12	Purchase 1,849				1,849
Total			$ 2,435,843	$ 2,323,600	$ 0	$ 0	$ 112,243

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ADMINISTRATIVE FEES	$ 40,800	$ 40,800	$	$
TAX PREPARATION	1,620	1,620		
Total	$ 42,420	$ 42,420	$ 0	$ 0

Federal Statements

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAX PAID ON DIVIDENDS	$ 4,064	$ 4,064	$	$
Total	$ 4,064	$ 4,064	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
INSURANCE	4,433			
UNITED WAY MANAGEMENT FEE	12,500			12,500
MISCELLANEOUS	29			
COST BASIS ADJUSTMENT	-278			
FROM K-1 32-6042243	243	243		
Total	$ 16,927	$ 243	$ 0	$ 12,500

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	$ 6,860,796	$ 6,698,137	Cost	$ 7,212,519
Total	$ 6,860,796	$ 6,698,137		$ 7,212,519

Statement 6 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
INCR IN INVEST IN DB COMMODITY FD	$ 8,275	$	Cost	$
Total	$ 8,275	$ 0		$ 0

Statement 7 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
K-1 32-6042243	$ 9,392
Total	$ 9,392

Statement 8 - Form 990-PF, Part X, Line 4 - Cash Deemed Held - Greater Amount Explanation

Description	Amount
5-yr. average funding of charitable activities	328,995
Total	328,995

Federal Statements

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or $5,000

Name of Manager	Amount
NONE	$
Total	$ 0

Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

Name of Manager	Amount
NONE	$
Total	$ 0

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

SEE COPY OF APPLICATION, ATTACHED.

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

JANUARY 31ST

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

SEE COPY OF GRANT APPLICATION, ATTACHED.

Federal Statements

Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Relationship	Address / Status	Purpose	Amount
BROWNSVILLE LITERACY CENTER BROWNSVILLE TX 78520	NONE	1235 E JEFFERSON	SUPPORT EDUCATION	40,000
EPISCOPAL DAY SCHOOL BROWNSVILLE TX 78520	NONE	34 N CORIA	SUPPORT EDUCATION	30,000
BROWNSVILLE MUSEUM OF FINE ARTS BROWNSVILLE TX 78520	NONE	660 E RINGGOLD ST	SUPPORT EDUCATION	23,465
AUDUBON TEXAS AUSTIN TX 78704	NONE	510 S CONGRESS AVE #102	SUPPORT EDUCATION	25,000
COMMUNITY DEV CORP BRO BROWNSVILLE TX 78520	NONE	901 E LEVEE ST	SUPPORT HEALTH & EDUCATION	17,548
TIP OF TX FAM OUTREACH BROWNSVILLE TX 78520	NONE	455 E LEVEE ST	SUPPORT HEALTH & EDUCATION	3,200
SU CLINICA FAMILIAR HARLINGEN TX 78550	NONE	1706 TREASURE HILLS BLVD	SUPPORT HEALTH	10,000
GLADYS PORTER ZOO BROWNSVILLE TX 78520	NONE	500 RINGGOLD ST	SUPPORT EDUCATION	8,000
GOOD NEIGHBOR SETTLEMENT HOUSE BROWNSVILLE TX 78520	NONE	1254 E TYLER ST	SUPPORT HEALTH & EDUCATION	20,888
CAMERON CO CHILDREN ADVOC CTR BROWNSVILLE TX 78523	NONE	PO BOX 5418	SUPPORT HEALTH & EDUCATION	3,278
BOYS/GIRLS CLUB LOS FRESNOS LOS FRESNOS TX 78566	NONE	900 N ARROYO BLVD	SUPPORT HEALTH & EDUCATION	1,549
INCARNATE WORD ACADEMY BROWNSVILLE TX 78520	NONE	244 RESACA BLVD	SUPPORT EDUCATION	15,000
ST JOSEPH ACADEMY BROWNSVILLE TX 78520	NONE	101 SAINT JOSEPH DRIVE	SUPPORT EDUCATION	30,000
HISTORIC BROWNSVILLE MUSEUM BROWNSVILLE TX 78520	NONE	641 E MADISON	SUPPORT EDUCATION	14,325
TX RIO GRANDE LEGAL AID WESLACO TX 78520	NONE	300 S TEXAS BLVD	SUPPORT HEALTH & EDUCATION	1,152
GREATER BROWNSVILLE JR GOLF FDN RANCHO VIEJO TX 78575	NONE	309 SANTA ANA AVE	SUPPORT HEALTH & EDUCATION	4,000
MOODY CLINIC BROWNSVILLE TX 78521	NONE	1901 E 22ND ST	SUPPORT HEALTH	13,000
GIRL SCOUTS OF GREATER SOUTH TX HARLINGEN TX 78550	NONE	202 E MADISON ST	SUPPORT EDUCATION	24,375
CHILDREN'S MUSEUM OF BROWNSVVILLE BROWNSVILLE TX 78523	NONE	P O BOX 3762	SUPPORT EDUCATION	2,500

Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Relationship	Address / Status	Purpose	Amount
KMBH HARLINGEN TX 78551	NONE	P O BOX 2147	SUPPORT EDUCATION	5,000
TEACH FOR AMERICA RGV MCALLEN TX 78501	NONE	200 S 10TH ST, STE 800	SUPPORT EDUCATION	3,200
COMMUNITIES IN SCHOOLS CAMERON CO BROWNSVILLE TX 78520	NONE	700 E LEVEE ST	SUPPORT EDUCATION	11,348
WORKFORCE SOLUTIONS CAMERON CO BROWNSVILLE TX 78521	NONE	851 OLD ALICE RD	SUPPORT EDUCATION	7,000
UNITED WAY SOUTH CAMERON CO BROWNSVILLE TX 78520	NONE	634 E LEVEE ST	SUPPORT HEALTH & EDUCATION	125,000
UNIVERSITY OF TEXAS AT BROWNSVILLE BROWNSVILLE TX 78520	NONE	80 FORT BROWN	SUPPORT EDUCATION	82,000
OZANAM CENTER BROWNSVILLE TX 78521	NONE	656 N MINNESOTA AVE	SUPPORT HEALTH & EDUCATION	12,500
Total				533,328

Federal Statements

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
INTEREST INCOME	$ 44,689		14		
FROM K-1 74-1818930	10		14		
Total	$ 44,699				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
MUTUAL FUNDS	$ 130,976		14		
SECURITIES	23,878		14		
Total	$ 154,854				