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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 07-01-2012 , and ending 06-30-2013

Name of foundation
Brigham Family Foundation

A Employer identification number
45-2457442

Number and street (or P O box number if mail is not delivered to street address) Room/suite
Foundation Source 501 Silverside Rd

B Telephone number (see instructions)
(800) 839-1754

City or town, state, and ZIP code
Wilmington, DE 198091377

C If exemption application is pending, check here ☐

G Check all that apply ☐ Initial return ☐ 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)* ▶$ 6,088,716

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))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	4,871	4,871		
	4	Dividends and interest from securities	81,549	81,549		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	24,423			
	b	Gross sales price for all assets on line 6a 101,429				
	7	Capital gain net income (from Part IV, line 2)		24,423		
	8	Net short-term capital gain				
	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)	15,070	7,451		
	12	**Total.** Add lines 1 through 11	125,913	118,294		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	25,472	25,472		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	722	19		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	40,432	11,668		28,740
	24	**Total operating and administrative expenses.** Add lines 13 through 23	66,626	37,159		28,740
	25	Contributions, gifts, grants paid	142,000			142,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	208,626	37,159		170,740
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-82,713			
	b	**Net investment income** (if negative, enter -0-)		81,135		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	5,604,805	1,349,795	1,349,795
	3	Accounts receivable ▶ ________ Less allowance for doubtful accounts ▶ ________			
	4	Pledges receivable ▶ ________ Less allowance for doubtful accounts ▶ ________			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ ________ Less allowance for doubtful accounts ▶ ________			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)		53,500	52,504
	b	Investments—corporate stock (attach schedule)	307,314	2,394,756	2,521,865
	c	Investments—corporate bonds (attach schedule)		911,294	879,844
	11	Investments—land, buildings, and equipment basis ▶ ________ Less accumulated depreciation (attach schedule) ▶ ________			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)		1,120,061	1,284,708
	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)	5,912,119	5,829,406	6,088,716
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ________)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	5,912,119	5,829,406	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	5,912,119	5,829,406	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	5,912,119	5,829,406	

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	5,912,119
2	Enter amount from Part I, line 27a	2	-82,713
3	Other increases not included in line 2 (itemize) ▶ ________	3	
4	Add lines 1, 2, and 3	4	5,829,406
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	5,829,406

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	Publicly-traded Securities			
b	Pass-Through K-1 Capital Gain			
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	101,429		93,689	7,740
b				16,683
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				7,740
b				16,683
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	24,423
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	98,082	3,195,433	000 030694
2010			
2009			
2008			
2007			

2	**Total** of line 1, column (d).	2	000 030694
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . .	3	000 015347
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	5,844,668
5	Multiply line 4 by line 3.	5	89,698
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	811
7	Add lines 5 and 6.	7	90,509
8	Enter qualifying distributions from Part XII, line 4.	8	170,740

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

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
	Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	811
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	811
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	811
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	600		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,063		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	1,663
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	852
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 852	**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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ________			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

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

Website address ▶

14 The books are in care of ▶co Foundation Source Telephone no ▶(800) 839-1754

Located at ▶501 Silverside Road Suite 123 Wilmington DE ZIP+4 ▶198091377

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

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

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☐ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Anne L Brigham Foundation Source 501 Silverside Rd Wilmington, DE 19809	VP / Dir 001 00	0		
Ben M Brigham III Foundation Source 501 Silverside Rd Wilmington, DE 19809	Pres / Dir / Sec 001 00	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

Total number of other employees paid over $50,000 ▶

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
Total number of others receiving over $50,000 for professional services . . . . ▶		

Part IX-A **Summary of Direct Charitable Activities**

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions **3**	
Total. Add lines 1 through 3. . . . . ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	2,808,992
b	Average of monthly cash balances	1b	2,295,873
c	Fair market value of all other assets (see instructions)	1c	828,808
d	**Total** (add lines 1a, b, and c)	1d	5,933,673
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	5,933,673
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	89,005
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,844,668
6	**Minimum investment return.** Enter 5% of line 5	6	292,233

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	292,233
2a	Tax on investment income for 2012 from Part VI, line 5	2a	811		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	894		
c	Add lines 2a and 2b			2c	1,705
3	Distributable amount before adjustments Subtract line 2c from line 1			3	290,528
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	290,528
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	290,528

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	170,740
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	170,740
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	811
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	169,929

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				290,528
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			61,484	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 170,740				
a Applied to 2011, but not more than line 2a			61,484	
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.				109,256
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				181,272
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

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

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

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

	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 organization had $5,000 or more in assets at any time during the year—see instructions.)**

1 **Information Regarding Foundation Managers:**

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

See Additional Data Table

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				142,000
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	4,871	
4 Dividends and interest from securities. . . .			14	81,549	
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	24,423	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a K-1 Inc/Loss AT MLP FUND, LLC	525990	7,619	14	7,451	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		7,619		118,294	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 125,913

(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)

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

******	2014-05-08	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Jeffrey D Haskell	Jeffrey D Haskell	2014-05-08		

Firm's name ▶ Foundation Source

Firm's EIN ▶

Firm's address ▶ One Hollow Lane Suite 212, Lake Success, NY 11042

Phone no (800) 839-1754

Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000).

Anne L Brigham
Ben M Brigham III

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AMERICAN CENTER FOR LAW AND JUSTICE PO BOX 90555 WASHINGTON, DC 20090	N/A	509a1	General Unrestricted	10,000
COURT APPTD SPECIAL ADVOC OF TRAVIS CTY 7701 N LAMAR BLVD STE 301 AUSTIN, TX 78752	N/A	509a1	General Unrestricted	10,000
FAMILY LIFE TODAY INC 1200 COUNTRY CLUB DR STE 2501 LARGO, FL 33771	N/A	509a2	General Unrestricted	5,000
FELLOWSHIP OF CHRISTIAN ATHLETES 104 HI STIRRUP HORSESHOE BAY, TX 78657	N/A	509a1	General Unrestricted	5,000
FOCUS ON THE FAMILY 8605 EXPLORER DR COLORADO SPRINGS, CO 80920	N/A	509a2	General Unrestricted	5,000
FORWARD EDGE INTERNATIONAL 15121A NE 72ND AVE VANCOUVER, WA 98686	N/A	509a1	Villa Esperanza Project in Nicaragua	7,500
HELPING HAND HOME FOR CHILDREN 3804 AVE B AUSTIN, TX 78751	N/A	509a1	General Unrestricted	2,500
HOPE NICARAGUA INCORPORATED 9011 PARLIAMENT DR BURKE, VA 22015	N/A	509a1	Mathew Juns Clinic	5,000
HOPE NICARAGUA INCORPORATED 9011 PARLIAMENT DR BURKE, VA 22015	N/A	509a1	Eden Center	5,000
LIBERTY INSTITUTE 2001 W PLANO PKWY STE 1600 PLANO, TX 75075	N/A	509a2	General Unrestricted	5,000
LIFEWORKS 3700 S 1ST ST AUSTIN, TX 78704	N/A	509a2	General Unrestricted	10,000
MAKE-A-WISH FOUNDATION OF CENTRAL AND SOUTH TEXAS 2224 WALSH TARLTON LN AUSTIN, TX 78746	N/A	509a1	General Unrestricted	2,000
OBJECTIVIST CENTER LTD 1001 CONNECTICUT AVE NW STE 830 WASHINGTON, DC 20036	N/A	509a1	General Unrestricted	15,000
PRESBYTERIAN CHILDRENS HOMES AND SERVICES 4407 BEE CAVES RD STE 520 WEST LAKE HLS, TX 78746	N/A	509a1	General Unrestricted	5,000
TEXAS PUBLIC POLICY FOUNDATION 900 CONGRESS AVE AUSTIN, TX 78701	N/A	509a1	In Support of States Rights	17,500

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
THE SALVATION ARMY PO BOX 1000 AUSTIN,TX 78767	N/A	509a1	Austin, Texas Division	5,000
TRINITY CENTER AT ST DAVIDS EPISCOPAL CHURCH 301 E 8TH ST AUSTIN,TX 78701	N/A	509a1	General Unrestricted	5,000
UNIVERSITY OF TEXAS FOUNDATION PO BOX 250 AUSTIN,TX 78767	N/A	509a1	In Support of The Chancellors Council	5,000
WESTLAKE HILLS PRESBYTERIAN CHURCH 7127 BEE CAVES RD AUSTIN,TX 78746	N/A	509a1	Nicaragua Micro-Loan Program	2,500
WESTLAKE HILLS PRESBYTERIAN CHURCH 7127 BEE CAVES RD AUSTIN,TX 78746	N/A	509a1	Agua for Managua Project	2,500
WONDERS & WORRIES INC 9101 BURNET RD STE 107 AUSTIN,TX 78758	N/A	509a1	General Unrestricted	5,000
WORLD VISION 34834 WEYERHAEUSER WAY S FEDERAL WAY,WA 98001	N/A	509a1	General Unrestricted	7,500
Total . . . . ▶ **3a**				142,000

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

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: Brigham Family Foundation

EIN: 45-2457442

Software ID: 12000057

Software Version: 12.19.1011.1

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Publicly-traded Securities					101,429	93,689			7,740	
Pass-Through K-1 Capital Gain									16,683	

TY 2012 General Explanation Attachment

Name: Brigham Family Foundation
EIN: 45-2457442
Software ID: 12000057
Software Version: 12.19.1011.1

TY 2012 Investments Corporate Bonds Schedule

Name: Brigham Family Foundation

EIN: 45-2457442

Software ID: 12000057

Software Version: 12.19.1011.1

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BLACKROCK INC - 5.000 - 12/10/2019	119,685	113,423
CATERPILLAR INC NT - 5.700 - 08/15/2016	118,202	113,776
COCA COLA CO NOTES 5.350 11/15/2017 MAKE WHOLE	90,842	86,021
EI DUPONT DE NEMOURS 5.25 12/15/16	117,008	113,413
GENERAL ELEC CAP CORP MTN BE 5.62500 05/01/2018	118,086	114,700
GOLDMAN SACHS GRP INC - 5.125 - 01/15/2015	106,312	105,486
JPMORGAN CHASE - 4.650 - 06/01/2014	79,307	77,692
PEPSICO INC NOTES - 03.100 - 01/15/2015	79,347	77,808
WAL MART STORES INC-3.25-10/25/2020	82,505	77,525

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TY 2012 Investments Corporate Stock Schedule

Name: Brigham Family Foundation
EIN: 45-2457442
Software ID: 12000057
Software Version: 12.19.1011.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
44 shares of ADVANCE AUTO PARTS INC	3,255	3,571
313 shares of AETNA INC. NEW	12,526	19,888
94 shares of ALLIANCE DATA SYSTEM CORP	12,987	17,017
131 shares of ALTERA CORPORATION	4,424	4,322
44 shares of AMERICAN TOWER REIT INC	3,258	3,219
61 shares of AMERIPRISE FINANCIAL INC	3,474	4,934
75 shares of AMERISOURCEBERGEN CORP	2,982	4,187
149 shares of AMETEK INC.	5,106	6,303
58 shares of AMPHENOL CORPORATION	3,699	4,521
150 shares of ANADARKO PETROLEUM CORP	10,542	12,890
71 shares of ANSYS INC.	4,790	5,190
130 shares of APACHE CORPORATION	10,443	10,898
38 shares of APPLE INC.	21,884	15,068
195 shares of AUTOMATIC DATA PROCESSING INC.	10,990	13,428
79 shares of AUTONATION INC	3,190	3,428
22 shares of AUTOZONE INC	8,134	9,321
103 shares of AVAGO TECHNOLOGIES LIMITED	3,662	3,850
188 shares of B M C SOFTWARE	7,580	8,484
615 shares of BANK OF AMERICA CORP	5,368	7,909
79 shares of BED BATH BEYOND INC.	4,809	5,605
155 shares of BERRY PLASTICS GROUP INC	2,635	3,421
25 shares of BLACKROCK INC	4,572	6,421
85 shares of BOEING CO	6,297	8,707
56 shares of BROWN FORMAN CORP CL B	3,525	3,783
39 shares of CABOT OIL GAS CORP	2,800	2,770
140 shares of CAPITAL ONE FINANCIAL CORP	7,319	8,793
107 shares of CARDTRONICS INC	2,912	2,953
93 shares of CATAMARAN CORP	4,455	4,535
73 shares of CELANESE CORPORATION	2,883	3,270
20 shares of CHARTER COMMUNICATIONS	1,444	2,477

Name of Stock	End of Year Book Value	End of Year Fair Market Value
195 shares of CHECK POINT SOFTWARE TECHNOLOGIES LTD	8,826	9,688
71 shares of CHURCH DWIGHT COMMON	3,673	4,381
515 shares of CISCO SYSTEMS INC	8,901	12,535
130 shares of CITIGROUP INC	4,271	6,236
65 shares of CITRIX SYSTEMS INC	3,998	3,923
119 shares of COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION	7,732	7,454
230 shares of COMCAST CORP CL A	8,230	9,603
36 shares of CONCHO RESOURCES INC	3,157	3,014
150 shares of COVIDIEN LTD	8,465	9,426
285 shares of CROWN HOLDINGS INC	10,517	11,722
150 shares of CVS CAREMARK CORP.	6,867	8,577
175 shares of DANAHER CORP	9,211	11,078
38 shares of DAVITA INC COMMON	3,980	4,590
95 shares of DICKS SPORTING GDS	4,848	4,756
38 shares of DIGITAL RLTY TR INC	2,630	2,318
100 shares of DIRECTV GROUP	4,904	6,164
67 shares of DISCOVERY COMMUNICATIONS, INC - SERIES C COMMON ST	3,479	4,675
165 shares of DOLLAR GENERAL CORP	7,463	8,321
131 shares of DOLLAR TREE INC.	5,857	6,660
44 shares of DOVER CORP	2,605	3,417
12451 shares of DREYFUS PREMIER EMERGING MARKETS DEBT LOCAL CURREN	184,603	174,439
385 shares of EMC CORP-MASS	9,300	9,094
70 shares of EQT CORPORATION	4,131	5,556
22 shares of EQUINIX, INC.	3,959	4,064
220 shares of EXPRESS SCRIPTS HOLDING CO.	12,428	13,583
63 shares of F M C CP	3,385	3,847
186 shares of FIDELITY NATIONAL INFORMATION SERVICES INC	6,168	7,968
199 shares of FISERV INC	14,383	17,395
51 shares of FLUOR CORP	2,877	3,025
95 shares of FOOT LOCKER INC N.Y. COM	3,200	3,337

Name of Stock	End of Year Book Value	End of Year Fair Market Value
175 shares of FORD MOTOR COMPANY	1,937	2,707
163031 shares of FRANKLIN HIGH INCOME FUND ADVISOR CLASS	329,784	334,212
245 shares of FREEPORT-MCMORAN COPPER GOLD INC.	8,794	6,764
91 shares of GAMESTOP CORP	1,822	3,825
590 shares of GENERAL ELECTRIC CO	12,330	13,682
14 shares of GOOGLE INC CL A	9,171	12,325
22 shares of GRAINGER W W INC.	4,377	5,548
141 shares of HEALTHSOUTH CP	3,101	4,061
40 shares of HUMANA INC	2,710	3,375
18 shares of IHS INC	1,782	1,879
30 shares of INTL FLAVORS FRAGRANCES INC	2,461	2,255
22 shares of INTERCONTINETALEXCHANGE INC	2,894	3,911
10 shares of INTUITIVE SURGICAL, INC.	5,166	5,061
100 shares of JOHNSON JOHNSON	6,895	8,586
26 shares of JONES LANG LASALLE	1,894	2,370
250 shares of JP MORGAN CHASE CO	9,688	13,198
38 shares of KANSAS CITY SOUTHERN	2,925	4,026
240 shares of KINDER MORGAN INC	8,052	9,156
84 shares of LKQ CORPORATION	2,189	2,163
105 shares of MARRIOTT INTERNATIONAL INC. CL A	3,827	4,239
85 shares of MCDONALDS CORP	7,272	8,415
40 shares of MCKESSON CORP	3,645	4,580
58 shares of MEDNAX, INC.	4,194	5,312
200 shares of MERCK CO INC.	8,816	9,290
153 shares of MICROCHIP TECHNOLOGY INC.	4,999	5,699
415 shares of MICROSOFT CORPORATION	11,733	14,334
30 shares of MOHAWK INDS INC	2,356	3,375
81 shares of MONSTER BEVERAGE CORP	4,390	4,927
28 shares of MSC INDUSTRIAL DRCT	1,967	2,169
115 shares of NETAPP, INC.	3,331	4,345

Name of Stock	End of Year Book Value	End of Year Fair Market Value
13857 shares of NEUBERGER BERMAN EQUITY INCOME FUND	161,445	167,252
56 shares of NOBLE ENERGY INC.	2,636	3,362
415 shares of ORACLE CORP	12,702	12,745
24 shares of PANERA BREAD CO. CL. A.	3,873	4,463
60 shares of PEPSICO INC	4,146	4,907
20 shares of PERRIGO CO	2,374	2,420
81 shares of PETSMART INC.	5,436	5,426
150 shares of PG E CORP	6,420	6,860
26888 shares of PIMCO COMMODITY REAL RETURN STRATEGY FUND	183,682	148,692
32 shares of PIONEER NAT RES CO	3,261	4,632
11943 shares of POLEN GROWTH FUND INSTITUTIONAL CLASS	155,671	166,007
100 shares of PRAXAIR INC.	10,731	11,516
12 shares of PRECISION CASTPARTS	2,044	2,712
294 shares of QEP RESOURCES INC	8,298	8,167
20 shares of RANGE RESOURCES CORP DEL	1,348	1,546
9 shares of REGENERON PHARMACEUTICALS, INC	1,583	2,024
221 shares of REPUBLIC SVCS INC.	6,042	7,501
46 shares of RESMED INC	1,856	2,076
27836 shares of RIDGEWORTH FDS SEIX FLOATING RATE HIGH INCOME FUND	246,225	249,687
109 shares of RIVERBED TECHNOLOGY, INC.	2,036	1,696
97 shares of ROCKWOOD HOLDINGS INC	4,421	6,211
40 shares of ROPER INDUSTRIES NEW COMMON	4,263	4,969
73 shares of ROSS STORES, INC.	4,523	4,731
107 shares of SALLY BEAUTY HLDG	2,767	3,328
65 shares of SBA COMMUNICATIONS	4,370	4,818
45 shares of SHIRE PLC	3,900	4,280
131 shares of SKYWORKS SOLUTIONS, INC	3,219	2,868
200 shares of SPECTRA ENERGY CORP-W/I	5,620	6,892
38 shares of STERICYCLE INC	3,454	4,196
130 shares of STRYKER CORPORATION	6,867	8,408

Name of Stock	End of Year Book Value	End of Year Fair Market Value
54 shares of T. ROWE PRICE ASSOCIATES	3,394	3,953
130 shares of TARGET CORPORATION	8,121	8,952
112 shares of TEAM HEALTH HOLDINGSINC COM	3,847	4,600
100 shares of TERADATA CORPORATION	5,184	5,023
58 shares of TIMKEN CO	2,309	3,264
170 shares of TJX COMPANIES INC	7,490	8,510
32 shares of TRACTOR SUPPLY CO	2,735	3,762
61 shares of TRIUMPH GROUP INC	3,964	4,828
30 shares of UNION PACIFIC	3,650	4,628
130 shares of UNITED TECHNOLOGIES CORP	10,034	12,082
200 shares of UNITEDHEALTH GROUP INC.	10,450	13,096
220 shares of US BANCORP DEL	7,170	7,953
45 shares of V F CORP	6,924	8,688
133 shares of VANTIV INC - CLASS A	2,738	3,671
24285 shares of VIRTUS EMERGING MARKETS OPPTS CL I	238,740	237,264
40 shares of VISA INC	5,491	7,310
125 shares of WALGREEN CO	4,081	5,525
340 shares of WELLS FARGO CO.	11,191	14,032
44 shares of WEX INC	3,109	3,375
30 shares of WHIRLPOOL CORP	3,156	3,431
290 shares of WILLIAMS COS	9,227	9,416
7786 shares of YACKTMAN FOCUSED FUND	156,043	186,312

TY 2012 Investments - Other Schedule

Name: Brigham Family Foundation

EIN: 45-2457442

Software ID: 12000057

Software Version: 12.19.1011.1

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AT MLP FUND, LLC		620,061	736,818
PRISMA SPECTRUM FUND LTD		500,000	547,890

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TY 2012 Other Expenses Schedule

Name: Brigham Family Foundation

EIN: 45-2457442

Software ID: 12000057

Software Version: 12.19.1011.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	28,715			28,715
K-1 Exp AT MLP FUND, LLC	11,692	11,668		
State or Local Filing Fees	25			25

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491128013204

TY 2012 Other Income Schedule

Name: Brigham Family Foundation

EIN: 45-2457442

Software ID: 12000057

Software Version: 12.19.1011.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 Inc/Loss AT MLP FUND, LLC	15,070	7,451	

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491128013204

TY 2012 Other Professional Fees Schedule

Name: Brigham Family Foundation

EIN: 45-2457442

Software ID: 12000057

Software Version: 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	25,472	25,472		

TY 2012 Taxes Schedule

Name: Brigham Family Foundation
EIN: 45-2457442
Software ID: 12000057
Software Version: 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Estimated Tax for 2013	600			
Foreign Tax Paid	19	19		
IRS Excise Tax Payment with 1st ext 990-PF	103			