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Form 990-PF



Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.



OMB No 1545-0052




2013

Open to Public Inspection


For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation ROTARY CLUB OF BROWNSVILLE CHARITABLE FOUNDATION		A Employer identification number 20-3589282	
Number and street (or P O box number if mail is not delivered to street address) P O Box 5110		Room/suite	B Telephone number (see instructions) (956) 982-9821
City or town, state or province, country, and ZIP or foreign postal code Brownsville, TX 78523			C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input type="checkbox"/> \$ 291,392		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>			

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)	690			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,079	2,079	2,079	
	4 Dividends and interest from securities.	4,681	4,681	4,681	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	6,819			
	b Gross sales price for all assets on line 6a 104,297				
	7 Capital gain net income (from Part IV , line 2) . . .		6,819		
	8 Net short-term capital gain			3,111	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	14,269	13,579	9,871	
	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)				
	17 Interest	22	22	22	
	18 Taxes (attach schedule) (see instructions)	 328	119	119	209
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	 2,992	2,992	2,992	
	24 Total operating and administrative expenses. Add lines 13 through 23	3,342	3,133	3,133	209
	25 Contributions, gifts, grants paid	16,140			16,140
	26 Total expenses and disbursements. Add lines 24 and 25	19,482	3,133	3,133	16,349
	27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements		-5,213			
b Net investment income (if negative, enter -0-)			10,446		
c Adjusted net income (if negative, enter -0-)				6,738	

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	3,543	4,706	4,706	
	2	Savings and temporary cash investments	7,079	10,385	10,385	
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach 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)	18,544		19,216	18,267
	b	Investments—corporate stock (attach schedule)	201,033		188,571	219,699
	c	Investments—corporate bonds (attach schedule).	37,469		39,815	38,335
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)				
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15	Other assets (describe ▶ _____)					
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	267,668	262,693	291,392		
Liabilities	17	Accounts payable and accrued expenses	388	209		
	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)	388	209		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	267,280	262,484		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg , and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see page 17 of the instructions)	267,280	262,484		
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	267,668	262,693		

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	267,280
2	Enter amount from Part I, line 27a	2	-5,213
3	Other increases not included in line 2 (itemize) ▶ _____ 	3	417
4	Add lines 1, 2, and 3	4	262,484
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	262,484

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				
(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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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				
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	6,819
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	3,111

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))
2012			
2011			
2010			
2009			
2008			
2 Total of line 1, column (d).			2
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
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.			4
5 Multiply line 4 by line 3.			5
6 Enter 1% of net investment income (1% of Part I, line 27b).			6
7 Add lines 5 and 6.			7
8 Enter qualifying distributions from Part XII, line 4.			8

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 <input type="checkbox"/> and enter "N/A" on line 1		1	209		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)					
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	209		
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	209
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	209		
6 Credits/Payments		7			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a				
b Exempt foreign organizations—tax withheld at source	6b				
c Tax paid with application for extension of time to file (Form 8868)	6c				
d Backup withholding erroneously withheld	6d				
7 Total credits and payments Add lines 6a through 6d.		7			
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	209		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10			
11 Enter the amount of line 10 to be Credited to 2014 estimated tax Refunded		11			

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a	Yes 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	No
b If "Yes," has it filed a tax return on Form 990-T for this year?.		4b	No
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5	No
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		6	Yes
• 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?			
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) 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	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		9	Yes
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10	No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of Roger McKnight Telephone no (956) 466-8096 Located at P O Box 5110 Brownsville TX ZIP+4 785235110			
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.			
16	At any time during calendar year 2013, 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	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2013 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 2013.).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	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))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(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).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

No

Organizations relying on a current notice regarding disaster assistance check here.

c

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

YesNo

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?

YesNo

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?

YesNo

b

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

7b

No

Part VIII

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

1

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

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

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

Total number of other employees paid over \$50,000.

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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 Contribution to the Gladys Porter Zoo in Brownsville Texas for construction of educational building for zoological and wildlife classes open to the public. Benefits 25,000 children.	6,500
2 Contribution to Brownsville Spay/Neuter Clinic to subsidize cost of spaying, neutering, immunizations and adoptions of cats, dogs and other pets in the Brownsville area. Benefitted 100 families directly and related advertising publicized need for responsible pet ownership.	3,500
3 Equipment and services for the treatment of handicapped children in the local community. Benefits over 2,200 disadvantaged children.	4,000
4 Disaster relief and reconstruction following major fire in West, Texas, which destroyed or damaged 150 homes and buildings. Benefitted more than 160 individuals.	1,640

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	279,799
b	Average of monthly cash balances.	1b	8,658
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	288,457
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	288,457
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	4,327
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	284,130
6	Minimum investment return. Enter 5% of line 5.	6	14,207

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	16,349
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	16,349
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	16,349
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ _____				
a Applied to 2012, 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 2013 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (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 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
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 2008 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

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 2013, enter the date of the ruling.

2006-05-12

b

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

☒ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
		6,738	12,278	4,176	2,232	25,424
b	85% of line 2a	5,727	10,436	3,550	1,897	21,610
c	Qualifying distributions from Part XII, line 4 for each year listed	16,349	7,893	13,108	12,710	50,060
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	16,349	7,893	13,108	12,710	50,060
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.	9,471	8,919	8,593	8,438	35,421
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))

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 or e-mail address of the person to whom applications should be addressed

Sandy Ray
P O Box 5110
Brownsville, TX 78523
(956) 592-2003

b

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

Applications may be made by organizations exempt under 501(c)(3) that have active direct support projects that meet our stated exempt purpose, and have a proven system of management and oversight. A description of how the request will benefit the local community, number of persons benefited, detail and justification for requested amount should be included. No such applications are pending at this time.

c

Any submission deadlines

To be established, response expected to be within 2 months

d

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

Preference will be given to requests that will benefit the local community. Grants will be primarily for educational and/or humanitarian purposes, for example sending students to leadership camp or purchasing medical equipment for the local clinics.

Part XV

Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	16,140
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Form **990-PF** (2013)

TY 2013 IRS Payment

Name: ROTARY CLUB OF BROWNSVILLE
CHARITABLE FOUNDATION

EIN: 20-3589282

Software ID: 13000170

Software Version: 2013v3.1

Type of Account: Checking

**Payment Amount in Dollars and
Cents:** 209


Requested Payment Date: 2014-08-08

**Taxpayer's Daytime Phone
Number:** (956) 982-9821

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Sandy Ray	President 0 20	0		
P O Box 5110 Brownsville,TX 785235110				
Marshall Ray	Director 0 20	0		
P O Box 5110 Brownsville,TX 785235110				
Roger McKnight	Treasurer 0 20	0		
P O Box 5110 Brownsville,TX 785235110				
Valda S Rispoli	Secretary 0 20	0		
P O Box 5110 Brownsville,TX 785235110				
Ivan Welker	Director 0 20	0		
P O Box 5110 Brownsville,TX 785235110				

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Gladys Porter Zoo 500 Ringgold Brownsville,TX 78520	N/A	501(c)(3)	educational building for zoological and wildlife classes offered to the public	6,500
Brownsville SpayNeuter Clinic 416 FM 511 Brownsville,TX 78521	N/A	501(c)(3)	Prevention of cruelty to animals	3,500
Moody Clinic 1150 Paredes Line Road Brownsville,TX 78520	N/A	501(c)(3)	Provide services and equipment to handicapped children Benefits more than 2,200 children	4,000
Rotary District 5870 P O Box 86 Shiner,TX 77984	N/A	501(c)(3)	Disaster relief and rehabilitation	1,640
Cub Scout Troop Food Drive 34 North Coria Street Brownsville,TX 78520	N/A	501(c)(3)	Grant to provide food to needy families Benefits 50 families	500
Total  3a				16,140

**TY 2013 Investments Corporate
Bonds Schedule**

Name: ROTARY CLUB OF BROWNSVILLE
CHARITABLE FOUNDATION

EIN: 20-3589282

Software ID: 13000170

Software Version: 2013v3.1

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Wells Fargo Advisors account 6934 US	35,605	34,340
Wells Fargo Account 6934 foreign	4,210	3,995

**TY 2013 Investments Corporate
Stock Schedule**

Name: ROTARY CLUB OF BROWNSVILLE
CHARITABLE FOUNDATION

EIN: 20-3589282

Software ID: 13000170

Software Version: 2013v3.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Wells Fargo Advisors Account 6934	188,571	219,699

**TY 2013 Investments Government
Obligations Schedule**

Name: ROTARY CLUB OF BROWNSVILLE
CHARITABLE FOUNDATION

EIN: 20-3589282

Software ID: 13000170

Software Version: 2013v3.1

**US Government Securities - End of
Year Book Value:**

19,216

**US Government Securities - End of
Year Fair Market Value:**

18,267

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2013 Other Expenses Schedule

Name: ROTARY CLUB OF BROWNSVILLE
CHARITABLE FOUNDATION

EIN: 20-3589282

Software ID: 13000170

Software Version: 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Brokerage fees	2,917	2,917	2,917	
Other investment expenses	75	75	75	

TY 2013 Other Increases Schedule

Name: ROTARY CLUB OF BROWNSVILLE
CHARITABLE FOUNDATION

EIN: 20-3589282

Software ID: 13000170

Software Version: 2013v3.1

Description	Amount
Non dividend distributions	69
Timing differences	348

TY 2013 Taxes Schedule

Name: ROTARY CLUB OF BROWNSVILLE
CHARITABLE FOUNDATION

EIN: 20-3589282

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2013 Federal excise tax	209			209
Foreign taxes	119	119	119	



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ROTARY CLUB OF BROWNSVILLE
CHARITABLE FOUNDATION
PO BOX 5110
BROWNSVILLE TX 78523-5110

Your Financial Advisor :
MERRILL*-BUENROSTRO
2334 BOCA CHICA
SUITE 400
BROWNSVILLE TX 78521
(956) 541-6344

Account Number: 4247-6934

Year-End Account Summary

**This information is NOT provided to the Internal Revenue Service, but is being provided to you for courtesy purposes.
Please consult with your Financial Advisor or Tax Advisor regarding specific questions.**

For noncovered transactions, we provide supplemental cost basis information, when it is available, to assist you with completing your tax return, however, THIS INFORMATION IS NOT PROVIDED TO THE INTERNAL REVENUE SERVICE

SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)

Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
ACCENTURE PLC IRELAND / G1151C101 SHARES CLASS A 01/23/13	3 0000	08/24/12	213 21	183 00	30 21	SALE
AMERICAN TOWER CORP / 03027X100 REIT 01/23/13	2 0000	08/24/12	158 36	138 89	19 47	SALE
08/08/13	44 0000	08/24/12	3,031 89	3,055 44	-23 55	SALE
AMERISOURCEBERGEN CORP / 03073E105 11/12/13	3 0000	06/28/13	204 45	167 96	36 49	SALE
ASCENA RETAIL GROUP INC / 04351G101 01/23/13	2 0000	08/24/12	32 96	38 44	-5 48	SALE
03/04/13	74 0000	08/24/12	1,217 23	1,422 16	-204 93	SALE
AT & T INC / 00206R102 01/23/13	5 0000	08/24/12	169 35	184 49	-15 14	SALE
05/29/13	45 0000	08/24/12	1,612 39	1,660 32	-47 93	SALE
07/18/13	39 0000	08/24/12	1,394 30	1,438 94	-44 64	SALE
BRINKER INTL INC / 109641100 01/23/13	1 0000	08/24/12	32 65	34 48	-1 83	SALE
CARDTRONICS INC / 14161H108 01/23/13	2 0000	08/24/12	52 14	58 39	-6 25	SALE

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
CHURCH & DWIGHT INC / 171340102						
01/23/13	1 0000	08/24/12	56 84	55 14	1 70	SALE
04/15/13	1 0000	08/24/12	63 89	55 14	8 75	SALE
CISCO SYSTEMS INC / 17275R102						
01/23/13	6 0000	08/24/12	124 86	115 00	9 86	SALE
04/15/13	1 0000	08/24/12	21 47	19 17	2 30	SALE
CITIGROUP INC NEW / 172967424						
11/12/13	3 0000	05/29/13	149 31	156 88	-7 57	SALE
COSTCO WHSL CORP NEW / 22160K105 COM						
01/23/13	1 0000	01/04/13	102 24	102 12	0 12	SALE
11/12/13	2 0000	01/04/13	243 50	204 24	39 26	SALE
CULLEN FROST BANKERS INC / 229899109						
01/23/13	1 0000	08/24/12	58 06	56 32	1 74	SALE
DELPHI AUTOMOTIVE PLC / G27823106						
11/12/13	3 0000	05/29/13	165 24	149 06	16 18	SALE
DICKS SPORTING GOODS / 253393102 INC						
01/23/13	3 0000	08/24/12	144 27	147 14	-2 87	SALE
DONALDSON COMPANY INC / 257651109						
01/23/13	2 0000	08/24/12	73 38	70 61	2 77	SALE
07/18/13	18 0000	08/24/12	668 62	635 49	33 13	SALE



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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)

continued

Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
07/19/13	18 0000	08/24/12	663 31	635 49	27 82	SALE
07/22/13	19 0000	08/24/12	696 79	670 78	26 01	SALE
E M C CORP MASS / 268648102						
01/23/13	4 0000	08/24/12	97 88	105 04	-7 16	SALE
	48 0000	08/24/12	1,119 55	1,260 48	-140 93	
	68 0000	12/18/12	1,586 03	1,754 99	-168 96	
05/06/13	116 0000	Various	2,705 58	3,015 47	-309 89	SALE TOTAL 2 LOTS
EASTMAN CHEMICAL CO / 277432100						
01/23/13	2 0000	08/24/12	141 72	110 08	31 64	SALE
ENSCO PLC / G3157S106 CLASS A						
01/23/13	1 0000	08/24/12	61 80	56 69	5 11	SALE
EXPRESS SCRIPTS HLDG CO / 30219G108						
04/15/13	1 0000	08/24/12	56 41	61 58	-5 17	SALE
06/28/13	23 0000	08/24/12	1,423 65	1,416 26	7 39	SALE
EXXON MOBIL CORP / 30231G102						
01/23/13	1 0000	08/24/12	90 61	87 63	2 98	SALE
GILEAD SCIENCES INC / 375558103						
11/12/13	2 0000	06/28/13	134 98	102 64	32 34	SALE
GRACO INCORPORATED COM / 384109104						
01/23/13	1 0000	08/24/12	55 26	50 03	5 23	SALE

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
HUBBELL INC CL B 01 PAR / 443510201 01/23/13	1 0000	08/24/12	87 17	82 95	4 22	SALE
HUNTINGTON BANCSHRES INC / 446150104 01/23/13	6 0000	10/09/12	42 19	42 85	-0 66	SALE
04/15/13	1 0000	10/09/12	7 36	7 15	0 21	SALE
07/10/13	93 0000	10/09/12	769 62	664 14	105 48	SALE
07/18/13	92 0000	10/09/12	772 04	656 99	115 05	SALE
INTEL CORP / 458140100 01/18/13	45 0000	08/24/12	953 09	1,122 12	-169 03	SALE
01/23/13	1 0000	08/24/12	21 07	24 94	-3 87	SALE
INTERNATIONAL PAPER CO / 460146103 01/23/13	3 0000	08/24/12	126 96	103 22	23 74	SALE
ISHARES CORE S&P ET / 464287804 SMALLCAP 01/23/13	1 0000	10/09/12	82 51	76 39	6 12	SALE
10/11/13	17 0000	01/04/13	1,705 42	1,373 47	331 95	SALE
ISHARES CORE S&P MIDCAP / 464287507 ETF 11/12/13	3 0000	04/29/13	384 56	344 34	40 22	SALE
ISHARES MSCI ET / 464286772 SOUTH KOREA CAPPED 01/23/13	2 0000	08/24/12	122 86	113 96	8 90	SALE
04/15/13	2 0000	08/24/12	111 50	113 95	-2 45	SALE



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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)

continued

Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
10/29/13	26 0000	08/01/13	1,696 38	1,464 07	232 31	SALE
ISHARES MSCI ET / 464286103 AUSTRALIA 10/29/13	97 0000	08/01/13	2,601 76	2,259 23	342 53	SALE
ISHARES MSCI ET / 464286699 UNITED KINGDOM 01/23/13	6 0000	08/24/12	109 26	102 71	6 55	SALE
ISHARES MSCI GERMANY ET / 464286806 11/12/13	5 0000	04/30/13	145 70	127 10	18 60	SALE
KBR INC / 48242W106 01/23/13	3 0000	08/24/12	90 87	81 41	9 46	SALE
KROGER COMPANY COMMON / 501044101 11/12/13	3 0000	05/16/13	125 64	105 57	20 07	SALE
MASIMO CORP / 574795100 01/23/13	1 0000	08/24/12	20 91	22 24	-1 33	SALE
04/15/13	1 0000	08/24/12	19 92	22 24	-2 32	SALE
06/28/13	32 0000	08/24/12	681 51	711 68	-30 17	SALE
07/01/13	8 0000	08/24/12	173 50	177 92	-4 42	SALE
07/02/13	6 0000	08/24/12	129 80	133 44	-3 64	SALE
METLIFE INC / 59156R108 01/23/13	3 0000	08/24/12	111 39	103 88	7 51	SALE

2013 SUMMARY AMENDMENT

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount Additional Information	
MICROSOFT CORP / 594918104						
01/23/13	2 0000	08/24/12	55 01	60 82	-5 81	SALE
07/19/13	47 0000	08/24/12	1,471 69	1,429 27	42 42	SALE
11/12/13	4 0000	05/06/13	149 52	134 73	14 79	SALE
MONDELEZ INTL INC / 609207105						
01/23/13	3 0000	10/03/12	83 07	83 60	-0 53	SALE
05/16/13	59 0000	10/03/12	1,856 96	1,644 02	212 94	SALE
OMNICOM GROUP / 681919106						
01/23/13	1 0000	08/24/12	53 64	51 16	2 48	SALE
ONEOK INC NEW / 682680103						
04/15/13	1 0000	08/24/12	49 61	44 68	4 93	SALE
05/29/13	23 0000	08/24/12	1,055 42	1,027 64	27 78	SALE
ORACLE CORPORATION / 68389X105						
01/23/13	4 0000	08/24/12	140 00	127 15	12 85	SALE
PEPSICO INCORPORATED / 713448108						
01/04/13	33 0000	08/24/12	2,288 46	2,415 13	-126 67	SALE
PFIZER INCORPORATED / 717081103						
01/23/13	2 0000	11/09/12	53 12	48 46	4 66	SALE
04/15/13	1 0000	11/09/12	30 97	24 23	6 74	SALE
PHILIP MORRIS / 718172109 INTERNATIONAL INC						
01/23/13	1 0000	08/24/12	88 83	88 61	0 22	SALE



2013 SUMMARY AMENDMENT

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ROTARY CLUB OF BROWNSVILLE
CHARITABLE FOUNDATION
PO BOX 5110
BROWNSVILLE TX 78523-5110

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2334 BOCA CHICA
SUITE 400
BROWNSVILLE TX 78521
(956) 541-6344

Account Number: 4247-6934

Year-End Account Summary

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)

continued

Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
PHILLIPS 66 / 718546104 01/23/13	2 0000	11/01/12	109 44	94 34	15 10	SALE
POWERSHARES S&P ET / 73937B506 SMALLCAP CONSUMER DISCRETIONARY PORTFOLIO 01/23/13	4 0000	08/24/12	140 16	125 71	14 45	SALE
POWERSHARES S&P ET / 73937B837 SMALLCAP UTILITIES PORTFOLIO 01/23/13	2 0000	08/24/12	61 46	61 70	-0 24	SALE
04/15/13	1 0000	08/24/12	33 02	30 85	2 17	SALE
POWERSHARES S&P ET / 73937B803 SMALLCAP FINANCIALS PORTFOLIO 01/23/13	6 0000	08/24/12	194 82	182 08	12 74	SALE
04/15/13	1 0000	08/24/12	34 49	30 35	4 14	SALE
POWERSHARES S&P ET / 73937B860 SMALLCAP INFORMATION TECHNOLOGY PORTFOLIO 01/23/13	5 0000	08/24/12	162 40	150 44	11 96	SALE
POWERSHARES S&P ET / 73937B878 SMALLCAP INDUSTRIALS PORTFOLIO 01/23/13	1 0000	08/24/12	34 08	29 35	4 73	SALE

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2013

continued

Transactions for 2013					Supplemental Information	
8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Gain or Loss Amount	Additional Information
POWERSHARES S&P ET / 73937B886 SMALLCAP HEALTH CARE PORTFOLIO						
01/23/13	3 0000	08/24/12	112 38	107 73	4 65	SALE
04/15/13	1 0000	08/24/12	39 09	35 91	3 18	SALE
PVH CORP / 693656100						
01/23/13	1 0000	08/24/12	116 56	87 81	28 75	SALE
ROBERT HALF INTL INC / 770323103						
11/12/13	4 0000	07/18/13	154 60	142 33	12 27	SALE
SELECT SECTOR SPDR FD / 81369Y100 MATERIALS						
01/23/13	1 0000	01/15/13	39 49	39 01	0 48	SALE
08/01/13	42 0000	01/15/13	1,716 94	1,638 08	78 86	SALE
SPDR EURO STOXX 50 ET / 78463X202						
11/12/13	5 0000	10/29/13	199 45	205 35	-5 90	SALE
SPDR S&P BIOTECH ET / 78464A870						
01/23/13	1 0000	10/22/12	95 22	89 06	6 16	SALE
06/28/13	18 0000	10/22/12	1,883 76	1,603 08	280 68	SALE
SPDR S&P 500 TRUST ET / 78462F103						
01/04/13	14 0000	08/24/12	2,045 90	1,977 44	68 46	SALE
01/23/13	2 0000	08/24/12	298 29	282 50	15 79	SALE
08/01/13	20 0000	08/24/12	3,407 47	2,824 91	582 56	SALE



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ROTARY CLUB OF BROWNSVILLE
CHARITABLE FOUNDATION
PO BOX 5110
BROWNSVILLE TX 78523-5110

Your Financial Advisor :
MERRILL*-BUENROSTRO
2334 BOCA CHICA
SUITE 400
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(956) 541-6344

Account Number: 4247-6934

Year-End Account Summary

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP		1b-Date of		3-Cost or Other	Supplemental Information	
1a-Date of Sale or Exchange	1e-Quantity Sold	Acquisition	2a-Sales Price*	Basis	Gain or Loss Amount	Additional Information
TIME WARNER INC NEW / 887317303						
01/23/13	2 0000	08/24/12	101 02	84 62	16 40	SALE
07/18/13	32 0000	08/24/12	1,988 20	1,353 78	634 42	SALE
UNION PACIFIC CORP / 907818108						
01/23/13	1 0000	11/27/12	134 53	122 61	11 92	SALE
UNITEDHEALTH GROUP / 91324P102 INC						
01/23/13	1 0000	08/24/12	55 78	54 21	1 57	SALE
05/15/13	27 0000	08/24/12	1,660 34	1,463 43	196 91	SALE
US BANCORP NEW / 902973304						
01/23/13	2 0000	11/29/12	66 10	64 99	1 11	SALE
05/06/13	40 0000	11/29/12	1,314 71	1,299 66	15 05	SALE
VANGUARD FTSE ET / 921943858 DEVELOPED MARKETS ETF						
04/30/13	37 0000	08/24/12	1,415 49	1,220 48	195 01	SALE
08/01/13	40 0000	08/24/12	1,516 96	1,319 44	197 52	SALE
VANGUARD TOTAL BOND ET / 921937835 MARKET						
01/23/13	5 0000	08/24/12	419 71	423 67	-3 96	SALE
WHITING PETROLEUM CORP / 966387102						
01/23/13	1 0000	08/24/12	47 89	43 93	3 96	SALE
TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES			54,187.64	50,866.82	3,320.82	

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR NONCOVERED SECURITIES (Box 6)

Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
BLACKROCK INC / 09247XAJ0 SR UNSECURED CPN 3 375% DUE 06/01/22 DTD 05/25/12 FC 12/01/12 04/15/13	1,000 0000	08/24/12	1,070 49	1,055 37	15 12	SALE
CVS CAREMARK CORP / 126650BZ2 SR UNSECURED CPN 2 750% DUE 12/01/22 DTD 11/29/12 FC 06/01/13 04/15/13	1,000 0000	12/04/12	1,002 71	1,007 57	-4 86	SALE
GENERAL ELEC CAP CORP / 36962G4T8 SR UNSECURED CPN 2 250% DUE 11/09/15 DTD 11/09/10 FC 05/09/11 01/15/13	2,000 0000	08/24/12	2,066 50	2,067 74	-1 24	SALE
US TREASURY / 912828HH6 NOTES CPN 4 250% DUE 11/15/17 DTD 11/15/07 FC 05/15/08 01/23/13	1,000 0000	08/24/12	1,167 46	1,178 29	-10 83	SALE
TOTAL SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES			5,307.16	5,308.97	-1.81	



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LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)

Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
ACCENTURE PLC IRELAND / G1151C101 SHARES CLASS A 11/12/13	3 0000	08/24/12	228 81	182 99	45 82	SALE
AT & T INC / 00206R102 11/12/13	2 0000	08/24/12	69 98	73 80	-3 82	SALE
CARDTRONICS INC / 14161H108 11/12/13	4 0000	08/24/12	163 44	116 77	46 67	SALE
CHEVRON CORPORATION / 166764100 01/23/13	1 0000	01/07/11	115 33	90 57	24 76	SALE
CHURCH & DWIGHT INC / 171340102 11/12/13	2 0000	08/24/12	128 66	110 27	18 39	SALE
CISCO SYSTEMS INC / 17275R102 11/12/13	10 0000	08/24/12	237 50	191 66	45 84	SALE
DICKS SPORTING GOODS / 253393102 INC 11/12/13	4 0000	08/24/12	219 46	196 19	23 27	SALE
EASTMAN CHEMICAL CO / 277432100 11/12/13	2 0000	08/24/12	158 21	110 08	48 13	SALE
ENSCO PLC / G3157S106 CLASS A 11/12/13	2 0000	08/24/12	123 32	113 37	9 95	SALE
EXXON MOBIL CORP / 30231G102 11/12/13	2 0000	08/24/12	185 64	175 26	10 38	SALE

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LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
GRACO INCORPORATED COM / 384109104 11/12/13	2 0000	08/24/12	154 16	100 06	54 10	SALE
INTEL CORP / 458140100 11/12/13	3 0000	08/24/12	73 17	74 81	-1 64	SALE
INTERNATIONAL PAPER CO / 460146103 11/12/13	5 0000	08/24/12	221 05	172 03	49 02	SALE
ISHARES ET / 464288638 INTERMEDIATE CREDIT BOND 01/23/13	1 0000	01/07/11	111 33	105 49	5 84	SALE
ISHARES CORE S&P ET / 464287804 SMALLCAP 10/11/13	17 0000	10/09/12	1,705 40	1,298 62	406 78	SALE
ISHARES IBOXX & ET / 464287242 INVESTMENT GRADE CORP BD 01/23/13	1 0000	01/07/11	120 77	108 91	11 86	SALE
ISHARES MSCI ET / 464286772 SOUTH KOREA CAPPED 09/13/13	40 0000	08/24/12	2,456 36	2,279 00	177 36	SALE
10/29/13	15 0000	08/24/12	978 68	854 62	124 06	SALE
ISHARES MSCI ET / 464286699 UNITED KINGDOM 11/12/13	8 0000	08/24/12	160 64	136 94	23 70	SALE
JPMORGAN CHASE & CO / 46625H100 01/23/13	4 0000	01/07/11	184 72	172 40	12 32	SALE



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LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
04/15/13	2 0000	01/07/11	98 07	86 20	11 87	SALE
11/12/13	4 0000	01/07/11	215 48	172 40	43 08	SALE
KBR INC / 48242W106						
11/12/13	4 0000	08/24/12	137 76	108 55	29 21	SALE
12/17/13	34 0000	08/24/12	1,016 52	922 64	93 88	SALE
12/18/13	26 0000	08/24/12	769 09	705 54	63 55	SALE
METLIFE INC / 59156R108						
11/12/13	5 0000	08/24/12	246 56	173 13	73 43	SALE
MICROSOFT CORP / 594918104						
11/12/13	3 0000	08/24/12	112 14	91 22	20 92	SALE
ORACLE CORPORATION / 68389X105						
11/12/13	7 0000	08/24/12	243 25	222 51	20 74	SALE
PFIZER INCORPORATED / 717081103						
11/12/13	7 0000	11/09/12	220 22	169 61	50 61	SALE
PHILLIPS 66 / 718546104						
11/12/13	2 0000	11/01/12	130 24	94 34	35 90	SALE
POWERSHARES S&P ET / 73937B506						
SMALLCAP CONSUMER DISCRETIONARY PORTFOLIO						
11/12/13	6 0000	08/24/12	275 28	188 55	86 73	SALE

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LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)

continued

Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
POWERSHARES S&P ET / 73937B837 SMALLCAP UTILITIES PORTFOLIO 11/12/13	2 0000	08/24/12	67 94	61 70	6 24	SALE
POWERSHARES S&P ET / 73937B803 SMALLCAP FINANCIALS PORTFOLIO 11/12/13	7 0000	08/24/12	266 14	212 43	53 71	SALE
POWERSHARES S&P ET / 73937B860 SMALLCAP INFORMATION TECHNOLOGY PORTFOLIO 11/12/13	5 0000	08/24/12	208 15	150 44	57 71	SALE
POWERSHARES S&P ET / 73937B878 SMALLCAP INDUSTRIALS PORTFOLIO 11/12/13	2 0000	08/24/12	84 92	58 70	26 22	SALE
POWERSHARES S&P ET / 73937B886 SMALLCAP HEALTH CARE PORTFOLIO 11/12/13	6 0000	08/24/12	316 07	215 46	100 61	SALE
12/19/13	44 0000	08/24/12	2,360 18	1,580 04	780 14	SALE
PVH CORP / 693656100 10/23/13	15 0000	08/24/12	1,822 66	1,317 09	505 57	SALE
10/24/13	16 0000	08/24/12	1,913 00	1,404 88	508 12	SALE



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LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)

continued

Proceeds from Broker and Barter Exchange Transactions for 2013

Records from Broker and Broker Exchange Transactions for 2013					Supplemental Information	
8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Gain or Loss Amount	Additional Information
SPDR BARCLAYS ET / 78464A417 HIGH YIELD BOND ETF						
01/23/13	6 0000	01/07/11	248 05	240 24	7 81	SALE
04/15/13	1 0000	01/07/11	41 10	40 04	1 06	SALE
11/12/13	6 0000	01/07/11	241 50	240 24	1 26	SALE
SPDR S&P 500 TRUST ET / 78462F103						
11/12/13	3 0000	08/24/12	529 94	423 74	106 20	SALE
UNITED TECHNOLOGIES CORP / 913017109						
01/23/13	1 0000	01/07/11	87 84	79 03	8 81	SALE
11/12/13	2 0000	01/07/11	214 86	158 06	56 80	SALE
VANGUARD FTSE ET / 921943858 DEVELOPED MARKETS ETF						
01/23/13	8 0000	01/07/11	288 11	285 04	3 07	SALE
	59 0000	01/07/11	2,251 08	2,102 13	148 95	
	9 0000	04/08/11	343 39	343 80	-0 41	
04/29/13	68 0000	Various	2,594 47	2,445 93	148 54	SALE
04/30/13	31 0000	04/08/11	1,185 95	1,184 20	1 75	SALE
10/11/13	41 0000	08/24/12	1,636 67	1,352 43	284 24	SALE
11/12/13	21 0000	08/24/12	846 08	692 71	153 37	SALE
VANGUARD INTL EQUITY ET / 922042858 INDEX FDS FTSE EMERGING MKTS ETF						
01/04/13	32 0000	01/07/11	1,443 30	1,524 05	-80 75	SALE
					TOTAL 2 LOTS	

TOTAL 2 LOTS

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LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
01/23/13	15 0000	01/07/11	671 53	714 40	-42 87	SALE
04/15/13	1 0000	01/07/11	41 84	47 63	-5 79	SALE
11/12/13	25 0000	01/07/11	1,000 53	1,190 66	-190 13	SALE
VANGUARD REIT ET / 922908553						
01/23/13	4 0000	01/07/11	273 80	213 63	60 17	SALE
X 04/15/13	1.0000	01/07/11	73.63	53.26	20.37	SALE
X 11/12/13	3.0000	01/07/11	197.64	158.63	39.01	SALE
VANGUARD TOTAL BOND ET / 921937835						
MARKET						
11/12/13	5 0000	08/24/12	402 44	423 67	-21 23	SALE
12/11/13	12 0000	08/24/12	966 85	1,016 80	-49 95	SALE
VERIZON COMMUNICATIONS / 92343V104						
COM						
01/23/13	1 0000	01/07/11	42 64	35 54	7 10	SALE
05/29/13	29 0000	01/07/11	1,434 92	1,030 66	404 26	SALE
11/12/13	2 0000	01/07/11	100 28	71 08	29 20	SALE
WHITING PETROLEUM CORP / 966387102						
11/12/13	2 0000	08/24/12	130 18	87 86	42 32	SALE
3M CO / 88579Y101						
04/15/13	1 0000	09/22/11	107 47	72 13	35 34	SALE
TOTAL LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES			33,101.92	28,380.93	4,720.99	



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LONG TERM GAINS OR LOSSES (Box 1c) FOR NONCOVERED SECURITIES (Box 6)

Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
BEAR STEARNS CO INC / 073902PR3 SENIOR NOTES CPN 6 400% DUE 10/02/17 DTD 10/02/07 FC 04/02/08 12/11/13	2,000 0000	08/24/12	2,329 82	2,396 38	-66 56	SALE
DIAGEO CAPITAL PLC / 25243YAR0 COMPANY GTD CPN 1 500% DUE 05/11/17 DTD 05/11/12 FC 11/11/12 11/12/13	1,000 0000	08/24/12	1,003 02	1,015 56	-12 54	SALE
LOWE'S COMPANIES INC / 548661CW5 SR UNSECUREC CALLABLE CPN 3 120% DUE 04/15/22 11/12/13	1,000 0000	08/24/12	963 98	1,038 72	-74 74	SALE
RIO TINTO FIN USA LTD / 767201AQ9 NOTE CPN 3 750% DUE 09/20/21 DTD 09/19/11 FC 03/20/12 11/12/13	1,000 0000	08/24/12	997 52	1,089 40	-91 88	SALE
US TREASURY NOTES / 912828EW6 CPN 4 500% DUE 02/15/16 DTD 02/15/06 FC 08/15/06 11/12/13	1,000 0000	08/24/12	1,092 30	1,140 16	-47 86	SALE
TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES			6,386.64	6,680.22	-293.58	

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PARTNERSHIP DISPOSITIONS FOR NONCOVERED SECURITIES Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP		1b-Date of		3-Cost or Other		Supplemental Information	
1a-Date of Sale or Exchange	1e-Quantity Sold	Acquisition	2a-Sales Price*	Basis	Gain or Loss	Amount	Additional Information
POWERSHARES DB ET / 73935S105 COMMODITY INDEX TRACKING FUND							
01/23/13	16 0000	08/24/12	449 81	458 48	-8 67	SALE	
09/04/13	173 0000	08/24/12	4,588 40	4,957 23	-368 83	SALE	
11/12/13	10 0000	08/24/12	252 50	286 55	-34 05	SALE	
TOTAL PARTNERSHIP DISPOSITIONS			5,290.71	5,702.26	-411.55		

*Box 2a Sales price less commissions and option premiums