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

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OMB No 1545-0052

2013

For calendar year 2013, or tax year beginning , 2013, and ending ,

THE H L BROWN JR FAMILY FOUNDATION
P.O. BOX 2237
MIDLAND, TX 79702-2237

A Employer identification number
26-1223638

B Telephone number (see the instructions)
432-683-5216

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method: ☐ Cash ☐ Accrual
☒ Other (specify) GAAP
(Part I, column (d) must be on cash basis)

▶ \$ 13,569,204.

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

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

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

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE	1	Contributions, gifts, grants, etc. received (att sch)	2,302,383.			
	2	Check ☐ if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	231,746.	231,746.		
	5a	Gross rents				
	5b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	252,410.			
	6b	Gross sales price for all assets on line 6a 4,369,294.				
	7	Capital gain net income (from Part IV, line 2)		252,410.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
10b	Less: Cost of goods sold					
10c	Gross profit/(loss) (att sch)					
11	Other income (attach schedule)					
12	Total. Add lines 1 through 11	2,786,539.	484,156.	0.		
ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	120,000.	24,000.		96,000.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) See St 1	175.			175.
	16b	Accounting fees (attach sch) See St 2	11,000.			
	16c	Other prof fees (attach sch) See St 3	56,965.	56,965.		
	17	Interest				
	18	Taxes (attach schedule) (see instrs) See Stm 4	12,180.	4,836.		7,344.
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) See Statement 5	24,699.	24,669.		30.
	24	Total operating and administrative expenses. Add lines 13 through 23	225,019.	110,470.		103,549.
	25	Contributions, gifts, grants paid Part XV	567,000.			567,000.
26	Total expenses and disbursements. Add lines 24 and 25	792,019.	110,470.	0.	670,549.	
27	Subtract line 26 from line 12					
a	Excess of revenue over expenses and disbursements	1,994,520.				
b	Net investment income (if negative, enter -0-)		373,686.			
c	Adjusted net income (if negative, enter -0-)			0.		

SCANNED - MAR 24 2014
MAR 24 2014
ADMINISTRATIVE EXPENSES

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a PUBLICLY TRADED SECURITIES		P	Various	Various
b PUBLICLY TRADED SECURITIES		P	Various	Various
c Capital gain dividends				
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 3,130,855.		3,087,605.	43,250.
b 1,158,161.		1,029,279.	128,882.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			43,250.
b			128,882.
c			80,278.
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	252,410.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	— [If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8]	3	0.

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

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

N/A

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☐ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
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 instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary— see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ☐ and enter 1% of Part I, line 27b		1	7,474.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	7,474.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	7,474.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	4,126.	
b Exempt foreign organizations— tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	4,126.	
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	3,348.	
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	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a 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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Form 990-PF (2013)

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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>WILLIAM L. TERRY</u> Telephone no. <u>432-683-5216</u> Located at <u>300 W. LOUISIANA MIDLAND TX</u> ZIP + 4 <u>79701-3401</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> N/A			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.**

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days	☐ Yes	☒ No
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	N/A
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?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 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 <u>20__ , 20__ , 20__ , 20__</u>	☐ Yes	☒ No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement- see instructions.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If 'Yes,' did it have excess business holdings in 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)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	X

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Form 990-PF (2013)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?

5 b N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

6 a 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?

6 b X

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7 b

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
HUBERT L. BROWN III 300 W. LOUISIANA AVE MIDLAND, TX 79701-3401	Executive Di 15.00	60,000.	0.	0.
ANNABELLE B. FOWLKES 300 W. LOUISIANA AVE MIDLAND, TX 79701-3401	Executive Di 15.00	60,000.	0.	0.
Q. PETER COURTNEY III 300 W. LOUISIANA AVE MIDLAND, TX 79701-3401	Director 0	0.	0.	0.

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

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

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

0

Part VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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Form 990-PF (2013)

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	1 a	10,550,939.
b	Average of monthly cash balances	1 b	462,611.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	11,013,550.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	11,013,550.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	165,203.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,848,347.
6	Minimum investment return Enter 5% of line 5	6	542,417.

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	542,417.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	7,474.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	7,474.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	534,943.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	534,943.
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	534,943.

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	1 a	670,549.
b	Program-related investments— total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	670,549.
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	670,549.

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.

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Form 990-PF (2013)

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				534,943.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0.	
b Total for prior years. 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009	59,462.			
c From 2010	117,644.			
d From 2011	195,055.			
e From 2012	173,356.			
f Total of lines 3a through e	545,517.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 670,549.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2013 distributable amount				534,943.
e Remaining amount distributed out of corpus	135,606.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	681,123.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	681,123.			
10 Analysis of line 9:				
a Excess from 2009	59,462.			
b Excess from 2010	117,644.			
c Excess from 2011	195,055.			
d Excess from 2012	173,356.			
e Excess from 2013	135,606.			

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Form 990-PF (2013)

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon				
a 'Assets' alternative test— enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b 'Endowment' alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c 'Support' alternative test— enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

See Statement 8

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

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 Statement 9				
Total			3 a	567,000.
b Approved for future payment				
Total			3 b	

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations.)

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

► **Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.**

OMB No 1545-0047

2013

Name of the organization

THE H L BROWN JR FAMILY FOUNDATION

Employer identification number

26-1223638

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II)

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of ~~1~~ ☒ \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use **exclusively** for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use **exclusively** for religious, charitable, etc, purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for **arexclusively** religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year ► \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule **B** (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

THE H L BROWN JR FAMILY FOUNDATION

26-1223638

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HL BROWN JR CHAR. LEAD ANNUITY TR 300 W LOUISIANA AVE MIDLAND, TX 79701-3401	\$ 2,302,383.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

THE H L BROWN JR FAMILY FOUNDATION

26-1223638

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A		
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Employer Identification number

26-1223638

organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

► \$ N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	N/A		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee	

	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee	

	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee	

	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee	

	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee	

THE H L BROWN JR FAMILY FOUNDATION

26-1223638

Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEEES FOR CHARITABLE REVIEW	\$ 175.			\$ 175.
Total	<u>\$ 175.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 175.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
TAX PREP FEES	\$ 11,000.			
Total	<u>\$ 11,000.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BBH - MGT FEE	\$ 56,965.	\$ 56,965.		
Total	<u>\$ 56,965.</u>	<u>\$ 56,965.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL EXCISE TAX EXPENSE	\$ 3,000.	\$ 3,000.		
PAYROLL TAX EXPENSE	9,180.	1,836.		\$ 7,344.
Total	<u>\$ 12,180.</u>	<u>\$ 4,836.</u>	<u>\$ 0.</u>	<u>\$ 7,344.</u>

THE H L BROWN JR FAMILY FOUNDATION

26-1223638

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Amortization	\$ 24,669.	\$ 24,669.		N/A
OVERNIGHT EXPRESS MAIL	30.			\$ 30.
Total	<u>\$ 24,699.</u>	<u>\$ 24,669.</u>	<u>\$ 0.</u>	<u>\$ 30.</u>

Statement 6
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
ACCRUED INTEREST INCOME	\$ 22,825.	\$ 22,825.
Total	<u>\$ 22,825.</u>	<u>\$ 22,825.</u>

Statement 7
Form 990-PF, Part III, Line 3
Other Increases

Net Unrealized Gains or Losses on Investments	Total	\$ 1,022,995.
		<u>\$ 1,022,995.</u>

Statement 8
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program: HUBERT L. BROWN III
Name: HUBERT L. BROWN III
Care Of:
Street Address: 300 W. LOUISIANA AVE
City, State, Zip Code: MIDLAND, TX 79701-3401
Telephone:
E-Mail Address:
Form and Content: NO SPECIFIC APPLICATION FORM REQUIRED. INCLUDE INFORMATION ABOUT YOUR ORGANIZATION AND HOW THE GRANT WILL BENEFIT YOUR ORGANIZATION.

Submission Deadlines: NONE
Restrictions on Awards: NONE GENERALLY, BUT MAY HAVE SPECIFIC USES ON A GRANT BY GRANT BASIS.

THE H L BROWN JR FAMILY FOUNDATION

26-1223638

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
FIRST PRESBYTERIAN CHURCH 800 WEST TEXAS AVENUE MIDLAND, TX 79701	NONE	PUBLIC CH	FOR CHURCH OPERATIONS	\$ 5,000.
UNIVERSITY OF TEXAS AT AUSTIN 1 UNIVERSITY STATION C2104 AUSTIN, TX 78712	NONE	PUBLIC CH	FOR FELLOWSHIP FUND	20,000.
THE BUCKLEY SCHOOL 113 EAST 73RD STREET NEW YORK, NY 10131	NONE	PUBLIC CH	FOR SCHOOL OPERATIONS	25,000.
ST. PAUL'S SCHOOL 325 PLEASANT STREET CONCORD, NH 03301	NONE	PUBLIC CH	ANNUAL GIVING PROGRAM	5,000.
AVON OLD FARMS SCHOOL 500 OLD FARMS ROAD AVON, CT 06001	NONE	PUBLIC CH	FOR SCHOOL OPERATIONS	20,000.
THE EPISCOPAL SCHOOL 35 EAST 69TH STREET NEW YORK, NY 10021	NONE	PUBLIC CH	FOR SCHOOL OPERATIONS	1,000.
GEORGE W. BUSH PRESIDENTIAL CENTER PO BOX 600610 DALLAS, TX 75360	NONE	PUBLIC CH	FOR CENTER'S OPERATIONS	5,000.
MAYO CLINIC - ROCHESTER 200 FIRST STREET SW ROCHESTER, MN 55905	NONE	PUBLIC CH	FOR HOSPITAL OPERATIONS	10,000.
M. D. ANDERSON CANCER CENTER PO BOX 4486 HOUSTON, TX 77210	NONE	PUBLIC CH	FOR SARCOMA AND CANCER RESEARCH	10,000.
MIDLAND CHILDREN'S REHABILITATION CENTER 802 VENTURA MIDLAND, TX 79705	NONE	PUBLIC CH	FOR REHAB OPERATIONS	16,000.
MIDLAND MEMORIAL FOUNDATION 2200 WEST ILLINOIS AVENUE MIDLAND, TX 79701	NONE	PUBLIC CH	FOR MMH BUILDING FUND	30,000.
MOUNT SINAI MEDICAL CENTER ONE GUSTAVE L. LEVY PLACE, BOX 1049 NEW YORK, NY 10029	NONE	PUBLIC CH	FOR HOSPITAL OPERATIONS	25,000.

THE H L BROWN JR FAMILY FOUNDATION

26-1223638

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
NANTUCKET HISTORICAL ASSOCIATION 15 BROAD STREET NANTUCKET, MA 02554	NONE	PUBLIC CH	FOR GENERAL OPERATIONS	\$ 5,000.
SCHOOL YEAR ABROAD 439 SOUTH UNION STREET LAWRENCE, MA 01843	NONE	PUBLIC CH	FOR SCHOOL OPERATIONS	2,500.
THE SPENCE SCHOOL 22 EAST 91ST STREET NEW YORK, NY 10128	NONE	PUBLIC CH	FOR SCHOOL OPERATIONS	20,000.
WAGNER NOEL PERFORMING ARTS CENTER 4901 E. UNIV, MESA BLDG, RM 4230 ODESSA, TX 79762	NONE	PUBLIC CH	FOR CENTER'S OPERATIONS	20,000.
THE WHARTON SCHOOL 344 VANCE HALL, 3733 SPRUCE STREET PHILADELPHIA, PA 19104	NONE	PUBLIC CH	FOR ALUMNI AFFAIRS AND ANNUAL GIVING	25,000.
TRINITY SCHOOL OF MIDLAND 3500 WEST WADLEY AVENUE MIDLAND, TX 79707	NONE	PUBLIC CH	FOR PRE-SCHOOL RENOVATION PROJECT	25,000.
CITY OF MIDLAND AQUATICS, INC. 3003 NORTH A STREET MIDLAND, TX 79705	NONE	PUBLIC CH	FOR EXPANSION PROJECT	20,000.
JAZZ AT LINCOLN CENTER 33 WEST 60 STREET, FLOOR 11 NEW YORK, NY 10023	NONE	PUBLIC CH	FOR CENTER'S OPERATIONS	5,000.
MOUNT SINAI MEDICAL CENTER ONE GUSTAVE L LEVY PLACE, BOX 1049 NEW YORK, NY 10029	NONE	PUBLIC CH	FOR JUNIOR ATTENDING FUND	50,000.
NANTUCKET CONSERVATION FOUNDATION POP BOX 13 NANTUCKET, MA 02554	NONE	PUBLIC CH	FOR GENERAL OPERATIONS	25,000.
PERMIAN BASIN PETROLEUM MUSEUM 1500 INTERSTATE 20 WEST MIDLAND, TX 79701	NONE	PUBLIC CH	FOR MUSEUM RENOVATIONS	50,000.

THE H L BROWN JR FAMILY FOUNDATION

26-1223638

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
BOY'S CLUB OF NEW YORK, INC. 287 EAST 10TH STREET NEW YORK, NY 10009	NONE	PUBLIC CH	FOR GENERAL OPERATIONS	\$ 1,000.
THE SPENCE SCHOOL 22 EAST 91ST STREET NEW YORK, NY 10128	NONE	PUBLIC CH	FOR BUILDING FUND	20,000.
AMERICAN HEART ASSOCIATION 10900-B STONELAKE BLVD STE 320 AUSTIN, TX 78759	NONE	PUBLIC CH	FOR GENERAL OPERATIONS	3,000.
AMERICAN HORSE TRAILS FOUNDATION 7913 COLONIAL LANE CLINTON, MD 20735	NONE	PUBLIC CH	FOR GENERAL OPERATIONS	2,500.
AMERICAN QUARTER HORSE FOUNDATION PO BOX 32111 AMARILLO, TX 79120	NONE	PUBLIC CH	FOR GENERAL OPERATIONS	1,000.
CENTRAL PARK CONSERVANCY 14 EAST 60TH STREET NEW YORK, NY 10022	NONE	PUBLIC CH	FOR GENERAL OPERATIONS	5,000.
CLL GLOBAL RESEARCH FOUNDATION PO BOX 301402 HOUSTON, TX 77230	NONE	PUBLIC CH	FOR GENERAL OPERATIONS	5,000.
COLUMBIA UNIV. - DEPT OF OPHTHALMOLOGY 635 WEST 165TH ST, BOX 13 NEW YORK, NY 10032	NONE	PUBLIC CH	FOR GENERAL OPERATIONS	5,000.
FORT WORTH COUNTRY DAY SCHOOL 4200 COUNTRY DAY LANE FORT WORTH, TX 76109	NONE	PUBLIC CH	FOR SCHOOL OPERATIONS	2,500.
JOHNS HOPKINS UNIVERSITY 3400 N CHARLES ST BALTIMORE, MD 21218	NONE	PUBLIC CH	FOR GENERAL OPERATIONS	2,500.
LENOX HILL NEIGHBORHOOD HOUSE 331 EAST 70TH STREET NEW YORK, NY 10021	NONE	PUBLIC CH	FOR GENERAL OPERATIONS	500.

THE H L BROWN JR FAMILY FOUNDATION

26-1223638

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
LUNG CANCER RESEARCH FOUNDATION 845 THIRD AVE, 6TH FLOOR NEW YORK, NY 10022	NONE	PUBLIC CH	FOR GENERAL OPERATIONS	\$ 1,500.
MAKE A WISH FOUNDATION OF NORTH TEXAS 407 N BIG SPRING STREET, SUITE 208 MIDLAND, TX 79701	NONE	PUBLIC CH	FOR GENERAL OPERATIONS	10,000.
MUSEUM OF FINE ARTS PO BOX 6826 HOUSTON, TX 77265	NONE	PUBLIC CH	FOR GENERAL OPERATIONS	2,500.
MUSEUM OF THE CITY OF NEW YORK 1220 FIFTH AVENUE NEW YORK, NY 10029	NONE	PUBLIC CH	FOR GENERAL OPERATIONS	10,000.
NANTUCKET COMMUNITY SAILING PO BOX 2424 NANTUCKET, MA 02584	NONE	PUBLIC CH	FOR GENERAL OPERATIONS	5,000.
SCOTT & WHITE HEALTHCARE FOUNDATION 2401 SOUTH 31ST ST TEMPLE, TX 76508	NONE	PUBLIC CH	FOR HOSPITAL OPERATIONS	20,000.
STANFORD MEN'S LACROSSE 640 EAST CAMPUS DRIVE STANFORD, CA 94305	NONE	PUBLIC CH	FOR GENERAL OPERATIONS	1,000.
STANFORD UNIVERSITY PO BOX 20466 STANFORD, CA 94309	NONE	PUBLIC CH	FOR SCHOOL OPERATIONS	2,000.
STREAMS & VALLEYS, INC. PO BOX 101373 FORT WORTH, TX 76185	NONE	PUBLIC CH	FOR GENERAL OPERATIONS	5,000.
TEXAS SCOTTISH RITE HOSP. FOR CHILDREN 2222 WELBORN ST DALLAS, TX 75219	NONE	PUBLIC CH	FOR GENERAL OPERATIONS	2,500.
UNIVERSITY OF TEXAS LONGHORN FOUNDATION PO BOX 7399 AUSTIN, TX 78713	NONE	PUBLIC CH	FOR GENERAL OPERATIONS	5,000.

THE H L BROWN JR FAMILY FOUNDATION

26-1223638

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
WEST TEXAS FOOD BANK 1008 EAST SECOND ST ODESSA, TX 79761	NONE	PUBLIC CH	FOR BUILDING FUND	\$ 20,000.
BUCKNER FOUNDATION 600 NORTH PEARL STREET, STE 2000 DALLAS, TX 75201	NONE	PUBLIC CH	FOR EXPANSION PROJECT	15,000.
Total \$				<u>567,000.</u>