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Form **990-PF**

D partment of the Treasury
I t rn l Re e S rvce

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
▶ Information about Form 990 PF and its separate instructions is at www irs gov/form990pf

OMB N 1545 0052

2013

Op t P bli I p ti

For calendar year 2013 or tax year beginning and ending

N m f fo nd to: ROBERT W AND LYNN H BROWNE FDN

A Empl y Id tifi ti mb: 38-2452645

N mb d t t(PO b mb fm l td l dt t t dd): 333 TRUST BUILDING

R m/ t

B T l ph mbe (t t n): 616-459-2009

Cty tw tt p ce co try d ZIP f g p t l d: GRAND RAPIDS MI 49503

C If mpt ppl cat o p d g h kh ▶ ☐

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

D 1 F g g t h kh ▶ ☐

2 F g g z t m t gth 85/ t t h kh d tt h mp t t ▶ ☐

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

E If pr ate foundation status w t m t d der t 507(b)(1)(A) h kh ▶ ☐

I Fair market value of all assets at end of year (from Part II col (c) line 16) ▶ $ 5,935,736

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

F If the fo ndat 60 m th t m t d t 507(b)(1)(B) h kh ▶ ☐

SCANNED MAY 0 6 2014

Part I	Analysis of Revenue and Expenses (Th t t l f m t l m (b) ( ) d (d) m y t ly q l th m t l m ( )(t t))	( ) R d p p b k	(b) N t n stm nt m	( ) Adj st d t m	(d) D b m t f h t bl p rp (ca h b o ly)
Revenue 1	Contributions gifts grants etc received (attach schedule)	249 503			
2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	2 590	2 632	2 632	
4	Dividends and interest from securities	139 340	136 798	136 798	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	0			
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV line 2)		491 019		
8	Net short term capital gain			0	
9	Income modifications				
10a	Gr sales l ss eturns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	**Total** Add lines 1 through 11	391,433	630,449	139,430	
Operating and Administrative Expenses 13	Compensation of officers directors trustees etc	0			
14	Other employee salaries and wages				
15	Pension plans employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest	0			
18	Taxes (attach schedule) (see instructions) Stmt 1	2 285			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel conferences and meetings				
22	Printing and publications	80			
23	Other expenses (att sch) Stmt 2	1,639			
24	**Total operating and administrative expenses** Add lines 13 through 23	4 004	0	0	0
25	Contributions gifts grants paid	413,484			413,484
26	**Total expenses and disbursements** Add lines 24 and 25	417 488	0	0	413 484
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-26 055			
b	**Net investment income** (if negative enter 0)		630 449		
c	**Adjusted net income** (if negative, enter 0)			139,430	

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For Paperwork Reduction Act Notice see instructions

F rm **990 PF** (2013)

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash – non-interest-bearing			
2	Savings and temporary cash investments	74,206	792,333	792,333
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (att schedule) ▶			
	Less allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments – U S and state government obligations (attach schedule)			
b	Investments – corporate stock (attach schedule) See Stmt 3	2,566,592	2,413,618	5,143,403
c	Investments – corporate bonds (attach schedule) See Stmt 4	100,189		
11	Investments – land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
12	Investments – mortgage loans			
13	Investments – other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	2,740,987	3,205,951	5,935,736
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	2,740,987	3,205,951	
30	**Total net assets or fund balances** (see instructions)	2,740,987	3,205,951	
31	**Total liabilities and net assets/fund balances** (see instructions)	2,740,987	3,205,951	

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	2,740,987
2	Enter amount from Part I, line 27a	2	-26,055
3	Other increases not included in line 2 (itemize) ▶ Capital Gains	3	491,019
4	Add lines 1, 2, and 3	4	3,205,951
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	3,205,951

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	RAYONIER			
b	SEE SCHEDULE	P		
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	247			247
b	964,668		473,896	490,772
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				0
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 — 491,019

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 — 3

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	672,881	4,967,345	0.135461
2011	108,401	4,351,434	0.024912
2010	200,600	4,826,349	0.041564
2009	30,000	3,191,318	0.009401
2008		3,747,647	

2	**Total** of line 1, column (d)	2	2.113380
3	Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.042268
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,526,153
5	Multiply line 4 by line 3	5	233,579
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,305
7	Add lines 5 and 6	7	227,274
8	Enter qualifying distributions from Part XII, line 4	8	413,484

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter **(attach copy of letter if necessary—see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	6,305
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2		3	6,305
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	6,305
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 1,400		
b	Exempt foreign organizations – tax withheld at source	6b 865		
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	2,265
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	4,040
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**

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

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ CHARLES M BLOOM 333 TRUST BUILDING Telephone no ▶ 616-459-2009 Located at ▶ GRAND RAPIDS MI ZIP+4 ▶ 49503			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement – see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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

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

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

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

(a) Name and address		(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT W BROWNE 11610 TURTLE BEACH RD	NORTH PALM BEACH FL 33408	PRESIDENT 0.00	0	0	0
JAMES R BROWNE 4025 DRUID LANE	DALLAS TX 75205	VICE PRESIDE 0.00	0	0	0
		0.00	0	0	0
CHARLES M BLOOM 333 TRUST BUILDING	GRAND RAPIDS MI 49503	TREASURER AN 0.00	0	0	0

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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	5,060,044
b	Average of monthly cash balances		1b	550,264
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	5,610,308
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0		
2	Acquisition indebtedness applicable to line 1 assets		2	0
3	Subtract line 2 from line 1d		3	5,610,308
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions) See Statement 5		4	84,155
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	5,526,153
6	**Minimum investment return.** Enter 5% of line 5		6	276,308

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	276,308
2a	Tax on investment income for 2013 from Part VI, line 5	2a 6,305		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	6,305
3	Distributable amount before adjustments Subtract line 2c from line 1		3	270,003
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	270,003
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	270,003

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	413,484
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	413,484
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	6,305
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	407,179

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					270,003
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	249,826				
f **Total** of lines 3a through e		249,826			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 413,484					
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					270,003
e Remaining amount distributed out of corpus		143,481			
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		393,307			
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					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 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		393,307			
10 Analysis of line 9					
a Excess from 2009					
b Excess from 2010					
c Excess from 2011					
d Excess from 2012	249,826				
e Excess from 2013	143,481				

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 ▶

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

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

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

1 Information Regarding Foundation Managers:

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

ROBERT W BROWNE

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

N/A

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

ROBERT W BROWNE
333 TRUST BUILDING GRAND RAPIDS MI 49503

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

See Statement 6

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ST ROBERT OF NEWMINSTER CHURCH 6477 ADA DRIVE ADA, MI 49301				411,484
HOLY REDEEMER GRADE SCHOOL TROY, MI 48085				1,000
TIBBITS OPERA HOUSE 14 S HANCHETT ST COLDWATER, MI 49036				1,000
Total			▶ 3a	413,484
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					2,632
4 Dividends and interest from securities					136,798
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					491,019
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b	900099				
c	900099				
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		0	630,449

13 **Total.** Add line 12, columns (b), (d), and (e) 13 630,449

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

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

Charles M Bloom Treasurer | 4-24-14 | TREASURER

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed

Firm's name ▶ This tax return	PTIN
Firm's address ▶ prepared by a non-paid preparer.	Firm's EIN ▶
	Phone no

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	Employer identification number
ROBERT W AND LYNN H BROWNE FDN	38-2452645

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 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 an exclusively 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)

Name of organization: ROBERT W AND LYNN H BROWNE FDN

Employer identification number: 38-2452645

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	UMCR TRUST 333 TRUST BUILDING GRAND RAPIDS MI 49503	$ 430,727	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

UMCR TRUST

PORTFOLIO DETAIL

March 31, 2013

Purchase Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% Asst.	Yld.
MONEY MARKET									
		MONEY MARKET FUND		28,579 99		28,579 99		6 6	0 1
				28,579 99		28,579 99	0 00	6.6	0 1
COMMON STOCK									
CONSUMER PRODUCTS									
08-12-04	1,200	COCA-COLA	23.46	28,157 86	40 44	48,528 00	20,370 14	11.3	3 0
11-18-04	300	COLGATE PALMOLIVE	47.41	14,224 00	118 03	35,409 00	21,185 00	8 2	1 2
03-09-05	500	PROCTER &GAMBLE	56 23	28,114 00	77 06	38,530 00	10,416 00	8.9	3 3
				70,495 86		122,467 00	51,971.14	28 4	2 6
FINANCIAL									
03-09-05	200	BERKSHIRE HATHAWAY-B	60 74	12,148.00	104 20	20,840 00	8,692 00	4.8	0 0
				12,148 00		20,840 00	8,692 00	4 8	0 0
HEALTH CARE									
04-08-02	500	ABBOTT LABS	21 35	10,673 35	35 32	17,660 00	6,986 65	4 1	2 5
04-08-02	500	ABBVIE	23 15	11,574 33	40 78	20,390 00	8,815 67	4 7	4 1
12-07-01	600	JOHNSON & JOHNSON	57 55	34,527 96	81 53	48,918 00	14,390 04	11 4	3 2
				56,775 64		86,968 00	30,192 36	20 2	3 3
BASIC INDUSTRY									
10-10-05	200	3M	71 68	14,337 00	106 31	21,262 00	6,925 00	4 9	3 2
12-07-01	300	CHEVRON	43 15	12,945 00	118 82	35,646 00	22,701 00	8 3	3 4
06-09-06	400	CONOCO PHILLIPS	43.12	17,247 17	60 10	24,040 00	6,792 83	5 6	4 6
11-15-01	400	EXXON MOBIL	43 33	17,332 25	90 11	36,044 00	18,711 75	8 4	2 8
10-05-04	450	RAYONIER	19 45	8,750 84	59 67	26,851 50	18,100 66	6 2	3 3
04-08-02	300	UNITED TECH	36 30	10,891 00	93 43	28,029 00	17,138 00	6 5	2 5
				81,503 26		171,872 50	90,369 24	39 9	3 3
		COMMON STOCK Total		220,922 76		402,147 50	181,224 74	93 4	2 9
TOTAL PORTFOLIO				**249,502.75**		**430,727.49**	**181,224.74**	**100.0**	**2.7**

Federal Statements

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

Description: Whom Sold	Date Acquired	Date Sold	How Received: Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
1600 CL	3/03/11	8/01/13	Purchase $ 97,033	$ 62,583	$	$	$ 34,450
500 DE	Various	8/05/13	Purchase 41,449	41,449			
500 PNC	5/23/11	8/01/13	Purchase 38,403	30,634			7,769
300 CAT	10/16/08	8/01/13	Purchase 24,963	12,290			12,673
1800 FELE	1/10/96	8/01/13	Purchase 67,561	8,966			58,595
1000 GE CAP CORP	2/13/03	1/18/13	Purchase 25,000	25,000			
50000 GE ELEC CO	7/07/09	2/01/13	Purchase 50,000	50,000			
3000 INTC	Various	8/01/13	Purchase 69,916	21,737			48,179
1000 KMP	5/21/12	7/25/13	Purchase 86,216	68,357			17,859
500 MPC	Various	8/01/13	Purchase 37,634	11,566			26,068
600 MON	Various	8/01/13	Purchase 59,792	1,011			58,781
50000 PEPSICO INC	7/07/09	2/15/13	Purchase 50,000	50,000			
500 PRGO	1/25/02	8/01/13	Purchase 62,791	6,590			56,201
500 SLB	12/26/08	8/01/13	Purchase 41,324	19,559			21,765
1200 SJM	Various	8/01/13	Purchase 136,066	40,254			95,812
300 UTX	Various	8/01/13	Purchase 32,019	11,125			20,894
1000 WFC	7/18/97	8/01/13	Purchase 44,501	12,775			31,726

Federal Statements

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

Description: Whom Sold	Description: Date Acquired	Description: Date Sold	How Received: Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
Total			$ 964,668	$ 473,896	$ 0	$ 0	$ 490,772

Statement 1 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
MICHIGAN ANNUAL FEE	$ 20	$	$	$
FOREIGN INCOME TAX	865			
FEDERAL EXCISE TAX	1,400			
Foreign Taxes - Kinder Morgan				
Total	$ 2,285	$ 0	$ 0	$ 0

Statement 2 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
BANK FEES	1,639			
Total	$ 1,639	$ 0	$ 0	$ 0

Federal Statements

Statement 3 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SCHEDULE ATTACHED	$ 2,566,592	$ 2,413,618	Cost	$ 5,143,403
Total	$ 2,566,592	$ 2,413,618		$ 5,143,403

Statement 4 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SCHEDULE ATTACHED	$ 100,189	$	Cost	$
Total	$ 100,189	$ 0		$ 0

ROBERT W. & LYNN H. BROWNE FOUNDATION
PORTFOLIO SUMMARY
December 31, 2013

Cur Security Type	Adjusted Cost	Market Value	Unrealized Gain/Loss	Pct Assets	Pct Yield	Est Annual Income
Cash & Equivalents						
MONEY MARKET	792,333 12	792,333 12	0 00	13 3	0 1	792 33
	792,333 12	792,333 12	0 00	13 3	0 1	792 33
Equities						
COMMON STOCK						
COMMUNICATIONS & TECHNOLOGY	112,839 03	387,545 00	274,705 97	6 5	3 6	13,900 00
CONSUMER PRODUCTS	808,701.33	1,543,911 40	735,210 07	26 0	2.9	44,206 00
FINANCIAL	190,933 21	411,432 00	220,498 79	6 9	1.3	5,300 00
HEALTH CARE	597,807 06	1,134,919 00	537,111 94	19 1	3 0	34,084 00
BASIC INDUSTRY	703,337 78	1,665,595 50	962,257.72	28 1	2 7	44,658 00
COMMON STOCK	2,413,618 41	5,143,402 90	2,729,784 49	86 7	2.8	142,148 00
	2,413,618 41	5,143,402 90	2,729,784 49	86 7	2 8	142,148 00
TOTAL PORTFOLIO	3,205,951 53	5,935,736.02	2,729,784 49	100 0	2 4	142,940 33

ROBERT W. & LYNN H. BROWNE FOUNDATION

PORTFOLIO DETAIL

December 31, 2013

Purchase Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% Asst.	Yld.
MONEY MARKET									
		PRIVATE BANK MMF		792,333 12		792,333 12		13 3	0 1
				792,333 12		792,333 12	0 00	13.3	0 1
COMMON STOCK									
COMMUNICATIONS & TECHNOLOGY									
08-21-09	2,000	AT&T	26 06	52,119 60	35 16	70,320 00	18,200 40	1 2	5 2
09-11-97	4,000	CISCO SYSTEMS	7 96	31,822 22	22 43	89,720 00	57,897 78	1 5	3 4
01-23-95	3,000	INTEL	6 15	18,447 20	25 95	77,865 00	59,417 80	1 3	3 5
07-07-93	4,000	MICROSOFT	2 61	10,450 00	37 41	149,640 00	139,190 00	2 5	3 0
				112,839 03		387,545 00	274,705 97	6 5	3 6
CONSUMER PRODUCTS									
03-14-01	2,000	CLOROX	47 56	95,122 00	92 76	185,520 00	90,398 00	3 1	3.1
05-11-93	5,200	COCA-COLA	19 48	101,302 36	41.31	214,812 00	113,509.64	3 6	3 0
11-20-03	3,000	COLGATE PALMOLIVE	26 99	80,979 64	65 21	195,630 00	114,650 36	3 3	2.2
06-16-09	3,000	GENERAL MILLS	29 28	87,831 00	49 91	149,730 00	61,899 00	2 5	3 3
08-18-09	2,000	MCDONALDS	55 61	111,226 62	97 03	194,060 00	82,833 38	3 3	3 3
02-03-12	1,000	NESTLE ADR	57 91	57,909 80	73 42	73,424 40	15,514 60	1 2	3 0
07-20-94	3,000	PEPSICO	46 49	139,470 57	82 94	248,820 00	109,349 43	4 2	2 7
03-07-00	2,500	PROCTER &GAMBLE	44 93	112,334 34	81 41	203,525 00	91,190 66	3 4	3 2
07-13-07	1,000	STARBUCKS	22 52	22,525 00	78 39	78,390 00	55,865 00	1 3	1.3
				808,701 33		1,543,911 40	735,210.07	26 0	2 9
FINANCIAL									
03-02-99	1,700	BERKSHIRE HATHAWAY-B	50 51	85,873 18	118 56	201,552 00	115,678 82	3 4	0 0
12-22-04	1,000	JP MORGAN CHASE	40 90	40,897 20	58 48	58,480 00	17,582 80	1 0	2 6
07-09-04	1,500	US BANCORP	28 47	42,706 33	40 40	60,600 00	17,893 67	1 0	2 3
06-13-96	2,000	WELLS FARGO	10 73	21,456 50	45 40	90,800 00	69,343 50	1 5	2 6
				190,933 21		411,432 00	220,498 79	6 9	1 3
HEALTH CARE									
05-08-01	3,500	ABBOTT LABS	23 16	81,070 50	38 33	134,155 00	53,084 50	2 3	2 3
05-08-01	3,500	ABBVIE	25 12	87,914 04	52 81	184,835 00	96,920 96	3 1	3 2
10-16-08	1,000	BAXTER INTL	54 41	54,407 50	69 55	69,550 00	15,142 50	1 2	2 8
07-17-12	3,000	BRISTOL-MYERS SQUIBB	36 04	108,120 00	53 15	159,450 00	51,330 00	2 7	2 7
04-15-98	2,600	JOHNSON & JOHNSON	51.48	133,850.96	91 59	238,134 00	104,283 04	4 0	2 9
06-23-09	1,500	MERCK	28 52	42,775 84	50 05	75,075.00	32,299 16	1 3	3 5
03-17-06	1,500	NOVARTIS ADR	51 70	77,548 22	80 38	120,570 00	43,021 78	2 0	3 4
03-31-91	5,000	PFIZER	2.42	12,120 00	30 63	153,150 00	141,030 00	2 6	3 4
				597,807 06		1,134,919 00	537,111 94	19 1	3 0
BASIC INDUSTRY									
10-10-05	700	3M	74 92	52,442.70	140 25	98,175 00	45,732 30	1 7	2 4
12-07-01	2,300	CHEVRON	61 88	142,329 95	124 91	287,293 00	144,963 05	4 8	3 2
01-19-05	1,900	CONOCO PHILLIPS	45 13	85,737 87	70 65	134,235 00	48,497 13	2 3	3 9
02-22-00	1,000	EMERSON ELECTRIC	24 99	24,987 50	70 18	70,180 00	45,192 50	1.2	2 5
05-12-99	2,400	EXXON MOBIL	47 18	113,241 06	101 20	242,880 00	129,638 94	4 1	2 5
11-01-96	3,000	FRANKLIN ELEC	4 98	14,943 94	44 64	133,920 00	118,976 06	2 3	0 7
07-31-92	10,000	GENERAL ELECTRIC	6 41	64,095 84	28 03	280,300 00	216,204 16	4 7	3 1
04-01-09	1,000	MARATHON OIL	17 80	17,799 15	35 30	35,300 00	17,500 85	0 6	2 2
06-02-10	1,500	NATIONAL FUEL GAS	48 97	73,453 50	71 40	107,100 00	33,646 50	1 8	2 1
08-13-08	1,000	NEXTERA ENERGY	56 03	56,029 97	85 62	85,620 00	29,590 03	1 4	3 4
01-19-05	750	PHILLIPS 66	28 80	21,596 30	77 13	57,847 50	36,251.20	1.0	2 0
10-05-04	450	RAYONIER	19.45	8,750 84	42 10	18,945.00	10,194 16	0 3	4 7
03-03-00	1,000	UNITED TECH	27 93	27,929 17	113 80	113,800 00	85,870 83	1 9	2 1
				703,337 78		1,665,595 50	962,257 72	28 1	2 7

ROBERT W. & LYNN H. BROWNE FOUNDATION

PORTFOLIO DETAIL

December 31, 2013

Purchase Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% Asst.	Yld.
		COMMON STOCK Total		2,413,618 41		5,143,402 90	2,729,784 49	86 7	2 8
TOTAL PORTFOLIO				**3,205,951.53**		**5,935,736.02**	**2,729,784.49**	**100.0**	**2.4**

Federal Statements

Statement 5 - Form 990-PF, Part X, Line 4 - Cash Deemed Held - Greater Amount Explanation

Description	Amount
5042991	
Total	0

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

Name of Manager	Amount
ROBERT W BROWNE	$
Total	$ 0

Statement 6 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
LETTER STATING CHARITABLE PURPOSE AND HOW FUNDS ARE TO BE USED.

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

Description
NONE

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

Description
NONE