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

2013

Department of the Treasury
Internal Revenue Service

- 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.

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

ANN K. & DOUG S. BROWN FAMILY FOUNDATION
119 COMMODORE
JUPITER, FL 33477-4005A Employer identification number
65-1064323B Telephone number (see the instructions)
561-743-5669

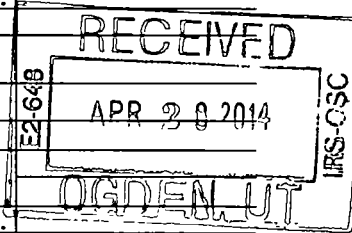
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

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) ☐ Accounting method. ☒ Cash ☐ Accrual
► \$ 2,381,107. ☐ Other (specify)
(Part I, column (d) must be on cash basis)

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)	259,000.			
	2 Ck ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	39,868.	39,868.	39,868.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	80,651.			
	b Gross sales price for all assets on line 6a	134,323.			
	7 Capital gain net income (from Part IV, line 2)		80,651.		
	8 Net short-term capital gain			52.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)	SEE STATEMENT 1	6,517.	6,517.		
12 Total. Add lines 1 through 11		386,036.	127,036.	39,920.	
ADMINISTRATIVE AND OPERATING 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 sch)	SEE ST 2	2,300.	2,300.	
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule) (see instrs)	SEE STM 3	601.	187.	414.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	SEE STATEMENT 4	10,266.	10,266.	
	24 Total operating and administrative expenses. Add lines 13 through 23		13,167.	10,453.	2,714.
	25 Contributions, gifts, grants paid. PART XV		107,950.		
26 Total expenses and disbursements. Add lines 24 and 25		121,117.	10,453.	2,714.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		264,919.			
b Net investment income (if negative, enter -0-)			116,583.		
c Adjusted net income (if negative, enter -0-)				37,206.	



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	67,927.	382,112.	382,112.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — US and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) STATEMENT 5	1,494,083.	1,273,533.	1,973,745.
	c Investments — corporate bonds (attach schedule) STATEMENT 6	23,593.	23,593.	25,250.
	11 Investments — land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)				
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	1,585,603.	1,679,238.	2,381,107.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & 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.	
FUND ASSETS	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, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,585,603.	1,679,238.	
	30 Total net assets or fund balances (see instructions)	1,585,603.	1,679,238.	
	31 Total liabilities and net assets/fund balances (see instructions)	1,585,603.	1,679,238.	

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	1,585,603.
2 Enter amount from Part I, line 27a	2	264,919.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	1,850,522.
5 Decreases not included in line 2 (itemize) SEE STATEMENT 7	5	171,284.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,679,238.

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)
1a CST BRANDS	P	5/02/13	5/02/13
b ZOETIS INC	P	7/05/13	7/05/13
c ACME PACKET INC	P	VARIOUS	4/11/13
d AXIS CAPITAL HOLDINGS	P	8/22/06	6/19/13
e CAPITAL GAIN DIVIDENDS			

(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 23.			23.
b 29.			29.
c 117,000.		39,283.	77,717.
d 13,900.		14,389.	-489.
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			23.
b			29.
c			77,717.
d			-489.
e			3,371.

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	80,651.
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	52.

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 (column (b) divided by column (c))
2012	91,659.	1,826,917.	0.050171
2011	84,060.	1,918,890.	0.043807
2010	72,425.	1,731,921.	0.041818
2009	80,850.	1,438,920.	0.056188
2008	102,671.	1,669,693.	0.061491

2 Total of line 1, column (d)	2	0.253475
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	0.050695
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,031,803.
5 Multiply line 4 by line 3	5	103,002.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,166.
7 Add lines 5 and 6	7	104,168.
8 Enter qualifying distributions from Part XII, line 4	8	107,950.

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	1,166.
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	1,166.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,166.
6 Credits/Payments			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	769.	
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	769.	
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	397.	
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	11		
		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) FL		
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? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(i)(3) or 4942(i)(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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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>DOUGLAS S. BROWN</u> Telephone no. <u>561-743-5669</u> Located at <u>119 COMMODORE, JUIPTER, FL</u> ZIP + 4 <u>33477-4005</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?	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
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</u> , <u>20</u> , <u>20</u> , <u>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</u> , <u>20</u> , <u>20</u> , <u>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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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
SEE STATEMENT 8		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 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	1,902,381.
b Average of monthly cash balances	1 b	160,363.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	2,062,744.
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	2,062,744.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	30,941.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,031,803.
6 Minimum investment return. Enter 5% of line 5	6	101,590.

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	101,590.
2a Tax on investment income for 2013 from Part VI, line 5	2 a	1,166.
b Income tax for 2013 (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	1,166.
3 Distributable amount before adjustments. Subtract line 2c from line 1.	3	100,424.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	100,424.
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	100,424.

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	107,950.
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	107,950.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,166.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	106,784.

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				100,424.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			90,937.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 107,950.				
a Applied to 2012, but not more than line 2a			90,937.	
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				17,013.
e Remaining amount distributed out of corpus	0.			
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	0.			
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				83,411.
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	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

Part 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 <i>Paid during the year</i> SEE STATEMENT 11					
Total					▶ 3 a 107,950.
b <i>Approved for future payment</i>					
Total					▶ 3 b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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) Exclu- sion 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					
4	Dividends and interest from securities			14	39,868.	
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			14	6,517.	
8	Gain or (loss) from sales of assets other than inventory			18	80,651.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				127,036.	
13	Total. Add line 12, columns (b), (d), and (e)					127,036.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

ANN K. & DOUG S. BROWN FAMILY FOUNDATION

Employer identification number

65-1064323

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 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).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ,

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

Name of organization

Employer identification number

ANN K. & DOUG S. BROWN FAMILY FOUNDATION

65-1064323

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	DOUGLAS & ANN BROWN ----- JUIPTER, FL, -----	\$ 250,000.	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.)

Employer identification number

65-1064323

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

► \$ N/A

Use duplicate copies of Part III if additional space is needed.

BAA

2013

FEDERAL STATEMENTS

PAGE 1

ANN K. & DOUG S. BROWN FAMILY FOUNDATION

65-1064323

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	\$ 6,517.	\$ 6,517.	
TOTAL	<u>\$ 6,517.</u>	<u>\$ 6,517.</u>	<u>\$ 0.</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
ACCOUNTING FEES	\$ 2,300.		\$ 2,300.	
TOTAL	<u>\$ 2,300.</u>	<u>\$ 0.</u>	<u>\$ 2,300.</u>	<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	\$ 414.		\$ 414.	
FOREIGN TAX	187.	\$ 187.		
TOTAL	<u>\$ 601.</u>	<u>\$ 187.</u>	<u>\$ 414.</u>	<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PORTFOLIO RELATED FEES	\$ 10,266.	\$ 10,266.		
TOTAL	<u>\$ 10,266.</u>	<u>\$ 10,266.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

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FEDERAL STATEMENTS

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ANN K. & DOUG S. BROWN FAMILY FOUNDATION

65-1064323

STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
INVESTMENT ACCOUNTS	COST	\$ 1,273,533.	\$ 1,973,745.
	TOTAL	<u>\$ 1,273,533.</u>	<u>\$ 1,973,745.</u>

STATEMENT 6
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

<u>CORPORATE BONDS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
INVESTMENT ACCOUNT	COST	\$ 23,593.	\$ 25,250.
	TOTAL	<u>\$ 23,593.</u>	<u>\$ 25,250.</u>

STATEMENT 7
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

PRIOR PERIOD ADJUSTMENTS		\$ 171,284.
	TOTAL	<u>\$ 171,284.</u>

STATEMENT 8
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED</u>	<u>COMPEN- SATION</u>	<u>CONTRI- BUTION TO EBP & DC</u>	<u>EXPENSE ACCOUNT/ OTHER</u>
DOUGLAS BROWN 119 COMMODORE JUPITER, FL 33477-4005	TRUSTEE 0	\$ 0.	\$ 0.	\$ 0.
ANN BROWN 119 COMMODORE JUIPTER, FL 33477-4005	TRUSTEE 0	0.	0.	0.
JULIA THORSON 13 WARSON TERRACE ST. LOUIS, MO 63124	TRUSTEE 0	0.	0.	0.
ROBIN WOLL 22 MARSALLY ST. LOUIS, MO 63131	TRUSTEE 0	0.	0.	0.

ANN K. & DOUG S. BROWN FAMILY FOUNDATION

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STATEMENT 8 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
CRAIG BROWN 7136 WASHINGTON AVENUE ST. LOUIS, MO 63130	TRUSTEE 0	\$ 0.	\$ 0.	\$ 0.
TOTAL		\$ 0.	\$ 0.	\$ 0.

STATEMENT 9
FORM 990-PF, PART XV, LINE 1A
FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS

DOUGLAS BROWN
 ANN BROWN

STATEMENT 10
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:
 NAME: ANN K & DOUG BROWN FAMILY FOUNDATION
 CARE OF: ANN OR DOUGLAS BROWN
 STREET ADDRESS: 119 COMMODORE
 CITY, STATE, ZIP CODE: JUPITER, FL 33477-4005
 TELEPHONE:
 E-MAIL ADDRESS:
 FORM AND CONTENT: OPTIONAL
 SUBMISSION DEADLINES: NONE
 RESTRICTIONS ON AWARDS: NONE

STATEMENT 11
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ST. LOUIS UNIVERSITY ST. LOUIS, MO	NONE	EXEMPT	EDUCATIONAL	\$ 20,000.
JUPITER MEDICAL FOUNDATION JUPITER, FL	NONE	EXEMPT	MEDICAL	51,900.

ANN K. & DOUG S. BROWN FAMILY FOUNDATION

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STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
BARNES JEWISH HOSPITAL ST. LOUIS, MO	NONE	EXEMPT	MEDICAL	\$ 1,000.
ARMORY ART CENTER WEST PALM BEACH, FL	NONE	EXEMPT	ARTS	5,500.
BUSCH WILDLIFE SANCTUARY JUPITER, FL	NONE	EXEMPT	CONSERVATION	150.
MISSOURI BOTANICAL GARDEN ST. LOUIS, MO	NONE	EXEMPT	SCIENTIFIC	750.
ALIVE ST. LOUIS, MO	NONE	EXEMPT	SOCIAL	500.
MALTZ JUPITER THEATER JUPITER, FL	NONE	EXEMPT	PERFORMING ARTS	1,500.
ALS ASSN ST. LOUIS, MO	NONE	EXEMPT	MEDICAL	500.
CENTRAL REFORM CONGREGATION ST. LOUIS, MO	NONE	EXEMPT	RELIGIOUS	1,500.
AUTISM SPEAKS ST. LOUIS, MO	NONE	EXEMPT	MEDICAL	500.
ST. LOUIS ART MUSEUM ST. LOUIS, MO	NONE	EXEMPT	MUSEUM	500.
NORTON MUSEUM OF ART WEST PALM BEACH, FL	NONE	EXEMPT	MUSEUM	250.
ST. LOUIS ARTISTS GUILD ST. LOUIS, MO	NONE	EXEMPT	ART	150.
INNSBROOK INSTITUTE ST. LOUIS, MO	NONE	EXEMPT	MUSIC	1,000.
NEW CITY SCHOOL ST. LOUIS, MO	NONE	EXEMPT	EDUCATION	5,250.
FOOD OUTREACH ST. LOUIS, MO	NONE	EXEMPT	POVERTY	750.
LADUE EDUCATION FOUNDATION ST. LOUIS, MO	NONE	EXEMPT	EDUCATION	250.
LOGOS SCHOOL ST. LOUIS, MO	NONE	EXEMPT	EDUCATION	1,250.

ANN K. & DOUG S. BROWN FAMILY FOUNDATION

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STATEMENT 11 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
PEDAL THE CAUSE ST. LOUIS, MO	NONE	EXEMPT	MEDICAL	\$ 1,000.
PALM BEACH CTY CULTURAL PALM BEACH, FL	NONE	EXEMPT	CULTURAL	550.
ROCKHOUSE FOUNDATION NEW YORK, NY	NONE	EXEMPT	EDUCATIONAL	250.
WORLD PEDIATRIC PROJECT ST LOUIS, MO	NONE	EXEMPT	MEDICAL	500.
LOGGERHEAD MARINE LIFE JUNO BEACH, FL	NONE	EXEMPT	CONSERVATION	250.
CANCER SUPPORT COMMUNITY ST. LOUIS, MO	NONE	EXEMPT	MEDICAL	100.
KRISTIN HOKE PROGRAM JUPITER, FL	NONE	EXEMPT	MEDICAL	100.
READY READERS ST. LOUIS, MO	NONE	EXEMPT	EDUCATIONAL	500.
LADUE MIDDLE SCHOOL PARENTS ASSC LADUE, MO	NONE	EXEMPT	EDUCATIONAL	500.
JEWISH FEDERATION PALM BEACH, FL	NONE	EXEMPT	RELIGIOUS	2,000.
BIAU GOLDSTEIN YOUTH KANSAS CITY, MO	NONE	EXEMPT	YOUTH	500.
CIRCUS FLORA ST. LOUIS, MO	NONE	EXEMPT	CULTURAL	500.
ADMIRALS COVE CARES JUPITER, FL	NONE	EXEMPT	COMMUNITY	500.
520 ENTREPRENURSHIP PRO ST. LOUIS, MO	NONE	EXEMPT	YOUTH PROGRAMS	1,500.
WOMEN'S EXCHANGE ST. LOUIS, MO	NONE	EXEMPT	COMMUNITY	250.
HOMELESS COALITION WEST PALM BEACH, FL	NONE	EXEMPT	POVERTY	500.
MARIANNE KNAUP SCHOLARS AT WEBSTER UNIV ST. LOUIS, MO	NONE	EXEMPT	EDUCATIONAL	300.

ANN K. & DOUG S. BROWN FAMILY FOUNDATION

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STATEMENT 11 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
MEMORY CARE HOME SOLUTIONS ST. LOUIS, MO	NONE	EXEMPT	ELDERLY	\$ 1,000.
KEN STEINBACH RESEARCH (WASHINGTON UNIV) ST. LOUIS, MO	NONE	EXEMPT	EDUCATIONAL	250.
REUBEN ASKANASE LEAD HOUSTON, TX	NONE	EXEMPT	YOUTH RELIGIOUS	250.
ADL-ARTWORKS PALM BEACH PALM BEACH, FL	NONE	EXEMPT	CULTURAL	500.
PKD FOUNDATION KANSAS CITY, MO	NONE	EXEMPT	MEDICAL	100.
ARCH CITY DEFENDERS ST. LOUIS, MO	NONE	EXEMPT	COMMUNITY	1,000.
DOGWOOD FARMS SANCTUARY ST. LOUIS, MO	NONE	EXEMPT	ANIMAL PROTECTION	250.
CONGREGATION BIAU KANSAS CITY, MO	NONE	EXEMPT	RELIGIOUS	600.
THE SPOT - WASHINGTON UNIVERSITY ST. LOUIS, MO	NONE	EXEMPT	COMMUNITY	750.
SALIGMAN FUND - WASHINGTON UNIV ST. LOUIS, MO	NONE	EXEMPT	EDUCATION	250.
TOTAL				\$ <u>107,950.</u>