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Return of Private Foundation

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

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

For calendar year 2013 or tax year beginning

, and ending

Name of foundation MARGARET C.B. & S. SPENCER N. BROWN FOUNDATION, INC.		A Employer identification number 74-6046197	
Number and street (or P O box number if mail is not delivered to street address) EXTRACO TRUST SERVICES, PO BOX 6101		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code TEMPLE, TX 76503-6101		C If exemption application is pending, check here ► <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 3,127,593.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>	
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books (b) Net investment income (c) Adjusted net income (d) Disbursements for charitable purposes (cash basis only)	
1 Contributions, gifts, grants, etc., received		4,680.	N/A
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
3 Interest on savings and temporary cash investments		7.	7.
4 Dividends and interest from securities		149,881.	50,766.
5a Gross rents			
b Net rental income or (loss) _____			
6a Net gain or (loss) from sale of assets not on line 10		<8,674.0.	
b Gross sales price for all assets on line 6a 318,226.			
7 Capital gain net income (from Part IV, line 2)		0.	RECEIVED
8 Net short-term capital gain			
9 Income modifications			
10a Gross sales less returns and allowances			
b Less Cost of goods sold			
c Gross profit or (loss)			
11 Other income			
12 Total. Add lines 1 through 11		145,894.	50,773.
13 Compensation of officers, directors, trustees, etc		0.	0.
14 Other employee salaries and wages			
15 Pension plans, employee benefits			
16a Legal fees			
b Accounting fees STMT 3		3,540.	3,540.
c Other professional fees STMT 4		14,628.	0.
17 Interest			
18 Taxes STMT 5		552.	192.
19 Depreciation and depletion			
20 Occupancy			
21 Travel, conferences, and meetings			
22 Printing and publications			
23 Other expenses STMT 6		205.	205.
24 Total operating and administrative expenses. Add lines 13 through 23		18,925.	14,820.
25 Contributions, gifts, grants paid		178,078.	178,078.
26 Total expenses and disbursements. Add lines 24 and 25		197,003.	14,820.
27 Subtract line 26 from line 12:		<51,109.0.	
a Excess of revenue over expenses and disbursements			
b Net investment income (if negative, enter -0-)		35,953.	
c Adjusted net income (if negative, enter -0-)			N/A

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	Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		210,322.	225,841.	225,841.
	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				
	7 Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations	STMT 7	498,513.	482,233.	482,233.
	b Investments - corporate stock	STMT 8	1,805,519.	2,106,760.	2,106,760.
	c Investments - corporate bonds	STMT 9	455,718.	153,068.	153,068.
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 10	0.	150,448.	150,448.
	14 Land, buildings, and equipment; basis ►				
	Less accumulated depreciation				
	15 Other assets (describe ►	STATEMENT 11)	763.	9,243.	9,243.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		2,970,835.	3,127,593.	3,127,593.
	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				
	22 Other liabilities (describe ► EXCISE TAX PAYABLE)		182.	0.	
	23 Total liabilities (add lines 17 through 22)		182.	0.	
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		2,970,653.	3,127,593.	
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances		2,970,653.	3,127,593.	
	31 Total liabilities and net assets/fund balances		2,970,835.	3,127,593.	

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	2,970,653.
2 Enter amount from Part I, line 27a	2	<51,109. >
3 Other increases not included in line 2 (itemize) ► MARKET VALUE ADJUSTMENT	3	208,049.
4 Add lines 1, 2, and 3	4	3,127,593.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,127,593.

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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					
b	SEE ATTACHED STATEMENT				
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					
b					
c					
d					
e	318,226.		326,900.	<8,674.->	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a					
b					
c					
d					
e				<8,674.->	
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	<8,674.->
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). If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }		3	N/A

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	171,520.	2,962,039.	.057906
2011	164,185.	2,918,812.	.056251
2010	167,459.	2,941,346.	.056933
2009	155,511.	2,798,524.	.055569
2008	192,508.	2,799,033.	.068777

2 Total of line 1, column (d)

2 .295436

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 .059087

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4 3,055,889.

5 Multiply line 4 by line 3

5 180,563.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 360.

7 Add lines 5 and 6

7 180,923.

8 Enter qualifying distributions from Part XII, line 4

8 181,823.

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.

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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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2013 estimated tax payments and 2012 overpayment credited to 2013

6a 520.

b Exempt foreign organizations - tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c

d Backup withholding erroneously withheld

6d

7 Total credits and payments. Add lines 6a through 6d

7 520.

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

8

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

9

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10 160.

11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ►

11 0. Refunded ►

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

Yes No

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?

1a

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

1b

c Did the foundation file Form 1120-POL for this year?

1c

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?

2

If "Yes," attach a detailed description of the activities.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

3

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5

If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

6

• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV

7

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

TX

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

8b

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

10

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Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► EXTRACO TRUST SERVICES Located at ► P.O. BOX 6101, TEMPLE, TX	Telephone no. ► (254) 774-5832 ZIP+4 ► 76503-6101
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 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 ►	Yes X 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
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	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?	1c	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ►		
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a	X
	4b	X

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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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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)?

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

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?

If "Yes" to 6b, file Form 8870

Yes No

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?

Yes No

N/A

7b

X

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.

(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 12		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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

3 Five highest-paid independent contractors for professional services. 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 MAINTENANCE OF THREE HISTORICAL CEMETERIES	2,400.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1 NONE	0.
2	
3	

All other program-related investments. See instructions.

3	
Total. Add lines 1 through 3	► 0.

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Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a	Average monthly fair market value of securities	1a 2,717,662.
b	Average of monthly cash balances	1b 384,760.
c	Fair market value of all other assets	1c 3.
d	Total (add lines 1a, b, and c)	1d 3,102,425.
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 3,102,425.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 46,536.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 3,055,889.
6	Minimum investment return. Enter 5% of line 5	6 152,794.

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	1 152,794.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 360.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 360.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 152,434.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 152,434.
6	Deduction from distributable amount (see instructions)	6 0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 152,434.

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 181,823.
b	Program-related investments - total from Part IX-B	1b 0.
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	4 181,823.
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	5 360.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 181,463.

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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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				152,434.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	119,927.			
b From 2009	72,429.			
c From 2010	63,066.			
d From 2011	28,693.			
e From 2012	33,502.			
f Total of lines 3a through e	317,617.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 181,823.			0.	
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			152,434.	
e Remaining amount distributed out of corpus	29,389.			
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:	347,006.			
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 instr.			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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	119,927.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	227,079.			
10 Analysis of line 9:				
a Excess from 2009	72,429.			
b Excess from 2010	63,066.			
c Excess from 2011	28,693.			
d Excess from 2012	33,502.			
e Excess from 2013	29,389.			

MARGARET C.B. & S. SPENCER N. BROWN
FOUNDATION, INC.

Form 990-PF (2013)

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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
a Paid during the year				
ALLIANCE DEFENDING FREEDOM 15100 N 90TH ST SCOTTSDALE, AZ 85260-2769		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100.
ALZHEIMER'S DISEASE RESEARCH P O BOX 1950 CLARKSBURG, MD 20871-1950		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100.
AMARILLO COLLEGE FOUNDATION P O BOX 447 AMARILLO, TX 79105-9973		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	250.
AMERICAN FAMILY ASSOCIATION P O BOX 2440 TUPELO, MS 38803-9988		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100.
AMERICAN RED CROSS 4224 COBBS DR WACO, TX 76710		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,000.
Total	SEE CONTINUATION SHEET(S)		► 3a	178,078.
b Approved for future payment				
NONE				
Total			► 3b	0.

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
		(a) Business code	(b) Amount	(c) Exclu- sion code	
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					
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					
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)			99,115.		42,099.
13 Total. Add line 12, columns (b), (d), and (e)					0.
				12	141 214

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

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 ASIF GLOBAL FINANCE 4.9% 1-17-2013		01/30/12	01/17/13
b GE CAPITAL 5.45% 2-15-2023		01/28/08	02/15/13
c GENWORTH LIFE INST FUND 5.875% 5-3-2013		09/19/11	05/03/13
d TEVA PHARMACEUTICAL - 200 SHS		02/25/11	06/13/13
e I SHARES MSCI SINGAPORE ETF - 700 SHS		02/05/07	08/16/13
f CAPITAL GAINS DIVIDENDS			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(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 100,000.		102,019.	<2,019. >
b 50,000.		50,000.	0.
c 150,000.		156,183.	<6,183. >
d 7,825.		10,074.	<2,249. >
e 9,116.		8,624.	492.
f 1,285.			1,285.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<2,019. >
b			0.
c			<6,183. >
d			<2,249. >
e			492.
f			1,285.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	<8,674. >
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). If (loss), enter "-0-" in Part I, line 8		3	N/A

MARGARET C.B. & S. SPENCER N. BROWN
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ART CENTER OF WACO 1300 COLLEGE DRIVE WACO, TX 76708		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	540.
BAYLOR UNIVERSITY - ARMSTRONG BROWNING LIBRARY GARDEN ONE BEAR PLACE #97050 WACO, TX 76798-7050		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	33,333.
BAYLOR UNIVERSITY - HANKAMER SCHOOL OF BUSINESS ONE BEAR PLACE #98001 WACO, TX 76798-7026		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100.
BAYLOR UNIVERSITY - LIBRARY FELLOWS ONE BEAR PLACE #97086 WACO, TX 76798-7086		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,000.
BAYLOR UNIVERSITY ONE BEAR PLACE #97050 WACO, TX 76798-7050		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	5,200.
BRAZOS EDUCATION FOUNDATION 2600 WASHINGTON AVE WACO, TX 76710		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100.
CAMPUS CHRUSADE FOR CHRIST P O BOX 628222 ORLANDO, FL 32862-8222		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100.
CAPITAL RESEARCH CENTER 1513 16TH ST NW WASHINGTON, DC 20036-1480		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100.
CARE NET 4700 W WACO DR WACO, TX 76710		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,200.
CITIZENS UNITED FOUNDATION P O BOX 96408 WASHINGTON, DC 20090-6408		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100.
Total from continuation sheets				176,528.

MARGARET C.B. & S. SPENCER N. BROWN
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
COALITION TO SALUTE AMERICA'S HEROES P O BOX 96440 WASHINGTON, DC 20090-6440		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	300.
COLONIAL WILLIAMBURG FOUNDATION P O BOX 1776 WILLIAMBURG, VA 23187-9910		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100.
COMPASSIONS MINISTRIES 1421 AUSTIN AVE WACO, TX 76701		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100.
CONGRESSIONAL PRAYER CAUCUS FOUNDATION P O BOX 96115 WASHINGTON, DC 20090		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100.
COUNCIL FOR NATIONAL POLICY 1411 K ST NW SUITE 601 WASHINGTON, DC 20005		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	2,500.
DALLAS WOMEN'S CLUB FOUNDATION 7000 PARK LANE DALLAS, TX 75225		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	200.
DAUGHTERS OF THE REPUBLIC OF TEXAS 510 EAST ANDERSON LN AUSTIN, TX 78752-1218		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	275.
DENISON SOCIETY P O BOX 42 MYSTIC, CT 06355		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100.
FAITH AND ACTION P O BOX 96204 WASHINGTON, DC 20090-6204		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100.
FIRST BAPTIST CHURCH OF PUYALLUP 6721 94TH ST E PUYALLUP, WA 98371		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,000.
Total from continuation sheets				

MARGARET C.B. & S. SPENCER N. BROWN
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FRIENDS OF BIG BEND P O BOX 200 BIG BEND NP, TX 79834-0200		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100.
FRIENDS OF GUNSTON HALL 10709 GUNSTON RD MASON NECK, VA 22079-3901		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100.
FRIENDS OF SULGRAVE MANOR 1553 HILL RD CT LOUISVILLE, KY 40204		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	9,350.
FRIENDS OF THE GOVERNOR'S MANSION, SAM HOUSTON SOCIETY P.O. BOX 2447 AUSTIN, TX 78768		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	3,500.
FRIENDS OF THE SMITHSONIAN P O BOX 9016 PITTSFIELD, MA 01202-9951		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100.
FUND FOR AMERICAN STUDIES 1706 NEW HAMPSHIRE AVE NW WASHINGTON, DC 20009		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100.
GEORGE W BUSH PRESIDENTIAL CENTER P O BOX 560887 DALLAS, TX 75356-9733		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,000.
GEORGE WASHINGTON'S MOUNT VERNON P O BOX 1594 MERRIFIELD, VA 22116-1594		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	350.
GOOD NEWS COMMUNICATIONS INC 1151 AVENIDA ACASO CAMARILLO, CA 93012		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	2,000.
HERITAGE FOUNDATION P O BOX 97057 WASHINGTON, DC 20090-7057		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100.
Total from continuation sheets				

MARGARET C.B. & S. SPENCER N. BROWN
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HILSDALE COLLEGE P O BOX 96607 WASHINGTON, DC 20090-6607		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	500.
HISTORIC WACO FOUNDATION 810 S. 4TH ST WACO, TX 76706		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	5,500.
HOCKADAY SCHOOL 11600 WELCH RD DALLAS, TX 75229		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	7,000.
JONATHAN KOEHN RT 1, BOX 177-A-0 SCOOBA, MS 39358	NONE	NC	MAINTENANCE OF HISTORICAL CEMETERIES	1,200.
JUNIOR LEAGUE OF WACO 2600 AUSTIN AVE WACO, TX 76710		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100.
LONGHORN COUNCIL BOY SCOUTS OF AMERICA 300 LAKE AIR DR WACO, TX 76710		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100.
MCCLANE BROWN FAMILY FOUNDATION P O BOX 7832 WACO, TX 76714-7832		PF	CHARITABLE CONTRIBUTION TO PRIVATE FOUNDATION	1,000.
MCLENNAN COMMUNITY COLLEGE FOUNDATION 1400 COLLEGE DR WACO, TX 76710		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	210.
MEALS AND WHEELS 501 WEST WACO DR WACO, TX 76707		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	200.
MEDIA RESEARCH CENTER P O BOX 96131 WASHINGTON, DC 20077-7583		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100.
Total from continuation sheets				

MARGARET C.B. & S. SPENCER N. BROWN
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NATIONAL MUSEUM OF WOMEN IN THE ARTS 1250 NEW YORK AVE NW WASHINGTON, DC 20005-3970		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	12,100.
NATIONAL SOCIETY OF THE COLONIAL DAMES OF AMERICA 149 RADNEY RD HOUSTON, TX 77024-2606		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	120.
NATIONAL SOCIETY OF THE COLONIAL DAMES OF AMERICA, FRIENDS OF DUMBARTON HSE 2715 Q ST NW WASHINGTON, DC 20007-3071		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	200.
NATIONAL SOCIETY OF THE COLONIAL DAMES OF AMERICA, IN THE STATE OF TEXAS 10245 EPPING LN DALLAS, TX 75229		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	4,700.
NATIONAL SOCIETY OF THE DAUGHTERS OF THE AMERICAN REVOLUTION P O BOX 98286 WASHINGTON, DC 20090-8286		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	125.
NATIONAL TRUST FOR HISTORIC PRESERVATION P O BOX 5043 HAGERSTOWN, MD 21741-5043		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100.
NATL SOCIETY OF THE COLONIAL DAMES OF AMERICA, FRIENDS OF NEILL-COCHRAN HSE P O BOX 5037 AUSTIN, TX 78763-5037		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	2,150.
ON MY HONOR NET FUND 48535 ORANGE AVE, SUITE C ORLANDO, FL 32806		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100.
PACK OF HOPE P O BOX 1545 WACO, TX 76703		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	395.
PANHANDLE-PLAINS HISTORICAL MUSEUM WTAMU BOX 60967 CANYON, TX 79016		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	210.
Total from continuation sheets				

MARGARET C.B. & S. SPENCER N. BROWN
FOUNDATION, INC.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
PARENTS TELEVISION COUNCIL P O BOX 1855 <u>MERRIFIELD, VA 22116-9624</u>		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100.
PROVIDENCE CHRISTIAN SCHOOL 5002 WEST LOVERS LN <u>DALLAS, TX 75209</u>		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,000.
PROVIDENCE FOUNDATION P.O. BOX 2589 <u>WACO, TX 767029931</u>		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100.
RALPH MAXWELL 7866 MCGEE THOMPSON RD <u>ACKERMAN, MS 39735</u>	NONE	NC	MAINTENANCE OF HISTORICAL CEMETERIES	1,400.
REICHER CATHOLIC HIGH SCHOOL 2102 N. 23RD <u>WACO, TX 76708</u>		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	2,750.
SALVATION ARMY P O BOX 34 <u>WACO, TX 76703-0268</u>		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	300.
SCOTT & WHITE CANCER CENTER AT HILLCREST 100 HILLCREST MEDICAL BLVD <u>WACO, TX 76712</u>		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	500.
SOUTHWEST INDIAN RELIEF COUNCIL P O BOX 16777 <u>MEZA, AZ 85211</u>		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100.
ST JOSEPH'S INDIAN SCHOOL 1301 N MAIN ST <u>CHAMBERLAIN, SD 57325</u>		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,100.
ST PAUL'S EPISCOPAL CHURCH 601 COLUMBUS AVE <u>WACO, TX 76701</u>		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	8,926.
Total from continuation sheets				

MARGARET C.B. & S. SPENCER N. BROWN
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ST PAUL'S EPISCOPAL DAY SCHOOL 517 COLUMBUS AVE WACO, TX 76701		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	19,600.
ST PAUL'S PARENTS AND FRIENDS 517 COLUMBUS AVE WACO, TX 76701-1323		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	5,000.
STUDENT MOBILIZATION P O BOX 567 CONWAY, AR 72033		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,500.
TEXAS CULTURAL TRUST 823 CONGRESS AVE, SUITE 650 AUSTIN, TX 78701		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,000.
TEXAS STATE HISTORICAL ASSOCIATION 1155 UNION CIRCLE #311580 DENTON, TX 76203-5017		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100.
THETA ROCK THE CASA 1503 ATHENS DR COLLEGE STATION, TX 77840		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100.
UNIVERSITY OF TEXAS AT AUSTIN P O BOX 142309 AUSTIN, TX 78714-9903		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	130.
VALUES THROUGH HISTORY 1419 SUGAR CREEK BLVD SUGAR LAND, TX 77478		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	5,000.
VANGUARD COLLEGE PREPARATORY SCHOOL 2517 MT CARMEL WACO, TX 76710		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	14,900.
WACO COTTON PALACE INC 10002 WILLOW BEND DR WACO, TX 76712		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	11,359.
Total from continuation sheets				

MARGARET C.B. & S. SPENCER N. BROWN
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

MARGARET C.B. & S. SPENCER N. BROWN FOUN

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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
EXTRACO BANKS	7.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	7.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
EXTRACO CORPORATION- S CORPORATION DIVIDEND	99,115.	0.	99,115.
EXTRACO TRUST SERVICES-DIVIDEND	23,211.	1,285.	21,926.
EXTRACO TRUST SERVICES-INTEREST	28,840.	0.	28,840.
TOTAL TO FM 990-PF, PART I, LN 4	151,166.	1,285.	149,881.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PREPARATION OF FORM 990-PF AND COMPILATION OF FINANCIAL STATEMENTS	3,540.	0.	3,540.	
TO FORM 990-PF, PG 1, LN 16B	3,540.	0.	3,540.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FIDUCIARY FEES-ASSET MANAGEMENT	14,628.	14,628.	0.	
TO FORM 990-PF, PG 1, LN 16C	14,628.	14,628.	0.	

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	360.	0.		0.
FOREIGN TAX -DIVIDENDS	192.	192.		0.
UNRELATED BUSINESS INCOME TAX	0.	0.		0.
TO FORM 990-PF, PG 1, LN 18	552.	192.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGE (CHECKS)	205.	0.		205.
TO FORM 990-PF, PG 1, LN 23	205.	0.		205.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
ARLINGTON 2% DUE 5/15/2016		X	77,576.	77,576.
EDGEWOOD TX ISD 2.5% DUE 8/15/2017		X	106,096.	106,096.
ROUND ROCK TRANS 3% DUE 8/15/2015		X	103,019.	103,019.
SAN JACINTO 4% DUE 10/1/2019		X	103,521.	103,521.
FFCB 2.2% DUE 8-27-2021	X		92,021.	92,021.
TOTAL U.S. GOVERNMENT OBLIGATIONS			92,021.	92,021.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			390,212.	390,212.
TOTAL TO FORM 990-PF, PART II, LINE 10A			482,233.	482,233.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ABBOTT LABORATORIES	33,539.	33,539.
DANAHER CORPORATION	92,640.	92,640.
EXTRACO CORPORATION	1,185,300.	1,185,300.
EXXON MOBIL CORP	60,720.	60,720.
GENERAL ELECTRIC CO	37,504.	37,504.
JP MORGAN CHASE	10,235.	10,235.
JOHNSON & JOHNSON	116,502.	116,502.
PEPSICO INC	45,617.	45,617.
ROYAL DUTCH SHELL PLC	28,508.	28,508.
TARGET	37,962.	37,962.
WAL MART STORES	23,607.	23,607.
WALGREEN CO	34,464.	34,464.
AT&T	35,336.	35,336.
ISHARES MSCI SINGAPORE	9,219.	9,219.
KIMBERLY CLARK CORP	53,170.	53,170.
CISCO SYS INC	11,215.	11,215.
DFA INTL REAL ESTATE	8,018.	8,018.
DFA REAL ESTATE SECURITIES PORT	19,122.	19,122.
CHEVRON CORP	5,496.	5,496.
COCA COLA CO	5,040.	5,040.
COLGATE PALMOLIVE CO	22,302.	22,302.
CONAGRA INC	6,066.	6,066.
CONOCO PHILLIPS	4,521.	4,521.
EMC CORP MASS	27,841.	27,841.
MCDONALDS CORP	9,704.	9,704.
PHILIP MORRIS INTL	17,427.	17,427.
PLUM CREEK TIMBER CO	18,604.	18,604.
SMUCKER J M CO	10,362.	10,362.
UNITED PARCEL	44,659.	44,659.
VF CORP	7,480.	7,480.
ABBVIE, INC	46,209.	46,209.
DFA US CORE EQUITY 1 PORTFOLIO	16,662.	16,662.
DFA US SMALL CAP PORTFOLIO	10,973.	10,973.
DFA US TARGETED VALUE PORTFOLIO	10,736.	10,736.
 TOTAL TO FORM 990-PF, PART II, LINE 10B	 2,106,760.	 2,106,760.

FORM 990-PF	CORPORATE BONDS	STATEMENT 9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMERICAN GENERAL 6% 11/15/2014	100,012.	100,012.
WALMART STORES 4.5% 7/1/2015	53,056.	53,056.
TOTAL TO FORM 990-PF, PART II, LINE 10C	153,068.	153,068.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FEDERATED FLOAT RATE STRATEGIC INC FUND	FMV	150,448.	150,448.
TOTAL TO FORM 990-PF, PART II, LINE 13		150,448.	150,448.

FORM 990-PF	OTHER ASSETS	STATEMENT 11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
HISTORICAL CEMETERIES	3.	3.	3.
PREPAID UBI TAX	760.	9,080.	9,080.
PREPAID EXCISE TAX	0.	160.	160.
TO FORM 990-PF, PART II, LINE 15	763.	9,243.	9,243.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARGARET BROWN P.O. BOX 7832 WACO, TX 76714	TRUSTEE - AS NEEDED 0.00	0.	0.	0.
S. SPENCER N. BROWN, JR. P.O. BOX 8739 WACO, TX 76714	TRUSTEE - AS NEEDED 0.00	0.	0.	0.
M. STANTON BROWN SATTLER 6721 94TH ST E PUYALLUP, WA 98371	TRUSTEE - AS NEEDED 0.00	0.	0.	0.
STANTON BOYCE BROWN P.O. BOX 7832 WACO, TX 76714	TRUSTEE - AS NEEDED 0.00	0.	0.	0.
MARGARET BROWN LEWIS 3750 DUCHESS TRAIL DALLAS, TX 752295220	TRUSTEE - AS NEEDED 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Information Statement Pursuant to Treasury Regulations Section
1.355-5(b) By a Significant Distributee

On January 1, 2013, Abbott Laboratories, an Illinois corporation ("Abbott"), distributed (the "Distribution") the outstanding shares of common stock of AbbVie Inc., a Delaware corporation ("AbbVie"), to the holders of record of Abbott common shares as of 5:00 p.m. Eastern Time on December 12, 2012 (the "Record Date"). As a result of the Distribution, each holder of record of Abbott common shares as of the Record Date was entitled to receive one share of AbbVie common stock for each outstanding Abbott common share held by such shareholder as of the Record Date.

1. Name, address and employer identification number of the distributing corporation:

Abbott Laboratories
100 Abbott Park Road
Abbott Park, Illinois 60064
EIN: 36-0698440

2. Name, address and employer identification number of the controlled corporation:

AbbVie Inc.
1 North Waukegan Road
North Chicago, Illinois 60064
EIN: 32-0375147

3. The undersigned was a shareholder owning Abbott common shares as of the Record Date and received shares of AbbVie common stock, par value \$0.01 per share, in the Distribution. The aggregate fair market value of the AbbVie common stock received by the shareholder was \$30,406.25.
4. The undersigned did not surrender any stock or securities in Abbott in connection with the Distribution.
5. The Distribution is a transaction that is described under Section 355 of the Internal Revenue Code of 1986, as amended.

Shareholder's Name: Margaret C. B. & Spencer N. Brown Foundation, Inc
Shareholder's EIN: 74-6046197

Shareholder's Signature: _____

By: H. Lewis McReynolds
Secretary-Treasurer

