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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation
THE BARBARA AND HELEN BROWN FAMILY FDN
C/O JIM HALL EAGLE BANK

A Employer identification number
27-0167894

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1052 S KIRKWOOD RD

B Telephone number (see instructions)
(314) 965-8686

City or town, state or province, country, and ZIP or foreign postal code
ST LOUIS, MO 63122

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 5,340,228

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) ____
(Part I, column (d) must be on cash basis.)

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	136,654			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	38	38		
	4	Dividends and interest from securities	137,911	137,911		
	5a	Gross rents				
	b	Net rental income or (loss) ____				
	6a	Net gain or (loss) from sale of assets not on line 10	58,095			
	b	Gross sales price for all assets on line 6a 10,138,773				
	7	Capital gain net income (from Part IV, line 2)		58,095		
	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) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	332,698	196,044		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	50,000	7,500		42,500
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	5,175	3,623		1,552
	c	Other professional fees (attach schedule)	76,083	76,083		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	9,469	1,991		7,478
	24	**Total operating and administrative expenses.** Add lines 13 through 23	140,727	89,197		51,530
	25	Contributions, gifts, grants paid	174,000			174,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	314,727	89,197		225,530
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	17,971			
	b	**Net investment income** (if negative, enter -0-)		106,847		
	c	**Adjusted net income** (if negative, enter -0-)				

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	181,037	1,310,019	1,310,019
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	633,337	327,520	330,476
	b	Investments—corporate stock (attach schedule)	2,087,042	2,231,600	2,379,484
	c	Investments—corporate bonds (attach schedule)	2,080,353	1,100,466	1,098,036
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	208,592	236,564	222,213
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	1,499	0	0
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	5,191,860	5,206,169	5,340,228
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	5,191,860	5,206,169	
	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			
	30	**Total net assets or fund balances** (see instructions)	5,191,860	5,206,169	
	31	**Total liabilities and net assets/fund balances** (see instructions)	5,191,860	5,206,169	

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	5,191,860
2	Enter amount from Part I, line 27a	2	17,971
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	5,209,831
5	Decreases not included in line 2 (itemize) ▶	5	3,662
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,206,169

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	See Additional Data Table			
b				
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	See Additional Data Table			
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	58,095
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 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))
2013	229,799	4,571,450	0 050268
2012	206,508	3,917,551	0 052714
2011	283,261	3,888,899	0 072838
2010	16,993	6,023,606	0 002821
2009	10,954	434,277	0 025224

2	**Total** of line 1, column (d).	2	0 203865
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 040773
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	5,410,228
5	Multiply line 4 by line 3.	5	220,591
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,068
7	Add lines 5 and 6.	7	221,659
8	Enter qualifying distributions from Part XII, line 4.	8	225,530

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	1,068
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	1,068
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	1,068
6	Credits/Payments			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a 1,600		
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	1,600
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	532
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 532 **Refunded** ▶		11	0

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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 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? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶MO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶www brownsisters org

14 The books are in care of ▶Jim Hall Eagle Bank Telephone no ▶(314) 965-8686

Located at ▶1052 S Kirkwood Rd St Louis MO ZIP+4 ▶63122

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 |

			Yes	No
16	At any time during calendar year 2014, 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		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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)?	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 2014?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ **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)	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 2014 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 2014.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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 4945(d)(4)(A)? (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)?	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? ☐ 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		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	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
See Additional Data Table				

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

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

Total number of other employees paid over $50,000 ▶ 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
Trinity Wealth Advisors 1320 W Washington Ste 200 St Louis, MO 63122	Investment advisory	75,654
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	
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	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 . . . . ▶	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.			1a	5,083,106
b	Average of monthly cash balances.			1b	409,511
c	Fair market value of all other assets (see instructions).			1c	0
d	**Total** (add lines 1a, b, and c).			1d	5,492,617
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	5,492,617
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).			4	82,389
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	5,410,228
6	**Minimum investment return.** Enter 5% of line 5.			6	270,511

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	270,511
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	1,068		
b	Income tax for 2014 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	1,068
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	269,443
4	Recoveries of amounts treated as qualifying distributions.			4	0
5	Add lines 3 and 4.			5	269,443
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	269,443

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	225,530
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	225,530
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	1,068
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	224,462

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				269,443
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			173,887	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 225,530				
a Applied to 2013, but not more than line 2a			173,887	
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 2014 distributable amount.				51,643
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014 *(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 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				217,800
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				
e Excess from 2014. . . .				

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 2014, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	
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 organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number or email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

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*				
See Additional Data Table				
Total . . . . ▶ **3a**				174,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

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			14	38	
4 Dividends and interest from securities. . . .			14	137,911	
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			18	58,095	
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). .		0		196,044	0

13 Total. Add line 12, columns (b), (d), and (e). **13** 196,044

(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)

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)**		**No**
	(2) Other assets	**1a(2)**		**No**
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		**No**
	(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		**No**
	(3) Rental of facilities, equipment, or other assets	**1b(3)**		**No**
	(4) Reimbursement arrangements	**1b(4)**		**No**
	(5) Loans or loan guarantees	**1b(5)**		**No**
	(6) Performance of services or membership or fundraising solicitations	**1b(6)**		**No**
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		**No**

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

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

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

******	2015-09-04	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Michael P Croghan		2015-09-04		P00002287

Firm's name ▶ Croghan & Croghan PC

Firm's EIN ▶ 43-1309602

Firm's address ▶ 11007 Manchester Road Kirkwood, MO 63122

Phone no (314) 966-6644

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CAPITAL GAINS DIVIDENDS	P		
FIDELITY 646-136298 PUBLICLY TRADED SECURITIES	P		
FIDELITY 646-136298 PUBLICLY TRADED SECURITIES	P		
SCHWAB 2391-0878 PUBLICLY TRADED SECURITIES	P		
SCHWAB 2391-0878 PUBLICLY TRADED SECURITIES	P		
SCHWAB 6970-1833 PUBLICLY TRADED SECURITIES	P		
SCHWAB 6970-1833 PUBLICLY TRADED SECURITIES	P		
SCHWAB 5424-4788 PUBLICLY TRADED SECURITIES	P		
PERSHING N8U-476189 PUBLICLY TRADED SECURITIES	P		
PERSHING N8U-476189 PUBLICLY TRADED SECURITIES	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
32,567			32,567
200,345		196,587	3,758
208,753		173,668	35,085
1,189,535		1,185,016	4,519
566,205		576,841	-10,636
149,051		149,785	-734
576,735		569,636	7,099
4,021,716		4,048,566	-26,850
3,012,584		3,014,223	-1,639
181,282		161,301	19,981

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			32,567
			3,758
			35,085
			4,519
			-10,636
			-734
			7,099
			-26,850
			-1,639
			19,981

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
POWERSHARES DB COMMODITY INDEX K-1 SECTION 1256	P		2014-12-31
POWERSHARES DB US DOLLAR INDEX K-1 SECTION 1256	P		2014-12-31
PROSHARES VIX SHORT-TERM FUTURES	P		2014-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
			-16,957
			-1,268
			13,170

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			-16,957
			-1,268
			13,170

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
JAMES N HALL 1052 KIRKWOOD ROAD KIRKWOOD, MO 63122	CHAIRMAN/PRESIDENT 2 00	0	0	0
GREGORY SHEPARDSON 16020 SWINGLEY RIDGE STE 100 CHESTERFIELD, MO 63017	DIRECTOR/TREASURER 1 00	0	0	0
MICHELLE O'TOOLE 2150 SCHUETZ RD SUITE 205 ST LOUIS, MO 63146	DIRECTOR 1 00	0	0	0
MIKE SULLIVAN 4320 FOREST PARK AVE SUITE 201 ST LOUIS, MO 63108	DIRECTOR 1 00	0	0	0
LINDSAY MATUSH 1455 CRAGWOLD RD ST LOUIS, MO 63122	CONTRACT MANAGER 10 00	50,000	0	0

Form 990PF Part XV Line 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*				
LOYOLA ACADEMY OF ST LOUIS 3851 WASHINGTON BLVD ST LOUIS, MO 63108		PUBLIC CHARITY	CHALLENGE GRANT TO HELP INSTITUTION DRAMATICALLY INCREASE THEIR ENDOWMENT FUND	25,000
MOST HOLY TRINITY CATHOLIC SCHOOL 1435 MALLINCKRODT ST ST LOUIS, MO 63107		PUBLIC CHARITY	CHALLENGE GRANT TO HELP SCHOOL ATTRACT NEW FUNDING TO THE REVITALIZED LEADERSHIP AND NEW DIRECTION OF THE SCHOOL	48,000
CHRISTIAN ACTIVITIES CENTER PO BOX 2525 540 N 6TH ST EAST ST LOUIS, IL 62201		PUBLIC CHARITY	A CHALLENGE GRANT TO STIMULATE A SIGNIFICANT INCREASE IN MAJOR DONOR CULTIVATION FOR EXPANSION NEAR THE CAC CAMPUS	30,000
CATHOLIC LEGAL ASSISTANCE MINISTRY 100 N TUCKER SUITE 726 ST LOUIS, MO 63101		PUBLIC CHARITY	A CHALLENGE GRANT TO STIMULATE A FIRST-EVER END OF YEAR APPEAL TO INCREASE DONOR SUPPORT AND STRENGTHEN OVERALL DEVELOPMENT EFFORTS	4,000
THRIVE PREGNANCY RESOURCE CENTER 4331 LINDELL BLVD ST LOUIS, MO 63108		PUBLIC CHARITY	A CHALLENGE GRANT TO FUND THE DEVELOPMENT AND OPERATIONS FOR TWO NEW MOBILE MEDICAL UNITS TO REACH CURRENTLY UNSERVED TERRRITORY, AND TO STIMULATE A SIGNIFICANT INCREASE IN MULTI-YEAR GIFTS FROM DONORS	25,000
EEI COMPASS EDUCATIONAL PARTNERS INC DBA COMPASS EDUCATION PROGRAMS 3716 MORGANFORD RD ST LOUIS, MO 63116		PUBLIC CHARITY	A CHALLENGE GRANT TO ATTRACT FUNDING TO OPEN NEW HIGH-PERFORMING CHARTER SCHOOLS WITH FAITH-BASED WRAPAROUND PROGRAMS IN ST LOUIS	25,000
ANNIE'S HOPE 1333 W LOCKWOOD AVE SUITE 104 KIRKWOOD, MO 63122		PUBLIC CHARITY	A GRANT TO SUPPORT CAPACITY BUILDING AT CATHOLIC NATIVITY-MIGUEL SCHOOLS, WITH A GOAL OF TRAINING THESE SCHOOLS TO FACILITATE GRIEF GROUPS FOR THEIR KIDS IN ORDER TO IMPROVE OVERALL STUDENT HEALTH AND ACADEMIC PERFORMANCE	5,500
MISSION ST LOUIS 4366 MANCHESTER AVE ST LOUIS, MO 63110		PUBLIC CHARITY	A CAPITAL IMPROVEMENT GRANT TO HELP ENHANCE AN INITIATIVE WE'VE PREVIOUSLY INVESTED IN - GOAL IS TO IMPROVE THE MERCHANDISING AND APPEAL OF RETAIL SPACE IN ORDER TO INCREASE SALES	6,000
SISTER THEA BOWMAN CATHOLIC SCHOOL 8213 CHURCH LANE EAST ST LOUIS, IL 62203		PUBLIC CHARITY	A SMALL GRANT TO ENHANCE ATHLETIC FACILITIES FOR STUDENTS	3,500
FRANCISCAN SISTERS OF OUR LADY OF PERPETUAL HELP 335 SOUTH KIRKWOOD RD ST LOUIS, MO 63122		PUBLIC CHARITY	A SMALL GRANT TO HELP EXPAND THE FRANCISCANS FOR EARTH INITIATIVE	500
ST FRANCIS XAVIER COLLEGE CHURCH 3628 LINDELL BLVD ST LOUIS, MO 63108		PUBLIC CHARITY	A SMALL GRANT TO INCREASE THE NUMBER OF PEOPLE SERVED BY THE PROVISION OF BIRTH CERTIFICATES AND STATE ID'S	1,500
Total . . . . ▶ **3a**				174,000

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2014

Name of the organization	Employer identification number
THE BARBARA AND HELEN BROWN FAMILY FDN C/O JIM HALL EAGLE BANK	27-0167894

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, contributions totaling $5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the $33\frac{1}{3}$% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled 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 totaling $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 990PF, 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
THE BARBARA AND HELEN BROWN FAMILY FDN
C/O JIM HALL EAGLE BANK

Employer identification number
27-0167894

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	Mary Helen Brown Rev Living Trust 2330 Ruckert St St Louis, MO 63114	$ 136,654	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	**Employer identification number**
THE BARBARA AND HELEN BROWN FAMILY FDN C/O JIM HALL EAGLE BANK	27-0167894

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

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

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

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

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

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

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

Name of organization	Employer identification number
THE BARBARA AND HELEN BROWN FAMILY FDN C/O JIM HALL EAGLE BANK	27-0167894

Part III *Exclusively* **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor.** Complete columns **(a)** through **(e) and** the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $ ____________

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

TY 2014 Accounting Fees Schedule

Name: THE BARBARA AND HELEN BROWN FAMILY FDN
C/O JIM HALL EAGLE BANK

EIN: 27-0167894

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting fees	5,175	3,623		1,552

TY 2014 Investments Corporate Bonds Schedule

Name: THE BARBARA AND HELEN BROWN FAMILY FDN
C/O JIM HALL EAGLE BANK

EIN: 27-0167894

Name of Bond	End of Year Book Value	End of Year Fair Market Value
LOOMIS SAYLES BOND FUND	75,376	81,113
PIMCO EMERGING LOCAL BOND FD	0	0
PIMCO TOTAL RETURN FUND	0	0
PIMCO UNCONSTRAIN BD	0	0
VANGUARD TOTAL BOND MKT E	106,030	110,211
ISHARES TRUST AAA A RATED CORP BOND	22,463	22,214
SPDR SER TR SPDR BARCLAYS SHORT TERM	62,314	62,251
ISHARES ETF EMERGING MKTS HIGH YIELD	27,818	23,983
VANGUARD CORP BOND ETF INTERMEDIATE TERM	49,872	50,799
VANGUARD CORP BOND ETF SHORT TERM	0	0
ISHARES TIPS BOND ETF	34,620	36,963
PIMCO ETF 0-5 YR HIGH YLD CORP	49,095	47,894
ISHARES ETF FLOATING RATE BOND	50,492	50,388
ISHARES TRUST MBS ETF	48,717	51,052
MARKET VECTORS ETF EMERGING MKTS	53,004	47,364
PIMCO ETF 0-5 YR HIGH YLD CORP	51,449	49,508
VANGUARD BOND INDEX FUND SHORT-TERM	65,319	65,159
ISHARES BOND ETF AGENCY BOND	0	0
ISHARES CORE TOTAL ETF US BOND MARKET	0	0
ISHARES TREASURY ETF INTERNATIONAL TREASURY	0	0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ISHARES TR IBOXX $ HIGH YIELD CORP	0	0
DEUTSCHE US BD INDEX	71,169	70,009
GUGGENHEIM MACRO OPPTY	75,339	75,283
SPDR BARCLAYS ETF (SJNK)	105,628	99,884
ISHARES BARCLAYS 7-10YR TREAS	50,400	52,041
ISHARES TR MBS ETF	50,552	51,380
ISHARES TR FLTG RATE NT ETF	50,809	50,540

TY 2014 Investments Corporate Stock Schedule

Name: THE BARBARA AND HELEN BROWN FAMILY FDN
C/O JIM HALL EAGLE BANK

EIN: 27-0167894

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MARKET VECTORS ETF EMERGING MKTS	26,987	23,859
AQR DIVERSIFIED	30,702	28,997
BBH CORE SELECT RETAIL CL	34,401	45,787
BLACKROCK FLOATING RATE	57,944	57,944
DOUBLELINE TOTAL RETURN	128,645	127,710
DWS FLOATING RATE FD CL	0	0
FMI LARGE CAP FUND	38,485	45,834
JP MORGAN STRATEGIC INCOME	69,291	69,519
OAKMARK SELECT FUND	27,426	34,283
SELECTED AMERICAN SHARES	33,333	34,349
SSGA EMERGING MARKETS	0	0
TOUCHSTONE SANDS CAPITAL	33,585	45,614
WESTPORT SELECT CAP FUND	13,043	11,465
WISDOMTREE TR ASIA LOCAL DEBT	18,854	17,691
POWERSHARES QQQ TR UNIT SER 1	77,235	116,260
POWERSHARES DB COMMODITY	67,607	53,653
VANGUARD INTL EQUITY INDEX	19,238	15,688
VANGUARD INDEX FDS VANGUARD TOTAL	27,121	49,820
VANGUARD INDEX FDS VANGUARD REIT	53,251	66,420
VANGUARD SPECIALIZED PORTFOLIO	67,924	91,224
HARBOR INTERNATIONAL	51,746	51,249
LAZARD INTL STRATEGIC	49,281	57,030
EGA EMERGING GLOBAL SHS TR EGSHARES	16,938	16,674
ISHARES INC MSCI GERMANY	30,015	35,825
ISHARES TR RUSSELL 2000 INDEX	26,560	39,116
POWERSHARES EXCH TRADED FD TST II S&P	26,834	39,327
ISHARES MSCI UNITED KINGDOM	0	0
SPDR S&P 500 ETF TRUST UNIT SER 1 S&P	57,644	75,639
VANGUARD FTSE DEVELOPED MARKET	49,314	48,411
VANGUARD INTL EQUITY INDEX VNQI	62,382	57,855

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WISDOMTREE TR BRAZILIAN REAL FD	0	0
WISDOMTREE TRUST JAPAN HEDGE EQT	0	0
PROSHARES VIX ETF NEW SHORT-TERM FUTURES	0	0
BARON EMRG MKTS FD	51,238	52,402
PARAMETRIC EMRG MKTS	36,677	34,657
ISHARES TRUST MBS ETF	0	0
ISHARES INC MSCI CDA ETF	0	0
ISHARES INC MSCI PACIFIC EX-JAPAN ETF	0	0
ISHARES INC MSCI JAPAN ETF	0	0
ISHARES TR MSCI EMERGING MKTS ETF	83,633	78,855
ISHARES TR IBOXX USD INVT GRADE CORP	0	0
ISHARES TR DOW JONES US ETF	0	0
ISHARES TR US INDUSTRIALS	0	0
ISHARES TR US HEALTHCARE	0	0
ISHARES TR US FINANCIALS ETF INDEX	70,104	69,634
ISHARES TR US ENERGY ETF	0	0
SPDR S&P 500 ETR TR TR UNIT	0	0
SELECT SECTOR SPDR TR MATLS	0	0
SELECT SECTOR SPDR TR CONSUMER STAPLES	64,003	69,292
SELECT SECTOR SPDR TR CONSUMER	0	0
VANGUARD INTL EQUITY INDEX FDS FTSE	0	0
GLOBAL X FUNDS (EMFM)	18,327	16,462
ISHARES HONG KONG ETF (EWH)	38,121	34,610
ISHARES TRUST MSCI INDIA	37,452	37,647
ARBITRAGE EVENT DRIVEN	30,122	28,939
ARTISAN VALUE FUND INV	37,085	34,394
BRANDES EMERGING MARKETS	40,923	34,456
HARBOR CAP APPRECIATION	42,589	39,957
OAKMARK GLOBAL SELECT	71,938	68,539
SELECT SPDR ENGY SELECT (XLE)	25,345	27,310

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BERKSHIRE HATHAWAY B NEW (BRKB)	14,396	14,414
DANONE SPON ADR (DANOY)	13,925	13,082
EXPRESS SCRIPTS HLDG CO (ESRX)	14,348	14,394
FAIRFAX FINANCIAL HLDGSF (FRFHF)	21,440	20,960
HUMANA INC (HUM)	20,411	20,683
INTEL CORP (INTC)	18,168	17,528
JOHNSON & JOHNSON (JNJ)	19,365	18,718
JP MORGAN CHASE & CO (JPM)	19,391	19,713
MERCK & CO INC NEW (MRK)	21,048	19,763
MICROSOFT CORP (MSFT)	24,078	23,132
RESOLUTE FOREST PRODUCTS (RFP)	9,590	10,091
SYSCO CORPORATION (SYY)	20,514	20,361
VODAFONE GROUP NEW (VOD)	18,221	17,563
WALMART STORES INC	16,737	16,918
ISHARES US TECHNOLOGY ETF	55,928	68,695
ISHARES US REAL ESTATE ETF	38,778	38,036
ISHARES MSCI UNITED KINGDOM	41,919	41,036

TY 2014 Investments Government Obligations Schedule

Name:	THE BARBARA AND HELEN BROWN FAMILY FDN C/O JIM HALL EAGLE BANK
EIN:	27-0167894
US Government Securities - End of Year Book Value:	327,520
US Government Securities - End of Year Fair Market Value:	330,476
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2014 Investments - Other Schedule

Name: THE BARBARA AND HELEN BROWN FAMILY FDN
C/O JIM HALL EAGLE BANK

EIN: 27-0167894

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ISHARES GOLD TRUST ISHARES	AT COST	61,564	47,213
ENDOSTIM	AT COST	175,000	175,000

TY 2014 Other Assets Schedule

Name: THE BARBARA AND HELEN BROWN FAMILY FDN
C/O JIM HALL EAGLE BANK

EIN: 27-0167894

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Accrued dividends	1,499		

TY 2014 Other Decreases Schedule

Name: THE BARBARA AND HELEN BROWN FAMILY FDN
C/O JIM HALL EAGLE BANK

EIN: 27-0167894

Description	Amount
NET GAIN/LOSS ADJUSTMENT	3,662

TY 2014 Other Expenses Schedule

Name: THE BARBARA AND HELEN BROWN FAMILY FDN
C/O JIM HALL EAGLE BANK

EIN: 27-0167894

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Other expenses	7,478	0		7,478
Insurance	1,396	1,396		0
Other deductions	595	595		0

TY 2014 Other Professional Fees Schedule

Name: THE BARBARA AND HELEN BROWN FAMILY FDN
C/O JIM HALL EAGLE BANK

EIN: 27-0167894

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment advisory fees	76,083	76,083		0