



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015, and ending 12-31-2015

Name of foundation The Mary Alice and Bennett Brown Foundation Inc % Foundation Source		A Employer identification number 58-6332776	
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd		Room/suite	B Telephone number (see instructions) (800) 839-1754
City or town, state or province, country, and ZIP or foreign postal code Wilmington, DE 198091377		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change		☐ Initial return of a former public charity ☐ Amended return ☐ Name change	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 7,842,873		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I			Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)			0			
	2	Check  ☒ if the foundation is not required to attach Sch B						
	3	Interest on savings and temporary cash investments			76	76		
	4	Dividends and interest from securities			156,106	156,106		
	5a	Gross rents						
	b	Net rental income or (loss) _____						
	6a	Net gain or (loss) from sale of assets not on line 10			83,209			
	b	Gross sales price for all assets on line 6a 6,584,746						
	7	Capital gain net income (from Part IV, line 2) . . .				83,209		
	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			239,391	239,391			
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc			0			
	14	Other employee salaries and wages						
	15	Pension plans, employee benefits						
	16a	Legal fees (attach schedule).						
	b	Accounting fees (attach schedule).						
	c	Other professional fees (attach schedule)			53,347	53,347		
	17	Interest						
	18	Taxes (attach schedule) (see instructions)			2,783			
	19	Depreciation (attach schedule) and depletion . . .						
	20	Occupancy						
	21	Travel, conferences, and meetings.			5,210			5,210
	22	Printing and publications						
	23	Other expenses (attach schedule).			45,805	45		45,760
	24	Total operating and administrative expenses. Add lines 13 through 23			107,145	53,392		50,970
25	Contributions, gifts, grants paid			362,000			362,000	
26	Total expenses and disbursements. Add lines 24 and 25			469,145	53,392		412,970	
27	Subtract line 26 from line 12							
a	Excess of revenue over expenses and disbursements			-229,754				
b	Net investment income (if negative, enter -0-)				185,999			
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				
	2	Savings and temporary cash investments	175,545	163,155	163,155	
	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)				
	b	Investments—corporate stock (attach schedule)	7,566,127	7,348,763	7,679,718	
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12	Investments—mortgage loans.				
	13	Investments—other (attach schedule)				
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15	Other assets (describe ▶ _____)					
16	Total assets(to be completed by all filers—see the instructions Also, see page 1, item I)	7,741,672	7,511,918	7,842,873		
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		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg , and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	7,741,672	7,511,918		
	30	Total net assets or fund balances(see instructions)	7,741,672	7,511,918		
	31	Total liabilities and net assets/fund balances(see instructions)	7,741,672	7,511,918		

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	7,741,672
2	Enter amount from Part I, line 27a	2	-229,754
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	7,511,918
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,511,918

Part IV

Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)		How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo , day, yr)	Date sold (d) (mo , day, yr)
1 a	Publicly-traded Securities			
b				
c				
d				
e				

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a 6,584,746		6,501,537	83,209
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a			83,209
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	83,209
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))
2014	384,824	8,451,616	0 045533
2013	300,181	8,070,751	0 037194
2012	448,267	7,599,065	0 05899
2011	184,494	7,657,080	0 024095
2010	190,065	7,147,833	0 026591

2	Total of line 1, column (d).	2	0 192403
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 038481
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	8,104,952
5	Multiply line 4 by line 3.	5	311,887
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,860
7	Add lines 5 and 6.	7	313,747
8	Enter qualifying distributions from Part XII, line 4.	8	412,970

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

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

3

Add lines 1 and 2.

3

1,860

4

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

4

5

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

5

1,860

6

Credits/Payments

a

2015 estimated tax payments and 2014 overpayment credited to 2015

6a

1,800

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

1,800

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

60

10

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

10

11

Enter the amount of line 10 to be **Credited to 2015 estimated tax** ☐ **Refunded** ☐

11

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?

1a

No

b

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

No

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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____

e

Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____

2

Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities.

2

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)
☒ GA _____

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 2015 or the taxable year beginning in 2015 (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				
14	The books are in care of Foundation Source Telephone no (800) 839-1754 Located at 501 Silverside Road Suite 123 Wilmington DE ZIP+4 198091377			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2015, 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 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	16	Yes	No

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)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years 20 , 20 , 20 , 20		Yes	No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	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 2015 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 2015.).	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 2015?	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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances

Total

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

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
Northwestern Mutual 611 E WISCONSIN AVE SUITE 600 MILWAUKEE, WI 53202	Investment Mgt	53,347
Total number of others receiving over \$50,000 for professional services.		

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	

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	8,055,466
b	Average of monthly cash balances.	1b	172,912
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	8,228,378
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	8,228,378
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	123,426
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,104,952
6	Minimum investment return. Enter 5% of line 5.	6	405,248

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	405,248
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	1,860
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,860
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	403,388
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	403,388
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	403,388

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	412,970
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	412,970
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	1,860
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	411,110
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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				403,388
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			388,358	
b Total for prior years 2013 , 2012 , 2011				
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				
d From 2013.				
e From 2014.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 412,970				
a Applied to 2014, but not more than line 2a			388,358	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2015 distributable amount.				24,612
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				378,776
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).				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2011. . . .				
b Excess from 2012. . . .				
c Excess from 2013. . . .				
d Excess from 2014. . . .				
e Excess from 2015. . . .	0			

Part XIV

b Check box to indicate whether the organization is a private operating foundation described in section 14942(j)(3) or 14942(j)(5)

b 85% of line 2a

d Amounts included in line 2c not used directly for active conduct of exempt activities

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

1 Information Regarding Foundation Managers:

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

NONE

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

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	362,000
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2015)

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Charlotte Amknecht	Jr Board Member 1 0	0	0	0
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				
Leila B Amknecht	Trustee 1 0	0	0	0
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				
Rustin Amknecht	Jr Board Member 1 0	0	0	0
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				
Jessica Brown	Jr Board Member 1 0	0	0	0
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				
Bennett A Brown III	Sec / Co-Chairman 1 0	0	0	0
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				
Brice D Dixon	Jr Board Member 1 0	0	0	0
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				
Charlotte Brown Dixon	Chairman 1 0	0	0	0
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				
Layne A Dixon	Jr Board Member 1 0	0	0	0
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				
Katherine B Ohlhausen	Trustee 1 0	0	0	0
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				
Marshall Ohlhausen	Jr Board Member 1 0	0	0	0
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				
Wallis Ohlhausen	Jr Board Member 1 0	0	0	0
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ATLANTA BOTANICAL GARDEN INC 1345 PIEDMONT AVE NE ATLANTA,GA 30309	N/A	PC	The Children's Education Initiative	10,000
BOY SCOUTS OF AMERICA 1800 CIR 75 PKWY SE ATLANTA,GA 30339	N/A	PC	Disadvantaged Boys from West Georgia Project	10,000
CAMP SUNSHINE INC 1850 CLAIRMONT RD DECATUR,GA 30033	N/A	PC	Camp Sunshine's 2015 Summer Camp Progam	10,000
CARROLLTON PRESBYTERIAN CHURCH 14 MAPLE ST CARROLLTON,GA 30117	N/A	PC	General & Unrestricted	1,000
CARROLLTON PRESBYTERIAN CHURCH 14 MAPLE ST CARROLLTON,GA 30117	N/A	PC	Church Building and Program Improvements Project	12,500
CHILDRENS CENTER 350 S 400 E SALT LAKE CTY,UT 84111	N/A	PC	General & Unrestricted	1,000
CHILDRENS HEALTHCARE OF ATLANTA INC PARK N 1577 NE EXPY STE A ATLANTA,GA 30329	N/A	PC	Art Supplies Project	1,000
CHILDRENS HEALTHCARE OF ATLANTA INC PARK N 1577 NE EXPY STE A ATLANTA,GA 30329	N/A	PC	Shoot for All Better benefiting the Aflac Cancer and Blood Disorders Center Project	5,000
COLUMBIA THEOLOGICAL SEMINARY 701 S COLUMBIA DR DECATUR,GA 30030	N/A	PC	Columbia's Annual Fund	12,500
COMMUNITY FOUNDATION OF WEST GEORGIA INC 807 S PARK ST CARROLLTON,GA 30117	N/A	PC	Circles of West Georgia Fund	1,000
CREATE YOUR DREAMS INC 887 W MARIETTA ST STUDIO T-108 ATLANTA,GA 30318	N/A	PC	CYD's Five Core Programs and Two Funds	10,000
EMORY UNIVERSITY 1440 CLIFTON RD NE STE 112 ATLANTA,GA 30322	N/A	PC	Winship Cancer Institute	5,000
EMORY UNIVERSITY 1440 CLIFTON RD NE STE 112 ATLANTA,GA 30322	N/A	PC	Friends of Winship Fund	5,000
GIRLS ON THE RUN SALT LAKE 1401 MILITARY WAY SALT LAKE CTY,UT 84103	N/A	PC	Girls on the Run Utah 2015 Project	15,000
KENYA KEYS 5314 TUALATA CT LAKE OSWEGO,OR 97035	N/A	PC	Improvement of 10 Critically needed Rural Libraries Project	10,000
Total				362,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
KIPP METRO ATLANTA COLLABORATIVE INC 350 TEMPLE ST NW ATLANTA,GA 30314	N/A	PC	KIPP Through College Project	15,000
NEIGHBORCARE HEALTH 1537 WESTERN AVE SEATTLE,WA 98101	N/A	PC	Meridian Center for Health Project	15,000
PACE ACADEMY INC 966 WPACES FERRY RD NW ATLANTA,GA 30327	N/A	PC	Keeping Pace / Academic Resource Center Project	15,000
PLAYWORKS EDUCATION ENERGIZED 380 WASHINGTON ST OAKLAND,CA 94607	N/A	PC	General & Unrestricted	11,000
PLAYWORKS EDUCATION ENERGIZED 380 WASHINGTON ST OAKLAND,CA 94607	N/A	PC	Playworks Launch in Georgia Project	14,000
POSSE FOUNDATION 101 MARIETTA ST NW STE 1040 ATLANTA,GA 30303	N/A	PC	Posse Atlanta's College Access and Youth Leadership Development Program	16,000
POWERMYLEARNING INC 1660 CHATTAHOOCHEE AVE STE E ATLANTA,GA 30318	N/A	PC	CFY Digital Learning Program Expansion Project	10,000
TEACH FOR AMERICA 10 PEACHTREE PL NE STE 700 ATLANTA,GA 30309	N/A	PC	Metro Atlanta teacher corps Project	10,000
THE COMMUNITY FOUNDATION FOR GREATER ATLANTA INC 191 PEACHTREE ST NE STE 1000 ATLANTA,GA 30303	N/A	PC	The Atlanta Charity Clays Project	6,000
THE COMMUNITY FOUNDATION FOR THE CENTRAL SAVANNAH 1450 GREENE ST AUGUSTA,GA 30901	N/A	PC	PRESS ON/Cure Childhood Cancer Initiative	1,000
THORNWELL HOME FOR CHILDREN 302 S BROAD ST CLINTON,SC 29325	N/A	PC	Expand the Building Families Program in Atlanta	30,000
UNIVERSITY OF WEST GEORGIA FOUNDATION INC 1601 MAPLE ST CARROLLTON,GA 30118	N/A	PC	Speech Therapy Project	10,000
VISITING NURSE HEALTH SYSTEM INC 5775 GLENRIDGE DR NE STE E 20 ATLANTA,GA 30328	N/A	PC	General & Unrestricted	15,000
WELLSTAR FOUNDATION INC 805 SANDY PALINS RD STE 100 MARIETTA,GA 30066	N/A	PC	WellStar Foundation Clay Shoot Project	5,000
WOODWARD ACADEMY INC 1662 RUGBY AVE COLLEGE PARK,GA 30337	N/A	PC	General & Unrestricted	20,000
Total				362,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WOODWARD ACADEMY INC 1662 RUGBY AVE COLLEGE PARK,GA 30337	N/A	PC	KIPP Student Scholarship Support Fund	40,000
WOODWARD ACADEMY INC 1662 RUGBY AVE COLLEGE PARK,GA 30337	N/A	PC	Mary Alice and Bennett Brown Endowment Fund	10,000
YOUNG LIFE PO BOX 7753 MARIETTA,GA 30065	N/A	PC	Carroll County Young Life Project	10,000
Total				3a 362,000

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2015 Depreciation Schedule

Name: The Mary Alice and Bennett Brown Foundation
Inc
EIN: 58-6332776

TY 2015 Investments Corporate Stock Schedule

Name: The Mary Alice and Bennett Brown Foundation
Inc

EIN: 58-6332776

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMCAP FUND, INC., CLASS F-2 SH	507,226	636,967
AMERICAN FUNDAMENTAL INVESTORS	496,056	659,431
AMERICAN HIGH INCOME TR, CLASS	611,524	571,866
FRANK RUSSELL INV CO EQ II FUN	168,744	229,133
FRANK RUSSELL INV CO FIXED INC	610,083	585,556
FRANK RUSSELL INV CO INTERNATI	385,820	367,464
FRANK RUSSELL INVESTMENT COMPA	457,041	421,203
NEW PERSPECTIVE FUND, CLASS F	440,896	488,988
RUSSELL COMMODITY STRATEGIES F	380,509	345,489
RUSSELL GLOBAL CREDIT STRATEGI	306,027	294,352
RUSSELL GLOBAL INFRASTRUCTURE	157,903	143,974
RUSSELL GLOBAL REAL ESTATE SEC	330,549	323,461
RUSSELL INV CO., GLOBAL EQUITY	167,492	147,127
RUSSELL US LARGE CAP EQUITY S	317,665	324,666
RUSSELL US MID CAP EQUITY	467,504	470,640
THE BOND FD OF AMERICA, CLASS	1,165,282	1,172,578
THE GROWTH FUND OF AMERICA, IN	378,442	496,823

TY 2015 Other Expenses Schedule

Name: The Mary Alice and Bennett Brown Foundation
Inc

EIN: 58-6332776

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	45,730			45,730
Bank Charges	45	45		
State or Local Filing Fees	30			30

TY 2015 Other Professional Fees Schedule

Name: The Mary Alice and Bennett Brown Foundation
Inc
EIN: 58-6332776

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	53,347	53,347		

TY 2015 Taxes Schedule

Name: The Mary Alice and Bennett Brown Foundation
Inc
EIN: 58-6332776

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Estimated Tax for 2015	1,800			
990-PF Excise Tax for 2014	983			