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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

2016Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

Open to Public Inspection

For calendar year 2016 or tax year beginning

, 2016, and ending

, 20

Name of foundation BROWN FAMILY FOUNDATION, INC.		A Employer identification number 41-1979864
Number and street (or P O box number if mail is not delivered to street address) 2588 12TH STREET		B Telephone number (see instructions) (612) 508-0524
City or town, state or province, country, and ZIP or foreign postal code CUMBERLAND, WI 54829-9724		C If exemption application is pending, check here. <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change	D 1 Foreign organizations, check here. <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,368,462		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

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)
1 Contributions, gifts, grants, etc., received (attach schedule)		190,533			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.		9	9		
3 Interest on savings and temporary cash investments		43,499	43,349		
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		4,200			
b Gross sales price for all assets on line 6a 233,405					
7 Capital gain net income (from Part IV, line 2)			4,392		
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		238,241	47,750		
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) ATCH 1		2,210	1,105		1,105
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) [2]		2,142	2,142		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 3		98	98		
24 Total operating and administrative expenses. Add lines 13 through 23.		4,450	3,345		1,105
25 Contributions, gifts, grants paid		100,550			100,550
26 Total expenses and disbursements. Add lines 24 and 25		105,000	3,345	0	101,655
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		133,241			
b Net investment income (if negative, enter -0-)			44,405		
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		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	122,026	358,427	358,427
	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)			
	c	Investments - corporate bonds (attach schedule).			
	Liabilities	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶		
12		Investments - mortgage loans			
13		Investments - other (attach schedule) ATCH. 4	1,701,482	1,598,428	2,010,035
14		Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15		Other assets (describe ▶)			
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,823,508	1,956,855	2,368,462
17		Accounts payable and accrued expenses			
18		Grants payable			
19		Deferred revenue			
20		Loans from officers, directors, trustees, and other disqualified persons.			
Net Assets or Fund Balances	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. ▶ <input type="checkbox"/>				
	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. ▶ <input checked="" type="checkbox"/>				
	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	1,823,508	1,956,855	
	30	Total net assets or fund balances (see instructions).	1,823,508	1,956,855	
	31	Total liabilities and net assets/fund balances (see instructions)	1,823,508	1,956,855	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return).	1	1,823,508
2	Enter amount from Part I, line 27a.	2	133,241
3	Other increases not included in line 2 (itemize) ▶ ATCH 5	3	106
4	Add lines 1, 2, and 3	4	1,956,855
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	1,956,855

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)**1 a** SEE PART IV SCHEDULE**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****b****c****d****e**

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

(i) F M V as of 12/31/69

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

4,392

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**

0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	95,782	1,935,689	0.049482
2014	94,612.	1,822,240	0.051921
2013	82,436.	1,546,640	0.053300
2012	69,650.	1,218,130	0.057178
2011	70,700.	1,208,898	0.058483

2 Total of line 1, column (d)**2**

0.270364

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**

0.054073

4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5**4**

2,044,197

5 Multiply line 4 by line 3.**5**

110,536.

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

444

7 Add lines 5 and 6.**7**

110,980

8 Enter qualifying distributions from Part XII, line 4.**8**

101,655

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	888
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> 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	888
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	888
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	1,414
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	1,414
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	526
11	Enter the amount of line 10 to be Credited to 2017 estimated tax 526 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ► \$ _____ (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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► WI,		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14 The books are in care of ► WILLIAM C BROWN Telephone no ► 612-508-0524		
Located at ► 2588 12TH STREET CUMBERLAND, WI ZIP+4 ► 54829-9724		
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 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X
See the instructions for exceptions and filing requirements for FinCEN Form 114. 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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 2016?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	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 ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2016 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 2016)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ 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? ☐ Yes ☒ No**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
ATCH 6		0.	0.	0

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Form 990-PF (2016)

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	1,985,654
b	Average of monthly cash balances	1b	89,673
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,075,327
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	
3	Subtract line 2 from line 1d	3	2,075,327
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	31,130
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,044,197
6	Minimum investment return. Enter 5% of line 5	6	102,210

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	102,210
2a	Tax on investment income for 2016 from Part VI, line 5	2a	888
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	888
3	Distributable amount before adjustments Subtract line 2c from line 1	3	101,322
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	101,322
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	101,322

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	101,655
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	101,655
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	101,655

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				101,322
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only				
b Total for prior years 20 14 , 20 13 , 20 12				
3 Excess distributions carryover, if any, to 2016				
a From 2011 10,435 .				
b From 2012 9,407				
c From 2013 7,426				
d From 2014 5,600				
e From 2015				
f Total of lines 3a through e	32,868			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 101,655				
a Applied to 2015, but not more than line 2a . . .				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2016 distributable amount				101,322
e Remaining amount distributed out of corpus . . .	333			
5 Excess distributions carryover applied to 2016 . (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	33,201			
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 2015 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 2017				
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 2011 not applied on line 5 or line 7 (see instructions) . . .	10,435			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	22,766			
10 Analysis of line 9				
a Excess from 2012 . . . 9,407				
b Excess from 2013 . . . 7,426				
c Excess from 2014 . . . 5,600				
d Excess from 2015 . . .				
e Excess from 2016 . . . 333				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets.					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

WILLIAM C BROWN

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

N/A

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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**

Grants and Contributions Paid and Approved for Future Payment		Total for 2014			
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 ATTACHMENT					100,550
Total				► 3a	100,550
b Approved for future payment					
Total				► 3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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)
▼	

[illegible]

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					975	
		PUBLICLY TRADED SECURITIES						
232,430		PROPERTY TYPE. SECURITIES						
		229,013					3,417	
TOTAL GAIN (LOSS)							<u>4,392</u>	

Schedule of Contributors

OMB No 1545-0047

2016

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

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

Name of the organization

BROWN FAMILY FOUNDATION, INC

Employer identification number

41-1979864

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 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 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **BROWN FAMILY FOUNDATION, INC**Employer identification number
41-1979864**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	WCB CHARITABLE LEAD ANNUITY TRUST 2588 12TH STREET CUMBERLAND, WI 54829	\$ 190,533	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization **BROWN FAMILY FOUNDATION, INC.**

Employer identification number

41-1979864

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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization **BROWN FAMILY FOUNDATION, INC**

Employer identification number

41-1979864

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

ATTACHMENT 1FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX PREPARATION FEES	2,210.	1,105		1,105
TOTALS	<u>2,210.</u>	<u>1,105</u>		<u>1,105.</u>

ATTACHMENT 2

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES	2,142.	2,142.
TOTALS	<u>2,142.</u>	<u>2,142.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
TRANSACTION FEES	98.	98.
TOTALS	<u>98.</u>	<u>98.</u>

ATTACHMENT 4FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FIDELITY LIMITED TERM BOND FD	64,269.	64,269.
FIDELITY MSCI ENERGY INDEX ETF	98,071.	118,608.
ISHARES INC CORE MSCI EMERGING	272,426.	288,660.
ISHARES SELECT DIVIDEND ETF	144,584.	177,140.
ISHARES TRUST CORE MSCI EAFE	58,855	58,993.
ISHARES TRUST CORE MSCI TOTAL	378,865	393,822.
NEUBERGER BERMAN GENESIS TR CL	8,359	8,766
POWERSHARES QQQ TR UNIT SER 1	103,611	284,352.
SPDR S&P 500 ETF TRUST SER 1	180,572.	306,236.
TOCQUEVILLE INTL VALUE	83,082.	91,065
VANGUARD INDEX FDS SMALL CAP	106,846.	106,512.
VANGUARD INDEX FDS VALUE	98,888.	111,612.
TOTALS	<u>1,598,428</u>	<u>2,010,035.</u>

ATTACHMENT 5FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

PRIOR PERIOD ADJUSTMENT

106.

TOTAL

106

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 6

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS		EXPENSE ACCT AND OTHER ALLOWANCES
			TO EMPLOYEE BENEFIT PLANS		
JULIE M BROWN 2588 12TH STREET CUMBERLAND, WI 54829-9724	PRESIDENT, DIRECTOR 1 00	0	0	0	0.
WILLIAM C BROWN 2588 12TH STREET CUMBERLAND, WI 54829-9724	TREASURER 1 00	0	0	0	0
ERIC J BROWN 2588 12TH STREET CUMBERLAND, WI 54829-9724	SECRETARY, DIRECTOR 1 00	0	0.	0	0
ELLA M DANIELS 2588 12TH STREET CUMBERLAND, WI 54829-9724	VICE PRESIDENT, DIRECTOR 1 00	0	0	0	0
ADRIENNE L CAMHI 2588 12TH STREET CUMBERLAND, WI 54829-9724	ASSISTANT TREASURER, DIRECTOR 1 00	0	0	0	0
GRAND TOTALS		0	0	0	0

Brown Family Foundation, Inc
 Form 990-PF, Grants & Contributions Paid During the Year
 2016

TIN 41-1979864

Recipient Name & Address	Recipient Relationship & Purpose of Grant	Recipient Status	Amount
American Civil Liberties Union Foundation 125 Broad Street, 18th Fl New York, NY 10004-2400 (888) 567-ACLU www.aclu.org	N/A Operating	Public	\$ 1,500
Animal Humane Society 845 Meadow Lane Golden Valley, MN 55422 (763) 489-2210 www.animalhumanesociety.org	N/A Operating	Public	2,300
American Red Cross, Northwestern WI 3728 Spooner Ave Altoona, WI 54720 (715) 834-4182 http://www.redcross.org/wi/altoona	N/A Operating	Public	1,200
Barron Area Community Center 800 Memorial Drive Barron, WI 54812 (715) 537-6666 www.thebacc.com	N/A Operating	Public	1,200
Benjamin's House 1107 Heart Island Parkway Rice Lake, WI 54868 (715) 736-2437 www.benamins-house.org	N/A Operating	Public	1,200
Boys and Girls Club of America 1275 Peachtree Street NE Atlanta, GA 30309-3580 (404) 487-5700 www.bgca.org	N/A Operating	Public	4,000
Boys and Girls Club of Barron County P.O. Box 734 Rice Lake, WI 54868 (715) 736-7445 http://www.bgcbarroncounty.org/	N/A Operating	Public	1,000
Capital Area Food Bank 4900 Puerto Rico Ave NE Washington, DC 20017 (202) 644-9800 http://www.capitalareafoodbank.org/	N/A Operating	Public	4,000
Center for Reproductive Rights 120 Wall Street, 14th Floor New York, NY 10005 (917) 637-3600 www.reproductiverights.org/	N/A Operating	Public	7,800
The Center for Victims of Torture 649 Dayton Avenue St Paul, MN 55104 (612) 436-4800 www.cvt.org	N/A Operating	Public	4,000
Center on Budget and Policy Priorities 820 First Street NE Suite 510 Washington, DC 20002 (202) 408-1080 www.cbpp.org	N/A Operating	Public	1,700

Charity Navigator Foundation 139 Harnistown Road Suite 201 Glen Rock, NJ 07452 (201) 818-1288 www.charitynavigator.org	N/A Operating	Public	100
The Conservation Fund 1655 N Fort Meyer Drive Suite 1300 Arlington, VA 22209-3199 (703) 525-6300 www.conservationfund.org	N/A Operating	Public	5,000
Common Hope Inc 1400 Energy Park Dr , Suite 23 St Paul, MN 55108 (651) 917-0917 http://www.commonhope.org/	N/A Operating	Public	6,500
The Food Group 8501 Fifty Fourth Ave N New Hope, MN 55428 (763) 450-3860 www.thefoodgroupmn.org	N/A Operating	Public	1,000
Feed My People Food Bank 2160 Alpine Road Eau Claire, WI 54703-9526 (715) 835-9415 www.fmpfoodbank.org	N/A Operating	Public	2,500
Friends of the Mississippi River 360 North Robert Street, Suite 400 Saint Paul, MN 55101 (651) 222-2193 www.fmr.org	N/A Operating	Public	500
Greater Chicago Food Depository 4100 West Ann Lurie Place Chicago, IL 60632 (773) 247-3663 www.chicagosfoodbank.org	N/A Operating	Public	2,500
Hennepin Theatre Trust 615 Hennepin Ave Suite 140 Minneapolis, MN 55403 (612) 455 9500 www.HennepinTheatreTrust.org	N/A Operating	Public	1,200
Minneapolis Medical Research Foundation 600 Shapiro Building 914 South Eighth Street Minneapolis, MN 55404 (612) 347-7680 www.mmrf.org	N/A Operating	Public	1,200
Minnesota Public Radio 480 Cedar Street St Paul, MN 55101 (651) 290-1500 www.mpr.org	N/A Operating	Public	3,000
NAMI of Barron County P O Box 477 Rice Lake, WI 54868 (715) 736-0089 http://namibarroncounty.wix.com/namibarroncounty	N/A Operating	Public	2,000
NAMI of Minnesota 800 Transfer Road, Suite 31 St Paul, MN 55114 (651) 645-2948	N/A Operating	Public	1,900

www.namimn.org

National Center for Missing & Exploited Children 699 Prince Street Alexandria, VA 22314-3175 (703) 224-2150 www.missingkids.com	N/A Operating	Public	600
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National Fish & Wildlife Foundation 1133 15th Street, NW Suite 1100 Washington, DC 20005 (202) 857-0166 www.nfwf.org	N/A Operating	Public	2,300
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Planned Parenthood Minnesota etc 1200 Lagoon Avenue Minneapolis, MN 55408 (612) 821-6190 www.ppmns.org	N/A Operating	Public	10,600
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Planned Parenthood of Wisconsin 320 N Jackson St Milwaukee, WI 53202 (414) 271-8045 www.ppmns.org	N/A Operating	Public	6,800
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Rice Lake Community Health Foundation P.O. Box 617 Rice Lake, WI 54868 (715) 924-3555 www.rlafc.org 26-2260535	N/A Operating	Public	600
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Second Harvest Heartland 1140 Gervais Ave Saint Paul, MN 55109-2020 (651) 484-5117 www.2harvest.org	N/A Operating	Public	2,500
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The Sierra Club Foundation 85 Second Street Suite 750 San Francisco, CA 94105 (415) 995-1783 www.SierraClub.org	N/A Operating	Public	5,000
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Twin Cities Public Television 172 East Fourth Street St Paul, MN 55101 (866) 229-1300 www.tpt.org	N/A Operating	Public	600
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University of Minnesota Foundation School of Nursing Foundation Fund - 1314 McNamara Alumni Center 200 Oak Street S.E., Suite 500 Minneapolis, MN 55455-2010 (612) 624-3333 www.giving.umn.edu	N/A Operating	Public	300
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Walk-in Counseling Center 2421 Chicago Ave S Minneapolis, MN 55404 (612) 870-0565 http://www.walkin.org/	N/A Operating	Public	1,500
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Wikimedia Foundation 149 New Montgomery Street, 3rd Floor San Francisco, CA 94105 TIN 20-0049703 (415) 839-6885 E-mail info@wikimedia.org www.wikimediafoundation.org	N/A Operating	Public	150
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Wisconsin Public Radio 821 University Ave Madison, WI 53706 (608) 263-9763 www.wpr.org TIN 23-7363536	N/A Operating	Public	600
Women's Foundation of Minnesota 155 Fifth Avenue S , Suite 500 Minneapolis, MN 55401-2626 (612) 337-5010 www.wfmn.org	N/A Operating	Public	4,600
YMCA of the Greater Twin Cities 30 S Ninth Street Minneapolis, MN 55402-3198 (612) 371-8700 www.ymcatwincities.org	N/A Operating	Public	5,800
Give Us Wings 450 N Syndicate ST, Suite 290 St Paul, MN 55104 (651) 789-5606 www.giveuswings.org	N/A Operating	Public	200
Special Olympics Minnesota 100 Washington Ave S Suite 550 Minneapolis, MN 55401 (612) 333-0999 www.specialolympicsMinnesota.org	N/A Operating	Public	100
A Chance to Grow 1800 Second ST NE Minneapolis, MN 55418 (612) 789-1236 http://actg.org/	N/A Operating	Public	200
St Michael's Lutheran Church 9201 Normandale Blvd Bloomington, MN 55437 (952) 831-5276 http://smicb.org/	N/A Operating	Religious	100
Sea Scout Base Galveston Foundation P O Box 3810 Galveston, TX 77552 (409) 572-2560 http://ssbgalveston.org/	N/A Operating	Public	250
Galveston Island Nature Tourism Council P O Box 1468 Galveston, TX 77553-1468 (409) 789-8125 http://www.galvestonnaturetourism.org/default.asp	N/A Operating	Public	250
Aging & Disability Resources Center 335 E Monroe Ave , Room 100 Barron, WI 54812 (715) 537-6225 http://www.adrcconnections.org/home	N/A Operating	Government	200

\$ 100,550