



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.

2016**Open to Public
Inspection****For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016**

<p>Name of foundation MARGARET CB & S SPENCER N BROWN FOUNDATION INC</p> <p>Number and street (or P O box number if mail is not delivered to street address) EXTRACO TRUST SERVICES PO BOX 6101</p> <p>City or town, state or province, country, and ZIP or foreign postal code TEMPLE, TX 765036101</p> <p>G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change</p> <p>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</p> <p>I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 3,249,034</p>		<p>A Employer identification number 74-6046197</p> <p>B Telephone number (see instructions) (254) 774-5832</p> <p>C If exemption application is pending, check here ► <input type="checkbox"/></p> <p>D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/></p> <p>E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/></p> <p>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/></p>			
		<p>J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____</p> <p>(Part I, column (d) must be on cash basis)</p>			
<p>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))</p>		<p>(a) Revenue and expenses per books</p>	<p>(b) Net investment income</p>	<p>(c) Adjusted net income</p>	<p>(d) Disbursements for charitable purposes (cash basis only)</p>
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	9	9		
	4 Dividends and interest from securities	78,988	62,370		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	319,050			
	b Gross sales price for all assets on line 6a	1,307,735			
	7 Capital gain net income (from Part IV, line 2)		320,385		
	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)	2,300	0			
12 Total. Add lines 1 through 11	400,347	382,764			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0	0	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	6,243	0	6,243	
	c Other professional fees (attach schedule)	19,344	19,034	0	
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,879	156	0	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	8	0	0	
	24 Total operating and administrative expenses.				
Add lines 13 through 23	29,474	19,190	6,243		
25 Contributions, gifts, grants paid	198,511		198,511		
26 Total expenses and disbursements. Add lines 24 and 25	227,985	19,190	204,754		
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	172,362				
b Net investment income (if negative, enter -0-)		363,574			
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
	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments		364,394	331,117	331,117
	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)		385,119	206,710	206,710
	b Investments—corporate stock (attach schedule)		2,092,458	1,961,271	1,961,271
	c Investments—corporate bonds (attach schedule)		0	299,488	299,488
	11 Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)		143,433	448,940	448,940
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	15 Other assets (describe ► _____)		3	1,508	1,508
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		2,985,407	3,249,034	3,249,034
	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 ► _____)		2,171	2,236	2,236
	23 Total liabilities (add lines 17 through 22)		2,171	2,236	2,236
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		2,983,236	3,246,798	
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)		2,983,236	3,246,798	
	31 Total liabilities and net assets/fund balances (see instructions)		2,985,407	3,249,034	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,983,236
2	Enter amount from Part I, line 27a	2	172,362
3	Other increases not included in line 2 (itemize) ►	3	91,200
4	Add lines 1, 2, and 3	4	3,246,798
5	Decreases not included in line 2 (itemize) ►	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,246,798

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					
(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 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	320,385	
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?

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

 Yes No**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))
2015	174,569	3,018,892	0 057826
2014	175,907	3,072,473	0 057253
2013	181,463	3,055,889	0 059381
2012	171,520	2,962,039	0 057906
2011	164,185	2,918,812	0 056251
2 Total of line 1, column (d)			2 0 288617
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 057723
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 3,241,848
5 Multiply line 4 by line 3			5 187,129
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,636
7 Add lines 5 and 6			7 190,765
8 Enter qualifying distributions from Part XIII, line 4			8 204,754

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	3,636
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" 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	0
3	Add lines 1 and 2.	3	3,636
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	3,636
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	1,400
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	1,400
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	2,236
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 2017 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	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b	Yes	No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>			
c	Did the foundation file Form 1120-POL for this year?	1c	Yes	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? <i>If "Yes," attach a detailed description of the activities</i>	2	Yes	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? <i>If "Yes," attach a conformed copy of the changes</i>	3	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	Yes	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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	Yes	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 ►N/A

14 The books are in care of ►EXTRACO TRUST SERVICES Telephone no ►(254) 774-5832

Located at ►PO BOX 6101 TEMPLE TX

ZIP+4 ►765036101

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 Yes 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.

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 2016? 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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? □ 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 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 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 2016? 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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>							5b
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No					
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No					
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>							6b
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No					7b
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?							

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).

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

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		

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.

1 MAINTENANCE OF THREE HISTORICAL CEMETERIES	2,740
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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	2,724,274
b	Average of monthly cash balances.	1b	566,939
c	Fair market value of all other assets (see instructions).	1c	3
d	Total (add lines 1a, b, and c).	1d	3,291,216
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	3,291,216
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	49,368
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,241,848
6	Minimum investment return. Enter 5% of line 5.	6	162,092

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign**Part XI** organizations check here ► and do not complete this part)

1	Minimum investment return from Part X, line 6.	1	162,092
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	3,636
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	87
c	Add lines 2a and 2b.	2c	3,723
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	158,369
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	158,369
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	158,369

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	204,754
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	204,754
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	3,636
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	201,118
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				158,369
2 Undistributed income, if any, as of the end of 2016			0	
a Enter amount for 2015 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.	28,693			
b From 2012.	33,502			
c From 2013.	29,389			
d From 2014.	40,245			
e From 2015.	32,717			
f Total of lines 3a through e.	164,546			
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ 204,754			0	
a Applied to 2015, but not more than line 2a				
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 2016 distributable amount.				158,369
e Remaining amount distributed out of corpus	46,385			
5 Excess distributions carryover applied to 2016 (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	210,931			
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 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				0
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 2011 not applied on line 5 or line 7 (see instructions)	28,693			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a.	182,238			
10 Analysis of line 9				
a Excess from 2012.	33,502			
b Excess from 2013.	29,389			
c Excess from 2014.	40,245			
d Excess from 2015.	32,717			
e Excess from 2016.	46,385			

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 2016, enter the date of the ruling. ►			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
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))
MARGARET 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

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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) 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		9
4 Dividends and interest from securities.	522100	6,762	14	72,226	
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	319,050	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a <u>PRIOR YEAR VOIDED GRANT CHECKS</u>					2,300
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e).		6,762		391,285	2,300
13 Total. Add line 12, columns (b), (d), and (e).					400,347

(See worksheet in line 13 instructions to verify calculations)

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

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.)
DELL TECHNOLOGIES INC		2016-09-09	2016-09-19
FFCB 2 85% 12-02-2024		2016-02-09	2016-12-02
EMC CORP MASS		2012-07-18	2016-12-30
EXTRACO CORPORATION	D	1996-11-14	2016-01-15
FARMER MAC 2 98% 10-28-2025		2015-10-22	2016-10-28
FEDERATED FLOAT RATE STRATEGIC IN		2013-10-15	2016-02-25
LAMB WESTON HLDGS		2012-04-27	2016-12-29
ARLINGTON 2% 8-15-2016		2011-06-15	2016-08-15
PRIVATE EQUITY LITIGATION/BAIN CAPITAL			2016-03-18
CAPITAL GAINS DIVIDENDS	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 (h) plus (e) minus (f)	(h) plus (f) minus (g)
19		18	1
100,000		100,808	-808
26,623		22,125	4,498
858,000		539,391	318,609
100,000		100,000	0
141,194		150,000	-8,806
12		8	4
75,000		75,000	0
61			61
6,826			6,826

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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			1
			-808
			4,498
			318,609
			0
			-8,806
			4
			0
			61
			6,826

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	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
MARGARET BROWN	TRUSTEE - AS NEEDED 0 00	0	0	0
PO BOX 7832 WACO, TX 76714				
S SPENCER N BROWN JR	TRUSTEE - AS NEEDED 0 00	0	0	0
PO BOX 8739 WACO, TX 76714				
M STANTON BROWN SATTLER	TRUSTEE - AS NEEDED 0 00	0	0	0
6721 94TH ST E PUYALLUP, WA 98371				
STANTON BOYCE BROWN	TRUSTEE - AS NEEDED 0 00	0	0	0
PO BOX 7832 WACO, TX 76714				
MARGARET BROWN LEWIS	TRUSTEE - AS NEEDED 0 00	0	0	0
3750 DUCHESS TRAIL DALLAS, TX 752295220				

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				
ALZHEIMER'S DISEASE RESEARCH P O BOX 1950 CLARKSBURG, MD 208711950		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,100
AMARILLO COLLEGE FOUNDATION P O BOX 447 AMARILLO, TX 79178		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	3,000
AMERICAN BIBLE SOCIETY P O BOX 96812 WASHINGTON, DC 200906812		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,100
AMERICAN HEART ASSOCIATION 10900-B STONELAKE BLVD STE 320 AUSTIN, TX 78759		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,941
AMERICAN RED CROSS OF CENTRAL TEXAS 2218 PERSHING DRIVE AUSTIN, TX 78723		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	500
ART CENTER OF WACO 1300 COLLEGE DRIVE WACO, TX 76708		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	5,995
AUSTIN AVENUE UNITED METHODIST CHURCH 1300 AUSTIN AVE WACO, TX 76701		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
BAYLOR UNIVERSITY ONE BEAR PLACE 97026 WACO, TX 767987026		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	6,700
BAYLOR UNIVERSITY TRUETT SEMINARY ONE BEAR PLACE 97101 WACO, TX 767987101		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
BRAZOS EDUCATION FUND 2600 WASHINGTON AVE WACO, TX 76710		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,000
CARE NET 800 W WACO DR WACO, TX 76701		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
COLONIAL WILLIAMBURG FOUNDATION P O BOX 1776 WILLIAMBURG, VA 231879910		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
COMPASSIONS MINISTRIES 1421 AUSTIN AVE WACO, TX 76701		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,000
COUNCIL FOR NATIONAL POLICY 1411 K ST NW SUITE 601 WASHINGTON, DC 20005		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	5,000
COUNCIL OF INDIAN NATIONS P O BOX 1800 APACHE JUNCTION, AZ 85217		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	500
Total				198,511
3a				

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				
CREATIVE WACO 101 S 3RD ST WACO, TX 76701		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	500
DALLAS WOMAN'S CLUB FOUNDATION 7000 PARK LANE DALLAS, TX 75225		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	200
DAUGHTERS OF THE AMERICAN REVOLUTION P O BOX 98286 WASHINGTON, DC 200908286		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,000
DAUGHTERS OF THE REPUBLIC OF TEXAS 510 EAST ANDERSON LANE AUSTIN, TX 78752		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,000
DEEP WACO BEAUTIFUL INC P O BOX 1493 WACO, TX 76708		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
DR PEPPER MUSEUM 300 SOUTH 5TH STREET WACO, TX 76701		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
FAMILY HEALTH CENTER 1600 PROVIDENCE DR WACO, TX 76707		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	230
FAMILY RESEARCH COUNCIL 11311 JAMES ST HOLLAND, MI 49424		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	500
FIRST LIBERTY INSTITUTE 2001 WEST PLANO PARKWAY STE 1600 PLANO, TX 75075		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,000
FIRST LIBERTY INSTITUTE P O BOX 9078 PUEBLO, CO 810080078		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
FIRST PRESBYTERIAN CHURCH OF WACO 1100 AUSTIN AVE WACO, TX 76701		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
FRIENDS OF BIG BEND NATIONAL PARK P O BOX 200 BIG BEND NP, TX 798340200		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
FRIENDS OF CONGENITAL HEART SURGERY P O BOX 300630 MC-4-4483 HOUSTON, TX 772300630		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
FRIENDS OF GUNSTON HALL 10709 GUNSTON RD MASON NECK, VA 220793901		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	200
FRIENDS OF NEILL-COCHRAN HOUSE MUSEUM 2310 SAN GABRIEL STREET AUSTIN, TX 78705		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	6,620
Total				198,511
3a				

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				
FRIENDS OF SULGRAVE MANOR 1553 HILL RD CT LOUISVILLE, KY 40204		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	7,400
FRIENDS OF THE DUMBARTON HOUSE 2715 Q STREET NW WASHINGTON, DC 200073071		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,000
FRIENDS OF THE GOVERNOR'S MANSION SAM HOUSTON SOCIETY PO BOX 2447 AUSTIN, TX 78768		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	6,410
FRIENDS OF THE SMITHSONIAN P O BOX 9016 PITTSFIELD, MA 012029951		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	150
FRIENDS OF THE TEXAS HISTORICAL COMMISSION P O BOX 13497 AUSTIN, TX 787113497		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
FUZZY FRIENDS RESCUE P O BOX 20966 WACO, TX 767029931		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,380
GLOBAL FRONTIERS PROJECT P O BOX 1527 SAN JUAN CAPO, CA 92693		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,000
HILSDALE COLLEGE 33 COLLEGE STREET HILSDALE, MI 49242		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,000
HISTORIC WACO FOUNDATION 810 S 4TH ST WACO, TX 76706		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	6,300
INSTITUTE FOR HUMANE STUDIES 3434 WASHINGTON BLVD MS 1C5 ARLINGTON, VA 22201		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
JOHN WOOD MINISTRIES 3300 NORTH RIDGE WACO, TX 76710		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,000
JONATHAN KOEHN RT 1 BOX 177-A-0 SCOOBA, MS 39358	NONE	NC	MAINTENANCE OF HISTORICAL CEMETERIES	1,200
JUNIOR LEAGUE OF WACO 2600 AUSTIN AVE WACO, TX 76710		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,100
KAMU-TV TEXAS A&M UNIVERSITY 4244 TAMU COLLEGE STATION, TX 778434244		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	565
KAPPA ALPHA THETA FOUNDATION 8740 FOUNDERS RD INDIANAPOLIS, IN 46268		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,000
Total				198,511 ►
3a				

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				
KNCT TV 6200 W CENTRAL TEXAS EXPRESSWAY KILLEEN, TX 765494199		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	2,250
KWBU-FM ONE BEAR PLACE 97296 WACO, TX 767987296		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	250
MAKE A WISH FOUNDATION 1931 NW MILITARY HWY 210 SAN ANTONIO, TX 78213		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
MCCLANE BROWN FAMILY FOUNDATION P O BOX 7832 WACO, TX 767147832		PF	CHARITABLE CONTRIBUTION TO PRIVATE FOUNDATION	1,000
MCLENNAN COMMUNITY COLLEGE FOUNDATION 1400 COLLEGE DR WACO, TX 76710		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,020
MD ANDERSON CANCER CENTER P O BOX 4486 HOUSTON, TX 772104486		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
MEDIA RESEARCH CENTER P O BOX 96131 WASHINGTON, DC 200777583		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
MONSIGNOR MARK DEERING FOUNDATION 510 N VALLEY MILLS DR WACO, TX 76710		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
MOUNT VERNON LADIES' ASSOCIATION P O BOX 1594 MERRIFIELD, VA 221161594		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	4,000
MULTIPLE SCLEROSIS ASSOCIATION OF AMERICA 375 KINGS HIGHWAY NORTH CHERRY HILL, NJ 08034		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,000
NATIONAL MUSEUM OF WOMEN IN THE ARTS 1250 NEW YORK AVE NW WASHINGTON, DC 200053970		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	8,100
NATIONAL TRUST FOR HISTORIC PRESERVATION P O BOX 5043 HAGERSTOWN, MD 217419823		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
PANHANDLE-PLAINS HISTORICAL MUSEUM WTAMU BOX 60967 CANYON, TX 79016		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,350
PROSPER WACO 4901 BOSQUE BLVD STE 290 WACO, TX 76710		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	500
PROVIDENCE CHRISTIAN SCHOOL 5002 WEST LOVERS LN DALLAS, TX 75209		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,000
Total				198,511
3a				

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				
RALPH MAXWELL 7866 MCGEE THOMPSON RD ACKERMAN, MS 39735	NONE	NC	MAINTENANCE OF HISTORICAL CEMETERIES	1,540
REICHER CATHOLIC HIGH SCHOOL 2102 N 23RD WACO, TX 76708		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,000
REIGN MINISTRIES 5401 WEST BROADWAY AVE MINNEAPOLIS, MN 54285		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	275
SALVATION ARMY 4721 WEST WACO DR WACO, TX 76710		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	2,100
SIOUX NATION RELIEF FUND 2401 EGLIN ST RAPID CITY, SD 57703		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
SOUTHWEST INDIAN RELIEF COUNCIL 1310 E RIVERVIEW DR PHOENIX, AZ 85034		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
ST JOSEPH'S INDIAN SCHOOL P O BOX 326 CHAMBERLAIN, SD 57326		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	2,000
ST PAUL'S EPISCOPAL CHURCH 601 COLUMBUS AVE WACO, TX 76701		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	8,500
ST PAUL'S EPISCOPAL DAY SCHOOL 517 COLUMBUS AVE WACO, TX 76701		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	51,200
STUDENT MOBILIZATION P O BOX 567 CONWAY, AR 72033		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,500
TALITHA KOUIM INSTITUTE P O BOX 2202 WACO, TX 76703		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	200
TEXAS COMMITTEE OF THE NATIONAL MUSEUM OF WOMEN IN THE ARTS 2001 KIRBY DR SUITE 909 HOUSTON, TX 77019		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	125
TEXAS CULTURAL TRUST COUNCIL 823 CONGRESS AVE SUITE 707 AUSTIN, TX 78701		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,200
THE COVE 2226 WASHINGTON AVE WACO, TX 76701		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	500
THE HE BUTT FAMILY FOUNDATION P O BOX 290670 KERRVILLE, TX 780290670		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
Total			►	198,511
3a				

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				
THE HERITAGE FOUNDATION P O BOX 97057 WASHINGTON, DC 200907057		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	4,000
THE INSTITUTE OF WORLD POLITICS 1521 16TH STREET NW WASHINGTON, DC 20036		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,000
THE LEADERSHIP INSTITUTE 1101 NORTH HIGHLAND ST ARLINGTON, VA 22201		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
THE NATIONAL WORLD WAR II MUSEUM P O BOX 97336 WASHINGTON, DC 200907336		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
THE UNIVERSITY OF TEXAS AT AUSTIN P O BOX 358 SAN ANTONIO, TX 782920358		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	500
THE USO P O BOX 96860 WASHINGTON, DC 200777677		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	500
VANGUARD COLLEGE PREPARATORY SCHOOL 2517 MT CARMEL WACO, TX 76710		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	15,500
WACO COTTON PALACE INC 7216 FISH POND RD WACO, TX 76710		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	11,130
WACO FOUNDATION 1227 N VALLEY MILLS DR SUITE 235 WACO, TX 76710		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
WACO MAMMOTH FOUNDATION INC 6220 STEINBACH BEND RD WACO, TX 76708		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
WACO SYMPHONY ASSOCIATION P O BOX 1201 WACO, TX 76703		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,050
WACO SYMPHONY COUNCIL P O BOX 1201 WACO, TX 76703		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	230
WOUNDED WARRIOR PROJECT P O BOX 758541 TOPEKA, KS 666758541		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	2,000
YOUNG AMERICA'S FOUNDATION P O BOX 2518 SANTA BARBARA, CA 931202518		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,000
Total				198,511 ►
3a				

TY 2016 Accounting Fees Schedule

Name: MARGARET CB & S SPENCER N BROWN
FOUNDATION INC
EIN: 74-6046197

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PREPARATION OF FORM 990-PF AND COMPILATION OF FINANCIAL STATEMENTS	6,243	0		6,243

TY 2016 Investments Corporate Bonds Schedule

Name: MARGARET CB & S SPENCER N BROWN
FOUNDATION INC
EIN: 74-6046197

Name of Bond	End of Year Book Value	End of Year Fair Market Value
HALLIBURTON CO 3.8% DUE 11-15-2025	101,590	101,590
TOYOTA MOTOR CREDIT COPR 2% DUE 10-24-2018	100,592	100,592
WELLS FARGO CO 2.1% DUE 7-26-2021	97,306	97,306

TY 2016 Investments Corporate Stock Schedule

Name: MARGARET CB & S SPENCER N BROWN
FOUNDATION INC
EIN: 74-6046197

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES	33,609	33,609
DANAHER CORPORATION	93,408	93,408
EXXON MOBIL CORP	67,695	67,695
GENERAL ELECTRIC CO	42,281	42,281
JP MORGAN CHASE	15,101	15,101
JOHNSON & JOHNSON	146,547	146,547
PEPSICO INC	57,547	57,547
ROYAL DUTCH SHELL PLC	21,752	21,752
TARGET	43,338	43,338
WAL MART STORES	20,736	20,736
WALGREEN BOOTS ALIANCE	49,656	49,656
AT&T	53,375	53,375
KIMBERLY CLARK CORP	58,087	58,087
CISCO SYS INC	15,110	15,110
DFA INTL REAL ESTATE	24,629	24,629
DFA REAL ESTATE SECURITIES PORT	99,826	99,826
CHEVRON CORP	47,080	47,080
COCA COLA CO	24,876	24,876
COLGATE PALMOLIVE CO	29,448	29,448
CONAGRA INC	15,820	15,820
CONOCO PHILLIPS	30,084	30,084
MCDONALDS CORP	48,688	48,688
PHILIP MORRIS INTL	36,596	36,596
SMUCKER J M CO	38,418	38,418
UNITED PARCEL	48,722	48,722
VF CORP	40,013	40,013
ABBVIE, INC	70,448	70,448
DFA US CORE EQUITY 1 PORTFOLIO	125,266	125,266
DFA US SMALL CAP PORTFOLIO	101,453	101,453
DFA US TARGETED VALUE PORTFOLIO	94,225	94,225

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALERIAN MLP	44,100	44,100
FROST TOTAL RETURN BOND FUND	143,828	143,828
APPLE INC	63,701	63,701
DELL TECHNOLOGIES INC	6,761	6,761
FORTIV CORP	32,178	32,178
GOLDMAN SACHS GROUP INC	71,835	71,835
LAMB WESTON	5,034	5,034

TY 2016 Investments Government Obligations Schedule

Name: MARGARET CB & S SPENCER N BROWN
FOUNDATION INC
EIN: 74-6046197

US Government Securities - End of Year Book Value:	0
US Government Securities - End of Year Fair Market Value:	0
State & Local Government Securities - End of Year Book Value:	206,710
State & Local Government Securities - End of Year Fair Market Value:	206,710

TY 2016 Investments - Other Schedule

Name: MARGARET CB & S SPENCER N BROWN
FOUNDATION INC

EIN: 74-6046197

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
GOLDMAN SACHS 2.1% DUE 1-27-2021	FMV	251,352	251,352
WELLS FARGO 1.8% DUE 11-16-2021	FMV	197,588	197,588

TY 2016 Other Assets Schedule

Name: MARGARET CB & S SPENCER N BROWN

FOUNDATION INC

EIN: 74-6046197

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
HISTORICAL CEMETERIES	3	3	3
OTHER RECEIVABLE		12	12
UBI TAX RECEIVABLE		1,493	1,493

TY 2016 Other Expenses Schedule

Name: MARGARET CB & S SPENCER N BROWN
FOUNDATION INC
EIN: 74-6046197

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS	8	0		0

TY 2016 Other Income Schedule

Name: MARGARET CB & S SPENCER N BROWN

FOUNDATION INC

EIN: 74-6046197

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PRIOR YEAR VOIDED GRANT CHECKS	2,300		2,300

TY 2016 Other Increases Schedule

Name: MARGARET CB & S SPENCER N BROWN
FOUNDATION INC

EIN: 74-6046197

Description	Amount
MARKET VALUE ADJUSTMENT	91,200

TY 2016 Other Liabilities Schedule

Name: MARGARET CB & S SPENCER N BROWN
FOUNDATION INC
EIN: 74-6046197

Description	Beginning of Year - Book Value	End of Year - Book Value
EXCISE TAX PAYABLE	987	2,236
UNRELATED BUSINESS INCOME TAX PAYABLE	1,184	0

TY 2016 Other Professional Fees Schedule

Name: MARGARET CB & S SPENCER N BROWN
FOUNDATION INC

EIN: 74-6046197

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FIDUCIARY FEES-ASSET MANAGEMENT	19,344	19,034		0

TY 2016 Taxes Schedule

Name: MARGARET CB & S SPENCER N BROWN
FOUNDATION INC
EIN: 74-6046197

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	3,636	0		0
FOREIGN TAX -DIVIDENDS	156	156		0
UNRELATED BUSINESS INCOME TAX	87	0		0