

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93491136006168			
Form 990-PF Department of the Treasury Internal Revenue Service		Return of Private Foundation or Section 4947(a)(1) Trust Treated as Private Foundation Do not enter social security numbers on this form as it may be made public. Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.			OMB No 1545-0052 2017 Open to Public Inspection		
For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017							
Name of foundation THE BARBARA AND HELEN BROWN FAMILY FDN C/O JIM HALL				A Employer identification number 27-0167894			
Number and street (or P O box number if mail is not delivered to street address) PO BOX 220576			Room/suite	B Telephone number (see instructions) (314) 276-5379			
City or town, state or province, country, and ZIP or foreign postal code ST LOUIS, MO 63122				C If exemption application is pending, check here			
G Check all that apply Initial return Final return Address change Initial return of a former public charity Amended return Name change				D 1. Foreign organizations, check here 2 Foreign organizations meeting the 85% test, check here and attach computation			
H Check type of organization Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation				E If private foundation status was terminated under section 507(b)(1)(A), check here			
I Fair market value of all assets at end of year (from Part II, col (c), line 16)\$ 5,176,678		J Accounting method Cash Accrual Other (specify) (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here			
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))				(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)					
	2	Check If the foundation is not required to attach Sch B					
	3	Interest on savings and temporary cash investments		11	11		
	4	Dividends and interest from securities		140,993	140,993		
	5a	Gross rents					
	b	Net rental income or (loss)					
	6a	Net gain or (loss) from sale of assets not on line 10		93,626			
	b	Gross sales price for all assets on line 6a1,464,338					
	7	Capital gain net income (from Part IV, line 2)			93,626		
	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		234,630	234,630			
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc		46,490	6,973		39,517
	14	Other employee salaries and wages					
	15	Pension plans, employee benefits					
	16a	Legal fees (attach schedule)					
	b	Accounting fees (attach schedule)		5,671	3,970		0
	c	Other professional fees (attach schedule)		75,750	75,750		0
	17	Interest					
	18	Taxes (attach schedule) (see instructions)					
	19	Depreciation (attach schedule) and depletion					
	20	Occupancy					
	21	Travel, conferences, and meetings					
	22	Printing and publications					
	23	Other expenses (attach schedule)		3,105	0		0
	24	Total operating and administrative expenses. Add lines 13 through 23		131,016	86,693		39,517
	25	Contributions, gifts, grants paid		207,000			207,000
26	Total expenses and disbursements. Add lines 24 and 25		338,016	86,693		246,517	
27	Subtract line 26 from line 12						
a	Excess of revenue over expenses and disbursements		-103,386				
b	Net investment income (if negative, enter -0-)			147,937			
c	Adjusted net income(if negative, enter -0-)						
For Paperwork Reduction Act Notice, see instructions.				Cat No 11289X		Form 990-PF (2017)	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	429,003	265,153	265,153
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)	44,721	19,274	19,214
	b Investments—corporate stock (attach schedule)	2,140,522	2,164,657	2,666,088
	c Investments—corporate bonds (attach schedule)	1,881,958	1,973,298	1,994,597
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	260,170	230,474	231,626
	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)	4,756,374	4,652,856	5,176,678	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	4,756,374	4,652,856	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	4,756,374	4,652,856	
31 Total liabilities and net assets/fund balances (see instructions) .	4,756,374	4,652,856		

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	4,756,374
2 Enter amount from Part I, line 27a	2	-103,386
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	4,652,988
5 Decreases not included in line 2 (itemize) ▶ _____	5	132
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	4,652,856

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	93,626
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 { }	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	282,888	5,004,930	0 056522
2015	266,127	5,193,063	0 051247
2014	224,462	5,410,228	0 041488
2013	229,799	4,571,450	0 050268
2012	206,508	3,917,551	0 052714
2 Total of line 1, column (d)			2 0 252239
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 050448
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 5,031,674
5 Multiply line 4 by line 3			5 253,838
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,479
7 Add lines 5 and 6			7 255,317
8 Enter qualifying distributions from Part XII, line 4			8 246,517

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 ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	2,959
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	2,959
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	2,959
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	1,897
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	0
7	Total credits and payments. Add lines 6a through 6d.	7	1,897
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	1,062
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 2018 estimated tax ▶ 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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <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>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <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) ▶ MO _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <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 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	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	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? Website address www.brownsisters.org	13	Yes	
14	The books are in care of The Foundation Telephone no (314) 276-5379			

Located at **PO BOX 220576 ST LOUIS MO** ZIP+4 **63122**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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			
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 2017? ☐ 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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ 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 2017 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 2017). ☐ Yes ☒ No 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 2017? 4b			No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
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? <i>If "Yes" to 6b, file Form 8870</i>		6b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

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

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

Total number of other employees paid over \$50,000. **0****3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Trinity Wealth Advisors 1320 W Washington Ste 200 St Louis, MO 63122	Investment advisory	75,750

Total number of others receiving over \$50,000 for professional services. **0****Part IX-A Summary of Direct Charitable Activities**

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3. **0**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	4,676,651
b	Average of monthly cash balances.	1b	431,647
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	5,108,298
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	5,108,298
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	76,624
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	5,031,674
6	Minimum investment return. Enter 5% of line 5.	6	251,584

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	251,584
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	2,959
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,959
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	248,625
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	248,625
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	248,625

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	246,517
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	246,517
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	246,517

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				248,625
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			206,415	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 246,517				
a Applied to 2016, but not more than line 2a			206,415	
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 2017 distributable amount.				40,102
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				208,523
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 2012 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

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 2017, enter the date of the ruling. ▶

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	207,000
b <i>Approved for future payment</i>				
Total			▶ 3b	0

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	11	
4	Dividends and interest from securities. . . .			14	140,993	
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	93,626	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e). . .		0		234,630	0
13	Total. Add line 12, columns (b), (d), and (e).			13		234,630

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	***** Signature of officer or trustee	2018-05-15 Date	***** Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	Michael P Croghan		2018-05-15		P00002287
	Firm's name ▶ Croghan & Croghan PC				Firm's EIN ▶ 43-1309602
Firm's address ▶ 11007 Manchester Road Kirkwood, MO 63122					Phone no. (314) 966-6644

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
FIDELITY 646-136298 PUBLICLY TRADED SECURITIES	P		
FIDELITY 646-136298 PUBLICLY TRADED SECURITIES	P		
SCHWAB 5424-4788 PUBLICLY TRADED SECURITIES	P		
SCHWAB 6970-1833 PUBLICLY TRADED SECURITIES	P		
SCHWAB 6970-1833 PUBLICLY TRADED SECURITIES	P		
SCHWAB 9766-9935 PUBLICLY TRADED SECURITIES	P		
SCHWAB 9766-9935 PUBLICLY TRADED SECURITIES	P		
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 plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
477,568		466,780	10,788
230,888		215,968	14,920
273,583		267,187	6,396
2,712		2,662	50
34,508		34,964	-456
50,060		49,729	331
363,771		333,422	30,349
31,248			31,248

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			10,788
			14,920
			6,396
			50
			-456
			331
			30,349
			31,248

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
JAMES N HALL 1052 KIRKWOOD ROAD KIRKWOOD, MO 63122	CHAIRMAN/PRESIDENT 2 00	0	0	0
GREGORY SHEPARDSON 16020 SWINGLEY RIDGE STE 100 CHESTERFIELD, MO 63017				
MICHELLE O'TOOLE 2150 SCHUETZ RD SUITE 205 ST LOUIS, MO 63146	DIRECTOR 1 00	0	0	0
MIKE SULLIVAN 4320 FOREST PARK AVE SUITE 201 ST LOUIS, MO 63108				
LINDSAY MATUSH 1455 CRAGWOLD RD ST LOUIS, MO 63122	CONTRACT MANAGER 10 00	46,490	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CARDINAL RITTER COLLEGE PREPATORY 701 NORTH SPRING AVE ST LOUIS, MO 63108		PUBLIC CHARITY	A CHALLENGE GRANT TO ATTRACT NEW AND INCREASE DONATIONS TO HELP PURCHASE NEW SCIENCE LAB INVESTIGATION KITS	25,000
COMPASS EDUCATIONAL PROGRAMSEAGLE PREP SCHOOL 3716 MORGAN FORD RD ST LOUIS, MO 63116		PUBLIC CHARITY	A CHALLENGE GRANT TO OPEN IT'S FOURTH LOCATION	25,000
ARCHDIOCESAN ELEMENTARY SCHOOLS OF THE ARCHDIOCESE OF ST LOUIS 20 ARCHBISHOP MAY DRIVE ST LOUIS, MO 63119		PUBLIC CHARITY	A CHALLENGE GRANT TO INSTALL AND LAUNCH THE NEW MAKERSPACE LABS	20,000
CHRISTIAN ACTIVITY CENTER 540 N 6TH STREET EAST ST LOUIS, IL 62201		PUBLIC CHARITY	A CHALLENGE GRANT TO HELP COMPLETE A COMMUNITY PARK	40,000
NEW CITY FELLOWSHIP 1142 HODIAMONT AVE ST LOUIS, MO 63112		PUBLIC CHARITY	A CHALLENGE GRANT TO EXPAND AND SERVE 30 IMMIGRANT/REFUGEE FAMILIES ANNUALLY	15,000
Total ► 3a				207,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
OUR LADY OF GUADALUPE CHURCH AND SCHOOL 1115 S FLORISSANT RD ST LOUIS, MO 63121		PUBLIC CHARITY	A CHALLENGE GRANT TO GROW ENROLLMENT AND STRENGTHEN APPRECIATION AND RESPECT FOR ALL CULTURES AND LANGUAGES	25,000
R3 DEVELOPMENT2 RIDGE LANE BELLEVILLE, IL 62223		PUBLIC CHARITY	A CHALLENGE GRANT TO ATTRACT NEW INDIVIDUAL DONORS WHO CONTRIBUTE MONTHLY AS WELL AS NEW PARTNERS CHURCHES	22,000
REFUGE AND RESTORATION 3 WEYMOUTH COURT FLORISSANT, MO 63031		PUBLIC CHARITY	A CHALLENGE GRANT TO ATTRACT SUPPORT IN PURCHASING AND RENOVATING A NEW BUILDING WHICH WILL HOUSE A VARIETY OF COMMUNITY SERVICES	20,000
ST LOUIS CATHOLIC ACADEMY 4720 CARTER AVE ST LOUIS, MO 63115		PUBLIC CHARITY	A CHALLENGE GRANT TO STIMULATE GIFTS FROM NEW DONORS IN SUPPORT OF THE SCHOOL'S NEW WINGS OF HOPE GIVING SOCIETY CHALLENGE	15,000
Total ► 3a				207,000

TY 2017 Accounting Fees Schedule

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

EIN: 27-0167894

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting fees	5,671	3,970		0

TY 2017 Investments Corporate Bonds Schedule**Name:** THE BARBARA AND HELEN BROWN FAMILY FDN

C/O JIM HALL

EIN: 27-0167894**Investments Corporate Bonds Schedule**

Name of Bond	End of Year Book Value	End of Year Fair Market Value
LOOMIS SAYLES BOND FUND	40,544	40,771
ISHARES TIPS BOND ETF	87,676	91,150
GUGGENHEIM MACRO OPPTY	46,017	46,093
WILLIAM BLAIR BD (WBBNX)	51,490	51,119
AQR MANAGED FUTURES (QMHNX)	22,365	18,196
ASG MANAGED FUTURES (AMFAX)	20,948	20,022
PIMCO TRENDS MGD FUTURES (PQTDX)	17,180	16,485
ISHARES IBOXX INVESTMENT (LQD)	37,727	39,507
ISHARES 20+ YEAR TREASURY (TLT)	25,091	24,484
ISHARES TR JP MOR EM MK (EMB)	31,676	33,089
VANGUARD SCOTTSDALE FDS (VCIT)	138,436	137,464
AB HIGH INCOM FD (AGDYX)	325,717	333,591
FRANKLIN HIGH INCOME (FVHIX)	217,463	222,156
PIMCO HIGH YIELD (PHSIX)	109,202	111,309
PIMCO HIGH YIELD FUND (PHIYX)	327,396	332,946
TRANSAMERICA HIGH YIELD (TDHIX)	87,470	88,897
ISHARES TR IBOXX HI YD (HYG)	22,753	23,298
PIMCO ETF TR ENHANCED SHORT (MINT)	38,050	38,085
GOLDMAN SACHS TRSRYACCS (GBIL)	326,097	325,935

TY 2017 Investments Corporate Stock Schedule

Name: THE BARBARA AND HELEN BROWN FAMILY FDN
C/O JIM HALL
EIN: 27-0167894

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AQR DIVERSIFIED	15,637	13,803
BBH CORE SELECT RETAIL CL	32,820	35,416
BLACKROCK FLOATING RATE	44,054	44,019
DOUBLELINE TOTAL RETURN	96,202	92,760
FMI LARGE CAP FUND	22,965	31,371
JP MORGAN STRATEGIC INCOME	34,917	35,265
SELECTED AMERICAN SHARES	19,951	21,859
TOUCHSTONE SANDS CAPITAL	25,260	32,117
POWERSHARES QQQ TR UNIT SER 1	26,454	61,681
VANGUARD INTL EQUITY INDEX (VWO)	164,210	195,072
VANGUARD INDEX FDS VANGUARD TOTAL (VTI)	45,988	87,566
VANGUARD SPECIALIZED FUNDS DIV APP ETF (VIG)	20,284	42,444
HARBOR INTERNATIONAL	46,381	48,928
LAZARD INTL STRATEGIC	38,537	53,909
ISHARES TR RUSSELL 2000 ETF (IWM)	12,346	23,174
POWERSHARES EXCH TRADED FD TST II S&P	23,389	43,109
SPDR S&P 500 ETF TRUST UNIT SER 1 S&P	27,748	48,569
VANGUARD FTSE DEVELOPED MARKET	188,599	215,059
VANGUARD INTL EQUITY INDEX FDS (VGK)	35,293	37,028
BARON EMRG MKTS FD	39,452	53,139
PARAMETRIC EMRG MKTS	44,625	54,759
ARBITRAGE EVENT DRIVEN	13,650	12,876
ARTISAN VALUE FUND INV	30,341	32,205
BRANDES EMERGING MARKETS	31,399	34,683
HARBOR CAP APPRECIATION	25,949	28,441
OAKMARK GLOBAL SELECT	58,412	67,325
BERKSHIRE HATHAWAY B NEW (BRKB)	53,487	70,368
DANONE SPON ADR (DANOY)	35,744	44,457
EXPRESS SCRIPTS HLDG CO (ESRX)	69,956	74,118
FAIRFAX FINANCIAL HLDGSF (FRHFH)	58,198	58,037

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JOHNSON & JOHNSON (JNJ)	85,689	116,247
JP MORGAN CHASE & CO (JPM)	29,878	50,155
MICROSOFT CORP (MSFT)	50,886	100,253
RESOLUTE FOREST PRODUCTS (RFP)	30,114	19,271
SPX CORP (SPXC)	29,271	81,771
VODAFONE GROUP NEW (VOD)	64,304	66,193
BLACKROCK EUROFUND (MDEFX)	28,338	28,068
SPX FLOW INC (FLOW)	48,831	65,191
DREYFUS SMALL CAP STOCK (DISSX)	33,111	38,347
GENERAL MOTORS CO (GM)	51,121	64,477
LIBERTY GLOBAL INC (LILAK)	5,389	3,023
LIBERTY GLOBAL INC (LBTYK)	47,384	54,753
ISHARES EDGE MSCI MIN (EFAV)	23,668	26,492
ADVANCE AUTO PARTS (AAP)	71,396	76,662
CENTURYLINK INC (CTL)	45,246	40,532
ISHARES TR CUR HED MSCI GER (HEWG)	36,905	38,100
SELECT SECTOR SPDR TR HEALTH CARE (ELV)	19,077	19,430
ISHARES US ETF TRUST COMMODITIES SELECT (COMT)	26,648	28,054
POWERSHARES EXCH TRADED FD TST II VAR (VRP)	18,405	18,116
ISHARES INC MSCI JPN ETF NEW (EWJ)	36,748	37,396

TY 2017 Investments Government Obligations Schedule

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

EIN: 27-0167894

**US Government Securities - End
of Year Book Value:**

19,274

**US Government Securities - End
of Year Fair Market Value:**

19,214

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2017 Investments - Other Schedule

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

EIN: 27-0167894

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ISHARES GOLD TRUST ISHARES	AT COST	28,622	29,774
ENDOSTIM	AT COST	201,852	201,852

TY 2017 Other Decreases Schedule**Name:** THE BARBARA AND HELEN BROWN FAMILY FDN

C/O JIM HALL

EIN: 27-0167894

Description	Amount
NET GAIN/LOSS ADJUSTMENT	132

TY 2017 Other Expenses Schedule

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

EIN: 27-0167894

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Insurance	1,625	0		0
Other Expenses	1,480	0		0

TY 2017 Other Professional Fees Schedule

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

EIN: 27-0167894

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment advisory fees	75,750	75,750		0