

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.

2017

Open to Public
Inspection

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation MARGARET CB & S SPENCER N BROWN FOUNDATION INC	A Employer identification number 74-6046197			
	B Telephone number (see instructions) (254) 774-5832			
Number and street (or P O box number if mail is not delivered to street address) EXTRACO TRUST SERVICES PO BOX 6101				
City or town, state or province, country, and ZIP or foreign postal code TEMPLE, TX 765036101				
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				
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				
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 3,336,925		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
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))				
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 4 Dividends and interest from securities 5a Gross rents b Net rental income or (loss) 6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 109,168 7 Capital gain net income (from Part IV, line 2) 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	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	10	10	10	10
	78,054	69,845	69,845	69,845
	7,070	9,168	9,168	9,168
	1,000	0	0	0
	86,134	79,023	79,023	79,023
	0	0	0	0
	7,260	0	0	7,260
	5,858	0	0	5,858
	19,015	17,882	17,882	0
	1,203	215	215	379
	Operating and Administrative Expenses 13 Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees (attach schedule) b Accounting fees (attach schedule) c Other professional fees (attach schedule) 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) 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12 a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income
33,593		18,097	18,097	13,754
195,659		0	0	195,659
229,252		18,097	18,097	209,413
-143,118		60,926	60,926	60,926

	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		331,117	123,578	123,578
	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)		206,710	103,168	103,168
	b Investments—corporate stock (attach schedule)		1,961,271	2,239,552	2,239,552
	c Investments—corporate bonds (attach schedule)		299,488	431,513	431,513
	11 Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)		448,940	439,111	439,111
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	15 Other assets (describe ► _____)		1,508	3	3
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		3,249,034	3,336,925	3,336,925
	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 ► _____)		2,236	480	480
	23 Total liabilities (add lines 17 through 22)		2,236	480	480
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		3,246,798	3,336,445	
	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)		3,246,798	3,336,445	
	31 Total liabilities and net assets/fund balances (see instructions)		3,249,034	3,336,925	

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	3,246,798
2	Enter amount from Part I, line 27a	2	-143,118
3	Other increases not included in line 2 (itemize) ►	3	232,765
4	Add lines 1, 2, and 3	4	3,336,445
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	3,336,445

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a EDGEWOOD TX ISD 2 5% 08-15-2017				2011-06-15	2017-08-15
b CAPITAL GAINS DIVIDENDS			P		
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 100,000		100,000	0		
b 9,168			9,168		
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			0		
b			9,168		
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	9,168
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

 Yes No

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

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	201,118	3,241,848	0 062038
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
2 Total of line 1, column (d)			0 294404
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			0 058881
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			3,272,073
5 Multiply line 4 by line 3			192,663
6 Enter 1% of net investment income (1% of Part I, line 27b)			609
7 Add lines 5 and 6			193,272
8 Enter qualifying distributions from Part XIII, line 4			209,413

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	609
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	609
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	609
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	480
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	480
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	2
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ►	9	131
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

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		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		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		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) ►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 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 ►N/A	13	Yes
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	<input type="checkbox"/>
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 <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b	<input type="checkbox"/>
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? If "Yes," list the years ► 20____, 20____, 20____, 20____	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) ►	2b	<input type="checkbox"/>
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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).	3b	<input type="checkbox"/>
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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<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. ►			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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	6b
	<i>If "Yes" to 6b, file Form 8870</i>			No
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	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			7b

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

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

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

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

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 MAINTENANCE OF THREE HISTORICAL CEMETERIES	2,880
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	0
2	
3	
All other program-related investments. See instructions	
4	
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	3,058,401
b	Average of monthly cash balances.	1b	263,498
c	Fair market value of all other assets (see instructions).	1c	3
d	Total (add lines 1a, b, and c).	1d	3,321,902
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	3,321,902
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	49,829
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,272,073
6	Minimum investment return. Enter 5% of line 5.	6	163,604

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	163,604
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	609
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	609
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	162,995
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	162,995
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	162,995

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	209,413
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	209,413
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	609
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	208,804
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				162,995
2 Undistributed income, if any, as of the end of 2017			0	
a Enter amount for 2016 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.	33,502			
b From 2013.	29,389			
c From 2014.	40,245			
d From 2015.	32,717			
e From 2016.	46,385			
f Total of lines 3a through e.	182,238			
4 Qualifying distributions for 2017 from Part XII, line 4 ► \$ 209,413			0	
a Applied to 2016, but not more than line 2a			0	
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.				162,995
e Remaining amount distributed out of corpus	46,418			
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	228,656			
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				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 2012 not applied on line 5 or line 7 (see instructions)	33,502			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	195,154			
10 Analysis of line 9				
a Excess from 2013.	29,389			
b Excess from 2014.	40,245			
c Excess from 2015.	32,717			
d Excess from 2016.	46,385			
e Excess from 2017.	46,418			

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 <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**

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	195,659
b <i>Approved for future payment</i>				
Total			► 3b	0

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	10	
4 Dividends and interest from securities.			14	78,054	
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	7,070	
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>					1,000
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e).		0		85,134	1,000
13 Total. Add line 12, columns (b), (d), and (e).					86,134
(See worksheet in line 13 instructions to verify calculations.)					

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

Line No. ▼ Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of

(1) Cash.	1a(1)	No
(2) Other assets.	1a(2)	No

b Other transactions

• 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.

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

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.

**Sign
Here**

* * * * *

2018-03-20

* * * * *

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

Paid Preparer Use Only	Print/Type preparer's name THERESA S BLUM	Preparer's Signature	Date 2018-03-20	Check if self-employed ► <input type="checkbox"/>	PTIN P00086883
	Firm's name ► JAYNES REITMEIER BOYD & THERRELL PC				Firm's EIN ► 74-2533381
	Firm's address ► 5400 BOSQUE BLVD STE 500 WACO, TX 767104459				Phone no (254) 776-4190

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

(a) Name and address	(b) Title, and average hours per week (c) devoted to position	(d) Compensation (If not paid, enter -0-)	(e) Contributions to employee benefit plans and deferred compensation	Expense account, (f) other allowances
MARGARET BROWN	TRUSTEE - AS NEEDED 0 00	0	0	0
PO BOX 7832 WACO, TX 76714	TRUSTEE - AS NEEDED 0 00	0	0	0
S SPENCER N BROWN JR	TRUSTEE - AS NEEDED 0 00	0	0	0
PO BOX 8739 WACO, TX 76714	TRUSTEE - AS NEEDED 0 00	0	0	0
M STANTON BROWN SATTLER	TRUSTEE - AS NEEDED 0 00	0	0	0
6721 94TH ST E PUYALLUP, WA 98371	TRUSTEE - AS NEEDED 0 00	0	0	0
STANTON BOYCE BROWN	TRUSTEE - AS NEEDED 0 00	0	0	0
PO BOX 7832 WACO, TX 76714	TRUSTEE - AS NEEDED 0 00	0	0	0
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				
21ST CENTURY WILBERFORCE INITIATIVE 405 NORTH WASHINGTON ST STE 300 FALLS CHURCH, VA 22046		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,500
ADMIRAL NIMITZ FOUNDATION 328 EAST MAIN STREET FREDRICKSBURG, TX 78624		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	125
ALZHEIMER'S DISEASE RESEARCH P O BOX 1950 CLARKSBURG, MD 208711950		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	300
AMARILLO COLLEGE FOUNDATION P O BOX 447 AMARILLO, TX 79178		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	5,000
AMERICAN CIVIL RIGHTS UNION P O BOX 96189 WASHINGTON, DC 200906189		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
Total ►				195,659
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				
AMERICAN HEART ASSOCIATION 10900-B STONELAKE BLVD STE 320 AUSTIN, TX 78759		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	400
AMERICAN LEGION 700 CLAY AVE WACO, TX 76706		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	200
AMERICAN RED CROSS 9205 OAK CREEK DR WOODWAY, TX 76712		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	500
ART CENTER OF WACO 1300 COLLEGE DRIVE WACO, TX 76708		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	7,760
BAYLOR UNIVERSITY ONE BEAR PLACE 97026 WACO, TX 767987026		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	5,100
Total				195,659
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)				
<i>a Paid during the year</i>				
BIG BEND CONSERVANCY P O BOX 200 BIG BEND NATIONAL PARK, TX 798340200		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
CAMPUS CRUSADE FOR CHRIST 100 LAKE HART DR ORLANDO, FL 32832		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,000
CARE NET PREGNANCY CENTER OF CENTRAL TEXAS 800 W WACO DR WACO, TX 76701		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	500
CARITAS OF WACO 300 S 15TH ST WACO, TX 76701		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,100
CITIZENS UNITED FOUNDATION P O BOX 96408 WASHINGTON, DC 200906408		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
Total				195,659
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				
COLONIAL WILLIAMBURG FOUNDATION P O BOX 1776 WILLIAMBURG, VA 231879910		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,700
COLUMBIA UNIVERSITY TEACHER'S COLLEGE P O BOX 306 NEW YORK, NY 100276696		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	200
COMPASSION MINISTRIES 1421 AUSTIN AVE WACO, TX 76701		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	630
COUNCIL FOR NATIONAL POLICY 1411 K ST NW SUITE 601 WASHINGTON, DC 20005		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	5,000
CULTURAL ARTS OF WACO 801 WASHINGTON AVE STE 405 WACO, TX 76710		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	150
Total ►				195,659
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)				
<i>a Paid during the year</i>				
DALLAS WOMAN'S CLUB FOUNDATION 7000 PARK LANE DALLAS, TX 75225		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	425
DAUGHTERS OF THE AMERICAN REVOLUTION P O BOX 98286 WASHINGTON, DC 200908286		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	3,100
DAUGHTERS OF THE REPUBLIC OF TEXAS 510 EAST ANDERSON LANE AUSTIN, TX 78752		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	300
DENISON HOMESTEAD MUSEUM P O BOX 42 MYSTIC, CT 06355		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	200
FAITH AND FREEDOM COALITION P O BOX 957736 DULUTH, GA 300959529		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
Total				195,659
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				
FAMILY HEALTH CENTER 1600 PROVIDENCE DR WACO, TX 76707		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	300
FAMILY RESEARCH COUNCIL 11311 JAMES ST HOLLAND, MI 49424		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,200
FIRST BAPTIST CHURCH OF BROWNWOOD 208 AUSTIN AVE BROWNWOOD, TX 76801		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
FIRST LIBERTY INSTITUTE P O BOX 9078 PUEBLO, CA 810080078		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,300
FRANCISCAN FRIARS OF THE ATONEMENT P O BOX 308 GARRISON, NY 105240308		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
Total			►	195,659
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 GUNSTON HALL 10709 GUNSTON RD MASON NECK, VA 220793901		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
FRIENDS OF NEILL-COCHRAN HOUSE MUSEUM 2310 SAN GABRIEL STREET AUSTIN, TX 78705		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	10,100
FRIENDS OF SULGRAVE MANOR 1553 HILL RD CT LOUISVILLE, KY 40204		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	10,700
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	6,700
Total				195,659
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)				
<i>a Paid during the year</i>				
FRIENDS OF THE SMITHSONIAN P O BOX 9016 PITTSFIELD, MA 012029951		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	300
GENERAL PATTON MEMORIAL MUSEUM P O BOX 1916 MERRIFIELD, VA 221169913		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	400
GEORGE BUSH PRESIDENTIAL LIBRARY FOUNDATION P O BOX 14141 COLLEGE STATION, TX 778414141		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
GEORGE W BUSH PRESIDENTIAL CENTER 2943 SMU BLVD DALLAS, TX 75205		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
GEORGE WASHINGTON'S MOUNT VERNON 3200 MOUNT VERNON MEMORIAL HWY MOUNT VERNON, VA 22121		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,000
Total				195,659
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				
HELPING HAND HOUSE 4321 2ND ST SW PUYALLUP, WA 98373		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	11,000
HILLSDALE COLLEGE 33 COLLEGE STREET HILLSDALE, 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	1,900
JONATHAN KOEHNRT 1 BOX 177-A-0 SCOoba, MS 39358	NONE	NC	MAINTENANCE OF HISTORICAL CEMETERIES	1,200
JUDICIAL WATCH 425 THIRD STREET SW STE 800 WASHINGTON, DC 20024		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
Total	►			195,659
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				
JUNIOR LEAGUE OF WACO 2600 AUSTIN AVE WACO, TX 76710		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	2,000
KAPPA ALPHA THETA FOUNDATION 8740 FOUNDERS RD INDIANAPOLIS, IN 46268		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	150
KEEP WACO BEAUTIFUL INC P O BOX 1493 WACO, TX 76708		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
KNCT TV 6200 W CENTRAL TEXAS EXPRESSWAY KILLEEN, TX 765494199		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	350
KWBU-FM ONE BEAR PLACE 97296 WACO, TX 767987296		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	250
Total			►	195,659
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				
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	6,000
MEALS AND WHEELS P O BOX 85 WACO, TX 76703		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	150
MEDIA RESEARCH CENTER P O BOX 96131 WASHINGTON, DC 200777583		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
MISSION WACO1315 N 15TH ST WACO, TX 76707		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	500
Total			►	195,659
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				
MOSAIC IN WACO 3319 N 15TH A ST WACO, TX 76708		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	200
MULTIPLE SCLEROSIS ASSOCIATION OF AMERICA 375 KINGS HIGHWAY NORTH CHERRY HILL, NJ 08034		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
MUSEUM OF THE BIBLE P O BOX 97390 WASHINGTON, DC 20090-7390		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,000
NATIONAL ASSOCIATION OF CHIEFS OF POLICE 6350 HORIZON DR TITUSVILLE, FL 32780-8002		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	200
NATIONAL MS SOCIETY P O BOX 816148 DALLAS, TX 75381		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	5,000
Total				195,659
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)				
<i>a Paid during the year</i>				
NATIONAL MUSEUM OF WOMEN IN THE ARTS 1250 NEW YORK AVE NW WASHINGTON, DC 200053970		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	10,200
NATIONAL SOCIETY OF COLONIAL DAMES IN TEXAS 2310 SAN GABRIEL STREET AUSTIN, TX 787055014		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	405
NATIONAL TRUST FOR HISTORIC PRESERVATION P O BOX 5043 HAGERSTOWN, MD 217419823		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	340
PACK OF HOPE P O BOX 1545 WACO, TX 76703		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	350
PANHANDLE-PLAINS HISTORICAL MUSEUM WTAMU BOX 60967 CANYON, TX 79016		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	2,260
Total				195,659
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				
PARALYZED VETERANS OF AMERICA 801 EIGHTEENTH STREET NW WASHINGTON, DC 200063517		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	200
PARENT'S TELEVISION COUNCIL P O BOX 1855 MERRIFIELD, VA 221169913		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
PROSPER WACO 4901 BOSQUE BLVD STE 290 WACO, TX 76710		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	300
RALPH MAXWELL 7866 MCGEE THOMPSON RD ACKERMAN, MS 39735	NONE	NC	MAINTENANCE OF HISTORICAL CEMETERIES	1,680
REICHER CATHOLIC HIGH SCHOOL 2102 N 23RD WACO, TX 76708		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,200
Total			►	195,659
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)				
<i>a Paid during the year</i>				
SALVATION ARMY 4721 WEST WACO DR WACO, TX 76710		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	5,000
SIOUX NATION RELIEF FUND 2401 EGLIN ST RAPID CITY, SD 57703		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	2,100
ST PAUL'S EPISCOPAL CHURCH 601 COLUMBUS AVE WACO, TX 76701		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	10,550
ST PAUL'S EPISCOPAL DAY SCHOOL 517 COLUMBUS AVE WACO, TX 76701		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	20,800
Total				195,659
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)				
<i>a Paid during the year</i>				
STUDENT MOBILIZATION P O BOX 567 CONWAY, AR 72033		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,500
TALITHA KOUUM INSTITUTE P O BOX 2202 WACO, TX 76703		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	125
TASO4312 STANHOPE ST DALLAS, TX 75205		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	2,600
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	250
TEXAS CULTURAL TRUST COUNCIL 823 CONGRESS AVE SUITE 707 AUSTIN, TX 78701		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,200
Total				195,659
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				
TEXAS EXES ANNUAL GIVING CAMPAIGN P O BOX 142309 AUSTIN, TX 78714		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
TEXAS LUTHERAN UNIVERSITY 1000 W COURT ST SEGUIN, TX 78155		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
THE CHRISTIAN FILM & TELEVISION COMMISSION 4073 MISSION OAKS BLVD CAMARILLO, CA 93012		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	5,000
THE CLAREMONT INSTITUTE 1317 W FOOTHILL BLVD STE 120 UPLAND, CA 91786		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,100
THE COVE 2226 WASHINGTON AVE WACO, TX 76701		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	350
Total			►	195,659
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	500
THE HOCKADAY SCHOOL P O BOX 299000 DALLAS, TX 752299965		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	600
THE INSTITUTE OF WORLD POLITICS 1521 16TH STREET NW WASHINGTON, DC 20036		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	5,000
THE LEADERSHIP INSTITUTE 1101 NORTH HIGHLAND ST ARLINGTON, VA 22201		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
THE NATIONAL GEOGRAPHIC SOCIETY 1145 17TH STREET NW WASHINGTON, DC 20036		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	500
Total				195,659
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)				
<i>a Paid during the year</i>				
THE NATIONAL WORLD WAR II MUSEUM P O BOX 97336 WASHINGTON, DC 200907336		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
THE PRINCE OF WALES FOUNDATION USA 888 17TH STREET NW STE 201 WASHINGTON, DC 20006		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	100
THE USOP O BOX 96860 WASHINGTON, DC 200777677		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	300
THE VETERANS OF FOREIGN AFFAIRS 406 W 34TH STREET KANSAS CITY, MO 64111		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
Total				195,659
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				
VANGUARD COLLEGE PREPARATORY SCHOOL 2517 MT CARMEL WACO, TX 76710		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	5,900
WACO CIVIC THEATRE 1517 LAKE AIR DR WACO, TX 76710		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	4,210
WACO COTTON PALACE INC 7216 FISH POND RD WACO, TX 76710		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	5,424
WACO SYMPHONY ASSOCIATION P O BOX 1201 WACO, TX 76703		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,075
WACO SYMPHONY COUNCIL P O BOX 1201 WACO, TX 76703		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	350
Total ►				195,659
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)				
<i>a Paid during the year</i>				
WASHINGTON WATCH801 G STREET NW WASHINGTON, DC 20001		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	100
WOODBERRY FOREST SCHOOL 898 WOODBERRY FOREST RD WOODBERRY FOREST, VA 22989		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	200
WORLD WAR II VETERANS COMMITTEE P O BOX 1823 MERRIFIELD, VA 221168023		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	1,000
YELLOW ROSE GALA FOUNDATION 5941 AVERILL WAY DALLAS, TX 75225		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	500
YOUNG AMERICA'S FOUNDATION P O BOX 2518 SANTA BARBARA, CA 931202518		PC	CHARITABLE CONTRIBUTION TO PUBLIC CHARITY	200
Total				195,659
3a				

TY 2017 Accounting Fees Schedule

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

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PREPARATION OF FORM 990-PF AND COMPILATION OF FINANCIAL STATEMENTS	5,858	0		5,858

TY 2017 Investments Corporate Bonds Schedule

Name: MARGARET CB & S SPENCER N BROWN
FOUNDATION INC

EIN: 74-6046197

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
HALLIBURTON CO 3.8% DUE 11-15-2025	103,927	103,927
TOYOTA MOTOR CREDIT COPR 2% DUE 10-24-2018	100,125	100,125
WELLS FARGO CO 2.1% DUE 7-26-2021	98,326	98,326
COSTCO WHOLESALE 2.75% 5-18-2024	49,955	49,955
INTEL 3.7% 7-29-2025	79,180	79,180

TY 2017 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	49,937	49,937
DANAHER CORPORATION	111,384	111,384
EXXON MOBIL CORP	62,730	62,730
GENERAL ELECTRIC CO	23,348	23,348
JP MORGAN CHASE	18,715	18,715
JOHNSON & JOHNSON	177,724	177,724
PEPSICO INC	65,956	65,956
ROYAL DUTCH SHELL PLC	26,684	26,684
TARGET	39,150	39,150
WAL MART STORES	29,625	29,625
WALGREEN BOOTS ALIANCE	43,572	43,572
AT&T	48,794	48,794
KIMBERLY CLARK CORP	61,416	61,416
CISCO SYS INC	19,150	19,150
DFA INTL REAL ESTATE	27,249	27,249
DFA REAL ESTATE SECURITIES PORT	102,111	102,111
CHEVRON CORP	50,076	50,076
COCA COLA CO	27,528	27,528
COLGATE PALMOLIVE CO	33,952	33,952
CONAGRA INC	15,068	15,068
CONOCO PHILLIPS	32,934	32,934
MCDONALDS CORP	68,848	68,848
PHILIP MORRIS INTL	42,260	42,260
SMUCKER J M CO	37,272	37,272
UNITED PARCEL	50,639	50,639
VF CORP	55,500	55,500
ABBVIE, INC	108,799	108,799
DFA US CORE EQUITY 1 PORTFOLIO	148,083	148,083
DFA US SMALL CAP PORTFOLIO	107,749	107,749
DFA US TARGETED VALUE PORTFOLIO	97,678	97,678

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALERIAN MLP	37,765	37,765
FROST TOTAL RETURN BOND FUND	144,800	144,800
APPLE INC	93,077	93,077
DELL TECHNOLOGIES INC	9,997	9,997
FORTIV CORP	43,410	43,410
GOLDMAN SACHS GROUP INC	76,428	76,428
LAMB WESTON	7,508	7,508
FIRST TRUST DJ INTERNET	21,976	21,976
ROBO GLOBAL ROBOTICS	20,660	20,660

TY 2017 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:	103,168
State & Local Government Securities - End of Year Fair Market Value:	103,168

TY 2017 Investments - Other Schedule

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

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
GOLDMAN SACHS 2.1% DUE 1-27-2021	FMV	244,145	244,145
WELLS FARGO 1.8% DUE 11-16-2021	FMV	194,966	194,966

TY 2017 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		
UBI TAX RECEIVABLE	1,493		

TY 2017 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	257	0		257

TY 2017 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	1,000		1,000

TY 2017 Other Increases Schedule

Name: MARGARET CB & S SPENCER N BROWN

FOUNDATION INC

EIN: 74-6046197

Description	Amount
MARKET VALUE ADJUSTMENT	232,765

TY 2017 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	2,236	129
PAYROLL TAXES PAYABLE	0	351

TY 2017 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	19,015	17,882		0

TY 2017 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	609	0		0
FOREIGN TAX -DIVIDENDS	215	215		0
PAYROLL TAXES	379	0		379