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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No 1545-0052

2008

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2008, or tax year beginning **September 1**, 2008, and ending **August 31**, 2009G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

Grant M. Brown Memorial Foundation

Number and street (or P.O. box number if mail is not delivered to street address)

2200 Spyglass Hill

Room/suite

City or town, state, and ZIP code

Center Valley, PA 18034

A Employer identification number

23-2805616

B Telephone number (see page 10 of the instructions)

215-453-9400

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) \blacktriangleright \$ 522,892.00J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the 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 <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	1,125.00	1,125.00	1,125.00	
4 Dividends and interest from securities	12,748.00	12,748.00	12,748.00	
5a Gross rents				
b Net rental income or (loss)	(19,876.00)			
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a		0.00		
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)		0.00		
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	(6,003.00)	13,873.00	13,873.00	
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)	1,944.00	1,944.00	1,944.00	
c Other professional fees (attach schedule)	3,150.00	3,150.00	3,150.00	
17 Interest	201.00	201.00	201.00	
18 Taxes (attach schedule) (see page 14 of the instructions)				
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications	5.00	5.00	5.00	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	5,300.00	5,300.00	5,300.00	0.00
25 Contributions, gifts, grants paid	32,601.00			
26 Total expenses and disbursements. Add lines 24 and 25	37,901.00	5,300.00	5,300.00	0.00
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	(43,904.00)			
b Net investment income (if negative, enter -0-)		8,573.00		
c Adjusted net income (if negative, enter -0-)			8,573.00	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2008)

SCANNED JAN 25 2010

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	37,862.00	44,805.00	44,805.00
	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 page 15 of the 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	1,000.00	846.00	846.00
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	352,387.00	302,306.00	477,241.00
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶			
Less: accumulated depreciation (attach schedule) ▶				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	391,249.00	347,957.00	522,892.00	
Liabilities	17 Accounts payable and accrued expenses	1,925.00	1,900.00	
	18 Grants payable	6,413.00	7,204.00	
	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)	8,338.00	9,104.00	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	382,911.00	338,853.00	
	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 page 17 of the instructions)	382,911.00	338,853.00	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	391,249.00	347,957.00	

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	382,911.00
2 Enter amount from Part I, line 27a	2	(43,904.00)
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	339,007.00
5 Decreases not included in line 2 (itemize) ▶ <u>Federal Income Tax</u>	5	154.00
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	338,853.00

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 Schedule Attached	P	Various	Various
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 252,457.00		272,333.00	(19,876.00)
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	(19,876.00)
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 pages 13 and 17 of the 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.

(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))
2007	43,629.00	748,631.00	0.0583
2006	41,838.00	711,251.00	0.0588
2005	43,065.00	736,380.00	0.0585
2004	48,673.00	693,156.00	0.0702
2003	40,473.00	693,074.00	0.0584

2 Total of line 1, column (d)	2	0.3042
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	.06084
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	652,026.00
5 Multiply line 4 by line 3	5	39,669.26
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	85.73
7 Add lines 5 and 6	7	39,754.99
8 Enter qualifying distributions from Part XII, line 4	8	37,901.00

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: <u>5/15/1999</u> (attach copy of ruling letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	171.00
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	171.00
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	171.00
6	Credits/Payments:		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	846.00
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	846.00
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.00
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	675.00
11	Enter the amount of line 10 to be: Credited to 2009 estimated tax <u>675.00</u> Refunded	11	0.00

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
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.		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XIV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► <u>Pennsylvania</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address None	13	X	
14	The books are in care of Grant M. Brown Memorial Foundation Telephone no. 215-723-5910 Located at 2200 Spyglass Hill Center Valley, PA ZIP+4 18034			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			

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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	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 2008?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the 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? <input type="checkbox"/> Yes <input type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2008 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 2008.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If you answered "Yes" to 6b, also file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see page 23 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Barbra Barker	Trustee 4 Hours	NONE	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services (see page 23 of the 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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the 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 page 24 of the instructions	
3	

Total. Add lines 1 through 3 **0.00**

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see page 25 of the instructions)	1c	661,955.00
d	Total (add lines 1a, b, and c)	1d	661,955.00
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	661,955.00
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	9,929.00
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	652,026.00
6	Minimum investment return. Enter 5% of line 5	6	32,601.30

Part XI Distributable Amount (see page 25 of the 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	32,601.30
2a	Tax on investment income for 2008 from Part VI, line 5	2a	
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.00
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	32,601.30
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	32,601.30
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	32,601.30

Part XII Qualifying Distributions (see page 25 of the 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	37,901.00
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	37,901.00
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 page 26 of the instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	37,901.00

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				32,601.30
2 Undistributed income, if any, as of the end of 2008:				
a Enter amount for 2007 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2007:				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.00			
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$				
a Applied to 2007, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2008 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2008. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.00			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0.00		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0.00	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				32,601.30
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.00			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

Part XIV Private Operating Foundations (see page 27 of the 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 2008, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	8,573.00	7,698.00	10,038.00	9,514.00	35,823.00
b 85% of line 2a	7,287.05	6,543.30	8,532.30	8,086.90	30,449.55
c Qualifying distributions from Part XII, line 4 for each year listed	37,901.00	43,629.00	41,838.00	43,565.00	166,933.00
d Amounts included in line 2c not used directly for active conduct of exempt activities . .					0.00
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	37,901.00	43,629.00	41,838.00	43,565.00	166,933.00
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					0.00
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.00
b "Endowment" alternative test—enter $\frac{1}{2}$ of minimum investment return shown in Part X, line 6 for each year listed	21,734.00	24,954.00	23,708.00	24,546.00	94,942.00
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)					0.00
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.00
(3) Largest amount of support from an exempt organization					0.00
(4) Gross investment income					0.00

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 27 of the 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).)

Barbra Barker

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

N/A

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

Barbra Barker 2200 Spyglass Hill, Center Valley, PA 18034 215-543-9400

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

Written

c Any submission deadlines:

N/A

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

Charitable Fields

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 Paid during the year				
Cal Poly Institute				
World Vision				10,100.
Salvation Army				120.
Allentown Art Museum				100.
Child Advocacy Ctr. Lehigh County				100.
Valley Youth House				4,978.
				10,000.
Total			▶ 3a	25,398.00
b Approved for future payment				
St Luke's Mobile Unit				
Baum School				150.00
Allentown Art Museum				350.00
First Presbyterian Church of Bethlehem				200.00
				6,503.00
Total			▶ 3b	7,203.00

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)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
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					
4	Dividends and interest from securities					
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					
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)		0.00		0.00	0.00
13	Total. Add line 12, columns (b), (d), and (e)					
(See worksheet in line 13 instructions on page 28 to verify calculations.)						

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

[illegible]

Smithbridge Asset Management
REALIZED GAINS AND LOSSES
Grant M. Brown Memorial Fdn, xxx8112
From 09-01-08 Through 08-31-09

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
06-04-03	09-10-08	200	GENERAL DYNAMICS CORP COM	6,953 62	16,579 39		9,625 77
12-31-96	10-02-08	300	WELLS FARGO & CO COM	2,419 31	10,749 69		8,330 38
04-24-06	10-23-08	500	UNITEDHEALTH GROUP INC	25,349 89	11,938 07		-13,411 82
09-10-08	10-23-08	200	UNITEDHEALTH GROUP INC	5,986 92	4,775 23	-1,211 69	
02-15-06	01-06-09	50,000	UNITED STATES TREAS NTS 4 500% Due 11-15-10	49,801 31	53,233 22		3,431 91
12-20-06	02-23-09	600	DISNEY WALT CO COM	20,737 28	10,132 76		-10,604 52
05-25-06	03-23-09	400	ACCENTURE PLC SHS CL A NEW	11,259 16	12,181 78		922 62
12-01-05	03-23-09	200	WALGREEN CO COM	9,355 16	5,229 58		-4,125 58
08-17-04	03-23-09	250	WALGREEN CO COM	9,360 68	6,536 98		-2,823 70
11-12-07	04-14-09	300	DANAHER CORP DEL COM	24,606 08	16,240 93		-8,365 15
09-19-01	04-14-09	100	INTERNATIONAL BUS MACH COM	9,481 49	9,763 31		281 82
05-21-08	05-21-09	200	AFLAC INC COM	13,548 80	6,708 70	-6,840 10	
09-10-08	05-21-09	150	AFLAC INC COM	8,729 63	5,031 52	-3,698 11	
12-01-05	05-21-09	300	CISCO SYS INC COM	5,392 36	5,410 97		18 61
06-25-07	05-21-09	200	ECOLAB INC	8,642 26	7,240 12		-1,402 14
12-31-96	05-21-09	100	EXXON MOBIL CORP COM	1,970 37	6,763 24		4,792 86
06-04-03	05-21-09	200	GENERAL DYNAMICS CORP COM	6,953 62	10,909 39		3,955 77
12-31-96	05-21-09	100	JOHNSON & JOHNSON COM	2,374 17	5,425 77		3,051 60
06-25-07	05-21-09	100	ROYAL DUTCH SHELL PLC SPONS ADR A	8,021 61	5,023 11		-2,998 50
04-29-08	05-21-09	100	SCHLUMBERGER LTD COM	10,079 40	5,129 18		-4,950 22
06-30-04	05-21-09	400	STAPLES INC COM	7,846 59	7,589 53		-257 06
12-31-96	07-01-09	400	ILLINOIS TOOL WKS INC COM	6,302 00	14,913 38		8,611 38
10-02-08	07-01-09	200	J P MORGAN CHASE & CO COM	9,707 16	6,751 83	-2,955 33	
04-01-08	08-14-09	50	APPLE COMPUTER INC COM	7,453 91	8,199 48		745 57
TOTAL GAINS						0 00	43,768 31
TOTAL LOSSES						-14,705 23	-48,938 71
						-14,705.23	-5,170.40
TOTAL REALIZED GAIN/LOSS				272,332.79	252,457.16		-19,875 63
NO CAPITAL GAINS DISTRIBUTIONS							

= < 19,875 63

PORTFOLIO VALUE

NFS provided estimated cost basis (including cost basis and short sale proceeds information provided to NFS by customers), realized gain and loss, and holding period information may not reflect all adjustments necessary for tax reporting purposes. Taxpayers should verify such information against their own records when calculating reportable gain or loss resulting from a sale, redemption, or exchange. NFS does not report such information to the IRS or other taxing authorities and is not responsible for the accuracy of such information. Taxpayers may be required to report to federal, state, and other taxing authorities. NFS makes no warranties with respect to, and specifically disclaims any liability arising out of a customer's use of, or any tax position taken in reliance upon, such information. Unless otherwise specified, NFS determines cost basis at the time of sale based on the average cost-single category (ACSC) method for open-end mutual funds and based on the first-in, first-out (FIFO) method for all other securities.

Amortization, accretion and similar adjustments to cost basis have been provided for many fixed income securities (and some bond-like equities), however, they are not provided for certain types, such as short-term instruments, Unit Investment Trusts, foreign fixed income securities, or those that are subject to early prepayment of principal (pay downs). Where current year premium or acquisition premium amortization is provided, the prior years' cumulative amortization is reflected in the adjusted cost basis, but we cannot provide a breakdown or the total of such prior amortization amounts.

LIMITATION ON COST BASIS INFORMATION: NFS's cost basis information system has a cumulative lifetime limit on how much activity it can track for each individual security position in an account. For this purpose, each buy, sell, dividend, wash sale disallowed loss, stock split, stock merger, etc., is an event. For some customers, this limit can be reached with approximately 1500 events. Upon reaching the limit, the system no longer displays or tracks cost basis information for the affected position, and such information will usually show as not available or unknown. Once the limit is reached, all cost basis information for the affected position will need to be tracked and updated by you, the investor.

CASH AND CASH EQUIVALENTS 8.58%

Description	Symbol/Cusip Account Type	Quantity	Price on 08/31/09	Current Market Value	Prior Market Value	Estimated Annual Income
Money Markets						
PRIME FUND - CAPITAL RESERVES CLASS	FPRXX CASH	44,805.05	\$1.00	\$44,805.05	\$72,730.24	
7 DAY AVG NET YIELD 01%						
Dividend Option Reinvest						
Capital Gain Option Reinvest						
Total Cash and Cash Equivalents				\$44,805.05		

EQUITIES 91.42%

Description	Symbol/Cusip Account Type	Quantity	Price on 08/31/09	Current Market Value	Prior Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
Equity								
ACCENTURE LTD BERMUDA CL A ISIN #BMG1150G1116 SEDOL #2763958 (BERMUDA)	G1150G111 CASH	400	\$33.00	\$13,200.00	\$14,028.00		\$11,259.16	\$1,940.84
Dividend Option Cash								
Capital Gain Option Cash								
APPLE INC	AAPL CASH	100	\$168.21	\$16,821.00	\$24,508.50		\$14,907.82	\$1,913.18
Dividend Option Cash								
Capital Gain Option Cash								



Account Number: BMA-128112
 Account Name: BROWN
 Statement Date: 08/01/2009 to 08/31/2009

EQUITIES 91.42%

Description	Symbol/Cusip Account Type	Quantity	Price on 08/31/09	Current Market Value	Prior Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
CISCO SYS INC Dividend Option Cash Capital Gain Option Cash	CSCO CASH	500	\$21.60	\$10,800.00	\$11,006.00		\$8,987.26	\$1,812.74
COCA COLA CO Estimated Yield 3.36% Dividend Option Cash Capital Gain Option Cash Next Dividend Payable: 10/01/09	KO CASH	300	\$48.77	\$14,631.00	\$14,952.00	\$492.00	\$18,316.27	(\$3,685.27)
ECOLAB INC Estimated Yield 1.32% Dividend Option Cash Capital Gain Option Cash Next Dividend Payable: 10/15/09	ECL CASH	300	\$42.29	\$12,687.00	\$12,453.00	\$168.00	\$12,963.40	(\$276.40)
EXXON MOBIL CORP Estimated Yield 2.43% Dividend Option Cash Capital Gain Option Cash Next Dividend Payable: 09/10/09	XOM CASH	200	\$69.15	\$13,830.00	\$14,078.00	\$336.00	\$4,258.16	\$9,571.84
GENERAL ELECTRIC CO Estimated Yield 2.87% Dividend Option Cash Capital Gain Option Cash	GE CASH	600	\$13.90	\$8,340.00	\$8,040.00	\$240.00	\$10,870.88	(\$2,530.88)
INTL BUSINESS MACH Estimated Yield 1.86% Dividend Option Cash Capital Gain Option Cash Next Dividend Payable: 09/10/09	IBM CASH	100	\$118.05	\$11,805.00	\$11,793.00	\$220.00	\$9,481.49	\$2,323.51
ISHARES IBOXX \$ INVESTOP INVESTMENT GRADE CORP BD FUND Estimated Yield 5.30% Dividend Option Cash Capital Gain Option Cash	LQD CASH	1,250	\$105.33	\$131,662.50	\$104,460.00	\$6,988.82	\$125,802.41	\$5,860.09
JACOBS ENGR GROUP INC Dividend Option Cash Capital Gain Option Cash	JEC CASH	300	\$43.98	\$13,194.00	\$12,294.00		\$11,970.75	\$1,223.25

MML Investors Services, Inc.

Account Number: BMA-128112
Account Name: BROWN

Statement Date: 08/01/2009 to 08/31/2009

EQUITIES 91.42%

Description	Symbol/Cusip	Quantity	Price on 08/31/09	Current Market Value	Prior Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
JOHNSON & JOHNSON	JNJ	300	\$60.44	\$18,132.00	\$18,267.00	\$588.00	\$8,550.59	\$9,581.41
Estimated Yield 3.24%								
Dividend Option Cash								
Capital Gain Option Cash								
Next Dividend Payable 09/08/09								
MEDTRONIC INC	MDT	400	\$38.30	\$15,320.00	\$14,168.00	\$328.00	\$9,567.84	\$5,752.16
Estimated Yield 2.14%								
Dividend Option Cash								
Capital Gain Option Cash								
Next Dividend Payable 10/30/09								
MICROSOFT CORP	MSFT	600	\$24.65	\$14,790.00	\$14,112.00	\$312.00	\$12,399.07	\$2,390.93
Estimated Yield 2.11%								
Dividend Option Cash								
Capital Gain Option Cash								
Next Dividend Payable 09/10/09								
NIKE INC CLASS B	NKE	200	\$55.39	\$11,078.00	\$11,328.00	\$200.00	\$9,258.09	\$1,819.91
Estimated Yield 1.80%								
Dividend Option Cash								
Capital Gain Option Cash								
Next Dividend Payable 10/01/09								
NOVO NORDISK A/S ADR FMY NOVO	NVO	300	\$61.01	\$18,303.00	\$17,517.00	\$234.46	\$19,588.27	(\$1,285.27)
INDUSTRIES ADR TO 01/01/1989								
Estimated Yield 1.28%								
Dividend Option Cash								
Capital Gain Option Cash								
ORACLE CORPORATION	ORCL	500	\$21.88	\$10,940.00	\$11,065.00	\$100.00	\$11,067.14	(\$127.14)
Estimated Yield 0.91%								
Dividend Option Cash								
Capital Gain Option Cash								
PEPSICO INC	PEP	300	\$56.67	\$17,001.00	\$17,025.00	\$540.00	\$15,384.46	\$1,616.54
Estimated Yield 3.17%								
Dividend Option Cash								
Capital Gain Option Cash								
Next Dividend Payable 09/30/09								
ROYAL DUTCH SHELL PLC SPON ADR	RDSA	200	\$55.47	\$11,094.00	\$10,528.00	\$656.00	\$12,349.29	(\$1,255.29)
REPSTG A SHS								
Estimated Yield 5.91%								
Dividend Option Cash								
Capital Gain Option Cash								



Statement Date: 08/01/2009 to 08/31/2009

EQUITIES 91.42%

Description	Symbol/Cusip	Quantity	Price on 08/31/09	Current Market Value	Prior Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
SANOFI-AVENTIS SPONSORED ADR	SNY	300	\$34.07	\$10,221.00	\$9,792.00	\$459.67	\$9,310.01	\$910.99
FORMERLY SANOFI SYNTHELABO TO 08/20/2004	CASH							
Estimated Yield 4.49%								
Dividend Option Cash								
Capital Gain Option Cash								
SCHLUMBERGER LTD ISIN	SLB	200	\$56.20	\$11,240.00	\$10,700.00	\$168.00	\$15,367.61	(\$4,127.61)
#AN8068571086 SEDOL 2779201	CASH							
Estimated Yield 1.49%								
Dividend Option Cash								
Capital Gain Option Cash								
SCHWAB CHARLES CORP NEW	SCHW	600	\$18.06	\$10,836.00	\$10,722.00	\$144.00	\$10,797.06	\$38.94
Estimated Yield 1.32%	CASH							
Dividend Option Cash								
Capital Gain Option Cash								
STAPLES INC	SPLS	500	\$21.61	\$10,805.00	\$10,510.00	\$165.00	\$9,808.24	\$996.76
Estimated Yield 1.52%	CASH							
Dividend Option Cash								
Capital Gain Option Cash								
STRYKER CORP	SYK	400	\$41.46	\$16,584.00	\$15,552.00	\$160.00	\$15,256.50	\$1,327.50
Estimated Yield 0.96%	CASH							
Dividend Option Cash								
Capital Gain Option Cash								
T ROWE PRICE GROUP INC	TROW	400	\$45.30	\$18,120.00	\$18,684.00	\$400.00	\$2,791.65	\$15,328.35
Estimated Yield 2.20%	CASH							
Dividend Option Cash								
Capital Gain Option Cash								
UNITED TECHNOLOGIES CORP	UTX	200	\$59.36	\$11,872.00	\$10,894.00	\$308.00	\$12,604.12	(\$732.12)
Estimated Yield 2.59%	CASH							
Dividend Option Cash								
Capital Gain Option Cash								
Next Dividend Payable 09/10/09								
WAL-MART STORES INC	WMT	200	\$50.87	\$10,174.00	\$9,976.00	\$218.00	\$10,005.72	\$168.28
Estimated Yield 2.14%	CASH							
Dividend Option Cash								
Capital Gain Option Cash								
Next Dividend Payable 09/08/09								

Statement Date: 08/01/2009 to 08/31/2009

MML Investors Services, Inc.

EQUITIES 91.42%

Description	Symbol/Cusip	Quantity	Price on 08/31/09	Current Market Value	Prior Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
WELLS FARGO & CO NEW	WFC	500	\$27.52	\$13,760.00	\$12,230.00	\$100.00	\$4,481.77	\$9,278.23
Estimated Yield 0.72%	CASH							
Dividend Option Cash								
Capital Gain Option Cash								
Next Dividend Payable: 09/01/09								
Total Equity				\$477,240.50		\$13,525.95	\$417,405.03	\$59,835.47
Total Equities				\$477,240.50		\$13,525.95	\$417,405.03	\$59,835.47
Total Securities				\$477,240.50		\$13,525.95	\$417,405.03	\$59,835.47

TOTAL PORTFOLIO VALUE

\$522,045.55

\$13,525.95

\$417,405.03

\$59,835.47

ACCOUNT ACTIVITY

NFS-provided estimated cost basis (including cost basis and short sale proceeds information provided to NFS by customers), realized gain and loss, and holding period information may not reflect all adjustments necessary for tax reporting purposes. Taxpayers should verify such information against their own records when calculating reportable gain or loss resulting from a sale, redemption, or exchange. NFS does not report such information to the IRS or other taxing authorities and is not responsible for the accuracy of such information. Taxpayers may be required to report to federal, state, and other taxing authorities. NFS makes no warranties with respect to, and specifically disclaims any liability arising out of a customer's use of, or any tax position taken in reliance upon, such information. Unless otherwise specified, NFS determines cost basis at the time of sale based on the average cost-single category (ACSC) method for open-end mutual funds and based on the first-in, first-out (FIFO) method for all other securities.

Amortization, accretion and similar adjustments to cost basis have been provided for many fixed income securities (and some bond-like equities), however, they are not provided for certain types, such as short-term instruments. Unit Investment Trusts, foreign fixed income securities, or those that are subject to early prepayment of principal (pay downs). Where current year premium or acquisition premium amortization is provided, the prior years' cumulative amortization is reflected in the adjusted cost basis, but we cannot provide a breakdown or the total of such prior amortization amounts.

LIMITATION ON COST BASIS INFORMATION. NFS's cost basis information system has a cumulative lifetime limit on how much activity it can track for each individual security position in an account. For this purpose, each buy, sell, dividend, wash sale disallowed loss, stock split, stock merger, etc. is an event. For some customers, this limit can be reached with approximately 1500 events. Upon reaching the limit, the system no longer displays or tracks cost basis information for the affected position, and such information will usually show as not available or unknown. Once the limit is reached, all cost basis information for the affected position will need to be tracked and updated by you, the investor.

TRADING



Name: GRANT M. BROWN MEMORIAL FOUNDATIONE.I. # 23-2805616

Form 990-PF

Calendar Year

or Fiscal Year Ended August 31, 2009Line 23 : Other Deductions

Office Expenses				
Telephone				
Stationery, Print & Post				
Light & Heat				
Professional Services				
Bank Charges			5	
Insurance				
Dues and Subscriptions				
Credit & Collection				
Travel & Entertainment				
Auto & Truck Expenses				
Shipping Supp. & Exp.				
Sales Commissions				
Freight Out				
Misc. Selling Expenses				
Factory Expenses				
Union Benefits				
General Expenses				
Misc. Taxes & Licenses				
Machinery Rep. & Parts				
Advertising				
Hospitalization				
Janitorial Services				
Laundry				
Salesmen's Travel Exp.				
Total			5	

Line : Cost of Goods Sold

Inventory - Beginning				
Merchandise Purchased				
Salaries and Wages				
Other Costs:				
Total				
Less: Inventory Ending				
Cost of Goods Sold				

Line 18 : Taxes

Payroll Taxes				
State Income Taxes				
Capital Stock Taxes				
Real Estate Taxes				
Local Business Taxes				
FOREIGN TAXES				201

Total

201

Proof of Publication of Notice in the Reporter

Under Act No. 587, Approved May 16, 1929

Copy of notice or publication

State of Pennsylvania,
County of Montgomery

SS:

Controller or Dena Fritz, Publisher of the GOODSON HOLDING COMPANY D/B/A LRPa, LLC., a PENNSYLVANIA corporation, being duly sworn, deposes and says that THE REPORTER is a daily newspaper published at Lansdale, County and State aforesaid, which was established in the year 1870, since which date said daily newspaper has been regularly issued in said County, and that a copy of the printed notice or publication is attached hereto exactly as the same was printed and published in the regular editions and issues of the said daily newspaper on the following dates.

viz:

the 31st day of December A.D., 2009

Affiant further deposes he is an officer duly authorized by the GOODSON HOLDING COMPANY D/B/A LRPa, LLC., a corporation, publisher of THE REPORTER, a daily newspaper, to verify the foregoing statement under oath and also declares that affiant is not interested in the subject matter of the aforesaid notice or publication, and that all allegations in the foregoing statement as to time, place and character of publication are true.

LEGAL NOTICE
NOTICE: The 2008 Annual Federal Form 990-PF for the Grant M. Brown Memorial Foundation is available for inspection at 4814 Old Bethlehem Pike, Telford, PA 18969 during regular business hours. Telephone (215)453-9400 Barbara Barker, Administrator.

[Signature]
Controller or Publisher
Goodson Holding Company D/B/A LRPa, LLC.,

Sworn to and subscribed before me this date

December 31, 2009

[Signature]
Notary Public

NOTARIAL SEAL
VANESSA WILSBACH, Notary Public
Lansdale, Montgomery County

My Commission Expires January 13, 2013

My Commission Expires

Statement of Advertising Costs

GREGORY C. OTT
PO BOX 64196
SOUDERTON, PA 18964

For publishing the notice or advertisement attached hereto on

the above stated date	\$	45.49
Notary Fee	\$	2.00
Total	\$	47.49

Publisher's Receipt for Advertising Costs

GOODSON HOLDING COMPANY D/B/A LRPa, LLC., a corporation, publisher of THE REPORTER, a daily newspaper, hereby acknowledges receipt of the aforesaid advertising and publication, and certifies that the same have been fully paid.

By.....

Lansdale, Pa.
Established 1870