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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , and ending

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE WILLIAM BROWN FOUNDATION INC.		A Employer identification number 13-3307838
	C/O MORRISON COHEN LLP		B Telephone number 212-735-8600
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	
	909 THIRD AVENUE		
City or town, state, and ZIP code NEW YORK, NY 10022		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 foundation			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,795,456. (Part I, column (d) must be on cash basis)		J Accounting method: ☒ Cash ☐ Accrual ☐ 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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	2,000,000.		N/A	
2	Check ☐ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	283.	283.		STATEMENT 1
4	Dividends and interest from securities	49,060.	49,060.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<146,264.>			
b	Gross sales price for all assets on line 6a	791,661.			
7	Capital gain net income (from Part IV, line 2)		0.		
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)				
11	Other income	4.	4.		STATEMENT 3
12	Total. Add lines 1 through 11	1,903,083.	49,347.		
13	Compensation of officers, directors, trustees, etc	90,000.	45,000.		45,000.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 4	63,080.	37,848.		25,232.
b	Accounting fees STMT 5	25,000.	25,000.		0.
c	Other professional fees				
17	Interest				
18	Taxes STMT 6	1,141.	859.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 7	19,969.	15,308.		4,661.
24	Total operating and administrative expenses. Add lines 13 through 23	199,190.	124,015.		74,893.
25	Contributions, gifts, grants paid	313,250.			313,250.
26	Total expenses and disbursements. Add lines 24 and 25	512,440.	124,015.		388,143.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	1,390,643.			
b	Net investment income (if negative, enter -0-)		0.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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C/O MORRISON COHEN LLP

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	235,912.	609,240.	609,240.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		1,518.	1,518.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	341,419.	2,163,554.	2,460,755.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	1,959,707.	1,365,492.	1,723,943.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	2,537,038.	4,139,804.	4,795,456.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted and complete lines 24 through 26 and lines 30 and 31.			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	364,860.	364,860.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,172,178.	3,774,944.	
30 Total net assets or fund balances	2,537,038.	4,139,804.		
31 Total liabilities and net assets/fund balances	2,537,038.	4,139,804.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,537,038.
2 Enter amount from Part I, line 27a	2	1,390,643.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	212,123.
4 Add lines 1, 2, and 3	4	4,139,804.
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	4,139,804.

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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			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 791,661.		937,925.	<146,264.>

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			<146,264.>

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	<146,264.>
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). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	180,518.	2,907,834.	.062080
2007	174,537.	3,068,378.	.056882
2006	143,036.	2,702,733.	.052923
2005	129,607.	2,454,756.	.052798
2004	124,982.	2,427,997.	.051475

2 Total of line 1, column (d)	2 .276158
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 .055232
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4 3,995,007.
5 Multiply line 4 by line 3	5 220,652.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 0.
7 Add lines 5 and 6	7 220,652.
8 Enter qualifying distributions from Part XII, line 4	8 388,143.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ 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	0.
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	0.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,518.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,518.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,518.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☒ 1,518. Refunded ☐	11	0.	

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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 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? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ NY		
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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		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 ► "N/A"	13	X	
14	The books are in care of ► MORRISON COHEN LLP Telephone no. ► 212-735-8600 Located at ► 909 THIRD AVENUE, NEW YORK, NY ZIP+4 ► 10022			
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		N/A

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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	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 2009?		1c
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ►	☐ Yes ☒ 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.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2009 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 2009)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2009?		4b

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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)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

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?

N/A

☐ 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?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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.

(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
JEROME TARNOFF	DIRECTOR			
909 THIRD AVE				
NEW YORK, NY 10022	5.00	30,000.	0.	0.
MARK WEINGARTEN	DIRECTOR			
20 HARTFORD LANE				
WHITE PLAINS, NY 10603	5.00	30,000.	0.	0.
GEOFFREY BAREFOOT	DIRECTOR			
1058 OLD ORCHARD ROAD				
GIBSONIA, PA 15044	5.00	30,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

0

Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. 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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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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	3,169,649.
b	Average of monthly cash balances	1b	886,196.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,055,845.
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	4,055,845.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	60,838.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,995,007.
6	Minimum investment return. Enter 5% of line 5	6	199,750.

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

1	Minimum investment return from Part X, line 6	1	199,750.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	199,750.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	199,750.
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	199,750.

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	388,143.
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	388,143.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	388,143.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				199,750.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008	20,988.			
f Total of lines 3a through e	20,988.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$	388,143.			
a Applied to 2008, 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 2009 distributable amount				199,750.
e Remaining amount distributed out of corpus	188,393.			
5 Excess distributions carryover applied to 2009 (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:	209,381.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	209,381.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008	20,988.			
e Excess from 2009	188,393.			

Part XVII

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

- | | | Yes | No |
|----------|--|-----|----|
| 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 | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 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
N/A		

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 or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer or trustee

Date _____

➤ **Title**

Preparer's
signature 

Date _____

Check if self-employed	
------------------------	--

Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code **J.H. COHN LLP
27 CHRISTOPHER WAY
EATONTOWN, NEW JERSEY 07724**

EIN ►

Phone no. (732) 578-0700

Form **990-PF** (2009)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2009

Name of the organization

THE WILLIAM BROWN FOUNDATION INC.
C/O MORRISON COHEN LLP

Employer identification number

13-3307838

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization
THE WILLIAM BROWN FOUNDATION INC.
C/O MORRISON COHEN LLP

Employer identification number

13-3307838

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	WILLIAM BROWN CHAR REM UNITRUST C/O MORRISON, COHEN, 909 THIRD AVE NEW YORK, NY 10022	\$ 2,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization

THE WILLIAM BROWN FOUNDATION INC.
C/O MORRISON COHEN LLP

Employer identification number

13-3307838

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

THE WILLIAM BROWN FOUNDATION INC.

C/O MORRISON COHEN LLP

13-3307838

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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 SANFORD BERNSTEIN 888-21465 *SEE ATTACHED		P	VARIOUS	VARIOUS
b 30 SHRS VIACOM INC CLASS B		P	VARIOUS	01/07/09
c 20 SHRS MORGAN STANLEY		P	VARIOUS	04/09/09
d 60 SHRS ALLSTATE CORP		P	VARIOUS	06/02/09
e 15 SHRS MORGAN STANLEY		P	VARIOUS	06/25/09
f 25 SHRS CBS CORP CLASS B		P	VARIOUS	10/20/09
g 25 SHRS CBS CORP CLASS B		P	VARIOUS	11/13/09
h 10 SHRS ALLSTATE CORP		P	VARIOUS	11/30/09
i 80 SHRS VIACOM INC CLASS B		P	VARIOUS	12/02/09
j 11 SHRS MIDCAP SPDR TR SER1 S&P		P	VARIOUS	VARIOUS
k 23 SHRS STANDARD & POOR DEP RCPTS SER 1		P	VARIOUS	VARIOUS
l 5,240 SHRS ISHARES INC MSCI EMU INDEX FD		P	VARIOUS	01/30/09
m 825 SHRS MIDCAP SPDR TR SER 1 S&P		P	VARIOUS	01/30/09
n 806 SHRS STANDARD & POORS DEP RCPTS SER 1		P	VARIOUS	01/30/09
o CAPITAL GAINS DIVIDENDS				

(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 508,491.		595,514.	<87,023.>
b 595.			595.
c 481.			481.
d 1,592.			1,592.
e 420.			420.
f 685.			685.
g 327.			327.
h 281.			281.
i 2,400.			2,400.
j 1,269.		1,652.	<383.>
k 1,905.		2,537.	<632.>
l 132,769.		158,347.	<25,578.>
m 74,571.		80,612.	<6,041.>
n 65,869.		99,263.	<33,394.>
o 6.			6.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<87,023.>
b			595.
c			481.
d			1,592.
e			420.
f			685.
g			327.
h			281.
i			2,400.
j			<383.>
k			<632.>
l			<25,578.>
m			<6,041.>
n			<33,394.>
o			6.

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	<146,264.>
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BEAR STEARNS 220-14026	74.
JP MORGAN CHASE CHECKING 967659515	187.
SANFORD BERNSTEIN 888-21465	12.
UBS PAINE WEBBER VU63270YA	10.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	283.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BEAR STEARNS 220-14026	15,451.	0.	15,451.
BERNSTEIN	28,850.	0.	28,850.
JP MORGAN Q00907008	9.	0.	9.
PERSHING N7H-002032	3,693.	0.	3,693.
UBS PAINE WEBBER VU63270YA	1,063.	6.	1,057.
TOTAL TO FM 990-PF, PART I, LN 4	49,066.	6.	49,060.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS	4.	4.	
TOTAL TO FORM 990-PF, PART I, LINE 11	4.	4.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	63,080.	37,848.		25,232.
TO FM 990-PF, PG 1, LN 16A	63,080.	37,848.		25,232.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTANT	25,000.	25,000.		0.
TO FORM 990-PF, PG 1, LN 16B	25,000.	25,000.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID ON \$6,58.19 FOREIGN DIVIDENDS EARNED	859.	859.		0.
FEDERAL EXCISE TAX	282.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,141.	859.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	15,308.	15,308.		0.
NEW YORK STATE REG FEE	250.	0.		250.
FOUNDATION MEETING EXPENSE	2,274.	0.		2,274.
TRAVEL EXPENSE	2,137.	0.		2,137.
TO FORM 990-PF, PG 1, LN 23	19,969.	15,308.		4,661.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
ADJUSTMENT TO SECURITIES COST BASIS BASED ON RECENTLY OBTAINED INFORMATION.	204,792.
RECONCILIATION TO CASH DUE TO VOIDING OF CHECKS	6,531.
PREPAID TAXES	800.
TOTAL TO FORM 990-PF, PART III, LINE 3	212,123.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
2900 I SHARES, INC ,SCI EMU (UBS)	0.	0.
788 S&P DEP REC UNITS SER I (UBS)	0.	0.
820 S&P 400 MID CAP DEP REC (UBS)	0.	0.
BEAR STEARNS 888-21465	963,056.	1,129,139.
BERNSTEIN INVESTMENT ACCOUNT 888-21465	669,946.	699,682.
PERSHING ADVISOR N7H-002032	530,552.	631,934.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,163,554.	2,460,755.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BERNSTEIN INVESTMENT ACCOUNT 888-21465	COST	292,774.	295,788.
JP MORGAN Q00907008	COST	0.	1,340.
PERSHING ADVISOR N7H-002032	COST	72,718.	82,735.
PROTEGE PARTNERS	COST	1,000,000.	1,344,080.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,365,492.	1,723,943.

FORM 990-PF	GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR	STATEMENT 11
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RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALBERT EINSTEIN COLLEGE OF MEDICINE IRA LIPSON DIRECTOR, 1300 MORRIS PL AVE, MAZER 725 BRONX, NY	NONE SPECIFIED - DEPT OF OBSTETRICS & GYNECOLOGY & WOMEN HEALTH	PUBLIC	10,000.
ALL SAINTS EPISCOPAL CHURCH 230 EAST 60TH STREET NEW YORK, NY 10022	NONE UNSPECIFIED	PUBLIC	250.
AMERICAN DIABETES ASSOCIATION PO BOX 7023 MERRIFIELD, VA 22116	NONE UNSPECIFIED	PUBLIC	5,000.
AMERICAN HEART ASSOCIATION 122 EAST 42ND STREET, 18TH FLOOR NEW YORK, NY 10168	NONE UNSPECIFIED	PUBLIC	4,000.
ARBUTUS PARK RETIREMENT COMMUNITY 207 OTTAWA STREET JOHNSTON, PA 15904	NONE UNSPECIFIED	PUBLIC	7,000.

ARTHRITIS FOUNDATION NEW YORK CHAPTER 122 EAST 42ND STREET, 18TH FLOOR NEW YORK, NY 10168	NONE UNSPECIFIED	PUBLIC	500.
BLYTHEDALE CHILDRENS HOSPITAL BETSY BOWMAN, CDO; 95 BRADHURST AVENUE VALHALLA, NY 10595	NONE UNSPECIFIED	PUBLIC	10,000.
CHILDREN'S HOSPITAL OF PITTSBURGH 4401 PENN AVENUE PITTSBURGH , PA 15224	NONE UNSPECIFIED	PUBLIC	4,000.
CHILDREN OF FALLEN SOLDIERS RELIEF FUND PO BOX 3968 GAITHERSBURG, MD 20885	NONE UNSPECIFIED	PUBLIC	2,000.
COLUMBIA LAW SCHOOL DEVELOPMENT ALUMNI RELATIONS, 435 WEST 116TH ST BOX A-2 NY, NY 10027	NONE UNSPECIFIED	PUBLIC	10,000.
COOKE CENTER FOR LEARNING 475 RIVERSIDE DRIVE, SUITE 730 NEW YORK, NY 10115	NONE UNSPECIFIED	PUBLIC	500.
CROHN'S AND COLITIS FOUNDATION OF AMERICA - FAIRFIELD/WESTCHESTER - 200 BLOOMINGDALE ROAD WHITE PLAINS, NY 10605	NONE UNSPECIFIED	PUBLIC	6,000.
FISHER HOUSE FOUNDATION INC 111 ROCKVILLE PIKE SUITE 420 ROCKVILLE , MD 20850	NONE UNSPECIFIED	PUBLIC	3,500.
GRAND STREET SETTLEMENT DEVELOPMENT DEPARTMENT, 80 PITT STREET NEW YORK, NY 10027	NONE UNSPECIFIED	PUBLIC	500.
GYNECOLOGIC CANCER FOUNDATION 230 W MONROSE, SUITE 2528 CHICAGO , IL 60606	NONE UNSPECIFIED	PUBLIC	5,000.

HOSPITAL FOR SPECIAL SURGERY-FOOT AND ANKLE DEPT 535 EAST 70TH STREET NEW YORK, NY 10021	NONE UNSPECIFIED	PUBLIC	7,500.
IMMUNE DEFICIENCY FOUNDATION PO BOX 758695 BALTIMORE, MA 21275	NONE UNSPECIFIED	PUBLIC	5,000.
INGOMAR UNITED METHODIST CHURCH 1501 W INGOMAR ROAD PITTSBURGH, PA 15237	NONE UNSPECIFIED	PUBLIC	6,000.
INTL SOCIETY FOR STEM CELL RESEARCH 111 DEER LAKE ROAD, SUITE 100 DEERFIELD, IL 60015	NONE UNSPECIFIED	PUBLIC	4,000.
INTL WALDENSTROM'S MACROGLOBULINEMIA FOUNDATION 39320 SWIFT ROAD, ATTN JIM BUNTON, TREASURER SARASOTA, FL	NONE UNSPECIFIED	PUBLIC	12,500.
JEWISH GUILD FOR THE BLIND DIRECTOR OF DEVELOPMENT, 15 WEST 65TH STREET NEW YORK, NY 10023	NONE UNSPECIFIED	PUBLIC	2,500.
JUVENILE DIABETES RESEARCH FOUNDATION 26 BROADWAY. 14TH FLOOR NEW YORK, NY 10004	NONE UNSPECIFIED	PUBLIC	4,000.
LENOX HILL HOSPITAL DEVELOPMENT DEPARTMENT, 100 EAST 77TH STREET NEW YORK, NY 10023	NONE UNSPECIFIED	PUBLIC	10,000.
LENOX HILL HOSPITAL-AUXILIARY DEVELOPMENT DEPARTMENT, 100 EAST 77TH STREET NEW YORK, NY 10021	NONE UNSPECIFIED	PUBLIC	10,000.
LOVING CARE MINISTRY 227 LINDEN BLVD SUITE 2F, ATTN CLAUDETTE JOSEPH BROOKLYN, NY 11226	NONE UNSPECIFIED	PUBLIC	2,500.

MARS HOME FOR YOUTH 521 ROUTE 228 MARS, PA 16046	NONE UNSPECIFIED	PUBLIC	5,000.
MARS AREA PUBLIC LIBRARY 107 GRAND AVENUE PO BOX 415 MARS, PA 16046	NONE UNSPECIFIED	PUBLIC	1,000.
MAKE-A-WISH FOUNDATION 1034 SALEM ROAD UNION, NJ 07083	NONE UNSPECIFIED	PUBLIC	4,000.
MONTAFINTA HOSPITAL 111 EAST 210TH STREET BRONX, NY 10467	NONE UNSPECIFIED	PUBLIC	1,500.
MULTIPLE EYELOMA RESEARCH FOUNDATION 383 MAIN AVENUE, 5TH FLOOR NORWALK, CT 06851	NONE UNSPECIFIED	PUBLIC	5,000.
NORTH HILLS PASSAVANT HOSPITAL 9100 BABCOCK BOULEVARD PITTSBURGH, PA 15237	NONE UNSPECIFIED	PUBLIC	5,000.
NY FOUNDATION FOR SENIOR CITIZENS 11 PARK PLACE, 14TH FLOOR NEW YORK, NY 10007	NONE UNSPECIFIED	PUBLIC	7,500.
NY MEDICAL COLLEGE - OFFICE OF UNIVERSITY DEVELOPMENT, ADMINISTRATION BLDG VALHALLA, NY 10595	NONE UNSPECIFIED	PUBLIC	5,000.
NY PRESBYTERIAN HOSPITAL OFFICE OF DEVELOPMENT, 525 EAST 68TH STREET BOX 123 NEW YORK, NY 10021	NONE UNSPECIFIED	PUBLIC	10,500.
NY PRESBYTERIAN HOSPITAL WELL CORNELL MEDICAL OFFICE OF DEVELOPMENT, 525 EAST 68TH STREET BOX 123 NEW YORK,	NONE UNSPECIFIED	PUBLIC	5,000.

PENNSYLVANIA ALZHEIMERS FOUNDATION 3544 NORTH PROGRESS AVENUE SUITE 205 HARRISBURG, PA 17110	NONE UNSPECIFIED	PUBLIC	7,500.
PITTSBURGH COMMUNITY FOOD BANK 1 N LINDEN STREET DUQUESNE, PA 15110-1097	NONE UNSPECIFIED	PUBLIC	1,000.
PITTSBURGH CULTURAL TRUST 803 LIBERTY AVENUE PITTSBURGH, PA 15222	NONE UNSPECIFIED	PUBLIC	8,500.
RIVERDALE COUNTRY SCHOOL 5250 FIELDSTON ROAD RIVERDALE, NY 10471	NONE UNSPECIFIED	PUBLIC	3,000.
RONALD MCDONALD HOUSE CHARITABLE ACCOUNTING, ONE KROC DRIVE OAK BROOK, IL 60523	NONE UNSPECIFIED	PUBLIC	7,500.
RYE COUNTRY DAY SCHOOL CEDAR STREET RYE, NY 10580	NONE UNSPECIFIED	PUBLIC	3,000.
SAINT BARNABAS CHARITIES 5850 MERIDIAN ROAD GIBSONIA, PA 15044	NONE UNSPECIFIED	PUBLIC	7,000.
ST FRANCIS UNIVERSITY 180 REMSEN STREET BROOKLYN HEIGHTS, NY 11201	NONE UNSPECIFIED	PUBLIC	4,000.
ST THOMAS CHURCH ONE WEST 53RD STREET NEW YORK, NY 10019	NONE UNSPECIFIED	PUBLIC	1,000.
STEVENS INSTITUTE-WM BROWN SCHOLARSHIP CASTLE POINT ON HUDSON HOBOKEN, NJ 07030	NONE SPECIFIED - WILLIAM BROWN SCHOLARSHIP	PUBLIC	15,000.

SYRACUSE UNIVERSITY OFFICE OF DEVELOPMENT, 820 COMSTOCK AVENUE SYRACUSE, NY 13244	NONE UNSPECIFIED	PUBLIC	24,000.
TEMPLE EMANU-EL CITY OF NEW YORK ANNUAL FUND CONGREGATION MANU-EL OF THE CITY OF NEW YORK NEW YORK, NY 10065	NONE UNSPECIFIED	PUBLIC	7,500.
THE JEWISH MUSEUM DEVELOPMENT DEPARTMENT, 1109 5TH AVENUE NEW YORK, NY 10128	NONE UNSPECIFIED	PUBLIC	2,500.
THE JEWISH THEOLOGICAL SEMINARY OF AMERICA DEVELOPMENT OFFICE, BOX 62, 3080 BROADWAY NEW YORK, NY 10027	NONE UNSPECIFIED	PUBLIC	2,500.
THE SMILE TRAIN PO BOX 96231 WASHINGTON, DC 20090	NONE UNSPECIFIED	PUBLIC	4,000.
UJA FEDERATION 130 EAST 59TH STREET NEW YORK, NY 10022	NONE UNSPECIFIED	PUBLIC	10,000.
UNITED JEWISH FEDERATION OF PITTSBURGH 3234 MCKEE PLACE PITTSBURGH , PA 15213	NONE UNSPECIFIED	PUBLIC	5,000.
UNIVERSITY OF PITTSBURGH CANCER INSTITUTE - DEVELOPMENT UPMC CANCER PAVILLION SUITE 1B 5150 CENTRE AVE PITTSBURGH, PA 15232	NONE UNSPECIFIED	PUBLIC	5,000.
VALHALLA UNION FREE SCHOOL DISTRICT 316 COLUMBUS AVENUE VALHALLA, NY 10595	NONE SPECIFIED - GARY RANUM SCHOLARSHIP	PUBLIC	1,500.
WESLEYAN SOCIETY - WEST VIRGINIA WESLEYAN COLLEGE WESLEYAN STATION MIDDLETOWN, CT 06459	NONE UNSPECIFIED	PUBLIC	7,000.

THE WILLIAM BROWN FOUNDATION INC. C/O MO

13-3307838

WESTCHESTER MEDICAL CENTER
FOUNDATION
100 WOODS ROAD VALHALLA, NY
10595

NONE
UNSPECIFIED

PUBLIC

5,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

313,250.

Capital Gains Report

THE WILLIAM BROWN FOUNDATION (Account: 888-21465)

January 1, 2009 through December 31, 2009

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
04/17/2009	12/18/2009	25	TARGET CORP	47.53	40.23	1,188.25	1,005.79	182.46
06/12/2007	12/16/2009	10	TRAVELERS COS INC/THE	49.59	54.15	495.87	541.52	-45.65
11/28/2007	12/16/2009	5	TRAVELERS COS INC/THE	49.59	51.30	247.94	256.48	-8.54
04/25/2008	12/16/2009	29	TIME WARNER INC	30.09	30.75	872.66	891.64	-18.98
05/15/2008	12/16/2009	18	TIME WARNER INC	30.09	35.15	481.47	562.34	-80.87
04/25/2008	12/16/2009	16	TIME WARNER CABLE	43.37	43.04	693.94	688.69	5.25
05/15/2008	12/16/2009	4	TIME WARNER CABLE	43.37	53.37	173.49	213.49	-40.00
04/25/2008	12/16/2009	40	***TOTAL SA-SPON ADR	63.52	82.04	2,540.80	3,281.79	-740.99
05/19/2009	12/16/2009	15	US BANCORP	22.02	19.00	330.24	285.07	45.17
05/27/2009	12/16/2009	15	US BANCORP	22.02	18.62	330.23	279.27	50.96
07/27/2009	12/16/2009	40	VALERO ENERGY CORP	16.71	18.70	668.41	748.02	-79.61
04/30/2009	12/16/2009	40	***VODAFONE GROUP PLC-SP ADR	23.22	18.42	928.80	736.84	191.96
06/08/2009	12/16/2009	10	***VODAFONE GROUP PLC-SP ADR	23.22	18.09	232.20	180.86	51.34
04/25/2008	12/16/2009	9	WAL-MART STORES INC	53.32	57.92	479.88	521.26	-41.38
10/18/2008	12/16/2009	15	WAL-MART STORES INC	53.32	50.41	799.79	758.15	43.64
10/28/2008	12/16/2009	5	WAL-MART STORES INC	53.32	51.31	266.60	256.55	10.05
09/14/2005	12/16/2009	2,120	BERNSTEIN INTERMEDIATE	13.30	13.36	28,200.00	28,327.22	-127.22
		.301	DURATION PORTFOLIO					
09/14/2005	12/16/2009	107	BERNSTEIN EMERGING MARKETS	28.55	42.22	3,025.94	4,520.24	-1,494.30
		.058	PORTFOLIO					
12/07/2005	12/16/2009	103	BERNSTEIN EMERGING MARKETS	28.55	34.32	2,923.17	3,549.44	-626.27
		.422	PORTFOLIO					
12/12/2006	12/16/2009	82	BERNSTEIN EMERGING MARKETS	28.55	36.89	2,324.33	3,017.23	-692.90
		.235	PORTFOLIO					
12/11/2007	12/16/2009	123	BERNSTEIN EMERGING MARKETS	28.55	40.96	3,483.80	5,048.57	-1,564.77
		.257	PORTFOLIO					
04/25/2008	12/16/2009	277	BERNSTEIN EMERGING MARKETS	28.55	39.95	7,842.76	11,085.08	-3,242.32
		.477	PORTFOLIO					
09/14/2005	12/16/2009	1,552	BERNSTEIN INTERNATIONAL	15.14	22.77	23,500.00	35,343.15	-11,843.15
		.180	PORTFOLIO					
07/28/2009	12/16/2009	1	NVR INC	690.77	610.32	690.77	610.32	80.45
SUBTOTAL FOR LONG-TERM						508,491.13	595,513.65	-87,022.52
ZERO COST								
01/01/1950	01/07/2009	30	VIACOM INC-CLASS B	19.83	0.00	594.79		594.79
01/01/1950	04/08/2009	20	MORGAN STANLEY	24.07	0.00	481.47		481.47
01/01/1950	06/02/2009	60	ALLSTATE CORP	26.53	0.00	1,591.98		1,591.98
01/01/1950	06/25/2009	15	MORGAN STANLEY	27.98	0.00	419.71		419.71
01/01/1950	10/20/2009	50	CBS CORP-CLASS B	13.69	0.00	684.62		684.62
01/01/1950	11/13/2009	25	CBS CORP-CLASS B	13.09	0.00	327.31		327.31
01/01/1950	11/30/2009	10	ALLSTATE CORP	28.10	0.00	280.95		280.95
01/01/1950	12/02/2009	80	VIACOM INC-CLASS B	30.00	0.00	2,400.14		2,400.14
SUBTOTAL FOR ZERO COST						6,780.97	0.00	6,780.97

Capital Gains Report

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
11/09/2009	12/16/2009	75	FORD MOTOR CO	9.50	8.08	712.23	605.76	106.47
06/05/2009	12/16/2009	10	FREEMONT-MCHORAN COPPER	79.23	57.49	792.29	574.95	217.34
07/08/2008	12/16/2009	2	GOLDMAN SACHS GROUP INC	164.86	170.10	329.73	340.20	-10.47
09/09/2008	12/16/2009	5	GOLDMAN SACHS GROUP INC	164.86	162.35	824.31	811.73	12.58
10/28/2008	12/16/2009	7	GOLDMAN SACHS GROUP INC	164.86	95.25	1,154.04	866.75	487.29
11/04/2008	12/16/2009	3	GOLDMAN SACHS GROUP INC	164.86	89.05	164.86	89.05	75.81
11/07/2008	12/16/2009	1	GOLDMAN SACHS GROUP INC	164.86	79.43	494.59	238.30	256.29
03/30/2007	12/16/2009	1	GOOGLE INC-CL A	597.48	480.61	597.48	460.61	136.87
08/15/2007	12/16/2009	1	GOOGLE INC-CL A	597.48	508.64	597.48	508.64	88.84
02/20/2008	12/16/2009	1	GOOGLE INC-CL A	597.48	504.25	597.48	504.25	93.24
04/25/2008	12/16/2009	1	GOOGLE INC-CL A	597.48	548.34	597.48	548.34	49.14
04/25/2008	12/16/2009	40	HEWLETT-PACKARD CO	51.33	47.19	2,053.04	1,887.64	165.40
06/09/2008	12/16/2009	5	HEWLETT-PACKARD CO	51.33	47.66	256.63	238.32	18.31
09/05/2008	12/16/2009	55	INTEL CORP	19.46	20.37	1,070.33	1,120.39	-50.06
04/22/2009	12/16/2009	55	INTEL CORP	19.46	15.66	1,070.33	861.54	208.79
05/29/2008	12/16/2009	20	JPMORGAN CHASE & CO	41.35	42.90	827.03	858.04	-31.01
09/28/2008	12/16/2009	40	JPMORGAN CHASE & CO	41.35	40.50	1,654.07	1,620.00	34.07
09/23/2008	12/16/2009	30	KOHL'S CORP	54.42	47.51	1,632.51	1,425.18	207.33
04/23/2009	12/16/2009	15	LOWE'S COS INC	23.72	20.66	355.81	309.91	45.90
05/13/2009	12/16/2009	50	LOWE'S COS INC	23.72	18.97	1,186.03	948.72	237.31
05/14/2009	12/16/2009	10	LOWE'S COS INC	23.72	19.02	237.20	190.22	46.98
01/13/2009	12/16/2009	35	METLIFE INC	36.66	28.99	1,283.04	1,014.57	268.47
04/25/2008	12/16/2009	20	MEDCO HEALTH SOLUTIONS INC	63.01	51.23	1,260.22	1,024.67	235.55
04/25/2008	12/16/2009	49	MERCK & CO. INC.	37.76	40.62	1,850.14	1,990.27	-140.13
04/30/2008	12/16/2009	20	MERCK & CO. INC.	37.76	38.01	755.15	760.17	-5.02
06/25/2008	12/16/2009	6	MERCK & CO. INC.	37.76	38.76	226.55	220.57	5.98
06/11/2009	12/16/2009	45	MASCO CORP	13.97	10.08	628.52	453.69	174.83
05/27/2009	12/16/2009	20	NATIONAL - OILWELL INC	44.92	37.19	898.35	743.74	154.61
06/05/2009	12/16/2009	30	**NEXEN INC	22.96	24.83	688.73	744.80	-56.07
12/05/2008	12/16/2009	30	NEWS CORP	13.32	7.70	399.46	231.15	168.31
01/30/2009	12/16/2009	100	NEWS CORP	13.32	7.78	1,331.52	778.03	553.49
01/30/2009	12/16/2009	21	OCCIDENTAL PETROLEUM CORP	79.24	54.54	1,664.06	1,145.40	518.66
06/12/2007	12/16/2009	3	PEPSICO INC	60.70	66.43	182.10	199.30	-17.20
04/25/2008	12/16/2009	22	PEPSICO INC	60.70	67.48	1,335.39	1,484.54	-149.15
04/03/2008	12/16/2009	75	PFIZER INC	18.48	25.18	1,386.01	1,888.15	-502.14
05/18/2008	12/16/2009	30	PFIZER INC	18.48	24.04	554.40	721.35	-166.95
06/13/2008	12/16/2009	20	PFIZER INC	18.48	23.24	369.60	464.86	-95.26
06/16/2008	12/16/2009	15	QUALCOMM INC	44.73	49.68	670.69	745.16	-74.27
07/23/2008	12/16/2009	25	QUALCOMM INC	44.73	43.40	1,118.15	1,085.06	33.09
05/15/2007	12/16/2009	15	SCHLUMBERGER LTD	63.51	75.87	952.64	1,138.07	-185.43
08/15/2007	12/16/2009	5	SCHLUMBERGER LTD	63.51	88.95	317.55	444.74	-127.19
10/30/2007	12/16/2009	15	SCHLUMBERGER LTD	63.51	97.24	952.64	1,458.60	-505.96
09/15/2005	12/16/2009	125	SPRINT NEXTEL CORP	3.93	22.57	491.65	2,821.40	-2,329.75
11/06/2008	12/16/2009	25	SPRINT NEXTEL CORP	3.93	19.13	98.33	478.14	-379.81
04/10/2008	12/16/2009	100	SPRINT NEXTEL CORP	3.93	6.51	393.32	650.96	-257.64
04/25/2008	12/16/2009	175	SPRINT NEXTEL CORP	3.93	7.84	688.31	1,371.16	-682.85
04/25/2008	12/16/2009	50	SPRINT NEXTEL CORP	3.93	7.84	196.66	391.78	-195.10
09/15/2008	12/16/2009	25	SPRINT NEXTEL CORP	3.93	6.81	98.33	170.19	-71.86
09/15/2008	12/16/2009	100	SPRINT NEXTEL CORP	3.93	6.81	393.32	680.75	-287.43

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
04/21/2009	12/10/2009	15	***ACE LTD	50.05	44.58	750.68	668.74	81.94
08/17/2009	12/10/2009	40	BLACK & DECKER CORP	62.54	40.53	2,501.64	1,621.24	880.40
07/28/2009	12/10/2009	24	CATERPILLAR INC	56.81	42.81	1,363.46	1,027.34	336.12
01/23/2009	12/10/2009	125	CORNING INC	18.36	9.80	2,294.58	1,224.78	1,069.80
04/30/2009	12/10/2009	18	VISA INC - CLASS A SHRS	81.90	67.09	1,474.19	1,207.57	266.62
04/21/2009	12/14/2009	14	***ACE LTD	50.17	44.58	702.33	624.16	78.17
04/25/2009	12/14/2009	30	TIME WARNER INC	30.46	30.75	913.84	922.38	-8.54
04/23/2009	12/15/2009	22	PROCTER & GAMBLE CO	62.19	49.16	1,368.07	1,081.44	286.63
05/19/2009	12/16/2009	8	AMAZON.COM INC	128.20	75.98	1,153.76	683.80	469.96
05/19/2009	12/16/2009	6	AMAZON.COM INC	128.20	75.98	769.17	455.86	313.31
09/23/2009	12/16/2009	25	AETNA INC	33.71	30.08	842.70	751.89	90.81
07/09/2009	12/16/2009	30	ALTRIA GROUP INC	19.67	18.35	590.23	490.59	99.64
10/30/2009	12/16/2009	20	AMERIPRISE FINANCIAL INC	38.10	34.65	782.05	693.09	88.96
08/20/2007	12/16/2009	15	AT&T INC	27.54	38.63	413.17	579.38	-166.21
08/22/2007	12/16/2009	15	AT&T INC	27.54	39.54	413.16	593.09	-178.93
08/17/2007	12/16/2009	25	AT&T INC	27.54	40.21	688.61	1,005.30	-316.69
09/26/2007	12/16/2009	15	AT&T INC	27.54	40.36	413.16	605.37	-192.21
10/01/2007	12/16/2009	20	AT&T INC	27.54	42.86	550.89	857.25	-306.36
10/17/2007	12/16/2009	10	AT&T INC	27.54	42.22	275.44	422.17	-146.73
10/22/2007	12/16/2009	10	AT&T INC	27.54	41.72	275.44	417.19	-141.75
11/09/2007	12/16/2009	15	AT&T INC	27.54	41.09	413.17	618.39	-203.22
03/05/2008	12/16/2009	10	AT&T INC	27.54	39.60	275.44	395.96	-120.52
04/25/2008	12/16/2009	5	AT&T INC	27.54	35.28	137.72	352.79	-215.07
08/04/2009	12/16/2009	30	***ARCELORMITTAL-NY REGISTERED	43.11	34.17	1,293.32	1,025.23	268.09
08/05/2009	12/16/2009	10	***ARCELORMITTAL-NY REGISTERED	43.11	35.34	431.10	353.39	77.71
04/21/2009	12/16/2009	18	***ACE LTD	49.02	44.58	784.28	713.33	70.95
04/25/2008	12/16/2009	13	APPLE INC	194.74	169.00	2,531.62	2,198.94	334.68
04/25/2008	12/16/2009	17	COSTCO WHOLESALE CORP	58.83	70.67	1,000.12	1,201.42	-201.30
11/13/2008	12/16/2009	8	COSTCO WHOLESALE CORP	58.83	48.47	470.64	387.75	82.89
03/24/2009	12/16/2009	6	CHEVRON CORP	77.73	69.70	466.38	418.23	48.15
04/14/2009	12/16/2009	10	CHEVRON CORP	77.73	66.56	777.30	665.58	111.72
04/25/2008	12/16/2009	45	CBS CORP-CLASS B	14.29	22.01	643.16	990.60	-347.44
11/26/2007	12/16/2009	10	CAMERON INTERNATIONAL CORP	39.49	47.63	394.95	476.30	-81.35
04/22/2008	12/16/2009	9	CAMERON INTERNATIONAL CORP	39.49	50.17	355.45	451.57	-96.12
02/08/2008	12/16/2009	6	CAMERON INTERNATIONAL CORP	39.49	21.88	236.97	131.29	105.68
04/25/2008	12/16/2009	3	CHE GROUP INC	331.45	483.86	894.35	1,451.58	-457.23
07/08/2008	12/16/2009	2	CHE GROUP INC	331.45	332.67	662.90	665.34	-2.44
11/07/2008	12/16/2009	1	CHE GROUP INC	331.45	264.09	331.45	264.09	67.36
05/05/2008	12/16/2009	15	CELGENE CORP	51.72	65.13	775.80	976.90	-201.10
04/29/2008	12/16/2009	80	CISCO SYSTEMS INC	23.39	25.67	1,871.22	2,053.49	-182.27
01/23/2009	12/16/2009	15	CORNING INC	18.77	9.80	281.61	146.97	134.64
09/29/2009	12/16/2009	20	CORNING INC	18.77	15.17	375.47	303.32	72.15
08/12/2008	12/16/2009	10	DEVON ENERGY CORPORATION	68.00	92.31	680.00	923.13	-243.13
03/02/2009	12/16/2009	12	DANAHER CORP	72.90	49.68	874.76	586.12	278.64
05/07/2009	12/16/2009	8	DANAHER CORP	72.90	61.02	583.18	488.20	94.98
03/31/2009	12/16/2009	20	THE WALT DISNEY CO.	32.44	18.07	648.84	361.46	287.38
04/20/2009	12/16/2009	15	DU PONT (E.I.) DE NEMOURS	32.57	27.05	488.61	405.82	82.79
05/04/2009	12/16/2009	5	DU PONT (E.I.) DE NEMOURS	32.57	29.22	162.87	146.09	16.78

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
07/23/2008	11/04/2009	6	APACHE CORP	98.90	111.73	593.41	670.37	-76.96
09/22/2008	11/04/2009	2	APACHE CORP	98.90	120.28	197.80	240.56	-42.76
10/09/2008	11/04/2009	10	APACHE CORP	98.90	79.87	989.01	190.31	326.17
10/10/2008	11/04/2009	10	APACHE CORP	98.90	66.28	989.01	662.84	153.07
03/28/2008	11/04/2009	70	SCHERING-PLOUGH CORP	10.50	8.31	735.00	581.93	172.98
04/25/2008	11/04/2009	65	SCHERING-PLOUGH CORP	10.50	7.84	682.50	509.52	38.27
04/27/2009	11/04/2009	35	SCHERING-PLOUGH CORP	10.50	9.41	367.50	329.23	42.68
05/04/2009	11/04/2009	55	SCHERING-PLOUGH CORP	10.50	9.72	577.50	534.82	129.94
04/24/2009	11/04/2009	13	UNION PACIFIC CORP	59.60	49.60	774.75	644.81	-230.76
03/03/2008	11/06/2009	20	MERCK & CO. INC.	32.62	44.16	652.41	883.17	252.40
03/28/2008	11/06/2009	19	MERCK & CO. INC.	32.62	19.34	619.79	367.39	105.70
07/24/2009	11/09/2009	70	ALTERA CORPORATION	20.07	18.56	1,404.87	1,299.17	211.45
11/07/2008	11/08/2009	12	COLGATE-PALMOLIVE CO	80.19	62.57	962.24	750.79	167.47
01/20/2009	11/09/2009	10	COLGATE-PALMOLIVE CO	80.19	63.44	801.86	634.39	40.83
02/06/2008	11/09/2009	15	SCHLUMBERGER LTD	65.15	62.43	977.23	936.40	370.81
04/17/2009	11/11/2009	35	***GLAXOSMITHKLINE PLC-SPON AD	41.43	30.83	1,449.93	1,079.12	306.87
03/28/2008	11/11/2009	22	MERCK & CO. INC.	33.29	19.34	732.29	425.42	261.46
04/25/2008	11/11/2009	18	MERCK & CO. INC.	33.29	18.76	599.15	337.69	-12.53
05/07/2009	11/11/2009	110	***TAIWAN SEMICONDUCTOR-SP ADR	10.24	10.35	1,126.42	1,138.95	25.13
	11/13/2009		MERCK & CO INC			65.46	120.84	-55.18
03/08/2008	11/13/2009	5	CBS CORP-CLASS B	13.09	24.13	720.09	1,425.96	-705.87
05/04/2008	11/13/2009	55	CBS CORP-CLASS B	13.09	25.93	196.39	397.62	-201.23
06/28/2008	11/13/2009	15	CBS CORP-CLASS B	13.09	26.51	942.47	1,026.74	-84.27
04/29/2008	11/13/2009	40	CISCO SYSTEMS INC	23.56	25.67	1,028.23	515.21	513.02
11/21/2008	11/13/2009	30	METLIFE INC	34.27	17.17	1,393.56	1,082.79	310.77
06/17/2008	11/13/2009	17	OCCIDENTAL PETROLEUM CORP	81.97	63.69	2,011.37	1,615.38	395.99
05/19/2009	11/13/2009	85	US BANCORP	23.68	19.00	1,451.03	1,073.00	378.03
02/03/2009	11/16/2009	16	EOG RESOURCES INC	90.89	67.06	1,932.75	1,980.11	-47.36
11/07/2008	11/16/2009	31	PROCTER & GAMBLE CO	82.35	63.87	1,507.72	1,351.50	156.22
09/14/2009	11/18/2009	22	UNITED TECHNOLOGIES CORP	68.53	61.43	552.84	570.82	-17.98
03/13/2008	11/23/2009	10	CELGENE CORP	55.28	57.08	829.27	976.90	-147.63
05/05/2008	11/23/2009	15	CELGENE CORP	55.28	65.13	400.21	446.80	-46.59
04/25/2008	11/23/2009	11	MERCK & CO. INC.	36.38	40.62	691.26	358.47	334.79
04/25/2008	11/23/2009	19	MERCK & CO. INC.	36.38	18.76	2,045.26	1,591.21	454.05
08/05/2009	11/24/2009	45	***PETROLEO BRASILEIRO-SPON AD	45.45	35.36	899.37	1,438.36	-538.99
04/25/2008	11/25/2009	12	***DEUTSCHE BANK AG-REGISTERED	74.85	119.86	1,890.48	1,618.28	272.20
09/18/2009	11/25/2009	9	***RIO TINTO PLC-SPON ADR	210.05	179.81	393.33	790.73	-397.40
08/24/2007	11/30/2009	14	ALLSTATE CORP	28.10	56.48	309.05	598.44	-289.39
09/06/2007	11/30/2009	11	ALLSTATE CORP	28.10	54.40	421.42	817.94	-396.52
09/17/2007	11/30/2009	15	ALLSTATE CORP	28.10	47.95	421.43	719.27	-297.84
03/05/2008	11/30/2009	15	ALLSTATE CORP	28.10	30.29	421.43	454.42	-32.99
12/26/2008	11/30/2009	15	ALLSTATE CORP	28.10	30.29	140.47	151.47	-11.00
05/20/2009	12/02/2009	275	REGIONS FINANCIAL CORP	5.83	4.00	1,602.07	1,100.00	502.07
04/24/2009	12/03/2009	12	UNION PACIFIC CORP	64.54	49.60	774.49	595.22	179.27
03/24/2009	12/08/2009	9	CHEVRON CORP	77.38	69.71	696.44	627.35	69.09
07/17/2009	12/09/2009	15	CATERPILLAR INC	56.16	33.99	842.38	509.90	332.48
07/28/2008	12/09/2009	1	CATERPILLAR INC	56.16	42.81	56.16	42.81	13.35
09/23/2009	12/10/2009	25	AETNA INC	31.12	30.08	778.10	751.89	26.21

Capital Gains Report

THE WILLIAM BROWN FOUNDATION (Account: 888-21465)

January 1, 2009 through December 31, 2009

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
05/01/2009	09/22/2009	19	***TOYOTA MOTOR CORP -SPON ADR	83.19	79.01	1,580.62	1,501.10	79.52
05/21/2009	08/22/2009	11	***TOYOTA MOTOR CORP -SPON ADR	83.19	75.64	915.10	831.99	83.11
08/30/2007	09/24/2009	1	GOLDMAN SACHS GROUP INC	183.08	171.78	183.08	171.78	11.30
07/08/2008	09/24/2009	2	GOLDMAN SACHS GROUP INC	183.08	170.10	366.16	340.20	25.96
10/28/2008	08/24/2009	4	GOLDMAN SACHS GROUP INC	183.08	95.25	732.32	380.99	351.33
07/10/2008	09/30/2009	4	APACHE CORP	92.16	119.73	368.64	478.92	-110.28
05/13/2009	09/30/2009	9	APACHE CORP	92.16	77.66	829.44	698.91	130.53
04/25/2008	09/30/2009	35	***BP PLC-SPONS ADR	53.24	69.10	1,863.57	2,418.43	-554.86
09/05/2008	09/30/2009	15	***BP PLC-SPONS ADR	53.24	54.22	798.67	813.28	-14.61
04/25/2008	09/30/2009	3	EXXON MOBIL CORP	68.66	92.30	205.98	276.90	-70.92
08/12/2008	09/30/2009	20	EXXON MOBIL CORP	68.66	77.98	1,373.19	1,559.68	-186.49
11/07/2008	09/30/2009	12	EXXON MOBIL CORP	68.66	72.03	823.91	864.40	-40.49
04/25/2008	10/05/2009	15	HEWLETT-PACKARD CO	45.58	47.19	683.68	707.86	-24.20
01/16/2009	10/08/2009	35	CATERPILLAR INC	37.42	24.27	1,309.59	849.44	460.15
06/03/2009	10/09/2009	35	CATERPILLAR INC	52.52	36.58	1,838.04	1,280.39	557.65
07/17/2008	10/09/2009	10	CATERPILLAR INC	52.52	33.99	525.16	339.93	185.23
08/21/2007	10/09/2009	10	CELGENE CORP	54.95	59.19	549.54	591.94	-42.40
11/19/2007	10/09/2009	10	CELGENE CORP	54.95	64.33	549.54	643.34	-93.80
05/29/2008	10/09/2009	50	JPMORGAN CHASE & CO	45.26	42.90	2,263.00	2,145.08	117.92
04/23/2008	10/09/2009	40	LOWE'S COS INC	20.60	20.66	823.91	826.41	-2.50
11/07/2008	10/12/2009	10	MCDONALD'S CORP	56.79	54.89	567.92	548.94	18.98
01/28/2008	10/13/2009	15	MCDONALD'S CORP	56.79	59.24	851.89	888.62	-36.73
05/13/2008	10/13/2009	11	APACHE CORP	97.39	77.66	1,071.30	854.22	217.08
08/15/2008	10/15/2009	30	GILEAD SCIENCES INC	46.56	30.98	1,386.76	929.37	467.39
08/17/2008	10/16/2009	20	BLACK & DECKER CORP	50.33	40.53	1,006.62	810.62	196.00
07/20/2009	10/19/2009	55	ALTERA CORPORATION	21.64	17.26	1,190.12	949.16	240.96
07/24/2009	10/19/2009	10	ALTERA CORPORATION	21.64	18.56	216.38	185.59	30.79
09/22/2005	10/19/2009	1	GOOGLE INC-CL A	551.19	312.56	551.19	312.56	238.63
09/14/2006	10/19/2009	1	GOOGLE INC-CL A	551.19	405.24	551.19	405.24	145.95
01/24/2007	10/19/2009	1	GOOGLE INC-CL A	551.19	488.06	551.19	488.06	63.13
08/13/2008	10/20/2009	5	KOHL'S CORP	60.14	48.24	300.69	241.21	59.48
09/23/2008	10/20/2009	15	KOHL'S CORP	60.14	47.51	902.07	712.59	189.48
03/17/2008	10/21/2009	9	MEDCO HEALTH SOLUTIONS INC	56.75	42.55	510.73	382.91	127.82
04/25/2008	10/21/2009	15	MEDCO HEALTH SOLUTIONS INC	56.75	51.23	851.23	768.50	82.73
05/13/2008	10/22/2009	7	APACHE CORP	101.27	77.66	708.89	543.61	165.28
03/31/2009	10/22/2009	15	EMERSON ELECTRIC CO	40.00	28.52	599.96	427.75	172.21
05/07/2009	10/23/2009	30	FREEMONT-MCMORAN COPPER	82.70	50.80	2,481.11	1,524.05	957.06
06/05/2009	10/23/2009	5	FREEMONT-MCMORAN COPPER	82.70	57.49	413.52	287.47	126.05
04/08/2008	10/23/2009	10	***TEVA PHARMACEUTICAL-SP ADR	50.43	46.01	504.25	460.12	44.13
04/10/2008	10/23/2009	10	***TEVA PHARMACEUTICAL-SP ADR	50.43	46.07	504.25	460.68	43.57
04/25/2008	10/23/2009	10	***TEVA PHARMACEUTICAL-SP ADR	50.43	45.69	504.25	456.89	47.36
11/07/2008	10/26/2009	6	CHEVRON CORP	76.93	72.22	461.59	433.32	28.27
03/24/2009	10/26/2009	4	CHEVRON CORP	76.93	69.70	307.73	278.81	28.92
01/14/2009	10/28/2009	45	LIMITED BRANDS INC	17.31	8.44	778.81	379.61	399.20
01/14/2009	10/28/2009	30	LIMITED BRANDS INC	17.31	8.44	519.20	253.08	266.12
02/03/2008	10/28/2009	14	EOG RESOURCES INC	85.36	67.08	1,194.99	938.86	256.13
06/04/2009	11/02/2009	30	***PETROLEO BRASILEIRO-SPON AD	40.49	34.70	1,214.60	1,040.96	173.64
01/30/2009	11/02/2009	14	OCCIDENTAL PETROLEUM CORP	75.76	54.54	1,060.68	763.58	297.08
06/17/2009	11/02/2009	3	OCCIDENTAL PETROLEUM CORP	75.76	63.69	227.28	191.07	36.21

Capital Gains Report

THE WILLIAM BROWN FOUNDATION (Account: 888-21465)

January 1, 2009 through December 31, 2009

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
11/07/2008	08/07/2009	20	CARDINAL HEALTH INC	33.22	39.52	684.47	790.41	-125.94
12/05/2008	08/07/2009	75	NEWS CORP	10.89	7.70	824.46	577.86	246.60
01/14/2009	08/07/2009	90	TYSON FOODS INC-CL A	11.21	8.33	1,008.91	750.09	258.82
04/25/2008	08/10/2009	33	CHEVRON CORP	69.25	91.62	2,285.28	3,023.43	-738.17
11/07/2008	08/10/2009	4	CHEVRON CORP	69.25	72.22	277.00	288.87	-11.87
12/18/2008	08/11/2009	50	***ERICSSON (LM) TEL-SP ADR	9.33	7.92	466.50	395.85	70.65
12/23/2008	08/11/2009	75	***ERICSSON (LM) TEL-SP ADR	9.33	7.45	699.74	558.80	140.94
	08/18/2009		***TAIWAN SEMICONDUCTOR MFG CO			5.68		5.68
05/02/2007	08/18/2009	4	EXXON MOBIL CORP	66.53	79.93	266.12	319.72	-53.60
05/17/2007	08/18/2009	5	EXXON MOBIL CORP	66.53	81.79	332.65	408.95	-76.30
02/26/2008	08/18/2009	10	EXXON MOBIL CORP	66.53	89.57	665.30	895.70	-230.40
04/25/2008	08/18/2009	32	EXXON MOBIL CORP	66.53	92.30	2,128.97	2,953.56	-824.59
01/14/2009	08/18/2009	45	LIMITED BRANDS INC	13.98	8.44	629.23	379.61	249.62
02/11/2009	08/19/2009	10	EMERSON ELECTRIC CO	34.61	32.80	346.11	328.02	18.09
03/31/2009	08/19/2009	20	EMERSON ELECTRIC CO	34.61	28.52	692.21	570.33	121.88
03/31/2009	08/20/2009	9	EOG RESOURCES INC	73.59	56.93	662.31	512.37	149.94
11/07/2008	08/25/2009	1	MONSANTO CO	84.11	87.06	84.11	87.06	-2.95
05/13/2009	08/25/2009	7	MONSANTO CO	84.11	89.37	588.80	625.57	-36.77
04/28/2008	08/27/2009	19	NIKE INC -CL B	58.01	68.40	1,064.15	1,299.52	-235.37
04/25/2008	08/28/2009	35	HEWLETT-PACKARD CO	44.82	47.19	1,568.88	1,651.67	-82.81
09/14/2005	08/28/2009	25	XL CAPITAL LTD -CLASS A	16.97	69.62	424.27	1,740.41	-1,316.14
08/22/2008	08/28/2009	25	XL CAPITAL LTD -CLASS A	16.97	18.91	424.28	472.75	-48.47
10/15/2008	08/09/2009	28	BAXTER INTERNATIONAL INC	55.97	60.51	1,567.30	1,694.27	-126.97
11/07/2008	09/09/2009	1	BAXTER INTERNATIONAL INC	55.97	58.97	55.97	58.97	-3.00
04/25/2008	09/09/2009	20	COSTCO WHOLESALE CORP	58.82	70.67	1,136.41	1,413.42	-277.01
11/07/2008	09/09/2009	25	EASTMAN CHEMICAL COMPANY	51.37	39.57	1,284.17	989.14	295.03
09/05/2008	09/10/2009	45	ALTRIA GROUP INC	18.54	20.92	834.16	941.55	-107.39
04/13/2009	09/10/2009	180	ALTRIA GROUP INC	18.54	16.50	3,336.84	2,969.89	366.75
07/09/2009	09/10/2009	10	ALTRIA GROUP INC	18.54	16.35	185.37	163.52	21.85
10/08/2008	09/10/2009	12	PROCTER & GAMBLE CO	55.88	69.22	670.52	830.68	-160.16
09/28/2008	09/11/2009	45	JPMORGAN CHASE & CO	42.58	40.50	1,916.10	1,822.50	93.60
05/07/2009	09/11/2009	25	NUCOR CORP	46.43	43.81	1,160.71	1,095.24	65.47
04/25/2008	09/16/2009	20	COCA-COLA CO/THE	52.34	59.94	1,046.71	1,198.80	-152.09
03/31/2009	09/16/2009	20	EMERSON ELECTRIC CO	40.50	28.52	809.92	570.33	239.59
11/20/2007	09/16/2009	5	MEDCO HEALTH SOLUTIONS INC	55.76	48.85	278.81	244.23	34.58
03/17/2008	09/16/2009	11	MEDCO HEALTH SOLUTIONS INC	55.76	42.55	613.37	468.00	145.37
11/04/2008	09/16/2009	5	MCDONALD'S CORP	55.42	57.62	277.11	288.10	-10.99
11/07/2008	09/16/2009	20	MCDONALD'S CORP	55.42	54.89	1,108.42	1,097.87	10.55
03/31/2009	09/16/2009	30	MICROSOFT CORP	25.09	18.46	752.62	553.66	198.96
07/10/2008	09/17/2009	6	APACHE CORP	94.37	119.73	566.21	718.38	-152.17
07/11/2008	09/17/2009	9	APACHE CORP	94.37	124.13	849.31	1,117.14	-267.83
01/16/2009	09/17/2009	55	CAPITAL ONE FINANCIAL CORP	39.21	24.27	2,156.41	1,334.81	821.60
02/05/2007	09/17/2009	8	FLUOR CORP	55.89	42.90	335.35	257.40	77.95
11/19/2007	09/17/2009	8	FLUOR CORP	55.89	66.96	447.13	535.69	-88.56
04/25/2008	09/17/2009	22	FLUOR CORP	55.89	79.21	1,229.61	1,742.71	-513.10
07/17/2009	09/17/2009	40	TEXTRON INC	20.01	10.16	800.42	406.46	393.96
04/23/2009	09/18/2009	70	ELI LILLY & CO	32.96	32.51	2,307.50	2,275.42	32.08
04/25/2008	09/21/2009	7	APPLE INC	182.14	168.99	1,275.00	1,182.96	92.04
12/05/2008	09/21/2009	45	NEWS CORP	12.11	7.70	544.93	346.71	198.22

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
04/24/2008	07/16/2009	10	HEWLETT-PACKARD CO	39.13	48.44	391.32	484.39	-83.07
04/25/2008	07/16/2009	40	HEWLETT-PACKARD CO	39.13	47.19	1,565.28	1,887.63	-322.35
04/23/2009	07/16/2009	25	ELI LILLY & CO	37.08	32.51	842.20	812.84	29.36
08/05/2008	07/16/2009	10	MCDONALD'S CORP	57.08	60.93	570.78	609.26	-38.48
10/08/2008	07/16/2009	15	MCDONALD'S CORP	57.08	54.80	856.18	819.03	37.15
09/22/2008	07/17/2009	3	APACHE CORP	75.84	120.28	227.51	360.85	-133.34
01/27/2009	07/17/2009	10	APACHE CORP	75.84	77.62	758.38	728.08	30.30
01/16/2009	07/17/2009	30	CAPITAL ONE FINANCIAL CORP	26.66	24.27	799.87	728.08	71.79
12/17/2008	07/17/2009	35	THE WALT DISNEY CO.	24.49	23.51	857.29	822.85	34.44
02/17/2009	07/17/2009	25	THE WALT DISNEY CO.	24.49	17.87	612.35	446.83	165.52
04/09/2009	07/17/2009	45	LIBERTY ENTERTAINMENT-CL A	26.53	22.03	1,193.97	991.39	202.58
10/08/2008	07/17/2009	12	PROCTER & GAMBLE CO	55.31	69.22	863.75	830.67	33.08
11/07/2008	07/17/2009	4	PROCTER & GAMBLE CO	55.31	63.87	221.25	255.49	-34.24
04/08/2008	07/21/2009	10	***ROYAL DUTCH SHELL PLC-ADR	51.41	72.59	514.12	725.88	-211.78
04/25/2008	07/21/2009	35	***ROYAL DUTCH SHELL PLC-ADR	51.41	77.00	1,799.44	2,695.14	-895.70
04/09/2009	07/22/2009	5	LIBERTY ENTERTAINMENT-CL A	26.47	22.03	132.37	110.16	22.21
05/28/2009	07/22/2009	20	LIBERTY ENTERTAINMENT-CL A	26.47	24.48	529.47	489.63	39.84
04/25/2008	07/22/2009	1	MONSANTO CO	79.72	123.82	79.72	123.82	-44.10
07/10/2008	07/22/2009	10	MONSANTO CO	79.72	119.91	797.23	1,189.09	-401.86
11/07/2008	07/22/2009	11	MONSANTO CO	79.72	87.06	876.95	957.65	-80.70
05/28/2008	07/23/2009	25	LIBERTY ENTERTAINMENT-CL A	26.93	24.48	673.35	612.05	61.30
11/10/2008	07/27/2009	15	PHILIP MORRIS INTERNATIONAL	46.63	42.34	699.43	635.10	64.33
04/20/2008	07/28/2009	25	DU PONT (E.I.) DE NEMOURS	29.58	27.05	739.43	676.36	63.07
02/04/2009	08/03/2009	30	ARCHER-DANIELS-MIDLAND CO	30.36	25.44	910.78	763.26	147.52
02/25/2009	08/03/2009	15	ARCHER-DANIELS-MIDLAND CO	30.36	27.50	455.39	412.46	42.93
01/30/2007	08/03/2009	25	CISCO SYSTEMS INC	22.52	26.22	562.95	655.48	-92.53
10/28/2007	08/03/2009	40	CISCO SYSTEMS INC	22.52	32.32	900.72	1,292.61	-391.89
11/13/2007	08/03/2009	10	CISCO SYSTEMS INC	22.52	29.60	225.18	295.96	-70.78
11/13/2007	08/03/2009	15	CISCO SYSTEMS INC	22.52	29.60	337.77	443.94	-106.17
04/29/2008	08/03/2009	5	CISCO SYSTEMS INC	22.52	25.67	112.59	128.34	-15.75
01/20/2009	08/03/2009	3	EOG RESOURCES INC	76.89	62.20	230.66	186.61	44.05
03/31/2009	08/03/2009	8	EOG RESOURCES INC	76.89	56.93	461.31	341.58	119.73
05/04/2009	08/03/2009	35	TORCHMARK CORP	39.00	30.62	1,365.06	1,071.65	293.41
02/17/2009	08/04/2009	10	THE WALT DISNEY CO.	25.41	17.87	254.05	178.74	75.31
03/31/2009	08/04/2009	30	THE WALT DISNEY CO.	25.41	18.07	762.17	542.17	220.00
07/28/2008	08/04/2009	15	HARTFORD FINANCIAL SVCS GRP	16.37	60.93	245.53	914.01	-668.48
10/31/2008	08/04/2009	50	HARTFORD FINANCIAL SVCS GRP	16.37	10.06	818.42	502.87	315.55
10/09/2008	08/04/2009	15	MCDONALD'S CORP	55.01	54.60	825.10	819.05	6.05
11/04/2008	08/04/2009	10	MCDONALD'S CORP	55.01	57.62	550.06	576.20	-26.14
11/07/2008	08/05/2009	15	EMERSON ELECTRIC CO	34.84	31.70	522.63	475.50	47.13
11/21/2008	08/05/2009	35	EMERSON ELECTRIC CO	34.84	30.42	1,219.46	1,064.66	154.80
02/11/2009	08/05/2009	15	EMERSON ELECTRIC CO	34.84	32.80	522.63	492.03	30.60
11/21/2008	08/05/2009	15	METLIFE INC	36.47	17.17	547.07	257.60	289.47
11/07/2008	08/06/2009	8	MONSANTO CO	84.05	87.06	672.42	696.48	-24.06
10/06/2008	08/06/2009	21	PROCTER & GAMBLE CO	51.78	69.22	1,087.43	1,453.67	-366.24
11/07/2008	08/06/2009	85	SAFARI INC	18.62	22.38	1,583.01	1,901.91	-318.90
01/27/2009	08/07/2009	4	APACHE CORP	87.29	77.62	349.15	310.49	38.66
02/06/2009	08/07/2009	7	APACHE CORP	87.29	78.74	611.02	551.21	59.81
05/13/2009	08/07/2009	2	APACHE CORP	87.29	77.65	174.58	155.31	19.27

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
11/10/2008	06/12/2009	10	PHILIP MORRIS INTERNATIONAL	43.41	42.34	434.11	423.40	10.71
04/29/2008	08/15/2009	25	CARDINAL HEALTH INC	30.33	52.95	758.19	1,323.86	-565.67
11/07/2008	06/15/2009	15	EASTMAN CHEMICAL COMPANY	39.19	39.57	587.82	593.48	-5.66
09/29/2006	06/15/2009	2	PHILIP MORRIS INTERNATIONAL	43.01	40.55	86.02	81.11	4.91
06/04/2007	06/15/2009	8	PHILIP MORRIS INTERNATIONAL	43.01	49.57	344.11	396.55	-52.44
07/26/2007	08/15/2009	10	PHILIP MORRIS INTERNATIONAL	43.01	46.38	430.13	463.84	-33.71
08/17/2007	06/15/2009	5	PHILIP MORRIS INTERNATIONAL	43.01	46.55	215.06	232.76	-17.70
09/17/2007	06/15/2009	5	PHILIP MORRIS INTERNATIONAL	43.01	46.55	215.07	232.76	-17.69
11/07/2008	06/15/2009	16	PHILIP MORRIS INTERNATIONAL	43.01	41.67	688.21	668.80	21.41
07/21/2006	06/16/2009	6	CHEVRON CORP	70.16	65.06	420.97	390.36	30.61
10/23/2008	06/16/2009	8	CHEVRON CORP	70.16	65.22	561.28	521.79	39.49
06/25/2007	06/16/2009	5	CHEVRON CORP	70.16	82.75	350.80	413.74	-62.94
11/07/2008	06/22/2009	35	AMGEN INC	51.18	57.58	1,791.15	2,015.32	-224.17
12/08/2008	06/22/2009	8	AMGEN INC	51.18	57.81	409.40	462.50	-53.10
12/26/2006	06/24/2009	5	HEWLETT-PACKARD CO	37.52	40.88	187.61	204.39	-16.78
03/14/2007	06/24/2009	25	HEWLETT-PACKARD CO	37.52	39.59	938.08	989.86	-51.78
01/25/2008	06/24/2009	10	HEWLETT-PACKARD CO	37.52	43.94	375.23	439.36	-64.13
09/14/2005	06/24/2009	25	TRAVELERS COS INC/THE	41.14	42.62	1,028.54	1,065.58	-37.04
05/14/2007	06/24/2009	15	TRAVELERS COS INC/THE	41.14	56.30	617.12	844.49	-227.37
06/12/2007	08/24/2009	5	TRAVELERS COS INC/THE	41.14	54.15	205.71	270.75	-65.04
04/29/2008	06/25/2009	15	CARDINAL HEALTH INC	30.45	52.95	456.77	794.32	-337.55
11/07/2008	06/25/2009	20	CARDINAL HEALTH INC	30.45	39.52	609.03	790.41	-181.38
08/09/2007	08/25/2009	22	MORGAN STANLEY	27.98	62.54	615.58	1,375.95	-760.37
08/29/2007	06/25/2009	8	MORGAN STANLEY	27.98	60.61	223.85	484.86	-261.01
04/25/2008	06/26/2009	12	MONSANTO CO	75.68	123.82	908.20	1,485.83	-577.63
11/21/2008	06/26/2009	35	METLIFE INC	29.82	17.17	1,043.85	601.06	442.79
11/07/2008	08/26/2009	60	**NOKIA CORP-SPON ADR	14.93	14.97	895.99	898.50	-2.51
04/29/2008	06/26/2009	70	TYSON FOODS INC-CL A	12.67	17.85	886.69	1,249.76	-363.07
01/14/2009	06/26/2009	40	TYSON FOODS INC-CL A	12.67	8.33	506.68	333.37	173.31
12/26/2007	06/29/2009	4	EOG RESOURCES INC	68.17	90.65	272.70	362.59	-89.89
04/25/2008	06/29/2009	15	EOG RESOURCES INC	68.17	134.41	1,022.62	2,016.11	-993.49
04/25/2008	06/29/2009	15	EOG RESOURCES INC	68.17	134.41	1,022.62	2,016.09	-993.47
11/08/2006	07/01/2009	10	CISCO SYSTEMS INC	19.01	25.04	190.13	250.43	-60.30
12/26/2006	07/01/2009	30	CISCO SYSTEMS INC	19.01	27.08	570.38	812.26	-241.88
01/03/2007	07/01/2009	15	CISCO SYSTEMS INC	19.01	27.47	285.19	412.08	-126.89
08/14/2005	07/07/2009	35	KROGER CO	21.75	20.44	761.17	715.30	45.87
11/07/2008	07/09/2009	105	BRISTOL-MYERS SQUIBB CO	19.43	20.28	2,040.61	2,129.34	-88.73
07/10/2008	07/09/2009	10	EOG RESOURCES INC	62.44	114.05	624.39	1,140.49	-516.10
11/07/2008	07/09/2009	5	EOG RESOURCES INC	62.44	80.25	312.19	401.24	-89.05
06/25/2007	07/10/2009	5	CHEVRON CORP	61.36	82.75	306.81	413.75	-106.94
04/25/2008	07/10/2009	20	CHEVRON CORP	61.36	91.62	1,227.22	1,832.38	-605.16
03/03/2006	07/10/2009	1	EXXON MOBIL CORP	65.09	61.03	65.10	61.03	4.07
03/23/2007	07/10/2009	7	EXXON MOBIL CORP	65.09	74.92	455.66	524.47	-68.81
03/27/2007	07/10/2009	5	EXXON MOBIL CORP	65.09	75.51	325.47	377.53	-52.06
05/02/2007	07/10/2009	1	EXXON MOBIL CORP	65.09	79.93	79.93	79.93	-14.84
12/08/2008	07/13/2009	2	AMGEN INC	57.83	57.81	115.66	115.63	0.03
04/17/2008	07/13/2009	20	AMGEN INC	57.83	47.29	1,156.62	945.79	210.83
11/07/2008	07/13/2009	5	EOG RESOURCES INC	62.84	80.25	314.20	401.24	-87.04
01/20/2008	07/13/2009	17	EOG RESOURCES INC	62.84	62.20	1,068.26	1,057.43	10.83

Capital Gains Report

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
04/27/2007	05/12/2009	4	PEPSICO INC	49.22	66.25	196.87	265.02	-68.15
06/12/2007	05/12/2009	6	PEPSICO INC	49.22	66.43	295.31	398.59	-103.28
04/25/2008	05/13/2009	40	THE WALT DISNEY CO.	23.67	32.12	946.89	1,284.79	-337.90
10/16/2008	05/13/2009	20	THE WALT DISNEY CO.	23.67	23.52	473.45	470.34	3.11
12/17/2008	05/13/2009	5	THE WALT DISNEY CO.	23.87	23.51	118.38	117.55	0.81
10/23/2008	05/18/2009	45	HOME DEPOT INC	25.53	19.17	1,148.89	862.63	286.26
01/13/2009	05/18/2009	15	HOME DEPOT INC	25.53	22.59	382.98	338.85	44.11
09/14/2005	05/19/2009	15	FRANKLIN RESOURCES INC	63.90	81.75	958.51	1,226.25	-267.74
06/18/2008	05/19/2009	135	MOTOROLA INC	8.13	8.67	827.75	1,170.77	-343.02
11/07/2008	05/20/2009	20	ABBOTT LABORATORIES	43.57	55.00	871.33	1,100.00	-228.67
01/09/2009	05/20/2009	18	JACOBS ENGINEERING GROUP INC	40.40	51.89	727.21	934.10	-206.89
11/06/2008	05/26/2009	15	CISCO SYSTEMS INC	18.50	24.46	277.55	366.91	-89.36
11/08/2008	05/26/2009	40	CISCO SYSTEMS INC	18.50	25.04	740.14	1,001.68	-261.54
05/09/2007	05/27/2009	12	CELGENE CORP	40.97	64.00	491.59	768.06	-276.47
08/01/2007	05/27/2009	9	CELGENE CORP	40.97	60.06	368.70	540.58	-171.88
08/21/2007	05/27/2009	4	CELGENE CORP	40.97	59.19	163.87	236.77	-72.90
11/07/2008	05/27/2009	15	EASTMAN CHEMICAL COMPANY	41.51	39.56	622.72	593.47	29.25
08/12/2008	05/28/2009	9	DEVON ENERGY CORPORATION	62.77	92.31	584.97	830.81	-245.84
04/23/2009	05/28/2009	60	NETAPP INC	18.70	18.40	1,121.84	1,104.09	17.75
11/07/2008	05/28/2009	65	SAFEWAY INC	19.95	22.38	1,296.77	1,454.39	-157.62
06/12/2007	05/29/2009	10	EMERSON ELECTRIC CO	31.91	47.49	319.14	474.87	-155.73
07/18/2007	05/29/2009	12	EMERSON ELECTRIC CO	31.91	49.92	382.96	589.07	-206.11
11/07/2008	05/29/2009	3	EMERSON ELECTRIC CO	31.91	31.70	95.74	95.10	0.64
04/03/2007	05/29/2009	10	MONSANTO CO	81.34	55.58	813.39	555.85	257.54
04/25/2008	05/29/2009	13	MONSANTO CO	81.34	123.82	1,057.40	1,808.64	-751.24
10/21/2008	05/29/2009	25	SCHWAB (CHARLES) CORP	17.50	20.70	437.48	517.39	-79.91
11/07/2008	05/29/2009	35	SCHWAB (CHARLES) CORP	17.50	17.99	612.47	629.65	-17.18
11/07/2008	05/29/2009	25	WYETH	44.63	32.17	1,115.75	804.30	311.45
05/05/2008	05/29/2009	55	WESTERN DIGITAL CORP	25.05	29.60	1,378.01	1,628.05	-250.04
05/05/2008	05/29/2009	10	WESTERN DIGITAL CORP	25.05	28.60	250.55	296.01	-45.46
05/06/2008	05/29/2009	15	WESTERN DIGITAL CORP	25.05	29.55	375.82	443.22	-67.40
10/08/2008	06/01/2009	2	METLIFE INC	31.73	26.50	63.45	53.00	10.45
11/21/2008	06/01/2009	33	METLIFE INC	31.73	17.17	1,046.99	566.71	480.28
06/01/2008	06/03/2009	8	FRANKLIN RESOURCES INC	71.25	89.58	569.98	716.68	-146.70
11/19/2007	06/03/2009	7	FRANKLIN RESOURCES INC	71.25	116.51	498.73	815.60	-316.87
12/26/2008	06/04/2009	35	HEWLETT-PACKARD CO	35.78	40.88	1,252.44	1,430.68	-178.24
04/25/2008	06/04/2009	12	MONSANTO CO	82.00	123.82	984.05	1,485.82	-501.77
12/26/2008	06/04/2009	70	**SANOFI-AVENTIS ADR	32.88	31.15	2,301.35	2,180.37	120.98
04/22/2008	06/05/2009	25	CARDINAL HEALTH INC	29.94	51.63	748.54	1,290.75	-542.21
04/29/2008	06/05/2009	5	CARDINAL HEALTH INC	29.94	52.95	149.71	264.77	-115.06
01/27/2009	06/05/2009	95	LINCOLN NATIONAL CORP	19.33	16.00	1,836.18	1,518.88	316.30
09/14/2005	06/10/2009	13	CHEVRON CORP	70.83	62.90	920.74	817.70	103.04
07/21/2008	06/10/2009	1	CHEVRON CORP	70.83	65.05	70.83	65.05	5.78
07/21/2008	06/10/2009	5	CHEVRON CORP	70.83	65.06	354.13	325.28	28.85
09/21/2005	06/11/2009	20	GENWORTH FINANCIAL INC-CL A	7.00	29.94	140.00	598.88	-458.88
08/29/2008	06/11/2009	15	GENWORTH FINANCIAL INC-CL A	7.00	33.95	105.00	509.28	-404.28
11/27/2008	06/11/2009	15	GENWORTH FINANCIAL INC-CL A	7.00	32.95	105.00	1,209.59	-824.59
04/25/2008	06/11/2009	55	GENWORTH FINANCIAL INC-CL A	7.00	21.99	385.00	208.38	176.62
11/07/2008	06/12/2009	5	PHILIP MORRIS INTERNATIONAL	43.41	41.68	217.05	208.38	8.67

Capital Gains Report

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
04/07/2009	04/30/2009	25	PACCAR INC	35.31	28.27	882.86	708.68	176.18
04/14/2009	04/30/2009	15	PACCAR INC	35.31	31.20	529.72	467.98	81.74
04/29/2008	05/01/2009	35	ALTRIA GROUP INC	16.29	20.37	570.30	712.99	-142.69
09/05/2008	05/01/2009	40	ALTRIA GROUP INC	18.29	20.92	651.78	836.93	-185.15
08/01/2008	05/01/2009	10	BECTON DICKINSON & CO	61.06	85.29	610.55	852.87	-242.32
08/05/2008	05/01/2009	15	BECTON DICKINSON & CO	61.06	84.52	915.83	1,267.82	-351.99
11/10/2008	05/01/2009	5	BECTON DICKINSON & CO	61.06	71.07	305.28	355.36	-50.08
01/23/2008	05/01/2009	10	COCA-COLA CO/THE	42.34	57.72	423.42	577.23	-153.81
04/25/2008	05/01/2009	10	COCA-COLA CO/THE	42.34	59.94	423.42	599.39	-175.97
10/19/2007	05/01/2009	6	EOG RESOURCES INC	66.08	80.90	396.49	485.43	-88.94
11/19/2007	05/01/2009	5	EOG RESOURCES INC	66.08	84.68	330.40	423.39	-92.99
12/26/2007	05/01/2009	10	EOG RESOURCES INC	66.08	90.64	660.81	906.45	-245.64
09/14/2005	05/01/2009	30	HEWLETT-PACKARD CO	35.84	27.67	1,075.29	830.12	245.17
12/26/2006	05/01/2009	5	HEWLETT-PACKARD CO	35.84	40.88	179.22	204.38	-25.16
03/19/2009	05/01/2009	20	MICROSOFT CORP	20.00	17.25	400.05	344.95	55.10
03/31/2009	05/01/2009	25	MICROSOFT CORP	20.00	18.45	500.06	461.37	38.69
11/07/2008	05/01/2009	30	PHILIP MORRIS INTERNATIONAL	36.89	41.67	1,106.74	1,250.23	-143.49
01/12/2008	05/01/2009	55	TJX COMPANIES INC	27.88	20.66	1,533.50	1,136.32	397.18
11/10/2008	05/04/2009	5	BECTON DICKINSON & CO	60.79	71.07	303.95	355.37	-51.42
03/31/2009	05/04/2009	10	BECTON DICKINSON & CO	60.79	66.83	607.89	668.29	-60.40
11/21/2008	05/04/2009	15	MOLSON COORS BREWING CO - B	38.56	42.42	578.36	636.24	-57.88
02/13/2009	05/04/2009	15	MOLSON COORS BREWING CO - B	38.56	39.25	578.36	588.68	-10.32
09/04/2008	05/04/2009	95	NVIDIA CORP	11.98	11.49	1,138.25	1,091.08	47.17
08/23/2007	05/04/2009	5	***TEVA PHARMACEUTICAL-SP ADR	44.22	40.83	221.11	204.16	16.95
02/07/2008	05/04/2009	10	***TEVA PHARMACEUTICAL-SP ADR	44.22	46.26	442.22	462.57	-20.35
04/25/2008	05/04/2009	18	WAL-MART STORES INC	50.78	57.92	812.51	928.66	-114.15
04/25/2008	05/05/2009	13	COLGATE-PALMOLIVE CO	61.70	76.39	802.15	993.07	-190.92
11/07/2008	05/05/2009	3	COLGATE-PALMOLIVE CO	61.70	62.56	185.11	187.69	-2.58
01/20/2009	05/06/2009	20	HONEYWELL INTERNATIONAL INC	32.84	32.59	656.88	651.84	5.04
03/19/2009	05/06/2009	20	HONEYWELL INTERNATIONAL INC	32.84	28.16	568.88	563.13	93.75
10/15/2008	05/07/2009	25	***ERICSSON (LM) TEL-SP ADR	8.51	6.45	181.24	181.24	51.52
12/18/2008	05/07/2009	100	***ERICSSON (LM) TEL-SP ADR	8.51	7.92	851.05	791.70	59.35
03/31/2009	05/07/2009	10	LOCKHEED MARTIN CORP	79.35	71.81	793.45	718.07	75.38
03/31/2009	05/07/2009	35	MICROSOFT CORP	19.32	18.45	676.14	645.92	30.22
04/14/2009	05/07/2009	15	PACCAR INC	32.90	31.20	493.49	467.99	25.50
09/14/2005	05/07/2009	9	PEPSICO INC	49.51	55.48	445.55	499.31	-53.76
04/27/2007	05/07/2009	6	PEPSICO INC	49.51	66.25	297.04	397.53	-100.49
06/16/2008	05/07/2009	15	QUALCOMM INC	41.91	49.68	628.65	745.14	-116.49
02/07/2008	05/07/2009	5	***TEVA PHARMACEUTICAL-SP ADR	44.34	46.26	221.70	231.29	-9.59
02/19/2008	05/07/2009	10	***TEVA PHARMACEUTICAL-SP ADR	44.34	47.64	443.41	476.44	-33.03
04/25/2008	05/08/2009	12	***ALCON INC	96.24	154.27	1,154.82	1,851.24	-696.42
04/25/2008	05/11/2009	15	COCA-COLA CO/THE	42.83	59.94	842.44	899.10	-256.66
05/15/2007	05/11/2009	13	MEDCO HEALTH SOLUTIONS INC	44.70	37.56	581.05	488.26	92.79
11/20/2007	05/11/2009	7	MEDCO HEALTH SOLUTIONS INC	44.70	48.84	312.87	341.90	-29.03
10/09/2008	05/12/2009	9	BAXTER INTERNATIONAL INC	50.83	60.98	457.47	548.64	-91.17
10/15/2008	05/12/2009	7	BAXTER INTERNATIONAL INC	50.83	80.51	355.81	423.56	-67.75
11/02/2008	05/12/2009	7	MCDONALD'S CORP	53.83	42.00	376.84	294.00	82.84
04/10/2008	05/12/2009	7	MCDONALD'S CORP	53.83	55.88	376.83	391.19	-14.36
08/05/2008	05/12/2009	1	MCDONALD'S CORP	53.83	60.92	53.83	60.92	-7.09

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
10/08/2008	04/09/2009	5	METLIFE INC	25.94	26.50	129.71	132.50	-2.79
10/08/2008	04/09/2009	40	METLIFE INC	25.94	26.50	1,037.71	1,060.00	-22.29
05/22/2008	04/09/2009	17	***TOYOTA MOTOR CORP -SPON ADR	78.53	100.57	1,335.06	1,709.71	-374.65
08/28/2008	04/09/2009	35	WYETH	42.30	43.10	1,480.41	1,508.45	-28.04
11/07/2008	04/09/2009	20	WYETH	42.30	32.17	845.95	643.43	202.52
11/11/2008	04/13/2009	16	BUNGE LTD	57.30	42.92	916.73	686.77	229.96
11/11/2008	04/13/2009	12	BUNGE LTD	57.30	42.92	687.55	515.09	172.46
03/05/2008	04/13/2009	5	JPMORGAN CHASE & CO	33.29	38.80	166.46	194.01	-27.55
05/29/2008	04/13/2009	10	JPMORGAN CHASE & CO	33.29	42.90	332.92	429.01	-96.09
11/14/2008	04/13/2009	25	J.C. PENNEY CO INC	26.41	17.54	660.34	438.45	221.89
08/20/2007	04/14/2009	8	***DEUTSCHE BANK AG-REGISTERED	51.39	125.76	462.51	1,131.83	-669.32
11/28/2007	04/14/2009	3	***DEUTSCHE BANK AG-REGISTERED	51.39	123.40	154.17	370.19	-216.02
02/08/2008	04/14/2009	5	***DEUTSCHE BANK AG-REGISTERED	51.39	110.04	256.95	550.18	-293.23
04/25/2008	04/14/2009	8	***DEUTSCHE BANK AG-REGISTERED	51.39	119.86	411.12	958.90	-547.78
04/25/2008	04/14/2009	3	***DEUTSCHE BANK AG-REGISTERED	51.39	119.86	154.17	359.58	-205.41
10/08/2008	04/14/2009	20	METLIFE INC	27.01	26.50	540.19	530.00	10.19
01/12/2009	04/14/2009	5	TJX COMPANIES INC	27.09	20.66	135.44	103.30	32.14
01/12/2009	04/14/2009	45	TJX COMPANIES INC	27.09	20.66	1,219.00	929.70	289.30
05/08/2008	04/16/2009	25	ABBOTT LABORATORIES	42.50	51.35	1,062.61	1,283.83	-221.22
07/18/2007	04/16/2009	4	COLGATE-PALMOLIVE CO	59.11	67.65	236.42	270.60	-34.18
08/23/2007	04/16/2009	8	COLGATE-PALMOLIVE CO	59.11	66.72	354.64	400.34	-45.70
04/25/2008	04/16/2009	9	COLGATE-PALMOLIVE CO	59.11	76.39	531.96	687.51	-155.55
05/21/2008	04/16/2009	85	GANNETT CO	3.65	29.18	310.35	2,480.06	-2,169.71
07/08/2008	04/16/2009	35	GANNETT CO	3.65	19.16	127.79	670.64	-542.85
07/08/2008	04/17/2009	30	PHILIP MORRIS INTERNATIONAL	37.68	52.22	1,130.27	1,568.53	-438.26
05/22/2008	04/17/2009	8	***TOYOTA MOTOR CORP -SPON ADR	76.87	100.57	814.98	804.58	-189.60
09/14/2005	04/20/2009	3	GOOGLE INC-CL A	380.06	309.18	1,140.19	927.53	212.66
09/22/2005	04/20/2009	1	GOOGLE INC-CL A	380.06	312.56	380.06	312.56	67.50
11/07/2008	04/21/2009	4	LOCKHEED MARTIN CORP	76.07	77.11	304.28	308.43	-4.15
11/13/2008	04/21/2009	4	LOCKHEED MARTIN CORP	76.07	71.80	304.29	287.22	17.07
10/09/2008	04/22/2009	40	***NOKIA CORP-SPON ADR	14.86	16.62	594.44	664.88	-70.44
11/07/2008	04/22/2009	10	***NOKIA CORP-SPON ADR	14.86	14.97	148.61	149.74	-1.13
04/04/2007	04/24/2009	12	AUTOLIV INC	24.88	58.49	298.54	701.84	-403.30
04/28/2008	04/24/2009	11	AUTOLIV INC	24.88	60.00	273.68	659.98	-386.32
12/11/2008	04/24/2009	27	AUTOLIV INC	24.88	22.37	671.72	603.90	67.82
07/20/2006	04/24/2009	17	MONSANTO CO	82.12	42.43	1,396.01	721.37	674.64
11/07/2008	04/24/2009	20	WYETH	42.24	32.17	844.84	643.44	201.40
02/14/2008	04/24/2009	10	WAL-MART STORES INC	49.17	50.75	491.75	507.55	-15.80
04/25/2008	04/24/2009	20	WAL-MART STORES INC	49.17	57.92	983.49	1,158.33	-174.84
05/08/2008	04/28/2009	20	ABBOTT LABORATORIES	43.18	51.35	863.66	1,027.08	-163.42
11/07/2008	04/28/2009	5	ABBOTT LABORATORIES	43.18	55.00	215.92	274.99	-59.07
04/25/2008	04/28/2009	30	MICROSOFT CORP	20.08	29.75	602.37	892.57	-290.20
02/10/2009	04/28/2009	30	MICROSOFT CORP	20.08	18.98	602.37	568.27	33.10
03/19/2009	04/28/2009	30	MICROSOFT CORP	20.08	17.25	602.37	517.42	84.95
08/17/2007	04/29/2009	4	***ROYAL DUTCH SHELL PLC-ADR	46.07	72.63	184.26	290.52	-106.26
09/17/2007	04/29/2009	6	***ROYAL DUTCH SHELL PLC-ADR	46.07	80.91	276.41	485.46	-209.05
04/08/2008	04/29/2009	10	***ROYAL DUTCH SHELL PLC-ADR	46.07	72.59	460.68	725.87	-265.19
09/14/2005	04/30/2009	16	GILEAD SCIENCES INC	45.40	22.54	726.37	360.66	365.71
08/15/2006	04/30/2009	4	GILEAD SCIENCES INC	45.40	30.98	181.59	123.91	57.68

Capital Gains Report

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
02/15/2008	03/17/2009	15	AMERICAN INTERNATIONAL GROUP	0.94	45.31	14.13	679.66	-665.53
04/22/2008	03/17/2009	10	AMERICAN INTERNATIONAL GROUP	0.94	45.60	9.42	456.01	-446.59
04/28/2008	03/17/2009	115	AMERICAN INTERNATIONAL GROUP	0.94	46.90	108.30	5,393.88	-5,285.58
05/21/2008	03/17/2009	25	AMERICAN INTERNATIONAL GROUP	0.94	37.76	23.54	943.88	-920.34
12/19/2008	03/17/2009	200	FIFTH THIRD BANCORP	1.86	7.68	372.42	1,535.18	-1,162.78
02/25/2008	03/17/2009	20	J.C. PENNEY CO INC	16.50	48.88	329.99	977.56	-647.57
11/14/2008	03/17/2009	5	J.C. PENNEY CO INC	16.50	17.54	82.50	87.69	-5.19
11/14/2008	03/17/2009	35	J.C. PENNEY CO INC	16.50	17.54	577.48	613.83	-36.35
08/10/2007	03/20/2009	13	***ROYAL DUTCH SHELL PLC-ADR	45.31	73.34	589.05	953.42	-364.37
08/17/2007	03/20/2009	2	***ROYAL DUTCH SHELL PLC-ADR	45.31	72.63	90.62	145.26	-54.64
11/27/2007	03/23/2009	10	JPMORGAN CHASE & CO	26.53	42.04	265.32	420.45	-155.13
12/11/2007	03/23/2009	10	JPMORGAN CHASE & CO	26.53	46.67	265.32	466.72	-201.40
03/05/2008	03/23/2009	10	JPMORGAN CHASE & CO	28.53	38.80	265.32	388.02	-122.70
03/05/2008	03/23/2009	5	JPMORGAN CHASE & CO	26.53	38.80	132.66	194.01	-61.35
01/07/2009	03/24/2009	145	BANK OF AMERICA CORP	7.77	13.98	1,127.01	2,027.49	-900.48
06/14/2006	03/26/2009	19	ALTRIA GROUP INC	17.19	16.32	326.67	310.14	16.53
09/29/2006	03/26/2009	8	ALTRIA GROUP INC	17.19	17.94	137.55	143.52	-5.97
06/04/2007	03/26/2009	8	ALTRIA GROUP INC	17.19	21.92	137.55	175.40	-37.85
07/26/2007	03/26/2009	10	ALTRIA GROUP INC	17.19	20.52	171.94	205.17	-33.23
09/17/2007	03/26/2009	10	ALTRIA GROUP INC	17.19	20.58	171.94	205.91	-33.97
01/23/2008	03/26/2009	4	ALTRIA GROUP INC	17.19	22.04	68.77	88.15	-19.38
04/29/2008	03/26/2009	21	ALTRIA GROUP INC	17.19	20.37	361.07	427.78	-66.71
06/12/2007	03/26/2009	2	ABBOTT LABORATORIES	46.18	53.53	92.36	107.07	-14.71
11/01/2007	03/26/2009	10	ABBOTT LABORATORIES	46.18	54.59	461.85	545.94	-84.09
11/26/2007	03/26/2009	10	ABBOTT LABORATORIES	46.18	55.07	461.85	550.73	-88.88
06/12/2007	03/26/2009	14	GENENTECH INC	95.00	76.57	1,330.00	1,071.94	258.06
03/19/2008	03/26/2009	5	GENENTECH INC	95.00	78.44	475.00	392.22	82.78
04/25/2008	03/26/2009	35	GENENTECH INC	95.00	72.17	3,325.00	2,526.02	798.98
10/09/2008	03/26/2009	26	GENENTECH INC	95.00	80.82	2,470.00	2,101.39	368.61
11/07/2008	03/26/2009	35	GENENTECH INC	95.00	82.95	3,325.00	2,903.29	421.71
01/20/2009	03/26/2009	10	GENENTECH INC	95.00	83.78	950.00	837.78	112.22
02/11/2008	03/26/2009	10	GENENTECH INC	95.00	83.05	950.00	830.47	119.53
10/09/2008	03/26/2009	75	***NOKIA CORP-SPON ADR	11.85	16.62	888.73	1,246.65	-357.92
04/25/2008	04/02/2009	55	SUPERVALU INC	14.88	30.86	818.18	1,697.25	-879.07
04/25/2008	04/03/2009	4	CHE GROUP INC	251.74	483.86	1,006.97	1,935.44	-928.47
	04/06/2009		TIME WARNER INC			7.17		7.17
	04/06/2009		TIME WARNER CABLE INC			14.66		14.66
05/08/2008	04/08/2009	13	ABBOTT LABORATORIES	43.53	51.35	565.84	667.59	-101.75
07/09/2007	04/08/2009	9	COLGATE-PALMOLIVE CO	60.23	66.16	542.04	595.44	-53.40
07/18/2007	04/08/2009	4	COLGATE-PALMOLIVE CO	60.23	67.65	240.90	270.60	-29.70
12/01/2008	04/08/2009	175	CORNING INC	15.21	8.64	2,661.71	1,512.23	1,149.48
01/23/2009	04/09/2009	10	CORNING INC	15.21	9.80	152.10	97.98	54.12
09/14/2005	04/09/2009	5	GOLDMAN SACHS GROUP INC	119.04	117.65	595.19	588.23	6.96
08/28/2007	04/09/2009	2	GOLDMAN SACHS GROUP INC	119.04	173.68	238.08	347.37	-109.29
08/30/2007	04/09/2009	2	GOLDMAN SACHS GROUP INC	119.04	171.77	238.08	343.55	-105.47
04/22/2008	04/09/2009	40	INGRAM MICRO INC-CL A	13.19	16.45	527.41	657.82	-130.41
04/25/2008	04/09/2009	40	INGRAM MICRO INC-CL A	13.19	16.02	527.41	640.78	-113.37
09/17/2008	04/09/2009	10	LOCKHEED MARTIN CORP	72.96	109.37	729.60	1,093.71	-364.11
11/07/2008	04/09/2009	7	LOCKHEED MARTIN CORP	72.96	77.10	510.72	539.73	-29.01

Capital Gains Report

THE WILLIAM BROWN FOUNDATION (Account: 888-21465)

January 1, 2009 through December 31, 2009

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
12/18/2008	01/30/2009	10	***BP PLC-SPONS ADR	42.86	67.26	428.60	672.58	-243.98
10/17/2007	01/30/2009	19	***BP PLC-SPONS ADR	42.86	75.72	814.34	1,438.70	-624.36
01/28/2008	01/30/2009	15	***BP PLC-SPONS ADR	42.86	63.35	642.90	950.29	-307.39
04/25/2008	01/30/2009	10	***BP PLC-SPONS ADR	42.86	69.10	428.60	690.98	-262.38
09/14/2005	01/30/2009	4	GOOGLE INC-CL A	340.54	309.17	1,362.17	1,236.70	125.47
01/09/2009	02/02/2009	20	AFLAC INC	23.15	43.85	463.08	877.03	-413.95
06/16/2008	02/04/2009	15	HARTFORD FINANCIAL SVCS GRP	15.19	72.68	227.78	1,090.27	-862.49
08/27/2008	02/04/2009	10	HARTFORD FINANCIAL SVCS GRP	15.19	67.04	151.85	670.39	-518.54
07/11/2008	02/04/2009	10	HARTFORD FINANCIAL SVCS GRP	15.19	57.85	151.85	578.52	-426.67
02/28/2008	02/08/2009	5	CITIGROUP INC	3.93	25.21	126.03	126.03	-106.40
04/28/2008	02/08/2009	125	CITIGROUP INC	3.93	27.01	490.65	3,378.81	-2,888.16
08/22/2008	02/08/2009	100	CITIGROUP INC	3.93	20.01	392.52	2,000.52	-1,608.00
02/19/2008	02/08/2009	2	CHE GROUP INC	189.25	528.93	378.51	1,057.87	-679.36
03/11/2008	02/08/2009	1	CHE GROUP INC	189.25	479.82	189.25	479.82	-290.57
04/25/2008	02/08/2009	4	CHE GROUP INC	189.25	483.88	757.02	1,935.43	-1,178.41
04/30/2008	02/08/2009	60	CENTEX CORP	10.87	21.48	652.15	1,288.55	-636.40
10/15/2008	02/08/2009	225	***ERICSSON (LM) TEL-SP ADR	8.62	6.45	1,938.89	1,451.14	487.75
09/14/2005	02/08/2009	24	GILEAD SCIENCES INC	52.57	22.54	1,261.77	540.97	720.80
07/20/2008	02/08/2009	15	MONSANTO CO	84.14	42.43	1,262.14	636.50	625.64
04/25/2008	02/08/2009	25	VALERO ENERGY CORP	23.70	51.23	592.54	1,280.80	-688.26
04/25/2008	02/08/2009	40	VERIZON COMMUNICATIONS INC	31.10	36.83	1,244.00	1,473.12	-229.12
01/22/2009	02/10/2009	150	DELL INC	9.61	9.93	1,440.81	1,489.67	-48.86
04/25/2008	02/13/2009	25	VERIZON COMMUNICATIONS INC	29.94	36.83	748.39	920.70	-172.31
10/21/2008	02/17/2009	50	ACTIVISION BLIZZARD INC	9.53	13.20	476.31	660.11	-183.80
12/03/2008	02/17/2009	55	ACTIVISION BLIZZARD INC	9.53	10.65	523.94	585.92	-61.98
08/14/2008	02/20/2009	18	JPMORGAN CHASE & CO	19.35	39.83	348.38	717.02	-368.64
11/27/2007	02/20/2009	2	JPMORGAN CHASE & CO	19.35	42.04	38.71	84.08	-45.37
03/05/2008	02/26/2009	1	APPLE INC	90.61	123.60	90.61	123.60	-32.99
04/25/2008	02/26/2009	5	APPLE INC	90.61	168.99	453.06	844.97	-391.91
10/24/2007	03/03/2009	11	CATERPILLAR INC	22.76	75.01	250.38	825.16	-574.78
10/29/2007	03/03/2009	6	CATERPILLAR INC	22.76	74.42	136.57	446.54	-309.97
05/07/2008	03/04/2009	15	DEERE & CO	26.64	86.56	399.58	1,298.43	-898.85
11/18/2007	03/05/2009	30	SUPERVALU INC	15.43	39.59	462.76	1,187.72	-724.96
04/25/2008	03/05/2009	15	SUPERVALU INC	15.43	30.86	231.38	462.88	-231.50
02/09/2009	03/10/2009	55	WELLS FARGO & COMPANY	11.49	19.20	632.06	1,055.79	-423.73
09/14/2005	03/12/2009	60	BANK OF AMERICA CORP	5.19	42.54	311.66	2,552.67	-2,241.01
06/04/2007	03/12/2009	10	BANK OF AMERICA CORP	5.19	50.74	51.94	507.39	-455.45
08/01/2007	03/12/2009	15	BANK OF AMERICA CORP	5.19	47.16	77.92	707.41	-629.49
02/05/2008	03/12/2009	20	BANK OF AMERICA CORP	5.19	42.78	103.89	855.29	-751.40
04/25/2008	03/12/2009	95	BANK OF AMERICA CORP	5.19	38.09	493.47	3,618.44	-3,124.97
11/07/2008	03/12/2009	75	BANK OF AMERICA CORP	5.19	20.61	389.58	1,545.68	-1,156.10
12/19/2008	03/12/2009	50	BANK OF AMERICA CORP	5.19	13.94	259.72	697.03	-437.31
01/07/2009	03/12/2009	30	BANK OF AMERICA CORP	5.19	13.98	155.83	419.47	-263.64
09/15/2005	03/12/2009	175	SANMINA-SCI CORP	0.22	4.84	38.68	847.12	-808.44
09/14/2005	03/17/2009	25	AMERICAN INTERNATIONAL GROUP	0.94	61.08	23.54	1,526.97	-1,503.43
01/11/2006	03/17/2009	20	AMERICAN INTERNATIONAL GROUP	0.94	70.85	18.83	1,417.06	-1,398.23
05/10/2006	03/17/2009	6	AMERICAN INTERNATIONAL GROUP	0.94	66.29	5.65	397.73	-392.08
07/07/2006	03/17/2009	22	AMERICAN INTERNATIONAL GROUP	0.94	59.09	20.72	1,300.04	-1,279.32
02/08/2008	03/17/2009	12	AMERICAN INTERNATIONAL GROUP	0.94	50.63	11.30	607.62	-596.32

Capital Gains Report

THE WILLIAM BROWN FOUNDATION (Account: 888-21465)

January 1, 2009 through December 31, 2009

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
LONG - TERM								
05/20/2008	01/07/2009	10	APACHE CORP	83.41	146.52	834.15	1,465.20	-631.05
07/01/2008	01/07/2009	5	APACHE CORP	83.41	141.07	417.07	705.33	-288.26
03/23/2007	01/07/2009	2	CME GROUP INC	198.89	542.50	397.79	1,085.01	-687.22
05/08/2007	01/07/2009	1	CME GROUP INC	198.89	507.68	198.89	507.68	-308.79
08/10/2007	01/07/2009	4	CME GROUP INC	198.89	595.56	795.56	2,382.26	-1,586.68
04/24/2007	01/07/2009	25	FIDELITY NATIONAL CL A	16.62	26.46	415.54	661.51	-245.97
11/10/2008	01/07/2009	115	GENERAL ELECTRIC CO	16.43	18.99	1,888.97	2,183.59	-294.62
06/14/2006	01/07/2009	19	PHILIP MORRIS INTERNATIONAL	42.67	36.90	810.67	701.15	109.52
09/14/2005	01/07/2009	5	PROCTER & GAMBLE CO	61.39	55.33	306.93	276.67	30.26
12/23/2005	01/07/2009	15	PROCTER & GAMBLE CO	61.39	59.01	920.79	885.08	35.71
05/05/2008	01/07/2009	47	REPUBLIC SERVICES INC	25.23	28.01	1,185.96	1,318.61	-130.65
11/12/2008	01/07/2009	50	SYMANTEC CORP	14.20	12.44	710.08	622.06	88.02
01/24/2007	01/07/2009	12	TYCO INTERNATIONAL LTD	23.37	45.37	280.50	544.49	-263.99
04/04/2007	01/07/2009	3	TYCO INTERNATIONAL LTD	23.37	62.56	70.12	187.87	-117.55
05/06/2008	01/07/2009	15	TYCO INTERNATIONAL LTD	23.37	44.62	350.62	669.30	-318.68
11/07/2008	01/07/2009	30	WISCONSIN ENERGY CORP	41.91	41.30	1,257.25	1,238.92	18.33
05/01/2008	01/14/2009	21	BAXTER INTERNATIONAL INC	53.50	62.58	1,123.60	1,314.08	-190.48
04/24/2008	01/14/2009	5	BECTON DICKINSON & CO	71.02	87.02	355.08	435.09	-80.01
04/28/2008	01/14/2009	11	BECTON DICKINSON & CO	71.02	88.67	781.17	975.35	-194.18
08/01/2008	01/14/2009	4	BECTON DICKINSON & CO	71.02	85.28	284.06	341.14	-57.08
11/12/2008	01/14/2009	75	SYMANTEC CORP	13.11	12.44	983.94	933.09	50.25
05/05/2008	01/15/2009	13	APPLE INC	82.85	71.63	1,077.10	931.20	145.90
06/01/2008	01/15/2009	10	APPLE INC	82.85	61.89	828.53	618.90	209.63
06/01/2008	01/15/2009	1	APPLE INC	82.85	61.90	82.85	61.90	20.95
09/14/2006	01/15/2009	6	APPLE INC	82.85	74.28	497.12	445.66	51.46
02/21/2008	01/15/2009	5	APPLE INC	82.85	123.00	414.27	815.01	-200.74
03/05/2008	01/15/2009	4	APPLE INC	82.85	123.60	331.41	494.39	-162.98
10/02/2006	01/15/2009	18	BLACK & DECKER CORP	39.12	79.45	704.22	1,430.10	-725.88
09/14/2005	01/15/2009	40	CITIGROUP INC	3.81	45.10	152.38	1,803.89	-1,651.51
01/30/2008	01/15/2009	35	CITIGROUP INC	3.81	28.23	133.33	988.02	-854.69
02/05/2008	01/15/2009	15	CITIGROUP INC	3.81	27.80	57.14	417.01	-359.87
02/08/2008	01/15/2009	30	CITIGROUP INC	3.81	26.33	114.29	789.95	-675.66
02/28/2008	01/15/2009	25	CITIGROUP INC	3.81	25.21	95.24	630.14	-534.90
05/14/2007	01/22/2009	5	MCKESSON CORP	39.81	60.48	199.07	302.40	-103.33
06/25/2007	01/22/2009	10	MCKESSON CORP	39.81	58.80	398.13	587.96	-189.83
09/14/2005	01/26/2009	18	***ALCON INC	82.75	121.33	1,489.50	2,183.89	-694.39
08/01/2008	01/26/2009	6	***ALCON INC	82.75	108.55	496.50	651.33	-154.83
04/25/2008	01/26/2009	2	***ALCON INC	82.75	154.27	165.50	308.54	-143.04
04/30/2008	01/27/2009	45	SAFEWAY INC	23.43	31.59	1,054.13	1,421.53	-367.40
11/07/2008	01/27/2009	5	SAFEWAY INC	23.43	22.37	117.13	111.87	5.26
12/06/2005	01/28/2009	6	CONOCOPHILLIPS	50.03	63.52	300.19	381.14	-80.95
11/14/2006	01/28/2009	6	CONOCOPHILLIPS	50.03	63.42	300.19	380.51	-80.32
11/28/2008	01/28/2009	8	CONOCOPHILLIPS	50.03	64.46	400.26	515.68	-115.42
11/28/2008	01/28/2009	1	CONOCOPHILLIPS	50.03	64.46	50.03	64.46	-14.43
12/07/2008	01/28/2009	10	CONOCOPHILLIPS	50.03	69.24	500.32	692.44	-192.12
11/08/2008	01/30/2009	1	***BP PLC-SPONS ADR	42.86	68.10	42.85	68.10	-25.25

Capital Gains Report

THE WILLIAM BROWN FOUNDATION (Account: 888-21465)

January 1, 2009 through December 31, 2009

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
.....								
TOTAL						515,272.10	595,513.85	-80,241.55
.....								

** ACCOUNT TOTALS **

CURRENT PERIOD - G/L -80,241.55

-87,022.52

6,780.97

LONG TERM

ZERO COST

Capital-Gains Distributions: If you own shares of the Sanford C. Bernstein Fund, Inc., you may have received an annual capital-gains distribution (different from the capital gains or losses on securities sold, which are listed in this report). Long-term capital-gains distributions are a separate item on the I.R.S. forms, and appear on the Summary-of-Key-Items report.

Zero-Cost Transactions: If you transferred securities to Bernstein for which the purchase price was unavailable, the total capital-gains figure that appears on this report needs to be adjusted. Any such transactions are segregated on the Capital-Gains report, with the cost entered as zero. You will need to update the report data with the correct purchase information.

This information should be reviewed by your tax advisor or accountant.

Statement of Shareholder Receiving a Distribution of Stock

THE WILLIAM BROWN FOUNDATION (Account: 888-21465)

Statement of Shareowner
Receiving a Distribution of Stock
of Time Warner Cable Inc.
Filed Pursuant to Treasury Regulation Section 1.355-5(b)

1. The undersigned, a shareholder owning common stock of Time Warner Inc. as of March 12 2009, the record date, received a distribution on March 27 2009, from Time Warner Inc. shares of common stock of Time Warner Cable Inc., a corporation controlled by Time Warner Inc. to which Section 355 of the Internal Revenue code of 1986, as amended (the "Code"), applies.

2. The names and addresses of the corporations involved are:

(a) Time Warner Inc.
One Time Warner Center
New York, NY 10019

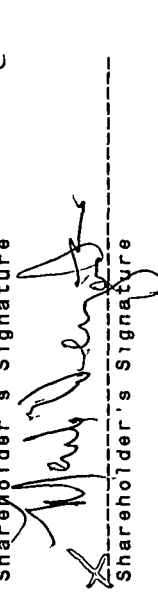
(b) Time Warner Cable Inc.
60 Columbus Circle
New York, NY 10023

3. The undersigned surrendered no stock or securities of Time Warner Inc. in the distribution.

4. The undersigned received 58 shares of common stock of Time Warner Cable Inc. in the distribution.

5. Time Warner Inc. has received a private letter ruling from the Internal Revenue Service to the effect that the distribution of shares of Time Warner Cable Inc. common stock qualifies as a tax-free distribution under section 355 of the Code.


Shareholder's Signature


Shareholder's Signature

*** ATTACH TO YOUR U.S. FEDERAL INCOME TAX RETURN FOR THE TAX PERIOD 2009 ***

Statement of Shareholder Receiving a Distribution of Stock

THE WILLIAM BROWN FOUNDATION (Account: 888-21465)

Statement of Shareowner
Receiving a Distribution of Stock
of AOL Inc.
Filed Pursuant to Treasury Regulation Section 1.355-5(b)

1. The undersigned, a shareholder owning common stock of Time Warner Inc. as of November 27 2009, the record date, received a distribution on December 09 2009, from Time Warner Inc. shares of common stock of AOL Inc., a corporation controlled by Time Warner Inc. to which Section 355 of the Internal Revenue code of 1986, as amended (the "Code"), applies.

2. The names and addresses of the corporations involved are:

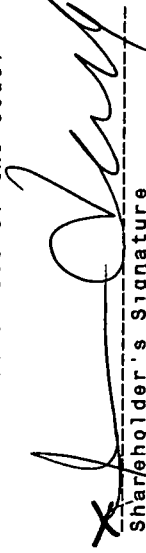
(a) Time Warner Inc.
One Time Warner Center
New York, NY 10019

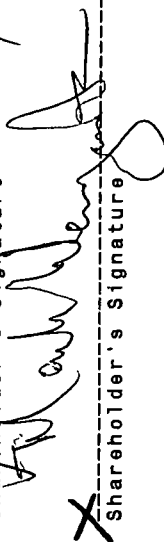
(b) AOL Inc.
770 Broadway
New York, NY 10003

3. The undersigned surrendered no stock or securities of Time Warner Inc. in the distribution.

4. The undersigned received 25 shares of common stock of AOL Inc. in the distribution.

5. Time Warner Inc. has received a private letter ruling from the Internal Revenue Service to the effect that the distribution of shares of AOL Inc. common stock qualifies as a tax-free distribution under section 355 of the Code.

X  Shareholder's Signature

X  Shareholder's Signature

*** ATTACH TO YOUR U.S. FEDERAL INCOME TAX RETURN FOR THE TAX PERIOD 2009 ***

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete **Part II** unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization	Employer identification number
	THE WILLIAM BROWN FOUNDATION INC. C/O MORRISON COHEN LLP	13-3307838
	Number, street, and room or suite no. If a P.O. box, see instructions.	
	909 THIRD AVENUE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	NEW YORK, NY 10022	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| ☐ Form 990 | ☐ Form 990-T (corporation) | ☐ Form 4720 |
| ☐ Form 990-BL | ☐ Form 990-T (sec. 401(a) or 408(a) trust) | ☐ Form 5227 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 6069 |
| ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

MORRISON COHEN LLP

- The books are in the care of ►
- 909 THIRD AVENUE - NEW YORK, NY 10022**

Telephone No. ► **212-735-8600**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year **2009** or
- ☐ tax year beginning _____, and ending _____.

- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	1,518.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II	Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).	
Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization THE WILLIAM BROWN FOUNDATION INC. C/O MORRISON COHEN LLP	Employer identification number 13-3307838
	Number, street, and room or suite no. If a P.O. box, see instructions. 909 THIRD AVENUE	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10022	

Check type of return to be filed (File a separate application for each return):

- ☐ Form 990 ☐ Form 990-EZ ☐ Form 990-T (sec. 401(a) or 408(a) trust) ☐ Form 1041-A ☐ Form 5227 ☐ Form 8870
☐ Form 990-BL ☒ Form 990-PF ☐ Form 990-T (trust other than above) ☐ Form 4720 ☐ Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

MORRISON COHEN LLP

- The books are in the care of **909 THIRD AVENUE - NEW YORK, NY 10022**
 Telephone No. **212-735-8600** FAX No.
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010**
- 5 For calendar year **2009**, or other tax year beginning , and ending .
- 6 If this tax year is for less than 12 months, check reason. ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension
INFORMATION FROM OUTSIDE SOURCES HAS YET TO BE RECEIVED AND AS SUCH AN ACCURATE AND COMPLETE RETURN CANNOT BE PREPARED.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	1,518.
c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Title Date

Form **8868** (Rev. 4-2009)