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

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

EXTENSION ATTACHED

OMB No 1545-0052

2009

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 BROWNINGTON FOUNDATION, INC.		A Employer identification number 23-7043230
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite C/O MORRIS & MCVEIGH LLP, 767 THIRD AVE		B Telephone number 212-418-0500
	City or town, state, and ZIP code NEW YORK, NY 10017		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 ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 8,036,272.		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	205,861.	205,861.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-2,122,502.			
	b Gross sales price for all assets on line 6a	3,173,272.			
	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					
12 Total. Add lines 1 through 11	-1,916,641.	205,861.	0.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 2	22,687.	5,672.	0.	17,015.
	b Accounting fees STMT 3	6,825.	1,706.	0.	5,119.
	c Other professional fees STMT 4	25,880.	6,470.	0.	19,410.
	17 Interest				
	18 Taxes STMT 5	3,668.	3,668.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	596.	150.	0.	446.
	24 Total operating and administrative expenses. Add lines 13 through 23	59,656.	17,666.	0.	41,990.
	25 Contributions, gifts, grants paid	431,500.			431,500.
26 Total expenses and disbursements. Add lines 24 and 25	491,156.	17,666.	0.	473,490.	
27 Subtract line 26 from line 12	-2,407,797.				
a Excess of revenue over expenses and disbursements		188,195.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			0.		

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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		8,281.	2,099,817.	2,099,817.
	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				
	10a	Investments - U S and state government obligations STMT 7		2,286,564.	1,443,313.	1,564,845.
	b	Investments - corporate stock STMT 8		6,696,225.	3,069,014.	3,891,724.
	c	Investments - corporate bonds STMT 9		442,216.	440,753.	479,886.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		9,433,286.	7,052,897.	8,036,272.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		9,433,286.	7,052,897.		
30	Total net assets or fund balances		9,433,286.	7,052,897.		
31	Total liabilities and net assets/fund balances		9,433,286.	7,052,897.		

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	9,433,286.
2	Enter amount from Part I, line 27a	2	-2,407,797.
3	Other increases not included in line 2 (itemize) ▶ IRS TAX REFUND	3	27,408.
4	Add lines 1, 2, and 3	4	7,052,897.
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	7,052,897.

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 3,173,272.		5,295,774.	-2,122,502.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			-2,122,502.

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	-2,122,502.
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	768,749.	12,025,033.	.063929
2007	1,061,279.	18,590,091.	.057088
2006	1,095,023.	16,441,764.	.066600
2005	1,051,647.	16,278,658.	.064603
2004	1,141,578.	18,352,694.	.062202

2 Total of line 1, column (d)	2	.314422
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	.062884
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	7,487,278.
5 Multiply line 4 by line 3	5	470,830.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,882.
7 Add lines 5 and 6	7	472,712.
8 Enter qualifying distributions from Part XII, line 4	8	473,490.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	1,882.
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	1,882.
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	1,882.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	3,440.	
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	3,440.	
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	1,558.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☒ 1,558. 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
1c 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

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 ► MORRIS & MCVEIGH LLP Located at ► 767 THIRD AVENUE, NEW YORK N.Y.	Telephone no	► 212-418-0500	
		ZIP+4	► 10017	
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 X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 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 X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b X

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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

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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
MARGOT T. EAGAN	PRES.			
C/O MORRIS & MCVEIGH, 767 THRID AVE.				
NEW YORK, NY 10017	1.00	0.	0.	0.
CLARE T. MCMORRIS	TREAS.			
C/O MORRIS & MCVEIGH, 767 THIRD AVE.				
NEW YORK, NY 10017	1.00	0.	0.	0.
MICHAEL D. SAVAGE	VICE PRES. & ASST. SEC'Y			
C/O MORRIS & MCVEIGH, 767 THIRD AVE.				
NEW YORK, NY 10017	1.00	0.	0.	0.
LEONARD B. BOEHNER	SECRETARY			
C/O MORRIS & MCVEIGH, 767 THIRD AVE.				
NEW YORK, NY 10017	3.00	0.	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

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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	7,212,346.
b	Average of monthly cash balances	1b	388,951.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7,601,297.
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	7,601,297.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	114,019.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,487,278.
6	Minimum investment return. Enter 5% of line 5	6	374,364.

Part XI Distributable Amount (see instructions) (Section 4942(i)(3) and (i)(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	374,364.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,882.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,882.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	372,482.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	372,482.
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	372,482.

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	473,490.
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	473,490.
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	1,882.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	471,608.

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				372,482.
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	261,423.			
b From 2005	245,114.			
c From 2006	298,697.			
d From 2007	162,942.			
e From 2008	174,371.			
f Total of lines 3a through e	1,142,547.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$	473,490.			
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				372,482.
e Remaining amount distributed out of corpus	101,008.			
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:	1,243,555.			
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 instructions			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	261,423.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	982,132.			
10 Analysis of line 9				
a Excess from 2005	245,114.			
b Excess from 2006	298,697.			
c Excess from 2007	162,942.			
d Excess from 2008	174,371.			
e Excess from 2009	101,008.			

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	36,320.755 SHS PIMCO TOTAL RETURN FD	P	08/03/09	12/04/09
b	38,194.444 BBH BROAD MARKET FD CL N 2.440%	P	08/03/09	12/04/09
c	12M US TREASURY NOTES INFLATION IND, 3.875%, 01/1	P	07/01/03	01/15/09
d	FRAC. TIME WARNER CABLE INC	P	12/02/05	04/23/09
e	5,360 SHS AIG	P	12/02/95	07/01/09
f	1,200 SHS GENERAL ELECTRIC CO	P	12/02/95	07/01/09
g	900 SHS APACHE CORP	P	08/05/05	07/01/09
h	753 SHS TIME WARNER CABLE INC	P	12/02/95	07/01/09
i	3,000 SHS TIME WARNER INC	P	12/02/95	07/01/09
j	FRAC. AIG	P	12/02/05	07/16/09
k	350M FEDERAL NATL MTGE ASSN 5%, 04/15/15	P	06/07/07	08/03/09
l	350M FEDERAL NATL HOME LOAN BANKS 5.375%, 05/18/1	P	06/07/07	08/03/09
m	93,129.818 SHS BBH INT'L EQUITY FUND	P	08/05/05	12/04/09
n				
o				

(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 398,075.		385,000.	13,075.
b 391,875.		385,000.	6,875.
c 157,097.		154,160.	2,937.
d 1.		1.	0.
e 94,060.		2,285,631.	-2,191,571.
f 14,190.		13,719.	471.
g 64,229.		62,019.	2,210.
h 23,881.		31,248.	-7,367.
i 76,053.		90,344.	-14,291.
j 9.		259.	-250.
k 381,598.		345,429.	36,169.
l 387,592.		351,210.	36,382.
m 1,184,612.		1,191,754.	-7,142.
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			13,075.
b			6,875.
c			2,937.
d			0.
e			-2,191,571.
f			471.
g			2,210.
h			-7,367.
i			-14,291.
j			-250.
k			36,169.
l			36,382.
m			-7,142.
n			
o			

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	-2,122,502.
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		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT		
THRU BROWN BROS.- DIVIDENDS	83,506.	0.	83,506.		
THRU BROWN BROS.- INTEREST	122,355.	0.	122,355.		
TOTAL TO FM 990-PF, PART I, LN 4	205,861.	0.	205,861.		

FORM 990-PF		LEGAL FEES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MORRIS & MCVEIGH LLP, LEGAL FEE	22,687.	5,672.	0.	17,015.	
TO FM 990-PF, PG 1, LN 16A	22,687.	5,672.	0.	17,015.	

FORM 990-PF		ACCOUNTING FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MORRIS & MCVEIGH LLP, TAX PREP.	6,825.	1,706.	0.	5,119.	
TO FORM 990-PF, PG 1, LN 16B	6,825.	1,706.	0.	5,119.	

FORM 990-PF		OTHER PROFESSIONAL FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BBH ADMINISTRATION FEE	25,880.	6,470.	0.	19,410.	
TO FORM 990-PF, PG 1, LN 16C	25,880.	6,470.	0.	19,410.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX	2,781.	2,781.	0.	0.	
IRS - EXCISE TAX	887.	887.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	3,668.	3,668.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
NYS DEPT OF LAW - FILING FEE	250.	63.	0.	187.	
DELAWARE REP. FEE	55.	14.	0.	41.	
DELAWARE ANNUAL FRANCHISE TAX REPORT	291.	73.	0.	218.	
TO FORM 990-PF, PG 1, LN 23	596.	150.	0.	446.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
U.S. GOVT SECURITIES - SEE SCHEDULE	X		1,443,313.	1,564,845.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,443,313.	1,564,845.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,443,313.	1,564,845.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK -SEE SCHEDULE	3,069,014.	3,891,724.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,069,014.	3,891,724.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS -SEE SCHEDULE	440,753.	479,886.
TOTAL TO FORM 990-PF, PART II, LINE 10C	440,753.	479,886.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ABERDEEN FOYER	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	10,000.
AMERICAN FOUNDATION FOR THE BLIND	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	5,000.
ANTHONY NOLAND TRUST, THE	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	3,500.
ASIA SOCIETY	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	25,000.
AUSTEN-RIGGS CENTER	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	10,000.
BAILIES OF BENNACHIE	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	1,500.
BERKSHIRE TACONIC FOUNDATION	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	1,000.
BRAEMER MOUNTAIN RESCUE	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	2,000.

BREARLEY SCHOOL	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	10,500.
CAMPHILL RUDOLPH STEINER SCHOOL	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	3,000.
CHILDLINE	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	5,000.
CHILDREN 1ST	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	8,000.
CHILDREN WITH LEUKAEMIA	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	3,000.
CHILDREN'S BRAIN TUMOR RESEARCH CENTRE, UNIVERSITY OF NOTTINGHAM	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	1,500.
CHINA INSTITUTE IN AMERICA	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	5,000.
CITY SQUASH	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	1,000.
COLUMBIA UNIVERSITY (CHARLES RUFF FUND)	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	5,000.
CONSERVATIONAL INTERNATIONAL	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	500.

CONSUELO FOUNDATION FOR COMMUNITY & FAMILY SERVICES FOUNDATION	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	2,000.
DANA HALL SCHOOL	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	1,000.
DOCTORS WITHOUT BORDERS	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	1,000.
ENABLE	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	2,000.
FEEDING AMERICA	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	1,000.
FETTERNEAR TRUST	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	1,500.
FISHER HOUSE FOUNDATION INC	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	5,000.
FRENCH AMERICAN FOUNDATION, THE	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	5,000.
GILLEN BREWER SCHOOL, THE	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	5,000.
GOULD FARM	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	1,000.

HEATHER TRUST	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	4,000.
HOME START GARIOCH	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	2,000.
HUMAN RIGHTS CAMPAIGN FOUNDATION	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	500.
INNOCENCE PROJECT, THE	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	3,000.
INTERPEACE	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	10,000.
LA SCUOLA DITALIA GUGLIELMO MARCONI	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	5,000.
LEWIS FUND, ELAINE SCHLOSSER-AMERICAN OF CHILD & ADOLESCENT PSYCHIATRY	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	2,000.
MARIE CURIE CANCER SCOTLAND	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	3,000.
MASSACHUSETTS AUDUBON SOCIETY	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	500.
MIDDLEBURY COLLEGE	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	1,000.

MOTABILITY	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	1,000.
MYSTIC CONGREGATIONAL CHURCH	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	2,000.
NATIONAL OUTDOOR LEADERSHIP SCHOOL)NOLS)	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	500.
NATIONAL PUBLIC RADIO	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	1,000.
NEW YORK PRESBYTERIAN HOSPITAL CORNELL	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	5,000.
NEW YORK PRESBYTERIAN HOSPITAL FUND FOR MEDICINE	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	5,000.
OVARIAN CANCER RESEARCH FUND	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	1,000.
OYNE SCHOOL	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	5,000.
PREP FOR PREP	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	6,000.
QUEBEC LABRADOR FOUNDATION	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	55,000.

REACH	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	5,000.
RECORDING FOR THE BLIND & DYSLEXIC	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	1,000.
ROBERT COLLEGE OF ISTANBUL	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	5,000.
ROBIN HOOD FOUNDATION	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	5,000.
ROYAL NATIONAL INSTITUTE FOR THE BLIND	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	1,500.
ROYAL NATIONAL LIFEBOAD INSTITUTION	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	3,000.
SAVE THE CHILDREN (UK)	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	6,000.
SCIENTIFIC EXPLORATION SOCIETY, THE	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	2,000.
SEA TURTLE RESTORATION PROJECT	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	1,000.
SHAKESPEARE & COMPANY	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	1,000.

SHYC SAILING FOUNDATION, INC.	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	12,500.
SIERRA CLUB	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	5,000.
SLOAN-KETTERING CANCER CENTER	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	5,000.
SOUTHEAST MISSOURI UNIVERSITY FOUNDATION	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	5,000.
ST BERNARD'S SCHOOL	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	500.
TAFT SCHOOL ALUMNI, THE	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	6,000.
TEACH FOR AMERICA	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	2,000.
TELEVISION TRUST FOR THE ENVIRONMENT	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	3,000.
TRAINING INSTITUTE FOR MENTAL HEALTH	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	5,000.
TRICKEL UP PROGRAM INC	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	5,000.

UNIVERSITY OF MASSACHUSETTS SCHOOL OF ENGINEERING	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	2,000.
URBAN JUSTICE	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	1,000.
WELLESLEY COLLEGE	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	10,000.
WILLIAM A. WHITE INSTITUTE	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	8,000.
WORLD LEARNING INC	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	30,000.
WORLD VISION	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	2,500.
YALE ALUMNI FUND	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	20,000.
YALE LAW SCHOOL	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	10,000.
YALE UNIVERSITY STERLING LIBRARY	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	20,000.
YALE UNIVERSITY YALE COMMUNITY ROWING	NONE GENERAL FUNDING	CHARITABLE & EDUCATIONA	5,000.

BROWNINGTON FOUNDATION, INC.

23-7043230

YALE UNIVERSITY- YALE CHILD
STUDY CENTER

NONE
GENERAL FUNDING

CHARITABLE 5,000.
&
EDUCATIONA

YELLOWSTONE PARK FOUNDATION

NONE
GENERAL FUNDING

CHARITABLE 1,000.
&
EDUCATIONA

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

431,500.

**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	Name of Exempt Organization	Employer identification number
	BROWNINGTON FOUNDATION, INC.	23-7043230
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O MORRIS & MCVEIGH LLP, 767 THIRD AVE.	
File by the due date for filing your return See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10017	

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 |

MORRIS & MCVEIGH LLP

- The books are in the care of ► **767 THIRD AVENUE, NEW YORK N.Y. - 10017**

Telephone No. ► **212-418-0500**

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	\$	1,882.
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	\$	18,190.
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)

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

OMB No. 1545-1709

► File a separate application for each return.

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

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Type or print	Name of Exempt Organization	Employer identification number
	BROWNINGTON FOUNDATION, INC.	23-7043230
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O MORRIS & MCVEIGH LLP, 767 THIRD AVE.	
File by the due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10017	

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 |

MORRIS & MCVEIGH LLP

- The books are in the care of ► **767 THIRD AVENUE, NEW YORK N.Y. - 10017**
Telephone No. ► **212-418-0500** 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	\$	1,882.
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	\$	18,190.
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.

BROWINGTON FOUNDATION YEAR END BOOK AND MARKET VALUES 12/31/09

	<u>COST BASIS</u>	<u>FAIR MARKET VALUE</u>
<u>SAVINGS AND TEMPORARY CASH</u>		
BBH MONEY MKT FUND	\$ 1.00	\$ 1.00
FIDUCIARY TRUST INT'L	316	316
2,099,500 STRIP 3 US TREAS & AGY 8/31/03	2,099,500	2,099,500
TOTAL	<u>\$ 2,099,817</u>	<u>\$ 2,099,817</u>
<u>U.S. GOVERNMENT OBLIGATIONS</u>		
225,000 FHLM 5.625,3/15/11	\$ 230,141	\$ 238,185
200,000 FHLB 5.75, 1/15/12	203,126	217,834
250,000 FHLB 5.75, 5/15/12	258,473	274,738
150,000 FHLB 5.125% 8/14/13	150,267	165,257
150,000 FHLB 5% 7/15/14	149,883	164,958
150,000 FNMA 5% 10/15/11	150,038	160,382
163,388 U.S. TREAS. NTS 2.375% 4/15/11	151,412	168,417
160,584 U.S. TREAS. NTS 2.5% 7/15/16	149,973	175,074
TOTAL	<u>\$ 1,443,313</u>	<u>\$ 1,564,845</u>
<u>CORPORATE STOCKS</u>		
4,500 AFLAC INC	\$ 200,911	\$ 208,125
1,500 AMGEN INC	97,890	84,855
7,800 AVON PROD	70,900	245,700
47,901 BBH PRIVATE EQ.PARTNERS III	402,017	479,008
2,000 BECTON DICKINSON	77,825	157,720
3,100 BED BATH & BEYOND	127,038	119,753
1,230 BP AMOCO	41,297	71,303
1,280 CADBURY SCHWEPPEP PLC	73,981	65,779
2,200 COSTCO	97,103	130,174
4,500 DOVER CORP	135,234	187,245
960 DR PEPPER SNAPPLE GROUP INC	29,677	27,168
3,400 FISERVE INC	148,580	164,832
800 GENERAL ELECTRIC	9,146	12,104
2,253 HOMEFED CORP	47,764	55,199
2,600 ILLINOIS TOOL WORKS	96,973	124,774
3,250 JOHNSON & JOHNSON CO	70,281	209,333
9,100 LIBERTY GLOBAL SER A	251,251	199,381
4,000 MEDTRONIC INC	105,825	175,920
4,000 MICROSOFT INC	138,035	121,960
3,125 NESTLE SA	123,763	151,094
2,750 NOVARTIS AG	153,120	149,683
1,900 PRAXAIR INC	96,672	152,589
3,000 PROCTER & GAMBLE	124,615	181,890
3,000 ROYAL DUTCH	137,958	180,330
4,050 WASTE MANAGEMENT	149,147	136,931
2,125 XTO ENERGY	62,012	98,876
TOTAL	<u>\$ 3,069,014</u>	<u>\$ 3,891,724</u>

BROWINGTON FOUNDATION YEAR END BOOK AND MARKET VALUES 12/31/09

	<u>COST BASIS</u>	<u>FAIR MARKET VALUE</u>
<u>CORPORATE BONDS</u>		
150,000 ABBOTT LABS 5.875%, 5/15/16	\$ 149,250	\$ 165,669
150,000 AMER EXPRESS CREDIT 5.30% 12/02/15	144,693	154,991
150 METLIFE INC. 5.50%, 6/15/14	146,810	159,226
TOTAL	<u>\$ 440,753</u>	<u>\$ 479,886</u>
 TOTAL BOOK AND MARKET VALUES	 <u>\$ 7,052,898</u>	 <u>\$ 8,036,272</u>