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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 BRIMSTONE FUND		A Employer identification number 23-7811366
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite C/O BROWN BROTHERS HARRIMAN TR CO N.A.		B Telephone number 212-493-8000
	City or town, state, and ZIP code 140 BROADWAY, NEW YORK, NY 10005		C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,388,485. (Part I, column (d) must be on cash basis.)		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,033.	1,033.		STATEMENT 1
	4 Dividends and interest from securities	31,445.	31,445.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<1,476.>			
	b Gross sales price for all assets on line 6a	221,976.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications Gross sales less returns and allowances				
	10a Less: Cost of goods sold				
c Gross profit or (loss)					
11 Other income	2,000.	0.		STATEMENT 3	
12 Total. Add lines 1 through 11	33,002.	32,478.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	4,475.	0.		4,475.
	c Other professional fees	10,101.	10,101.		0.
	17 Interest				
	18 Taxes	4,179.	529.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses	1,389.	0.		1,389.	
24 Total operating and administrative expenses. Add lines 13 through 23	20,144.	10,630.		5,864.	
25 Contributions, gifts, grants paid	73,000.			73,000.	
26 Total expenses and disbursements. Add lines 24 and 25	93,144.	10,630.		78,864.	
27 Subtract line 26 from line 12	<60,142.>				
a Excess of revenue over expenses and disbursements		21,848.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			N/A		

11
NE

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		55,505.	6,444.	6,444.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	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 8		209,527.	110,482.	110,735.
	b	Investments - corporate stock STMT 9		1,102,411.	1,190,375.	1,270,468.
	c	Investments - corporate bonds				
Liabilities	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 ▶ WEB DESIGN FEES)		838.	838.	838.
	16	Total assets (to be completed by all filers)		1,368,281.	1,308,139.	1,388,485.
	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 ▶ <input type="checkbox"/>					
	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 ▶ <input checked="" type="checkbox"/>					
	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		1,368,281.	1,308,139.		
30	Total net assets or fund balances		1,368,281.	1,308,139.		
31	Total liabilities and net assets/fund balances		1,368,281.	1,308,139.		

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	1,368,281.
2	Enter amount from Part I, line 27a	2	<60,142.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,308,139.
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	1,308,139.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
b SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
c SEC V MBIA FAIR FUND SECURITIES	P	VARIOUS	04/08/09
d FREDDIE MAC (ADDT'L) SECURITIES LITI	P	VARIOUS	09/19/09
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 17,031.		16,662.	369.
b 204,505.		206,790.	<2,285.>
c 416.			416.
d 24.			24.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			369.
b			<2,285.>
c			416.
d			24.
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	<1,476.>
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	58,367.	1,438,900.	.040564
2007	78,508.	1,552,740.	.050561
2006	54,528.	1,462,746.	.037278
2005	79,449.	1,464,727.	.054242
2004	64,128.	1,605,871.	.039933

2 Total of line 1, column (d)	2	.222578
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	.044516
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,264,140.
5 Multiply line 4 by line 3	5	56,274.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	218.
7 Add lines 5 and 6	7	56,492.
8 Enter qualifying distributions from Part XII, line 4	8	78,864.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	1	218.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)	2	0.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	3	218.
3	Add lines 1 and 2	4	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	5	218.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	2,000.
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	2,000.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,782.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input checked="" type="checkbox"/> 240. Refunded <input type="checkbox"/>	11	1,542.

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 <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 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?		X
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) <input checked="" type="checkbox"/> NONE		
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 SEE STATEMENT 10		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 STMT 11	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)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A		X	
14	The books are in care of BROWN BROTHERS HARRIMAN TR CO NA Telephone no 212-493-8857 Located at 140 BROADWAY, 5TH FLOOR NEW YORK, NY ZIP+4 10005			
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here 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 N/A	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	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 N/A		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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

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

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

6b

If "Yes" to 6b, file Form 8870

X

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
CRISTY WEST	TRUSTEE			
2720 BRANDYWINE STREET NW				
WASHINGTON, DC 20008	3.00	0.	0.	0.
MARGARET P. HANSON	TRUSTEE			
2900 N. STREET NW				
WASHINGTON, DC 20007	0.00	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 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	1,219,602.
b	Average of monthly cash balances	1b	63,789.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,283,391.
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	1,283,391.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,251.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,264,140.
6	Minimum investment return. Enter 5% of line 5	6	63,207.

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	63,207.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	218.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	218.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	62,989.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	62,989.
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	62,989.

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	78,864.
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	78,864.
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	218.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	78,646.

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				62,989.
2 Undistributed income, if any, as of the end of 2009			68,295.	
a Enter amount for 2008 only				
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				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 78,864.			68,295.	
a Applied to 2008, but not more than line 2a				
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.			10,569.
d Applied to 2009 distributable amount	0.			
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	0.			
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				52,420.
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	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income

[illegible]

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

Part XV	Supplementary Information (continued)
----------------	--

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a Paid during the year					
SEE STATEMENT 12					
Total				▶ 3a	73,000.
b Approved for future payment					
NONE					
Total				▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,033.	
4 Dividends and interest from securities			14	31,445.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	<1,476.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a 2008 OVERPAYMENT APPLIED					
b TO 2008					2,000.
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)		0.		31,002.	2,000.
13 Total. Add line 12, columns (b), (d), and (e)					33,002.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		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	
	Custy West		5-7-10		TRUSTEE	
Paid Preparer's Use Only	Preparer's signature		Date		Check if self-employed <input type="checkbox"/>	
	Anna-Linn Anderson		5/5/10		Preparer's identifying number P00804632	
Firm's name (or yours if self-employed), address, and ZIP code					EIN	
BROWN BROTHERS HARRIMAN TRUST CO., N.A. 140 BROADWAY - 5TH FL NEW YORK, NY 10005					Phone no	

Form **990-PF** (2009)

Brown Brothers Harriman & Co.
Schedule of Sales / Redemption / Maturities
For Period: January 1, 2009 to December 31, 2009

Apl Num	Group of S/L	Trade Date Format	Par / Shares	Sec Desc	Pur Date Format	Org Cost	Amort / Accret	Adj Cost	Disposition	Gain Lost
2106185	Short Term Capital Gains / Losses	05/18/2009	175	AFLAC INC	10/08/2008	8,368.41	0	8,368.41	6,117.67	-2,250.74
		06/05/2009	50	AFLAC INC	10/08/2008	2,390.98	0	2,390.98	1,680.79	-710.19
			200	AFLAC INC	02/06/2009	4,292.5	0	4,292.5	6,723.14	2,430.64
		06/08/2009	75	AFLAC INC	02/06/2009	1,609.69	0	1,609.69	2,509.8	900.11
		Total				16,661.58	0	16,661.58	17,031.4	369.82
		02/17/2009	100,000	FEDERAL HOME LOAN MTGE CORP	05/04/2006	99,045	955	100,000	100,000	0
		03/19/2009	225	INTUIT INC	10/01/2007	7,000.7	0	7,000.7	5,974.76	-1,025.94
		04/14/2009	200	BED BATH & BEYOND INC	08/05/2004	6,961.14	0	6,961.14	6,091.12	-870.02
		04/21/2009	225	AFLAC INC	11/15/2006	9,976.97	0	9,976.97	6,005.56	-3,971.41
		04/30/2009	24.96	DR PEPPER SNAPPLE GROUP INC	12/27/2005	567.6	0	567.6	511.19	-56.41
	Long Term Capital Gains / Losses		31.68	DR PEPPER SNAPPLE GROUP INC	12/28/2005	727.78	0	727.78	648.82	-78.96
			38.88	DR PEPPER SNAPPLE GROUP INC	12/23/2005	886.87	0	886.87	796.28	-90.59
			70.08	DR PEPPER SNAPPLE GROUP INC	12/22/2005	1,593.28	0	1,593.28	1,435.26	-158.02
			84	DR PEPPER SNAPPLE GROUP INC	02/03/2006	1,993.04	0	1,993.04	1,720.35	-272.69
			170.4	DR PEPPER SNAPPLE GROUP INC	12/21/2005	3,852.51	0	3,852.51	3,489.85	-362.66
		05/12/2009	75	LIBERTY GLOBAL INC COM SER A	06/19/2006	1,722.16	0	1,722.16	1,210.34	-511.82
		05/18/2009	50	AFLAC INC	11/15/2006	2,217.11	0	2,217.11	1,747.91	-469.2
		07/01/2009	122	LIBERTY GLOBAL INC COM SER A	06/19/2006	2,801.38	0	2,801.38	1,946.57	-854.81
			153	LIBERTY GLOBAL INC COM SER A	06/20/2006	3,497.86	0	3,497.86	2,441.18	-1,056.68
		08/07/2009	525	EBAY INC	07/17/2008	12,645.21	0	12,645.21	11,918.34	-726.87
		09/14/2009	25	EBAY INC	07/17/2008	602.15	0	602.15	589.24	-12.91
			325	EBAY INC	07/18/2008	7,796.82	0	7,796.82	7,660.11	-136.71
		10/12/2009	75	GRAINGER, W W INC	01/17/2008	5,587	0	5,587	7,010.51	1,423.51
			225	WALGREEN CO	06/27/2008	7,447.34	0	7,447.34	8,765.36	1,318.02
		10/29/2009	100	CADBURY PLC SPONS ADR	12/21/2005	4,226.95	0	4,226.95	5,113.59	886.64
		11/09/2009	125	CADBURY PLC SPONS ADR	12/21/2005	5,283.68	0	5,283.68	6,348.83	1,065.15
		11/10/2009	2.2	CADBURY PLC SPONS ADR	12/21/2005	92.99	0	92.99	111.55	18.56
			47.8	CADBURY PLC SPONS ADR	12/22/2005	2,031.78	0	2,031.78	2,423.67	391.89
		11/16/2009	150	MICROSOFT CORP	03/26/2002	4,479	0	4,479	4,448.82	-30.18
			200	MICROSOFT CORP	02/16/2006	5,335.88	0	5,335.88	5,931.77	595.89
		11/17/2009	25	GRAINGER W W INC	02/15/2008	1,875.39	0	1,875.39	2,541.01	665.62
			75	GRAINGER, W W INC	01/17/2008	5,587.01	0	5,587.01	7,623.01	2,036
		Total				205,834.6	955	206,789.6	204,505	-2,284.6
						222,496.18	955	223,451.18	221,536.4	-1,914.78

BROWN BROTHERS HARRIMAN & CO.
PORTVUE - B05657.LBX
RR: 5 CUST4: SAB
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DTCNO: 2106185
RUN: 01/22/10 3:35 P.M.

PORTFOLIO EVALUATION FOR
THE BRIMSTONE FUND

AS OF DATE: December 31, 2009

PAGE 1

SECURITY DESCRIPTION

ANNUAL YTM/
INCOME YLD

GAIN/
(-LOSS)

CURRENT
VALUE

12/31
PRICE

COST/
UNIT

ORIGINAL
COST

PURCHASE
DATE

TOTAL

U.S. GOVERNMENT AGENCIES

COMMON STOCKS

CASH AND CASH EQUIVALENTS

U.S. GOVERNMENT AGENCIES

SUPERVISED HOLDINGS

CASH AND CASH EQUIVALENTS

CASH

U.S. GOVERNMENT AGENCIES

50,000 FEDERAL HOME LOAN BANK
50,000 TENN VALLEY SUTH TVA

U.S. GOVERNMENT AGENCIES

COMMON STOCKS

125 AUTOMATIC DATA PROCESSING INC

325 AUTOMATIC DATA PROCESSING INC

450 AUTOMATIC DATA PROCESSING INC

150 BED BATH & BEYOND INC

150 BED BATH & BEYOND INC

50 BED BATH & BEYOND INC

25 BED BATH & BEYOND INC

100 BED BATH & BEYOND INC

475 BED BATH & BEYOND INC

18 BERKSHIRE HATHAWAY INC DEL CL B

45 CADBURY PLC SPONS ADR

51 CADBURY PLC SPONS ADR

33 CADBURY PLC SPONS ADR

42 CADBURY PLC SPONS ADR

112 CADBURY PLC SPONS ADR

285 CADBURY PLC SPONS ADR

50 CHUBB CORP

150 CHUBB CORP

150 CHUBB CORP

75 CHUBB CORP

100 CHUBB CORP

150 CHUBB CORP

675 CHUBB CORP

6,444.43

01/25/08 53,461.50 106.92 109.44
01/25/08 57,020.00 114.04 112.03

\$ 110,481.50

(ADP 4) 02/20/08 4,970.71 39.77 42.82

(ADP 4) 02/29/08 13,015.73 40.05 42.82

(ADP 4) 17,986.44 39.97

(BBBY) 08/05/04 5,220.86 34.81 38.61

(BBBY) 12/23/04 5,923.50 39.49 38.61

(BBBY) 07/05/07 1,817.11 36.34 38.61

(BBBY) 07/06/07 915.23 36.61 38.61

(BBBY) 07/09/07 3,662.53 36.63 38.61

(BBBY) 17,539.23 36.92

(BRK--Z) 02/15/06 52,635.042924.173286.00

(CBY 1) 12/22/05 1,939.96 42.51 51.39

(CBY 1) 12/23/05 2,210.80 42.65 51.39

(CBY 1) 12/27/05 1,414.93 42.52 51.39

(CBY 1) 12/28/05 1,814.24 42.95 51.39

(CBY 1) 02/03/06 4,968.29 44.36 51.39

(CBY 1) 12,348.22 43.33

(CB 4) 05/31/07 2,739.77 54.80 49.18

(CB 4) 06/01/07 8,255.81 55.04 49.18

(CB 4) 07/19/07 7,844.15 52.29 49.18

(CB 4) 07/20/07 3,879.01 51.72 49.18

(CB 4) 09/17/07 5,109.22 51.09 49.18

(CB 4) 10/08/08 6,412.71 42.75 49.18

(CB 4) 34,240.67 50.73

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BROWN BROTHERS HARRIMAN & CO.
 PORTVUE - B05657.LBX
 RR: 5 CUST4: SAB
 AUDIT: 02 DESPCT: 70.00
 DTCNO: 2106185
 RUN: 01/22/10 3:35 P.M.

PORTFOLIO EVALUATION FOR
 THE BRIMSTONE FUND

AS OF DATE: December 31, 2009

SECURITY DESCRIPTION		PURCHASE DATE	ORIGINAL COST	COST/UNIT	12/31 PRICE	CURRENT VALUE	% VALUE	GAIN/(-LOSS)	ANNUAL INCOME YTD
500	DIAGEO PLC- SPONSORED ADR	(DEO 1)	29,281.78	58.56		34,705	2.5	5,423	1,133 3.3
50	EBAY INC	(EBAY 5) 07/18/08	1,199.51	23.99	23.53	1,177	0.1	-23	
525	EBAY INC	(EBAY 5) 10/23/08	7,863.56	14.98	23.53	12,353	0.9	4,490	
25	EBAY INC	(EBAY 5) 10/24/08	357.00	14.28	23.53	588	0.0	231	
650	EBAY INC	(EBAY 5) 01/23/09	7,749.43	11.92	23.53	15,295	1.1	7,545	
1,250	EBAY INC	(EBAY 5)	17,169.50	13.74		29,413	2.1	12,243	
150	ECOLAB INC	(ECL 4) 04/14/09	5,572.74	37.15	44.58	6,687	0.5	1,114	93 1.4
50	ECOLAB INC	(ECL 4) 04/15/09	1,868.85	37.38	44.58	2,229	0.2	360	31 1.4
200	ECOLAB INC	(ECL 4)	7,441.59	37.21		8,916	0.6	1,474	124 1.4
150	EOG RESOURCES INC	(EOG 1) 10/20/09	14,096.88	93.98	97.30	14,595	1.1	498	87 0.6
50	EOG RESOURCES INC	(EOG 1) 10/28/09	4,270.84	85.42	97.30	4,865	0.4	594	29 0.6
200	EOG RESOURCES INC	(EOG 1)	18,367.72	91.84		19,460	1.4	1,092	116 0.6
75	GRAINGER, W W INC	(GWW 3) 02/15/08	5,626.18	75.02	96.83	7,262	0.5	1,636	138 1.9
25	GRAINGER, W W INC	(GWW 3) 06/25/08	2,125.89	85.04	96.83	2,421	0.2	295	46 1.9
25	GRAINGER, W W INC	(GWW 3) 06/26/08	2,109.25	84.37	96.83	2,421	0.2	312	46 1.9
50	GRAINGER, W W INC	(GWW 3) 09/09/08	4,415.26	88.31	96.83	4,842	0.3	426	92 1.9
175	GRAINGER, W W INC	(GWW 3)	14,276.58	81.58		16,945	1.2	2,669	322 1.9
100	INTUIT INC	(INTU O) 10/01/07	3,111.42	31.11	30.73	3,073	0.2	-38	
375	INTUIT INC	(INTU O) 10/02/07	11,625.98	31.00	30.73	11,524	0.8	-102	
250	INTUIT INC	(INTU O) 10/31/07	7,930.65	31.72	30.73	7,683	0.6	-248	
100	INTUIT INC	(INTU O) 07/07/08	2,784.33	27.84	30.73	3,073	0.2	289	
125	INTUIT INC	(INTU O) 07/08/08	3,520.93	28.17	30.73	3,841	0.3	320	
100	INTUIT INC	(INTU O) 07/09/08	2,738.62	27.39	30.73	3,073	0.2	334	
1,050	INTUIT INC	(INTU O)	31,711.93	30.20		32,267	2.3	555	
400	JOHNSON & JOHNSON	(JNJ 3) 11/18/09	24,958.64	62.40	64.41	25,764	1.9	805	784 3.0
25	JOHNSON & JOHNSON	(JNJ 3) 11/19/09	1,553.49	62.14	64.41	1,610	0.1	57	49 3.0
425	JOHNSON & JOHNSON	(JNJ 3)	26,512.13	62.38		27,374	2.0	862	833 3.0
275	LIBERTY GLOBAL INC COM SER A	(LBTYAD) 06/20/06	6,286.99	22.86	21.89	6,020	0.4	-267	
69	LIBERTY GLOBAL INC COM SER A	(LBTYAD) 07/27/06	1,471.53	21.33	21.89	1,510	0.1	39	
131	LIBERTY GLOBAL INC COM SER A	(LBTYAD) 07/28/06	2,835.27	21.64	21.89	2,868	0.2	32	
250	LIBERTY GLOBAL INC COM SER A	(LBTYAD) 08/04/06	5,625.08	22.50	21.89	5,473	0.4	-153	
725	LIBERTY GLOBAL INC COM SER A	(LBTYAD)	16,218.87	22.37		15,870	1.1	-349	

BROWN BROTHERS HARRIMAN & CO.
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PORTFOLIO EVALUATION FOR
 THE BRIMSTONE FUND

AS OF DATE: December 31, 2009

SECURITY DESCRIPTION	PURCHASE DATE	ORIGINAL COST	COST/UNIT	12/31 PRICE	CURRENT VALUE	% VALUE	GAIN/(-LOSS)	ANNUAL INCOME YTD
LIBERTY MEDIA HLDG CORP INTERACTIVE A	12/10/07	3,121.79	20.81	10.84	1,626	0.1	-1,496	
LIBERTY MEDIA HLDG CORP INTERACTIVE A	12/11/07	5,252.78	21.01	10.84	2,710	0.2	-2,543	
LIBERTY MEDIA HLDG CORP INTERACTIVE A	12/12/07	6,857.24	21.10	10.84	3,523	0.3	-3,334	
LIBERTY MEDIA HLDG CORP INTERACTIVE A	01/04/08	3,509.30	17.55	10.84	2,168	0.2	-1,341	
LIBERTY MEDIA HLDG CORP INTERACTIVE A	01/07/08	4,387.13	17.55	10.84	2,710	0.2	-1,677	
LIBERTY MEDIA HLDG CORP INTERACTIVE A	01/08/08	3,084.62	17.63	10.84	1,897	0.1	-1,188	
LIBERTY MEDIA HLDG CORP INTERACTIVE A	01/11/08	7,085.12	15.74	10.84	4,878	0.4	-2,207	
LIBERTY MEDIA HLDG CORP INTERACTIVE A		33,297.98	18.50		19,512	1.4	-13,786	
MICROSOFT CORP	(MSFT 3)	6,669.85	26.68	30.48	7,620	0.5	950	130 1.7
MICROSOFT CORP	(MSFT 3)	4,745.46	23.73	30.48	6,096	0.4	1,351	104 1.7
MICROSOFT CORP	(MSFT 3)	6,575.40	21.92	30.48	9,144	0.7	2,569	156 1.7
MICROSOFT CORP	(MSFT 3)	5,815.23	23.26	30.48	7,620	0.5	1,805	130 1.7
MICROSOFT CORP	(MSFT 3)	23,805.94	23.81		30,480	2.2	6,674	520 1.7
NESTLE S A SPONS ADR	(NSRGY9)	9,720.00	25.92	48.56	18,211	1.3	8,491	302 1.7
NESTLE S A SPONS ADR	(NSRGY9)	23,777.90	29.28	48.56	39,433	2.8	15,655	653 1.7
NESTLE S A SPONS ADR	(NSRGY9)	33,497.90	28.22		57,644	4.2	24,146	954 1.7
NOVARTIS AG - ADR	(NVS 7)	12,108.93	48.44	54.43	13,608	1.0	1,499	364 2.7
NOVARTIS AG - ADR	(NVS 7)	14,925.57	49.75	54.43	16,329	1.2	1,403	436 2.7
NOVARTIS AG - ADR	(NVS 7)	5,467.66	54.68	54.43	5,443	0.4	-25	145 2.7
NOVARTIS AG - ADR	(NVS 7)	2,745.41	54.91	54.43	2,722	0.2	-24	73 2.7
NOVARTIS AG - ADR	(NVS 7)	35,247.57	50.35		38,101	2.7	2,853	1,018 2.7
OCCIDENTAL PETROLEUM CORP	(OXY 4)	8,991.00	29.97	81.35	24,405	1.8	15,414	396 1.6
OCCIDENTAL PETROLEUM CORP	(OXY 4)	4,606.21	46.06	81.35	8,135	0.6	3,529	132 1.6
OCCIDENTAL PETROLEUM CORP	(OXY 4)	13,597.21	33.99		32,540	2.3	18,943	528 1.6
PEPSICO INC	(PEP 4)	12,006.00	40.02	60.80	18,240	1.3	6,234	540 3.0
PEPSICO INC	(PEP 4)	10,172.00	50.86	60.80	12,160	0.9	1,988	360 3.0
PEPSICO INC	(PEP 4)	22,178.00	44.36		30,400	2.2	8,222	900 3.0
PROGRESSIVE CORP OHIO	(PGR 2)	10,270.82	17.86	17.99	10,344	0.7	73	
PROGRESSIVE CORP OHIO	(PGR 2)	8,542.88	17.99	17.99	8,545	0.6	2	
PROGRESSIVE CORP OHIO	(PGR 2)	8,915.51	18.77	17.99	8,545	0.6	-370	
PROGRESSIVE CORP OHIO	(PGR 2)	1,201.08	12.01	17.99	1,799	0.1	598	
PROGRESSIVE CORP OHIO	(PGR 2)	28,930.29	17.80		29,234	2.1	303	

BROWN BROTHERS HARRIMAN & CO.
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PORTFOLIO EVALUATION FOR
 THE BRIMSTONE FUND

AS OF DATE: December 31, 2009

SECURITY DESCRIPTION	PURCHASE DATE	ORIGINAL COST	COST/UNIT	12/31 PRICE	CURRENT VALUE	% VALUE	GAIN/(-LOSS)	ANNUAL INCOME	YTM/ YLD
750 U S BANCORP	4) 12/18/09	16,650.60	22.20	22.51	16,883	1.2	232	150	0.9
89 VULCAN MATERIALS CO	3) 05/19/08	7,202.39	80.93	52.67	4,688	0.3	-2,515	89	1.9
161 VULCAN MATERIALS CO	3) 05/20/08	13,071.24	81.19	52.67	8,480	0.6	-4,591	161	1.9
75 VULCAN MATERIALS CO	3) 06/12/08	5,172.16	68.96	52.67	3,950	0.3	-1,222	75	1.9
25 VULCAN MATERIALS CO	3) 06/11/09	1,025.00	41.00	52.67	1,317	0.1	292	25	1.9
25 VULCAN MATERIALS CO	3) 06/12/09	1,088.50	43.54	52.67	1,317	0.1	228	25	1.9
150 VULCAN MATERIALS CO	3) 06/17/09	6,751.17	45.01	52.67	7,901	0.6	1,149	150	1.9
50 VULCAN MATERIALS CO	3) 11/17/09	2,512.41	50.25	52.67	2,634	0.2	121	50	1.9
25 VULCAN MATERIALS CO	3) 11/19/09	1,239.64	49.59	52.67	1,317	0.1	77	25	1.9
600 VULCAN MATERIALS CO	3)	38,062.51	63.44		31,602	2.3	-6,461	600	1.9
600 WALGREEN CO	3) 06/27/08	19,859.58	33.10	36.72	22,032	1.6	2,172	330	1.5
150 WAL-MART STORES INC	4) 11/27/02	8,180.25	54.54	53.45	8,018	0.6	-163	164	2.0
100 WAL-MART STORES INC	4) 02/04/05	5,366.00	53.66	53.45	5,345	0.4	-21	109	2.0
125 WAL-MART STORES INC	4) 12/22/05	6,090.54	48.72	53.45	6,681	0.5	591	136	2.0
125 WAL-MART STORES INC	4) 02/02/06	5,772.88	46.18	53.45	6,681	0.5	908	136	2.0
100 WAL-MART STORES INC	4) 04/23/07	4,939.37	49.39	53.45	5,345	0.4	406	109	2.0
125 WAL-MART STORES INC	4) 09/18/07	5,549.40	44.40	53.45	6,681	0.5	1,132	136	2.0
725 WAL-MART STORES INC	4)	35,898.44	49.52		38,751	2.8	2,853	790	2.0
150 WASTE MANAGEMENT INC.	3) 08/05/04	4,095.00	27.30	33.81	5,072	0.4	977	174	3.4
100 WASTE MANAGEMENT INC.	3) 11/22/04	2,959.00	29.59	33.81	3,381	0.2	422	116	3.4
200 WASTE MANAGEMENT INC.	3) 01/24/05	5,820.00	29.10	33.81	6,762	0.5	942	232	3.4
275 WASTE MANAGEMENT INC.	3) 07/06/05	7,797.16	28.35	33.81	9,298	0.7	1,501	319	3.4
400 WASTE MANAGEMENT INC.	3) 11/18/05	12,273.20	30.68	33.81	13,524	1.0	1,251	464	3.4
175 WASTE MANAGEMENT INC.	3) 12/20/07	5,785.89	33.06	33.81	5,917	0.4	131	203	3.4
75 WASTE MANAGEMENT INC.	3) 04/14/09	2,007.61	26.77	33.81	2,536	0.2	528	87	3.4
50 WASTE MANAGEMENT INC.	3) 08/03/09	1,416.03	28.32	33.81	1,691	0.1	274	58	3.4
25 WASTE MANAGEMENT INC.	3) 08/04/09	709.86	28.39	33.81	845	0.1	135	29	3.4
1,450 WASTE MANAGEMENT INC.	3)	42,863.75	29.56		49,025	3.5	6,161	1,682	3.4
301 XTO ENERGY INC	4) 03/14/05	7,975.30	26.50	46.53	14,006	1.0	6,030	151	1.1
125 XTO ENERGY INC	4) 05/23/06	4,061.01	32.49	46.53	5,816	0.4	1,755	63	1.1
75 XTO ENERGY INC	4) 06/11/08	5,137.87	68.50	46.53	3,490	0.3	-1,648	38	1.1
50 XTO ENERGY INC	4) 07/22/08	2,655.58	53.11	46.53	2,327	0.2	-329	25	1.1
551 XTO ENERGY INC	4)	19,829.76	35.99		25,638	1.8	5,808	276	1.1
TOTAL		\$ 835,374.90		\$	901,377	65.0%	66,002	14,462	1.6

COMMON STOCKS

BROWN BROTHERS HARRIMAN & CO.
 PORTVUE - B05657.LBX
 RR: 5 CUST4: SAB
 AUDIT: 02 DESPCT: 70.00
 DTCNO: 2106185
 RUN: 01/22/10 3:35 P.M.

PORTFOLIO EVALUATION FOR
 THE BRIMSTONE FUND

AS OF DATE: December 31, 2009

SECURITY DESCRIPTION	PURCHASE DATE	ORIGINAL COST	COST/UNIT	12/31 PRICE	CURRENT VALUE	%	GAIN/(-LOSS)	ANNUAL YTM/INCOME YLD		
FOREIGN COMMON STOCKS										
5,202 BBH INTERNATIONAL EQUITY FUND CL N	12/18/97	50,000.00	9.61	12.44	64,724	4.7	14,724	973 1.5		
2,354 BBH INTERNATIONAL EQUITY FUND CL N	09/01/99	30,000.00	12.74	12.44	29,294	2.1	-706	440 1.5		
7,557 BBH INTERNATIONAL EQUITY FUND CL N		80,000.00	10.59		94,018	6.8	14,018	1,413 1.5		
MUTUAL FUNDS - FIXED INCOME										
4,882 BBH BROAD MARKET FUND CL N	07/16/02	50,000.00	10.24	10.22	49,902	3.6	-98	1,304 2.6		
2,439 BBH BROAD MARKET FUND CL N	11/27/02	25,000.00	10.25	10.22	24,927	1.8	-73	651 2.6		
9,532 BBH BROAD MARKET FUND CL N	03/19/03	100,000.00	10.49	10.22	97,426	7.0	-2,574	2,545 2.6		
10,060 BBH BROAD MARKET FUND CL N	02/17/09	100,000.00	9.94	10.22	102,817	7.4	2,817	2,686 2.6		
26,915 BBH BROAD MARKET FUND CL N		275,000.00	10.22		275,072	19.8	72	7,186 2.6		
TOTAL SUPERVISED HOLDINGS					\$ 1,307,301		\$ 1,387,646	100.0%	80,345	28,894 1.8

THE LAST DIGIT IN THE TICKER SYMBOL REPRESENTS THE NEXT DIVIDEND PAYMENT MONTH
 @ INDICATES OPTIONABLE SECURITIES

TIME PERIOD: (FY 12/31)
 REALIZED SHORT TERM GAIN/LOSS(35.0%):
 REALIZED LONG TERM GAIN/LOSS(15.0%):
 MAXIMUM 2009 TAX LIAB. 35.0% STG:
 MAXIMUM 2009 TAX LIAB. 15.0% LTG:
 TOTAL EST. TAX:

---2009 YTD---
 \$ 369.82
 \$ -1,329.60
 \$ 6,693.56
 \$ 9,183.04
 \$ 15,876.60

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

SOURCE	AMOUNT
BROWN BROTHERS HARRIMAN & CO	78.
BROWN BROTHERS HARRIMAN & CO - ACCRETION	955.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,033.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BROWN BROTHERS HARRIMAN & CO	8,270.	0.	8,270.
BROWN BROTHERS HARRIMAN & CO	23,175.	0.	23,175.
TOTAL TO FM 990-PF, PART I, LN 4	31,445.	0.	31,445.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
2008 OVERPAYMENT APPLIED TO 2008	2,000.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,000.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION FEE	4,475.	0.		4,475.
TO FORM 990-PF, PG 1, LN 16B	4,475.	0.		4,475.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	10,095.	10,095.		0.
AGENTS FEES	6.	6.		0.
TO FORM 990-PF, PG 1, LN 16C	10,101.	10,101.		0.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX PAYMENTS	1,650.	0.		0.
FOREIGN TAXES	529.	529.		0.
PRIOR YEAR OVERPAYMENT APPLIED	2,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,179.	529.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WEB DESIGN - CURRENT YEAR AMORTIZATION	1,389.	0.		1,389.
TO FORM 990-PF, PG 1, LN 23	1,389.	0.		1,389.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENTS	X		110,482.	110,735.
TOTAL U.S. GOVERNMENT OBLIGATIONS			110,482.	110,735.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			110,482.	110,735.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENTS	835,375.	901,378.
SEE ATTACHED STATEMENTS	80,000.	94,018.
SEE ATTACHED STATEMENTS	275,000.	275,072.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,190,375.	1,270,468.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 8B	STATEMENT	10
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EXPLANATION

THIS FOUNDATION HAS NO STATE REPORTING REQUIREMENTS

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 11

NAME OF CONTRIBUTOR

ADDRESS

CRISTY WEST

2720 BRANDYWINE STREET
NW WASHINGTON, DC 20008

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 12

RECIPIENT NAME AND ADDRESS

RECIPIENT RELATIONSHIP
AND PURPOSE OF GRANTRECIPIENT
STATUS

AMOUNT

ADVOCACY PROJECT
1326 14TH STREET NW WASHINGTON,
DC 20008NONE
ESTABLISHING
COMMUNICATION
TECHNOLOGIES

PUBLIC

2,500.

AID TO ARTISANS
331 WETHERSFIELD AVENUE
HARTFORD, CT 06114NONE
GRANTS PROGRAM

PUBLIC

3,000.

DC ARTS & HUMANITITES COLLAB
2020 PENNSYLVANIA AVE NW
WASHINGTON, DC 20006NONE
ARTS EDUCATION

PUBLIC

5,000.

DC ENVIRONMENTAL FILM FESTIVAL
1228 1/2 31ST STREET
WASHINGTON, DC 20007NONE
ARTS EDUCATION

PUBLIC

1,000.

DUNBARTON CONCERTS
3133 DUNBARTON ST NW
WASHINGTON, DC 20007NONE
INNER CITY/INNER CHILD
PROGRAM

PUBLIC

5,000.

FREER-SACKLER GALLERIES
PO BOX 37012 WASHINGTON, DC
20013NONE
GENERAL SUPPORT

PUBLIC

2,500.

THE BRIMSTONE FUND

23-7811366

NATIONAL STORYTELLING NETWORK 101 COURTHOUSE SQUARE JONESBOROUGH, TN 37659	NONE BRIMSTONE AWARD/GENERAL SUPPORT	PUBLIC	21,000.
THE ORION SOCIETY 187 MAIN STREET GREAT BARRINGTON, MA 01230	NONE GENERAL SUPPORT	PUBLIC	5,000.
OXFAM AMERICA 226 CAUSEWAY STREET, 5TH FLOOR BOSTON, MA 02114	NONE SUPPORT THE WORK OF ENVIRONMENT	PUBLIC	5,000.
REFUGEES INTERNATIONAL 1705 N STREET NW WASHINGTON, DC 20077	NONE GENERAL SUPPORT	PUBLIC	3,000.
WOMEN FOR WOMEN INTERNATIONAL 1850 M ST NW STE. 1090 WASHINGTON, DC 20036	NONE GENERAL SUPPORT	PUBLIC	5,000.
GLOBAL FUND FOR CHILDREN 1101 FOURTEENTH ST WASHINGTON, DC 20005	NONE GENERAL SUPPORT	PUBLIC	5,000.
GLOBAL FUND FOR WOMEN 222 SUTTER ST SUITE 500 SAN FRANCISCO, CA 94108	NONE GENERAL SUPPORT	PUBLIC	5,000.
WOMEN'S LEARNING PARTNERSHIP 4343 MONTGOMERY AVE, SUITE 201 BETHESDA, MD 20814	NONE GENERAL SUPPORT	PUBLIC	5,000.

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

73,000.