Form 990-PF — Return of Private Foundation

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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 CHARLES M AND HELEN M BROWN MEMORIAL
FOUNDATION 20 -102130535040

Number and street (or P O box number if mail is not delivered to street address) Room/suite
KEYBANK 4900 TIEDEMAN OH-01-49-0150

City or town, state, and ZIP code
BROOKLYN, OH 44144-2302

A Employer identification number
34-7104901

B Telephone number (see page 10 of the instructions)
(440) 995-2108

C If exemption application is pending, check here ▶ [ ]
D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 4,241,589.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify) ____________
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	134,363.	134,363.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-147,777.			
	b Gross sales price for all assets on line 6a 1,015,486.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1,815.	1,815.		STMT 2
	12 **Total.** Add lines 1 through 11	-11,599.	136,178.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	31,153.	23,365.		7,788.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	1,750.	NONE	NONE	1,750.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4	604.	211.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 5	1,200.			1,200.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	34,707.	23,576.	NONE	10,738.
	25 Contributions, gifts, grants paid	246,500.			246,500.
	26 Total expenses and disbursements Add lines 24 and 25	281,207.	23,576.	NONE	257,238.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-292,806.			
	b **Net investment income** (if negative, enter -0-)		112,602.		
	c **Adjusted net income** (if negative, enter -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 (See instructions)

		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			
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule)			
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 6	4,325,914.	4,033,108.	4,241,589.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	4,325,914.	4,033,108.	4,241,589.
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 (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
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. ▶ X			
27	Capital stock, trust principal, or current funds	4,325,914.	4,033,108.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	4,325,914.	4,033,108.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,325,914.	4,033,108.	

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	4,325,914.
2	Enter amount from Part I, line 27a	2	-292,806.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,033,108.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,033,108.

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 PART IV DETAIL			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	-147,777.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see page 18 of the 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	258,583.	4,723,969.	0.05473850485
2007	258,951.	5,461,429.	0.04741451367
2006	249,322.	5,217,704.	0.04778385282
2005	218,801.	5,028,068.	0.04351591904
2004	256,415.	4,963,415.	0.05166100356

2	**Total** of line 1, column (d)	2	0.24511379394
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	0.04902275879
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,970,475.
5	Multiply line 4 by line 3	5	194,644.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,126.
7	Add lines 5 and 6	7	195,770.
8	Enter qualifying distributions from Part XII, line 4	8	257,238.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	1,126.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	1,126.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	1,126.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 1,400.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	1,400.
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	274.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 274. **Refunded** ▶	11	

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶$ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 7			
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*	8b	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 on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ KEYBANK, N.A. Telephone no. ▶ (216)813-4556
Located at ▶ 4900 TIEDEMAN RD, OH-01-49-0150, BROOKLYN, OH ZIP + 4 ▶ 44144-2302

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 |

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)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions.)		2b		X
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.)*		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

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) *Influence the outcome of any specific public election (see section 4955), or to carry on,* directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), *or section 4940(d)(2)? (see page 22 of the instructions)*	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		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?	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		31,153.	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over $50,000 for professional services ▶ NONE

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 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,030,939.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	4,030,939.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) [1e]		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,030,939.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	60,464.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,970,475.
6	**Minimum investment return.** Enter 5% of line 5	6	198,524.

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	198,524.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,126.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,126.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	197,398.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	197,398.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	197,398.

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	257,238.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	257,238.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	1,126.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	256,112.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII **Undistributed Income** (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				197,398.
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only			229,437.	
b	Total for prior years 20 07 ,20___, 20___		NONE		
3	Excess distributions carryover, if any, to 2009:				
a	From 2004 ...... NONE				
b	From 2005 ...... NONE				
c	From 2006 ...... NONE				
d	From 2007 ...... NONE				
e	From 2008 ...... NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 257,238.				
a	Applied to 2008, but not more than line 2a			229,437.	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d	Applied to 2009 distributable amount				27,801.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e	Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				169,597.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9				
a	Excess from 2005 ... NONE				
b	Excess from 2006 ... NONE				
c	Excess from 2007 ... NONE				
d	Excess from 2008 ... NONE				
e	Excess from 2009 ... NONE				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling . . . . ▶

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

	Tax year (a) 2009	Prior 3 years (b) 2008	(c) 2007	(d) 2006	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* SEE STATEMENT 9				
Total . . . . ▶ **3a**				246,500.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	134,363.	
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			1	1,815.	
8 Gain or (loss) from sales of assets other than inventory			18	-147,777.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-11,599.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 -11,599.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

Sign Here

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

James R Freedline Jr

Signature of officer or trustee KEYBANK BY: J R FREEDLINE | 05/10/2010 Date | Vice President Title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code		EIN	
		Phone no	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					1,145.	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					6,117.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					1,189.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-61,325.	
		224. TEXTRON INC COM					02/10/1999	02/05/2009
		PROPERTY TYPE: SECURITIES						
1,348.00		8,166.00					-6,818.00	
		776. TEXTRON INC COM					11/08/2001	02/05/2009
		PROPERTY TYPE: SECURITIES						
4,671.00		14,593.00					-9,922.00	
		924. BANK OF AMERICA CORP COM					02/10/1999	03/12/2009
		PROPERTY TYPE: SECURITIES						
5,211.00		28,196.00					-22,985.00	
		616. BANK OF AMERICA CORP COM					02/10/1999	03/12/2009
		PROPERTY TYPE: SECURITIES						
3,474.00		18,798.00					-15,324.00	
		300. MCDONALDS CORP COM					08/27/2003	03/12/2009
		PROPERTY TYPE: SECURITIES						
15,666.00		6,783.00					8,883.00	
		200000. UNITED STATES TREAS NTS DTD 04/0					10/02/2008	03/31/2009
		PROPERTY TYPE: SECURITIES						
200,000.00		203,258.00					-3,258.00	
		150000. UNITED STATES TREAS NTS DTD 06/1					10/02/2008	06/15/2009
		PROPERTY TYPE: SECURITIES						
150,000.00		152,667.00					-2,667.00	
		50000. UNITED STATES TREAS NTS DTD 06/15					11/07/2007	06/15/2009
		PROPERTY TYPE: SECURITIES						
50,000.00		50,307.00					-307.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		2006. MOTOROLA INC COM PROPERTY TYPE: SECURITIES					02/10/1999	08/11/2009
14,002.00		39,107.00					-25,105.00	
		200000. UNITED STATES TREAS NTS DTD 08/3 PROPERTY TYPE: SECURITIES					08/21/2008	08/31/2009
200,000.00		203,688.00					-3,688.00	
		50000. INTERNATIONAL BUSINESS MACHS NOTE PROPERTY TYPE: SECURITIES					08/27/2003	09/15/2009
50,000.00		49,815.00					185.00	
		200000. UNITED STATES TREAS NTS DTD 09/1 PROPERTY TYPE: SECURITIES					11/18/2008	09/15/2009
200,000.00		203,899.00					-3,899.00	
		224. WYETH COM PROPERTY TYPE: SECURITIES					02/10/1999	10/16/2009
11,257.00		12,531.00					-1,274.00	
		336. WYETH COM PROPERTY TYPE: SECURITIES					02/10/1999	10/16/2009
16,885.00		18,797.00					-1,912.00	
		500. WYETH COM PROPERTY TYPE: SECURITIES					01/24/2007	10/16/2009
25,126.00		25,720.00					-594.00	
		.1 PFIZER INC COM PROPERTY TYPE: SECURITIES					02/10/1999	10/29/2009
2.00		3.00					-1.00	
		300. MONSANTO CO COM PROPERTY TYPE: SECURITIES					08/11/2009	11/06/2009
20,718.00		25,161.00					-4,443.00	
		100000. UNITED STATES TREAS NTS DTD 11/3 PROPERTY TYPE: SECURITIES					10/02/2008	11/30/2009
100,000.00		101,774.00					-1,774.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN(LOSS)							-147,777.	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INT		90,989.	90,989.
COMMON TRUST FDS		43,374.	43,374.
	TOTAL	134,363.	134,363.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
POWERSHARES DB FUND	1,815.	1,815.
TOTALS	1,815.	1,815.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	1,750.			1,750.
TOTALS	1,750.	NONE	NONE	1,750.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	211.	211.
FEDERAL ESTIMATES - INCOME	43.	
FEDERAL ESTIMATES - PRINCIPAL	350.	
TOTALS	604.	211.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
STATE FILING FEE	200.	200.
GUIDESTAR SUBSC.	1,000.	1,000.
TOTALS	1,200.	1,200.

THE CHARLES M AND HELEN M BROWN MEMORIAL 34-7104901

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED	C	4,033,108.	4,241,589.
TOTALS		4,033,108.	4,241,589.

CHARITABLE TRUSTS HOLDINGS REPORT

K-RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME
0-10-213-0535040 BROWN CHLS & HLN MEMORIAL F T/A 565 R C BRIGGS 216-813-4521
ISCAL YEAR CODE 1231 AS OF 12-31-2009

REPORT TAC-CRR41
RUN DATE 2010-01-16
BUS DATE 2010-01-15
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SAR ID TAC000PCRR41

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
H8817H100	TRANSOCEAN LTD FGN COM	46,285.20	0.00	16,238.95	559.000
00206R102	AT&T INC COM	28,030.00	0.00	25,420.00	1,000.000
013817101	ALCOA INC COM	20,956.00	0.00	38,523.32	1,300.000
055622104	BP PLC SPONS ADR	46,376.00	0.00	32,999.99	800.000
126650100	CVS/CAREMARK CORP COM	22,547.00	0.00	24,122.00	700.000
149123101	CATERPILLAR INC DEL COM	34,194.00	0.00	13,856.23	600.000
166764100	CHEVRON CORP COM	62,977.82	0.00	29,299.02	818.000
17275R102	CISCO SYS INC COM	47,880.00	0.00	41,041.08	2,000.000
194162103	COLGATE PALMOLIVE CO COM	57,505.00	0.00	33,807.97	700.000
20825C104	CONOCOPHILLIPS COM	30,642.00	0.00	14,607.00	600.000
219350105	CORNING INC COM	28,965.00	0.00	31,312.95	1,500.000
22160K105	COSTCO WHOLESALE CORP COM	41,419.00	0.00	40,068.00	700.000
254687106	WALT DISNEY CO COM	51,600.00	0.00	48,473.29	1,600.000
256206103	DODGE & COX INTERNATIONAL STOC F OPEN-END FUND	44,590.00	0.00	39,830.00	1,400.000
260543103	DOW CHEMICAL CO COM	24,867.00	0.00	29,707.36	900.000
263534109	DU PONT E I DE NEMOURS & CO COM	40,404.00	0.00	56,796.68	1,200.000
268648102	EMC CORP COM	52,410.00	0.00	35,701.00	3,000.000
30231G102	EXXON MOBIL CORP	75,009.00	0.00	37,488.98	1,100.000

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CHARITABLE TRUSTS HOLDINGS REPORT

K-RG-OFF-ACCOUNT   ACCOUNT NAME   TAX ANALYST/NAME

0-10-213-0535040 BROWN CHLS & HLN MEMORIAL F T/A   565 R C BRIGGS   216-813-4521

ISCAL YEAR CODE 1231   AS OF 12-31-2009

REPORT TAC-CRR41
RUN DATE 2010-01-16
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SAR ID TAC000PCRR41

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
	COM				
35671D857	FREEPORT-MCMORAN COPPER & GOLD COM	24,087.00	0.00	23,829.96	300.000
423074103	H J HEINZ CO COM	51,312.00	0.00	41,979.00	1,200.000
437076102	HOME DEPOT INC COM	31,823.00	0.00	35,539.19	1,100.000
438516106	HONEYWELL INTERNATIONAL INC COM	62,720.00	0.00	54,527.66	1,600.000
458140100	INTEL CORP COM	40,800.00	0.00	63,421.90	2,000.000
459200101	INTERNATIONAL BUSINESS MACHS COM	65,450.00	0.00	42,754.14	500.000
464287176	ISHARES BARCLAYS TIPS BOND FUND CLOSED-END FUND	207,800.00	0.00	202,329.00	2,000.000
464287465	ISHARES MSCI EAFE INDEX FUND CLOSED-END FUND	132,672.00	0.00	138,200.00	2,400.000
464287556	ISHARES NASDAQ BIOTECH INDEX FD CLOSED-END FUND	65,464.00	0.00	64,624.00	800.000
464287804	ISHARES S&P SMALLCAP 600 INDEX CLOSED-END FUND	43,776.00	0.00	39,384.00	800.000
478160104	JOHNSON & JOHNSON COM	57,969.00	0.00	45,495.00	900.000
500472303	KONINKLIJKE PHILIPS ELECTRONICS SPONS ADR	44,160.00	0.00	41,565.00	1,500.000
534187109	LINCOLN NATL CORP IND COM	17,416.00	0.00	25,751.00	700.000
548661107	LOWES COS INC COM	26,196.80	0.00	14,621.25	1,120.000
580135101	MCDONALDS CORP COM	49,952.00	0.00	17,920.00	800.000
59156R108	METLIFE INC COM	24,745.00	0.00	33,999.00	700.000
594918104	MICROSOFT CORP COM	68,275.20	0.00	90,440.00	2,240.000

CHARITABLE TRUSTS HOLDINGS REPORT

K-RG-OFF-ACCOUNT   ACCOUNT NAME   TAX ANALYST/NAME
0-10-213-0535040   BROWN CHLS & HLN MEMORIAL F T/A   565 R C BRIGGS   216-813-4521
ISCAL YEAR CODE 1231   AS OF 12-31-2009

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CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
651639106	NEWMONT MINING CORP COM	47,310.00	0.00	38,153.04	1,000.000
665859104	NORTHERN TR CORP COM	26,200.00	0.00	26,935.00	500.000
693475105	PNC FINANCIAL SERVICES GROUP INC COM	36,953.00	0.00	37,310.00	700.000
713291102	PEPCO HOLDINGS INC COM	25,275.00	0.00	34,320.00	1,500.000
717081103	PFIZER INC COM	55,370.36	0.00	83,871.07	3,044.000
73935S105	POWERSHARES DB COMMODITY INDEX CLOSED-END FUND	49,240.00	0.00	45,170.00	2,000.000
74144T108	T ROWE PRICE GROUP INC COM	37,275.00	0.00	29,036.00	700.000
742718109	PROCTER & GAMBLE CO COM	46,988.25	0.00	29,156.11	775.000
747525103	QUALCOMM INC COM	23,130.00	0.00	21,967.00	500.000
7495200A1	KT SHORT TERM DEPOSIT FUND	513,404.24	3,593.03	516,997.27	516,997.270
7495200D5	KT INTER-TERM FIXED INCOME FUND	256,314.20	0.00	269,857.67	12,400.000
749520902	KT GOVERNMENT MORTGAGE FUND	166,932.54	0.00	171,118.55	1,800.000
773903109	ROCKWELL AUTOMATION INC COM	37,584.00	0.00	46,458.00	800.000
790849103	ST JUDE MED INC COM	44,136.00	0.00	46,473.00	1,200.000
806857108	SCHLUMBERGER LTD FGN COM	58,581.00	0.00	20,660.04	900.000
842587107	SOUTHERN CO COM	23,324.00	0.00	22,081.01	700.000
871829107	SYSCO CORP COM	19,558.00	0.00	23,128.00	700.000
881624209	TEVA PHARMACEUTICAL INDS LTD SPONS ADR	28,090.00	0.00	26,060.00	500.000

CHARITABLE TRUSTS HOLDINGS REPORT

REPORT TAC-CRR41
RUN DATE 2010-01-16
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K-RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME
0-10-213-0535040 BROWN CHLS & HLN MEMORIAL F T/A 565 R C BRIGGS 216-813-4521
ISCAL YEAR CODE 1231 AS OF 12-31-2009

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
883556102	THERMO FISHER SCIENTIFIC INC COM	28,614.00	0.00	27,072.00	600.000
88579Y101	3M CO COM	74,403.00	0.00	51,962.50	900.000
911312106	UNITED PARCEL SERVICE INC COM CL B	34,422.00	0.00	42,228.00	600.000
912828DP2	UNITED STATES TREAS NTS DTD 03/15/05 4.00% DUE 03/15/10	50,377.00	0.00	50,447.27	50,000.000
922031851	VANGUARD SHORT-TERM TREASURY FD OPEN-END FUND ADMIRAL CL	149,093.04	0.00	151,165.20	13,907.933
931422109	WALGREEN CO COM	29,376.00	0.00	28,728.00	800.000
97381W104	WINDSTREAM CORP COM	32,970.00	0.00	44,260.00	3,000.000
998154231	CHARITABLE MID CAP FUND	151,967.56	0.00	149,089.01	1,020.000
998154249	CHARITABLE CONVERTIBLE SEC FUND	132,187.22	0.00	142,371.62	5,800.000
998155139	CHARITABLE INTERMEDIATE TERM FIXED INCOME FUND	287,645.93	0.00	289,543.81	14,300.000
	*** TOTAL ***	4,237,996.36	3,593.03	4,031,293.09	678,781.203
	Powershares Adjustment			1,815.00	
		4,241,589.39		4,033,108.09	

Statement 6

STATE(S) WHERE THE FOUNDATION IS REGISTERED

OH

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
Keybank N A
ADDRESS:
127 PUBLIC SQUARE
CLEVELAND, OH 44114
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 31,153.

OFFICER NAME:
RAYMOND L PIANKA
ADDRESS:
6405 FRANKLIN BLVD.
CLEVELAND, OH 44102
TITLE:
TRUST ADVISOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION: 31,153.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SEE ATTACHED LIST
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 246,500.

TOTAL GRANTS PAID: 246,500.

Name of Organization	Address	Status	Grant Purpose	Amount
Friendly Inn Settlement House	2382 Unwin Rd	501©3	At Risk Youth Activities	$2,500.00
	Cleveland OH 44104		Family Stabilization	
NE Ohio Coalition for the Homeless	3631 Perkins Avenue #3A-3	501©3	Operation Support	$5,000.00
	Cleveland OH 44114			
Monroe Street Cemetery Foundation	3207 Monroe Avenue	501©3	Historical Preservation	$2,000.00
	Cleveland OH 44113			
Flats Oxbow Association	1283 Riverbed Street	501©3	Community Development	$5,000.00
	Cleveland OH 44103			
Ohio City Near West Development Corp	2525 Market Avenue	501©3	Community Development	$2,500.00
	Cleveland OH 44113			
Fatima Family Center	6600 Lexington Avenue	501©3	Cultural Awareness	$2,500.00
	Cleveland OH 44103			
St Colman Roman Catholic Church	2027 West 65th Street	501©3	Social Services	$5,000.00
	Cleveland OH 44012			
Victims of Communism Mem Fdn	1521 Sixteenth St NW	501©3	Educational Purpose	$2,500.00
	Washington DC 20036			
Flats Oxbow Association	1283 Riverbed Street	501©3	Cultural/Civic Activities	$10,000.00
	Cleveland OH 44103			
Collinwood Nottingham Village	15614 St Clair Avenue	501©3	Foreclosure Prevention	$5,000.00
Development	Cleveland OH 44110		Program	
Woodland Cemetery Foundation	1422 Euclid Avenue #1300	501©3	Historical Purpose	$1,500.00
c/o Cleveland Foundation	Cleveland OH 44115			
Harvard Community Services Ctr	18240 Harvard Avenue	501©3	Educational Purpose	$2,500.00
	Cleveland OH 44128			
Our Lady of Mt Carmel Church	6928 Detroit Avenue	501©3	Charitable Purpose	$2,500.00
	Cleveland OH 44102			
Cleveland Public Theater	6409 Detroit Avenue	501©3	Cultural Purpose	$5,000.00
	Cleveland OH 44102			
Cogswell Hall	7200 Franklin Blvd	501©3	Homeless Prevention	$3,500.00
	Cleveland OH 44102			
The Inst for Open Economic Networks	4415 Euclid Avenue - 3rd Floor	501©3	Foreclosure & Mortgage	$20,000.00
	Cleveland OH 44103		Fraud Prevention	
Cleveland Public Radio	1375 Euclid Avenue	501©3	General Purpose	$1,500.00
	Cleveland OH 44115			
Court Community Service	1276 West 3rd Street-Ste 706	501©3	Community Improvement	$5,000.00
	Cleveland OH 44113			
Cleveland State University	2121 Euclid Avenue	501©3	Historical/Educational	$5,000.00
Department of History MM 309	Cleveland OH 44115		Purpose	
North Presbyterian Church	4001 Superior Avenue	501©3	Religious Purpose	$5,000.00
	Cleveland OH 44103			
ESOP	3631 Perkins Avenue #4C-S	501©3	Foreclosure Prevention	$5,000.00
	Cleveland OH 44114			
St Stephen Roman Catholic Church	1930 West 54th Street	501©3	Religious Purpose	$3,000.00
	Cleveland OH 44102			
LDS Church-Ohio Cleve Mission	2070 West 117th Street	501©3	Religious Purpose	$1,000.00
	Cleveland OH 44111			
Western Reserve Historical Society	10825 East Blvd	501©3	Historical Purpose	$2,000.00
	Cleveland OH 44106			
Vietnamese Community in Greater	6516 Detroit Avenue	501©3	Refugee Services	$4,000 00

Cleveland		Cleveland OH 44102					
Friendship Foundation of		5400 Detroit Avenue		501©3		Cultural Events	$3,000.00
American-Vietnamese		Cleveland OH 44114					
Polish American Cultural Center		6501 Lansing Avenue		501©3		Cultural Purpose	$5,000.00
		Cleveland OH 44105					
Detroit Shoreway Community		6516 Detroit Avenue		501©3		Crime Prevention Etc	$50,000.00
		Cleveland OH 44102					
Community Housing Solutions		1967 West 45th Street		501©3		Foreclosure Prevention	$10,000.00
		Cleveland OH 44102					
Community Housing Solutions		1967 West 45th Street		501©3		Home Repair Fund	$50,000.00
		Cleveland OH 44102					
Neighborhood Solutions Inc		6600 Hough Avenue		501©3		Hough Community	$5,000.00
		Cleveland OH 44103				Improvement	
Broadway School of Music		5415 Broadway Avenue		501©3		Music and Arts	$5,000.00
		Cleveland OH 44127					
Barton Community Center		14300 Detroit Avenue		501©3		Senior Services	$5,000.00
		Lakewood OH 44107					
Metro Catholic School		1910 West 54th Street		501©3		General Purpose	$5,000.00
		Cleveland OH 44106					
						TOTAL	**$246,500.00**

Form **8868**
(Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- 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 From 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 THE CHARLES M AND HELEN M BROWN MEMORIAL FOUNDATION 20 -102130535040	**Employer identification number** 34-7104901
File by the due date for filing your return. See instructions	Number, street, and room or suite no If a P.O. box, see instructions. KEYBANK 4900 TIEDEMAN OH-01-49-0150	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions BROOKLYN, OH 44144-2302	

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
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ KEYBANK, N.A.

Telephone No. ▶ (216) 813-4556 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 08/16 ,2010 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] 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	$ 1,126.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 1,400.
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	$

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.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 4-2009)