



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

OMB No 1545-0052

2009

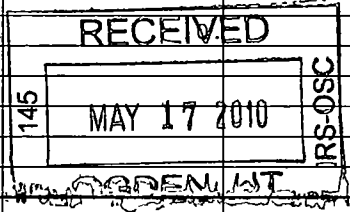
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning , 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 CHARLES S. & MILLICENT P. BROWN FAMILY FOUNDATION		A Employer identification number 36-7295068
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) (757) 221-9533
	2841 BENNETT'S POND ROAD		C If exemption application is pending, check here ☐
	City or town, state, and ZIP code WILLIAMSBURG, VA 23185		D 1 Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,713,450.		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	290,577.			
	2 Check ☐ if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments	758.	758.	0.	ATCH 1
	4 Dividends and interest from securities	76,579.	76,579.	0.	ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-178,182.			
	b Gross sales price for all assets on line 6a 1,309,131.				
	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				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	6,563.	0.	0.	ATCH 3
	12 Total. Add lines 1 through 11	196,295.	77,337.	0.	
	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 4	1,140.	0.	0.	1,140.
	b Accounting fees (attach schedule) [5]	19,662.	0.	0.	19,662.
	c Other professional fees (attach schedule) [6]	19,581.	19,581.	0.	19,581.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) *	15.		0.	0.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	40,398.	19,581.	0.	40,383.
	25 Contributions, gifts, grants paid	94,896.			94,896.
	26 Total expenses and disbursements. Add lines 24 and 25	135,294.	19,581.	0.	135,279.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	61,001.			
	b Net investment income (if negative, enter -0-)		57,756.		
	c Adjusted net income (if negative, enter -0-)			-0-.	



SCANNED MAY 20 2010

11

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	544,248.	513,103.	513,103.
	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 ▶			
	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) ATCH 8	3,130,897.	3,223,043.	3,200,347.
	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)	3,675,145.	3,736,146.	3,713,450.	
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. ▶ ☒				
	27	Capital stock, trust principal, or current funds	3,675,145.	3,736,146.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	Total net assets or fund balances (see page 17 of the instructions)	3,675,145.	3,736,146.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,675,145.	3,736,146.	

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	3,675,145.
2	Enter amount from Part I, line 27a	2	61,001.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,736,146.
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	3,736,146.

Form 990-PF (2009)

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 SCHEDULE					
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 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		-178,182.
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			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		-954.

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	207,290.	3,328,487.	0.062278
2007	165,007.	3,439,324.	0.047977
2006	123,845.	3,033,943.	0.040820
2005	139,271.	2,622,803.	0.053100
2004	85,070.	2,353,495.	0.036146
2 Total of line 1, column (d)			2 0.240321
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 0.048064
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 3,163,291.
5 Multiply line 4 by line 3			5 152,040.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 578.
7 Add lines 5 and 6			7 152,618.
8 Enter qualifying distributions from Part XII, line 4 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.			8 135,279.

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)		1	1,155.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	1,155.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,155.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 520.		
b Exempt foreign organizations-tax withheld at source	6b 0.		
c Tax paid with application for extension of time to file (Form 8868)	6c 0.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	520.
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	635.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax 0. 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?		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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		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 page 19 of the instructions) IL,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of KEITH BROWN DUBOIS Telephone no 757-221-9533			
Located at 2841 BENNETT'S POND ROAD WILLIAMSBURG, VA ZIP + 4 23185				
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)? ☐ Organizations relying on a current notice regarding disaster assistance check here ☐	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? ☐	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ 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	
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	X
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

Form 990-PF (2009)

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6 a 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?

If "Yes" to 6b, file Form 8870

7 a 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?**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
ATTACHMENT 9		0.	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				

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services 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 N/A	
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	

Form 990-PF (2009)

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	2,919,706.
b	Average of monthly cash balances	1b	291,757.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	3,211,463.
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	0.
3	Subtract line 2 from line 1d	3	3,211,463.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	48,172.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,163,291.
6	Minimum investment return. Enter 5% of line 5	6	158,165.

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	158,165.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,155.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,155.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	157,010.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	157,010.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	157,010.

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	135,279.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	135,279.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	135,279.

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				157,010.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20 07 20 06 20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008 15,705.				
f Total of lines 3a through e	15,705.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 135,279.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				135,279.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	15,705.			15,705.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
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				6,026.
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)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a				
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				

Form 990-PF (2009)

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

1 a 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	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a 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 ☒ 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	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 <i>Paid during the year</i> ATTACHMENT 10				
Total			▶ 3a	94,896.
b <i>Approved for future payment</i>				
Total			▶ 3b	

Form **990-PF** (2009)

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 (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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	758.		
4 Dividends and interest from securities			14	63,073.		13,481.
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			14	25.		
8 Gain or (loss) from sales of assets other than inventory			18	-178,740.		558.
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b ATTACHMENT 11 _____				6,563.		
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)				-108,321.		14,039.
13 Total. Add line 12, columns (b), (d), and (e)				13		-94,282.

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

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

[illegible]

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	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

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.

✓ Keith B. Wilson, Trustee

5/12/2010

TRUSTEE

Signature of officer or trustee

Date _____

Title

Sign Here

Paid
Preparer's
Use Only

Preparer's
signature

er or trustee

A large, stylized handwritten signature in black ink, written over a horizontal line. The signature is cursive and appears to be a name like "J. R. [unclear]".

Date

5/11/2010

Check if self-emp

	Preparer's identifying number (See Signature on page 30 of the instructions) P00742715
---	---

Firm's name (or yours if self-employed), address, and ZIP code

► MILLER, COOPER & CO., LTD.
1751 LAKE COOK ROAD, SUITE 400
DEERFIELD, IL

EIN ► 36-2897372

Phone no 847-205-5000

Form 990-PF (2009)

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2009

Name of the organization

CHARLES S. & MILLICENT P. BROWN
FAMILY FOUNDATION

Employer identification number

36-7295068

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

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

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

JSA

9E1251 1 000

59717P 4116 3/16/2010 2:27:46 PM V 09-4.3

01479

Name of organization **CHARLES S. & MILLICENT P. BROWN
FAMILY FOUNDATION**

Employer identification number
36-7295068

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	BROWN CLAT-15 2841 BENNETT'S POND ROAD WILLIAMSBURG, VA 23185	\$ 290,577.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
NORSTATES BANK ACCT #0202	758.	758.	0.
TOTAL	<u>758.</u>	<u>758.</u>	<u>0.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
NORSTATES BANK ACCT #0202	76,554.	76,554.	0.
NORSTATES BANK ACCT #0202 - OID	25.	25.	0.
TOTAL	<u>76,579.</u>	<u>76,579.</u>	<u>0.</u>

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
FEDERAL TAX REFUNDS	6,563.	0.	0.
TOTALS	6,563.	0.	0.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
MCDERMOTT WILL & EMERY LLP	1,140.	0.	0.	1,140.
TOTALS	1,140.	0.	0.	1,140.

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
MILLER COOPER & CO, LTD	19,662.	0.	0.	19,662.
TOTALS	<u>19,662.</u>	<u>0.</u>	<u>0.</u>	<u>19,662.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
NORSTATES BANK-INVESTMENT FEES	19,581.	19,581.	0.	19,581.
TOTALS	<u>19,581.</u>	<u>19,581.</u>	<u>0.</u>	<u>19,581.</u>

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
IL CHARITY BUREAU FILING FEE	15.	0.	0.	0.
TOTALS	15.	0.	0.	0.

FORM 990PF, PART II - OTHER INVESTMENTS

<u>ATTACHMENT 8</u>			
<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
NORSTATES BANK ACCT #0202	3,130,897.	3,223,043.	3,200,347.
TOTALS	<u>3,130,897.</u>	<u>3,223,043.</u>	<u>3,200,347.</u>

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

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
KEITH BROWN DUBOIS 2841 BENNETT'S POND ROAD WILLIAMSBURG, VA 23185	TRUSTEE 0.00	0.	0.	0.
ROBERT A. BROWN 1203 WINDSOR WAY WASHINGTON, IL 61571	TRUSTEE 0.00	0.	0.	0.
CHARLES S. BROWN, JR. 346 ROCK BEACH ROAD ROCHESTER, NY 14617	TRUSTEE 0.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HERITAGE HUMANE SOCIETY 430 WALLER MILL ROAD WILLIAMSBURG, VA 23185	NONE PUBLIC	MEDICAL	1,000
ILLINOIS WESLEYAN UNIVERSITY PO BOX 2900 BLOOMINGTON, IL 61702-2900	NONE PUBLIC	EDUCATIONAL	10,000.
CHRISTIAN CAMPUS HOUSE 2231 S 4TH STREET PO BOX 172 CHARLESTON, IL 61920	NONE PUBLIC	RELIGIOUS	4,000
BRADLEY UNIVERSITY 1501 WESMT BRADLEY AVENUE PEORIA, IL 61625	NONE PUBLIC	EDUCATIONAL	4,000
CHILDREN'S HOSPITAL OF ILLINOIS 530 NE GLEN OAK AVE PEORIA, IL 61637	NONE PUBLIC	MEDICAL	4,000
RIVERSIDE BIBLE CONFERENCE 6355 COUNTY ROAD DD AMHERST, WI 54406	NONE PUBLIC	RELIGIOUS	7,500
QUAD A FOR KIDS RACF INITIATIVES, 500 EAST ROCHESTER, NY 14607	NONE PUBLIC	EDUCATIONAL	11,400
CORNELL UNIVERSITY COLLEGE OF ENGINEERING 256 CARPENTER HALL	NONE	EDUCATIONAL	15,000

ATTACHMENT 10

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ITHACA, NY 14853	PUBLIC		
WILLIAMSBURG SYMPHONIA LEAGUE P O BOX 400 WILLIAMSBURG, VA 23187	NONE PUBLIC	FINE ARTS	1,000
FISH, INC 312 WALLER MILL ROAD WILLIAMSBURG, VA 23185	NONE PUBLIC	RELIGIOUS	1,000
DREAM CATCHERS-CORI SIKICH THERAPEUTIC RIDING CTR 10120 FIRE TOWER ROAD TOANO, VA 23168	NONE PUBLIC	TO PROVIDE THERAPEUTIC HORSE RIDING ACTIVITIES FOR SPECIAL NEEDS INDIVIDUALS	500.
SOUTH SIDE MISSION 1127 S LARAMIE STREET PEORIA, IL 61065	NONE PUBLIC	TO PROVIDE FOOD, CLOTHING, AND HOUSING TO THE NEEDY	5,000
MESSIAH LUTHERAN CHURCH 4301 MOUNT READ BLVD ROCHESTER, NY 14616	NONE PUBLIC	RELIGIOUS	496
WZND RADIO 106 1 FM (POOLED) WZND RADIO ILLINOIS STATE UNIVERSITY NORMAL, IL 61790	NONE PUBLIC	EDUCATIONAL	5,000
ROANOKE COLLEGE 221 COLLEGE LANE SALEM, VA 24153	NONE PUBLIC	EDUCATIONAL	10,000

ATTACHMENT 10

59717P 4116 3/16/2010 2 27 46 PM V 09-4 3 01479

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CULTURAL ALLIANCE OF GREATER HAMPTON ROADS 5200 HAMPTON BLVD NORFOLK, VA 23508	NONE PUBLIC	FINE ARTS	1,500
WILLIAMSBURG LANDING INC 5700 WILLIAMSBURG LANDING DRIVE WILLIAMSBURG, VA 23185	NONE PUBLIC	TO SUPPORT THE SENIOR LIVING COMMUNITY	2,000
WASHINGTON PARK DISTRICT FOUNDATION 221 N MAIN STREET CENTERVILLE, OH 45459	NONE PUBLIC	COMMUNITY - PARK DISTRICT	1,000
DARE 2 SHARE MINISTRIES INTERNATIONAL P O BOX 745323 ARVADA, CO 80006	NONE PUBLIC	RELIGIOUS	2,500
ST JUDE, IN HONOR OF RYAN LOCKE 262 DANNY THOMAS PLACE MEMPHIS, TN 38105	NONE PUBLIC	MEDICAL RESEARCH	1,000
AVBI - GOODWILL OF ROCHESTER, NY 422 CLINTON AVE SOUTH ROCHESTER, NY 14620	NONE PUBLIC	TO SUPPORT PROGRAMS FOR THE BLIND AND VISUALLY IMPAIRED	6,000
AVALON CENTER FOR WOMEN AND CHILDREN 312 WALLER MILLER ROAD, SUITE 300 WILLIAMSBURG, VA	NONE PUBLIC	TO SUPPORT VICTIMS OF DOMESTIC VIOLENCE	1,000

TOTAL CONTRIBUTIONS PAID 94,896

ATTACHMENT 10

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 11

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
2005, 2006, AND 2008 FEDERAL TAX REFUNDS		6,563.			
TOTALS		6,563.			

ATTACHMENT 11

59717P 4116 3/16/2010 2:27:46 PM V 09-4.3 01479

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust **CHARLES S. & MILLICENT P. BROWN**
FAMILY FOUNDATION

Employer identification number
36-7295068

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-954.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back	5	-954.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
	/				

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-177,228.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back	12	-177,228.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II Caution: Read the instructions <i>before</i> completing this part.		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		-954.
14	Net long-term gain or (loss):			
a	Total for year	14a		-177,228.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14 ▶	15		-178,182.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet** necessary.

Part IV Capital Loss Limitation	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000
16	(3,000.)

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26, go to line 27 and check the "No" box ☐ No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30; go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2009

Employer identification number

[illegible]

Schedule D-1 (Form 1041) 2009

Tax Worksheet Schedule D

(01/01/2009 To 12/31/2009)

Date Run : 01/15/2010

Processing Date : 01/15/2010

Time Printed : 12:21:36 PM

Taxpayer I D : 36-7295068

Account Name : Charles & Millicent Brown Fam Fd INV MGR

Account Number : 0202

Shares/PV	Asset Sold	How Acq	Date Acquired	Date Sold	Holding Period	Sales Proceeds	Original Cost	Realized Gain/Loss
7,000	Avon OH Ser A	Buy	04/27/2009	12/01/2009	Short	7,000.00	7,059.50	-59.50
3,947	Columbia Marsico Growth Fd Cl A	Reinv	06/23/2008	05/12/2009	Short	54.55	81.23	-26.68
74,043	Davis New York Venture Fd Cl A	Reinv	12/04/2008	05/12/2009	Short	1,841.45	1,574.16	267.29
130,000	Federal Farm Credit Banks	Buy	02/25/2008	01/27/2009	Short	130,000.00	130,000.00	0.00
50,000	Federal Home Loan Banks	Buy	02/23/2009	12/16/2009	Short	50,000.00	50,296.65	-296.65
90,000	Federal Home Loan Banks	Buy	06/01/2009	09/25/2009	Short	90,000.00	90,000.00	0.00
40,000	Federal Home Loan Banks	Buy	04/20/2009	12/24/2009	Short	40,000.00	41,064.32	-1,064.32
125,000	Massac Cnty IL Sch Dist #1	Buy	02/03/2009	04/20/2009	Short	126,875.00	126,586.25	288.75
57,877	MFS Int'l Value Fnd Cl A	Reinv	12/18/2008	05/12/2009	Short	1,074.20	1,090.99	-16.79
12,775	MFS Int'l Value Fnd Cl A	Reinv	12/18/2008	05/12/2009	Short	237.10	240.81	-3.71
146,390	MFS Int'l Value Fnd Cl A	Reinv	12/18/2008	05/12/2009	Short	2,717.00	2,759.45	-42.45
400	Abbott Laboratories	Free	Unknown	02/19/2009	Long	21,684.68	0.00	21,684.68
10,000	Banl. One Corp 6.0%	Buy	03/02/2001	02/17/2009	Long	10,000.00	9,945.18	54.82
2,453,786	Calamos Growth Fund Cl A	Buy	10/01/2004	05/12/2009	Long	82,275.43	117,241.89	-34,966.46
13,384	Calamos Growth Fund Cl A	Reinv	11/22/2004	05/12/2009	Long	448.77	677.35	-228.58
1,210,410	Calamos Growth Fund Cl A	Buy	03/22/2005	05/12/2009	Long	10,585.05	60,000.00	-19,414.95
160,653	Calamos Growth Fund Cl A	Reinv	11/22/2005	05/12/2009	Long	5,386.70	8,620.62	-3,233.92
139,434	Calamos Growth Fund Cl A	Reinv	11/21/2006	05/12/2009	Long	4,675.22	7,548.96	-2,873.74
81,659	Calamos Growth Fund Cl A	Buy	07/10/2007	05/12/2009	Long	2,738.03	5,000.00	-2,261.97
538,935	Calamos Growth Fund Cl A	Reinv	11/22/2007	05/12/2009	Long	18,070.49	30,708.52	-12,638.03
7,019,438	Columbia Marsico Growth Fd Cl A	Buy	09/20/2006	05/12/2009	Long	97,008.63	130,000.00	-32,991.37
1,555,210	Columbia Marsico Growth Fd Cl A	Buy	11/10/2006	05/12/2009	Long	21,493.00	30,000.00	-8,507.00
1,930,502	Columbia Marsico Growth Fd Cl A	Buy	01/29/2007	05/12/2009	Long	26,679.54	40,000.00	-13,320.46

Tax Worksheet Schedule D

(01/01/2009 To 12/31/2009)

Date Run : 01/15/2010

Processing Date : 01/15/2010

Time Printed : 12:21:36 PM

Taxpayer I D : 36-7295068

Account Name : Charles & Millicent Brown Fam En INV MGR

Account Number : 0202

Shares/PV	Asset Sold	How Acq	Date Acquired	Date Sold	Holding Period	Sales Proceeds	Original Cost	Realized Gain/Loss
467.077	Columbia Marsico Growth Fd Cl A	Buy	07/10/2007	05/12/2009	Long	6,454.92	10,000.00	-3,545.08
5.008	Columbia Marsico Growth Fd Cl A	Reinv	12/17/2007	05/12/2009	Long	70.32	118.50	-48.18
540.930	Davis New York Venture Fd Cl A	Buy	01/09/2004	05/12/2009	Long	13,452.93	15,000.00	-1,547.07
352.609	Davis New York Venture Fd Cl A	Buy	04/15/2004	05/12/2009	Long	8,769.39	10,000.00	-1,230.61
1,739.736	Davis New York Venture Fd Cl A	Buy	06/10/2004	05/12/2009	Long	43,267.23	50,000.00	-6,732.77
20.196	Davis New York Venture Fd Cl A	Reinv	12/06/2004	05/12/2009	Long	502.27	610.92	-108.65
1,649.077	Davis New York Venture Fd Cl A	Buy	05/11/2005	05/12/2009	Long	41,012.55	50,000.00	-8,987.45
34.268	Davis New York Venture Fd Cl A	Reinv	12/06/2005	05/12/2009	Long	852.25	1,161.69	-309.44
31.019	Davis New York Venture Fd Cl A	Reinv	12/06/2006	05/12/2009	Long	771.44	1,168.19	-396.75
240.442	Davis New York Venture Fd Cl A	Buy	07/10/2007	05/12/2009	Long	5,979.79	10,000.00	-4,020.21
49.006	Davis New York Venture Fd Cl A	Reinv	12/06/2007	05/12/2009	Long	1,218.78	1,970.04	-751.26
15,000	Federal Farm Credit Banks	Buy	06/02/2006	07/07/2009	Long	15,000.00	15,619.95	-619.95
25,000	Federal Home Loan Banks	Buy	09/01/2004	05/15/2009	Long	25,000.00	25,289.50	-289.50
150,000	Federal Home Loan Mtgc Corp	Buy	03/14/2008	09/15/2009	Long	150,000.00	150,000.00	0.00
20,000	Federal Home Loan Mtgc. Corp	Buy	05/14/2007	02/25/2009	Long	20,000.00	20,000.00	0.00
150,000	Federal National Mtgc. Assn.	Buy	02/26/2004	03/16/2009	Long	150,000.00	150,000.00	0.00
200	Hologic Inc	Buy	03/25/2008	11/23/2009	Long	2,852.38	5,876.00	-3,023.62
100	Lincoln National Corp Ind	Buy	10/19/2007	02/03/2009	Long	1,526.77	6,530.00	-5,003.23
1,528.117	MFS Int'l Value Fnd Cl A	Buy	05/04/2007	05/12/2009	Long	28,361.85	50,000.00	-21,638.15
300.030	MFS Int'l Value Fnd Cl A	Buy	07/10/2007	05/12/2009	Long	5,568.56	10,000.00	-4,431.44
22.163	MFS Int'l Value Fnd Cl A	Reinv	12/18/2007	05/12/2009	Long	411.35	676.87	-265.52
56.597	MFS Int'l Value Fnd Cl A	Reinv	12/18/2007	05/12/2009	Long	1,050.44	1,728.48	-678.04
72.130	MFS Int'l Value Fnd Cl A	Reinv	12/18/2007	05/12/2009	Long	1,338.73	2,202.86	-864.13

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)	
449,799.		NORSTATES ST SALES - SEE ATTACHED PROPERTY TYPE: SECURITIES 450,753.				P	VARIOUS -954.	VARIOUS
858,774.		NORSTATES LT SALES - SEE ATTACHED PROPERTY TYPE: SECURITIES 1,036,560.				P	VARIOUS -177,786.	VARIOUS
558.		CAPITAL GAINS DISTRIBUTIONS PROPERTY TYPE: SECURITIES				P	VARIOUS 558.	VARIOUS
TOTAL GAIN (LOSS)							<u>-178,182.</u>	

Tax Worksheet Schedule D

(01/01/2009 To 12/31/2009)

Date Run : 01/15/2010

Processing Date : 01/15/2010

Time Printed : 12:21:36 PM

Taxpayer I D : 36-7295068

Account Name : Charles & Millicent Brown Fam Fh INV MGR

Account Number : 0202

Shares/PV Asset Sold

200 UnitedHealth Group Inc.

How	Date	Acq	Date Sold	Holding Period	Sales Proceeds	Original Cost	Realized Gain/Loss
Buy	01/26/2005		04/06/2009	Long	4,266.37	8,864.00	-4,597.63
					1,308,573.16	1,487,312.88	-178,739.72

! denotes Asset may qualify for Five-Year Gain Rule

Gain/Loss Summary

Short Term GL

Gains From Sales :	556.04
Losses From Sales :	-1,510.10
Common Funds :	0.00
Short Term Gains :	556.04
Short Term Losses :	-1,510.10
Net Short Term G/L:	-954.06
Capital Gain Dist :	0.00

Long Term GL

Gains From Sales :	21,739.50
Losses From Sales :	-199,525.16
Common Funds :	0.00
Long Term Gains :	21,739.50
Long Term Losses :	-199,525.16
Net Long Term G/L :	-177,785.66
Capital Gain Dist :	243.63

Account's Fiscal Year Ends Month 12

Loss Carry Forward	0.00	Short Term	Long Term	Last Updated
				None

Tax Worksheet Schedule D

(01/01/2009 To 12/31/2009)

Date Run : 01/15/2010

Processing Date : 01/15/2010

Time Printed : 12:21:36 PM

Taxpayer I D : 36-7295068

Account Name : Charles & Millicent Brown Fam En INV MGR

Account Number : 0202

Date	Transaction	Description	Income Cash	Principal Cash
12/31/2009	Capital Gains - Long Term	Vanguard Health Care Fund #52		243.63

453.739 Shares