Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

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

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

Use the IRS label Otherwise, print or type See Specific Instructions

Name of foundation: ROBERT W AND LYNN H BROWNE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): 333 TRUST BUILDING Room/suite:

City or town: GRAND RAPIDS State: MI ZIP code: 49503

A Employer identification number: 38-2452645

B Telephone number (see the instructions): (616) 459-2009

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

H Check type of organization ☐ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☒ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 3,663,304.

J Accounting method ☒ 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 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 (att sch)				
2 Ck ► ☒ if the foundn is **not** req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	82,305.	82,305.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 **Total.** Add lines 1 through 11	82,305.	82,305.		
OPERATING AND ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)				
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instr) See Line 18 Stmt	-272.			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications	64.	32.		
23 Other expenses (attach schedule) See Line 23 Stmt	637.			
24 **Total operating and administrative expenses.** Add lines 13 through 23	429.	32.		
25 Contributions, gifts, grants paid	30,000.			30,000.
26 **Total expenses and disbursements.** Add lines 24 and 25	30,429.	32.		30,000.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	51,876.			
b **Net investment income** (if negative, enter -0-)		82,273.		
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	662,174.	122,799.	122,799.
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 the instructions)			
7 Other notes and loans receivable (attach sch) ►			
Less allowance for doubtful accounts ►			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments — U S and state government obligations (attach schedule)			
b Investments — corporate stock (attach schedule)	1,800,051.	2,183,021.	3,207,942.
c Investments — corporate bonds (attach schedule) L-10c Stmt	124,000.	329,373.	332,563.
11 Investments — land, buildings, and equipment basis ►			
Less. accumulated depreciation (attach schedule) ►			
12 Investments — mortgage loans			
13 Investments — other (attach schedule)			
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 instructions Also, see page 1, item I)	2,586,225.	2,635,193.	3,663,304.
LIABILITIES 17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, & 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			
28 Paid-in or capital surplus, or land, building, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	2,586,225.	2,635,193.	
30 **Total net assets or fund balances** (see the instructions)	2,586,225.	2,635,193.	
31 **Total liabilities and net assets/fund balances** (see the instructions)	2,586,225.	2,635,193.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,586,225.
2 Enter amount from Part I, line 27a	2	51,876.
3 Other increases not included in line 2 (itemize) ► NET CAPITAL LOSS	3	-2,908.
4 Add lines 1, 2, and 3	4	2,635,193.
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	2,635,193.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SEE SCHEDULE	P	Various	Various
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	166,503.		169,412.	-2,909.
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-2,909.
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** -2,909.

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 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 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 (column (b) divided by column (c))
2008	30,000.	3,747,647.	0.008005
2007	0.	3,121,145.	0.000000
2006	0.	2,686,291.	0.000000
2005	0.	2,495,438.	0.000000
2004	347,618.	2,634,326.	0.131957

2	**Total** of line 1, column (d)	2	0.139962
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	0.027992
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,191,318.
5	Multiply line 4 by line 3	5	89,331.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	823.
7	Add lines 5 and 6	7	90,154.
8	Enter qualifying distributions from Part XII, line 4	8	30,000.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary - see instr.)** **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, column (b)	1	1,645.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3 Add lines 1 and 2	3	1,645.
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	1,645.
6 Credits/Payments		
a 2009 estimated tax pmts and 2008 overpayment credited to 2009 — 6a 2,600.		
b Exempt foreign organizations – tax withheld at source — 6b		
c Tax paid with application for extension of time to file (Form 8868) — 6c		
d Backup withholding erroneously withheld — 6d		
7 Total credits and payments Add lines 6a through 6d	7	2,600.
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	955.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ► 955. **Refunded** ►	11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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 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, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► MI - Michigan			
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)? *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 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 ► CHARLES M BLOOM Telephone no ► (616) 459-2009

Located at ► 333 TRUST BUILDING, GRAND RAPIDS, MI ZIP + 4 ► 49503-3026

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
1 a	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 the instructions)?	1b		
	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 ► 20__ , 20__ , 20__ , 20__			
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 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			
	► 20__ , 20__ , 20__ , 20__			
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 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 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 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
ROBERT W BROWNE 11610TURTLE BEACH RD N PALM BEACH FL 33408	DIRECTOR	0.	0.	0.
JAMES R BROWNE 4025 DRUID LANE DALLAS TX 75205	DIRECTOR	0.	0.	0.
JAMES N DEBOER 333 BRIDGE ST GRAND RAPIDS MI 49501	DIRECTOR	0.	0.	0.
CHARLES M BLOOM 333 TRUST BLDG GRAND RAPIDS MI 49503	SECRETARY	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see 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				
0				
0				
0				
0				

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 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	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes			
a Average monthly fair market value of securities		1a	2,831,499.
b Average of monthly cash balances		1b	408,418.
c Fair market value of all other assets (see instructions)		1c	
d **Total** (add lines 1a, b, and c)		1d	3,239,917.
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	
3 Subtract line 2 from line 1d		3	3,239,917.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	48,599.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	3,191,318.
6 **Minimum investment return.** Enter 5% of line 5		6	159,566.

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

1 Minimum investment return from Part X, line 6		1	159,566.
2a Tax on investment income for 2009 from Part VI, line 5	2a 1,645.		
b Income tax for 2009 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	1,645.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	157,921.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	157,921.
6 Deduction from distributable amount (see instructions)		6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	157,921.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1a	30,000.
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	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	30,000.
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 instructions)	5	0.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	30,000.

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

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				157,921.
2 Undistributed income, if any, as of the end of 2009.				
a Enter amount for 2008 only			0.	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2009				
a From 2004 — 35,835.				
b From 2005 — 0.				
c From 2006 — 0.				
d From 2007 — 0.				
e From 2008 — 0.				
f **Total** of lines 3a through e	35,835.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► $ 30,000.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2009 distributable amount				30,000.
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).)*	35,835.			35,835.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				92,086.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005 — 0.				
b Excess from 2006 — 0.				
c Excess from 2007 — 0.				
d Excess from 2008 — 0.				
e Excess from 2009 — 0.				

Part XIV | Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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			
	(a) 2009	**(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 organization had $5,000 or more in assets at any time during the year — see 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))

ROBERT W BROWNE

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

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 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

ROBERT W BROWNE
333 TRUST BUILDING
GRAND RAPIDS MI 49503 (616) 459-2009

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

LETTER STATING CHARITABLE PURPOSE AND HOW FUNDS ARE TO BE USED

c Any submission deadlines

NONE

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

NONE

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*				
HILLSDALE COLLEGE 33 EAST COLLEGE ST HILLSDALE MI 49242-1298		COLLEGE	Founders Campaign	5,000.
CENTER FOR INDIVIDUAL RIGHTS 1233 20TH STREET--SUITE 300 WASHINGTON DC 20036		501(C)3		25,000.
Total			► 3a	30,000.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see 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					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
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)					

13 **Total.** Add line 12, columns (b), (d), and (e) 13 0.

(See worksheet in the instructions for line 13 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 the instructions)

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

(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

► Charles M Browne   4/12/10   ► TREASURER

Signature of officer or trustee   Date   Title

Paid Preparer's Use Only			
Preparer's signature ►	Date	Check if self-employed ► ☐	Preparer's Identifying number (See **Signature** in the instrs)
Firm's name (or yours if self-employed), address, and ZIP code ► Self-Prepared		EIN ►	
		Phone no ►	

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FEDERAL EXCISE TAX	-549.			
MICHIGAN ANNUAL FEE	20.			
FOREIGN INCOME TAX	257.			
Total	-272.			

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
BANK FEES	637.			
Total	637.			

Form 990-PF, Page 2, Part II, Line 10c
L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	End of Year Fair Market Value
BONDS	310,373.	313,563.
SHORT TERM BONDS	19,000.	19,000.
Total	329,373.	332,563.

Supporting Statement of:

Form 990-PF, p1/Line 18(a)-1

Description	Amount
2008 OVERPAYMENT REFUNDED	-549.
Total	-549.

Supporting Statement of:

Form 990-PF, p1/Line 18(a)-3

Description	Amount
SWITZERLAND --NOVARTIS	257.
Total	257.

Supporting Statement of:

Form 990-PF, p1/Line 22(a)

Description	Amount
GRAND RAPIDS LEGAL NEWS	64.
Total	64.

Supporting Statement of:

Form 990-PF, p1/Line 23(a)-2

Description	Amount
U S TRUST	637.
Total	637.

Supporting Statement of:

Form 990-PF, p3/Part V, Line 1(b)-1

Description	Amount
HILLSDALE COLLEGE	5,000.
CENTER FOR INDIVIDUAL RIGHTS	25,000.
Total	30,000.

ROBERT W. & LYNN H. BROWNE FOUNDATION
38-2452645

SUPPLEMENTARY SCHEDULE
FORM 990-PF
CALENDAR YEAR: 2009

Part II - Line 16 - Total Assets

See Attached Schedule	$ 2,635,193

Part VII-A - Line 13 - Newspaper Notice

See Copy Attached

ROBERT W. & LYNN H. BROWNE FOUNDATION

PORTFOLIO DETAIL

December 31, 2009

Purchase Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% Asst.	Yld.
MONEY MARKET									
		DREYFUS TREAS MMF		122,799 60		122,799 60		3 4	0 0
				122,799 60		122,799 60	0 00	3 4	0 0
ST CORP BONDS									
02-27-07	19,000	PREVEA CLINIC - LOC/WFC (VAR TAX) 0 350 % Due 12-01-34	100 00	19,000 00	100 00	19,000 00	0 00	0 5	0 4
				19,000 00		19,000 00	0 00	0 5	0 4
COMMON STOCK									
COMMUNICATIONS & TECHNOLOGY									
08-21-09	2,000	AT&T	26 06	52,119 60	28 03	56,060 00	3,940 40	1 5	6 0
09-11-97	4,000	CISCO SYSTEMS	7 96	31,822 22	23 94	95,760 00	63,937 78	2 6	0 0
01-23-95	3,000	INTEL	4 33	12,975 99	20 40	61,200 00	48,224 01	1 7	3 1
07-07-93	6,000	MICROSOFT	2 61	15,675 00	30 48	182,880 00	167,205 00	5 0	1 7
				112,592 82		395,900 00	283,307 18	10 8	2 1
CONSUMER PRODUCTS									
03-14-01	2,000	CLOROX	47 56	95,122 00	61 00	122,000 00	26,878 00	3 3	3 3
05-11-93	2,000	COCA-COLA	36 57	73,144 50	57 00	114,000 00	40,855 50	3 1	3 1
11-20-03	1,000	COLGATE PALMOLIVE	51 11	51,110 00	82 15	82,150 00	31,040 00	2 2	2 1
06-16-09	1,500	GENERAL MILLS	58 55	87,831 00	70 81	106,215 00	18,384 00	2 9	2 8
07-05-01	2,000	LOWES	17 04	34,080 00	23 39	46,780 00	12,700 00	1 3	1 5
08-18-09	2,000	MCDONALDS	55 61	111,226 62	62 44	124,880 00	13,653 38	3 4	3 5
10-08-98	2,000	PEPSICO	45 54	91,079 43	60 80	121,600 00	30,520 57	3 3	3 0
03-07-00	2,000	PROCTER & GAMBLE	42 11	84,220 34	60 63	121,260 00	37,039 66	3 3	2 9
02-22-00	1,200	SMUCKER	33 54	40,253 85	61 75	74,100 00	33,846 15	2 0	2 3
07-13-07	1,000	STARBUCKS	22 52	22,525 00	23 06	23,060 00	535 00	0 6	0 0
				690,592 74		936,045 00	245,452 26	25 6	2 8
FINANCIAL									
03-02-99	30	BERKSHIRE HATHAWAY-B	2,457 51	73,725 18	3,286 00	98,580 00	24,854 82	2 7	0 0
03-14-01	500	GOLDMAN SACHS	88 10	44,048 00	168 84	84,420 00	40,372 00	2 3	0 8
12-22-04	500	JP MORGAN CHASE	38 96	19,479 75	41 67	20,835 00	1,355 25	0 6	0 5
07-09-04	1,500	US BANCORP	28 47	42,706 33	22 51	33,765 00	-8,941 33	0 9	0 9
				179,959 26		237,600 00	57,640 74	6 5	0 5
HEALTH CARE									
05-08-01	2,500	ABBOTT LABS	49 05	122,636 86	53 99	134,975 00	12,338 14	3 7	3 0
12-23-08	200	BARD CR	80 03	16,006 26	77 90	15,580 00	-426.26	0 4	0 9
10-16-08	1,000	BAXTER INTL	54 41	54,407.50	58 68	58,680 00	4,272.50	1 6	2 0
04-15-98	2,000	JOHNSON & JOHNSON	49 66	99,323 00	64 41	128,820 00	29,497 00	3 5	3 0
08-05-09	1,000	MEDTRONIC	35 83	35,825 30	43 98	43,980.00	8,154 70	1 2	1 9
06-23-09	1,000	MERCK	25 29	25,290 89	36 54	36,540 00	11,249 11	1 0	4 2
03-17-06	1,500	NOVARTIS ADR	51 70	77,548 22	54 43	81,645 00	4,096 78	2 2	3 6
01-25-02	1,000	PERRIGO	13 18	13,180 50	39 83	39,830 00	26,649.50	1 1	0.6
03-31-91	5,000	PFIZER	2 42	12,120 00	18 19	90,950 00	78,830 00	2 5	4 0
				456,338 53		631,000 00	174,661 47	17 2	2 9
BASIC INDUSTRY									
11-10-05	500	3M	76 21	38,105 70	82 67	41,335 00	3,229 30	1 1	2 5
07-16-01	1,000	BP PLC ADR	47 85	47,847 50	57 97	57,970 00	10,122 50	1 6	5 8
10-16-08	300	CATERPILLAR	40.97	12,289 62	56 99	17,097 00	4,807 38	0 5	2 9
11-11-05	2,000	CHEVRON	64 69	129,384 95	76 99	153,980 00	24,595 05	4 2	3 5
01-19-05	1,000	CONOCO PHILLIPS	52 86	52,857.00	51 07	51,070 00	-1,787 00	1 4	3 9
02-22-00	1,000	EMERSON ELECTRIC	24 99	24,987 50	42 60	42,600 00	17,612 50	1.2	3 1
12-22-04	1,000	EXELON	59 42	59,419 00	48 87	48,870 00	-10,549.00	1 3	4 3
05-12-99	2,000	EXXON MOBIL	47.95	95,908 81	68 19	136,380 00	40,471.19	3 7	2 5
08-13-08	500	FPL GROUP	59 86	29,930 00	52 82	26,410 00	-3,520 00	0 7	3 8

Yield to Maturity on Cost

ROBERT W. & LYNN H. BROWNE FOUNDATION
PORTFOLIO DETAIL
December 31, 2009

Purchase Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% Asst.	Yld.
03-19-04	600	GENERAL DYNAMICS	43 92	26,355 00	68 17	40,902 00	14,547 00	1 1	2 2
07-31-92	5,000	GENERAL ELECTRIC	6 41	32,047 92	15 13	75,650 00	43,602 08	2 1	2 6
08-09-07	1,000	ITT	65 59	65,595 00	49 74	49,740 00	-15,855 00	1 4	2 0
04-01-09	1,000	MARATHON OIL	29 36	29,364 90	31 22	31,220 00	1,855 10	0 9	3 1
05-31-90	1,022	MONSANTO	1 69	1,722.21	81 75	83,548 50	81,826 29	2 3	1 3
12-26-08	500	SCHLUMBERGER	39 12	19,559 00	65 09	32,545 00	12,986 00	0 9	1 3
03-03-00	1,000	UNITED TECH	28 16	28,163 33	69 41	69,410 00	41,246 67	1 9	2 4
				693,537 44		958,727 50	265,190 06	26 2	2 9
		COMMON STOCK Total		2,133,020 78		3,159,272 50	1,026,251 72	86 2	2 6
PREFERRED STOCK									
02-14-03	1,000	GENERAL ELECTRIC CAP 5 875% 2/18/33 PREF	25 00	25,000 00	23 50	23,500 00	-1,500 00	0 6	6 3
08-22-01	1,000	WELLS FARGO CAPITAL TR IV 7% 9/1/31 PREF	25 00	25,000 00	25 17	25,170 00	170 00	0 7	7 0
				50,000 00		48,670 00	-1,330 00	1 3	6 6
CORPORATE BONDS									
07-07-09	50,000	GOLDMAN SACHS GRP 6 875 % Due 01-15-11	104.38	52,190 91	106 04	53,021 30	830 39	1 4	2 6
04-13-04	100,000	GENERAL ELECTRIC CAP NOTE-STEP UP RATE 5.000 % Due 10-26-12	100 00	100,000 00	100 85	100,845 50	845 50	2 8	5 0
07-07-09	50,000	BELLSOUTH 4 750 % Due 11-15-12	105 70	52,847 55	106 78	53,390 25	542 70	1 5	2 7
07-07-09	50,000	GENERAL ELECTRIC 5.000 % Due 02-01-13	104 90	52,451 99	105 80	52,898 00	446 01	1 4	3 3
07-07-09	50,000	PEPSICO 4 650 % Due 02-15-13	105 76	52,882 35	106 82	53,408 30	525 95	1 5	2 7
				310,372 80		313,563 35	3,190 55	8 6	3 5
TOTAL PORTFOLIO				**2,635,193.18**		**3,663,305.45**	**1,028,112.27**	**100.0**	**2.6**

Yield to Maturity on Cost

Affidavit of Publication

IN THE MATTER OF
Browne Fdn

ANNUAL REPORT
The Annual Report of the ROBERT W AND LYNN H BROWNE FOUNDATION for the year ended December 31, 2009, is available for inspection at its principal office, 333 Trust Building, 40 Pearl Street, N W, Grand Rapids, Michigan 49503, during regular business hours by any citizen who requests it within 180 days after the date of this notice
CHARLES M BLOOM
Secretary-Treasurer
4/7

STATE OF MICHIGAN
COUNTY OF KENT

Alice Beeman being duly sworn, deposes and says that a notice, a true copy of which is annexed hereto, was published in: Grand Rapids Legal News, a newspaper printed and circulated in said State and County, on: April 7 A.D., 2010 and that he/she is the principal clerk of the printers of said newspaper and knows the facts stated herein.

Alice Beeman

Alice Beeman

Subscribed and sworn before me this 7th day of April, A.D., 2010

Judi L. Anderson

Judi L. Anderson Notary Public Kent County, Michigan
My Commission expires August 5, 2012
Acting in Kent County Michigan

REALIZED GAINS AND LOSSES

ROBERT W. & LYNN H. BROWNE FOUNDATION

From 01-01-09 Through 12-31-09

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
07-12-02	03-26-09	500	FORTUNE BRANDS	22,738 56		13,299 47		-9,439 09
07-31-92	06-19-09	4,100	GENERAL ELECTRIC	26,279 29		49,197 50		22,918.21
10-08-98	06-19-09	500	GENERAL ELECTRIC	11,812 50		5,999 69		-5,812 81
01-09-02	06-19-09	1,000	WELLS FARGO	21,840 00		23,348 30		1,508 30
10-11-04	06-19-09	1,000	WELLS FARGO	30,236 25		23,348 30		-6,887 95
10-24-06	07-28-09	300	CATERPILLAR	18,294 54		12,995.67		-5,298 87
12-23-08	08-05-09	500	BECTON DICKINSON	33,210 60		32,570 01	-640 59	
02-27-07	12-01-09	5,000	PREVEA CLINIC - LOC/WFC (VAR TAX) 0.350% Due 12-01-34	5,000 00	0 00	5,000 00		0 00
TOTAL GAINS							0 00	24,426.51
TOTAL LOSSES							-640.59	-27,438 72
				169,411 74	0 00	165,758 94	-640.59	-3,012 21

TOTAL REALIZED GAIN/LOSS -3,652 80

CAPITAL GAIN DISTRIBUTIONS

	11-12-09	CARDINAL HEALTH		744 51
TOTAL DISTRIBUTIONS		744 51	0.00	744 51
			-640.59	**-2,267.70**
TOTAL GAIN/LOSS		-2,908 29		