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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

Department of the Treasury Internal Revenue Service

OMB No 1545-0052 2009

For	calend	lar year 2009, or tax year beginning	·	, and ending			
G Check all that apply Initial return			Initial return of a fo	ial return of a former public charity Final return			
		Amended return	Address chan	ge	Name change	· · · · · · · · · · · · · · · · · · ·	
Use	the II	Name of foundation			A Employer identification	n number	
	abel.	DDOWN EAMILY EQUIDABLE	ON TNG		41 1070064	•	
_	erwis	e, BROWN FAMILY FOUNDATI		Room/suite	41-1979864		
	print r type	·	avered to street addressy	Roomvsuite	B Telephone number (715)822-5	614	
	Spec	mood itim binati			1.		
Inst	ructio	ns. CUMBERLAND, WI 54829			C If exemption application is p D 1. Foreign organization		
H (heck	type of organization. X Section 501(c)(3) ex	remot private foundation		Foreign organizations me check here and attach or	eeting the 85% test,	
			Other taxable private founda	ition			
l Fa		ket value of all assets at end of year J Accounti		Accrual	 If private foundation sta under section 507(b)(1 		
(fi	om P		her (specify)		F If the foundation is in a	60-month termination	
_	\$	1,182,410. (Part I, colu	mn (d) must be on cash l	basis.)	under section 507(b)(1	·	
Pa	ırt l	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not	(a) Revenue and	(b) Net investment	(c) Adjusted net	(d) Disbursements for chantable purposes	
_		necessarily equal the amounts in column (a))	expenses per books	Income	income	(cash basis only)	
		Contributions, gifts, grants, etc , received	1,700.		N/A		
		Check X of the foundation is not required to attach Sch. B Interest on savings and temporary	10.	10.	<u> </u>	STATEMENT 1	
	3	cash investments	17,293.	17,293		STATEMENT 2	
	1 _	Dividends and interest from securities	17,293.	17,293.		STRIEHENI Z	
		Gross rents					
	_	Net rental income or (loss)	-8,387.	, , ,			
Revenue	i in	Net gain or (loss) from sale of assets not on line 10 Grosspaces price for all 10 10 10 10 10 10 10 10 10 10 10 10 10					
»	1	Gross pales price tar a 161,058. Capital gain nel income (mm. Part V. line 2)	' t tt-m , n'n'tinh'.	0.	,	· · · · · · · · · · · · · · · · · · ·	
æ		-1 (C)1					
	9 %	income/handri@at6ns2010	111	-1(4'','-			
	لللما	Gross sales less returns and allowances					
	Ь	COPEN IT					
	ᇉ	Gross profit of (idsk)					
	11	Other income					
	12	Total. Add lines 1 through 11	10,616.	17,303.			
		Compensation of officers, directors, trustees, etc	0.	0.	·	0.	
	ŀ	Other employee salaries and wages				-	
S	i	Pension plans, employee benefits					
enses	l l	Legal fees Accounting fees STMT 3	1,700.	0.		1,700.	
Š		Other professional fees	1,700.		<u>' </u>	1,700.	
E	17	Interest		· · · · · · · · · · · · · · · · · · ·	-	-	
raţi	18	Taxes STMT 4	568.	568.	 	0.	
nist	19	Depreciation and depletion					
Ē	20	Оссиралсу					
¥	21	Travel, conferences, and meetings					
and	22	Printing and publications					
g	23	Other expenses		-			
rati	24	Total operating and administrative					
Operating and Administrative Exp	<u> </u>	expenses. Add lines 13 through 23	2,268.	568.		1,700. 71,450.	
9	25	Contributions, gifts, grants paid	71,450.			/1,450.	
	ľ	Total expenses and disbursements	72 710	ECO		72 150	
		Add lines 24 and 25	73,718.	568.		73,150.	
		Subtract line 26 from line 12	-63,102.				
	ľ	Excess of revenue over expenses and disbursements Net Investment income (if negative, enter -0-)	-03,102.	16,735.	 		
		Adjusted net income (if negative, enter -0-)			N/A		

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

Form 990-PF (2009)

SCANNED MAR 2 9 2010

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		1	
	(must agree with end-of-year figure reported on prior year's return)	1		1,418,646.
2	Enter amount from Part I, line 27a	2		-63,102.
3	Other increases not included in line 2 (itemize)	3		0.
4	Add lines 1, 2, and 3	4		1,355,544.
5	Decreases not included in line 2 (itemize)	5		0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6		1,355,544.

Page 3

BROWN FAMILY FOUNDATION, INC.

Part IV Capital Gall	ns and Lo	sses for lax on in	<u>ivestmen</u>	Income					
		ind(s) of property sold (e g or common stock, 200 shs				acquired rchase nation	(c) Date acquii (mo , day, yr	ed)	(d) Date sold (mo , day, yr.)
1a 2400 SHS POWI	ERSHAR	ES QQQ TR UN	IT SER	1		P	01/13/0	6	VARIOUS
b 400 SHS ISHAI	RES RU	SSELL 2000 I	NDEX E	TF		P	01/13/0	6	12/31/09
c 300 SHS STANI	OARD &	POORS DEP R	ECEIPT			P	01/13/0	6	12/31/09
d									
6									
(e) Gross sales price	(f)	Depreciation allowed (or allowable)		st or other basis expense of sale			(h) Gain or (e) plus (f) m		
a 101,963	3.			102,89	7.				-934.
b 25,299	9.			28,02	9.				-2,730.
c 33,79	5.			38,51	9.				-4,723.
<u>d</u>									
е				<u> </u>					
Complete only for assets sho	owing gain in	column (h) and owned by	the foundation	on 12/31/69		(1)	Gains (Col (h)	gain	minus
(i) F.M.V as of 12/31/69		(j) Adjusted basis as of 12/31/69		cess of col (i) col. (j), if any		COI.	(k), but not les Losses (from	s thai col (n -U-) or h))
3									-934.
b									-2,730.
C									-4,723.
ď									
<u>e</u>	_		<u> </u>						
2 Capital gain net income or (ne	et capital loss) { If gain, also enter of the lift (loss),	r in Part I, line - in Part I, line	7 7 .	} 2				-8,387.
3 Net short-term capital gain or	/loce) as def								
If gain, also enter in Part I, lin		• •	10 (0)						
If (loss), enter -0- in Part I, lin					<u> }</u> 3		N	I/A	
Part V Qualification	n Under S	Section 4940(e) for	Reduced	Tax on Net	Invest	ment Inc	ome		· - · - ·
(For optional use by domestic pr	rvate foundati	ions subject to the section 4	4940(a) tax on	net investment in	ncome)				
If another 4040/d\/2\ applies les	un thin nort h	lant							
If section 4940(d)(2) applies, lea	ve this part b	lank							
Was the foundation liable for the	section 4942	tax on the distributable am	nount of any ye	ear in the base pe	riod?				Yes X No
If "Yes," the foundation does not									
1 Enter the appropriate amoun	t in each colu	mn for each year, see instri	uctions before	making any entri	es				4.8
(a) Base period years		(b)			(c)			Distrib	(d) oution ratio
Calendar year (or tax year beg	inning in)	Adjusted qualifying dis		Net value of no			(col (b) div	ided by col (c))
2008			1,050.			80,786			.063281
2007			4,500.			60,189			.047751
2006			5,288.			78,211			.047372
2005			4,130.			65,728			.062835
2004			3,276.			9,431	•		.347365
									550504
2 Total of line 1, column (d)							2		.568604
3 Average distribution ratio for	-		on line 2 by 5,	or by the number	of years				112701
the foundation has been in ex	istence if less	s than 5 years		-			3		.113721
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5					4		965,147.		
5 Multiply line 4 by line 3							5		109,757.
6 Enter 1% of net investment in	icome (1% of	f Part I, line 27b)					6		167.
7 Add lines 5 and 6									100 024
7 Add lines 5 and 6							7		109,924.
8 Enter qualifying distributions	from Part XII	, line 4					8		73,150.
If line 8 is equal to or greater	than line 7, cl	heck the box in Part VI, line	1b, and comp	lete that part usin	g a 1% ta:	x rate			
See the Part VI instructions							 -		

	h 990-PF (2009) BROWN FAMILY FOUNDATION, INC. 41-197			Page 4
Pa	ert VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see	instr	uctio	ns)
1a	*Exempt operating foundations described in section 4940(d)(2), check here 🕨 🔛 and enter "N/A" on line 1.			
	Date of ruling or determination letter (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here 🕨 🔲 and enter 1%		3	35.
	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-)	_		0.
3	Add lines 1 and 2 3		3	35.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			0.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		3	35.
6	Credits/Payments.			
	2009 estimated tax payments and 2008 overpayment credited to 2009 . 6a 3,555.			
	Exempt foreign organizations - tax withheld at source 6b			
	Tax paid with application for extension of time to file (Form 8868)			
	Backup withholding erroneously withheld 6d			
	Total credits and payments Add lines 6a through 6d		2 5	55.
	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached 8		<u> </u>	33.
	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		-	
9 10			2 2	20.
	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid Enter the amount of line 10 to be Credited to 2010 estimated tax 3,220 • Refunded 11		J, Z	0.
	Enter the amount of line 10 to be Credited to 2010 estimated tax ► 3,220 • Refunded ► 11 art VII-A Statements Regarding Activities			0.
			Voc	No
14	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in		162	X
	any political campaign?	1a	-	X
U	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b	-	
	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.			
	Did the foundation file Form 1120-POL for this year?	1c	ļ	X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year	ŀ		Ì
	(1) On the foundation \blacktriangleright \$ (2) On foundation managers \blacktriangleright \$	1		-
Е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation			ŧ
	managers. > \$O.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2	<u> </u>	<u> X</u>
	If "Yes," attach a detailed description of the activities.	Ì		1
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or	Ĭ		
	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	ļ	X
	of "Yes," has it filed a tax return on Form 990-T for this year?	4b		<u> </u>
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by General Instruction T			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either	ĺ		
	By language in the governing instrument, or	ł		
	By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law	1		1
	remain in the governing instrument?	6	X	L
7	Did the foundation have at least \$5,000 in assets at any time during the year?	7	Х	L
	If "Yes," complete Part II, col. (c), and Part XV.	!		1
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)]
	WI			
þ	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	1	X
ın	Did any parsons bacome substantial contributors during the tay year?	10	1	V

Form 990-PF (2009) BROWN FAMILY FOUNDATION, INC. 41-1979	864	Page 5
Part VII-A Statements Regarding Activities (continued)		
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of		
section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before		
August 17, 2008?	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	<u>x</u>
Website address ► N/A	<u> </u>	
14 The books are in care of ► WILLIAM C. BROWN Telephone no. ► (715) 8	322-5	614
Located at ≥ 2588 12TH STREET, CUMBERLAND, WI ZIP+4 ≥65	829	
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	N/	Α
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.	Y	'es 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?		ł
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)	1	1
a disqualified person?	}	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?		
(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)?		1
(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)		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations		
section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b	1
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		1
before the first day of the tax year beginning in 2009?	16	x
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation	F	
defined in section 4942(j)(3) or 4942(j)(5))		1
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		Į.
before 2009?	1	1
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		- 1
statement - see instructions) N/A	2b	Ī
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
b in the provisions of section 4542(2)/2) are being applied to any of the years noted in 24, not the years note.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time		
during the year?		
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		1
May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose		
of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C,		
Form 4720, to determine if the foundation had excess business holdings in 2009) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that	70	
	1 45	x
had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	^_

4b X Form **990-PF** (2009)

Form 990-PF (2009) BROWN FAMILY FOUNDATION,	INC.		41-19798	64 Pag	je 6	
Part VII-B Statements Regarding Activities for Which	Form 4720 May Be I	Required (contin	ued)			
5a During the year did the foundation pay or incur any amount to:						
'(1) Carry on propaganda, or otherwise attempt to influence legislation (section	n 4945(e))?	Ye	es X No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly,						
any voter registration drive?		Ye	s X No	1 1		
(3) Provide a grant to an individual for travel, study, or other similar purposes		Ye	s X No			
(4) Provide a grant to an organization other than a charitable, etc., organization		. —		1 1		
509(a)(1), (2), or (3), or section 4940(d)(2)? Yes X No						
(5) Provide for any purpose other than religious, charitable, scientific, literary,						
the prevention of cruelty to children or animals?	• • •		es X No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify uni				1 1		
section 53.4945 or in a current notice regarding disaster assistance (see instru		iii Nogulations	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check h	•	•		-		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption f		inad				
expenditure responsibility for the grant?	N		s No			
If "Yes," attach the statement required by Regulations section 53.494		17,44				
, , ,	• •			1 1		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	pay premiums on		s X No			
a personal benefit contract?		L YE		c. \	X	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	personal beneal contract?		·	6b 2	<u> </u>	
If "Yes" to 6b, file Form 8870			[편]			
7a At any time during the tax year, was the foundation a party to a prohibited tax s	·	Ye	es X No			
b If yes, did the foundation receive any proceeds or have any net income attribut				7b		
Part VIII Information About Officers, Directors, Trust Paid Employees, and Contractors	ees, Foundation Ma	inagers, Higniy	<i>(</i>			
1 List all officers, directors, trustees, foundation managers and their	compensation.					
· · · · · · · · · · · · · · · · · · ·	(b) Title, and average	(c) Compensation	(d) Contributions to	(e) Expens	se	
(a) Name and address	hours per week devoted to position	(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred	(e) Expens account, oth allowance	her	
JULIE M. BROWN	PRESIDENT	enter -u-y	compensation	allowalice		
2588 12TH STREET	RESIDENT					
CUMBERLAND, WI 54829	1.00	0.	0.	(0.	
WILLIAM C. BROWN	VP/TREASURER	 			<u>.</u>	
2588 12TH STREET	VI / INDINONDIN					
CUMBERLAND, WI 54829	1.00	0.	0.	•	0.	
ERIC J. BROWN	SECRETARY		- 0.		<u> </u>	
2588 12TH STREET	DECKETAKI		•			
CUMBERLAND, WI 54829	1.00	0.	0.	,	n	
COMDERDAND, WI 34023	1.00	· ·	<u> </u>		0.	
	-					
2 Compensation of five highest-paid employees (other than those inc	luded on line 1). If none.	enter "NONE."				
2 Composition of the inglicest pane employees (exiter than those inc	(b) Title, and average	T TOTAL	(d) Contributions to	(e) Expens		
(a) Name and address of each employee paid more than \$50,000	hours per week	(c) Compensation	employee benefit plans and deterred	account, oth	her	
NONE	devoted to position		compensation	allowance	<u>s</u>	
NONE	1					
	-					
		-			_	
	-					
	-					
	-					
			···· _ ···	L	_	
Total number of other employees paid over \$50,000			<u>▶</u>		_0	

Part VIII Paid Employees, and Contractors (continued)		
3 Five highest-paid independent contractors for professional services. If none, ent	· · · · · · · · · · · · · · · · · · ·	1.00
(a) Name and address of each person paid more than \$50,000 NONE	(b) Type of service	(c) Compensation
Total number of others receiving over \$50,000 for professional services		▶ 0
Part IX-A Summary of Direct Charitable Activities	· · · · · · · · · · · · · · · · · · ·	
List the foundation's four largest direct charitable activities during the tax year. Include relevant stat number of organizations and other beneficiaries served, conferences convened, research papers pr		Expenses
1 N/A		
		0
2		0.
3	· · · · · · · · · · · · · · · · · · ·	
4		-
Dot N D O		
Part IX-B Summary of Program-Related Investments Describe the two largest program-related investments made by the foundation during the tax year of	on lines 1 and 2	Amount
1 N/A		
		_
		0.
2		
All other program-related investments. See instructions 3 N/A		
3 11/ 11		
Total. Add lines 1 through 3	>	0.

E Fair market value of all other assets d Total (add lines 1a, b, and c) Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 2	P	Minimum Investment Return (All domestic foundations must complete this part. Foreign fou	ndations, se	e instructions.)
b Average of monthly cash balances	1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
E Fair market value of all other assets d Total (add lines 1a, b, and c) e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 2 Acquisition indebtedness applicable to line 1 assets 3 Subtract line 2 from line 1 4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) 4 14, 698. 5 Net value of noncharitable—use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 5 965, 147. 6 48, 257. Part XII Distributable Amount (see instructions) (Section 4942())(3) and (i)(5) private operating foundations and certain foreign organizations check here ▶ and do not complete this part) Income tax for 2009 (This does not include the tax from Part V) ince 1 Add lines 2a and 2b 1 Income tax for 2009 (This does not include the tax from Part V) ince 2b 2 Recoveries of amounts treated as qualifying distributions 3 47, 922. 4 Recoveries of amounts treated as qualifying distributions 4 Qualifying Distributable amount (see instructions) 1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes 2 Expenses, contributions, gifts, etctotal from Part 1, column (d), line 26 3 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 3 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 3 Amounts set aside for specific charitable projects that satisfy the 3 Sutability test (prior (RS approval required) 4 Qualifying distributions. Add lines 1 a through 3b Enter here and on Part VIII, line 4 4 73, 150. 5 Qualifying distributions. Subtract line 2 from line 4 5 Qualifying distributions. Subtract line 5 from line 4 6 Qualifying distributions. Subtract line 5 from line 4 6 Qualifying distributions. Subtract line 5 from line 4 6 Adjusted qualifying distributions. Subtract line 5 from line 4 6 Adjusted qualifying distributions. Subtract line 5 from line 4 6 Adjusted qualifying distributions	2	Average monthly fair market value of securities	1a	936,365.
E Fair market value of all other assets d Total (add lines 1a, b, and c)	b	Average of monthly cash balances	1b	43,480.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 2	C	Fair market value of all other assets	10	
1c (attach detailed explanation) 2 Acquisition indebtedness applicable to line 1 assets 3 Subtract line 2 from line 1d 4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 5 Net value of noncharifiable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 5 Minimum investment return. Enter 5% of line 5 6 Well value of noncharifiable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 6 Minimum investment return. Enter 5% of line 5 6 Well value of noncharifiable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 6 Minimum investment return. Enter 5% of line 5 6 Well value of noncharifiable amount (see instructions) (Section 4942(I)(3) and (I)(5) private operating foundations and certain foreign organizations check here	đ	Total (add lines 1a, b, and c)	10	979,845.
2	е	Reduction claimed for blockage or other factors reported on lines 1a and		
3 Subtract line 2 from line 1 d 4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 6 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 6 Minimum investment return. Enter 5% of line 5 6 48 , 257. Part XI		1c (attach detailed explanation)		
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 5 965, 147. 6 48, 257. Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here	2	Acquisition indebtedness applicable to line 1 assets	2	0.
Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4. 6. 148, 257. Part XII	3	Subtract line 2 from line 1d	3	979,845.
Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4. 6. 148, 257. Part XII	4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,698.
Minimum investment return. Enter 5% of line 5 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 Income tax for 2009 (This does not include the tax from Part VI) Add lines 2a and 2b Distributable amount before adjustments Subtract line 2c from line 1 Add lines 3 and 4 Recoveries of amounts treated as qualifying distributions Add lines 3 and 4 Beduction from distributable amount (see instructions) Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes Expenses, contributions, gifts, etc total from Part IX-B Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes Amounts set aside for specific charitable projects that satisfy the: Sutability test (prior IRS approval required) Cash distribution test (attach the required schedule) Mallying distributions, Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b Adjusted qualifying distributions. Subtract line 5 from line 4 Adjusted qualifying distributions. Subtract line 5 from line 4 Adjusted qualifying distributions. Subtract line 5 from line 4 Adjusted qualifying distributions. Subtract line 5 from line 4 Adjusted qualifying distributions. Subtract line 5 from line 4 Adjusted qualifying distributions. Subtract line 5 from line 4 Adjusted qualifying distributions. Subtract line 5 from line 5 Adjusted qualifying distributions. Subtract line 5 from line 5 Adjusted qualifying distributions. Subtract line 5 from line 5 Adjusted qualifying distributions. Subtract line 5 from line 5 Adjusted qualifying distributions. Subtract lin	5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	965,147.
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) Minimum investment return from Part XI, line 6	6	Minimum investment return. Enter 5% of line 5	6	
2a Tax on investment income for 2009 from Part VI, line 5 b Income tax for 2009 (This does not include the tax from Part VI) c Add lines 2a and 2b 2c 335. 3 Distributable amount before adjustments Subtract line 2c from line 1 3 47,922. 4 Recoveries of amounts treated as qualifying distributions 4 Add lines 3 and 4 5 47,922. 5 Deduction from distributable amount (see instructions) 6 Deduction from distributable amount (see instructions) 7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 7 47,922. Part XII Qualifying Distributions (see instructions) 1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes a Expenses, contributions, grifts, etc - total from Part I, column (d), line 26 1 Program-related investments - total from Part IX-B 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 3 Amounts set aside for specific charitable projects that satisfy the a Suffability test (prior IRS approval required) 5 Cash distribution test (attach the required schedule) 4 Qualifying distributions and lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 5 Oc. 6 Adjusted qualifying distributions. Subtract line 5 from line 4 6 73,150.	P		nd certain	
b Income tax for 2009 (This does not include the tax from Part VI) c Add lines 2a and 2b 3 Distributable amount before adjustments Subtract line 2c from line 1 3 47,922. 4 Recoveries of amounts treated as qualifying distributions 4 0. 5 Add lines 3 and 4 5 47,922. 6 Deduction from distributable amount (see instructions) 7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 7 47,922. 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 b Program-related investments - total from Part IX-B 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 3 Amounts set aside for specific charitable projects that satisfy the: a Suitability test (prior IRS approval required) b Cash distribution test (attach the required schedule) 4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 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 6 Adjusted qualifying distributions. Subtract line 5 from line 4 6 Adjusted qualifying distributions. Subtract line 5 from line 4	1		1	48,257.
c Add lines 2a and 2b 3 Distributable amount before adjustments Subtract line 2c from line 1 3 47,922. 4 Recoveries of amounts treated as qualifying distributions 5 Add lines 3 and 4 5 47,922. 6 Deduction from distributable amount (see instructions) 6 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 7 47,922. 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 b Program-related investments - total from Part IX-B 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 3 Amounts set aside for specific charitable projects that satisfy the: a Sutability test (prior IRS approval required) b Cash distribution test (attach the required schedule) 4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 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 6 Adjusted qualifying distributions. Subtract line 5 from line 4 6 Adjusted qualifying distributions. Subtract line 5 from line 4	2a	Tax on investment income for 2009 from Part VI, line 5		
3 Distributable amount before adjustments Subtract line 2c from line 1 4 Recoveries of amounts treated as qualifying distributions 5 Add lines 3 and 4 5 Deduction from distributable amount (see instructions) 6 Deduction from distributable amount (see instructions) 7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 7 47,922. Part XII Qualifying Distributions (see instructions) 1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes a Expenses, contributions, grifts, etc total from Part I, column (d), line 26 b Program-related investments - total from Part IX-B 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 3 Amounts set aside for specific charitable projects that satisfy the Subtract line 5 from line 4 statisfy the subtitions (attach the required schedule) 4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 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 6 Adjusted qualifying distributions. Subtract line 5 from line 4 6 73, 150.	b	Income tax for 2009 (This does not include the tax from Part VI)		
4 0.0 5 Add lines 3 and 4 5 47,922.6 6 Deduction from distributable amount (see instructions) 6 0.0 7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 7 47,922. Part XII Qualifying Distributions (see instructions) 1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes a Expenses, contributions, giffs, etc total from Part I, column (d), line 26 1a 73,150. b Program-related investments - total from Part IX-B 1b 0. 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 2 3 Amounts set aside for specific charitable projects that satisfy the 3 a Suitability test (prior IRS approval required) 3a 3a 5 a Suitability test (prior IRS approval required) 3b 5 cash distribution test (attach the required schedule) 3b 73,150. 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b 5 0.6 6 Adjusted qualifying distributions. Subtract line 5 from line 4 6 73,150.	C	Add lines 2a and 2b	2c	
5 Add lines 3 and 4 6 Deduction from distributable amount (see instructions) 7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 7 47, 922. 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 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 Amounts set aside for specific charitable projects that satisfy the: a Suitability test (prior IRS approval required) b Cash distribution test (attach the required schedule) 4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b 5 O. 6 Adjusted qualifying distributions. Subtract line 5 from line 4 6 73, 150.	3	Distributable amount before adjustments Subtract line 2c from line 1	3	47,922.
6 Deduction from distributable amount (see instructions) 7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 7 47,922. 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 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 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required) b Cash distribution test (attach the required schedule) 4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b 5 O. 6 Adjusted qualifying distributions. Subtract line 5 from line 4 6 73, 150.	4	Recoveries of amounts treated as qualifying distributions	4	
Part XII Qualifying Distributions (see Instructions) Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes a Expenses, contributions, gifts, etc total from Part I, column (d), line 26 b Program-related investments - total from Part IX-B Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes Amounts set aside for specific charitable projects that satisfy the: a Surtability test (prior IRS approval required) b Cash distribution test (attach the required schedule) 4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 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 6 Adjusted qualifying distributions. Subtract line 5 from line 4	5	Add lines 3 and 4	5	47,922.
Part XII Qualifying Distributions (see instructions) Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes a Expenses, contributions, gifts, etc total from Part I, column (d), line 26 b Program-related investments - total from Part IX-B Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes Amounts set aside for specific charitable projects that satisfy the Surtability test (prior IRS approval required) Cash distribution test (attach the required schedule) Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b Adjusted qualifying distributions. Subtract line 5 from line 4 6 73, 150.	6	Deduction from distributable amount (see instructions)	6	0.
Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes Expenses, contributions, gifts, etc - total from Part I, column (d), line 26 Program-related investments - total from Part IX-B Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes Amounts set aside for specific charitable projects that satisfy the Suitability test (prior IRS approval required) Cash distribution test (attach the required schedule) Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b Adjusted qualifying distributions. Subtract line 5 from line 4 Ta, 150.	7_	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	47,922.
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26 b Program-related investments - total from Part IX-B Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes Amounts set aside for specific charitable projects that satisfy the Suitability test (prior IRS approval required) Cash distribution test (attach the required schedule) Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b Adjusted qualifying distributions. Subtract line 5 from line 4 Ta, 150.				
Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes Amounts set aside for specific charitable projects that satisfy the Suitability test (prior IRS approval required) Cash distribution test (attach the required schedule) Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part 1, line 27b Adjusted qualifying distributions. Subtract line 5 from line 4 Enter 1% of Part 1, line 27b Adjusted qualifying distributions. Subtract line 5 from line 4	•			72 150
Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes Amounts set aside for specific charitable projects that satisfy the Suitability test (prior IRS approval required) Cash distribution test (attach the required schedule) Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part 1, line 27b Adjusted qualifying distributions. Subtract line 5 from line 4 Enter 1% of Part 1, line 27b Adjusted qualifying distributions. Subtract line 5 from line 4	_			73,130.
Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required) b Cash distribution test (attach the required schedule) 4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part 1, line 27b 6 Adjusted qualifying distributions. Subtract line 5 from line 4 5 73,150.		• • • • • • • • • • • • • • • • • • • •	t	
a Surtability test (prior IRS approval required) b Cash distribution test (attach the required schedule) 4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 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 6 Adjusted qualifying distributions. Subtract line 5 from line 4 3a 73,150.			-	
b Cash distribution test (attach the required schedule) 4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part 1, line 27b 6 Adjusted qualifying distributions. Subtract line 5 from line 4 3b 73,150.		· · · · · · · · · · · · · · · · · · ·		
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part 1, line 27b 6 Adjusted qualifying distributions. Subtract line 5 from line 4 6 73,150.		• • • • • • • • • • • • • • • • • • • •		
Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b Adjusted qualifying distributions. Subtract line 5 from line 4 5 73,150.				72 150
income. Enter 1% of Part I, line 27b 6 Adjusted qualifying distributions. Subtract line 5 from line 4 5 0. 6 73,150.			4	73,130.
6 Adjusted qualifying distributions. Subtract line 5 from line 4 6 73,150.	J		_	0
· · · · · · · · · · · · · · · · · · ·	2			72 150
Note: The amount on line C will be used in Doct V column (b) in subsequent uses when extended a whather the foundation is for the	0	· · ·		
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			qualifies for th	e section

Form **990-PF** (2009)

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,			,	2000
line 7				47,922.
2 Undistributed income, if any, as of the end of 2009		***************************************	3. 'limith :::::::::::::::::::::::::::::::::	
a Enter amount for 2008 only			0.	
b Total for prior years				· · · · · · · · · · · · · · · · · · ·
U rotal to prof your		0.		
3 Excess distributions carryover, if any, to 2009.	######################################		1 *1141e*11-1 - ' ' ' ' 11	· '17:44-H-1-1
a From 2004				
b From 2005				-
€ From 2006				
d From 2007 24,911.				
e From 2008 17,456.				
f Total of lines 3a through e	42,367.	•		
4 Qualifying distributions for 2009 from	12/30/1	***************************************		
Part XII, line 4 ► \$ 73, 150.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior				
··· '		0.		
years (Election required - see instructions)	<u></u>		,,.,.,.,	-1-1-1
t Treated as distributions out of corpus	0.			
(Election required - see instructions)		**************************************	,,, , , , , , , , , , , , , , , , , ,	47,922.
d Applied to 2009 distributable amount	25,228.	······································		47,322.
e Remaining amount distributed out of corpus	25,226.	· '' · · · · · · · · · · · · · · ·		0.
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
2 Corpus Add lines 3f, 4c, and 4e. Subtract line 5	67,595.			
b Prior years' undistributed income Subtract			······································	······································
line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously				
assessed .		0.		
d Subtract line 6c from line 6b Taxable		0		
amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2009 Subtract				
lines 4d and 5 from line 1. This amount must				
be distributed in 2010				0.
7 Amounts treated as distributions out of		11		1 - 1
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004				
not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010.				
Subtract lines 7 and 8 from line 6a	67,595.			
10 Analysis of line 9				······
a Excess from 2005				
b Excess from 2006				
c Excess from 2007 24,911.				
d Excess from 2008 17,456.				
e Excess from 2009 25,228.				

Form 990-PF (2009) BROWN F	AMILY FOUND	ATION, INC.		41-19	979864 Page 10	
Part XIV Private Operating F	oundations (see in:	structions and Part VII	A, question 9)	N/A		
1 a 'If the foundation has received a ruling of	r determination letter that	it is a private operating				
foundation, and the ruling is effective fo		•	•			
b Check box to indicate whether the found	dation is a private operatir	ng foundation described in	n section	4942(j)(3) or 4	1942(j)(5)	
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years	- MA 1		
income from Part I or the minimum	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total	
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" atternative test - enter 2/3 of minimum investment return						
shown in Part X, line 6 for each year listed						
c "Support" alternative test - enter	i					
(1) Total support other than gross						
investment income (interest,						
dividends, rents, payments on securities loans (section						
512(a)(5)), or royalties)	1					
(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 Info	rmation (Comple	te this part only	f the foundatio	n had \$5,000 or m	ore in assets	
at any time during t						
1 Information Regarding Foundation	on Managers:					
a List any managers of the foundation wh			ributions received by th	e foundation before the cl	ose of any tax	
year (but only if they have contributed i	nore than \$5,000) (See s	ection 507(d)(2))				
SEE STATEMENT 6				-		
b List any managers of the foundation when other entity) of which the foundation has			or an equally large por	tion of the ownership of a	partnership or	
NONE						
2 Information Regarding Contribut	ion, Grant, Gift. Loan.	Scholarship, etc., Pr	ograms:			
				not accept unsolicited red	uests for funds. If	
Check here X if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d						
a The name, address, and telephone num	ber of the person to who	m applications should be	addressed			
N/A		.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,				
b The form in which applications should N/A	e submitted and informa	tion and materials they sh	ould include			
						
c Any submission deadlines N/A						
d Any restrictions or limitations on award	s, such as by geographic	al areas, charitable fields,	kinds of institutions, or	other factors	<u></u>	
N/A						
			<u> </u>			
923601 02-02-10					Form 000 DE (0000)	

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	Purpose of grant or contribution	Amount		
Name and address (home or business)	or substantial contributor	recipient				
a Paid during the year						
SEE STATEMENT 7						
Total b Approved for future payment)	T	▶ 3a	71,450.		
NONE						
Total		I	▶ 3b	0.		

Part XVI-A	Analysis of Income-Producing	Activities
COLL VALUE	Analysis of income-ributioning	ACHAINES

Enter areas amounts unless athenuise indicated	Unrelated	business income	Exclude	ed by section 512, 513, or 514	(0)
Enter gross amounts unless otherwise Indicated. 1 Program service revenue:	(a) Business code	(b) Amount	(C) Exclu- sion code	(d) Amount	(e) Related or exempt function income
~	Code		-		
a b			1		-
c			†	 	· · · · · · · · · · · · · · · · · · ·
d				== 1-1 =	
8		. =			
1			 -		
g Fees and contracts from government agencies				-	
2 Membership dues and assessments			1 1		
3 Interest on savings and temporary cash					
investments			14	10.	
4 Dividends and interest from securities			14	17,293.	
5 Net rental income or (loss) from real estate				,	
a Debt-financed property			 -	······	
b Not debt-financed property			11-		
6 Net rental income or (loss) from personal			t		
property					
7 Other investment income			1 1		
8 Gain or (loss) from sales of assets other			 		
than inventory			18	-8,387.	
9 Net income or (loss) from special events			1-1	0,307.	
10 Gross profit or (loss) from sales of inventory		•			
11 Other revenue					
a			1 1		
b	1 1				
C	1		1 1		
d			1 1	· · · · · · · · · · · · · · · · · · ·	
12 Subtotal Add columns (b), (d), and (e)		0.		8,916.	0.
13 Total. Add line 12, columns (b), (d), and (e)	1 1		<u> </u>	13	2 2 4 6
(See worksheet in line 13 instructions to verify calculations)		• •		. 10	0,310.
Part XVI-B Relationship of Activities 1 Line No. Explain below how each activity for which income				· · · · · · · · · · · · · · · · · · ·	
the foundation's exempt purposes (other than				ted importantly to the accomp	ousnment or
N/A					
	 _				
					
					·
	· · · · · · · · · · · · · · · · · · ·	-			·
					
923621	·				

BROWN FAMILY FOUNDATION, INC.

TAX LLP

50 S 6TH STREET, STE2800

MINNEAPOLIS, MN 55402

Page 13 Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable **Exempt Organizations** Yes No 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) b Other transactions: (1) Sales of assets to a noncharitable exempt organization 1b(1) (2) Purchases of assets from a noncharitable exempt organization 1b(2) 1b(3) (3) Rental of facilities, equipment, or other assets 1b(4) (4) Reimbursement arrangements (5) Loans or loan guarantees 1b(5) (6) Performance of services or membership or fundraising solicitations 1b(6) c Sharing of facilities, equipment, mailing lists, other assets, or paid employees 10 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 (c) Name of noncharitable exempt organization (b) Amount involved (a) Line no (II) Description of transfers, transactions, and sharing arrangements N/A 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described X No in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes b If "Yes," complete the following schedule (b) Type of organization (a) Name of organization (c) Description of relationship N/A Under penalties of penury, 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 Deci ration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any know reasered Sign Here Signature of officer or trustee Title Date Paid Oreparer's e Only Preparer's identifying number Date Check If Preparer's Saran Redelen. CPA

311/10

employed >

EIN >

Phone no

Form **990-PF** (2009)

612-397-4000

signature

Firm's name (or yours

if self-employed), address, and ZIP code

FORM 990-PF INTEREST ON SAVI	NGS AND TEM	PORARY CA	ASH IN	NVESTMENTS	STATEMENT	1
SOURCE					AMOUNT	
FIDELITY						10.
TOTAL TO FORM 990-PF, PART I,	LINE 3, CO	LUMN A				10.
FORM 990-PF DIVIDEND	S AND INTER	EST FROM	SECUI	RITIES	STATEMENT	2
SOURCE	GROSS	AMOUNT		ITAL GAINS IVIDENDS	COLUMN (A AMOUNT	.)
FIDELITY MONEY MARKET ISHARES RUSSELL 2000 INDEX ET MCSI EAFE INDEX ETF POWERSHARES QQQ TR UNIT SER 1 STANDARD & POORS DEP RECEIPT		115. 3,156. 7,254. 1,497. 5,271.		0. 0. 0. 0.	1 3,1 7,2 1,4 5,2	54. 97.
TOTAL TO FM 990-PF, PART I, L	N 4	17,293.		0.	17,2	93.
FORM 990-PF	ACCOUNTI	NG FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVI MENT INC		(C) ADJUSTED NET INCOM		
ACCOUNTING FEES	1,700.		0.		1,7	00.
TO FORM 990-PF, PG 1, LN 16B	1,700.		0.		1,7	00.
FORM 990-PF	TAX	ES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVI MENT INC	EST-	(C) ADJUSTED NET INCOM		
FOREIGN TAXES	568.		568.			0.
TO FORM 990-PF, PG 1, LN 18	568.		568.			0.

FORM '990-PF	CORPORATE STOCK		STATEMENT	5
DESCRIPTION		BOOK VALUE	FAIR MARKET	r
ISHARES RUSSELL 2000 INDEX ETF MSCI EAFE INDEX ETF POWERSHARES QQQ TR UNIT SER 1 STANDARD & POORS DEP RECEIPT	_	308,572. 333,266. 237,175. 286,177.	248,83 256,49 250,49 236,29	99. 81.
TOTAL TO FORM 990-PF, PART II,	LINE 10B	1,165,190.	992,0	56.
	RT XV - LINE 1A FOUNDATION MANAGER	S	STATEMENT	6

NAME OF MANAGER

JULIE M. BROWN WILLIAM C. BROWN

FORM '990-PF

CAMP SUNSHINE

35 ACADIA ROAD CASCO, ME 04015

STATEMENT

7

RECIPIENT RELATIONSHIP RECIPIENT AND PURPOSE OF GRANT RECIPIENT NAME AND ADDRESS STATUS AMOUNT AFRICAN WILDLIFE FOUNDATION N/A 2,000. PUBLIC 1400 SIXTEENTH STREET NW **OPERATING** WASHINGTON, DC 20036 AMERICAN CIVIL LIBERTIES UNION N/A PUBLIC 1,000. OPERATING FOUNDATION 125 BROAD STREET NEW YORK, NY 10004 AMERICAN RED CROSS N/A PUBLIC 1,000. 2025 E STREET, NW WASHINGTON, **OPERATING** DC 20006 ANIMAL HUMANE SOCIETY N/A PUBLIC 2,000. 845 MEADOW LANE GOLDEN VALLEY, **OPERATING** MN 55422 BARRON AREA COMMUNITY CENTER N/A 1,000. PUBLIC 800 MEMORIAL DRIVE BARRON, WI **OPERATING** 54812 BIG BROTHERS BIG SISTERS OF N/A 3,500. PUBLIC **AMERICA OPERATING** 230 NORTH 13TH STREET PHILADELPHIA, PA 19107-1538 BOYS AND GIRLS CLUB OF AMERICA N/A 3,500. PUBLIC 1275 PEACHTREE ST, NE ATLANTA, OPERATING GA 30309-3580

N/A

OPERATING

GRANTS AND CONTRIBUTIONS

PAID DURING THE YEAR

PUBLIC

1,000.

BROWN FAMILY FOUNDATION, INC.			41-1979864
CENTER ON BUDGET AND POLICY PRIORITIES 820 FIRST STREET, NE, SUITE 510 WASHINGTON, DC 20002	N/A OPERATING	PUBLIC	1,500.
COUNCIL FOR ECONOMIC EDUCATION 122 EAST 42ND STREET, SUITE 2600 NEW YORK, NY 10168		PUBLIC	500.
EMERGENCY FOODSHELF NETWORK 8501 FIFTY FOURTH AVENUE N NEW HOPE, MN 55428		PUBLIC	2,000.
FEED MY PEOPLE FOOD BANK 331 PUTNAM ST EAU CLAIRE, WI 54703-3573		PUBLIC	1,500.
FEED MY PEOPLE FOOD BANK 331 PUTNAM ST EAU CLAIRE, WI 54703-3573		PUBLIC	1,000.
FRIENDS OF THE MISSISSIPPI RIVER 360 NORTH ROBERT STREET, SUITE 400 ST PAUL, MN 55101		PUBLIC	250.
GREATER CHICAGO FOOD DEPOSITORY 4100 WEST ANN LURIE PLACE CHICAGO, IL 60632	N/A OPERATING	PUBLIC	1,000.
HENNEPIN THEATRE TRUST 805 HENNEPIN AVENUE MINNEAPOLIS, MN 55402	N/A OPERATING	PUBLIC	1,000.
MAP INTERNATIONAL 2200 GLYNCO PARKWAY BRUNSWICK, GA 31525-6800	N/A OPERATING	PUBLIC	3,000.
MINNEAPOLIS MEDICAL RESEARCH FOUNDATION 914 SOUTH EIGHTH STREET MINNEAPOLIS, MN 55404	N/A OPERATING	PUBLIC	1,000.

BROWN FAMILY FOUNDATION, INC.			41-1979864
MINNESOTÀ PUBLIC RADIO 480 CEDAR STREET ST PAUL, MN 55101	N/A OPERATING	PUBLIC	2,500.
NAMI OF MINNESOTA 800 TRANSFER ROAD, SUITE 31 ST PAUL, MN 55114	N/A OPERATING	PUBLIC	500.
NATIONAL ALLIANCE ON MENTAL ILLNESS (NAMI) 2107 WILSON BOULEVARD, SUITE 300 ARLINGTON, VA 22201	N/A OPERATING	PUBLIC	1,000.
NATIONAL CENTER FOR MISSING AND EXPLOITED CHILDREN 699 PRINCE STREET ALEXANDRIA, VA 22314	N/A OPERATING	PUBLIC	500.
NATIONAL FISH AND WILDLIFE FOUNDATION 1120 CONNECTICUT AVENUE NW WASHINGTON, DC 20036	N/A OPERATING	PUBLIC	2,000.
PARK NICOLLET FOUNDATION 6500 EXCELSIOR BOULEVARD ST LOUIS PARK, MN 55426	N/A OPERATING	PUBLIC	100.
PEOPLE INCORPORATED 317 YORK AVENUE ST PAUL, MN 55101	N/A OPERATING	PUBLIC	1,000.
PLANNED PARENTHOOD MINNESOTA 1965 FORD PARKWAY ST PAUL, MN 55116-1996	N/A OPERATING	PUBLIC	7,500.
SECOND HARVEST HEATLAND 1140 GERVAIS AVE SAINT PAUL, MN 55109-2020	N/A OPERATING	PUBLIC	3,000.
TEACH FOR AMERICA 315 W 36TH STREET 6TH FLOOR NEW YORK, NY 10018	N/A OPERATING	PUBLIC	6,650.

BROWN FAMILY FOUNDATION, INC.			41-1979864
THE CONSERVATION FUND 1655 N FORT MEYER DRIVE, SUITE 1300 ARLINGTON, VA 22209-3199	N/A OPERATING	PUBLIC	3,000.
THE NATURE CONSERVANCY 1101 WEST RIVER PARKWAY, SUITE 200 MINNEAPOLIS, MN 55415	N/A OPERATING	PUBLIC	3,000.
THE SIERRA CLUB FOUNDATION 85 SECOND STREET, SUITE 750 SAN FRANCISCO, CA 94105	N/A OPERATING	PUBLIC	3,000.
TWIN CITIES PUBLIC TELEVISION 172 EAST FOURTH STREET ST PAUL, MN 55101	N/A OPERATING	PUBLIC	500.
UNITED METHODIST CHURCH 154 MEMORIAL DRIVE BARRON, WI 54812	N/A OPERATING	PUBLIC	100.
UNIVERSITY OF MINNESOTA FOUNDATION 200 OAK STREET SE, SUITE 500 MINNEAPOLIS, MN 55455	N/A OPERATING	PUBLIC	250.
WEST SUBURBAN TEEN CLINIC 478 2ND STREET EXCELSIOR, MN 55331	N/A OPERATING	PUBLIC	1,000.
WIKIMEDIA FOUNDATION 149 NEW MONTGOMERY STREET, 3RD FLOOR SAN FRANCISCO, CA 94105	N/A OPERATING	PUBLIC	100.
WISCONSIN PUBLIC RADIO 821 UNIVERSITY AVE MADISON, WI 53706	N/A OPERATING	PUBLIC	500.
WOMENS FOUNDATION OF MINNESOTA 155 FIFTH AVENUE S MINNEAPOLIS, MN 55401	N/A OPERATING	PUBLIC	4,000.

BROWN FAMILY FOUNDATION, INC.			41-1979864
YMCA 2125 EAST HENNEPIN AVE, STE 150 MINNEAPOLIS, MN 55413-2720	N/A OPERATING	PUBLIC	3,500.
TOTAL TO FORM 990-PF, PART XV, L	INE 3A		71,450.