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

OMB No 1545 0052

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , 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.

Thomas R. Brown Family Private
Foundation
6720 E. Camino Principal #203
Tucson, AZ 85715

A Employer identification number

55-0899701

B Telephone number (see the instructions)

520-298-2828

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)

J Accounting method. ☐ Cash ☒ Accrual
☐ Other (specify) _____

\$ 42,256,505.

(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
 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 1,626,771.
 7 Capital gain net income (from Part IV, line 2)
 8 Net short-term capital gain
 9 Income modifications
 10a Gross sales less returns and allowances
 b Less Cost of goods sold
 c Gross profit/(loss) (att sch)
 11 Other income (attach schedule)
 See Statement 1
 12 Total. Add lines 1 through 11

194,617.

194,600.

245,880.

2,767.

75,566.

516,063.

197,367.

0.

ADMINISTRATIVE AND OPERATING 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) See St 2
 c Other prof fees (attach sch) See St 3
 17 Interest
 18 Taxes (attach schedule)(see instr) See Stm 4
 19 Depreciation (attach sch) and depletion
 20 Occupancy
 21 Travel, conferences, and meetings
 22 Printing and publications
 23 Other expenses (attach schedule)
 See Statement 5

25,253.

12,627.

146,199.

146,199.

4,792.

7,869.

97.

7,523.

191,636.

158,923.

2,340,000.

2,531,636.

158,923.

0.

2,340,000.

2,340,000.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-2,015,573.

b Net investment income (if negative, enter -0-)

38,444.

c Adjusted net income (if negative, enter -0-)

0.

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
A S S E T S	1	Cash — non-interest-bearing			
	2	Savings and temporary cash investments	17,042,297.	7,421,463.	7,421,463.
	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	14,336.	15,048.	15,048.
	10a	Investments — U.S. and state government obligations (attach schedule) Statement 6	331,504.	323,908.	323,908.
	b	Investments — corporate stock (attach schedule) Statement 7	3,493,287.	4,146,631.	4,146,631.
	c	Investments — corporate bonds (attach schedule)			
	11	Investments — land, buildings, and equipment, basis	759,645.		
L I A B I L I T I E S		Less accumulated depreciation (attach schedule) See Stmt 8	759,645.	759,645.	759,645.
	12	Investments — mortgage loans			
	13	Investments — other (attach schedule) Statement 9	17,333,804.	29,586,514.	29,586,514.
	14	Land, buildings, and equipment, basis			
		Less. accumulated depreciation (attach schedule)			
	15	Other assets (describe See Statement 10)	4,718.	3,296.	3,296.
	16	Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	38,979,591.	42,256,505.	42,256,505.
	17	Accounts payable and accrued expenses	31,986.	49,415.	
	18	Grants payable			
	19	Deferred revenue			
F U N D A S S E T B A L A N C E S	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)	2,947.		
	23	Total liabilities (add lines 17 through 22)	34,933.	49,415.	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24	Unrestricted	38,944,658.	42,207,090.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	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			
	30	Total net assets or fund balances (see the instructions)	38,944,658.	42,207,090.	
	31	Total liabilities and net assets/fund balances (see the instructions)	38,979,591.	42,256,505.	

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	38,944,658.
2	Enter amount from Part I, line 27a	2	-2,015,573.
3	Other increases not included in line 2 (itemize) See Statement 11	3	5,278,005.
4	Add lines 1, 2, and 3	4	42,207,090.
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	42,207,090.

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 Publicly Traded Securities (see attached)		P	Various	Various
b Publicly Traded Securities (see attached)		D	Various	Various
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 1,383,645.		1,403,138.	-19,493.
b 243,126.		220,866.	22,260.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(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	
a			-19,493.
b			22,260.
c			
d			
e			

2 Capital gain net income or (net capital loss).	<div><div>If gain, also enter in Part I, line 7</div><div>If (loss), enter -0- in Part I, line 7</div></div>	2	2,767.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			
<div>If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8</div>		3	0.

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	1,260,000.	46,530,411.	0.027079
2007	60,000.	47,775,000.	0.001256
2006	2,953,505.	33,087,334.	0.089264
2005		20,250,636.	
2004	1,593,160.	3,757,268.	0.424021

2 Total of line 1, column (d)	2	0.541620
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	0.108324
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	41,875,059.
5 Multiply line 4 by line 3	5	4,536,074.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	384.
7 Add lines 5 and 6	7	4,536,458.
8 Enter qualifying distributions from Part XII, line 4	8	2,340,000.

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 <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr.)		1	769.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
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	769.
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	769.
6 Credits/Payments.			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	14,000.	
b Exempt foreign organizations — tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	14,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	13,231.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 1,231. Refunded <input type="checkbox"/>	11	12,000.	

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <u>AZ</u>		
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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

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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? Website address <u>www.brownfoundations.org</u>	13	X	
14	The books are in care of <u>the Foundation</u> Telephone no. <u>520 298-2828</u> Located at <u>6720 E Camino Principal #203 Tucson AZ</u> ZIP + 4 <u>85715</u>			
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 <u>15</u>		N/A	N/A

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
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? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__ .</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see the instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__ , 20__ , 20__ , 20__ .</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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 N/A

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b X

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

If 'Yes' to 6b, file Form 8870.

☐ Yes ☒ No

7b N/A

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
Mary B. Brown 6720 E. Camino Principal #203 Tucson, AZ 85715	CEO/Sec 1.00	0.	0.	0.
Sarah B. Smallhouse 6720 E. Camino Principal #203 Tucson, AZ 85715	Pres/Treas 1.00	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				

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

0

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 0**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	10,581,584.
b Average of monthly cash balances	1b	6,548,927.
c Fair market value of all other assets (see instructions)	1c	25,382,239.
d Total (add lines 1a, b, and c)	1d	42,512,750.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	42,512,750.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	637,691.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	41,875,059.
6 Minimum investment return. Enter 5% of line 5	6	2,093,753.

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	2,093,753.
2a Tax on investment income for 2009 from Part VI, line 5	2a	769.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	769.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	2,092,984.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	2,092,984.
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	2,092,984.

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	2,340,000.
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	2,340,000.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,340,000.

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				2,092,984.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			2,268,746.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4. ► \$ 2,340,000.				
a Applied to 2008, but not more than line 2a			2,268,746.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2009 distributable amount				71,254.
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).)	0.			0.
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		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				2,021,730.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
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				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

N/A

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

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

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(i)(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(i)(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).)

See Statement 12

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

None

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.

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i> See Statement 13				
Total			3a	2,340,000.
<i>b Approved for future payment</i>				
Total			3b	

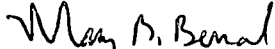

Part XVII	Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations
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[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If 'Yes,' complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.					
SIGN HERE	 Signature of officer or trustee		10-13-16 Date		CEO/Sec Title
	Paid Preparer's Use Only	Preparer's signature 		Date 10/12/10	Check if self employed <input type="checkbox"/> Preparer's identifying number (See Signature in the instrs) N/A
		Firm's name (or yours if self employed), address, and ZIP code DeVries CPAs of Arizona, P.C. 4349 East Fifth Street Tucson, AZ 85711-2025		EIN <input type="checkbox"/> N/A	
				Phone no <input type="checkbox"/> (520) 298-6200	

Attachment to 12/31/09 Form 990-PF
Information Required Pursuant to Regulation Section 1.6038B-1(c)

(1) Transferor

Name: Thomas R Brown Family Private Foundation
FEIN: 55-0899701
Address: Post Office Box 31930
Tucson, AZ 85751

(2) Transferee

(i) Name: Morgan Stanley Global Distressed Opportunities Fund
(Cayman) LP
FEIN: N/A
Address: c/o MSAIP, One Tower Bridge
100 Front Street, Suite 1100
West Conshohocken, PA 19428-2881

Country of Incorporation of transferee foreign corporation: Cayman Islands

(ii) A general description of the transfer: Additional Capitalization

(3) Consideration received: Thomas R Brown Family Private Foundation contributed cash in exchange for shares of Morgan Stanley Global Distressed Opportunities Fund (Cayman) LP

(4) Property transferred, including the estimated fair market value ("FMV") and adjusted basis ("AB") of the property:

(i) Active business property: Cash; FMV and AB of \$131,302.

(ii) Stock or securities: n/a

(iii) Depreciated property: n/a

(iv) Property to be leased: n/a

(v) Property to be sold: n/a

(vi) Transfers to FSCs: n/a

(vii) Tainted property: n/a

(viii) Foreign loss branch: n/a

(ix) Other tangibles n/a

(5) Transfer of foreign branch with previously deducted losses:

(i) Branch operations: n/a

(ii) Branch property: n/a

(iii) Previously deducted losses: n/a

(iv) Character of gain: n/a

(6) Application of Section 367(a)(5): n/a

Attachment to 12/31/09 Form 990-PF
Information Required Pursuant to Regulation Section 1.6038B-1(c)

(1) Transferor

Name: Thomas R Brown Family Private Foundation
FEIN: 55-0899701
Address: Post Office Box 31930
Tucson, AZ 85751

(2) Transferee

(i) Name: Morgan Stanley Private Markets Fund III (Cayman) LP
FEIN: N/A
Address: c/o MSAIP, One Tower Bridge
100 Front Street, Suite 1100
West Conshohocken, PA 19428-2881

Country of Incorporation of transferee foreign corporation. Cayman Islands

(ii) A general description of the transfer: Additional Capitalization

(3) Consideration received: Thomas R Brown Family Private Foundation contributed cash in exchange for shares of Morgan Stanley Private Markets Fund III (Cayman) LP

(4) Property transferred, including the estimated fair market value ("FMV") and adjusted basis ("AB") of the property:

(i) Active business property: Cash; FMV and AB of \$343,657.

(ii) Stock or securities: n/a

(iii) Depreciated property: n/a

(iv) Property to be leased: n/a

(v) Property to be sold: n/a

(vi) Transfers to FSCs: n/a

(vii) Tainted property: n/a

(viii) Foreign loss branch: n/a

(ix) Other tangibles: n/a

(5) Transfer of foreign branch with previously deducted losses:

(i) Branch operations: n/a

(ii) Branch property: n/a

(iii) Previously deducted losses: n/a

(iv) Character of gain: n/a

(6) Application of Section 367(a)(5): n/a

Attachment to 12/31/09 Form 990-PF
Information Required Pursuant to Regulation Section 1.6038B-1(c)

(1) Transferor

Name: Thomas R Brown Family Private Foundation
FEIN: 55-0899701
Address: Post Office Box 31930
Tucson, AZ 85751

(2) Transferee

(i) Name: Davidson Kempner International Ltd
FEIN: N/A
Address: c/o Davidson Kempner International Advisors
66 East 55th Street, 19th Floor
New York, NY 10022

Country of Incorporation of transferee foreign corporation: British Virgin Islands

(ii) A general description of the transfer: Initial Investment

(3) Consideration received: Thomas R Brown Family Private Foundation contributed cash in exchange for shares of Davidson Kempner International Ltd

(4) Property transferred, including the estimated fair market value ("FMV") and adjusted basis ("AB") of the property:

(i) Active business property: Cash; FMV and AB of \$2,000,000.

(ii) Stock or securities: n/a

(iii) Depreciated property: n/a

(iv) Property to be leased: n/a

(v) Property to be sold: n/a

(vi) Transfers to FSCs: n/a

(vii) Tainted property: n/a

(viii) Foreign loss branch: n/a

(ix) Other tangibles: n/a

(5) Transfer of foreign branch with previously deducted losses:

(i) Branch operations: n/a

(ii) Branch property: n/a

(iii) Previously deducted losses: n/a

(iv) Character of gain: n/a

(6) Application of Section 367(a)(5): n/a

Attachment to 12/31/09 Form 990-PF
Information Required Pursuant to Regulation Section 1.6038B-1(c)

(1) Transferor

Name: Thomas R Brown Family Private Foundation
FEIN: 55-0899701
Address: Post Office Box 31930
Tucson, AZ 85751

(2) Transferee

(i) Name: Axial Capital Offshore Ltd
FEIN: N/A
Address: c/o Axial Capital Management
101 Park Avenue, 47th Floor
New York, NY 10178

Country of Incorporation of transferee foreign corporation: Cayman Islands

(ii) A general description of the transfer: Initial Investment

(3) Consideration received: Thomas R Brown Family Private Foundation contributed cash in exchange for shares of Axial Capital Offshore Ltd

(4) Property transferred, including the estimated fair market value ("FMV") and adjusted basis ("AB") of the property:

(i) Active business property: Cash; FMV and AB of \$1,000,000.

(ii) Stock or securities: n/a

(iii) Depreciated property: n/a

(iv) Property to be leased: n/a

(v) Property to be sold: n/a

(vi) Transfers to FSCs: n/a

(vii) Tainted property: n/a

(viii) Foreign loss branch: n/a

(ix) Other tangibles: n/a

(5) Transfer of foreign branch with previously deducted losses:

(i) Branch operations: n/a

(ii) Branch property: n/a

(iii) Previously deducted losses: n/a

(iv) Character of gain: n/a

(6) Application of Section 367(a)(5): n/a

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	\$ 75,566.		
Total	<u>\$ 75,566.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Professional services	\$ 25,253.	\$ 12,627.		
Total	<u>\$ 25,253.</u>	<u>\$ 12,627.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BFIC Related expenses	\$ 16,281.	\$ 16,281.		
Financial Management	36,734.	36,734.		
NCM Management fees	93,184.	93,184.		
Total	<u>\$ 146,199.</u>	<u>\$ 146,199.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise/UBI taxes	\$ 810.			
Foreign taxes	97.	\$ 97.		
Property taxes	6,962.			
Total	<u>\$ 7,869.</u>	<u>\$ 97.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Amortization of Organization costs \$	1,422.			
Business expenses	1,483.			
Penalties	4,618.			
Total	\$ 7,523.	\$ 0.	\$ 0.	\$ 0.

Statement 6
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

U.S. Government Obligations	Valuation Method	Book Value	Fair Market Value
Government bonds	Mkt Val	\$ 323,908.	\$ 323,908.
		\$ 323,908.	\$ 323,908.
Total		\$ 323,908.	\$ 323,908.

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Equities	Mkt Val	\$ 4,146,631.	\$ 4,146,631.
Total	Total	\$ 4,146,631.	\$ 4,146,631.

Statement 8
Form 990-PF, Part II, Line 11
Investments - Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Land	\$ 759,645.		\$ 759,645.	\$ 759,645.
Total	\$ 759,645.	\$ 0.	\$ 759,645.	\$ 759,645.

Statement 9
Form 990-PF, Part II, Line 13
Investments - Other

	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
<u>Other Investments</u>			
Gold and Coins	Mkt Val	\$ 428,098.	\$ 428,098.
Securities not traded on an open market	Mkt Val	25,180,523.	25,180,523.
Total Other Investments		<u>\$ 25,608,621.</u>	<u>\$ 25,608,621.</u>
<u>Other Publicly Traded Securities</u>			
Mutual Funds	Mkt Val	3,952,854.	3,952,854.
Real Estate Inv Trusts	Mkt Val	25,039.	25,039.
Total Other Publicly Traded Securities		<u>\$ 3,977,893.</u>	<u>\$ 3,977,893.</u>
Total		<u>\$ 29,586,514.</u>	<u>\$ 29,586,514.</u>

Statement 10
Form 990-PF, Part II, Line 15
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
Interest/Dividends receivable	\$ 2,156.	\$ 2,156.
Net Intangible Assets	593.	593.
Website in progress	547.	547.
Total	<u>\$ 3,296.</u>	<u>\$ 3,296.</u>

Statement 11
Form 990-PF, Part III, Line 3
Other Increases

Prior Period Adjustment	\$ 8,670.
Unrealized gains on investments	5,269,335.
Total	<u>\$ 5,278,005.</u>

Statement 12
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

Mary B. Brown
Sarah B. Smallhouse

Statement 13
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Thomas R Brown Family Foundation 6720 E Camino Principal Tucson, AZ 85715	Related	Public	Support	\$ 2,300,000.
University of Arizona Foundation PO Box 210109 Tucson, AZ 85721	None	Public	Support	14,000.
The Amerind Foundation PO Box 400 Dragoon, AZ 85609	None	Public	Support	10,000.
Association of Governing Boards 1133 20th Street NW, Ste 300 Washington, DC 20036	None	Public	Support	6,000.
St Luke's in the Desert, Inc. 615 E Adams Tucson, AZ 85705	None	Public	Support	10,000.
Total				<u>\$ 2,340,000.</u>

THOMAS R BROWN FAMILY PRIVATE FOUNDATION
CAPITAL GAIN NET INCOME - TAX BASIS DETAILS
YEAR ENDED 12/31/09

NAME	DATE	# OF SHS	TAX BASIS	PROCEEDS	TAX GAIN (LOSS)	DONATED	PURCHASED
AIG - REV SPLIT CIL	10/31/05	(10)	(644 90)	8 78	(636 12)	(636 12)	
ASCENT	10/31/05	(12)	-	318 28	318 28	318 28	
DEVON ENERGY	10/31/05	(250)	(6,099 50)	14,580 92	8,481 42	8,481.42	
DOMTAR - REV SPLIT CIL	10/31/05		(45 21)	12 87	(32 34)	(32 34)	
HOSPIRA	10/31/05	(50)	(1,440 14)	1,636 00	195 86	195 86	
INTUIT	10/31/05	(1,000)	(19,943 73)	27,780 49	7,836 76	7,836 76	
LIBERTY MEDIA CORP	2005	(780)	(10,008 33)	18,750 34	8,742 01	8,742 01	
SOLUTIA	12/26/06	(800)	-	-	-	-	-
SUNCOR ENERGY	10/31/05	(320)	(5,320 00)	9,117 24	3,797.24	3,797 24	
SUNCOR ENERGY	10/31/05	(180)	(2,992 50)	5,128 44	2,135 94	2,135 94	
WELLS FARGO	10/31/05	(475)	(11,405 93)	11,766 47	360 54	360 54	
DODGE & COX	07/16/09	(3,460 000)	(90,658 83)	110,671 00	20,012 17		20,012 17
LONGLEAF	08/14/09	(66,395 298)	(780,000 00)	888,984 04	108,984 04		108,984.04
AXA-UAP-SPONSORED ADR	10/31/05	(188)	(4,637 94)	4,918 12	280.18	280 18	
AMEX	10/31/05	(1,000)	(26,144 00)	33,149 50	7,005 50	7,005 50	
AIG		(12)	(15,477 60)	492 00	(14,985 60)	(14,985 60)	
CONOCOPHILLIPS	10/31/05	(577)	(9,896 28)	29,297.29	19,401 01	19,401 01	
DISCOVERY COMM CL A	10/31/05	(120)	(1,421 33)	3,520 20	2,098 87	2,098 87	
DISCOVERY COMM CL C	10/31/05	(120)	(1,421 34)	3,169 80	1,748 46	1,748 46	
DOMTAR		(1,604)	(8,686 84)	5,318 30	(3,368 54)		(3,368 54)
DYNAMICS RESEARCH	10/27/05	(3,000)	(70,155 00)	39,690 00	(30,465 00)	(30,465 00)	
FAIRPOINT	SPINOFF		(129 56)	(9 67)	(139 23)	(139 23)	
IDEARC	SPINOFF		(828 44)	(14 14)	(842 58)	(842 58)	
NABORS IND	10/31/05	(600)	(11,832 00)	13,413 00	1,581 00	1,581 00	
PRIDE SPINOFF - SEAHAWK	01/04/08	(1,475)	(47,048 77)	43,439 53	(3,609 24)		(3,609 24)
TORTOISE CAP CORP	03/23/06	(2,085)	(47,817 12)	42,712 50	(5,104 62)		(5,104 62)
TORTOISE NORTH AM ENE	11/14/06	(1,009)	(22,237 80)	20,770 40	(1,467 40)		(1,467 40)
TORTOISE NORTH AM ENE	11/14/06	(434)	(9,824 71)	8,925 40	(899 31)		(899 31)
WYETH	10/31/05	(800)	(21,022 18)	26,400 00	5,377 82	5,377 82	
BURLINGTON	11/20/08	(786)	(84,115 65)	77,282 49	(6,833 16)		(6,833 16)
CNOOC LTD	06/16/06	(353)	(26,398 80)	27,664 82	1,266 02		1,266 02
DEUTSCHE BOERSE	11/20/08	(584)	(37,730 35)	28,649 57	(9,080 78)		(9,080.78)
HONG KONG EXCH	09/15/06	(1,500)	(10,633 50)	20,713 55	10,080 05		10,080 05
LAS VEGAS SANDS	11/20/08	(2,727)	(105,023 12)	4,367 31	(100,655 81)		(100,655 81)
NV ENERGY /SIERRA PAC	06/16/06	(3,960)	(52,894 31)	41,043 71	(11,850 60)		(11,850 60)
TIMEWARNER CABLE	09/02/08		(20 33)	11 24	(9 09)		(9 09)
TIMEWARNER	rev split		(25 14)	14 44	(10 70)		(10 70)
TIMEWARNER	09/02/08		(4,410 76)	3,649 15	(761.61)		(761 61)
TIMEWARNER	SPINOFF		(25 70)	21 01	(4 69)		(4 69)
UNION PACIFIC	11/20/08	(764)	(54,278 05)	42,466 29	(11,811 76)		(11,811.76)
VISA	07/22/08	(302)	(21,307 80)	16,939 95	(4,367 85)		(4,367 85)
			(1,624,003 49)	1,626,770 63	2,767 14	22,260 02	(19,492 88)

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box. ☒
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns*

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization	Employer identification number
	Thomas R. Brown Family Private Foundation	55-0899701
	Number, street, and room or suite number. If a P.O. box, see instructions.	
	6720 E. Camino Principal #203	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Tucson, AZ 85715	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|--|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- The books are in the care of ► the Foundation

Telephone No. ► 520 298-2828 FAX No. ► _____

- If the organization does not have an office or place of business in the United States, check this box. ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box. ☐. If it is for part of the group, check this box. ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 10, to file the exempt organization return for the organization named above.

The extension is for the organization's return for:

- ☒ calendar year 20 09 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	810.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	14,000.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Name of Exempt Organization	Employer identification number
	Thomas R. Brown Family Private Foundation	55-0899701
	Number, street, and room or suite number If a P.O. box, see instructions.	For IRS use only
	DeVries CPAs of Arizona, P.C. 4349 East Fifth Street	
File by the extended due date for filing the return. See instructions.	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Tucson, AZ 85711-2025	

Check type of return to be filed (File a separate application for each return):

- | | | | |
|--------------------------------------|--|--------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990 | <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust) | <input type="checkbox"/> Form 4720 | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 5227 | |

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of the Foundation
Telephone No. 520 298-2828 FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until 11/15, 20 10.
- 5 For calendar year 2009, or other tax year beginning _____, 20____, and ending _____, 20____.
- 6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension. Taxpayer respectfully requests additional time to gather information necessary to file a complete and accurate tax return.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	14,000.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instrs.	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature M. H. D. J. Title CPA Date 8/16/10

BAA

FIFZ0502L 03/11/09

Form 8868 (Rev 4-2009)

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