Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

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

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

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

ANN K. & DOUG S. BROWN FAMILY FOUNDATION
119 COMMODORE
JUPITER, FL 33477-4005

A Employer identification number
65-1064323

B Telephone number (see the instructions)
561-743-5669

C If exemption application is pending, check here ► [ ]

D 1 Foreign organizations, check here ► [ ]

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 1,602,826.

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))*

	Line	Description	(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)	2,600.			
	2	Ck ► [X] if the foundn is **not** req to att Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	49,841.	49,841.	49,841.	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	-282,479.			
	b	Gross sales price for all assets on line 6a 224,762.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain			0.	
	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	21,194.	21,194.		
	12	**Total.** Add lines 1 through 11	-208,844.	71,035.	49,841.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) SEE ST 2	2,000.	2,000.		
	c	Other prof fees (attach sch)				
	17	Interest				
	18	Taxes (attach schedule)(see instr) SEE STM 3	600.		600.	
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) SEE STATEMENT 4	2,432.	2,432.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	5,032.	4,432.	600.	
	25	Contributions, gifts, grants paid PART XV	80,850.			80,850.
	26	**Total expenses and disbursements.** Add lines 24 and 25	85,882.	4,432.	600.	80,850.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-294,726.			
	b	**Net investment income** (if negative, enter -0-)		66,603.		
	c	**Adjusted net income** (if negative, enter -0-)			49,241.	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

	Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	116,434.	47,472.	47,472.
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) STATEMENT 5	1,871,049.	1,574,579.	1,482,006.
	c	Investments – corporate bonds (attach schedule) STATEMENT 6		70,706.	73,348.
	11	Investments – land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	**Total assets** (to be completed by all filers – see instructions Also, see page 1, item I)	1,987,483.	1,692,757.	1,602,826.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► [ ] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,987,483.	1,692,757.	
	30	**Total net assets or fund balances** (see the instructions)	1,987,483.	1,692,757.	
	31	**Total liabilities and net assets/fund balances** (see the instructions)	1,987,483.	1,692,757.	

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	1,987,483.
2	Enter amount from Part I, line 27a	2	-294,726.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,692,757.
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	1,692,757.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE STATEMENT 7			
b			
c			
d			
e			

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

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

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

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-282,479.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8		3	-22,646.

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) N/A

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			
2007			
2006			
2005			
2004			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter _______ (attach copy of letter if necessary - see instr.)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b			1	1,332.
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	1,332.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,332.
6 Credits/Payments				
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	1,388.		
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	1,388.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter amount owed ►			9	0.
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►			10	56.
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ►	56.	**Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► FL			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses.*	10		X

Part VII-A Statements Regarding Activities *Continued*

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

Website address ► N/A

14 The books are in care of ► DOUGLAS S. BROWN Telephone no ► 561-743-5669

Located at ► 119 COMMODORE, JUIPTER, FL ZIP + 4 ► 33477-4005

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 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
1 a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?		1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here	► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ Yes ☒ 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 ► 20__ , 20__ , 20__ , 20__				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** 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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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
SEE STATEMENT 8		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.

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	1,378,879.
b Average of monthly cash balances		1b	81,953.
c Fair market value of all other assets (see instructions)		1c	
d Total (add lines 1a, b, and c)		1d	1,460,832.
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	1,460,832.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	21,912.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	1,438,920.
6 **Minimum investment return.** Enter 5% of line 5		6	71,946.

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	71,946.
2a Tax on investment income for 2009 from Part VI, line 5	2a 1,332.		
b Income tax for 2009 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	1,332.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	70,614.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	70,614.
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	70,614.

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	80,850.
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	80,850.
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	80,850.

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

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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				70,614.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			79,409.	
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 ► $ 80,850.				
a Applied to 2008, but not more than line 2a			79,409.	
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				1,441.
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				69,173.
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

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

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

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

Part XV **Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year – see instructions.)**

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 9

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

SEE STATEMENT 10

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* SEE STATEMENT 11				
Total			► **3a**	80,850.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	49,841.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	21,194.	
8 Gain or (loss) from sales of assets other than inventory			18	-282,479.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-211,444.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 -211,444.

(See worksheet in the instructions for line 13 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions)
N/A	

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a (1)		X
(2) Other assets	1a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b (2)		X
(3) Rental of facilities, equipment, or other assets	1b (3)		X
(4) Reimbursement arrangements	1b (4)		X
(5) Loans or loan guarantees	1b (5)		X
(6) Performance of services or membership or fundraising solicitations	1b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is 'Yes,' complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

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

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		

SIGN HERE

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

► X [signature] X 5/10/10 ► X OFFICER

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only			
Preparer's signature ►	Lisa Klempert	Date 5/10/10	Check if self-employed ► ☐	Preparer's Identifying number (See Signature in the instrs) P00665684
Firm's name (or yours if self-employed), address, and ZIP code ►	SHAPIRO FLOM & COMPANY LLC	EIN ► 43-1764273	
	9666 OLIVE BLVD., SUITE 380		
	SAINT LOUIS, MO 63132	Phone no ► (314) 569-3333	

STATEMENT 9
FORM 990-PF, PART XV, LINE 1A
FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS

DOUGLAS BROWN
ANN BROWN

STATEMENT 10
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	
NAME:	ANN K & DOUG BROWN FAMILY FOUNDATION
CARE OF:	ANN OR DOUGLAS BROWN
STREET ADDRESS:	119 COMMODORE
CITY, STATE, ZIP CODE:	JUPITER, FL 33477-4005
TELEPHONE:	
FORM AND CONTENT:	OPTIONAL
SUBMISSION DEADLINES:	NONE
RESTRICTIONS ON AWARDS:	NONE

STATEMENT 11
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
JUPITER MEDICAL CENTER JUPITER, FL	NONE	EXEMPT	MEDICAL	$ 31,000.
JEWISH FEDERATION WEST PALM BEACH, FL	NONE	EXEMPT	RELGIOUS	2,000.
ARMORY ART CENTER WEST PALM BEACH, FL	NONE	EXEMPT	ARTS	11,100.
ST. LOUIS UNIVERSITY ST. LOUIS, MO	NONE	EXEMPT	EDUCATIONAL	750.
SUSAN G. KOMEN SOCIETY ST. LOUIS, MO	NONE	EXEMPT	MEDICAL	1,000.
CONTEMPORARY ART MUSEUMS ST. LOUIS, MO	NONE	EXEMPT	ARTS	250.
Y-ME BREAST CANCER ORG. CHICAGO, IL	NONE	EXEMPT	MEDICAL	250.
MISSOURI BAPTIST HEALTHCARE ST. LOUIS, MO	NONE	EXEMPT	MEDICAL	5,000.

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	$ 21,194.	$ 21,194.	
TOTAL	$ 21,194.	$ 21,194.	$ 0.

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
ACCOUNTING FEES	$ 2,000.	$ 2,000.		
TOTAL	$ 2,000.	$ 2,000.	$ 0.	$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	$ 600.		$ 600.	
TOTAL	$ 600.	$ 0.	$ 600.	$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PORTFOLIO RELATED FEES	$ 2,432.	$ 2,432.		
TOTAL	$ 2,432.	$ 2,432.	$ 0.	$ 0.

STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SMITH BARNEY INVESTMENT ACCOUNTS	COST	$ 1,574,579.	$ 1,482,006.
	TOTAL	$ 1,574,579.	$ 1,482,006.

STATEMENT 6
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SMITH BARNEY INVESTMENT ACCOUNTS	COST	$ 70,706.	$ 73,348.
	TOTAL	$ 70,706.	$ 73,348.

STATEMENT 7
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	LIBERTY ENTMT INC	PURCHASED	12/08/2009	12/08/2009
2	LIBERTY MEDIA CORP NEW	PURCHASED	12/08/2009	12/08/2009
3	CAREFUSION CORP	PURCHASED	9/10/2009	9/10/2009
4	CENTURYTEL INC	PURCHASED	7/09/2009	7/09/2009
5	HARRIS STRATEX NTWRKS INC	PURCHASED	5/28/2009	5/28/2009
6	1400 BANK OF AMERICA CORP	PURCHASED	6/26/2004	11/24/2009
7	2000 BANK OF AMERICA CORP	PURCHASED	10/24/2007	11/24/2009
8	2000 KKR FINANCIAL HOLDINGS	PURCHASED	10/04/2005	10/21/2009
9	2000 KKR FINANCIAL HOLDINGS	PURCHASED	4/25/2007	10/21/2009
10	2000 TELECOM CORP NEW ZEALAND LTD	PURCHASED	6/23/2009	10/21/2009
11	10 GENZYME CORP	PURCHASED	12/19/2005	2/02/2009
12	8 GENZYME CORP	PURCHASED	12/19/2005	2/19/2009
13	7500 CITIGROUP FUNDING INC.	PURCHASED	2/22/2008	7/22/2009
14	SEE ATTACHED - STATEMENT A	PURCHASED	VARIOUS	VARIOUS
15	SEE ATTACHED - STATEMENT B	PURCHASED	VARIOUS	VARIOUS
16	SEE ATTACHED - STATEMENT C	PURCHASED	VARIOUS	VARIOUS
17	SEE ATTACHED - STATEMENT D	PURCHASED	VARIOUS	VARIOUS
18	CAPITAL GAIN DIVIDENDS			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	14.		0.	14.				$ 14.
2	21.		0.	21.				21.
3	9.		0.	9.				9.
4	14.		0.	14.				14.
5	3.		0.	3.				3.
6	22,609.		57,738.	-35,129.				-35,129.
7	32,299.		94,947.	-62,648.				-62,648.
8	10,501.		44,614.	-34,113.				-34,113.
9	10,501.		55,536.	-45,035.				-45,035.

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
10	18,788.		17,101.	1,687.				$ 1,687.
11	696.		706.	-10.				-10.
12	363.		353.	10.				10.
13	46,096.		75,000.	-28,904.				-28,904.
14	10,531.		16,339.	-5,808.				-5,808.
15	14,524.		36,528.	-22,004.				-22,004.
16	18,724.		37,310.	-18,586.				-18,586.
17	38,183.		71,069.	-32,886.				-32,886.
18								886.
							TOTAL	$-282,479.

STATEMENT 8
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
DOUGLAS BROWN 119 COMMODORE JUPITER, FL 33477-4005	TRUSTEE 0	$ 0.	$ 0.	$ 0.
ANN BROWN 119 COMMODORE JUIPTER, FL 33477-4005	TRUSTEE 0	0.	0.	0.
JULIA SCHEIBEL 13 WARSON TERRACE ST. LOUIS, MO 63124	TRUSTEE 0	0.	0.	0.
ROBIN WOLL 22 MARSALLY ST. LOUIS, MO 63131	TRUSTEE 0	0.	0.	0.
CRAIG BROWN 7136 WASHINGTON AVENUE ST. LOUIS, MO 63130	TRUSTEE 0	0.	0.	0.
	TOTAL	$ 0.	$ 0.	$ 0.

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
MISSOURI BOTANICAL GARDEN ST. LOUIS, MO	NONE	EXEMPT	SCIENTIFIC	$ 1,450.
MALTZ JUPITER THEATER JUPITER, FL	NONE	EXEMPT	PERFORMING ARTS	1,000.
PLANNED PARENTHOOD ST. LOUIS, MO	NONE	EXEMPT	EDUCATIONAL AND MEDICAL	200.
CENTRAL REFORM CONGREGATION ST. LOUIS, MO	NONE	EXEMPT	RELIGIOUS	2,000.
FOOD OUTREACH ST. LOUIS, MO	NONE	EXEMPT	POVERTY	1,000.
GOLDSTEIN YOUTH FUND KANSAS CITY, MO	NONE	EXEMPT	COMMUNITY SERVICE	500.
AUTISM SPEAKS ST. LOUIS, MO	NONE	EXEMPT	MEDICAL	500.
ST. LOUIS ART MUSEUM ST. LOUIS, MO	NONE	EXEMPT	MUSEUM	500.
NORTON MUSEUM OF ART WEST PALM BEACH, FL	NONE	EXEMPT	MUSEUM	500.
ADMIRALS COVE CARES JUPITER, FL	NONE	EXEMPT	COMMUNITY SERVICE	500.
NEW CITY SCHOOL ST. LOUIS, MO	NONE	EXEMPT	EDUCATION	5,500.
LADUE EDUCATION FOUNDATION ST. LOUIS, MO	NONE	EXEMPT	EDUCATION	250.
FRIENDS OF WINGS ST. LOUIS, MO	NONE	EXEMPT	COMMUNITY SERVICE	500.
SAMUEL CHURCH PRE K ST. LOUIS, MO	NONE	EXEMPT	EDUCATION	500.
CIRCUS FLORA ST. LOUIS, MO	NONE	EXEMPT	COMMUNITY SERVICE	150.
HEALING THE CHILDREN ST. LOUIS, MO	NONE	EXEMPT	COMMUNITY SERVICE	500.
ST. LOUIS ARTISTS GUILD ST. LOUIS, MO	NONE	EXEMPT	ARTS	150.

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
OLD BONHOMME PTA ST. LOUIS, MO	NONE	EXEMPT	EDUCATIONAL	$ 1,500.
JUVENILE DIABETES RESEARCH ST. LOUIS, MO	NONE	EXEMPT	MEDICAL	500.
HOLE IN THE WALL CAMP ST. LOUIS, MO	NONE	EXEMPT	COMMUNITY SERVICE	100.
AIR FORCE ACADEMY COLORADO SPRINGS, CO	NONE	EXEMPT	EDUCATION	250.
VICTOR AMBULANCE ROCHESTER, WY	NONE	EXEMPT	MEDICAL	100.
EXTRA MILE ED FUND PITTSBURG, PA	NONE	EXEMPT	EDUCATION	1,000.
GEORGIA TECH ATLANTA, GA	NONE	EXEMPT	EDUCATION	1,000.
ALS ST. LOUIS CHAPTER ST. LOUIS, MO	NONE	EXEMPT	MEDICAL	1,000.
CHILDREN'S MIRACLE NETWORK ST. LOUIS, MO	NONE	EXEMPT	COMMUINTY SERVICE	100.
FOREST PARK FOREVER ST. LOUIS, MO	NONE	EXEMPT	COMMUNITY SERVICE	250.
WASHINGTON UNIVERSITY ST. LOUIS, MO	NONE	EXEMPT	EDUCATION	5,000.
CHILDREN'S HOSPITAL LA LOS ANGELES, CA	NONE	EXEMPT	MEDICAL	2,500.
ALZHEIMER'S ASSOCIATION ST. LOUIS, MO	NONE	EXEMPT	MEDICAL	100.
WOMEN IN ARTS WASHINGTON, DC	NONE	EXEMPT	ARTS	100.
AMERICAN LUNG ASSOCIATION ST. LOUIS, MO	NONE	EXEMPT	MEDICAL	100.
ASTHMA & ALLERGY ST. LOUIS, MO	NONE	EXEMPT	MEDICAL	100.
PLAY FOR THE PARK JUPITER, FL	NONE	EXEMPT	COMMUNITY SERVICE	100.
			TOTAL	$ 80,850.

MorganStanley
SmithBarney

Ref [illegible]

Reserved
Client Statement
2009 Year End Summary

[illegible]

Account Number [illegible] 444

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
126000010	8	AMB PROPERTY CORP	05/28/08	02/02/09	$ 123.56	$ 464.88	($ 341.32)	
	11		08/13/08		169.90	598.95	(429.05)	
	2		12/10/08		30.89	40.26	(9.37)	
126000020	12	AMB PROPERTY CORP	12/10/08	04/08/09	187.49	241.54	(54.05)	
126000030	7	AMB PROPERTY CORP	12/10/08	04/21/09	114.09	140.90	(26.81)	
126000040	15	AMB PROPERTY CORP	12/11/08	04/23/09	252.87	288.68	(35.81)	
	4		02/27/09		67.46	48.83		18.63
126000050	10	ACADIA RLTY TR	08/21/08	01/16/09	129.33	226.23	(96.90)	
126000060	1	ACADIA RLTY TR	08/21/08	01/21/09	11.65	22.62	(10.97)	
126000130	11	BRE PPTYS INC CL A	03/24/08	01/20/09	289.49	532.85	(243.36)	
	2		06/10/08		62.63	98.53	(42.90)	
126000140	8	BRE PPTYS INC CL A	06/10/08	02/02/09	197.43	382.13	(184.70)	
	2		07/18/08		49.36	90.60	(41.24)	
126000150	10	BRE PPTYS INC CL A	07/18/08	08/26/09	201.88	453.01	(251.13)	
126000220	1	DOUGLAS EMMETT INC	12/11/08	01/22/09	10.21	11.92	(1.71)	
126000230	28	DOUGLAS EMMETT INC	12/11/08	01/28/09	278.43	309.97	(31.54)	
126000240	30	DOUGLAS EMMETT INC	03/06/09	06/23/09	256.06	185.88		70.18
126000280	4	EASTGROUP PPTYS INC	11/06/08	03/02/09	95.64	134.49	(38.85)	
126000340	7	HOME PROPERTIES INC	10/28/08	04/23/09	248.13	220.00R		28.13
126000350	2	HOME PROPERTIES INC	10/28/08	06/05/09	73.10	62.85R		8.25
	6		11/12/08		216.28	215.17R		1.11
126000360	1	HOME PROPERTIES INC	11/12/08	06/08/09	34.98	35.87R	(.89)	
126000370	3	HOME PROPERTIES INC	11/12/08	06/08/09	104.00	107.58	(3.58)	
	12		01/20/09		415.99	405.79		10.20
126000470	10	KIMCO REALTY CORPORATION	08/26/08	04/08/09	84.98	345.83	(260.85)	
	7		09/10/08		59.49	260.19	(200.70)	
126000480	28	LASALLE HOTEL PPTYS SBI	12/11/08	01/12/09	265.92	286.77	(20.85)	
126000490	2	LIBERTY PROPERTY TRUST-SBI	06/17/08	03/04/09	36.66	68.55	(31.89)	
	15		08/24/08		274.95	508.17	(233.22)	
126000560	18	OMEGA HEALTHCARE INVESTORS INC	10/09/08	02/25/09	258.46	289.50	(31.04)	
	1		10/20/08		14.36	15.62	(1.26)	

2009 YEAR END SUMMARY

STATEMENT A

MorganStanley SmithBarney

Ref: 00000000 0004477

Reserved Client Statement 2009 Year End Summary

BROWN KIDDY FOUNDATION

Account Number 000-39832-17 444

2009 YEAR END SUMMARY

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000570	7	PS BUSINESS PKS INC CALIF	11/12/08	01/08/09	$ 289.28	$ 283.90		$ 5.38
125000580	7	PS BUSINESS PKS INC CALIF	11/18/08	01/08/09	291.79	298.03	(6.24)	
125000590	31	PLUM CREEK TIMBER CO INC	11/17/08	01/13/09	945.74	1,047.31	(101.57)	
125000600	10	PROLOGIS SH BEN INT	05/27/08	03/25/09	57.07	614.06	(556.99)	
	11		06/13/08		62.78	641.81	(579.03)	
	7		07/03/08		39.95	364.33	(324.38)	
	11		12/18/08		62.77	79.98	(17.21)	
125000630	19	RAYONIER INC	07/17/08	02/24/09	539.29	847.76	(308.47)	
	1	(REIT)	07/22/08		28.38	46.11	(17.73)	
125000640	10	RAYONIER INC	07/22/08	03/02/09	256.65	461.09	(204.44)	
	1	(REIT)	07/24/08		25.67	46.33	(20.66)	
125000650	8	RAYONIER INC (REIT)	07/24/08	08/04/09	202.27	370.61	(168.34)	
125000660	2	RAYONIER INC	07/24/08	03/06/09	45.39	92.66	(47.26)	
	7	(REIT)	07/28/08		158.88	317.58	(158.70)	
125000670	4	RAYONIER INC	07/28/08	03/06/09	90.86	181.48 R	(90.62)	
	3	(REIT)	08/28/08		68.22	135.21 R	(66.99)	
125000680	6	RAYONIER INC (REIT)	08/28/08	04/08/09	191.83	269.75	(77.92)	
125000690	14	REGENCY CENTERS CORP	12/17/08	01/28/09	551.46	615.52	(64.06)	
125000700	1	REGENCY CENTERS CORP	12/17/08	01/29/09	38.55	43.97	(5.42)	
125000710	15	REGENCY CENTERS CORP	12/17/08	02/09/09	519.26	659.48	(140.22)	
125000720	8	REGENCY CENTERS CORP	02/25/09	03/20/09	208.92	230.93	(22.01)	
125000730	1	REGENCY CENTERS CORP	02/25/08	03/23/09	26.48	28.87	(2.39)	
125000740	3	REGENCY CENTERS CORP	02/25/09	04/08/09	93.17	86.59		6.58
125000770	5	SENIOR HOUSING PPTYS TR SBI	08/05/08	02/26/09	67.21	106.40 R	(39.19)	
125000780	5	SENIOR HOUSING PPTYS TR SBI	08/08/08	03/06/09	54.34	106.40	(52.06)	
125000800	10	SOVRAN SELF STORAGE INC	10/09/08	01/15/09	253.45	337.02	(83.57)	
	9		10/20/08		228.11	321.69	(93.58)	
	1		10/28/08		25.34	29.94	(4.60)	
125000810	10	TAUBMAN CENTERS INC	12/11/08	01/02/09	249.65	273.27	(23.62)	
	2		12/15/08		49.93	51.58	(1.65)	
125000820	10	TAUBMAN CENTERS INC	12/15/08	01/12/09	211.07	257.88	(46.81)	
Total					$ 10,630.61	$ 16,938.59	($ 6,455.42)	$ 147.44

STATEMENT A

MorganStanley SmithBarney

Reserved
Client Statement
2009 Year End Summary

Account Number: [illegible]

[redacted]

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax adviser.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000070	5	ALEXANDRIA REAL EST EQUITIES	09/10/07	01/13/09	$ 300.02	$ 445.22 R	($ 145.20)	
125000080	7	ALEXANDRIA REAL EST EQUITIES	09/10/07	01/16/09	397.57	623.30 R	(225.73)	
125000090	5	ALEXANDRIA REAL EST EQUITIES	09/10/07	01/26/09	302.65	445.22	(142.57)	
125000100	7	AVALONBAY CMNTYS INC	09/10/07	04/14/09	368.71	798.00	(429.29)	
125000110	8	AVALONBAY CMNTYS INC	09/10/07	04/17/09	338.14	684.00	(345.86)	
125000120	5	AVALONBAY CMNTYS INC	09/10/07	04/29/09	289.61	570.00	(280.39)	
	2		10/02/07		115.84	241.76	(125.92)	
125000130	4	BRE PPTYS INC CL A	10/08/07	01/20/09	105.27	236.56	(131.29)	
	9		11/30/07		236.86	399.13	(162.27)	
125000160	5	BOSTON PROPERTIES INC	09/10/07	04/13/09	215.98	473.84	(257.86)	
125000170	5	BOSTON PROPERTIES INC	09/10/07	04/21/09	209.59	473.84	(264.25)	
125000180	19	BOSTON PROPERTIES INC	09/10/07	06/04/09	917.68	1,800.57	(882.89)	
125000190	9	CAMDEN PROPERTY TRUST SBI	09/10/07	03/18/09	204.25	539.46	(335.21)	
125000200	15	DIGITAL REALTY TR INC	09/10/07	09/04/09	414.84	553.00	(138.16)	
125000210	7	DIGITAL REALTY TR INC	09/10/07	09/08/09	178.05	258.07	(80.02)	
125000230	18	DOUGLAS EMMETT INC	09/10/07	01/22/09	183.78	425.25	(241.47)	
	11		10/02/07		112.31	282.53	(170.22)	
125000260	11	EQUITY RESIDENTIAL	09/10/07	02/02/09	253.44	442.20	(188.76)	
125000270	15	EQUITY RESIDENTIAL	09/10/07	04/08/09	287.64	603.00	(315.36)	
125000280	6	ESSEX PROPERTY TRUST INC	09/10/07	03/26/09	303.98	562.50	(258.52)	
125000290	2	ESSEX PROPERTY TRUST INC	09/10/07	04/14/09	126.49	225.00	(98.51)	
125000300	3	ESSEX PROPERTY TRUST INC	09/10/07	04/21/09	185.34	337.50	(152.16)	
125000310	11	FEDERAL REALTY INVT TR SBI-NEW	09/10/07	03/10/09	482.16	908.87 R	(426.71)	
125000320	7	FEDERAL REALTY INVT TR SBI-NEW	09/10/07	06/04/09	386.78	578.05	(191.27)	
125000330	13	HCP INC (NEW)	10/19/07	04/08/09	239.13	424.74	(185.61)	
125000380	19	HOST HOTELS & RESORTS INC	09/10/07	01/23/09	106.21	409.26	(303.05)	
125000390	28	HOST HOTELS & RESORTS INC	09/10/07	03/24/09	127.41	603.12	(475.71)	
125000400	120	HOST HOTELS & RESORTS INC TRADE AS OF 04/23/09	09/10/07	04/23/09	859.94	2,584.80	(1,724.86)	

2009 YEAR END SUMMARY

STATEMENT B

MorganStanley
SmithBarney

Ref: [illegible]

Reserved
Client Statement
2009 Year End Summary

[illegible] FOUNDATION
Account Number [illegible]

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000410	23	KIMCO REALTY CORPORATION	08/10/07	01/13/09	$ 379.26	$ 936.03 R	($ 556.77)	
125000420	24	KIMCO REALTY CORPORATION	08/10/07	02/03/09	333.17	975.67 R	(642.50)	
125000430	17	KIMCO REALTY CORPORATION	08/10/07	03/16/09	145.63	691.10 R	(545.47)	
125000440	2	KIMCO REALTY CORPORATION	08/10/07	03/17/09	18.21	81.30 R	(68.09)	
125000450	48	KIMCO REALTY CORPORATION	08/10/07	03/20/09	362.23	1,951.33 R	(1,589.10)	
125000460	2	KIMCO REALTY CORPORATION	08/10/07	03/23/09	15.91	81.30 R	(65.39)	
125000470	22	KIMCO REALTY CORPORATION	08/10/07	04/08/09	186.95	891.63	(704.68)	
	18		03/17/08		152.96	594.50	(441.54)	
125000500	15	MACERICH COMPANY	08/10/07	04/08/09	137.83	1,202.34	(1,064.51)	
125000510	18	MACK CALI REALTY CORP	08/10/07	03/31/09	341.73	723.94	(382.21)	
125000520	3	MID-AMERICA APARTMENT CMNTYS	11/12/07	02/27/09	79.63	143.09 R	(63.46)	
125000530	8	MID-AMERICA APARTMENT CMNTYS	11/12/07	03/03/09	187.98	381.59	(193.61)	
125000540	3	NATIONWIDE HEALTH PPTYS INC	01/04/08	03/04/09	60.45	91.60 R	(31.15)	
	1		01/08/08		20.15	30.87 R	(10.72)	
	4		02/08/08		80.61	119.82 R	(39.21)	
125000550	10	NATIONWIDE HEALTH PPTYS INC	02/08/08	03/10/09	206.34	299.53	(93.19)	
	2		02/14/08		41.27	60.16	(18.89)	
125000600	37	PROLOGIS SH BEN INT	08/10/07	03/25/09	211.15	2,229.45	(2,018.30)	
	6		10/02/07		34.24	415.98	(381.74)	
125000610	4	PUBLIC STORAGE (MD)	08/10/07	01/08/09	294.62	295.84	(1.22)	
125000620	9	PUBLIC STORAGE (MD)	08/10/07	01/07/09	635.28	665.64	(30.36)	
125000750	20	SL GREEN REALTY CORP	08/10/07	01/26/09	316.75	2,091.00	(1,774.25)	
125000760	17	SL GREEN REALTY CORP	08/10/07	04/29/09	304.98	1,777.35	(1,472.37)	
125000780	13	SIMON PPTY GROUP INC NEW	08/10/07	04/23/09	610.75	1,198.89	(588.14)	
125000830	6	VENTAS INC	08/10/07	02/25/09	145.97	227.52	(81.55)	
125000840	17	VENTAS INC	08/10/07	03/03/09	370.09	644.64	(274.55)	
125000850	1	VENTAS INC	08/10/07	03/30/09	21.90	37.92	(16.02)	
125000860	15	WASHINGTON REAL EST INV TR SBI	08/10/07	02/09/09	382.21	475.58 R	(93.37)	
125000870	9	WASHINGTON REAL EST INV TR SBI	08/10/07	04/17/09	196.80	284.67	(87.87)	
Total					$ 14,523.72	$ 36,528.07	($ 22,004.35)	

2009 YEAR END SUMMARY

R The basis for this tax lot has been adjusted due to a reclassification of income

STATEMENT B

MorganStanley SmithBarney

Ref: 00008186 00043485

Reserved Client Statement 2009 Year End Summary

BROWN FAMILY FOUNDATION

Account Number 696-62819-10 444

2009 YEAR END SUMMARY

Dividends and Distributions, Section 2

Amounts displayed for dividends include dividend reinvestments, money fund earnings, accrued dividends received and dividends exempt from Federal income tax.

Reference number	Description	Nondividend distributions	Foreign tax paid	Cash liquidation distributions	Non cash liquidation distributions	Investment expense	NRA Withholding
160001800	*** ENCANA CORP-CAD THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT		$ 4.80				
160004000	*** ROYAL DUTCH SHELL PLC ADR CL A THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT		4.80				
Totals			$ 9.60				

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000060	85	ALCOA INC	11/13/08	02/09/09	$ 718.64	$ 862.63	($ 143.99)	
125000070	110	ALCOA INC	11/13/08	02/17/09	751.19	1,116.35	(365.16)	
125000080	75	ANNALY CAPITAL MANAGEMENT INC	06/27/08	02/04/09	1,137.14	1,158.38	(21.24)	
	15		06/30/08		227.43	235.10	(7.67)	
	45		07/08/08		682.28	687.89	(5.61)	
125000110	20	BANK OF AMERICA CORP	05/05/08	02/04/09	98.40	782.25	(683.85)	
	95		12/10/08		467.39	1,560.71	(1,093.32)	
125000130	100	CBS CORP NEW CLASS B	02/04/08	02/26/09	459.10	593.95	(134.85)	
125000140	100	CBS CORP NEW CLASS B	02/04/09	03/04/09	370.84	593.95	(223.11)	
125000150	90	CBS CORP NEW CLASS B	02/04/09	03/11/09	336.64	534.56	(197.92)	
125000160	95	CBS CORP NEW CLASS B	02/04/08	03/12/09	376.24	564.25	(188.01)	
125000240	86	DOW CHEMICAL CO	01/12/09	03/02/09	602.69	1,339.02	(736.33)	

MorganStanley SmithBarney

Ref: 00006188 0009

Reserved Client Statement
2009 Year End Summary

BROWN FAMILY FOUNDATION
Account Number 695-62219-10 444

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000250	55	GENERAL ELECTRIC CO	09/17/08	04/14/09	$ 674.43	$ 1,286.05	($ 611.62)	
	60		09/18/08		613.11	1,142.55	(529.44)	
125000260	5	GENERAL ELECTRIC CO	09/18/08	04/16/09	59.07	114.25	(55.18)	
	45		09/22/08		531.65	1,208.27	(676.62)	
	10		09/24/08		118.15	240.56	(122.41)	
125000270	40	GENERAL ELECTRIC CO	09/24/08	04/20/09	455.77	962.22	(506.45)	
	20		02/04/09		227.88	228.20	(.32)	
125000280	75	GENERAL ELECTRIC CO	02/04/09	04/23/09	876.15	855.75		20.40
125000300	25	HARTFORD FINL SVCS GROUP INC	05/14/08	03/04/09	112.27	1,748.79	(1,636.52)	
	20		05/21/08		89.82	1,389.62	(1,299.80)	
	20		05/29/08		89.82	1,419.81	(1,329.99)	
	20		06/06/08		89.81	1,445.55	(1,355.74)	
125000320	85	HOST HOTELS & RESORTS INC	02/07/08	01/12/09	574.03	1,448.98	(874.95)	
125000330	85	HOST HOTELS & RESORTS INC	02/20/08	01/20/09	507.90	1,400.74	(892.84)	
	10		03/03/08		59.75	165.76	(106.01)	
125000340	25	HOST HOTELS & RESORTS INC	03/03/08	01/21/09	143.94	414.39	(270.45)	
125000350	40	HOST HOTELS & RESORTS INC	03/03/08	01/27/09	234.42	663.03	(428.61)	
125000360	20	HOST HOTELS & RESORTS INC	03/03/08	01/28/09	121.60	331.51	(209.91)	
	30		03/10/08		182.40	485.22	(302.82)	
	45		03/11/08		273.60	752.28	(478.68)	
125000480	20	PNC FINANCIAL SERVICES GROUP	01/05/09	03/04/09	460.42	962.44	(502.02)	
	20		01/09/09		460.41	954.18	(493.77)	
125000490	30	PNC FINANCIAL SERVICES GROUP	01/20/09	03/11/09	756.35	762.08	(5.73)	
	15		01/28/09		378.17	551.39	(173.22)	
125000500	15	PNC FINANCIAL SERVICES GROUP	01/28/09	03/18/09	438.04	551.39	(113.35)	
	10		02/04/09		292.02	298.74	(6.72)	
125000580	5	WELLS FARGO & CO NEW	07/16/08	01/12/09	122.59	125.70	(3.11)	
125000590	10	WELLS FARGO & CO NEW	07/16/08	03/09/09	96.33	251.40	(155.07)	
125000600	20	WELLS FARGO & CO NEW	07/16/08	03/12/09	253.50	502.80	(249.30)	
	30		07/17/08		380.28	790.14	(409.86)	
	45		07/18/08		570.38	1,243.99	(673.61)	
	50		07/21/08		633.76	1,418.07	(784.31)	
125000630	5	WHIRLPOOL CORP	03/18/09	04/16/09	174.83	129.47		45.36
125000640	15	WHIRLPOOL CORP	03/18/09	04/16/09	532.09	388.41		143.68
125000650	25	WHIRLPOOL CORP	03/18/09	04/23/09	911.48	647.35		264.13
Total					$ 18,724.18	$ 37,310.12	($ 19,059.51)	$ 473.57

2009 YEAR END SUMMARY

STATEMENT C

Ref: 00006189 00043497

MorganStanley SmithBarney

Reserved Client Statement 2009 Year End Summary

BROWN FAMILY FOUNDATION
Account Number 596-61219-16 444

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	55	AT&T INC	12/20/05	01/12/09	$ 1,427.27	$ 1,354.65		$ 72.62
125000020	10	AT&T INC	12/20/05	02/04/09	253.89	246.30		7.59
125000030	20	AT&T INC	12/20/05	03/18/09	503.43	492.60		10.83
125000040	45	ALCOA INC	08/14/07	01/20/09	394.40	1,588.68	(1,194.28)	
	30		09/20/07		262.94	1,121.43	(858.49)	
125000050	10	ALCOA INC	09/20/07	01/29/09	83.08	373.81	(290.73)	
	40		09/25/07		332.33	1,473.20	(1,140.87)	
	35		09/28/07		290.78	1,374.47	(1,083.69)	
125000060	5	ALCOA INC	09/28/07	02/06/09	42.27	196.35	(154.08)	
125000080	66	ALTRIA GROUP INC	12/20/05	02/04/09	1,103.30	1,144.61	(41.31)	
125000100	20	BANK OF AMERICA CORP	12/20/05	01/28/09	144.44	934.28	(789.84)	
	85		12/20/05		613.88	3,963.23	(3,349.35)	
125000110	5	BANK OF AMERICA CORP	12/20/05	02/04/09	24.60	233.13	(208.53)	
125000120	50	CBS CORP NEW CLASS B	05/31/06	02/20/09	249.26	1,287.21	(1,037.95)	
	45		06/07/06		224.34	1,200.21	(975.87)	
	10		06/28/06		49.85	264.76	(214.91)	
125000130	40	CBS CORP NEW CLASS B	06/28/06	02/26/09	183.64	1,059.06	(875.42)	
	45		06/30/06		206.60	1,222.10	(1,015.50)	
125000170	15	CHEVRON CORP	12/20/05	03/18/09	966.02	853.20		112.82
125000180	15	DIAMOND OFFSHORE DRILLING INC	12/19/07	03/18/09	938.51	1,936.04	(997.53)	
	5		12/26/07		312.83	740.99	(428.16)	
125000190	60	DOW CHEMICAL CO	12/20/05	02/04/09	688.91	2,595.00	(1,906.09)	
125000200	15	DOW CHEMICAL CO TRADE AS OF 02/11/09	12/20/05	02/11/09	150.53	648.75	(498.22)	
125000210	35	DOW CHEMICAL CO	12/20/05	02/12/09	342.02	1,513.75	(1,171.73)	
125000220	35	DOW CHEMICAL CO	02/05/07	02/17/09	310.94	1,449.21	(1,138.27)	
	35		02/06/07		310.94	1,459.05	(1,148.11)	
	10		02/14/07		88.84	428.66	(339.82)	
125000230	20	DOW CHEMICAL CO	02/14/07	02/23/09	149.33	857.32	(707.99)	
	15		03/08/07		112.00	640.59	(528.59)	
	20		03/13/07		149.33	858.96	(709.63)	
	20		03/22/07		149.34	910.53	(761.19)	

2009 YEAR END SUMMARY

STATEMENT D

Ref: 00000198 00043498

MorganStanley
SmithBarney

Reserved
Client Statement
2009 Year End Summary

BROWN FAMILY FOUNDATION
Account Number 696-82219-10 444

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000240	10	DOW CHEMICAL CO	03/22/07	03/02/09	$ 70.90	$ 465.28	($ 394.38)	
125000280	50	GLAXOSMITHKLINE PLC SP ADR	12/20/05	01/13/09	1,878.06	2,595.38	(717.32)	
125000310	56	HOME DEPOT INC	12/18/07	03/18/09	1,173.15	1,423.45	(250.30)	
	10		01/15/08		213.30	253.83	(40.53)	
125000370	100	INTEL CORP	01/31/08	02/18/09	1,326.83	2,102.52	(775.69)	
125000380	35	INTEL CORP	01/31/08	02/20/09	449.51	735.88	(286.37)	
	20		02/04/08		256.87	426.97	(170.10)	
125000390	60	INTEL CORP	02/04/08	02/25/08	766.07	1,280.90	(514.83)	
125000400	60	INTEL CORP	02/04/08	02/26/09	784.93	1,280.89	(495.96)	
125000410	10	LINCOLN NATIONAL CORP -IND-	12/20/05	03/04/09	67.36	513.95	(446.59)	
125000420	40	LINCOLN NATIONAL CORP -IND-	12/20/05	04/23/09	398.75	2,055.81	(1,657.06)	
125000430	25	OCCIDENTAL PETROLEUM CORP-DEL	12/20/05	02/04/09	1,400.34	1,036.38		363.96
125000440	20	OCCIDENTAL PETROLEUM CORP-DEL	12/20/05	03/19/09	1,186.86	829.10		357.76
125000450	15	OCCIDENTAL PETROLEUM CORP-DEL	12/20/05	03/24/09	882.29	621.83		260.46
125000460	10	OCCIDENTAL PETROLEUM CORP-DEL	12/20/05	03/27/09	584.28	414.55		169.73
125000470	15	OCCIDENTAL PETROLEUM CORP-DEL	12/20/05	04/03/09	895.87	621.82		274.05
125000510	15	ROYAL DUTCH SHELL PLC ADR CL A	09/07/07	03/18/09	659.27	1,211.27	(552.00)	
125000520	10	TOTAL S.A SPONS ADR	12/13/07	03/19/09	487.83	831.58	(343.75)	
125000530	40	TRAVELERS COMPANIES INC	12/20/05	02/04/09	1,555.69	1,799.92	(244.23)	
125000540	15	TRAVELERS COMPANIES INC	12/20/05	03/18/09	590.71	674.97	(84.26)	
125000550	25	V F CORP	12/20/05	02/04/09	1,387.49	1,388.23	(.74)	
125000560	50	VERIZON COMMUNICATIONS	12/20/05	02/04/09	1,585.64	1,483.14		102.50
125000570	30	WASTE MGMT INC DEL	01/14/08	03/18/09	744.09	960.24	(216.15)	
	5		01/23/08		124.01	143.41	(19.40)	
125000610	18	WHIRLPOOL CORP	12/05/07	04/02/09	504.11	1,241.10	(736.99)	
	5		12/13/07		168.04	416.35	(248.31)	
	10		12/14/07		336.07	819.86	(483.79)	
	10		12/18/07		336.07	802.85	(466.78)	
125000620	15	WHIRLPOOL CORP	12/18/07	04/07/09	481.26	1,204.28	(723.02)	
	5		01/02/08		160.42	399.02	(238.60)	
	10		01/03/08		320.85	797.03	(476.18)	
125000660	30	WYETH	11/08/07	02/04/09	1,304.78	1,440.13	(135.35)	
	15		11/08/07		652.39	691.26	(38.87)	

2009 YEAR END SUMMARY

STATEMENT D

MorganStanley SmithBarney

Rst: 00006186 00049499

Reserved
Client Statement
2009 Year End Summary

BROWN FAMILY FOUNDATION
Account Number 890-82319-10 444

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000670	15	WYETH	11/06/07	02/18/09	$645.06	$691.26	($46.20)	
	10		11/13/07		430.04	462.85	(32.81)	
125000680	20	WYETH	11/13/07	02/19/09	856.69	926.29	(69.60)	
125000690	5	WYETH	11/13/07	02/23/09	210.69	231.32	(20.63)	
	10		11/19/07		421.39	464.55	(43.16)	
125000700	20	WYETH	11/19/07	02/26/09	836.64	929.11	(92.47)	
Total					$38,183.45	$71,069.37	($34,618.24)	$1,732.32

This section reflects any deposits or withdrawals made to your account during the year.

Deposits

Reference number	Date	Description	Amount
210000100	04/27/09	CONSULTING & ADVISORY SERVICES FROM 04/23/09 TO 06/30/09	$439.95
210000300	07/30/09	PETROBRAS TAX REFUND OF 0.0534119 FOR RCD 10/10/07, PAY 04/07/08	6.41
210000500	09/09/09	PETROBRAS TAX REFUND OF 0.051140 FOR RCD 08/22/07, PAY 01/30/08	6.14
210000200	04/29/09	DEBIT CASH BALANCE ACCT-TRANSFRD-04 29 09 OPPENHEIMER & CO., INC.	$85.00
210000400	08/19/09	ROYAL DUTCH SHELL PLC ADR CL A RCD 05/16/08, PAY 06/11/08 TAX HELD BY FGN GOVTS 9.60 X/D 05/14/08	4.07
210000600	12/07/09	ROYAL DUTCH SHELL PLC ADR CL A TAX REFUND X/D 08/06/08	4.31
Total			$565.88

Withdrawals

Reference number	Date	Description	Referral number	Amount
220000100	01/15/09	CONSULTING & ADVISORY SERVICES FROM 01/01/09 TO 03/31/09		$732.95
220000200	04/17/09	CONSULTING & ADVISORY SERVICES FROM 04/01/09 TO 06/30/09		$590.23

2009 YEAR END SUMMARY

STATEMENT D