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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.	Name of foundation RUTH BROWN FOUNDATION		A Employer identification number 84-6023395
	Number and street (or P O box number if mail is not delivered to street address) Room/suite C/O DARCEY BROWN 2931 E BENCH RD		B Telephone number (see the instructions) (435) 259-6118
	City or town State ZIP code MOAB UT 84532		C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 4,511,239.		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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 <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	155,810.	155,810.		
	5a Gross rents				
	b Net rental income or (loss)		L-6a Stmt		
	6a Net gain/(loss) from sale of assets not on line 10	-67,775.			
	b Gross sales price for all assets on line 6a	607,046.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	88,035.	155,810.			
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) and 6b Stmt	1,540.	1,540.		
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule) <input checked="" type="checkbox"/> FOREIGN TAX	1,423.	1,423.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	6,060.	6,060.		
	24 Total operating and administrative expenses. Add lines 13 through 23	9,023.	9,023.		
	25 Contributions, gifts, grants paid	155,000.			155,000.
26 Total expenses and disbursements. Add lines 24 and 25	164,023.	9,023.		155,000.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-75,988.				
b Net investment income (if negative, enter -0-)		146,787.			
c Adjusted net income (if negative, enter -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
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	1,202,999.	1,684,088.	1,684,088.
	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	5,614.	2,678.	2,678.
	10a Investments – U S and state government obligations (attach schedule) L-10a Stmt	303,258.	299,240.	310,860.
	b Investments – corporate stock (attach schedule) L-10b Stmt	2,044,487.	2,067,407.	2,055,275.
	c Investments – corporate bonds (attach schedule) L-10c Stmt	1,086,916.	510,211.	458,338.
	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)	4,643,274.	4,563,624.	4,511,239.	
LIABILITIES	17 Accounts payable and accrued expenses	1,400.		
	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)	1,400.		
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	4,641,874.	4,563,624.	
	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)	4,641,874.	4,563,624.	
	31 Total liabilities and net assets/fund balances (see the instructions)	4,643,274.	4,563,624.	

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	4,641,874.
2 Enter amount from Part I, line 27a	2	-75,988.
3 Other increases not included in line 2 (itemize) <input type="checkbox"/> OTHER	3	674.
4 Add lines 1, 2, and 3	4	4,566,560.
5 Decreases not included in line 2 (itemize) <input type="checkbox"/> See Other Decreases Stmt	5	2,936.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	4,563,624.

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—LONG TERM LOSS		P	Various	Various
b CAPITAL GAIN DIST		P	Various	12/31/09
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 607,046.		675,639.	-68,593.
b 818.		0.	818.
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			-68,593.
b 0.	0.	0.	818.
c			
d			
e			

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	-67,775.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> 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	

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	450,554.	4,717,946.	0.095498
2007	155,000.	5,403,626.	0.028684
2006	248,285.	5,074,337.	0.048930
2005	228,750.	4,973,237.	0.045996
2004	237,085.	5,129,561.	0.046219

2 Total of line 1, column (d)	2	0.265327
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	0.053065
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	4,112,560.
5 Multiply line 4 by line 3	5	218,233.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,468.
7 Add lines 5 and 6	7	219,701.
8 Enter qualifying distributions from Part XII, line 4	8	155,000.

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.)		
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		1 2,936.
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 2,936.
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 2,936.
6 Credits/Payments:		
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a 5,614.	
b Exempt foreign organizations – tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c 0.	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d	7 5,614.	
8 Enter any penalty for underpayment of estimated tax Check here <input 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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 2,678.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 2,678. Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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

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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>N/A</u>	13	X	
14	The books are in care of <u>DARCEY BROWN</u> Telephone no <u>(435) 259-6118</u> Located at <u>2931 E BENCH RD</u> <u>MOAB</u> <u>UT</u> ZIP + 4 <u>84532</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>			

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?	<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 type="checkbox"/> Yes <input checked="" 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"/>	1 b	
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?	1 c	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__</u> , <u>20__</u> , <u>20__</u> , <u>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)	2 b	
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__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" 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)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	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

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

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

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DARCEY BROWN 2931 E BENCH RD MOAB UT 84532	PRESIDENT 0.00	0.	0.	0.
ALBERT BROWN 892 CR 101 HESPERUS CO 81326	VICE PRES 0.00	0.	0.	0.
CHARLA BROWN 7.5 GOOSE CREEK RD SO FORK ASPEN CO 81154-9428	TREASURER 0.00	0.	0.	0.
LAURENE COCHRAN 6494 HINESBURG RD GUILFORD VT 05301	SECRETARY 0.00	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				
0				
0				
0				
0				

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

☐

None

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		None

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

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

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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 2,673,145.
b	Average of monthly cash balances	1b 1,502,043.
c	Fair market value of all other assets (see instructions)	1c
d	Total (add lines 1a, b, and c)	1d 4,175,188.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2	Acquisition indebtedness applicable to line 1 assets	2
3	Subtract line 2 from line 1d	3 4,175,188.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4 62,628.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 4,112,560.
6	Minimum investment return. Enter 5% of line 5	6 205,628.

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	1 205,628.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 2,936.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 2,936.
3	Distributable amount before adjustments Subtract line 2c from line 1	3 202,692.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 202,692.
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	7 202,692.

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 155,000.
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	4 155,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5 0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 155,000.

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				202,692.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2009				
a From 2004	0.			
b From 2005	0.			
c From 2006	0.			
d From 2007	0.			
e From 2008	114,967.			
f Total of lines 3a through e	114,967.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 155,000.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2009 distributable amount				155,000.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	47,692.			47,692.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	67,275.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	67,275.			
10 Analysis of line 9				
a Excess from 2005	0.			
b Excess from 2006	0.			
c Excess from 2007	0.			
d Excess from 2008	67,275.			
e Excess from 2009	0.			

BAA

Form 990-PF (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			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon.					
a 'Assets' alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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))

NONE

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 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 ATTACHED SCHEDULE SEE ATTACHED SCHEDULE SEE ATTACHED SCHEDULE UT 84532	NA	PUBLIC CHAR	ENVIRONMENTAL CONSERVATION PROJECTS EDUCAIONAL, CULTURAL	155,000.
Total			3a	155,000.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514	
	(a) Business code	(b) Amount	(c) Exclu- sion 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	155,810.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-67,775.	
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)				88,035.	
13 Total. Add line 12, columns (b), (d), and (e)					88,035.

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

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

[illegible]

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2009

Name
RUTH BROWN FOUNDATION

Employer Identification Number
84-6023395

Asset Information:

Description of Property		
Date Acquired	How Acquired	
Date Sold	Name of Buyer	
Sales Price	Cost or other basis (do not reduce by depreciation)	
Sales Expense	Valuation Method	
Total Gain (Loss)	Accumulation Depreciation	
Description of Property		
Date Acquired	How Acquired	
Date Sold	Name of Buyer	
Sales Price	Cost or other basis (do not reduce by depreciation)	
Sales Expense	Valuation Method	
Total Gain (Loss)	Accumulation Depreciation	
Description of Property		
Date Acquired	How Acquired	
Date Sold	Name of Buyer	
Sales Price	Cost or other basis (do not reduce by depreciation)	
Sales Expense	Valuation Method	
Total Gain (Loss)	Accumulation Depreciation	
Description of Property		
Date Acquired	How Acquired	
Date Sold	Name of Buyer	
Sales Price	Cost or other basis (do not reduce by depreciation)	
Sales Expense	Valuation Method	
Total Gain (Loss)	Accumulation Depreciation	
Description of Property		
Date Acquired	How Acquired	
Date Sold	Name of Buyer	
Sales Price	Cost or other basis (do not reduce by depreciation)	
Sales Expense	Valuation Method	
Total Gain (Loss)	Accumulation Depreciation	
Description of Property		
Date Acquired	How Acquired	
Date Sold	Name of Buyer	
Sales Price	Cost or other basis (do not reduce by depreciation)	
Sales Expense	Valuation Method	
Total Gain (Loss)	Accumulation Depreciation	
Description of Property		
Date Acquired	How Acquired	
Date Sold	Name of Buyer	
Sales Price	Cost or other basis (do not reduce by depreciation)	
Sales Expense	Valuation Method	
Total Gain (Loss)	Accumulation Depreciation	
Description of Property		
Date Acquired	How Acquired	
Date Sold	Name of Buyer	
Sales Price	Cost or other basis (do not reduce by depreciation)	
Sales Expense	Valuation Method	
Total Gain (Loss)	Accumulation Depreciation	
Description of Property		
Date Acquired	How Acquired	
Date Sold	Name of Buyer	
Sales Price	Cost or other basis (do not reduce by depreciation)	
Sales Expense	Valuation Method	
Total Gain (Loss)	Accumulation Depreciation	
Description of Property		
Date Acquired	How Acquired	
Date Sold	Name of Buyer	
Sales Price	Cost or other basis (do not reduce by depreciation)	
Sales Expense	Valuation Method	
Total Gain (Loss)	Accumulation Depreciation	

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

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
INVESTMENT FEES	5,060.	5,060.		
OFFICE & TRAVEL	1,000.	1,000.		
Total	6,060.	6,060.		

Form 990-PF, Page 2, Part III, Line 5

Other Decreases Stmt

EXCISE TAX-2009	2,936.
OTHER	0.
Total	2,936.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HICKS CPA	TAX PREPARATION	1,540.			
Total		1,540.			

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
FHLB			100,400.	102,219.
FFCB			102,858.	107,188.
FNMA			95,982.	101,453.
Total			299,240.	310,860.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
COLORADO STATE BANK-COMMON STOCK	1,143,788.	1,254,109.
COLORADO STATE BANK-FIXED INCOME FUND VANGUARD	118,225.	125,535.
COLORADO STATE BANK-EQUITY FUNDS	805,394.	675,631.
Total	2,067,407.	2,055,275.

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

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
COLORADO STATE BANK	510,211.	458,338.
Total	<u>510,211.</u>	<u>458,338.</u>

Supporting Statement of:

Form 990-PF, p1/Line 4(b)

Description	Amount
FOREIGN INTEREST	96,467.
FEDERAL INTEREST	12,535.
OTHER INTEREST	10,569.
FOREIGN DIVIDENDS	3,351.
QUALIFIED DIVIDENDS	32,888.
Total	<u>155,810.</u>

Supporting Statement of:

Form 990-PF, p1/Line 23(a)-1

Description	Amount
CMA	4,335.
WINSLOW	725.
Total	<u>5,060.</u>

Supporting Statement of:

Form 990-PF, p2/Line 9(a)

Description	Amount
APPLIED FROM 2007	460.
2008 ESTIMATED TAX PAYMENTS	5,200.
2008 ESTIMATED TAX PAYMENTS (PAID MARCH 2009)	1,400.
LESS 2008 EXCISE TAX	-1,446.
Total	<u>5,614.</u>

Supporting Statement of:

Form 990-PF, p2/Line 17(a)

Description	Amount
ESTIMATED TAX PAYMENT MARCH 2009	1,400.
Total	<u>1,400.</u>

Supporting Statement of:

Form 990-PF, p2/Line 9(b)

Description	Amount
2009 OVERPAYMENT APPLIED	2,678.
Total	<u>2,678.</u>

Supporting Statement of:

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

Description	Amount
2008 990, PAGE 8 PART XII LINE 6	450,554.
Total	<u>450,554.</u>

Additional Information For Tax Return

RUTH BROWN FOUNDATION

84-6023395

Form 990-PF, p4: Line 8 No

NOT REQUIRED



THE PRIVATE BANK
COLORADO STATE BANK AND TRUST

P.O. Box 1270 | Tulsa, OK 74101-1270

STATEMENT OF ASSETS
AS OF 12/31/09

PAGE 4

ACCOUNT NO. [REDACTED]

RH BROWN FOUNDATION COMBINED

UNITS

MARKET VALUE
COST BASIS

MARKET PRICE
COST/UNIT

UNREALIZED
GAIN/LOSS

ACCRUED INC
EST. ANNUAL

SEC NUMB
TICKER

YLD MKT
YLD MAT

CASH & EQUIVALENT

MONEY MARKET FUNDS

37.040 CAVANAL HILL CASH MNG ADMIN FD#0001

37.04
37.04

1.000
1.000

.00
.00

.00
0

14956P-83-6
APCX 0.00

1,684,050.680 INVESCO AIM STIC PRIME-INSTL FD#1919

1,684,050.68
1,684,050.68

1.000
1.000

.00
.00

160.45
1,699

825252-64-6
0.10
0.00

TOTAL MONEY MARKET FUNDS

1,684,087.72
1,684,087.72

160.45
1,699

.00
.00

160.45
1,699

0.10
0.10

TOTAL CASH & EQUIVALENT

1,684,087.72
1,684,087.72

160.45
1,699

.00
.00

160.45
1,699

0.10
0.10

FIXED INCOME

TREASURY AND FEDERAL AGENCIES

100,000 FNMA @ 4.125% DUE 05/15/2010

101,453.50
95,982.00

101.453
95.982

5,471.50

527.08
4,125

31359M-C9-2
FNMA10 4.07
0.26

100,000 FHLB @ 5.250% DUE 06/11/2010

102,219.00
100,400.00

102.219
100.400

1,819.00

291.66
5,250

3133XF-LE-4
FHLB10 5.14
0.25

100,000 FFCB @ 4.625% DUE 06/11/2012

107,187.50
102,858.00

107.187
102.858

4,329.50

256.94
4,625

31331X-GX-4
FFCB12 4.31
1.64

TOTAL TREASURY AND FEDERAL AGENCIES

310,860.00
299,240.00

1,075.68
14,000

11,620.00

2,343.15
2,750

5-893-528
4.36
0.00

CORPORATE BONDS

44,000 FIAT FINANCE & TRADE
@ 6.250% DUE 02/24/2010

63,133.85
56,745.08

143.486
128.966

6,388.77

647.04
2,090

3-355-161
4.89
0.00

44,000 TOYOTA CREDIT CANADA INC
@ 4.750% DUE 09/10/2010

42,766.15
37,851.90

97.195
86.027

4,914.25

5,149.39
6,760

7-531-688
11.91
0.00

410,000 INTL BK RECON & DEVELOP
@ 10.375% DUE 03/29/2011

56,769.35
74,863.62

13.846
18.259

18,094.27-

5,149.39
6,760

7-531-688
11.91
0.00

84-6023395
Part II p. 2



THE PRIVATE BANK

COLORADO STATE BANK AND TRUST

PO Box 1270 | Tulsa, OK 74101-1270

STATEMENT OF ASSETS AS OF 12/31/09

PAGE 5

ACCOUNT NO. [REDACTED] RH BROWN FOUNDATION COMBINED

UNITS

	MARKET VALUE COST BASIS	MARKET PRICE COST/UNIT	UNREALIZED GAIN/LOSS	ACCRUED INC EST. ANNUAL	SEC NUMB TICKER	YLD MKT YLD MAT
13,000	ALCOA INC @ 6.500% DUE 06/01/2011 CALL @ > PAR OR MAKE WHOLE +20BP	13,707.98 14,636.05	105.446 112.585	70.41 845	013817-AD-3 AA 11	6.16 2.56
36,000	SUNCOR ENERGY INC @ 6.700% DUE 08/22/2011 CALL @ > CANADIAN YLD +28BP OR 100%	36,725.65 33,925.60	102.015 94.238	411.14 1,136	2-985-268	3.10 0.00
20,000	NEW ZEALAND GOVERNMENT @ 6.000% DUE 11/15/2011	14,794.50 14,070.81	73.972 70.354	154.52 1,200	6-158-301	8.11 0.00
13,000	ELI LILLY & CO @ 6.000% DUE 03/15/2012 CALL @ > PAR OR MAKE WHOLE +12.5BP	14,198.99 14,523.60	109.223 111.720	229.66 780	532457-AU-2 LLY 12	5.49 1.72
31,000	COLGATE-PALMOLIVE CO @ 5.980% DUE 04/25/2012	33,542.62 34,106.00	108.202 110.019	339.86 1,853	19416Q-DB-3 COLZ12	5.53 2.32
31,000	JOHNSON & JOHNSON @ 3.800% DUE 05/15/2013	32,645.17 29,456.00	105.307 95.019	150.52 1,178	478160-AM-6	3.61 2.16
480,000	EUROPEAN INVESTMENT BK SR UNSUB @ 8.000% DUE 10/21/2013	64,283.05 79,989.88	13.392 16.665	1,002.71 5,083	B-00K-4P2	7.91 0.00
630,000	REPUBLIC OF SOUTH AFRICA @ 8.750% DUE 12/21/2014	85,770.53 120,042.13	13.614 19.054	260.87 8,656	6-711-953	10.09 0.00
TOTAL CORPORATE BONDS		458,337.84 510,210.67		10,759.27 32,331		7.05
FIXED INCOME FUNDS						
11,854.062	VANGUARD S/T INVEST GR-INV FD#0039	125,534.52 118,225.00	10.590 9.973	376.10 4,428	922031-40-6 VFSTX	3.53 0.00
TOTAL FIXED INCOME FUNDS		125,534.52 118,225.00		376.10 4,428		3.53
TOTAL FIXED INCOME		894,732.36 927,675.67		12,211.05 50,759		5.67



THE PRIVATE BANK
COLORADO STATE BANK AND TRUST

P.O. Box 1270 | Tulsa, OK 74101-1270

STATEMENT OF ASSETS
AS OF 12/31/09

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ACCOUNT NO. [REDACTED]

RH BROWN FOUNDATION COMBINED

UNITS

EQUITIES

COMMON STOCK

	MARKET VALUE COST BASIS	MARKET PRICE COST/UNIT	UNREALIZED GAIN/LOSS	ACCRUED INC EST. ANNUAL	SEC NUMB TICKER	YLD MKT YLD MAT
518	18,513.32 18,936.95	35.740 36.558	423.63-	.00 145	G47791-10-1 IR	0.78 0.00
150	5,517.00 7,099.50	36.780 47.330	1,582.50-	.00 0	00724F-10-1 ADBE	0.00 0.00
1,000	13,940.00 17,942.33	13.940 17.942	4,002.33-	.00 240	038222-10-5 AMAT	1.72 0.00
5	16,430.00 21,261.64	3,286.000 4,252.328	4,831.64-	.00 0	084670-20-7 BRK B	0.00 0.00
200	7,892.00 7,747.79	39.460 38.739	144.21	28.00 112	086516-10-1 BBY	1.42 0.00
697	37,289.50 25,883.79	53.500 37.136	11,405.71	.00 0	09062X-10-3 BIIB	0.00 0.00
350	11,284.00 14,002.43	32.240 40.007	2,718.43-	61.25 245	14149Y-10-8 CAH	2.17 0.00
175	4,376.75 5,548.57	25.010 31.706	1,171.82-	.00 0	14170T-10-1 CFN	0.00 0.00
185	6,758.05 5,065.50	36.530 27.381	1,692.55	.00 55	189754-10-4 COH	0.82 0.00
500	28,500.00 21,741.95	57.000 43.484	6,758.05	.00 820	191216-10-0 KO	2.88 0.00
794	65,227.10 35,971.88	82.150 45.305	29,255.22	.00 1,397	194162-10-3 CL	2.14 0.00
939	15,831.54 20,304.75	16.860 21.624	4,473.21-	.00 354	20030N-10-1 CMCSA	2.24 0.00
1,426	84,376.42 58,763.18	59.170 41.208	25,613.24	.00 1,026	22160K-10-5 COST	1.22 0.00
200	15,040.00 16,522.00	75.200 82.610	1,482.00-	8.00 32	235851-10-2 DHR	0.21 0.00



THE PRIVATE BANK

COLORADO STATE BANK AND TRUST

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STATEMENT OF ASSETS AS OF 12/31/09

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ACCOUNT NO. 9 [REDACTED] RH BROWN FOUNDATION COMBINED

UNITS	MARKET VALUE COST BASIS	MARKET PRICE COST/UNIT	UNREALIZED GAIN/LOSS	ACCRUED INC EST. ANNUAL	SEC NUMB TICKER	YLD MKT YLD MAT
428	DEERE & CO	23,150.52 13,472.90	54.090 31.479	119.84 479	244199-10-5 DE	2.07 0.00
820	DELL INC	11,775.20 29,192.82	14.360 35.601	.00 0	24702R-10-1 DELL	0.00 0.00
550	EBAY INC	12,941.50 17,478.89	23.530 31.780	.00 0	278642-10-3 EBAY	0.00 0.00
794	FPL GROUP INC	41,939.08 24,229.01	52.820 30.515	.00 1,500	302571-10-4 FPL	3.58 0.00
80	FAIRFAX FINANCIAL HLDGS LTD	31,196.80 20,579.65	389.960 257.246	.00 640	303901-10-2 FRFHF	2.05 0.00
252	FOREST LABORATORIES INC	8,091.72 9,066.25	32.110 35.977	.00 0	345838-10-6 FRX	0.00 0.00
150	HEWLETT-PACKARD CO	7,726.50 7,717.50	51.510 51.450	12.00 48	428236-10-3 HPQ	0.62 0.00
600	HONDA MOTOR CO LTD-SPONS ADR	20,340.00 21,162.41	33.900 35.271	.00 202	438128-30-8 HMC	1.00 0.00
2,445	INTEL CORP	49,878.00 57,024.61	20.400 23.323	.00 1,369	458140-10-0 INTC	2.75 0.00
575	INTL BUSINESS MACHINES CORP	75,267.50 44,414.27	130.900 77.242	.00 1,265	459200-10-1 IBM	1.68 0.00
400	INTUIT INC	12,292.00 9,257.35	30.730 23.143	.00 0	461202-10-3 INTU	0.00 0.00
1,125	ISHARES MSCI EMERGING MKT IN FD	46,687.50 34,346.25	41.500 30.530	13.51 27	464287-23-4 EEM	0.06 0.00
30	ISHARES S&P MIDCAP 400/VALUE FD	1,978.20 2,121.03	65.940 70.701	.00 52	464287-70-5 IJJ	2.64 0.00
2,008	JOHNSON & JOHNSON	129,335.28 109,014.50	64.410 54.290	.00 3,935	478160-10-4 JNJ	3.04 0.00
800	JOHNSON CONTROLS INC	21,792.00 26,500.50	27.240 33.126	104.00 416	478366-10-7 JCI	1.91 0.00



THE PRIVATE BANK
COLORADO STATE BANK AND TRUST

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STATEMENT OF ASSETS
AS OF 12/31/09

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ACCOUNT NO. 9888888888

RH BROWN FOUNDATION COMBINED

UNITS

	MARKET VALUE COST BASIS	MARKET PRICE COST/UNIT	UNREALIZED GAIN/LOSS	ACCRUED INC EST. ANNUAL	SEC NUMB TICKER	YLD MKT YLD MAT
657	L-3 COMMUNICATIONS HOLDINGS	57,126.15 46,849.09	86.950 71.308	10,277.06	502424-10-4 LLL	1.61 0.00
400	LEUCADIA NATIONAL CORP	9,516.00 20,078.98	23.790 50.197	10,562.98-	527288-10-4 LUK	0.00 0.00
2,849	MICROSOFT CORP	86,837.52 70,986.64	30.480 24.916	15,850.88	594918-10-4 MSFT	1.71 0.00
128	NIKE INC -CL B	8,456.96 5,004.44	66.070 39.097	3,452.52	654106-10-3 NKE	1.63 0.00
250	NOVARTIS AG-ADR	13,607.50 13,071.50	54.430 52.286	536.00	66987V-10-9 NVS	2.67 0.00
300	PEPSICO INC	18,240.00 17,961.00	60.800 59.870	279.00	713448-10-8 PEP	2.96 0.00
1,000	POWERSHARES WILDERH CLEAN EN FD	11,000.00 21,480.92	11.000 21.481	10,480.92-	73935X-50-0 PBW	0.00 0.00
1,000	POWERSHARES WATER PT FD	16,860.00 19,733.00	16.860 19.733	2,873.00-	73935X-57-5 PHO	1.72 0.00
150	PRAXAIR INC	12,046.50 8,042.15	80.310 53.614	4,004.35	74005P-10-4 PX	1.99 0.00
250	SAP AG-SPONSORED ADR	11,702.50 13,438.00	46.810 53.752	1,735.50-	803054-20-4 SAP	2.37 0.00
281	SPRINT NEXTEL CORP	1,028.46 5,631.84	3.660 20.042	4,603.38-	852061-10-0 S	0.00 0.00
668	STARBUCKS CORP	15,404.08 16,647.53	23.060 24.921	1,243.45-	855244-10-9 SBUX	0.00 0.00
915	STRYKER CORP	46,088.55 44,537.17	50.370 48.675	1,551.38	863667-10-1 SYK	1.19 0.00
140	SUNPOWER CORP-CLASS A	3,315.20 10,527.23	23.680 75.195	7,212.03-	867652-10-9 SPWRA	0.00 0.00
142	SYSO CORP	3,967.48 4,245.37	27.940 29.897	277.89-	871829-10-7 SYO	3.58 0.00



THE PRIVATE BANK
COLORADO STATE BANK AND TRUST

P.O. Box 1270 | Tulsa, OK 74101-1270

STATEMENT OF ASSETS
AS OF 12/31/09

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ACCOUNT NO. 9 RH BROWN FOUNDATION COMBINED

UNITS

	MARKET VALUE COST BASIS	MARKET PRICE COST/UNIT	UNREALIZED GAIN/LOSS	ACCRUED INC EST. ANNUAL	SEC NUMB TICKER	YLD MKT YLD MAT
200 TEXAS INSTRUMENTS INC	5,212.00 6,248.00	26.060 31.240	1,036.00-	.00 96	882508-10-4 TXN	1.84 0.00
312 UNITED PARCEL SERVICE-CL B	17,899.44 22,370.40	57.370 71.700	4,470.96-	.00 561	911312-10-6 UPS	3.14 0.00
1,651 VERIZON COMMUNICATIONS INC	54,697.63 57,042.16	33.130 34.550	2,344.53-	.00 3,136	92343V-10-4 VZ	5.73 0.00
408 WELLPOINT INC	23,782.32 26,514.60	58.290 64.987	2,732.28-	.00 0	94973V-10-7 WLP	0.00 0.00
634 WESTERN UNION CO	11,950.90 11,007.95	18.850 17.363	942.95	.00 38	959802-10-9 WU	0.32 0.00
TOTAL COMMON STOCK	1,254,106.67 1,143,788.17		110,318.50	688.91 23,129		1.85

EQUITY FUNDS

2,890.820 WM BLAIR INTL GROWTH-I	FD#1747	54,781.04 75,000.00	18.950 25.944	20,218.96-	.00 459	093001-77-4 BIGIX	0.84 0.00
1,600.512 COLUMBIA MIDCAP VALUE-Z	FD#0983	17,733.67 25,000.00	11.080 15.620	7,266.33-	.00 160	19765J-83-0 NAMAX	0.90 0.00
19,402.884 WINSLOW GREEN GROWTH FD	FD#1785	261,356.85 325,394.17	13.470 16.770	64,037.32-	.00 0	742935-27-3 WGGFX	0.00 0.00
12,383.018 VANGUARD DEV MKTS INDX-INV	FD#0227	118,010.16 130,000.00	9.530 10.498	11,989.84-	.00 1,349	921909-70-1 VDMIX	1.14 0.00
3,840.802 VANGUARD SM CP VAL INDX-INST	FD#0865	50,276.10 60,000.00	13.090 15.622	9,723.90-	.00 1,021	922908-78-5 VSIIX	2.03 0.00
5,211.225 VANGUARD MID CAP INDX-INSTL	FD#0864	85,464.09 95,000.00	16.400 18.230	9,535.91-	.00 1,068	922908-83-5 VMCIX	1.25 0.00
1,246.439 VANGUARD GRWTH INDX-INSTL	FD#0868	34,052.71 35,000.00	27.320 28.080	947.29-	.00 410	922908-86-8 VIGIX	1.20 0.00
1,962.037 VANGUARD SM CAP INDX-INSTL	FD#0857	53,956.02 60,000.00	27.500 30.580	6,043.98-	.00 631	922908-87-6 VSCIX	1.17 0.00



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STATEMENT OF ASSETS
AS OF 12/31/09

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ACCOUNT NO. [REDACTED] RH BROWN FOUNDATION COMBINED

UNITS

	MARKET VALUE COST BASIS	MARKET PRICE COST/UNIT	UNREALIZED GAIN/LOSS	ACCRUED INC EST. ANNUAL	SEC NUMB TICKER	YLD MKT YLD MAT
TOTAL EQUITY FUNDS	675,630.64 805,394.17		129,763.53-	.00 5,098		0.76
TOTAL EQUITIES	1,929,737.31 1,949,182.34		19,445.03-	688.91 28,227		1.46
TOTAL ASSETS (EXCLUDING CASH)	4,508,557.39 4,560,945.73		52,388.34-	13,060.41 80,685		
CASH						
INCOME CASH	717,039.88 717,039.88			.00 0		0.00
PRINCIPAL CASH	717,039.88- 717,039.88-			.00 0		0.00
TOTAL CASH	.00 .00			.00 0		
TOTAL ACCOUNT VALUE	4,508,557.39 4,560,945.73		52,388.34-	13,060.41 80,685		

Schedule D Detail of Long-term Capital Gains and Losses

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Ruth H. Brown 2009 Grants

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Educational:

Miss Porter's School (\$3,000) 60 Main St., Farmington, CT 06032

Canyonlands Field Institute (Aspen) March 7

Cultural:

Creede Repertory Theater (\$5,000) 124 N. Main St., Creede, CO 81130

Aspen Music Festival and School (\$5,000) 2 Music School Rd, Aspen, CO 81611

Medical:

Aspen Medical Foundation (\$5,000) P.O. Box 1639, Aspen, CO 81612

Rio Grande Hospital (\$5,000) 0310 Co Rd 14, Del Norte, CO 81132

Recreational:

Aspen Junior Hockey (\$500) P.O. Box 3390, Aspen, CO 81612

Environmental:

Flux Farm (\$10,000) P.O. Box 967, Carbondale, CO 81623

Ruth H. Brown Foundation 2009 Grants- Environmental

Aspen Center For Environmental Studies (\$6,000) 100 Puppy Smith St, Aspen, CO 81611

Aspen Public Radio (\$1,000) 100 E. Hallam St. #134, Aspen, CO 81611

Brattleboro Climate Protection (\$1,000) 230 Main St #202, Brattleboro. VT 05301

Canyonlands Field Institute (\$2,500) P.O. Box 68, Moab, U 84532

Canyonlands Recycling (\$4,000) P.O. Box 97, Moab, UT 84532

Colorado Environmental Coalition (\$1,000) 1536 Wynkoop St #5C, Denver, CO 80202

Community Rebuilds (\$5,000) 548 Locust Lane, Moab, UT 84532

Colorado Rocky Mountain School (\$5,000) 1493 Co Rd #106, Carbondale, CO 81623

Colorado Wild (\$2,000) P.O. Box 2434, Durango,, CO 81302

Durango Nature Studies (\$3,000) P.O. Box 3808, Durango, CO 81302

Eco Flight (\$1,000) 307 L Aspen ABC, Aspen,. CO 81611

Environment Northeast (\$2,500) P.O. Box 313, Rockport, ME 04856

Four Winds Nature Institute (\$1,000) 4 Casey Rd, Chittenden, VT 05737

Grand Canyon rust (\$2,500) 390 Castle Creek , Moab, UT 84532

Great Old Broads (\$10,000) P.O. Box 2924, Durango, CO 81302

High Country News Foundation (\$2,000) P.O. Box 1090, Paonia, CO 81428

La Plata Open Space (\$3,000) P.O. Box 1651, Durango, CO 81302

Multicultural Center Park Program (\$2,500) P.O. Box 50, Moab, UT 84532

The Nature Conservancy (\$2,000) 27 State St, Suite 4, Montpelier, VT 05602

The Nature Conservancy (\$12,000) 1522 K St, NW, Washington DC, 20005

New England Coalition (\$5,000) P.O. 545, Brattleboro, VT 05302

Orion Society (\$2,000) 187 Main St, Great Barrington, MA 01230

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Population Connection (\$2,000) 2120 L St NW #500, Washington DC, 20037
Re-cycle Creede (\$5,000) P.O. Box 245, Creede, CO 81130
Red Rock Forests (\$5,000) 90 W. Center St, Moab, UT 84532
Rio Grand Headwaters Land Trust (\$2,000) P.O. Box 189, Monte Vista, CO 81144
Rural Vermont (\$1,000) 15 Barre St #2, Montpelier, VT 05602
San Juan Mountain Association (\$2,000) P.O. Box 2261, Durango, CO 81302
San Juan Citizens Alliance (\$2,000) P.O. Box 2461, Durango, CO 91302
San Luis Valley Ecosystem (\$2,000) P.O. Box 223, Alamosa, CO 81101
Solar Energy (\$1,000) P.O. Box 715, Carbondale, CO 81623
Southern Utah Wilderness Ass (\$5,000) P.O. Box 968 Moab, UT 84532
Univ of VT Sustainable Agriculture (\$1,000) 106 High Point Center #300, Burlington, VT 05446
Vermont Citizens Awareness (\$1,000) P.O. Box 83, Shelburne Falls, MA 01370
Vermont Natural Resources Council (\$2,000) 9 Bailey Ave, Montpelier, VT 05602
Vermont Public Interest Research (\$2,500) 141 Main St. #6, Montpelier, VT 05602
Vermont Wilderness School (\$1,000) P.O. Box 2585, Brattleboro, VT 05303
Wabi Sabi (\$1,000) 145 West 200 South #6, Moab, UT 84532
Western Colorado Congress (\$5,000) P.O. Box 472, Montrose, CO 81402
The Wilderness Society (\$2,000) P.O. Box 1620, Durango, CO 81302
Youth Garden (\$2,500) 530 South 400 East, Moab, UT 84532

Total \$155,000