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Return of Private Foundation

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

Depar	tment	of the ireasury (Freated as a Privat be able to use a copy of this			rting requirements.	2009
_			1, 2009	, and endin		APR 30, 2010	
		all that apply Initial return Amended return	Initial return of a fo	•	_	Final return Name change	
li	the label.	RS Name of foundation		,·		A Employer identification 22–6083927	number
or	rint type	/ I W IIIII II II II I	elivered to street address)	Roo	om/suite	8 Telephone number (856) 794-4	4628
See Instr H C	uctio	I GILV OF LOWIT, STATE, AND ZIP COUR	xempt private foundation			C If exemption application is pe D 1. Foreign organizations, 2. Foreign organizations mee check here and attach con	check here
	ır ma	ction 4947(a)(1) nonexempt charitable trust rket value of all assets at end of year J Accounti	Other taxable private foundaing method Cash	X Accrual		E If private foundation state under section 507(b)(1)(us was terminated A), check here
_	\$	3,947,822. (Part I, colu	her (specify) mn (d) must be on cash i	pasis.)		F If the foundation is in a 6 under section 507(b)(1)(B), check here
Pa		(The total of amounts in columns (b), (c), and (d) may not necessanly equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net invest income	ment	(c) Adjusted net income	(d) Disbursements for chantable purposes (cash basis only)
		Contributions, grifts, grants, etc , received Check X if the foundation is not required to attach Sch. B	0.				
	3 4	Interest on savings and temporary cash investments Dividends and interest from securities	8,948.	8,	4. 948.		STATEMENT 1 STATEMENT 2
	-	Gross rents Net rental income or (loss)					
Revenue	6a b	Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	<21.	>			
Reve		Capital gain net income (from Part IV, line 2) Net short-term-capital gain VED Income modifications EIVED			0.	N/A	
	b	Gross sales less returns and allowances Less Cost of goods sold 7 2010 Gross profit or (loss)		1.74	.1 11.		
II 2010	11	Other income Total. Add lines_1 through 11. UT	8,931.	8,	952.	8,952.	
EP %	13 14 15	Compensation of officers, directors, trustees, etc Other employee salaries and wages Pension plans, employee benefits	0.		0.	0.	0.
NED (Expense	b	Legal fees Accounting fees STMT 3 Other professional fees	1,195.	1,	195.	0.	0.
Operating and Administrative Expenses	17 18 19	Interest Taxes Depreciation and depletion					······································
nd Admii	20 21 22	Occupancy Travel, conferences, and meetings Printing and publications					
ating a	23	Other expenses STMT 4 Total operating and administrative	109.		109.	0.	0.
Opera	25	expenses. Add lines 13 through 23 Contributions, gifts, grants paid	1,304. 173,460.	1,	304.	0.	0. 18,460.
		Total expenses and disbursements. Add lines 24 and 25	174,764.	1,	304.	0.	18,460.
	а	Subtract line 26 from line 12 Excess of revenue over expenses and disbursements Net investment income (if negative, enter -0-)	<165,833.		648.		
9235	C	Adjusted net income (if negative, enter-0-)				8,952.	Form 000 DE (0000)

1 Cash - non-interest-bearing 2 Savings and temporary cash investments 3 Accounts receivable ► Less allowance for doubtful accounts ← Less allowance full accounts ← Less allowance for doubtful accounts ← Less allowance full accounts ← Less allowance full accounts ← Less allowance for doubtful accounts ← Less allowance full accounts ← Less allowance full accounts ← Less allowance full accounts ← Less allo	-	·····	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of	year
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23 Total liabilities (add lines 17 through 22) Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. Unrestricted 25 Temporarily restricted Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances 1 Total liabilities and net assets/fund balances 1 Total net assets or fund balances at beginning of year - Part III, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) Enter amount from Part I, line 27a 3 Cher increases not included in line 2 (itemize) ADJUSTMENT FOR GRANTS 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ADJUSTMENT FOR GRANTS 5 Decreases not included in line 2 (itemize) 5 Constitution (b), line 30 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part III, column (b), line 30 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part III, column (b), line 30 6 Retained earnings, accumulated in line 2 (itemize) 10 column (b), line 30 7 Capital stock, trust principal end of year (line 4 minus line 5) - Part III, column (b), line 30 7 Capital stock, trust principal end of year (line 4 minus line 5) - Part III, column (b), line 30 8 Capital end of year (line 4 minus line 5) - Part III, column (b), line 30 8 Capital end of year (line 4 minus line 5) - Part III, column (b), line 30 8 Capital end of year (line 4 minus line 5) - Part III, column (b), line 30 8 Capital end of year (line 4 minus line 5) - Part III, column (b), line 30 8 Capital end of year (line 4 minus line 5) - Part III, column (b), line 30 8 Capital end of year (line 4 minus line 5) - Part III, column (b), line 30 8 Capital end of year (line 4 minus line 5) - Part III, column (b), line 30 8 Capital end of year (line 4 minus line 5) - Pa	=	22	Other liabilities (describe >			
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31 Total liabilities and net assets/fund balances 8,636,326. 8,626,747. Part III Analysis of Changes in Net Assets or Fund Balances 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		Ι.			0,024,230.	
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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 8,636,326. 2 Enter amount from Part I, line 27a 2 <165,833.	ž	30	Total net assets or fund balances	8,636,326.	8,626,747.	
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(must agree with end-of-year figure reported on prior year's return) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ► ADJUSTMENT FOR GRANTS 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ► 5 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	F	art	Analysis of Changes in Net Assets or Fund B	alances		
(must agree with end-of-year figure reported on prior year's return) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ► ADJUSTMENT FOR GRANTS 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ► 5 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1	Tota	I net assets or fund balances at beginning of year - Part II column (a) line	30		
2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ► ADJUSTMENT FOR GRANTS 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ► 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 2 <165,833.> 3 156,254. 4 8,626,747. 5 0.	•				1	8,636,326.
3 Other increases not included in line 2 (itemize) ► ADJUSTMENT FOR GRANTS 4 Add lines 1, 2, and 3 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 8,626,747.	2	-	•		→	
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6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 6 8, 626, 747.	-					
	-			olumn /h\ line 20		
	<u>. </u>	1018	in not assets or runio balances at end or year time 4 milios line 5) - Part II, C	oranini (D), iiiio 30		Form 990-PF (2009)

Form 990-PF (2009)

P	art IV Capital Gains	and Los	sses for Tax on In	<u>vestment</u>	Income						
			d(s) of property sold (e g r common stock, 200 shs		•	` P	low acc - Purch - Donat	ase '	:) Date a (mo , da		(d) Date sold (mo , day, yr)
1a	.27 AOL						Í	?			12/10/09
b											
C						ļ					
<u>d</u>		····				 				-	
<u>e</u>		40.5							45.0		<u></u>
	(e) Gross sales price	(1)	epreciation allowed (or allowable)		t or other basis opense of sale		=			in or (loss (f) minus	(g)
<u>a</u>						27.					<21.
<u>b</u>					 .						
_ <u>d</u>					 						
	Complete only for assets showing	I NO DAIN IN C	olumn (h) and owned by t	he foundation	on 12/31/69			(1) (Sains (Co	ol (h) gain	minus
_) Adjusted basis		cess of col (I)			còl (k), but n	ot less tha	n -0-) or
	(i) F M V as of 12/31/69	, ,,	as of 12/31/69		col (j), if any	- 1			Losses (from col	(h))
a				····							<21.
b											
C								·			
e											
2	Capital gain net income or (net ca	apital loss)	If gain, also enter If (loss), enter -0-	in Part I, line i	7 7	}	2				<21.
3	Net short-term capital gain or (los	ss) as defin	`								
	If gain, also enter in Part I, line 8, If (loss), enter -0- in Part I, line 8	column (c		u (0)		}	3				<21.
P	Part V Qualification U	Inder S	ection 4940(e) for	Reduced	Tax on Net	t Inv	estm	ent Inco	me		
_	or optional use by domestic private										
(10	optional add by domostic private	0 1001100010	110 000,000 10 1110 000,001	o total tax on			٠,				
If s	section 4940(d)(2) applies, leave t	his part bla	nk								
Wa	as the foundation liable for the sec	tion 4942 t	ax on the distributable am	ount of any ye	ar in the base pe	riod?					Yes X No
<u> 1f "</u>	Yes," the foundation does not qua	lify under s	ection 4940(e) Do not co	mplete this pa	rt						
<u>1</u>	Enter the appropriate amount in	each colun	nn for each year, see instru	uctions before	making any entri	ies			,		- 7.0
	(a) Base period years		(b)			(C))				(d) bution ratio
_	Calendar year (or tax year beginni	ing in)	Adjusted qualifying dist		Net value of no					col (b) di	vided by col (c))
	2008			7,776.				7,928.	+		.092118
_	2007			8,587.				7,605			.056506
_	2006			5,417.				1,565.			.024366
_	2005			3,851. 7,265.		_		6,938. 6,218.			.038081
_	2004			1,203.			, 800	0,210.	<u>'</u>		.030001
^	Total of line 4, solume (d)								,		.256462
	Total of line 1, column (d) Average distribution ratio for the	E-vear bac	a named - duuda tha total e	on line 2 by 5	or by the numbe	r of w	aare		2		•230102
J	the foundation has been in existe	•)	or by the numbe	i oi ye	7415		3		.051292
	the ionitration has been in existe	1100 11 1033	tilati 5 years								
4	Enter the net value of noncharita	ble-use ass	ets for 2009 from Part X,	line 5					4		3,364,583.
5 Multiply line 4 by line 3				5		_172,576.					
6	Enter 1% of net investment inco	me (1% of	Part I, line 27b)						6		
7	Add lines 5 and 6								7		172,652.
8	Enter qualifying distributions fro	m Part XII,	line 4						8		173,460.
	If line 8 is equal to or greater tha See the Part VI instructions	n line 7, ch	eck the box in Part VI, line	1b, and comp	olete that part usi	ng a 1	1% tax r	ate			

Part VI Excise Tax Based on Investme	nt Income (Section 494	0(a), 4940(b). 4940(e), or 4948	- see in	stru	ctio	ns)
1a Exempt operating foundations described in section 4940	- · - ·		ì	T			
Date of ruling or determination letter							
b Domestic foundations that meet the section 4940(e) requ			1	Ī			76
of Part I, line 27b				1	••••	**********	
c All other domestic foundations enter 2% of line 27b Exe	mot foreign organizations enter 49	6 of Part L line 12 col (b)	J				
2 Tax under section 511 (domestic section 4947(a)(1) trus				1			(
3 Add lines 1 and 2	,		3				7(
4 Subtitle A (income) tax (domestic section 4947(a)(1) tru	sts and taxable foundations only (Others enter -O-)	4	1			
5 Tax based on investment income. Subtract line 4 from		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	5				7
6 Credits/Payments	0: 11 2010 01 1000, 01101	•		1			
a 2009 estimated tax payments and 2008 overpayment cre	edited to 2009	6a	216.				
b Exempt foreign organizations - tax withheld at source	control to 2000	6b					
c Tax paid with application for extension of time to file (For	rm 8868)	6c					
	0000)	64					
d Backup withholding erroneously withheld 7 Total credits and payments Add lines 6a through 6d		00	7	1		2	1
	nock hore from 2220 is att	nchad	8	<u> </u>			Ť
		iciicu	▶ 9	-		-	_
Tax due. If the total of lines 5 and 8 is more than line 7,Overpayment. If line 7 is more than the total of lines 5 ai			10	+		1	4
1 Enter the amount of line 10 to be Credited to 2010 estin		140 - Refu		+			_
Part VII-A Statements Regarding Activ		2 2 0 0 111019	11404 - 11	<u> </u>			
1a During the tax year, did the foundation attempt to influen		slation or did it narticipate or	intervene in			Yes	П
any political campaign?	ice any national, state, or local log.	siation of old it participate of		ľ	1a		Ť
b Did it spend more than \$100 during the year (either dire	cthy or indirectly) for political purpo	oses /see instructions for def	inition\2	t	1b		T
If the answer is "Yes" to 1a or 1b, attach a detailed				ļ-			
distributed by the foundation in connection with ti		a copies of any materials	paciionea or				
c Did the foundation file Form 1120-POL for this year?	re activities.			ĺ	10		
d Enter the amount (if any) of tax on political expenditures	/section 4955) imposed during th	A VA3r		l l			\vdash
· · · · · · · · · · · · · · · · · · ·	0 • (2) On foundation manager		0.				1
e Enter the reimbursement (if any) paid by the foundation							
managers > \$ 0.	during the year for political expent	illure (ax imposed on round)	111011				
2 Has the foundation engaged in any activities that have no	ot previously been reported to the	1992			2		1
If "Yes," attach a detailed description of the activities	•			<u> </u>			t
		instrument articles of incor	noration or				
3 Has the foundation made any changes, not previously re			poration, or		3		1
bylaws, or other similar instruments? If "Yes," attach a				}	4a		t
4a Did the foundation have unrelated business gross incom		al r	,	N/A	4b		t
b If "Yes," has it filed a tax return on Form 990-T for this ye		•	•	"'A		-	t
5 Was there a liquidation, termination, dissolution, or subs		,		-	5		╁┈
If "Yes," attach the statement required by General							
6 Are the requirements of section 508(e) (relating to section	ons 4941 through 4945) satisfied (eitner					
By language in the governing instrument, or		4 4 41 . 4 61 . 4		ľ			1
By state legislation that effectively amends the govern	ing instrument so that no mandato	ry directions that conflict wil	in the state law		_	v	1
remain in the governing instrument?				}	<u> </u>	X	╁
7 Did the foundation have at least \$5,000 in assets at any	time during the year?			-	7		╬
If "Yes," complete Part II, col. (c), and Part XV.				j			
8a Enter the states to which the foundation reports or with	which it is registered (see instructi	ons) -		l			1
NJ							
b If the answer is "Yes" to line 7, has the foundation furnis	· ·	Attorney General (or designa	ite)				1
of each state as required by General Instruction G? It	f "No," attach explanation			ļ.	8b	X	1
9 Is the foundation claiming status as a private operating			(5) for calendar	į		•	1
year 2009 or the taxable year beginning in 2009 (see in	structions for Part XIV)? If "Yes,"	complete Part XIV		ļ	9_	<u> </u>	+
10 Did any persons become substantial contributors during	the tax year? If "Yes " attach a sched	tule listing their names and addre			10	l .	1

·orm	1990-PF (2009) THE BROWN FOUNDATION 22-608	<u> 3927</u>		ayeu
Pa	rt 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		<u>X</u>
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before		- 1	
	August 17, 2008?	12		<u>X</u>
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 ► THE BROWN FOUNDATION Telephone no. ► (856)	794-	-46	28
	Located at ▶71 W. PARK AVENUE, VINELAND, NEW JERSEY ZIP+4 ▶0	8360		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			
	and enter the amount of tax-exempt interest received or accrued during the year	N,	/A	
Pa	rt VII-B Statements Regarding Activities for Which Form 4720 May Be Required			
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)	1 1		
	a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(5) Transfer any income or assets to a disqualified person (or make any of either available			
	for the benefit or use of a disqualified person)?			
	(6) Agree to pay money or property to a government official? (Exception. Check "No"	[1	
	if the foundation agreed to make a grant to or to employ the official for a period after	[
	termination of government service, if terminating within 90 days)			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations			
	section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? N/A	1ь [1	
	Organizations relying on a current notice regarding disaster assistance check here			
c	E 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?	10	Ì	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation	1		
-	defined in section 4942(j)(3) or 4942(j)(5))			
я	1 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			
Ī	before 2009?			
	If "Yes," list the years \(\bigs\),			
H	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 instructions) N/A	2b	1	
c	: If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here			
32	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
•	during the year?			
ŀ	16 "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.) N/A	3b	1	
4:	a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that			·········
٠	had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		Х
	the transfer of the transfer of an are and as an are the page page 1 and 2 and			<u> </u>

Form 990-PF (2009) THE BROWN FOUNDATION			22- <u>60839</u>	27 Page 6
Part VII-B Statements Regarding Activities for Which F	orm 4720 May Be F	Required (contin	ued)	
	a 4945(e))? If to carry on, directly or indirectly or described in section. It is the exceptions described in the exceptions described in the tax because it maintaly.	ectly, Ye Ye Ye Ye Ye In Regulations	ued) S X No S X No S X No S X No	5b
 If "Yes," attach the statement required by Regulations section 53.4945 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pa personal benefit contract? b Did the foundation, during the year, pay premiums, directly or indirectly, on a pif "Yes" to 6b, file Form 8870. 7a At any time during the tax year, was the foundation a party to a prohibited tax significant by the foundation receive any proceeds or have any net income attributed. Part VIII Information About Officers, Directors, Trustor Paid Employees, and Contractors 	s X No	6b X		
List all officers, directors, trustees, foundation managers and their officers.				
(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 6		0.	0.	0.
2 Compensation of five highest-paid employees (other than those inc	luded on line 1). 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				
				<u> </u>
Total number of other employees paid over \$50,000			>	0

Form 990-PF (2009)

▶

All other program-related investments. See instructions

Total. Add lines 1 through 3

Page 8

P	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations	ndations	s, see instructions.)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
а	Average monthly fair market value of securities SEE RLDER ATTACHED	1a	3,410,124. 5,696.
b	Average of monthly cash balances SEE RIDER ATTACHED	1b	5,696.
C	Fair market value of all other assets	10	
d	Total (add lines 1a, b, and c)	10	3,415,820.
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	3,415,820.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	51,237.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	3,364,583.
6	Minimum investment return. Enter 5% of line 5	6	168,229.
P	Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations are foreign organizations check here and do not complete this part)	nd certain	1
1	Minimum investment return from Part X, line 6	1	168,229.
2a	Tax on investment income for 2009 from Part VI, line 5		
b	Income tax for 2009 (This does not include the tax from Part VI) 2b		
C	Add lines 2a and 2b	2c	76. 168,153.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	168,153.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	168,153.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	168,153.
P	art XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	173,460.
þ	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
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	173,460.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment		
	income Enter 1% of Part I, line 27b	5	76.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	173,384.
	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

Form **990-PF** (2009)

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,			111 111 1111 1111 1111 1111 1111 1111 1111	
line 7				168,153.
2 Undistributed Income, if any, as of the end of 2009				
a Enter amount for 2008 only			171,996.	
b Total for prior years.				
,		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 ►\$ 173,460.				
a Applied to 2008, but not more than line 2a			171,996.	1. '''
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				1,464.
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:				
2 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 instr			0.	
f Undistributed income for 2009 Subtract		,	,	
lines 4d and 5 from line 1. This amount must				
be distributed in 2010		**************************************	** H.:	166,689.
7 Amounts treated as distributions out of	·		,	
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3)	0.		, , , , , , , , , , , , , , , , , , ,	
8 Excess distributions carryover from 2004	'	, , ,		
not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010.			٠	
Subtract lines 7 and 8 from line 6a	0.		<u>//</u> ////	
0 Analysis of line 9				
a Excess from 2005	1		;	
b Excess from 2006			3	
c Excess from 2007			į	
d Excess from 2008	1			
e Excess from 2009	<u> </u>		,	

a If the foundation has received a ruling or d	etermination letter th	at it is a private operating			
foundation, and the ruling is effective for 2	009, enter the date of	f the ruling	▶		
b Check box to indicate whether the foundat	on is a private operat	ting foundation described		4942(j)(3) or49	942(J)(5)
a Enter the lesser of the adjusted net	Tax year		Prior 3 years	·	
income from Part I or the minimum	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
investment return from Part X for					
each year listed		<u></u>			
b 85% of line 2a					
c Qualifying distributions from Part XII,			1		
line 4 for each year listed	<u> </u>		<u> </u>		
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					
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 Inform			, if the foundation	n had \$5,000 or m	ore in assets
at any time during the	e year-see the	instructions.)			
Information Regarding Foundation	Managers:				
a List any managers of the foundation who			ntributions received by ti	ne foundation before the clo	se of any tax
year (but only if they have contributed mo	re than \$5,000) (See	section 507(d)(2))			
EE STATEMENT 7					
b List any managers of the foundation who			n (or an equally large poi	tion of the ownership of a p	artnership or
other entity) of which the foundation has a	10% or greater inter	rest			
ONE					
Information Regarding Contribution					
Check here 🕨 🗓 if the foundation onl					
the foundation makes gifts, grants, etc. (s.	e instructions) to inc	dividuals or organizations	under other conditions,	complete items 2a, b, c, an	<u>d d</u>
a The name, address, and telephone number	r of the person to wh	om applications should l	oe addressed		
b The form in which applications should be	submitted and inform	nation and materials they	should include	_	
c Any submission deadlines				-	

3 Grants and Contributions Paid During the Ye	ear or Approved for Future	Payment		
Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of	Purpose of grant or contribution	Amount
·	or substantial contributor	recipient		
a Paid during the year SEE LIST ATTACHED	or substantial contributor	recipient		18,460.
			<u> </u>	10.460
b Approved for future payment NATIONAL MUSEUM OF AMERICAN JEWISH HISTORY 101 SOUTH INDEPENDENCE MALL EAST PHILA, PA 19106			CHARITABLE ENDEAVORS	18,460.
Total			<u>▶ 3b</u>	155,000.

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

Enter gross amounts unless otherwise indicated	Unrelated	Unrelated business income		led by section 512, 513, or 514	(e)	
·	(a) Business code	(b) Amount	(C) Exclu- sion code	(d) Amount	Related or exempt function income	
1 Program service revenue			- CALLE			
a	-	 	\vdash	_		
b	-				 	
c	- 		\vdash			
d	-		├ ──┤			
e	-	· · · · · · · · · · · · · · · · · · ·				
1	-					
g Fees and contracts from government agencies		- ···				
2 Membership dues and assessments		 				
3 Interest on savings and temporary cash						
investments			14	8,948.		
4 Dividends and interest from securities .			14	8,948.		
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			14	<21.	>	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory					. <u></u>	
11 Other revenue		-				
a			l			
b	-	-				
C						
d		· · · · · · · · · · · · · · · · · · ·				
	-		† †			
12 Subtotal Add columns (b), (d), and (e)	-	0.		8,931.	0.	
13 Total. Add line 12, columns (b), (d), and (e)	<u> </u>				8,931.	
(See worksheet in line 13 instructions to verify calculations)				· · · -		
Part XVI-B Relationship of Activities Line No. Explain below how each activity for which include the foundation's exempt purposes (other than the foundation). Explain below how each activity for which includes the foundation of the foundation o	come is reported ii	n column (e) of Part XVI-A			nplishment of	
923621 02-02-10					Form 990-PF (2009)	

THE BROWN FOUNDATION Form 990-PF (2009) 22-6083927 Page 13 Information Regarding Transfers To and Transactions and Relationships With Noncharitable **Exempt Organizations** Yes No Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash 1a(1) X (2) Other assets 1a(2) **b** Other transactions (1) Sales of assets to a noncharitable exempt organization 1b(1) X 1b(2) (2) Purchases of assets from a noncharitable exempt organization X (3) Rental of facilities, equipment, or other assets 16(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) c Sharing of facilities, equipment, mailing lists, other assets, or paid employees 10 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 (b) Amount involved (c) Name of noncharitable exempt organization (a) Line no (d) Description of transfers, transactions, and sharing arrangements N/A

2a	Is the	foundation directly or indirect	y affiliated with,	or related to, one	or more tax-exempt	organiza	itions described	d				
	ın sec	tion 501(c) of the Code (other	than section 50	1(c)(3)) or in sect	ion 527?						Yes	X No
b	If "Yes	," complete the following sche	dule									
		(a) Name of orga	inization		(b) Type of organi	zation		(c) Description of relationship				
		N/A										
								•				
	-											
_	_							-				
_					· · · · · · · · · · · · · · · · ·							
	Under p	enalties of perjury, I declars that I ha	we examined this r	etum, inclyding acco	mpanying schedules an	nd statemer	nts, and to the be	st of m	y knowledge ar	nd beli	ef, it is true, correct,	
	and con	plete Declaration of preparer (other	than taxperyer or fi	duciary) is based on	all information of which	preparer ha	as any knowledge	•				
		12111	11-1	12111	1/1 09-0	4-10	MA	VAC	FER			
Here	Sign	gnature of officer or trustee	- L /		Date		Title	,,,				
ĬΪ		Preparer's	1.7			Dat	te	Chec	k rf	\Box	Preparer's identifying	number
Sign	ars aly	signature	2 H La			ી છ	سے اسے 2 - 1	self-	loved 🕨 🗌	$\neg \bot$		
ري ا	Paid parer e Onl	Firm's name (or yours ARCH	ER & GR	EINER, P	.C.	18	*			$\frac{1}{2-2}$	2092948	
	rep P	Tilling lights (or yours		STREET,	32ND FLC	OR		h				
- 1	~ ~			~	~ 			- 1				

PHILADELPHIA, PA 19103-7393

Form **990-PF** (2009)

215-963-3300

Phone no

The Brown Foundation, Inc. Form 990 PF Rider to Part XV - Grants and Contributions

<u>Date</u>	Name/Address	<u>Purpose</u>	<u>Amount</u>
5/14/09	Beth Israel Congregation 1015 E. Park Avenue Vineland, NJ 08360	Charitable Endeavors	50 00
5/27/09	Beth Israel Congregation 1015 E. Park Avenue Vineland, NJ 08360	Charitable Endeavors	50.00
5/27/09	Beth Israel Congregation 1015 E Park Avenue Vineland, NJ 08360	Charitable Endeavors	25.00
5/29/09	Cumberland Cape Atlantic YMCA 1159 East Landis Avenue Vineland, NJ 08360	Charitable Endeavors	5,000.00
6/14/09	Chrohns & Colitis Foundation of America 386 Park Avenue South, 17th FI New York, NY 10016	Charitable Endeavors	500.00
6/22/09	Beth Judah Library Fund 700 North Swarthmore Avenue Ventnor, NJ 08406	Charitable Endeavors	50 00
6/29/09	Wheaton Arts 1501 Glasstown Road Millville, NJ 08332	Charitable Endeavors	1,000 00
6/29/09	Chrohns & Colitis Foundation of America 386 Park Avenue South, 17th FI New York, NY 10016	Charitable Endeavors	100.00
7/17/09	Longport Lifeguard Fund 2305 Atlantic Avenue Longport, NJ 08403	Charitable Endeavors	25.00
8/10/2009	Beth Israel Congregation 1015 E. Park Avenue Vineland, NJ 08360	Charitable Endeavors	25 00
		Forward	6,825.00

The Brown Foundation, Inc. Form 990 PF Rider to Part XV - Grants and Contributions

<u>Date</u>	Name/Address	Purpose_	<u>Amount</u>
		Forward	6,825.00
8/17/09	Dr. Gregory B. Lanpher Charitable Fund c/o Daniel L. Carn, Esquire 221 W. Philadelphia Street York, PA 17403	Charitable Endeavors	100.00
8/18/09	Beth Israel Congregation 1015 E. Park Avenue Vineland, NJ 08360	Charitable Endeavors	100 00
8/28/09	The Elwyn Institute 1667 E. Landis Avenue Vineland, NJ 08361	Charitable Endeavors	1,000.00
8/31/09	Beth Israel Congregation 1015 E. Park Avenue Vineland, NJ 08360	Charitable Endeavors	200 00
9/3/09	Rabbi Kahn	Charitable Endeavors	500.00
9/25/09	Beth Israel Congregation 1015 E Park Avenue Vineland, NJ 08360	Charitable Endeavors	3,000 00
10/8/09	Chevra Kadisha of Alliance 970 Gershall Avenue Noram, NJ 08347	Charitable Endeavors	200 00
11/20/09	Cumberland Cape Atlantic YMCA 1159 East Landis Avenue Vineland, NJ 08360	Charitable Endeavors	5,000 00
12/4/09	Beth Israel Congregation 1015 E Park Avenue Vineland, NJ 08360	Charitable Endeavors	50.00
1/15/10	Special Olympic New Jersey 3 Princess Road Lawrenceville, NJ 08648	Charitable Endeavors	25 00
		Forward	17,000.00

The Brown Foundation, Inc Form 990 PF Rider to Part XV - Grants and Contributions

<u>Date</u>	Name/Address	<u>Purpose</u>	<u>Amount</u>
		Forward	17,000.00
1/15/10	Friends of Morse Life 4847 Fred Gladstone Drive West Palm Beach, FL 33417	Charitable Endeavors	150 00
1/25/10	The Leukemia & Lymphoma Society P.O. Box 4072 Pittsfield, MA 01202	Charitable Endeavors	100.00
2/5/10	Cumberland County College P O Box 1500 3322 College Drive Vineland, NJ 08362	Charitable Endeavors	200 00
3/8/10	Beth Israel Congregation 1015 E. Park Avenue Vineland, NJ 08360	Charitable Endeavors	50.00
3/22/09	Beth Israel Congregation 1015 E Park Avenue Vineland, NJ 08360	Charitable Endeavors	100.00
3/22/10	Beth Israel Congregation 1015 E. Park Avenue Vineland, NJ 08360	Charitable Endeavors	50 00
3/26/10	The Council for a Beautiful Israel c/o Linda Lese 136 East 57th Str , Suite 1205 New York, NY 10022	Charitable Endeavors	250.00
4/2/10	Chabad of the Rivertowns 303 Broadway Dobbs Ferry, NY 10522	Charitable Endeavors	360.00
4/2/2010	Womens League for Conservative Judaism 475 Riverside Drive, Suite 820 New York, NY 10015	Charitable Endeavors	100.00
		Forward	18,360.00

The Brown Foundation, Inc. Form 990 PF Rider to Part XV - Grants and Contributions

<u>Date</u>	Name/Address	<u>Purpose</u>	<u>Amount</u>
		Forward	18,360.00
4/2/10	Hebrew Women Benevolent Society 1868 Kings Road Vineland, NJ 08361	Charitable Endeavors	100 00
	Total Carried to Main Schedule		18,460 00

FORM 990-PF INTEREST ON SAVI	NGS AND TE	MPORARY C	ASH IN	IVESTMENTS	ST	ATEMENT	1
SOURCE						AMOUNT	
SUN NATIONAL BANK							4.
TOTAL TO FORM 990-PF, PART I,	LINE 3, C	OLUMN A					4.
FORM 990-PF DIVIDEND	S AND INTE	REST FROM	SECUF	RITIES	ST	ATEMENT	2
SOURCE	GROS	s amount		TAL GAINS	C	OLUMN (A AMOUNT)
E.I. DUPONT JP MORGAN 85003		1,640. 3,388.		0.		1,6	
JP MORGAN 85003 JP MORGAN 99004		100.		0.		1	00.
JP MORGAN CHASE		300.		0.			00.
PROCTER & GAMBLE		3,520.		0.		3,5	_
TOTAL TO FM 990-PF, PART I, I	in 4 	8,948.		0.		8,9	48.
FORM 990-PF	ACCOUNT	ING FEES			ST	ATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INV MENT IN		(C) ADJUSTED NET INCOM		(D) CHARITA PURPOS	
JP MORGAN- CUSTODIAN FEES JP MORGAN- SERVICE FEES	1,186 9		,186.	0.			0.
TO FORM 990-PF, PG 1, LN 16B	1,195	<u> </u>	,195.		0.		0.
FORM 990-PF	OTHER	EXPENSES			ST	ATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS		EST-			(D) CHARITA PURPOS	
SUN NATIONAL BANK - FEES FOREIGN TAX WITHHELD	48		48. 61.		0.		0.
TO FORM 990-PF, PG 1, LN 23	109	•	109.		0.		0.
		_					

FORM 990-PF	CORPORATE STOCK		STATI	EMENT 5	
DESCRIPTION		BOOK VALUI		FAIR MARKET VALUE 3,945,333.	
CORPORATE STOCK		8,624,258			
TOTAL TO FORM 990-PF, PART I	I, LINE 10B	8,624,258.			
	- LIST OF OFFICERS, D S AND FOUNDATION MANA		STAT	EMENT 6	
NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT	
BERNARD A. BROWN 2 NORTHWOOD DRIVE VINELAND, NJ 08360	OFFICER 0.00	0.	0.	0.	
SHIRLEY BROWN 2 NORTHWOOD DRIVE VINELAND, NJ 08360	TRUSTEE 0.00	0.	0.	0.	
IRVIN J. BROWN 71 W. PARK AVENUE VINELAND, NJ 08360	TRUSTEE 0.00	0.	0.	0.	
SIDNEY R. BROWN 71 W. PARK AVENUE VINELAND, NJ 08360	TRUSTEE 0.00	0.	0.	0.	
JEFFREY S. BROWN 71 W. PARK AVENUE VINELAND, NJ 08360	TRUSTEE 0.00	0.	0.	0.	
ANNE E. KOONS 9 NEW LONDON COURT VOORHEES, NJ 08043	TRUSTEE 0.00	0.	0.	0.	
TOTALS INCLUDED ON 990-PF, F	PAGE 6, PART VIII	0.	0.	0.	

FORM 990-PF

PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT

7

NAME OF MANAGER

BERNARD A. BROWN SHIRLEY BROWN

The Brown Foundation Form 990-PF, Rider To Part X - Minimum Investment Return

22-6083927 For Period Ending 4/30/10

Line 1(a) Average Monthly Fair Market Value of Securities

MONTH	BEGINNING OF MONTH	ENDING OF MONTH	<u>AVERAGES</u>
Мау	4,434,644	4,771,264	4,602,954
Jun	4,771,264	3,722,379	4,246,822
Jul	3,722,379	3,278,723	3,500,551
Aug	3,278,723	4,016,381	3,647,552
Sep	4,016,381	3,841,568	3,928,975
Oct	3,841,568	3,024,811	3,433,190
Nov	3,024,811	2,732,528	2,878,670
Dec	2,732,528	2,831,455	2,781,992
Jan	2,831,455	2,865,060	2,848,258
Feb	2,865,060	2,666,042	2,765,551
Mar	2,666,042	2,981,288	2,823,665
Арг	2,981,288	3,945,333	3,463,311
TOTAL			40,921,488
AVERAGE MONTHLY FAIR	3,410,124		

The Brown Foundation Form 990-PF, Rider To Part X - Minimum Investment Return

22-6083927 For Period Ending 4/30/10

Line 1(b) Average Monthly Cash Balances

MONTH	BEGINNING OF MONTH	ENDING OF MONTH	AVERAGES
May	12,041	13,450	12,746
Jun	13,450	8,378	10,914
Jul	8,378	7,279	7,829
Aug	7,279	9,192	8,236
Sep	9,192	7,920	8,556
Oct	7,920	4,720	6,320
Nov	4,720	1,050	2,885
Dec	1,050	1,540	1,295
Jan	1,540	1,534	1,537
Feb	1,534	2,766	2,150
Mar	2,766	3,260	3,013
Apr	3,260	2,489	2,875
TOTAL			68,354
AVERAGE MONTHLY	5,696		