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Return of Private Foundation

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

For calendar year 2009, or tax year beginning MAY 1, 2009, and ending APR 30, 2010

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 THE BROWN FOUNDATION		A Employer identification number 22-6083927
	Number and street (or P O box number if mail is not delivered to street address) 71 W PARK AVENUE	Room/suite	B Telephone number (856) 794-4628
	City or town, state, and ZIP code VINELAND, NJ 08360		C If exemption application is pending, check here ☐
	H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,947,822. (Part I, column (d) must be on cash basis.)		J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐			

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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	0.			
2	Check ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	4.	4.	4.	STATEMENT 1
4	Dividends and interest from securities	8,948.	8,948.	8,948.	STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<21.>			
b	Gross sales price for all assets on line 6a	6.			
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain			N/A	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	8,931.	8,952.	8,952.	
13	Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	1,195.	1,195.	0.	0.
c	Other professional fees				
17	Interest				
18	Taxes				
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	109.	109.	0.	0.
24	Total operating and administrative expenses. Add lines 13 through 23	1,304.	1,304.	0.	0.
25	Contributions, gifts, grants paid	173,460.			18,460.
26	Total expenses and disbursements. Add lines 24 and 25	174,764.	1,304.	0.	18,460.
27	Subtract line 26 from line 12	<165,833.>			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		7,648.		
c	Adjusted net income (if negative, enter -0-)			8,952.	

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Part II Balance Sheets

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

		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	12,041.	2,489.	2,489.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 5	8,624,285.	8,624,258.	3,945,333.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	8,636,326.	8,626,747.	3,947,822.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	8,624,285.	8,624,258.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	12,041.	2,489.		
30 Total net assets or fund balances	8,636,326.	8,626,747.		
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

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.>
3 Other increases not included in line 2 (itemize) ▶ ADJUSTMENT FOR GRANTS	3	156,254.
4 Add lines 1, 2, and 3	4	8,626,747.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,626,747.

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 shs MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a .27 AOL		P		12/10/09
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 6.		27.	<21.>
b			
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			<21.>
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	<21.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	<21.>

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 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 (col (b) divided by col (c))
2008	537,776.	5,837,928.	.092118
2007	518,587.	9,177,605.	.056506
2006	235,417.	9,661,565.	.024366
2005	393,851.	8,676,938.	.045391
2004	297,265.	7,806,218.	.038081

2 Total of line 1, column (d)	2	.256462
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	.051292
4 Enter the net value of noncharitable-use assets 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 income (1% of Part I, line 27b)	6	76.
7 Add lines 5 and 6	7	172,652.
8 Enter qualifying distributions from Part XII, line 4 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	8	173,460.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	76.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (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	76.
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	76.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	216.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	216.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	140.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☒ 140. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a 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 instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ 0. (2) On foundation managers ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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
4a 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, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ NJ		
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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		X

Website address ► N/A

14 The books are in care of ► THE BROWN FOUNDATION Telephone no. ► (856) 794-4628
 Located at ► 71 W. PARK AVENUE, VINELAND, NEW JERSEY ZIP+4 ► 08360

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 ► 15 N/A

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

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

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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ 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)?

N/A

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?

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

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

X

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

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

☐ Yes ☒ No

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

N/A

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.

(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 included 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				

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities SEE RIDER ATTACHED	1a	3,410,124.
b	Average of monthly cash balances SEE RIDER ATTACHED	1b	5,696.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	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.

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	168,229.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	76.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	76.
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.

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	173,460.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
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 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				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.	
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				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. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part 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 LIST ATTACHED				18,460.
Total			3a	18,460.
b Approved for future payment NATIONAL MUSEUM OF AMERICAN JEWISH HISTORY 101 SOUTH INDEPENDENCE MALL EAST PHILA, PA 19106			CHARITABLE ENDEAVORS	155,000.
Total			3b	155,000.

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

- | | | | |
|---|--------------|------------|-----------|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

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

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

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

Sign Here

Signature of officer or trustee

Date _____

Title

Preparer's
signature

Firm's name (or yours
if self-employed),
address, and ZIP code

ARCHER & GREINER, P.C.
1650 MARKET STREET, 32ND FLOOR
PHILADELPHIA, PA 19103-7393

Date _____

V-30-1c

☐ Check if self-employed

Preparer's identifying number

FIN ▶ 22-2092948

Phone no 215-963-3300

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

22-6083927
For Period Ending 4/30/10

<u>Date</u>	<u>Name/Address</u>	<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 Fl 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 Fl 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	<u>25 00</u>
	Forward		6,825.00

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

22-6083927
For Period Ending 4/30/10

<u>Date</u>	<u>Name/Address</u>	<u>Purpose</u>	<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	Chevre 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	<u>25 00</u>
		Forward	17,000.00

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

22-6083927
For Period Ending 4/30/10

<u>Date</u>	<u>Name/Address</u>	<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	<u>100.00</u>
		Forward	18,360.00

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

22-6083927
For Period Ending 4/30/10

<u>Date</u>	<u>Name/Address</u>	<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	<u>100 00</u>
	Total Carried to Main Schedule		<u><u>18,460 00</u></u>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
SUN NATIONAL BANK	4.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
E.I. DUPONT	1,640.	0.	1,640.
JP MORGAN 85003	3,388.	0.	3,388.
JP MORGAN 99004	100.	0.	100.
JP MORGAN CHASE	300.	0.	300.
PROCTER & GAMBLE	3,520.	0.	3,520.
TOTAL TO FM 990-PF, PART I, LN 4	8,948.	0.	8,948.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
JP MORGAN- CUSTODIAN FEES	1,186.	1,186.	0.	0.
JP MORGAN- SERVICE FEES	9.	9.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	1,195.	1,195.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SUN NATIONAL BANK - FEES	48.	48.	0.	0.
FOREIGN TAX WITHHELD	61.	61.	0.	0.
TO FORM 990-PF, PG 1, LN 23	109.	109.	0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE STOCK	8,624,258.	3,945,333.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,624,258.	3,945,333.	

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	6
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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, 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

<u>MONTH</u>	<u>BEGINNING OF MONTH</u>	<u>ENDING OF MONTH</u>	<u>AVERAGES</u>
May	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
Apr	2,981,288	3,945,333	<u>3,463,311</u>
TOTAL			<u>40,921,488</u>
AVERAGE MONTHLY FAIR MARKET VALUE			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

<u>MONTH</u>	<u>BEGINNING OF MONTH</u>	<u>ENDING OF MONTH</u>	<u>AVERAGES</u>
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	<u>2,875</u>
TOTAL			<u><u>68,354</u></u>
AVERAGE MONTHLY CASH VALUE			5,696