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

2010

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 2010, or tax year beginning _____, **2010, and ending** _____

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

The Ruth W. Brown Foundation, Inc. Wilmot L. Harris, Jr., Trustee 170 Mason Street Greenwich, CT 06830	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td>A Employer identification number</td> <td>06-1409590</td> </tr> <tr> <td>B Telephone number (see the instructions)</td> <td>(203) 661-6000</td> </tr> <tr> <td>C If exemption application is pending, check here</td> <td><input type="checkbox"/></td> </tr> <tr> <td>D 1 Foreign organizations, check here</td> <td><input type="checkbox"/></td> </tr> <tr> <td>2 Foreign organizations meeting the 85% test, check here and attach computation</td> <td><input type="checkbox"/></td> </tr> <tr> <td>E If private foundation status was terminated under section 507(b)(1)(A), check here</td> <td><input type="checkbox"/></td> </tr> <tr> <td>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here</td> <td><input type="checkbox"/></td> </tr> </table>	A Employer identification number	06-1409590	B Telephone number (see the instructions)	(203) 661-6000	C If exemption application is pending, check here	<input type="checkbox"/>	D 1 Foreign organizations, check here	<input type="checkbox"/>	2 Foreign organizations meeting the 85% test, check here and attach computation	<input type="checkbox"/>	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"/>
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<p>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</p>															
<p>I Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ 2,979,591.</p>															
<p>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.)</p>															

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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))				
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	68.	68.	68.	
4 Dividends and interest from securities	63,541.	63,541.	63,541.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-99,817.			
b Gross sales price for all assets on line 6a	872,473.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain			0.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
See Statement 1	23,467.			
12 Total. Add lines 1 through 11	-12,741.	63,609.	63,609.	
ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc	45,750.	20,250.	20,250.	25,500.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) See St 2	9,762.	4,393.	4,393.	5,369.
b Accounting fees (attach sch)				
c Other prof fees (attach sch) See St 3	32,589.	16,295.	16,295.	
17 Interest				
18 Taxes (attach schedule)(see instr) See Stm 4	568.			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 5	35.			
24 Total operating and administrative expenses. Add lines 13 through 23	88,704.	40,938.	40,938.	30,869.
25 Contributions, gifts, grants paid Part XV	143,000.			143,000.
26 Total expenses and disbursements. Add lines 24 and 25	231,704.	40,938.	40,938.	173,869.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-244,445.			
b Net investment income (if negative, enter 0)		22,671.		
c Adjusted net income (if negative, enter 0)			22,671.	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)			
		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	125,652.	161,318.	161,318.
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach sch.)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U.S. and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule)	2,563,798.	2,283,687.	2,818,273.
	c	Investments — corporate bonds (attach schedule)			
	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 l)	2,689,450.	2,445,005.	2,979,591.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <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			
	28	Paid-in or capital surplus, or land, building, and equipment fund	2,689,450.	2,445,005.	
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see the instructions)	2,689,450.	2,445,005.		
31	Total liabilities and net assets/fund balances (see the instructions)	2,689,450.	2,445,005.		

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	2,689,450.
2	Enter amount from Part I, line 27a	2	-244,445.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	2,445,005.
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	2,445,005.

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 Capital Gains-See Attached	P	Various	Various
b Capital Losses-See Attached	P	Various	Various
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 379,886.		303,045.	76,841.
b 492,587.		669,245.	-176,658.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			76,841.
b			-176,658.
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	-99,817.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8	3	-99,817.

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))
2009	170,637.	2,395,690.	0.071227
2008	262,293.	3,273,302.	0.080131
2007	227,263.	3,964,870.	0.057319
2006	234,782.	3,758,576.	0.062466
2005	227,650.	3,796,746.	0.059959

2 Total of line 1, column (d)	2	0.331102
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	0.066220
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,451,696.
5 Multiply line 4 by line 3	5	162,351.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	227.
7 Add lines 5 and 6	7	162,578.
8 Enter qualifying distributions from Part XII, line 4	8	173,869.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	227.
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	227.
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	227.
6	Credits/Payments		
a	2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	566.
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	566.
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	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	339.
11	Enter the amount of line 10 to be Credited to 2011 estimated tax 339. Refunded	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
1 b		X
1 c		X
d		
e		
2		X
3		X
4 a		X
4 b		N/A
5		X
6		X
7	X	
8 a		
8 b	X	
9		X
10		X

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Form 990-PF (2010)

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)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ <u>Wilmot L. Harris, Jr.</u> Telephone no. ▶ <u>(203) 661-6000</u> Located at ▶ <u>170 Mason Street, Greenwich, CT CT</u> ZIP + 4 ▶ <u>06830</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 ▶ 15	N/A		N/A
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶		Yes	No
		16		X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input 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"/>	1b	N/A
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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__ .		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see the instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20__ , 20__ , 20__ , 20__		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2010 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 2010.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

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

N/A Yes No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

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? Yes No

5b	N/A
6b	X
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
Wilmot L. Harris, Jr. 170 Mason Street Greenwich, CT 06830	Trustee 3.00	45,000.	0.	0.
Sally C. Harris 170 Mason Street Greenwich, CT 06830	Trustee 1.00	0.	0.	0.
Stuart D. Adelberg 170 Mason Street Greenwich, CT 06830	Trustee 1.00	750.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

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

0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE'.

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	

2	

3	

4	

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

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

	Amount
1 N/A	

2	

All other program-related investments See instructions.	
3	

Total. Add lines 1 through 3 ▶ 0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	2,469,832.
b Average of monthly cash balances	1b	19,199.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	2,489,031.
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	2,489,031.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	37,335.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,451,696.
6 Minimum investment return. Enter 5% of line 5	6	122,585.

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	122,585.
2a Tax on investment income for 2010 from Part VI, line 5	2a	227.
b Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	227.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	122,358.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	122,358.
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	122,358.

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	173,869.
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	173,869.
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	227.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	173,642.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				122,358.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005	40,392.			
b From 2006	56,580.			
c From 2007	33,669.			
d From 2008	99,028.			
e From 2009	51,418.			
f Total of lines 3a through e	281,087.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 173,869.				
a Applied to 2009, but not more than line 2a			0.	
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 2010 distributable amount				122,358.
e Remaining amount distributed out of corpus	51,511.			
5 Excess distributions carryover applied to 2010 (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	332,598.			
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 2009 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	40,392.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	292,206.			
10 Analysis of line 9				
a Excess from 2006	56,580.			
b Excess from 2007	33,669.			
c Excess from 2008	99,028.			
d Excess from 2009	51,418.			
e Excess from 2010	51,511.			

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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon.					
a 'Assets' alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter.					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
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
<i>a Paid during the year</i> See Attached		Public	See Attached	143,000.
Total				▶ 3a 143,000.
<i>b Approved for future payment</i>				
Total				▶ 3b

Client 14728-01

The Ruth W. Brown Foundation, Inc.
Wilmot L. Harris, Jr., Trustee

06-1409590

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
2009 Income Tax Refund	\$ 23,137.		
Putnam Invest.Settl. Proc	330.		
Total	<u>\$ 23,467.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Ivey, Barnum & O'Mara	\$ 9,762.	\$ 4,393.	\$ 4,393.	\$ 5,369.
Total	<u>\$ 9,762.</u>	<u>\$ 4,393.</u>	<u>\$ 4,393.</u>	<u>\$ 5,369.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
MSSB-Perkins, advisory fees	\$ 11,604.	\$ 5,802.	\$ 5,802.	
Neil S. Kenagy, CFA, advisory fees	10,545.	5,273.	5,273.	
SmithBarney-Reilly	10,440.	5,220.	5,220.	
Total	<u>\$ 32,589.</u>	<u>\$ 16,295.</u>	<u>\$ 16,295.</u>	<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Taxes Paid	\$ 568.			
Total	<u>\$ 568.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ADR Fees	\$ 35.			
Total	<u>\$ 35.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

The Trustees' commissions in the amount of \$45,000 are allocable to Wilmot L. Harris, Jr. The commissions are not paid to Mr. Harris personally, but instead paid to his law firm and divided by the partners of the firm.

Ruth W. Brown Foundation
E.I.N. 06-1409590
Balance Sheet - Part II

<u>Line 10b -Corporate Stocks</u>	<u>Book Value at the Start of the Year</u>	<u>Book Value at the End of the Year</u>	<u>Fair Market Value at the End of Year</u>
131 shs., 3M Co	Purchased During Year	10,508.26	11,305.30
1,020 shs., Accenture Ltd CL A De	28,980.71	28,980.71	49,459.80
1,354 shs., Adobe Systems Inc	Purchased During Year	45,587.48	41,676.12
1,020 shs., Aflac Inc	52,471.84	31,637.43	34,704.45
615 shs., Aflac Inc	Purchased During Year	12,256.89	13,369.65
147 shs., Air Products & Chemical, Inc.	Purchased During Year	25,998.20	30,381.08
1,234 shs., Altria Group Inc	20,346.00	13,919.83	30,387.84
600 shs., Anadarko Petroleum Corp	Purchased During Year	37,523.07	49,599.68
399 shs., Anadarko Petroleum Corp	2,376.86	2,376.86	8,064.00
416 shs., Apache Corp De	62,363.49	Sold During Year	Sold During Year
25 shs., Apple Inc	72,826.41	13,376.28	13,221.00
3,450 shs., Applied Materials Inc De	Purchased During Year	Sold During Year	Sold During Year
2,450 shs., AT&T Inc New			
450 shs., AT&T Inc New			
685 shs., Avon Products Inc	Purchased During Year	Sold During Year	Sold During Year

Ruth W. Brown Foundation
 E.I.N. 06-1409590
Balance Sheet - Part II

<u>Line 10b -Corporate Stocks</u>	<u>Book Value at the Start of the Year</u>	<u>Book Value at the End of the Year</u>	<u>Fair Market Value at the End of Year</u>
315 shs., Baker Hughes Inc	Purchased During Year	14,632.51	18,008.55
892 shs., Bank of America Corp	Purchased During Year	10,756.72	11,899.28
777 shs., Bank of New York Mellon Corp	21,647.92	21,647.92	23,465.40
645 shs., Bemis Co Inc	Purchased During Year	19,983.01	21,065.70
2,000 shs., Berkley W R Corp	43,787.55	43,787.55	54,760.00
109 shs., Blackrock Inc	Purchased During Year	18,569.10	20,773.22
425 shs., BP Plc Spons Adr	16,637.02	Sold During Year	Sold During Year
1,148 shs., Bristol Myers Squibb Company	26,383.11	Sold During Year	Sold During Year
3,000 shs., Calif Coastal Cmnty New, common	43,306.95	43,306.95	36.00
1,121 shs., CBS Corp New CL B	Purchased During Year	15,006.10	21,355.05
260 shs., Celgene Corp De	14,577.04	42,081.44	43,763.60
740 shs., Celgene Corp De			
367 shs., Chesapeake Energy Corp Okla	Purchased During Year	10,109.97	9,508.97
355 shs., Church & Dwight Co Inc.	19,614.49	Sold During Year	Sold During Year

Ruth W. Brown Foundation
 E.I.N. 06-1409590
Balance Sheet - Part II

<u>Line 10b -Corporate Stocks</u>	<u>Book Value at the Start of the Year</u>	<u>Book Value at the End of the Year</u>	<u>Fair Market Value at the End of Year</u>
770 shs., Cigna Corp De	32,178.98	32,178.98	28,228.20
3,000 shs., Cisco Systems Inc	68,117.90	56,764.92	50,575.00
2,500 shs., Cisco Systems Inc			
572 shs., Cognizant Tech Solutions Crp De	15,075.41	15,075.41	41,921.88
1,225 shs., Community Health Systems Inc De	44,654.43	21,882.45	22,982.55
615 shs., Community Health Systems Inc De			
1,286 shs., Corning, Inc.	19,913.07	19,913.07	24,845.52
235 shs., Costco Wholesale Corp	14,911.04	Sold During Year	Sold During Year
219 shs., CSX Corp	Purchased During Year	11,016.25	14,149.59
740 shs., CVS Caremark Corp	24,831.80	Sold During Year	Sold During Year
730 shs., Danaher Corp De	54,290.76	54,290.76	68,868.20
1,460 shs., Danaher Corp De			
181 shs., Deere & Co	Purchased During Year	11,485.61	15,032.05
1,010 shs., Denbury Resources Inc	17,546.39	17,546.39	19,280.90
205 shs., El Paso Energy Partners	4,055.55	4,055.55	2,820.80

Ruth W. Brown Foundation
 E.I.N. 06-1409590
Balance Sheet - Part II

<u>Line 10b -Corporate Stocks</u>	<u>Book Value at the Start of the Year</u>	<u>Book Value at the End of the Year</u>	<u>Fair Market Value at the End of Year</u>
1,780 shs., EMC Corp Mass De	27,026.92	27,026.92	40,762.00
1,081 shs., Exxon Mobil Corp	34,914.76	48,542.55	97,980.80
1,340 shs., Exxon Mobil Corp			
3,500 shs., Five Star Quality Care Inc De	35,171.50	15,837.23	11,142.32
1,576 shs., Five Star Quality Care Inc De			
194.43218 shs., Frontier Communications Corp	Acquired During Year	Sold During Year	Sold During Year
682 shs., Gamestop Corp New CL A De	31,591.88	Sold During Year	Sold During Year
432 shs., Gilead Sciences Inc De	18,395.96	Sold During Year	Sold During Year
47 shs., Goldman Sachs Group Inc	8,750.40	Sold During Year	Sold During Year
225 shs., Goodrich Corp	9,393.60	9,393.60	19,815.75
36 shs., Google Inc Class A	Purchased During Year	19,033.28	21,382.92
207 shs., Hess Corp	Purchased During Year	12,068.04	15,843.78
563 shs., Hewlett Packard Company	26,629.50	26,629.50	23,702.30
2,000 shs., Hugoton Royalty Tr UBI	50,475.92	50,475.92	41,040.00

Ruth W. Brown Foundation
E.I.N. 06-1409590
Balance Sheet - Part II

<u>Line 10b -Corporate Stocks</u>	<u>Book Value at the Start of the Year</u>	<u>Book Value at the End of the Year</u>	<u>Fair Market Value at the End of Year</u>
75 shs., International Business Machines	Purchased During Year	9,627.41	11,007.00
2,620 shs., Intel Corp., common	18,325.20	18,325.20	55,098.60
1,355 shs., Intl Game Technology De	52,863.25	Sold During Year	Sold During Year
1,000 shs., Ishares MSCI Emerg Mkt Fd	Purchased During Year	45,078.95	47,642.00
130 shs., ITT Corp De	7,454.47	21,861.96	21,625.65
415 shs., ITT Corp De			
1,335 shs., Johnson & Johnson	82,253.81	83,859.71	84,116.00
1,360 shs., Johnson & Johnson			
442 shs., Kellogg Co	Purchased During Year	21,841.44	22,577.36
1,000 shs., Kinder Morgan Energy Partners MLP	42,852.23	34,281.78	56,208.00
800 shs., Kinder Morgan Energy Partners MLP			
127 shs., Lockheed Martin Corp	9,877.89	Sold During Year	Sold During Year
340 shs., McDonalds Corp	19,361.10	19,361.10	26,098.40
420 shs., MEMC Electronic Materials Inc De	23,522.20	Sold During Year	Sold During Year
714 shs., Microsoft Corp	Purchased During Year	17,963.88	19,927.74

Ruth W. Brown Foundation
 E.I.N. 06-1409590
Balance Sheet - Part II

<u>Line 10b -Corporate Stocks</u>	<u>Book Value at the Start of the Year</u>	<u>Book Value at the End of the Year</u>	<u>Fair Market Value at the End of Year</u>
275 shs., Millipore Corp De	19,712.00	Sold During Year	Sold During Year
650 shs., Monsanto Company	46,359.39	17,830.53	17,410.00
250 shs., Monsanto Company			
2,980 shs., Mylan Inc De	44,552.72	29,826.40	42,154.35
1,995 shs., Mylan Inc De			
980 shs., Nasper's Ltd Spon Adr De	21,918.38	21,918.38	57,869.00
2,000 shs., Nestle S A Reg B ADR	39,211.92	25,487.75	76,359.79
1,300 shs., Nestle S A Reg B ADR			
600 shs., Nextera Energy Inc (Formerly FPL Grp)	Purchased During Year	28,057.15	31,194.00
3,000 shs., Nokia Corp Spon Adr	50,858.95	Sold During Year	Sold During Year
555 shs., Novartis AG Spon Adr	Purchased During Year	29,811.16	32,717.25
433 shs., Nucor Corp	18,457.53	18,457.53	18,974.06
4,090 shs., Oracle Corp	104,409.18	56,289.06	69,016.50
2,205 shs., Oracle Corp			
432 shs., Orix Corp	Purchased During Year	16,715.75	21,015.93

Ruth W. Brown Foundation
E.I.N. 06-1409590
Balance Sheet - Part II

<u>Line 10b -Corporate Stocks</u>	<u>Book Value at the Start of the Year</u>	<u>Book Value at the End of the Year</u>	<u>Fair Market Value at the End of Year</u>
450 shs., Pepsico Inc	29,884.43	29,884.43	29,398.50
1,265 shs., Perficient Inc De	9,039.98	9,039.98	15,812.50
1,900 shs., Philip Morris International Inc	87,042.07	87,042.07	111,207.00
1,500 shs., Plum Creek Timber Co, common	32,621.17	28,271.68	48,685.00
1,300 shs., Plum Creek Timber Co, common			
500 shs., Proctor & Gamble Co., common	22,612.07	22,612.07	32,165.00
1,000 shs., Public Storage Prf Shs	21,086.65	21,086.65	24,960.00
1,731 shs., Qualcomm Inc	66,561.36	66,561.36	85,667.19
1,000 shs., Quest Diagnostic Inc	52,359.95	Sold During Year	Sold During Year
2,500 shs., Realty Income Corp REIT	57,383.95	36,725.73	54,720.00
1,600 shs., Realty Income Corp REIT			
288 shs., Research in Motion Ltd De	18,723.63	Sold During Year	Sold During Year
250 shs., Schlumberger Ltd Netherlands Antilles	14,594.25	47,968.11	61,790.00
740 shs., Schlumberger Ltd Netherlands Antilles			
2,500 shs., Ship Finance Intl, common	48,167.45	48,167.45	53,800.00

Ruth W. Brown Foundation
E.I.N. 06-1409590
Balance Sheet - Part II

<u>Line 10b -Corporate Stocks</u>	<u>Book Value at the Start of the Year</u>	<u>Book Value at the End of the Year</u>	<u>Fair Market Value at the End of Year</u>
108 shs., SPDR Gold Tr Gold Shs	10,765.33	35,045.88	42,725.76
308 shs., SPDR Gold Tr Gold Shs			
1,500 shs., Starwood Ppty Trust Inc	28,230.70	28,230.70	32,220.00
1,135 shs., Steel Dynamics Inc	Purchased During Year	15,960.71	20,770.50
593 shs., Teva Pharmaceuticals Ind Ltd. Israel	20,979.42	20,979.42	30,913.09
1,200 shs., The Southern Company	37,383.55	37,383.55	45,876.00
1,350 shs., Thermo Fisher Scientific Inc	59,780.98	59,780.98	74,736.00
1,000 shs., Time Warner Inc	39,072.49	Sold During Year	Sold During Year
400 shs., Total SA France Spon Adr	26,801.01	Sold During Year	Sold During Year
175 shs., Transocean Ltd	Purchased During Year	Sold During Year	Sold During Year
241 shs., Untd Technologies Corp De	15,576.38	15,576.38	18,971.52
500 shs., Vanguard Bd Index Fd ST Bd Etf	40,101.10	40,101.10	40,230.00
555 shs., Vanguard Emerging Markets Etf	Purchased During Year	26,608.25	26,721.03

Ruth W. Brown Foundation
 E.I.N. 06-1409590
Balance Sheet - Part II

<u>Line 10b -Corporate Stocks</u>	<u>Book Value at the Start of the Year</u>	<u>Book Value at the End of the Year</u>	<u>Fair Market Value at the End of Year</u>
681 shs., Verizon Communications Inc De	19,696.25	21,947.34	28,981.80
810 shs., Verizon Communications Inc De			
715 shs., Visa Inc CL A	Purchased During Year	51,483.87	50,321.70
1,000 shs., Wal Mart Stores Inc	46,479.95	Sold During Year	Sold During Year
2,000 shs., Walgreen Company	80,793.86	40,396.93	38,960.00
1,000 shs., Walgreen Company			
645 shs., Walt Disney Co	20,516.92	20,516.92	24,193.95
750 shs., Weatherford International Ltd	15,156.38	12,013.28	13,976.40
613 shs., Weatherford International Ltd			
1,369 shs., Xstrata Plc	Purchased During Year	28,444.53	32,279.24
365 shs., XTO Energy Inc	<u>13,630.58</u>	<u>Exchanged During Year</u>	<u>Exchanged During Year</u>
Total Line 10b:	<u>\$ 2,563,798.51</u>	<u>\$ 2,283,687.22</u>	<u>\$ 2,818,273.06</u>

The Ruth W. Brown Foundation, Inc.
 EIN 06-1409590
 Part IV-Capital Gains and Losses

<u>Describe Property Sold</u>	<u>How Acquired</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sales Price</u>	<u>Cost/basis</u>	<u>Gain or Loss</u>
<u>A. Property Sold for a Gain</u>						
<u>Short Term Gain</u>						
Bristol Myers Squibb Company 1,148 shares	Purchased	10/19/2009	4/13/2010	29,836.12	26,383.11	3,453.01
Church & Dwight Co Inc 355 shares	Purchased	2/3/2009	1/11/2010	21,160.40	19,614.49	1,545.91
Exxon Mobil Corp 0.077 shares	Exchanged	6/28/2010	6/28/2010	4.44	2.79	1.65
Frontier Communications Corp 194 shares	Spin Off	7/2/2010	7/26/2010	1,453.03	1,447.72	5.31
Research In Motion Ltd De 288 shares	Purchased	9/25/2009	4/1/2010	20,232.80	18,723.63	1,509.17
Short Term Capital Gain				<u>\$ 72,686.79</u>	<u>\$ 66,171.74</u>	<u>\$ 6,515.05</u>
<u>Long Term Gain</u>						
Anadarko Petroleum Corp 214 shares	Purchased	11/10/2008	1/28/2010	14,077.81	7,256.74	6,821.07

The Ruth W. Brown Foundation, Inc.
 EIN 06-1409590
 Part IV-Capital Gains and Losses

<u>Describe Property Sold</u>	<u>How Acquired</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sales Price</u>	<u>Cost/basis</u>	<u>Gain or Loss</u>
Cisco Systems Inc. 500 shares	Purchased	5/29/2008	4/1/2010	13,260.82	11,352.98	1,907.84
Community Health Systems Inc De 640 shares	Purchased	1/17/2008	12/15/2010	23,120.18	22,771.98	348.20
Costco Wholesale Corp 235 shares	Purchased	2/22/2008	11/10/2010	15,216.53	14,911.04	305.49
Kinder Morgan Energy Partners MLP 200 shares	Purchased	12/21/2001	5/12/2010	12,244.04	8,570.45	3,673.59
Millipore Corp De 275 shares	Purchased	8/28/2007	7/15/2010	29,425.00	19,712.00	9,713.00
Mylan Inc De 985 shares	Purchased	11/9/2007	3/15/2010	21,557.04	14,726.32	6,830.72
Nestle Sa Reg B Adr 500 shares	Purchased	3/20/2003	2/12/2010	22,990.75	9,802.98	13,187.77
200 shares	Purchased	5/28/2003	4/1/2010	10,100.87	3,921.19	6,179.68
Plum Creek Timber Co 200 shares	Purchased	4/7/2003	4/1/2010	7,693.31	4,349.49	3,343.82

The Ruth W. Brown Foundation, Inc.
 EIN 06-1409590
 Part IV-Capital Gains and Losses

<u>Describe Property Sold</u>	<u>How Acquired</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sales Price</u>	<u>Cost/basis</u>	<u>Gain or Loss</u>
Quest Diagnostic Inc 500 shares	Purchased	7/3/2007	4/1/2010	29,261.05	26,179.98	3,081.07
500 shares	Purchased	7/3/2007	6/17/2010	26,545.75	26,179.97	365.78
Realty Income Corp REIT 500 shares	Purchased	3/6/2008	4/1/2010	15,331.79	11,476.79	3,855.00
400 shares	Purchased	3/6/2008	5/12/2010	12,159.00	9,181.43	2,977.57
Wal Mart Stores Inc 1,000 shares	Purchased	3/22/2006	11/24/2010	54,032.14	46,479.95	7,552.19
Long Term Capital Gain				\$ 307,016.08	\$ 236,873.29	\$ 70,142.79
<u>Capital Gain Distribution</u>						
Vanguard Bd Index Fd ST Bd Etf 500 shares	Purchased	12/16/2009	N/A	183.50	-	183.50
Capital Gain Distribution				\$ 183.50	-	\$ 183.50
Total Gain				\$ 379,886.37	\$ 303,045.03	\$ 76,841.34

The Ruth W. Brown Foundation, Inc.
 EIN 06-1409590
 Part IV-Capital Gains and Losses

<u>Describe Property Sold</u>	<u>How Acquired</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sales Price</u>	<u>Cost/basis</u>	<u>Gain or Loss</u>
<u>B. Property Sold at a Loss</u>						
<u>Short Term Loss</u>						
Avon Products Inc. 751 shares	Purchased	1/11/2010	11/4/2010	21,744.53	23,210.41	(1,465.88)
Frontier Communications Corp 0.43218 shares	Spin Off	7/2/2010	7/12/2010	3.19	3.23	(0.04)
Goldman Sachs Group Inc 113 shares	Purchased	10/13/2009	4/30/2010	16,394.92	19,208.81	(2,813.89)
Lockheed Martin Corp 127 shares	Purchased	12/16/2009	12/3/2010	8,754.56	9,877.89	(1,123.33)
Monsanto Company 400 shares	Purchased	5/12/2009	4/19/2010	26,484.63	28,528.86	(2,044.23)
Transocean Ltd Switzerland New 312 shares	Purchased	1/19/2010	12/7/2010	22,039.61	26,950.36	(4,910.75)
Weatherford International Ltd 750 shares	Purchased	10/6/2009	2/1/2010	12,117.52	14,698.15	(2,580.63)
Short Term Capital Loss				<u>\$ 107,538.96</u>	<u>\$ 122,477.71</u>	<u>\$ (14,938.75)</u>

The Ruth W. Brown Foundation, Inc.
 EIN 06-1409590
 Part IV-Capital Gains and Losses

<u>Describe Property Sold</u>	<u>How Acquired</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sales Price</u>	<u>Cost/basis</u>	<u>Gain or Loss</u>
<u>Long Term Loss</u>						
Aflac Inc 405 shares	Purchased	4/2/2007	2/18/2010	19,630.10	20,834.41	(1,204.31)
Applied Materials Inc De 1,695 shares	Purchased	1/10/2008	2/17/2010	21,802.00	30,639.45	(8,837.45)
1,755 shares	Purchased	6/4/2008	2/23/2010	22,126.05	31,724.04	(9,597.99)
AT&T Inc New 1,000 shares	Purchased	7/30/2008	4/27/2010	25,870.61	29,725.06	(3,854.45)
1,000 shares	Purchased	5/30/2006	4/1/2010	26,431.60	29,725.07	(3,293.47)
BP PLC Spons Adr 465 shares	Purchased	2/26/2009	6/9/2010	13,829.33	18,940.08	(5,110.75)
CVS Caremark Corp 740 shares	Purchased	10/4/2006	11/11/2010	22,830.24	24,831.80	(2,001.56)
Five Star Quality Car Inc De 1,178 shares	Purchased	9/5/2006	9/23/2010	5,956.09	11,837.72	(5,881.63)
746 shares	Purchased	9/12/2006	10/5/2010	3,775.59	7,496.55	(3,720.96)
Gamestop Corp New CL A De 682 shares	Purchased	3/3/2008	1/19/2010	14,011.65	31,591.88	(17,580.23)

The Ruth W. Brown Foundation, Inc.
 EIN 06-1409590
 Part IV-Capital Gains and Losses

<u>Describe Property Sold</u>	<u>How Acquired</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sales Price</u>	<u>Cost/basis</u>	<u>Gain or Loss</u>
Gilead Sciences Inc De 664 shares	Purchased	10/9/2008	9/30/2010	23,710.03	27,786.60	(4,076.57)
Intl Game Technology De 1,355 Shares	Purchased	5/22/2008	11/16/2010	21,487.90	52,863.25	(31,375.35)
MEMC Electronic Materials Inc De 200 shares 220 shares	Purchased	1/18/2008	1/22/2010	2,640.36	11,201.05	(8,560.69)
	Purchased	4/29/2008	2/24/2010	2,733.64	12,321.15	(9,587.51)
Nokia Corp Spon Adr 3,000 shares	Purchased	10/22/2008	6/25/2010	25,672.41	50,858.95	(25,186.54)
Oracle Corp 441 shares 480 shares 964 shares	Purchased	3/23/2006	2/17/2010	10,620.46	11,257.81	(637.35)
	Purchased	12/14/2007	2/24/2010	11,636.01	12,253.40	(617.39)
	Purchased	2/22/2008	9/14/2010	24,476.21	24,608.91	(132.70)
Time Warner Inc 1,000 shares	Purchased	11/13/2007	2/1/2010	27,020.70	39,072.49	(12,051.79)
Total S A France Spon Adr 400 shares	Purchased	10/4/2006	4/28/2010	21,749.51	26,801.01	(5,051.50)

The Ruth W. Brown Foundation, Inc.
 EIN 06-1409590
 Part IV-Capital Gains and Losses

<u>Describe Property Sold</u>	<u>How Acquired</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sales Price</u>	<u>Cost/basis</u>	<u>Gain or Loss</u>
Walgreen Company						
500 shares	Purchased	8/31/2007	4/1/2010	18,576.23	20,198.47	(1,622.24)
500 shares	Purchased	8/31/2007	12/27/2010	18,460.89	20,198.46	(1,737.57)
Long Term Capital Loss				\$ 385,047.61	\$ 546,767.61	\$ (161,720.00)
Total Loss				\$ 492,586.57	\$ 669,245.32	\$ (176,658.75)

The Ruth W. Brown Foundation, Inc.
 E.I.N. 06-1409590
 Part XV-Charitable Contributions

<u>Name and Address of Recipient</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount of Grant</u>
A Brighter Tomorrow for Africa 1020 N. Highland Street, #304 Arlington, VA 22201	Public	To support general operating expenses	1,000.00
Abilis 50 Glenville Street Greenwich, CT 06831	Public	To support youth services programs	2,000.00
American Red Cross-Greenwich Chapt. 99 Indian Field Road Greenwich, CT 06830	Public	To support Emergency Social Services program and administrative expenses	7,500.00
At Home in Greenwich 139 East Putnam Avenue Greenwich, CT 06830	Public	To support general operating expenses	1,000.00
Child Guidance Center 23 Benedict Place Greenwich, CT 06830	Public	To support general operating expenses	4,500.00
Child Care Learning Centers, Inc 64 Palmer's Hill Road Stamford, CT 06902	Public	To support early childhood education programs	2,000.00
Children's Day School 8 Riverside Avenue Riverside, CT 06878	Public	To support tuition assistance	2,500.00

The Ruth W. Brown Foundation, Inc.
 E.I.N. 06-1409590
 Part XV-Charitable Contributions

<u>Name and Address of Recipient</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount of Grant</u>
Community Health Center, Inc. 635 Main Street Middletown, CT 06457	Public	To support mobile dental health program	4,000.00
Connecticut Fund for the Environment 142 Temple Street, 3rd Floor New Haven, CT 06510	Public	To support general operating expenses	1,000.00
CTE, Inc. 34 Woodland Ave Stamford, CT 06902	Public	To support assistance partnership program	5,000.00
Domus 83 Lockwood Avenue Stamford, CT 06902	Public	To support general operating expenses	2,500.00
East Harlem School at Exodus House 309 East 103rd Street New York, NY 10029	Public	To support general operating expenses	1,000.00
Fairfield County Community Foundation 383 Main Avenue Norwalk, CT 06851-1543	Public	To support workshops for nonprofit staff and board members	2,000.00
Family Centers 40 Arch Street Greenwich, CT 06830	Public	To support general operating expenses	25,000.00

The Ruth W. Brown Foundation, Inc.
 E.I.N. 06-1409590
 Part XV-Charitable Contributions

<u>Name and Address of Recipient</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount of Grant</u>
Greenwich Arts Council 299 Greenwich Avenue Greenwich, CT 06830	Public	To support Youth@Art Program	3,000.00
Groundwork Bridgeport 510 Barnum Avenue, Suite 304 Bridgeport, CT 06608	Public	To support urban tree planting	5,000.00
Jewish Family Services of Greenwich One Holly Hill Lane Greenwich, CT 06830	Public	To support supermarketing for seniors program	4,000.00
Jewish Guild for the Blind 15 West 65th Street New York, NY 10023-6601	Public	To support general operating expenses	1,000.00
Kids in Crisis One Salem Street Cos Cob, CT 06807	Public	To support TLC Health Center	4,000.00
Lighthouse International The Sol and Lillian Goldman Building 111 East 59th Street New York, NY 10022-1202	Public	To support general operating expenses	1,000.00
Local Initiatives Support Corporation-CT 227 Lawrence Street Hartford, CT 06106-1430	Public	To support FC Collaborative Fund for	2,000.00

The Ruth W. Brown Foundation, Inc.
 E.I.N. 06-1409590
 Part XV-Charitable Contributions

<u>Name and Address of Recipient</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount of Grant</u>
Make a Wish Foundation 832 S. Broadway Tarrytown, NY 10591	Public	Unrestricted 2010 Grant	1,000.00
Mutual Housing Association of SW CT 63 Stillwater Avenue Stamford, CT 06902	Public	To support Resident Services Initiative and Affordable Housing Development program	10,000.00
National Federation for the Blind of CT 477 Connecticut Boulevard, Suite 217 East Hartford, CT 06108	Public	To support Scholarships for students	1,000.00
Person-to-Person 1864 Post Road Darien, CT 06820	Public	To support Campership Program	8,000.00
Shakespeare on the Sound P.O. Box 15 Norwalk, CT 06853	Public	To support general operating expenses	3,000.00
Sound Waters Cove Island Park 1281 Cove Road Stamford, CT 06902	Public	To support Teaching Aquarium and Learning Lab program	4,000.00
St. Luke's Lifeworks 141 Franklin Street Stamford, CT 06901	Public	To support New Beginnings Family Program	10,000.00

The Ruth W. Brown Foundation, Inc.
 E.I.N. 06-1409590
 Part XV-Charitable Contributions

<u>Name and Address of Recipient</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount of Grant</u>
Stamford Center for the Arts The Palace 61 Atlantic Street Stamford, CT 06901	Public	To support Summer 2010 Arts Infusion Education Program	1,000.00
Teach for America 142 Temple Street, Suite 303 New Haven, CT 06510	Public	To help fund a teacher for one year	3,000.00
The Hill House Senior Residence 10 Riverside Avenue Riverside, CT 06878	Public	Unrestricted 2010 grant	1,000.00
Visiting Nurse & Hospice Care 1029 East Main Street Stamford, CT 06902-4108	Public	To support general operating expenses	1,000.00
Waterside School 535 Fairfield Avenue Stamford, CT 06902	Public	To support general operating expenses	1,000.00
Women's Mentoring Network, Inc. 141 Franklin Street Stamford, CT 06901	Public	To support general operating expenses	5,000.00
Women's Business Dev Ctr 888 Washington Blvd, 10th Floor Stamford, CT 06901	Public	To support entrepreneurial training and professional development programs	8,000.00

The Ruth W. Brown Foundation, Inc.
E.I.N. 06-1409590
Part XV-Charitable Contributions

<u>Name and Address of Recipient</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount of Grant</u>
Yerwood Center 90 Fairfield Ave Stamford, CT 06902	Public	To support general operating expenses	5,000.00
Total Contributions			\$ 143,000.00