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

OMB No 1545-0052

2010

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 , 20

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

Name of foundation CHARLES S. & MILLICENT P. BROWN FAMILY FOUNDATION		A Employer identification number 36-7295068
Number and street (or P O box number if mail is not delivered to street address) 2841 BENNETT'S POND ROAD	Room/suite	B Telephone number (see page 10 of the instructions) (757) 221-9533
City or town, state, and ZIP code WILLIAMSBURG, VA 23185		C If exemption application is pending, check here ☐ D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 5,344,858.** J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(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 (attach schedule)	1,483,407.			
2	Check ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	585.	585.	0.	ATCH 1
4	Dividends and interest from securities	112,800.	112,445.	0.	ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-45,949.			
b	Gross sales price for all assets on line 6a	4,188,581.			
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	1,550,843.	113,030.	0.	
13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 3	16,382.	0.	0.	16,382.
c	Other professional fees (attach schedule) *	21,623.	10,811.	0.	10,812.
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) **	3,161.	1,351.	0.	0.
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	Total operating and administrative expenses. Add lines 13 through 23	41,166.	12,162.	0.	27,194.
25	Contributions, gifts, grants paid	152,300.			152,300.
26	Total expenses and disbursements. Add lines 24 and 25	193,466.	12,162.	0.	179,494.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	1,357,377.			
b	Net investment income (if negative, enter -0-)		100,868.		
c	Adjusted net income (if negative, enter -0-)			0.	

For Paperwork Reduction Act Notice, see page 30 of the instructions.

* ATCH 4 JSA ** ATCH 5

Form 990-PF (2010)

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27

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	513,103.	440,219.	440,219.	
	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 page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	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) ATCH 6	3,223,043.	4,653,304.	4,904,639.		
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 the instructions. Also, see page 1, item I)	3,736,146.	5,093,523.	5,344,858.		
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 (attach schedule)				
	22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)		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	3,736,146.	5,093,523.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30	Total net assets or fund balances (see page 17 of the instructions)	3,736,146.	5,093,523.			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,736,146.	5,093,523.			

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	3,736,146.
2	Enter amount from Part I, line 27a	2	1,357,377.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	5,093,523.
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	5,093,523.

Form **990-PF** (2010)

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 SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) 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					
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	-45,949.	
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.			3	-49,975.	

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 page 18 of 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 (col. (b) divided by col. (c))
2009	135,279.	3,163,291.	0.042765
2008	207,290.	3,328,487.	0.062278
2007	165,007.	3,439,324.	0.047977
2006	123,845.	3,033,943.	0.040820
2005	139,271.	2,622,803.	0.053100
2 Total of line 1, column (d)			2 0.246940
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 0.049388
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 4,355,353.
5 Multiply line 4 by line 3			5 215,102.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,009.
7 Add lines 5 and 6			7 216,111.
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 on page 18.			8 179,494.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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 ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	2,017.
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	
3	Add lines 1 and 2	3	2,017.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,017.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,160.
b	Exempt foreign organizations-tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,160.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	9.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	866.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2011 estimated tax. 0. Refunded	11	

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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b 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 page 19 of the instructions) IL,		
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? 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. ATTACHMENT 7	X	

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 page 20 of the 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 ☐ KEITH BROWN DUBOIS Telephone no ☐ 757-221-9533			
Located at ☐ 2841 BENNETT'S POND ROAD WILLIAMSBURG, VA ZIP + 4 ☐ 23185				
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				
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?	16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ☐				

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 22 of the instructions)? ☐	1b	
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ 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 page 22 of the instructions) ☐	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 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	
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

Form 990-PF (2010)

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 page 22 of the 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 page 22 of the instructions)? ☐ Yes ☒ No
 Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

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

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 page 22 of the 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
ATTACHMENT 8		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		0.	0.	0.

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

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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0.

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2010)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	3,768,442.
b	Average of monthly cash balances	1b	653,236.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	4,421,678.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,421,678.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	66,325.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,355,353.
6	Minimum investment return. Enter 5% of line 5	6	217,768.

Part XI Distributable Amount (see page 25 of the 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	217,768.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,017.
b	Income tax for 2010. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,017.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	215,751.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	215,751.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	215,751.

Part XII Qualifying Distributions(see page 25 of the 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	179,494.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	179,494.
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 page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	179,494.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				215,751.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			6,026.	
b Total for prior years 20 08, 20 07, 20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e				
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 179,494.				
a Applied to 2009, but not more than line 2a			6,026.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				173,468.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 . (If an amount appears in column (d), the same amount must be shown in column (a).)				
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				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				42,283.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010	0.			

Form 990-PF (2010)

Part XIV	Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)	NOT APPLICABLE
-----------------	---	-----------------------

1a 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(i)(3) or

4942(1)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

C Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets . . .

(2) Value of assets qualifying under section

4942(j)(3)(B)(i)

b "Endowment" alternative test-
enter 2/3 of minimum invest-
ment 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 (i)(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 foundation had \$5,000 or more in assets at any time during the year - see page 28 of the 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))

N/A

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

N/A

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 page 28 of the 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>				
ATTACHMENT 9				
Total			3a	152,300.
<i>b Approved for future payment</i>				
Total			3b	

Form **990-PF** (2010)

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

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	585.	
4 Dividends and interest from securities			14	112,445.	355.
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-45,949.	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				67,081.	355.
13 Total. Add line 12, columns (b), (d), and (e)				13	67,436.

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

[illegible]

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			X
(2) Other assets			X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization			X
(2) Purchases of assets from a noncharitable exempt organization			X
(3) Rental of facilities, equipment, or other assets			X
(4) Reimbursement arrangements			X
(5) Loans or loan guarantees			X
(6) Performance of services or membership or fundraising solicitations			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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge				
	 Signature of officer or trustee		5/13/11 Date		 Title
Paid Preparer Use Only	Print/Type preparer's name KEVIN W. HODGES		Preparer's signature 		Date 5/12/11
			Check ☐ if self-employed		PTIN P00742715
	Firm's name ▶ MILLER, COOPER & CO., LTD.				Firm's EIN ▶ 36-2897372
Firm's address ▶ 1751 LAKE COOK ROAD, SUITE 400 DEERFIELD, IL 60015				Phone no 847-205-5000	

Form 990-PF (2010)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010**Name of the organization**CHARLES S. & MILLICENT P. BROWN
FAMILY FOUNDATION**Employer identification number**

36-7295068

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

JSA

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Name of organization **CHARLES S. & MILLICENT P. BROWN
FAMILY FOUNDATION**

Employer identification number
36-7295068

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	BROWN CLAT-15 2841 BENNETT'S POND ROAD WILLIAMSBURG, VA 23185	\$ 290,577.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	ESTATE OF MILLICENT P. BROWN 2841 BENNETT'S POND ROAD WILLIAMSBURG, VA 23185	\$ 1,192,830.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					4,026.	
559,984.		GOLDMAN SACHS ACCT 57045 - SEE ATTACHED PROPERTY TYPE: SECURITIES 539,093.				P	VARIOUS	VARIOUS
							20,891.	
175,336.		GOLDMAN SACHS ACCT 57241 - SEE ATTACHED PROPERTY TYPE: SECURITIES 181,226.				P	VARIOUS	VARIOUS
							-5,890.	
89,140.		GOLDMAN SACHS ACCT 57242 - SEE ATTACHED PROPERTY TYPE: SECURITIES 85,074.				P	VARIOUS	VARIOUS
							4,066.	
116,678.		GOLDMAN SACHS ACCT 57243 - SEE ATTACHED PROPERTY TYPE: SECURITIES 108,822.				P	VARIOUS	VARIOUS
							7,856.	
444,632.		GOLDMAN SACHS ACCT 57253 - SEE ATTACHED PROPERTY TYPE: SECURITIES 437,104.				P	VARIOUS	VARIOUS
							7,528.	
2,802,812.		NORSTATES ACCT 0202 - SEE ATTACHED PROPERTY TYPE: SECURITIES 2,887,238.				P	VARIOUS	VARIOUS
							-84,426.	
TOTAL GAIN (LOSS)							<u>-45,949.</u>	

Tax Year Account No Legal Name
2010 020-57045-3 CHARLES MILLICENT BROWN

REALIZED GAINS AND LOSSES

Supplemental Information - Consult your Form 1099 for tax reporting purposes

REALIZED GAIN AND LOSS SUMMARY

Net Short Term Gains (Losses)	559,983.43	Net Long Term Gains (Losses)	0.00	Net Ordinary Gains (Losses)	0.00
Net Miscellaneous Short Term Gains (Losses)	0.00	Net Miscellaneous Long Term Gains (Losses)	0.00	Net Miscellaneous Ordinary Gains (Losses)	0.00
Net Regulated Futures Contract Short Term Gains (Losses)	0.00	Net Regulated Futures Contract Long Term Gains (Losses)	0.00		
Total Short Term Gains (Losses)	559,983.43	Total Long Term Gains (Losses)	0.00	Total Ordinary Gains (Losses)	0.00

SHORT TERM

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds ⁴	Total Accretion (Amortization) BASIS	Cost Basis ⁵	Total Gain (Loss)
ABBOTT LABORATORIES CMN (002824100)	03/04/2010	03/12/2010	910.00	49,448.77	0.00	36,463.70	49,448.77 ⁸
ENERGY CORPORATION CMN (29364G103)	03/04/2010	03/12/2010	100.00	7,834.90	0.00	10,552.90	7,834.90 ⁸
FISERV INC CMN (337738108)	03/04/2010	03/12/2010	200.00	10,053.87	0.00	6,898.00	10,053.87 ⁸
HALLIBURTON COMPANY CMN (406216101)	03/04/2010	03/12/2010	500.00	15,689.80	0.00	9,602.00	15,689.80 ⁸
INTL BUSINESS MACHINES CORP CMN (459200101)	03/04/2010	03/12/2010	100.00	12,769.83	0.00	11,842.78	12,769.83 ⁸
JOHNSON & JOHNSON CMN (478160104)	03/04/2010	03/12/2010	150.00	9,617.38	0.00	9,750.00	9,617.38 ⁸
JPMORGAN CHASE & CO CMN (46625H100)	03/04/2010	03/12/2010	100.00	4,306.94	0.00	4,669.00	4,306.94 ⁸
MARATHON OIL CORPORATION CMN (565849106)	03/04/2010	03/12/2010	100.00	3,137.96	0.00	5,936.00	3,137.96 ⁸
MC DONALDS CORP CMN (580135101)	03/04/2010	03/12/2010	100.00	6,550.91	0.00	5,620.99	6,550.91 ⁸
MICROSOFT CORPORATION CMN (594918104)	03/04/2010	03/12/2010	100.00	2,915.96	0.00	2,956.00	2,915.96 ⁸
PEPSICO INC CMN (713448108)	03/04/2010	03/12/2010	200.00	13,009.83	0.00	14,056.00	13,009.83 ⁸
PROCTER & GAMBLE COMPANY (THE) CMN (742718109)	03/04/2010	03/12/2010	100.00	6,325.91	0.00	6,367.62	6,325.91 ⁸
TEVA PHARMACEUTICAL IND LTD ADS (881624209)	03/04/2010	03/12/2010	300.00	18,401.76	0.00	10,864.00	18,401.76 ⁸
UNITED TECHNOLOGIES CORP CMN (913017109)	03/04/2010	03/12/2010	200.00	14,255.81	0.00	10,868.00	14,255.81 ⁸
AVON OHIO GO 4 5730% 12/01/18 JD SER A TAXBL LT BEO MSF 12/01/09 (054213NR0)	03/04/2010	03/15/2010	98,000.00	96,936.70	0.00	98,833.00	96,936.70 ⁸
BURLINGTON VT GO 4 0000% 11/01/10 MN PUB IMPT-SER B TAXBL UT BEO (122062MF6)	03/04/2010	03/15/2010	50,000.00	50,517.00	0.00	51,499.50	50,517.00 ⁸
CHICAGO ILLINOIS (CITY OF) GO 4 9600% 01/01/14 JJ SER D TAXBL UT MBIA BEO (167485S85)	03/04/2010	03/15/2010	25,000.00	25,932.00	0.00	26,327.25	25,932.00 ⁸

⁴ Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization. This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently. You should consult with your own tax advisor to determine your correct basis.

⁵ Sale Proceeds may have been adjusted by an option premium due to an option assignment.

⁸ Due to incomplete cost basis, gains may be incorrectly stated and should not be used for tax reporting purposes. Please consult with your tax advisor.



Realized and unrealized gains and loss values do not include securities for which cost basis is unavailable. The recognition of any loss reflected herein may be disallowed or deferred by the application of capital loss limitations, wash sale rules or other special tax rules, and you are strongly urged to consult your own outside tax and other advisors about this and all tax-related matters addressed in any way herein. All information regarding the cost basis and acquisition dates of securities that you acquired elsewhere and that were subsequently delivered into your Goldman Sachs account(s) were provided by you and/or a third party and Goldman Sachs makes no representation as to the accuracy and completeness of such information and it should not be relied upon as such. New tax legislation effective 1/1/2011 will govern the manner in which we report tax basis information to you. The information in this statement is not yet determined pursuant to such new legislation.

Tax Year Account No Legal Name
2010 020-57045-3 CHARLES MILLICENT BROWN

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

SHORT TERM

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds ⁴	Total Accretion (Amortization)	Cost Basis ⁴	Total Gain (Loss)
ILLINOIS (STATE OF) GO 4 0500% 06/01/15 JD PENSION TAXBL BEO (452151LC5)	03/04/2010	03/15/2010	25,000.00	23,622.00	0.00	25,067.25 No Cost	23,622.00 ⁸
INDIANA BOND BANK REV 5 3000% 08/01/20 FA ST REVOLVING FD-SER B PRERE 8/1/10 @ 101 BEO OID (454623MT3)	03/04/2010	03/15/2010	10,000.00	10,110.60	0.00	10,562.60 No Cost	10,110.60 ⁸
WASHINGTON ST UNIV REVS REV 5.5400% 10/01/10 AO SER B TAXBL AMBAC BEO (940093P84)	03/04/2010	03/15/2010	175,000.00	178,545.50	0.00	No Cost 181,156.50	178,545.50 ⁸
NET SHORT TERM GAINS (LOSSES)				559,983.43	0.00	0.00	-559,983.43
				539,093.09			20,890.34
				Total Cost Basis			Total Gain

⁴ Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization. This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently. You should consult with your own tax advisor to determine your correct basis.

⁵ Sale Proceeds may have been adjusted by an option premium due to an option assignment.

⁸ Due to incomplete cost basis, gains may be incorrectly stated and should not be used for tax reporting purposes. Please consult with your tax advisor.

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PAGE 28 of 28



Realized and unrealized gains and loss values do not include securities for which cost basis is unavailable. The recognition of any loss reflected herein may be disallowed or deferred by the application of capital loss limitations, wash sale rules or other special tax rules, and you are strongly urged to consult your own outside tax and other advisors about this and all tax-related matters addressed in any way herein. All information regarding the cost basis and acquisition dates of securities that you acquired elsewhere and that were subsequently delivered into your Goldman Sachs account(s) were provided by you and/or a third party and Goldman Sachs makes no representation as to the accuracy and completeness of such information and it should not be relied upon as such. New tax legislation effective 1/1/2011 will govern the manner in which we report tax basis information to you. The information in this statement is not yet determined pursuant to such new legislation.



Statement Detail

BROWN FAM FDN PCP

Realized Gains and Losses

Period Ended December 31, 2010

YEAR TO DATE GAINS AND LOSSES

This information is for general guidance and should not be used for tax purposes. You should use only your official form 1099's or other tax records for tax reporting. This information is not, and should not be construed as tax, accounting or legal advice. Please consult with your tax advisor regarding the tax consequences of your investment decisions. The cost basis and acquisition dates of securities that you acquired elsewhere and that were subsequently delivered into your Goldman Sachs account were provided by you or a third party and Goldman Sachs makes no representation as to the accuracy of such information.

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
AT&T INC CMN	Apr 15 2010	May 12 2010	187.00	4,795.96	4,899.40	0.00	(103.44)	(103.44)	ST
FRANKLIN RESOURCES INC CMN	Apr 15 2010	May 12 2010	30.00	3,313.94	3,645.60	0.00	(331.66)	(331.66)	ST
AT&T INC CMN	Apr 15 2010	May 18 2010	166.00	4,217.90	4,349.20	0.00	(131.30)	(131.30)	ST
FRANKLIN RESOURCES INC CMN	Apr 15 2010	May 18 2010	35.00	3,693.24	4,253.20	0.00	(559.96)	(559.96)	ST
	Apr 15 2010	Jun 09 2010	35.00	3,153.46	4,253.20	0.00	(1,099.75)	(1,099.75)	ST
	May 25 2010	Jun 09 2010	51.00	4,595.04	4,830.21	0.00	(235.18)	(235.18)	ST
HEWLETT-PACKARD CO CMN	Apr 15 2010	Jun 09 2010	206.00	9,517.52	11,164.09	0.00	(1,646.57)	(1,646.57)	ST
	May 25 2010	Jun 09 2010	4.00	184.81	179.16	0.00	5.65	5.65	ST
	May 25 2010	Jun 15 2010	287.00	13,536.73	12,854.73	0.00	682.00	682.00	ST
APPLE, INC CMN	Apr 15 2010	Jul 08 2010	19.00	4,930.18	4,704.02	0.00	226.16	226.16	ST
ORACLE CORPORATION CMN	Apr 15 2010	Jul 08 2010	279.00	6,438.09	7,337.70	0.00	(899.61)	(899.61)	ST
TARGET CORPORATION CMN	Apr 15 2010	Jul 13 2010	86.00	4,281.36	4,847.82	0.00	(566.46)	(566.46)	ST
APPLE, INC. CMN	Apr 15 2010	Jul 21 2010	25.00	6,446.83	6,189.50	0.00	257.33	257.33	ST
EOG RESOURCES INC CMN	Apr 15 2010	Aug 25 2010	86.00	7,405.59	9,490.96	0.00	(2,085.37)	(2,085.37)	ST
TARGET CORPORATION CMN	Apr 15 2010	Aug 25 2010	110.00	5,644.10	6,200.70	0.00	(556.60)	(556.60)	ST
	May 25 2010	Aug 25 2010	100.00	5,131.00	5,368.00	0.00	(237.00)	(237.00)	ST
PRAXAIR, INC CMN SERIES	Apr 15 2010	Sep 21 2010	109.00	9,590.28	9,502.92	0.00	87.36	87.36	ST
TARGET CORPORATION CMN	May 25 2010	Sep 28 2010	179.00	9,717.27	9,608.72	0.00	108.55	108.55	ST
EMERSON ELECTRIC CO CMN	Apr 15 2010	Oct 13 2010	144.00	7,732.42	7,566.22	0.00	166.20	166.20	ST
EOG RESOURCES INC CMN	Apr 15 2010	Oct 13 2010	47.00	4,641.08	5,186.92	0.00	(545.84)	(545.84)	ST
	May 25 2010	Oct 13 2010	188.00	18,564.32	18,007.52	0.00	556.80	556.80	ST
HONEYWELL INTL INC CMN	Apr 15 2010	Oct 19 2010	211.00	9,787.55	9,763.94	0.00	23.61	23.61	ST
AFLAC INCORPORATED CMN	Apr 15 2010	Nov 30 2010	9.00	465.29	499.66	0.00	(34.37)	(34.37)	ST
BOEING COMPANY CMN	Apr 15 2010	Nov 30 2010	9.00	575.09	648.57	0.00	(73.48)	(73.48)	ST
CHARLES SCHWAB CORPORATION CMN	Apr 15 2010	Nov 30 2010	31.00	465.92	595.43	0.00	(129.51)	(129.51)	ST
COSTCO WHOLESALE CORPORATION CMN	Apr 15 2010	Nov 30 2010	17.00	1,153.26	1,003.85	0.00	149.41	149.41	ST
EMERSON ELECTRIC CO CMN	Apr 15 2010	Nov 30 2010	9.00	495.35	472.89	0.00	22.46	22.46	ST
EXXON MOBIL CORPORATION CMN	Apr 15 2010	Nov 30 2010	9.00	626.29	615.96	0.00	10.33	10.33	ST
FREEMONT-MCMORAN COPPER & GOLD CMN	Apr 15 2010	Nov 30 2010	6.00	608.86	505.68	0.00	103.18	103.18	ST
GENERAL ELECTRIC CO CMN	Oct 13 2010	Nov 30 2010	27.00	427.67	471.86	0.00	(44.19)	(44.19)	ST



Statement Detail
BROWN FAM FDN PCP
Realized Gains and Losses (Continued)

Period Ended December 31, 2010

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
GENERAL MILLS INC CMN	May 18 2010	Nov 30 2010	11 00	388 51	407 31	0 00	(18 80)	(18 80)	ST
HONEYWELL INTL INC CMN	Apr 15 2010	Nov 30 2010	15 00	747 58	694 12	0 00	53 46	53 46	ST
JOHNSON & JOHNSON CMN	Apr 15 2010	Nov 30 2010	8 00	493 03	522 76	0 00	(29 73)	(29 73)	ST
JPMORGAN CHASE & CO CMN	Apr 15 2010	Nov 30 2010	9 00	337 40	431 17	0 00	(93 77)	(93 77)	ST
LOWES COMPANIES INC CMN	Sep 28 2010	Nov 30 2010	43 00	978 23	959 80	0 00	18 43	18 43	ST
MC DONALDS CORP CMN	Apr 15 2010	Nov 30 2010	6 00	471 41	414 96	0 00	56 45	56 45	ST
MICROSOFT CORPORATION CMN	Apr 15 2010	Nov 30 2010	29 00	733 10	896 10	0 00	(163 00)	(163 00)	ST
NIKE CLASS-B CMN CLASS B	Apr 15 2010	Nov 30 2010	5 00	429 63	376 41	0 00	53 22	53 22	ST
OCCIDENTAL PETROLEUM CORP CMN	Apr 15 2010	Nov 30 2010	125 00	10,740 92	9,410 27	0 00	1,330 65	1,330 65	ST
ORACLE CORPORATION CMN	Apr 15 2010	Nov 30 2010	7 00	619 27	598 01	0 00	21 26	21 26	ST
PEPSICO INC CMN	Apr 15 2010	Nov 30 2010	12 00	324 29	315 60	0 00	8 69	8 69	ST
PRAXAIR, INC CMN SERIES	Apr 15 2010	Nov 30 2010	21 00	1,358 25	1,393 28	0 00	(35 03)	(35 03)	ST
QUALCOMM INC CMN	Sep 28 2010	Nov 30 2010	4 00	369 19	348 73	0 00	20 46	20 46	ST
SCHLUMBERGER LTD CMN	Apr 15 2010	Nov 30 2010	10 00	469 09	441 35	0 00	27 74	27 74	ST
SOUTHWESTERN ENERGY CO. CMN	Oct 13 2010	Nov 30 2010	12 00	927 94	803 93	0 00	124 01	124 01	ST
STAPLES, INC CMN	Apr 15 2010	Nov 30 2010	7 00	253 46	242 91	0 00	10 55	10 55	ST
THE BANK OF NY MELLON CORP CMN	Apr 15 2010	Nov 30 2010	62 00	1,365 21	1,510 04	0 00	(144 83)	(144 83)	ST
THE TRAVELERS COMPANIES, INC CMN	May 12 2010	Nov 30 2010	23 00	622 36	714 02	0 00	(91 66)	(91 66)	ST
THERMO FISHER SCIENTIFIC INC CMN	Apr 15 2010	Nov 30 2010	11 00	595 85	581 24	0 00	14 61	14 61	ST
VISA INC CMN CLASS A	Apr 15 2010	Nov 30 2010	9 00	458 18	495 78	0 00	(27 60)	(27 60)	ST
	Apr 15 2010	Nov 30 2010	7 00	517 08	660 59	0 00	(143 51)	(143 51)	ST
				Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	
SHORT TERM GAINS				100,301 01	96,162 44	0 00	4,138 56	4,138 56	
SHORT TERM LOSSES				75,035 36	85,063 56	0 00	(10,028 20)	(10,028 20)	
NET SHORT TERM GAINS (LOSSES)				175,336 37	181,226 00	0 00	(5,889 63)	(5,889 63)	



Statement Detail
BROWN FAM FDN ADV
Realized Gains and Losses

Period Ended December 31, 2010

YEAR TO DATE GAINS AND LOSSES

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	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
BNP PARIBAS LINKD TO AUG 2010 NG FUTURES 0% COUPON DUE AUG 10, 2010 STRUCTURED NOTE	Apr 28 2010	Jul 21 2010	35,000.00	35,140.00	35,000.00	0.00	140.00	140.00	ST
GS LOCAL EMERGING MKTS DEBT FD MUTUAL FUND - CL A	Apr 15 2010	Oct 18 2010	2,366.86	24,000.00	22,508.88	0.00	1,491.12	1,491.12	ST
GOLDMAN SACHS INTL REAL ESTATE SECS FUND - CL A	Apr 15 2010	Nov 11 2010	2,248.88	15,000.00	13,988.01	0.00	1,011.99	1,011.99	ST
GOLDMAN SACHS REAL ESTATE CLASS A	Apr 15 2010	Nov 11 2010	1,226.49	15,000.00	13,577.27	0.00	1,422.74	1,422.74	ST
SHORT TERM GAINS									
				89,140.00	85,074.15	0.00	4,065.85	4,065.85	
NET SHORT TERM GAINS (LOSSES)				89,140.00	85,074.15	0.00	4,065.85	4,065.85	

Statement Detail
BROWN FDN MCG
Realized Gains and Losses

Period Ended December 31, 2010

YEAR TO DATE GAINS AND LOSSES

This information is for general guidance and should not be used for tax purposes. You should use only your official form 1099's or other tax records for tax reporting. This information is not, and should not be construed as tax, accounting or legal advice. Please consult with your tax advisor regarding the tax consequences of your investment decisions. The cost basis and acquisition dates of securities that you acquired elsewhere and that were subsequently delivered into your Goldman Sachs account were provided by you or a third party and Goldman Sachs makes no representation as to the accuracy of such information.

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
COACH INC CMN	Apr 16 2010	Apr 19 2010	17 00	707 92	718 25	0 00	(10 33)	(10 33)	ST
NETFLIX COM INC CMN	Apr 16 2010	Apr 20 2010	13 00	1,110 51	1,107 08	0 00	3 43	3 43	ST
COACH INC CMN	Apr 16 2010	Apr 27 2010	15 00	631 14	633 75	0 00	(2 61)	(2 61)	ST
NETFLIX COM INC CMN	Apr 16 2010	Apr 27 2010	9 00	920 03	766 44	0 00	153 59	153 59	ST
ST JUDE MEDICAL INC CMN	Apr 16 2010	Apr 27 2010	23 00	932 63	940 47	0 00	(7 84)	(7 84)	ST
CONTINENTAL RESOURCES, INC CMN	Apr 16 2010	May 07 2010	27 00	1,218 29	1,196 91	0 00	21 38	21 38	ST
INTERCONTINENTAL EXCHANGE INC CMN	Apr 16 2010	May 10 2010	5 00	596 13	541 10	0 00	55 03	55 03	ST
BROADCOM CORP CL-A CMN CLASS A	Apr 16 2010	May 11 2010	25 00	835 49	867 76	0 00	(32 27)	(32 27)	ST
NETFLIX COM INC CMN	Apr 16 2010	May 14 2010	7 00	725 19	596 12	0 00	129 07	129 07	ST
KENAMETAL INC CMN	Apr 16 2010	May 17 2010	19 00	569 16	608 38	0 00	(39 22)	(39 22)	ST
COACH INC CMN	Apr 16 2010	May 18 2010	10 00	406 61	422 50	0 00	(15 89)	(15 89)	ST
APOLLO GROUP CLASS A COMMON STOCK	Apr 16 2010	May 19 2010	23 00	1,286 35	1,482 58	0 00	(196 23)	(196 23)	ST
BROADCOM CORP CL-A CMN CLASS A	Apr 16 2010	Jun 08 2010	33 00	1,032 01	1,145 44	0 00	(113 43)	(113 43)	ST
XILINX INCORPORATED CMN	Apr 16 2010	Jun 17 2010	45 00	1,192 62	1,224 90	0 00	(32 28)	(32 28)	ST
COACH INC CMN	Apr 16 2010	Jun 18 2010	40 00	1,730 21	1,690 00	0 00	40 21	40 21	ST
	Jun 07 2010	Jun 18 2010	41 00	1,773 46	1,644 92	0 00	128 54	128 54	ST
ALTERA CORP CMN	Apr 16 2010	Jun 21 2010	58 00	1,516 59	1,506 26	0 00	10 33	10 33	ST
BROADCOM CORP CL-A CMN CLASS A	Apr 16 2010	Jun 21 2010	45 00	1,596 81	1,561 97	0 00	34 85	34 85	ST
BIODEN IDEC INC CMN	Apr 16 2010	Jun 24 2010	22 00	1,092 93	1,178 32	0 00	(85 39)	(85 39)	ST
CAREFUSION CORPORATION CMN	Apr 16 2010	Jun 24 2010	48 00	1,160 36	1,285 92	0 00	(125 56)	(125 56)	ST
	May 11 2010	Jun 24 2010	3 00	72 52	79 77	0 00	(7 25)	(7 25)	ST
CORE LABORATORIES N V CMN	Apr 16 2010	Jun 24 2010	11 00	1,674 91	1,581 36	0 00	93 55	93 55	ST
CHARLES RIV LABS INTL INC CMN	Apr 16 2010	Jun 25 2010	89 00	3,188 18	3,588 48	0 00	(400 30)	(400 30)	ST
CORE LABORATORIES N V CMN	Apr 16 2010	Jul 07 2010	7 00	1,088 01	1,006 32	0 00	81 69	81 69	ST
ST JUDE MEDICAL INC CMN	Apr 16 2010	Jul 23 2010	29 00	1,051 49	1,185 81	0 00	(134 32)	(134 32)	ST
C H ROBINSON WORLDWIDE INC CMN	Apr 16 2010	Jul 29 2010	24 00	1,557 86	1,396 80	0 00	161 06	161 06	ST

Statement Detail
BROWN FDN MCG
Realized Gains and Losses (Continued)

Period Ended December 31, 2010

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
HANSEN NATURAL CORP CMN	Apr 16 2010	Jul 29 2010	19.00	788.44	792.68	0.00	(4.24)	(4.24)	ST
SALESFORCE.COM, INC CMN	Apr 16 2010	Jul 29 2010	11.00	1,076.82	916.74	0.00	160.08	160.08	ST
TALECRIS BIOTHEAPUTICS CMN HOLDINGS CORP	Apr 16 2010	Jul 29 2010	45.00	981.04	987.75	0.00	(6.71)	(6.71)	ST
BIOMEN IDEC INC. CMN	Apr 16 2010	Aug 12 2010	17.00	954.41	910.52	0.00	43.89	43.89	ST
CHARLES RIV LABS INTL INC CMN	Apr 16 2010	Aug 12 2010	4.00	120.80	161.28	0.00	(40.48)	(40.48)	ST
	Jun 07 2010	Aug 12 2010	96.00	2,899.16	3,168.00	0.00	(268.84)	(268.84)	ST
NETFLIX COM INC CMN	Apr 16 2010	Aug 13 2010	7.00	925.80	596.12	0.00	329.68	329.68	ST
	Jun 07 2010	Aug 13 2010	8.00	1,058.06	887.68	0.00	170.38	170.38	ST
TALECRIS BIOTHEAPUTICS CMN HOLDINGS CORP	Apr 16 2010	Aug 20 2010	36.00	801.14	790.20	0.00	10.94	10.94	ST
	Jun 07 2010	Aug 20 2010	83.00	1,847.08	1,701.50	0.00	145.58	145.58	ST
FORMIFACTOR INC CMN	Apr 16 2010	Sep 02 2010	135.00	972.07	2,705.75	0.00	(1,733.68)	(1,733.68)	ST
	Jun 07 2010	Sep 02 2010	140.00	1,008.08	1,714.00	0.00	(705.92)	(705.92)	ST
ENERGIZER HOLDINGS, INC CMN	Apr 16 2010	Sep 17 2010	19.00	1,314.05	1,161.28	0.00	152.77	152.77	ST
HANSEN NATURAL CORP CMN	Apr 16 2010	Sep 24 2010	20.00	923.58	834.40	0.00	89.18	89.18	ST
ENERGIZER HOLDINGS, INC CMN	Apr 16 2010	Sep 29 2010	26.00	1,776.90	1,589.12	0.00	187.78	187.78	ST
	Jun 07 2010	Sep 29 2010	47.00	3,212.08	2,548.34	0.00	663.74	663.74	ST
ALTERA CORP CMN	Apr 16 2010	Sep 30 2010	45.00	1,366.46	1,168.65	0.00	197.81	197.81	ST
	Jun 07 2010	Sep 30 2010	88.00	2,672.20	2,111.12	0.00	561.08	561.08	ST
EQUINIX INC CMN	Apr 16 2010	Oct 06 2010	14.00	984.57	1,392.86	0.00	(408.29)	(408.29)	ST
AMERICAN TOWER CORPORATION CMN CLASS A	Apr 16 2010	Oct 08 2010	52.00	2,618.83	2,163.72	0.00	455.11	455.11	ST
ECOLAB INC CMN	Apr 16 2010	Oct 08 2010	23.00	1,186.40	1,035.23	0.00	151.17	151.17	ST
FORTUNE BRANDS, INC CMN	Apr 16 2010	Oct 08 2010	43.00	2,409.41	2,232.13	0.00	177.28	177.28	ST
	Jun 07 2010	Oct 08 2010	44.00	2,465.44	2,008.60	0.00	456.84	456.84	ST
AVON PRODUCTS INC CMN	Apr 16 2010	Oct 12 2010	48.00	1,633.92	1,610.40	0.00	23.52	23.52	ST
CB RICHARD ELLIS GROUP, INC CMN CLASS A	Apr 16 2010	Oct 14 2010	79.00	1,531.27	1,302.71	0.00	228.56	228.56	ST
AMYLIN PHARMACEUTICALS, INC. CMN	Apr 16 2010	Oct 20 2010	109.00	1,084.53	2,379.47	0.00	(1,294.94)	(1,294.94)	ST
	Jun 07 2010	Oct 20 2010	113.00	1,124.33	1,819.30	0.00	(694.97)	(694.97)	ST
BIOMEN IDEC INC. CMN	Apr 16 2010	Nov 05 2010	22.00	1,364.57	1,178.32	0.00	186.25	186.25	ST
	Jun 07 2010	Nov 05 2010	20.00	1,240.51	963.20	0.00	277.31	277.31	ST
PETROHAWK ENERGY CORPORATION CMN	May 14 2010	Nov 16 2010	81.00	1,438.14	1,617.57	0.00	(179.43)	(179.43)	ST
	May 25 2010	Nov 16 2010	30.00	532.64	503.78	0.00	28.86	28.86	ST
	Jun 07 2010	Nov 16 2010	12.00	213.05	247.68	0.00	(34.62)	(34.62)	ST

Statement Detail
BROWN FDN MCG
Realized Gains and Losses (Continued)

Period Ended December 31, 2010

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
ADVANCED AUTO PARTS INC CMN	Apr 16 2010	Nov 17 2010	22.00	1,436.35	986.92	0.00	449.43	449.43	ST
COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A	Apr 16 2010	Nov 17 2010	23.00	1,417.53	1,224.75	0.00	192.78	192.78	ST
J CREW GROUP, INC CMN	Oct 20 2010	Nov 23 2010	100.00	4,399.97	3,414.11	0.00	985.86	985.86	ST
	Oct 27 2010	Nov 23 2010	33.00	1,451.99	1,046.16	0.00	405.83	405.83	ST
HANSEN NATURAL CORP CMN	Apr 16 2010	Dec 07 2010	22.00	1,162.14	917.84	0.00	244.30	244.30	ST
	May 11 2010	Dec 07 2010	17.00	898.02	679.84	0.00	218.18	218.18	ST
	Jun 07 2010	Dec 07 2010	10.00	528.25	393.90	0.00	134.35	134.35	ST
	Jun 07 2010	Dec 09 2010	15.00	764.84	590.85	0.00	173.99	173.99	ST
AMERICAN TOWER CORPORATION CMN CLASS A	Apr 16 2010	Dec 10 2010	31.00	1,564.53	1,289.91	0.00	274.62	274.62	ST
	Jun 07 2010	Dec 10 2010	5.00	252.34	211.15	0.00	41.19	41.19	ST
CAMERON INTERNATIONAL CORP CMN	Apr 16 2010	Dec 10 2010	35.00	1,725.44	1,550.85	0.00	174.59	174.59	ST
IRON MOUNTAIN INC CMN	Apr 16 2010	Dec 13 2010	82.00	1,959.40	2,223.84	0.00	(264.44)	(264.44)	ST
BROADCOM CORP CL-A CMN CLASS A	Apr 16 2010	Dec 14 2010	14.00	641.90	485.95	0.00	155.95	155.95	ST
	Jun 07 2010	Dec 14 2010	14.00	641.90	473.34	0.00	168.56	168.56	ST
HANSEN NATURAL CORP CMN	Jun 07 2010	Dec 14 2010	55.00	2,743.27	2,166.45	0.00	576.82	576.82	ST
NETAPP, INC. CMN	Apr 28 2010	Dec 14 2010	25.00	1,375.08	876.99	0.00	498.10	498.10	ST
ROCKWELL AUTOMATION INC CMN	Apr 16 2010	Dec 14 2010	15.00	1,078.30	900.30	0.00	178.00	178.00	ST
SALESFORCE COM, INC CMN	Apr 16 2010	Dec 14 2010	10.00	1,405.17	833.40	0.00	571.77	571.77	ST
AMERICAN TOWER CORPORATION CMN CLASS A	Jun 07 2010	Dec 15 2010	81.00	4,069.88	3,420.63	0.00	649.25	649.25	ST
BIOGEN IDEC INC CMN	Jun 07 2010	Dec 15 2010	43.00	2,845.87	2,070.88	0.00	774.99	774.99	ST
COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A	Apr 16 2010	Dec 16 2010	12.00	840.78	639.00	0.00	201.78	201.78	ST
	Jun 07 2010	Dec 16 2010	36.00	2,522.33	1,818.36	0.00	703.97	703.97	ST
SCHWEITZER-MAUDUIT INTERNATIONAL CMN	Apr 16 2010	Dec 17 2010	33.00	2,055.25	1,700.16	0.00	355.09	355.09	ST
	Jun 07 2010	Dec 17 2010	34.00	2,117.53	1,767.32	0.00	350.21	350.21	ST
	Aug 05 2010	Dec 17 2010	16.00	996.49	727.47	0.00	269.02	269.02	ST
POLO RALPH LAUREN CORPORATION CLASS A COMMON STOCK	Apr 16 2010	Dec 21 2010	14.00	1,589.92	1,253.98	0.00	335.94	335.94	ST



Statement Detail

BROWN FDN MCG
Realized Gains and Losses (Continued)

Period Ended December 31, 2010					
	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)
SHORT TERM GAINS	88,944.61	74,249.54	0.00	14,695.08	14,695.08
SHORT TERM LOSSES	27,733.03	34,572.51	0.00	(6,839.48)	(6,839.48)
NET SHORT TERM GAINS (LOSSES)	116,677.64	108,822.04	0.00	7,855.60	7,855.60



Statement Detail
BROWN FAM FDN CORP FI
Realized Gains and Losses

Period Ended December 31, 2010

YEAR TO DATE GAINS AND LOSSES

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	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
TYCO INTERNATIONAL FINANCE S A 6.375% 10/15/2011 USD	Apr 07 2010	May 28 2010	100,000.00	107,482.00	106,457.83 ³	0.00	442.00	1,024.17	ST
AOL TIME WARNER INC 6.875% 05/01/2012 USD	Mar 25 2010	Jul 14 2010	100,000.00	110,000.00	108,818.37 ³	0.00	(200.00)	1,181.63	ST
PHILIP MORRIS INTERNATIONAL 6.875% 03/17/2014 SR LIEN	Apr 09 2010	Dec 01 2010	100,000.00	116,210.00	112,341.68 ³	0.00	1,630.00	3,868.32	ST
DIRECTV HOLDINGS/FINANCE 7.625% 05/15/2016 M-W+50.00BP	Apr 15 2010	Dec 15 2010	100,000.00	110,940.00	109,486.02 ³	0.00	(1,100.00)	1,453.98	ST
SHORT TERM GAINS									
				444,632.00	437,103.90	0.00	772.00	7,528.10	
NET SHORT TERM GAINS (LOSSES)				444,632.00	437,103.90	0.00	772.00	7,528.10	

³ Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization. This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently.

Tax Worksheet Schedule D

(01/01/2010 To 04/30/2010)

Date Run : 04/30/2010

Processing Date : 04/30/2010

Time Printed :12:08:34 PM

Taxpayer I D :36-729506

*** Account Closed On : 04/12/2010 ***

Account Name : Charles & Millicent Brown Fam Fm INV MGR

Account Number : 0202

Shares/PV	Asset Sold	How	Date	Acquired	Date Sold	Holding	Sales	Original	Realized
		Acq				Period	Proceeds	Cost	Gain/Loss
195,000	Federal Farm Credit Bank's	Buy	04/02/2009	02/22/2010	02/22/2010	Short	195,000.00	202,093.39	-7,093.39
3,496.500	Federated Capital Appreciation Instl Fd #680	Buy	05/15/2009	02/23/2010	02/23/2010	Short	58,741.25	50,000.00	8,741.25
34,130	Federated Capital Appreciation Instl Fd #680	Reinv	12/29/2009	02/23/2010	02/23/2010	Short	573.37	585.66	-12.29
58,610	Federated Total Return Bd Inst'l Svc #288	Reinv	02/27/2009	02/23/2010	02/23/2010	Short	642.37	591.96	50.41
63,020	Federated Total Return Bd Inst'l Svc #288	Reinv	03/31/2009	02/23/2010	02/23/2010	Short	690.66	643.39	47.27
63,260	Federated Total Return Bd Inst'l Svc #288	Reinv	04/30/2009	02/23/2010	02/23/2010	Short	693.27	653.42	39.85
59,550	Federated Total Return Bd Inst'l Svc #288	Reinv	05/29/2009	02/23/2010	02/23/2010	Short	652.70	619.95	32.75
57,050	Federated Total Return Bd Inst'l Svc #288	Reinv	06/30/2009	02/23/2010	02/23/2010	Short	625.31	596.78	28.53
57,980	Federated Total Return Bd Inst'l Svc #288	Reinv	07/31/2009	02/23/2010	02/23/2010	Short	635.44	618.62	16.82
58,490	Federated Total Return Bd Inst'l Svc #288	Reinv	08/31/2009	02/23/2010	02/23/2010	Short	641.07	628.79	12.28
59,580	Federated Total Return Bd Inst'l Svc #288	Reinv	09/30/2009	02/23/2010	02/23/2010	Short	653.01	647.05	5.96
54,300	Federated Total Return Bd Inst'l Svc #288	Reinv	10/30/2009	02/23/2010	02/23/2010	Short	595.15	592.43	2.72
54,380	Federated Total Return Bd Inst'l Svc #288	Reinv	11/30/2009	02/23/2010	02/23/2010	Short	595.98	598.16	-2.18
60,190	Federated Total Return Bd Inst'l Svc #288	Reinv	12/31/2009	02/23/2010	02/23/2010	Short	659.72	654.30	5.42
56,550	Federated Total Return Bd Inst'l Svc #288	Reinv	01/29/2010	02/23/2010	02/23/2010	Short	619.74	621.44	-1.70
9,199.630	Federated US Govt Securities Fd 1-3 (#9)	Buy	10/14/2009	02/23/2010	02/23/2010	Short	100,000.00	100,000.00	0.00
8,496.180	Federated US Govt Securities Fd 2-5 (#47)	Buy	01/11/2010	02/23/2010	02/23/2010	Short	100,679.70	100,000.00	679.70
3,717.470	Fidelity Advisor New Insights Fd #1277 Cl A	Buy	05/15/2009	02/23/2010	02/23/2010	Short	62,118.96	50,000.00	12,118.96
2,160	Fidelity Advisor New Insights Fd #1277 Cl A	Reinv	12/24/2009	02/23/2010	02/23/2010	Short	36.11	37.17	-1.06
6,870	Fidelity Advisor New Insights Fd #1277 Cl A	Reinv	02/05/2010	02/23/2010	02/23/2010	Short	114.75	111.59	3.16
24,070	Fidelity Advisor New Insights Fd C #1279	Reinv	02/05/2010	02/23/2010	02/23/2010	Short	385.76	375.18	10.58
89,870	First Eagle Global Fund Cl A	Reinv	12/16/2009	02/23/2010	02/23/2010	Short	3,566.00	3,629.82	-63.82
5,165.290	Lord Abbett Value Opportunities Fd Cl A	Buy	05/15/2009	02/23/2010	02/23/2010	Short	66,322.31	50,000.00	16,322.31
4,980.080	Lord Abbett Value Opportunities Fd Cl A	Buy	05/27/2009	02/23/2010	02/23/2010	Short	63,944.23	50,000.00	13,944.23
5,192.110	Lord Abbett Value Opportunities Fd Cl C	Buy	04/17/2009	02/23/2010	02/23/2010	Short	65,057.11	50,000.00	15,057.11
22,530	MFS International Growth Fund C	Reinv	12/17/2009	02/23/2010	02/23/2010	Short	422.02	435.09	-13.07
7,430	MFS International Value Fund C	Reinv	12/16/2009	02/23/2010	02/23/2010	Short	152.22	156.83	-4.61
3,440	MFS Int'l Growth Fnd Cl A	Reinv	12/17/2009	02/23/2010	02/23/2010	Short	69.08	71.15	-2.07
24,650	Oppenheimer Intl Bd Fd Cl C	Reinv	02/27/2009	02/23/2010	02/23/2010	Short	154.82	134.11	20.71
41,030	Oppenheimer Intl Bd Fd Cl C	Reinv	04/01/2009	02/23/2010	02/23/2010	Short	257.66	229.35	28.31

TruePartial

Tax Worksheet Schedule D

(01/01/2010 To 04/30/2010)

Date Run : 04/30/2010

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Taxpayer I D :36-729506

*** Account Closed On : 04/12/2010 ***

Account Name : Charles & Mallicent Brown Fam En INV MGR

Account Number : 0202

Shares/PV	Asset Sold	How	Acq	Acquired	Date Sold	Holding	Period	Proceeds	Original	Realized
								Cost	Gain/Loss	
41.940	Oppenheimer Intl Bd Fd Cl C	Reinv	05/01/2009	02/23/2010	Short			263.41	239.50	23.91
38.530	Oppenheimer Intl Bd Fd Cl C	Reinv	05/31/2009	02/23/2010	Short			241.99	232.74	9.25
40.230	Oppenheimer Intl Bd Fd Cl C	Reinv	07/01/2009	02/23/2010	Short			252.66	242.60	10.06
41.120	Oppenheimer Intl Bd Fd Cl C	Reinv	07/31/2009	02/23/2010	Short			258.22	254.52	3.70
37.010	Oppenheimer Intl Bd Fd Cl C	Reinv	08/31/2009	02/23/2010	Short			232.41	232.78	-0.37
35.900	Oppenheimer Intl Bd Fd Cl C	Reinv	09/30/2009	02/23/2010	Short			225.46	234.08	-8.62
39.170	Oppenheimer Intl Bd Fd Cl C	Reinv	10/31/2009	02/23/2010	Short			245.98	255.38	-9.40
33.810	Oppenheimer Intl Bd Fd Cl C	Reinv	12/01/2009	02/23/2010	Short			212.33	225.52	-13.19
2.780	Oppenheimer Intl Bd Fd Cl C	Reinv	12/30/2009	02/23/2010	Short			17.47	17.72	-0.25
36.460	Oppenheimer Intl Bd Fd Cl C	Reinv	12/30/2009	02/23/2010	Short			228.99	232.27	-3.28
105.540	Oppenheimer Intl Bd Fd Cl C	Reinv	12/31/2009	02/23/2010	Short			662.76	671.20	-8.44
39.020	Oppenheimer Intl Bd Fd Cl C	Reinv	02/01/2010	02/23/2010	Short			245.05	246.61	-1.56
44.930	Prudential Jennison Natural Resources Cl C	Reinv	11/24/2009	02/23/2010	Short			1,643.81	1,686.02	-42.21
10,162.600	Sentinel Small Company Fund A	Buy	05/15/2009	02/23/2010	Short			63,414.63	50,000.00	13,414.63
26.620	Templeton Global Bond Fund Cl C	Reinv	03/18/2009	02/23/2010	Short			343.63	288.53	55.10
24.950	Templeton Global Bond Fund Cl C	Reinv	04/20/2009	02/23/2010	Short			322.17	288.23	33.94
24.210	Templeton Global Bond Fund Cl C	Reinv	05/20/2009	02/23/2010	Short			312.54	287.85	24.69
24.600	Templeton Global Bond Fund Cl C	Reinv	06/18/2009	02/23/2010	Short			317.60	289.55	28.05
24.380	Templeton Global Bond Fund Cl C	Reinv	07/20/2009	02/23/2010	Short			314.72	289.85	24.87
23.940	Templeton Global Bond Fund Cl C	Reinv	08/19/2009	02/23/2010	Short			309.05	290.14	18.91
23.630	Templeton Global Bond Fund Cl C	Reinv	09/18/2009	02/23/2010	Short			305.06	291.83	13.23
22.870	Templeton Global Bond Fund Cl C	Reinv	10/20/2009	02/23/2010	Short			295.26	291.38	3.88
22.890	Templeton Global Bond Fund Cl C	Reinv	11/18/2009	02/23/2010	Short			295.55	293.03	2.52
23.090	Templeton Global Bond Fund Cl C	Reinv	12/17/2009	02/23/2010	Short			298.07	292.52	5.55
22.520	Templeton Global Bond Fund Cl C	Reinv	01/20/2010	02/23/2010	Short			290.71	292.74	-2.03
23.030	Templeton Global Bond Fund Cl C	Reinv	02/18/2010	03/22/2010	Short			304.17	297.27	6.90
2,560.160	Thornburg Int'l Value Fund Cl C	Buy	05/27/2009	02/23/2010	Short			57,347.66	50,000.00	7,347.66
24.010	Thornburg Int'l Value Fund Cl C	Reinv	06/26/2009	02/23/2010	Short			537.76	472.93	64.83
1.830	Thornburg Int'l Value Fund Cl C	Reinv	09/26/2009	02/23/2010	Short			40.99	41.13	-0.14
0.250	Vanguard Health Care Fund #52	Reinv	03/23/2009	02/23/2010	Short			29.36	22.22	7.14

Tax Worksheet Schedule D

(01/01/2010 To 04/30/2010)

Date Run : 04/30/2010

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Time Printed :12:08:34 PM

Taxpayer I D :36-729506

*** Account Closed On : 04/12/2010 ***

Account Name : Charles & Millicent Brown Fam En INV MGR

Account Number : 0202

Shares/PV	Asset Sold	How	Date	Acquired	Date Sold	Holding	Period	Proceeds	Original	Cost	Realized
2,730	Vanguard Health Care Fund #52	Reinv	12/30/2009	02/23/2010	Short	Short	Short	326.18	331.64	331.64	-5.46
6,400	Vanguard Health Care Fund #52	Reinv	12/30/2009	02/23/2010	Short	Short	Short	763.96	776.80	776.80	-12.84
2,540	Vanguard Mid Cap Index Fund #859	Reinv	03/23/2009	02/23/2010	Short	Short	Short	41.60	26.27	26.27	15.33
30,600	Vanguard Mid Cap Index Fund #859	Reinv	12/23/2009	02/23/2010	Short	Short	Short	500.87	505.46	505.46	-1.59
0,770	Vanguard Small Cap Index Fund #48	Reinv	03/23/2009	02/23/2010	Short	Short	Short	21.24	12.82	12.82	8.42
17,760	Vanguard Small Cap Index Fund #48	Reinv	12/23/2009	02/23/2010	Short	Short	Short	491.21	492.81	492.81	-1.60
2,478,930	Vanguard Wellesley Income Fund #27	Buy	10/14/2009	02/23/2010	Short	Short	Short	50,669.31	50,000.00	50,000.00	669.31
2,408,480	Vanguard Wellesley Income Fund #27	Buy	01/19/2010	02/23/2010	Short	Short	Short	49,229.29	50,000.00	50,000.00	-770.71
1,755,000	Vanguard Wellington Fd #21	Buy	10/14/2009	02/23/2010	Short	Short	Short	50,157.96	50,000.00	50,000.00	157.96
1,687,480	Vanguard Wellington Fd #21	Buy	01/19/2010	02/23/2010	Short	Short	Short	48,228.15	50,000.00	50,000.00	-1,771.85
300	Abbott Laboratories	Free	Unknown	01/08/2010	Long	Long	Long	16,451.57	28,048.57	28,048.57	-11,597.00
100,000	Federal Home Loan Mtge Corp	Buy	02/25/2009	03/26/2010	Long	Long	Long	100,000.00	100,000.00	100,000.00	0.00
175,000	Federal National Mtge Assn	Buy	02/04/2009	02/22/2010	Long	Long	Long	175,000.00	175,000.00	175,000.00	0.00
837,320	Federated Capital Appreciation Fd Cl A (#674)	Buy	03/02/2001	02/23/2010	Long	Long	Long	14,083.74	21,000.00	21,000.00	-6,916.26
2,846,790	Federated Capital Appreciation Fd Cl A (#674)	Buy	10/29/2002	02/23/2010	Long	Long	Long	47,883.02	55,000.00	55,000.00	-7,116.98
9,541,990	Federated Total Return Bd Inst'l Svc #288	Buy	07/03/2008	02/23/2010	Long	Long	Long	104,580.17	100,000.00	100,000.00	4,580.17
34,150	Federated Total Return Bd Inst'l Svc #288	Reinv	07/31/2008	02/23/2010	Long	Long	Long	374.28	356.87	356.87	17.41
40,060	Federated Total Return Bd Inst'l Svc #288	Reinv	08/31/2008	02/23/2010	Long	Long	Long	439.09	419.06	419.06	20.03
4,849,660	Federated Total Return Bd Inst'l Svc #288	Buy	09/26/2008	02/23/2010	Long	Long	Long	53,152.28	50,000.00	50,000.00	3,152.28
62,140	Federated Total Return Bd Inst'l Svc #288	Reinv	09/30/2008	02/23/2010	Long	Long	Long	681.00	638.13	638.13	42.87
64,230	Federated Total Return Bd Inst'l Svc #288	Reinv	10/31/2008	02/23/2010	Long	Long	Long	703.98	629.47	629.47	74.51
66,610	Federated Total Return Bd Inst'l Svc #288	Reinv	11/28/2008	02/23/2010	Long	Long	Long	729.99	654.73	654.73	75.26
32,750	Federated Total Return Bd Inst'l Svc #288	Reinv	12/30/2008	02/23/2010	Long	Long	Long	358.96	332.76	332.76	26.20
65,920	Federated Total Return Bd Inst'l Svc #288	Reinv	12/31/2008	02/23/2010	Long	Long	Long	722.46	671.05	671.05	51.41
58,090	Federated Total Return Bd Inst'l Svc #288	Reinv	01/30/2009	02/23/2010	Long	Long	Long	636.70	589.64	589.64	47.06
6,983,240	Fidelity Advisor New Insights Fd C #1279	Buy	12/05/2007	02/23/2010	Long	Long	Long	111,941.34	150,000.00	150,000.00	-38,058.66
128,160	Fidelity Advisor New Insights Fd C #1279	Reinv	01/02/2008	02/23/2010	Long	Long	Long	2,054.45	2,723.46	2,723.46	-669.01
5,319,150	Fidelity Advisor New Insights Fd C #1279	Buy	01/25/2008	02/23/2010	Long	Long	Long	85,265.96	100,000.00	100,000.00	-14,734.04
75,800	Fidelity Advisor New Insights Fd C #1279	Reinv	02/26/2008	02/23/2010	Long	Long	Long	1,215.01	1,429.51	1,429.51	-214.50
4,306,790	First Eagle Global Fund Cl A	Buy	02/04/2005	02/23/2010	Long	Long	Long	170,893.47	167,361.91	167,361.91	3,531.56

Tax Worksheet Schedule D

(01/01/2010 To 04/30/2010)

Date Run : 04/30/2010

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Time Printed :12:08:34 PM

Taxpayer I D :36-729506

*** Account Closed On : 04/12/2010 ***

Account Name : Charles & Millicent Brown Fam Fnd INV MGR

Account Number : 0202

Shares/FV	Asset Sold	How	Acq	Acquired	Date	Holding	Period	Proceeds	Original	Cost	Realized
86.930	First Eagle Global Fund Cl A	Reinv	12/19/2005	02/23/2010	Long			3,449.46	3,638.99		-189.53
172.730	First Eagle Global Fund Cl A	Reinv	12/19/2005	02/23/2010	Long			6,854.05	7,230.60		-376.55
122.140	First Eagle Global Fund Cl A	Reinv	12/18/2006	02/23/2010	Long			4,046.32	5,558.37		-712.05
361.230	First Eagle Global Fund Cl A	Reinv	12/18/2006	02/23/2010	Long			14,333.11	16,439.35		-2,105.94
200.800	First Eagle Global Fund Cl A	Buy	07/10/2007	02/23/2010	Long			7,967.96	10,000.00		-2,032.14
20.960	First Eagle Global Fund Cl A	Reinv	12/18/2007	02/23/2010	Long			831.73	945.11		-113.38
124.250	First Eagle Global Fund Cl A	Reinv	12/18/2007	02/23/2010	Long			4,930.24	5,602.41		-672.17
490.360	First Eagle Global Fund Cl A	Reinv	12/18/2007	02/23/2010	Long			19,457.52	22,110.37		-2,652.85
25.510	First Eagle Global Fund Cl A	Reinv	12/19/2008	02/23/2010	Long			1,012.12	841.73		170.39
412.030	First Eagle Global Fund Cl A	Reinv	12/19/2008	02/23/2010	Long			16,349.51	13,597.11		2,752.40
5,324.810	MFS International Growth Fund C	Buy	03/22/2005	02/23/2010	Long			99,733.76	100,000.00		-266.24
108.930	MFS International Growth Fund C	Reinv	12/20/2005	02/23/2010	Long			2,040.17	2,235.14		-194.97
17.180	MFS International Growth Fund C	Reinv	12/21/2006	02/23/2010	Long			321.80	406.17		-84.37
442.060	MFS International Growth Fund C	Reinv	12/21/2006	02/23/2010	Long			8,279.77	10,450.28		-2,170.51
12.870	MFS International Growth Fund C	Reinv	12/18/2007	02/23/2010	Long			241.07	329.24		-88.17
179.400	MFS International Growth Fund C	Reinv	12/18/2007	02/23/2010	Long			3,360.16	4,589.04		-1,228.88
339.470	MFS International Growth Fund C	Reinv	12/18/2007	02/23/2010	Long			6,358.24	8,683.60		-2,325.36
56.530	MFS International Growth Fund C	Reinv	12/18/2008	02/23/2010	Long			1,058.83	827.05		231.78
195.010	MFS International Growth Fund C	Reinv	12/18/2008	02/23/2010	Long			3,652.50	2,852.96		799.54
1,909.860	MFS International Value Fund C	Buy	03/10/2006	02/23/2010	Long			39,132.93	50,000.00		-10,867.07
16.440	MFS International Value Fund C	Reinv	12/21/2006	02/23/2010	Long			336.94	469.80		-132.86
149.820	MFS International Value Fund C	Reinv	12/21/2006	02/23/2010	Long			3,069.81	4,280.37		-1,210.56
11.950	MFS International Value Fund C	Reinv	12/18/2007	02/23/2010	Long			244.88	343.83		-98.95
155.180	MFS International Value Fund C	Reinv	12/18/2007	02/23/2010	Long			3,179.68	4,464.59		-1,284.91
177.720	MFS International Value Fund C	Reinv	12/16/2008	02/23/2010	Long			3,641.46	3,127.86		513.60
15.510	MFS International Value Fund C	Reinv	12/18/2008	02/23/2010	Long			317.78	272.95		44.83
59.540	MFS International Value Fund C	Reinv	12/18/2008	02/23/2010	Long			1,199.40	1,030.23		169.17
348.070	MFS Int'l Growth Fnd Cl A	Buy	07/10/2007	02/23/2010	Long			6,985.72	10,000.00		-3,014.28
2.830	MFS Int'l Growth Fnd Cl A	Reinv	12/18/2007	02/23/2010	Long			56.82	77.03		-20.21
9.960	MFS Int'l Growth Fnd Cl A	Reinv	12/18/2007	02/23/2010	Long			199.92	271.05		-71.13

Tax Worksheet Schedule D

(01/01/2010 To 04/30/2010)

Date Run : 04/30/2010

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Taxpayer I D :36-729506

*** Account Closed On : 04/12/2010 ***

Account Name : Charles & Millicent Brown Fam En INV MGR

Account Number : 0202

Shares/PV	Asset Sold	How	Date		Holding Period	Sales		Original Cost	Realized Gain/Loss
			Acq	Acquired		Date Sold	Proceeds		
18.850	MFS Int'l Growth Fnd Cl A	Reinv	12/18/2007	02/23/2010	Long	378.32	512.90	-134.58	
4.980	MFS Int'l Growth Fnd Cl A	Reinv	12/18/2008	02/23/2010	Long	99.89	77.84	22.05	
10.780	MFS Int'l Growth Fnd Cl A	Reinv	12/18/2008	02/23/2010	Long	216.37	168.61	47.76	
8,503.400	Oppenheimer Intl Bd Fd Cl C	Buy	03/10/2006	02/23/2010	Long	53,401.39	50,000.00	3,401.39	
11.560	Oppenheimer Intl Bd Fd Cl C	Reinv	01/03/2006	02/23/2010	Long	72.60	67.40	5.20	
16.600	Oppenheimer Intl Bd Fd Cl C	Reinv	04/28/2006	02/23/2010	Long	104.24	98.43	5.81	
23.480	Oppenheimer Intl Bd Fd Cl C	Reinv	06/01/2006	02/23/2010	Long	147.45	133.36	14.09	
22.670	Oppenheimer Intl Bd Fd Cl C	Reinv	07/03/2006	02/23/2010	Long	142.36	127.62	14.74	
18.010	Oppenheimer Intl Bd Fd Cl C	Reinv	08/01/2006	02/23/2010	Long	113.07	103.35	9.72	
23.410	Oppenheimer Intl Bd Fd Cl C	Reinv	09/01/2006	02/23/2010	Long	147.03	135.79	11.24	
21.500	Oppenheimer Intl Bd Fd Cl C	Reinv	10/02/2006	02/23/2010	Long	135.02	124.27	10.75	
18.030	Oppenheimer Intl Bd Fd Cl C	Reinv	11/01/2006	02/23/2010	Long	113.24	106.39	6.85	
24.050	Oppenheimer Intl Bd Fd Cl C	Reinv	12/01/2006	02/23/2010	Long	151.05	145.28	5.77	
18.300	Oppenheimer Intl Bd Fd Cl C	Reinv	12/28/2006	02/23/2010	Long	114.91	109.60	5.31	
22.710	Oppenheimer Intl Bd Fd Cl C	Reinv	12/29/2006	02/23/2010	Long	142.62	136.03	6.59	
23.060	Oppenheimer Intl Bd Fd Cl C	Reinv	02/01/2007	02/23/2010	Long	144.84	136.31	8.53	
19.810	Oppenheimer Intl Bd Fd Cl C	Reinv	03/01/2007	02/23/2010	Long	124.38	119.43	4.95	
25.950	Oppenheimer Intl Bd Fd Cl C	Reinv	04/02/2007	02/23/2010	Long	162.95	158.28	4.67	
22.690	Oppenheimer Intl Bd Fd Cl C	Reinv	05/01/2007	02/23/2010	Long	142.51	141.38	1.13	
24.430	Oppenheimer Intl Bd Fd Cl C	Reinv	05/31/2007	02/23/2010	Long	153.43	152.45	0.98	
24.680	Oppenheimer Intl Bd Fd Cl C	Reinv	07/02/2007	02/23/2010	Long	154.98	152.02	2.96	
23.660	Oppenheimer Intl Bd Fd Cl C	Reinv	07/31/2007	02/23/2010	Long	148.57	147.62	0.95	
29.580	Oppenheimer Intl Bd Fd Cl C	Reinv	08/31/2007	02/23/2010	Long	185.76	182.50	3.26	
22.290	Oppenheimer Intl Bd Fd Cl C	Reinv	09/30/2007	02/23/2010	Long	139.98	142.43	-2.45	
24.200	Oppenheimer Intl Bd Fd Cl C	Reinv	10/31/2007	02/23/2010	Long	151.99	158.28	-6.29	
22.980	Oppenheimer Intl Bd Fd Cl C	Reinv	11/30/2007	02/23/2010	Long	144.30	151.65	-7.35	
239.890	Oppenheimer Intl Bd Fd Cl C	Reinv	12/28/2007	02/23/2010	Long	1,506.53	1,523.33	-16.80	
36.780	Oppenheimer Intl Bd Fd Cl C	Reinv	12/31/2007	02/23/2010	Long	230.95	233.16	-2.21	
47.690	Oppenheimer Intl Bd Fd Cl C	Reinv	01/15/2008	02/23/2010	Long	299.47	302.81	-3.34	
3,875.970	Oppenheimer Intl Bd Fd Cl C	Buy	01/25/2008	02/23/2010	Long	24,341.09	25,000.00	-658.91	

Tax Worksheet Schedule D

(01/01/2010 To 04/30/2010)

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*** Account Closed On : 04/12/2010 ***

Account Name : Charles & Millicent Brown Fam En INV MGR

Account Number : 0202

Shares/PV	Asset Sold	How	Acq	Date	Acquired	Date Sold	Holding	Period	Sales	Original	Realized
									Proceeds	Cost	Gain/Loss
33.110	Oppenheimer Intl Bd Fd Cl C	Reinv	02/01/2008	02/23/2010	Long				207.93	216.54	-8.61
33.900	Oppenheimer Intl Bd Fd Cl C	Reinv	03/03/2008	02/23/2010	Long				212.91	226.00	-13.09
33.880	Oppenheimer Intl Bd Fd Cl C	Reinv	03/31/2008	02/23/2010	Long				212.77	228.02	-15.25
35.680	Oppenheimer Intl Bd Fd Cl C	Reinv	05/01/2008	02/23/2010	Long				224.06	235.84	-11.78
39.510	Oppenheimer Intl Bd Fd Cl C	Reinv	05/31/2008	02/23/2010	Long				248.12	258.00	-9.88
36.370	Oppenheimer Intl Bd Fd Cl C	Reinv	07/01/2008	02/23/2010	Long				229.65	235.87	-6.22
39.130	Oppenheimer Intl Bd Fd Cl C	Reinv	08/01/2008	02/23/2010	Long				245.75	252.79	-7.04
40.010	Oppenheimer Intl Bd Fd Cl C	Reinv	09/02/2008	02/23/2010	Long				251.28	251.68	-0.40
73.800	Oppenheimer Intl Bd Fd Cl C	Reinv	10/01/2008	02/23/2010	Long				463.46	438.37	25.09
44.920	Oppenheimer Intl Bd Fd Cl C	Reinv	10/31/2008	02/23/2010	Long				282.08	248.39	33.69
35.680	Oppenheimer Intl Bd Fd Cl C	Reinv	12/01/2008	02/23/2010	Long				224.08	201.96	22.12
53.240	Oppenheimer Intl Bd Fd Cl C	Reinv	12/30/2008	02/23/2010	Long				334.35	314.12	20.23
51.020	Oppenheimer Intl Bd Fd Cl C	Reinv	12/31/2008	02/23/2010	Long				320.42	301.03	19.39
268.460	Oppenheimer Intl Bd Fd Cl C	Reinv	12/31/2008	02/23/2010	Long				1,685.94	1,583.92	102.02
21.240	Oppenheimer Intl Bd Fd Cl C	Reinv	01/31/2009	02/23/2010	Long				133.37	120.63	12.74
2,105.260	Prudential Jennison Natural Resources Cl C	Buy	01/25/2008	02/23/2010	Long				77,031.56	100,000.00	-22,968.44
20.660	Prudential Jennison Natural Resources Cl C	Reinv	12/04/2008	02/23/2010	Long				756.10	380.21	375.89
23.600	Prudential Jennison Natural Resources Cl C	Reinv	12/04/2008	02/23/2010	Long				863.67	434.32	429.35
79.360	Prudential Jennison Natural Resources Cl C	Reinv	12/04/2008	02/23/2010	Long				2,903.75	1,460.21	1,443.54
2,674.900	Sentinel Small Company Fund A	Buy	10/29/2002	02/23/2010	Long				16,691.36	13,000.00	3,691.36
1,392.760	Sentinel Small Company Fund A	Buy	04/15/2004	02/23/2010	Long				8,690.81	10,000.00	-1,309.19
8,119.080	Sentinel Small Company Fund A	Buy	10/01/2004	02/23/2010	Long				50,663.06	60,000.00	-9,336.94
0.530	Sentinel Small Company Fund A	Reinv	12/23/2004	02/23/2010	Long				3.31	3.92	-0.61
633.720	Sentinel Small Company Fund A	Reinv	12/28/2004	02/23/2010	Long				3,954.44	4,683.22	-728.78
27.630	Sentinel Small Company Fund A	Reinv	12/27/2005	02/23/2010	Long				172.39	202.50	-30.11
950.390	Sentinel Small Company Fund A	Reinv	12/27/2005	02/23/2010	Long				5,930.41	6,966.34	-1,035.93
1,428.700	Sentinel Small Company Fund A	Reinv	12/22/2006	02/23/2010	Long				8,915.11	10,729.56	-1,814.45
0.090	Sentinel Small Company Fund A	Reinv	12/26/2006	02/23/2010	Long				0.55	0.66	-0.11
0.530	Sentinel Small Company Fund A	Reinv	12/26/2006	02/23/2010	Long				3.31	3.99	-0.68
609.010	Sentinel Small Company Fund A	Buy	07/10/2007	02/23/2010	Long				3,800.24	5,000.00	-1,199.76

TrustPartial

Tax Worksheet Schedule D

(01/01/2010 To 04/30/2010)

Processing Date : 04/30/2010

Date Run : 04/30/2010

Time Printed :12:08:34 PM

Taxpayer I D :36-729506

*** Account Closed On : 04/12/2010 ***

Account Name : Charles & Millicent Brown Fam Fm INV MGR

Account Number : 0202

Shares/BV	Asset Sold	How	Acq	Date	Acquired	Date Sold	Holding	Period	Proceeds	Original	Realized
									Cost	Cost	Gain/Loss
209.070	Sentinel Small Company Fund A	Reinv	12/26/2007	02/23/2010	Long				1,866.18	2,156.27	-290.09
1,200.300	Sentinel Small Company Fund A	Reinv	12/26/2007	02/23/2010	Long				7,489.88	8,654.17	-1,164.29
6,432.250	Templeton Global Bond Fund Cl C	Buy	01/25/2008	02/23/2010	Long				83,040.30	75,000.00	8,040.30
22.610	Templeton Global Bond Fund Cl C	Reinv	02/25/2008	02/23/2010	Long				291.88	265.65	26.23
21.840	Templeton Global Bond Fund Cl C	Reinv	03/24/2008	02/23/2010	Long				281.90	264.00	17.90
22.130	Templeton Global Bond Fund Cl C	Reinv	04/21/2008	02/23/2010	Long				295.66	266.19	19.47
22.560	Templeton Global Bond Fund Cl C	Reinv	05/23/2008	02/23/2010	Long				291.26	266.45	24.81
23.510	Templeton Global Bond Fund Cl C	Reinv	06/23/2008	02/23/2010	Long				303.48	268.68	34.80
23.470	Templeton Global Bond Fund Cl C	Reinv	07/21/2008	02/23/2010	Long				302.97	269.65	33.32
23.560	Templeton Global Bond Fund Cl C	Reinv	08/25/2008	02/23/2010	Long				304.12	269.96	34.16
24.220	Templeton Global Bond Fund Cl C	Reinv	09/22/2008	02/23/2010	Long				312.71	272.25	40.46
24.540	Templeton Global Bond Fund Cl C	Reinv	10/20/2008	02/23/2010	Long				316.75	272.58	44.17
25.230	Templeton Global Bond Fund Cl C	Reinv	11/21/2008	02/23/2010	Long				325.73	274.26	51.47
251.400	Templeton Global Bond Fund Cl C	Reinv	12/19/2008	02/23/2010	Long				3,245.59	2,783.01	462.58
25.280	Templeton Global Bond Fund Cl C	Reinv	01/21/2009	02/23/2010	Long				326.39	285.69	40.70
26.660	Templeton Global Bond Fund Cl C	Reinv	02/20/2009	02/23/2010	Long				344.21	287.42	56.79
1,562.500	Thornburg Int'l Value Fund Cl C	Buy	12/05/2007	02/23/2010	Long				35,000.00	50,000.00	-15,000.00
1,790.190	Thornburg Int'l Value Fund Cl C	Buy	01/25/2008	02/23/2010	Long				40,100.26	50,000.00	-9,899.74
10.680	Thornburg Int'l Value Fund Cl C	Reinv	06/26/2008	02/23/2010	Long				239.19	289.17	-49.98
10.800	Thornburg Int'l Value Fund Cl C	Reinv	09/26/2008	02/23/2010	Long				241.81	254.98	-13.17
0.900	Thornburg Int'l Value Fund Cl C	Reinv	12/26/2008	02/23/2010	Long				20.14	15.72	4.42
349.410	Vanguard Health Care Fund #52	Buy	03/10/2006	02/23/2010	Long				41,701.60	50,000.00	-8,298.40
0.870	Vanguard Health Care Fund #52	Reinv	03/24/2006	02/23/2010	Long				103.36	122.29	-18.93
8.250	Vanguard Health Care Fund #52	Reinv	03/24/2006	02/23/2010	Long				985.00	1,165.97	-180.97
4.300	Vanguard Health Care Fund #52	Reinv	12/20/2006	02/23/2010	Long				513.68	627.42	-113.74
8.170	Vanguard Health Care Fund #52	Reinv	12/20/2006	02/23/2010	Long				975.45	1,191.38	-215.93
0.350	Vanguard Health Care Fund #52	Reinv	03/22/2007	02/23/2010	Long				41.89	51.94	-10.05
5.370	Vanguard Health Care Fund #52	Reinv	03/22/2007	02/23/2010	Long				640.67	789.50	-148.83
7.110	Vanguard Health Care Fund #52	Reinv	12/17/2007	02/23/2010	Long				849.06	982.09	-133.03
23.100	Vanguard Health Care Fund #52	Reinv	12/17/2007	02/23/2010	Long				2,756.39	3,188.49	-432.10

Tax Worksheet Schedule D

(01/01/2010 To 04/30/2010)

Date Run : 04/30/2010

Processing Date : 04/30/2010

Time Printed :12:08:34 PM

Taxpayer I D :36-729506

*** Account Closed On : 04/12/2010 ***

Account Name : Charles & Millicent Brown Fam Fm INV MGR

Account Number : 0202

Shares/PV	Asset Sold	How	Date	Acquired	Date Sold	Holding	Proceeds	Original	Realized
		Acq				Period		Cost	Gain/Loss
0.080	Vanguard Health Care Fund #52	Reinv	03/28/2008	02/23/2010	Long		9.67	10.17	-0.50
0.110	Vanguard Health Care Fund #52	Reinv	03/28/2008	02/23/2010	Long		11.77	13.43	-0.66
1.310	Vanguard Health Care Fund #52	Reinv	03/28/2008	02/23/2010	Long		514.88	539.17	-24.29
1.070	Vanguard Health Care Fund #52	Reinv	12/16/2009	02/23/2010	Long		127.70	105.32	22.38
7.910	Vanguard Health Care Fund #52	Reinv	12/16/2008	02/23/2010	Long		943.58	778.43	165.15
33.000	Vanguard Health Care Fund #52	Reinv	12/16/2008	02/23/2010	Long		3,948.69	3,257.59	691.10
275.170	Vanguard Mid Cap Index Fund #859	Buy	07/10/2007	02/23/2010	Long		3,485.28	5,000.00	-1,314.72
2.890	Vanguard Mid Cap Index Fund #859	Reinv	12/23/2007	02/23/2010	Long		47.36	58.98	-11.62
0.050	Vanguard Mid Cap Index Fund #859	Reinv	03/12/2008	02/23/2010	Long		0.80	0.91	-0.11
2,632.970	Vanguard Mid Cap Index Fund #859	Buy	03/25/2008	02/23/2010	Long		43,101.63	50,000.00	-6,898.37
58.150	Vanguard Mid Cap Index Fund #859	Reinv	12/23/2008	02/23/2010	Long		951.87	646.59	305.28
139.550	Vanguard Small Cap Index Fund #48	Buy	07/10/2007	02/23/2010	Long		3,859.90	5,000.00	-1,140.10
1.760	Vanguard Small Cap Index Fund #48	Reinv	12/22/2007	02/23/2010	Long		48.71	56.66	-7.95
0.050	Vanguard Small Cap Index Fund #48	Reinv	03/12/2008	02/23/2010	Long		1.47	1.55	-0.08
1,652.890	Vanguard Small Cap Index Fund #48	Buy	03/25/2008	02/23/2010	Long		45,719.02	50,000.00	-4,280.98
36.980	Vanguard Small Cap Index Fund #48	Reinv	12/23/2008	02/23/2010	Long		1,022.76	705.14	317.62
							2,802,811.47	2,887,237.69	-84,426.22

! denotes Asset may qualify for Five-Year Gain Rule

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
NORSTATES BANK ACCT #0202	37.	37.	0.
GOLDMAN SACHS ACCT #57045	196.	196.	0.
GOLDMAN SACHS ACCT #57241	34.	34.	0.
GOLDMAN SACHS ACCT #57242	99.	99.	0.
GOLDMAN SACHS ACCT #57243	23.	23.	0.
GOLDMAN SACHS ACCT #57253	196.	196.	0.
TOTAL	585.	585.	0.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
NORSTATES BANK ACCT #0202	17,125.	16,770.	0.
GOLDMAN SACHS ACCOUNTS	128,912.	128,912.	0.
LESS GOLDMAN SACHS ACCRUED INTEREST PAID	-26,524.	-26,524.	0.
LESS GS AMORTIZATION OF BOND PREMIUM	-6,756.	-6,756.	0.
LAZARD LTD. PTP	43.	43.	0.
TOTAL	112,800.	112,445.	0.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
MILLER COOPER & CO, LTD	16,382.	0.	0.	16,382.
TOTALS	16,382.	0.	0.	16,382.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
NORSTATES BANK-INVESTMENT FEES	8,193.	4,096.	0.	4,096.
GS ACCT 57241- INVESTMENT FEES	5,203.	2,602.	0.	2,602.
GS ACCT 57242- INVESTMENT FEES	1,256.	628.	0.	628.
GS ACCT 57243- INVESTMENT FEES	1,711.	855.	0.	856.
GS ACCT 57253- INVESTMENT FEES	5,260.	2,630.	0.	2,630.
TOTALS	21,623.	10,811.	0.	10,812.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
IL CHARITY BUREAU FILING FEE	15.	0.	0.	0.
FEDERAL TAXES	1,795.	0.	0.	0.
FOREIGN TAXES	1,351.	1,351.	0.	0.
TOTALS	3,161.	1,351.	0.	0.

ATTACHMENT 6

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
NORSTATES BANK ACCT #0202	3,223,043.	0.	0.
GOLDMAN SACHS	0.	4,653,304.	4,904,639.
TOTALS	<u>3,223,043.</u>	<u>4,653,304.</u>	<u>4,904,639.</u>

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 7

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
ESTATE OF MILLICENT P. BROWN 2841 BENNETT'S POND ROAD WILLIAMSBURG, VA 23185	05/17/2010	1,192,830.
TOTAL CONTRIBUTION AMOUNTS		<u>1,192,830.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
KEITH BROWN DUBOIS 2841 BENNETT'S POND ROAD WILLIAMSBURG, VA 23185	TRUSTEE 0.00	0.	0.	0.
ROBERT A. BROWN 1203 WINDSOR WAY WASHINGTON, IL 61571	TRUSTEE 0.00	0.	0.	0.
CHARLES S. BROWN, JR. 346 ROCK BEACH ROAD ROCHESTER, NY 14617	TRUSTEE 0.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HERITAGE HUMANE SOCIETY 430 WALLER MILL ROAD WILLIAMSBURG, VA 23185	NONE PUBLIC CHARITY	TO SUPPORT ANIMAL WELFARE	3,000
ILLINOIS WESLEYAN UNIVERSITY PO BOX 2900 BLOOMINGTON, IL 61702-2900	NONE PUBLIC CHARITY	TO SUPPORT HIGHER EDUCATION	10,000
CHRISTIAN CAMPUS HOUSE 2231 S 4TH STREET PO BOX 172 CHARLESTON, IL 61920	NONE PUBLIC CHARITY	RELIGIOUS TEACHING AND FELLOWSHIP FOR COLLEGE STUDENTS	5,000
BRADLEY UNIVERSITY 1501 WESWT BRADLEY AVENUE PEORIA, IL 61625	NONE PUBLIC CHARITY	TO SUPPORT HIGHER EDUCATION	5,000.
CHILDREN'S HOSPITAL OF ILLINOIS 530 NE GLEN OAK AVE PEORIA, IL 61637	NONE PUBLIC CHARITY	FULL SERVICE HEALTHCARE FOR CHILDREN	5,000
RIVERSIDE BIBLE CONFERENCE 6355 COUNTY ROAD DD AMHERST, WI 54406	NONE PUBLIC CHARITY	RELIGIOUS CAMP AND RECREATION	5,000.

ATTACHMENT 9

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
QUAD A FOR KIDS RACF INITIATIVES, 500 EAST ROCHESTER, NY 14607	NONE PUBLIC CHARITY	TO PROMOTE ACADEMIC AND EXTRACURRICULAR PROGRAMS FOR URBAN CHILDREN IN ROCHESTER, NY	10,000.
CORNELL UNIVERSITY 256 CARPENTER HALL ITHACA, NY 14853	NONE PUBLIC CHARITY	TO SUPPORT HIGHER EDUCATION	15,000
WILLIAMSBURG SYMPHONIA LEAGUE P.O BOX 400 WILLIAMSBURG, VA 23187	NONE PUBLIC CHARITY	TO SUPPORT AND PROMOTE PROFESSIONAL FINE ARTS	5,000
SOUTH SIDE MISSION 1127 S LARAMIE STREET PEORIA, IL 61065	NONE PUBLIC CHARITY	TO PROVIDE FOOD, CLOTHING, AND HOUSING TO THE NEEDY	5,000
ROANOKE COLLEGE 221 COLLEGE LANE SALEM, VA 24153	NONE PUBLIC CHARITY	TO SUPPORT HIGHER EDUCATION	10,000
DARE 2 SHARE MINISTRIES INTERNATIONAL P O BOX 745323 ARVADA, CO 80006	NONE PUBLIC CHARITY	RELIGIOUS EDUCATION AND ACTIVITIES FOR YOUNG ADULTS IN HIGH SCHOOL AND COLLEGE	9,300

ATTACHMENT 9

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WILLIAMSBURG YOUTH ORCHESTRA PO BOX 1502 WILLIAMSBURG, VA 23187-1502	NONE PUBLIC CHARITY	MUSIC EDUCATION AND PERFORMANCE OPPORTUNITIES FOR MUSIC STUDENTS	5,000.
JAMESTOWN YORKTOWN FOUNDATION INC PO BOX 1607 WILLIAMSBURG, VA 23187	NONE PUBLIC CHARITY	EARLY AMERICAN LIVING-HISTORY EXPERIENCE	10,000
DREAM CENTER PEORIA 714 HAMILTON BLVD PEORIA, IL 61603	NONE PUBLIC CHARITY	TO PROVIDE CLOTHING AND HOUSEHOLD ITEMS, AS WELL AS AFTER-SCHOOL PROGRAMS TO THE NEEDY	5,000
WHEATON COLLEGE 501 COLLEGE AVE WHEATON, IL 60187	NONE PUBLIC CHARITY	TO SUPPORT HIGHER EDUCATION	1,000.
WCIC FM 3902 W BARING TRACE PEORIA, IL 61615	NONE PUBLIC CHARITY	TO PROMOTE RELIGIOUS PROGRAMS ON THE RADIO	10,000
ST JUDE CHILDREN'S HOSPITAL 501 ST JUDE PLACE MEMPHIS, TN 38105	NONE PUBLIC CHARITY	TO SUPPORT PEDIATRIC CANCER RESEARCH	2,000

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NAZARETH COLLEGE OFFICE OF DEVELOPMENT 4245 EAST AVENUE ROCHESTER, NY 14618	NONE PUBLIC CHARITY	TO SUPPORT HIGHER EDUCATION	20,000.
CONVOY OF HOPE 330 S PATTERSON AVE SPRINGFIELD, MO 65802	NONE PUBLIC CHARITY	TO PROVIDE FOOD, CLOTHING, AND HOUSING TO THE NEEDY	7,000
REACH OUT AND READ 56 ROLAND STREET, SUITE 100 BOSTON, MA 02129-1243	NONE PUBLIC CHARITY	TO PROMOTE EARLY LITERACY AND SCHOOL READINESS IN CHILDREN AND PARENTS	5,000
TOTAL CONTRIBUTIONS PAID			152,300

ATTACHMENT 9