Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending ,

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

Name of foundation: ROBERT W AND LYNN H BROWNE FOUNDATION

A Employer identification number: 38-2452645

Number and street (or P O box number if mail is not delivered to street address): 333 TRUST BUILDING
Room/suite:

B Telephone number (see the instructions): (616) 459-2009

City or town: GRAND RAPIDS State: MI ZIP code: 49503

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, column (c), line 16)* ► $ 4,286,349.

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 the instructions))*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
REVENUE 1 Contributions, gifts, grants, etc, received (att sch)	240,619.			
2 Ck ► ☒ if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	99,706.	99,706.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		3,875.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 **Total.** Add lines 1 through 11	340,325.	103,581.		
OPERATING AND ADMINISTRATIVE EXPENSES 13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)				
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instr) See Line 18 Stmt	1,223.			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications	50.	25.		
23 Other expenses (attach schedule) See Line 23 Stmt	1,326.			
24 **Total operating and administrative expenses.** Add lines 13 through 23	2,599.	25.		
25 Contributions, gifts, grants paid	200,600.			200,600.
26 **Total expenses and disbursements.** Add lines 24 and 25	203,199.	25.		200,600.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	137,126.			
b **Net investment income** (if negative, enter -0-)		103,556.		
c **Adjusted net income** (if negative, enter -0-)				

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Part II | Balance Sheets Attached schedules and amounts in the description column should be for end-of year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	122,799.	122,330.	122,330.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) L-10b Stmt	2,183,021.	2,348,229.	3,852,242.
	c Investments – corporate bonds (attach schedule) L-10c Stmt	329,373.	305,635.	311,777.
	11 Investments – land, buildings, and equipment basis ►			
	Less. accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers – see instructions Also, see page 1, item I)	2,635,193.	2,776,194.	4,286,349.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)			
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			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	2,635,193.	2,776,194.	
	30 **Total net assets or fund balances** (see the instructions)	2,635,193.	2,776,194.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	2,635,193.	2,776,194.	

Part III | Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,635,193.
2	Enter amount from Part I, line 27a	2	137,126.
3	Other increases not included in line 2 (itemize) ► NET CAPITAL gain	3	3,875.
4	Add lines 1, 2, and 3	4	2,776,194.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,776,194.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SEE SCHEDULE		Various	Various
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	200,974.		197,099.	3,875.
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				3,875.
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	3,875.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	30,000.	3,191,318.	0.009401
2008	0.	3,747,647.	0.000000
2007	0.	3,121,145.	0.000000
2006	0.	2,686,291.	0.000000
2005	0.	2,495,438.	0.000000

2	**Total** of line 1, column (d)	2	0.009401
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	0.001880
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,621,261.
5	Multiply line 4 by line 3	5	6,808.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,036.
7	Add lines 5 and 6	7	7,844.
8	Enter qualifying distributions from Part XII, line 4	8	200,600.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: _______ (attach copy of letter if necessary – see instr.)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b		1	1,036.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	1,036.
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	1,036.
6	Credits/Payments			
a	2010 estimated tax pmts and 2009 overpayment credited to 2010	6a 1,720.		
b	Exempt foreign organizations – tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	1,720.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	684.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ► 684. **Refunded** ►		11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see the instructions) ► MI - Michigan			
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*	8b	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)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A | Statements Regarding Activities *(Continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► CHARLES M BLOOM Telephone no ► (616) 459-2009

Located at ► 333 TRUST BUILDING, GRAND RAPIDS, MI ZIP + 4 ► 49503-3026

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

			Yes	No
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		X
	See 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

			Yes	No
	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.			
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 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 ► 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see the instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ► ☐

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

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
ROBERT W BROWNE 11610TURTLE BEACH RD N PALM BEACH FL 33408	DIRECTOR 0.50	0.	0.	0.
JAMES R BROWNE 4025 DRUID LANE DALLAS TX 75205	DIRECTOR 0.50	0.	0.	0.
JAMES N DEBOER 333 BRIDGE ST GRAND RAPIDS MI 49501	DIRECTOR 0.50	0.	0.	0.
CHARLES M BLOOM 333 TRUST BLDG GRAND RAPIDS MI 49503	SECRETARY 0.50	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► None

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	3,559,498.
b	Average of monthly cash balances	1b	116,909.
c	Fair market value of all other assets (see instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	3,676,407.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,676,407.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	55,146.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,621,261.
6	**Minimum investment return.** Enter 5% of line 5	6	181,063.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	181,063.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,036.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,036.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	180,027.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	180,027.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	180,027.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1a	200,600.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	200,600.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	1,036.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	199,564.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				180,027.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			92,086.	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2010				
a From 2005 0.				
b From 2006 0.				
c From 2007 0.				
d From 2008 0.				
e From 2009 0.				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► $ 200,600.				
a Applied to 2009, but not more than line 2a			92,086.	
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2010 distributable amount				108,514.
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		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				71,513.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006 0.				
b Excess from 2007 0.				
c Excess from 2008 0.				
d Excess from 2009 0.				
e Excess from 2010 0.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ►

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

ROBERT W BROWNE

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

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here ► ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

ROBERT W BROWNE
333 TRUST BUILDING
GRAND RAPIDS MI 49503 (616) 459-2009

b The form in which applications should be submitted and information and materials they should include

LETTER STATING CHARITABLE PURPOSE AND HOW FUNDS ARE TO BE USED

c Any submission deadlines

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

NONE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
***a** Paid during the year*				
UNIVERSITY OF MICHIGAN 3003 SOUTH STATE ST ANN ARBOR MI 48109	N/A	COLLEGE	RESEARCH	50,000.
UNUVERSITY OF MICHIGAN 3003 SOUTH STATE ST ANN ARBOR MI 48109	N/A	COLLEGE	ENDOW PROFESORSHIP	50,000.
UNIVERSITY OF MICHIGAN 3003 SOUTH STATE ST ANN ARBOR MI 48109	N/A	COLLEGE	BAND PROGRAM	900.
CATO INSTITUTE 1000 MASSACHUSETTS AVE WASHINGTON DC 20001	N/A		PUBLIC POLICY RESEARCH	5,000.
FREDERICK MEIJER GARDENS AND SCULPTURE PARK 1000 E BELTLINE AVE GRAND RAPIDS MI 49525	N/A		ANNUAL FUND DRIVE	1,000.
THE HERITAGE FDN 214 MASSACHUSETTS AVE WASHINGTON DC 2002	N/A		BUILDING RENOVATION	1,000.
ST LOUIS ORTHODONTICS FDN	N/A		GIFT	50,000.
AQUINAS COLLEGE 1607 ROBINSON RD GRAND RAPIDS, MI MI 49506	N/A	COLLEGE	FUND DRIVE	2,700.
See Line 3a statement				40,000.
Total			► **3a**	200,600.
***b** Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (see the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities	813211	99,706.			
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					
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)		99,706.			

13 **Total.** Add line 12, columns (b), (d), and (e) 13 99,706.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions)

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

			Yes	No
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?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1 a (1)		X
	(2) Other assets	1 a (2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
	(3) Rental of facilities, equipment, or other assets	1 b (3)		X
	(4) Reimbursement arrangements	1 b (4)		X
	(5) Loans or loan guarantees	1 b (5)		X
	(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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] 4-15-2011 TREASURER

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
XSP				
Firm's name ▶ Self Prepared			Firm's EIN ▶	
Firm's address ▶			Phone no	

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FEDERAL EXCISE TAX	765.			
MICHIGAN ANNUAL FEE	20.			
FOREIGN INCOME TAX	438.			
Total	1,223.			

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

Other expenses.	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
BANK FEES	1,021.			
MISCELLANEOUS	5.			
MEALS	300.			
Total	1,326.			

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

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	Person or Business Checkbox Amount
a Paid during the year				
HILLSDALE COLLEGE 33 EAST COLLEGE ST HILLSDALE MI 49242	N/A	COLLEGE	FUND DRIVE	Person or ☐ Business ☐ 10,000.
TIBBITS OPERA FDN AND ARTS COUNCIL 14 SOUTH HANCHETT ST COLDWATER MI 49036	N/A	501(C)3	BUILDING RESTORATION	Person or ☐ Business ☐ 25,000.
THE HERITAGE FDN 214 MASSACHUSETTS AVE WASHINGTON DC 2002	N/A		RESEARCH AND EDUCATION	Person or ☐ Business ☐ 5,000.
Total				40,000.

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

Line 10b - Investments - Corporate Stock:	**End of Year Book Value**	**Fair Market Value**
SEE SCHEDULE	2,348,229.	3,852,242.

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

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
Total	2,348,229.	3,852,242.

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

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	End of Year Fair Market Value
BONDS	305,635.	311,777.
Total	305,635.	311,777.

Supporting Statement of:

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

Description	Amount
CASH-RW AND LH BROWNE	35,000.
STOCKS	205,619.
Total	240,619.

ROBERT W. & LYNN H. BROWNE FOUNDATION
38-2452645

SUPPLEMENTARY SCHEDULE
FORM 990-PF
CALENDAR YEAR: 2010

Part II - Line 16 - Total Assets

See Attached Schedule $ 2,776,194

Part VII-A - Line 13 - Newspaper Notice

See Copy Attached

ROBERT W. & LYNN H. BROWNE FOUNDATION
PORTFOLIO SUMMARY
December 31, 2010

Security Type	Adjusted Cost	Market Value	Unrealized Gain/Loss	Pct. Assets	Yield	Est. Annual Income
Cash & Equivalents						
MONEY MARKET	122,329 93	122,329 93	0.00	2.9	0 0	0 00
	122,329 93	122,329 93	0.00	2 9	0 0	0 00
Equities						
COMMON STOCK						
COMMUNICATIONS & TECHNOLOGY	131,267 82	411,738 00	280,470 18	9 6	2 6	10,592.00
CONSUMER PRODUCTS	690,592 74	1,019,150.00	328,557.26	23.8	2 9	29,492.00
FINANCIAL	264,705 76	442,960 00	178,254.24	10 3	0.5	2,400 00
HEALTH CARE	505,836 01	679,612 00	173,775 99	15 9	3 1	21,377 00
BASIC INDUSTRY	705,826 69	1,248,487.76	542,661.07	29 1	2 6	32,760 56
COMMON STOCK	2,298,229 02	3,801,947 76	1,503,718 74	88 7	2 5	96,621.56
PREFERRED STOCK	50,000 00	50,294.00	294.00	1.2	6 4	3,220 00
	2,348,229 02	3,852,241 76	1,504,012 74	89 9	2 6	99,841.56
Fixed Income						
CORPORATE BONDS	305,634 86	311,776.85	6,141 99	7.3	3 8	16,637.50
	305,634 86	311,776 85	6,141 99	7 3	3 8	16,637.50
TOTAL PORTFOLIO	**2,776,193.81**	**4,286,348.54**	**1,510,154.73**	**100.0**	**2.6**	**116,479.06**

Yield to Maturity on Cost

ROBERT W. & LYNN H. BROWNE FOUNDATION

PORTFOLIO DETAIL

December 31, 2010

Purchase Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% Asst.	Yld.
MONEY MARKET									
		PRIVATE BANK MMF		122,329 93		122,329 93		2 9	0 0
				122,329 93		122,329 93	0 00	2 9	0 0
COMMON STOCK									
COMMUNICATIONS & TECHNOLOGY									
08-21-09	2,000	AT&T	26 06	52,119 60	29 38	58,760 00	6,640 40	1 4	5 9
09-11-97	4,000	CISCO SYSTEMS	7 96	31,822.22	20.23	80,920 00	49,097 78	1 9	0 0
01-23-95	3,000	INTEL	4 33	12,975 99	21 03	63,090 00	50,114.01	1.5	3.4
10-29-97	1,200	LINEAR TECH	15 56	18,675 00	34 59	41,508 00	22,833 00	1 0	2 8
07-07-93	6,000	MICROSOFT	2 61	15,675 00	27.91	167,460 00	151,785.00	3 9	2 3
				131,267.82		411,738 00	280,470 18	9 6	2 6
CONSUMER PRODUCTS									
03-14-01	2,000	CLOROX	47 56	95,122 00	63 28	126,560.00	31,438.00	3 0	3 5
05-11-93	2,000	COCA-COLA	36 57	73,144.50	65 77	131,540 00	58,395.50	3 1	2 7
11-20-03	1,000	COLGATE PALMOLIVE	51.11	51,110 00	80.37	80,370 00	29,260.00	1 9	2 6
06-16-09	3,000	GENERAL MILLS	29.28	87,831 00	35 59	106,770 00	18,939 00	2 5	3 1
07-05-01	2,000	LOWES	17 04	34,080.00	25 08	50,160 00	16,080.00	1 2	1 8
08-18-09	2,000	MCDONALDS	55 61	111,226 62	76 76	153,520 00	42,293.38	3.6	3 2
10-08-98	2,000	PEPSICO	45.54	91,079 43	65 33	130,660 00	39,580.57	3 0	2.9
03-07-00	2,000	PROCTER & GAMBLE	42 11	84,220 34	64 33	128,660 00	44,439 66	3 0	3 0
02-22-00	1,200	SMUCKER	33.54	40,253 85	65 65	78,780.00	38,526.15	1 8	2 7
07-13-07	1,000	STARBUCKS	22.52	22,525.00	32 13	32,130 00	9,605 00	0 7	1.6
				690,592 74		1,019,150 00	328,557.26	23 8	2 9
FINANCIAL									
03-02-99	1,500	BERKSHIRE HATHAWAY-B	49 15	73,725 18	80 11	120,165 00	46,439.82	2 8	0 0
03-14-01	1,000	GOLDMAN SACHS	94.56	94,563 00	168 16	168,160 00	73,597 00	3 9	0 8
12-22-04	500	JP MORGAN CHASE	38.96	19,479 75	42 42	21,210.00	1,730.25	0 5	0.5
07-09-04	1,500	US BANCORP	28 47	42,706 33	26 97	40,455 00	-2,251.33	0 9	0 7
06-13-96	3,000	WELLS FARGO	11 41	34,231 50	30 99	92,970 00	58,738 50	2 2	0 6
				264,705 76		442,960 00	178,254.24	10 3	0 5
HEALTH CARE									
05-08-01	2,500	ABBOTT LABS	49.05	122,636.86	47 91	119,775 00	-2,861 86	2 8	3 7
12-23-08	600	BARD CR	80 03	48,018 79	91 77	55,062 00	7,043.21	1 3	0 8
10-16-08	1,000	BAXTER INTL	54 41	54,407 50	50 62	50,620 00	-3,787.50	1 2	2 4
04-15-98	2,000	JOHNSON & JOHNSON	49 66	99,323 00	61 85	123,700 00	24,377.00	2 9	3 5
08-05-09	1,000	MEDTRONIC	35 83	35,825.30	37 09	37,090 00	1,264 70	0 9	2 4
06-23-09	1,500	MERCK	28 52	42,775 84	36 04	54,060 00	11,284 16	1 3	4 2
03-17-06	1,500	NOVARTIS ADR	51 70	77,548.22	58 95	88,425 00	10,876.78	2 1	4 0
01-25-02	1,000	PERRIGO	13.18	13,180.50	63 33	63,330 00	50,149.50	1 5	0 4
03-31-91	5,000	PFIZER	2 42	12,120 00	17.51	87,550 00	75,430 00	2 0	4 6
				505,836 01		679,612 00	173,775 99	15 9	3 1
BASIC INDUSTRY									
11-10-05	500	3M	76.21	38,105 70	86 30	43,150 00	5,044 30	1.0	2 5
10-16-08	300	CATERPILLAR	40 97	12,289 62	93 66	28,098 00	15,808.38	0 7	1.9
11-11-05	2,000	CHEVRON	64 69	129,384 95	91 25	182,500.00	53,115 05	4 3	3 2
01-19-05	1,000	CONOCO PHILLIPS	52.86	52,857.00	68 10	68,100 00	15,243 00	1 6	3 9
02-22-00	1,000	EMERSON ELECTRIC	24 99	24,987.50	57 17	57,170 00	32,182 50	1.3	2 4
12-22-04	1,000	EXELON	42 48	42,478 95	41 64	41,640 00	-838 95	1 0	5 0
05-12-99	2,000	EXXON MOBIL	47.95	95,908.81	73 12	146,240.00	50,331 19	3 4	2 4
11-01-96	3,828	FRANKLIN ELEC	9 96	38,136 93	38 92	148,985 76	110,848 83	3 5	1.3
07-31-92	10,000	GENERAL ELECTRIC	6 41	64,095 84	18.29	182,900 00	118,804 16	4 3	3 1
04-01-09	1,000	MARATHON OIL	29 36	29,364 90	37 03	37,030 00	7,665 10	0 9	2 7
05-31-90	600	MONSANTO	1 68	1,010 69	69 64	41,784 00	40,773 31	1 0	1 6
06-02-10	1,500	NATIONAL FUEL GAS	48 97	73,453 50	65 62	98,430 00	24,976.50	2 3	2 1
08-13-08	1,000	NEXTERA ENERGY	56.03	56,029 97	51.99	51,990 00	-4,039 97	1.2	4 2

Yield to Maturity on Cost

ROBERT W. & LYNN H. BROWNE FOUNDATION

PORTFOLIO DETAIL

December 31, 2010

Purchase Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% Asst.	Yld.
12-26-08	500	SCHLUMBERGER	39 12	19,559 00	83 50	41,750 00	22,191 00	1 0	1.2
03-03-00	1,000	UNITED TECH	28 16	28,163 33	78.72	78,720 00	50,556 67	1 8	2.2
				705,826 69		1,248,487 76	542,661 07	29 1	2 6
		COMMON STOCK Total		2,298,229 02		3,801,947.76	1,503,718 74	88 7	2 5
PREFERRED STOCK									
02-14-03	1,000	GENERAL ELECTRIC CAP 5 875% 2/18/33 PREF	25 00	25,000 00	25.00	25,000 00	0 00	0.6	5 9
08-22-01	1,000	WELLS FARGO CAPITAL TR IV 7% 9/1/31 PREF	25.00	25,000 00	25 29	25,294 00	294 00	0.6	6 9
				50,000.00		50,294 00	294 00	1 2	6 4
CORPORATE BONDS									
07-07-09	50,000	GOLDMAN SACHS GRP 6.875 % Due 01-15-11	100 16	50,081 97	100 16	50,081 15	-0 82	1.2	2.6
04-13-04	100,000	GENERAL ELECTRIC CAP NOTE-STEP UP RATE 6 000 % Due 10-26-12	100 00	100,000 00	101 07	101,071.70	1,071 70	2.4	6 0
07-07-09	50,000	BELLSOUTH 4.750 % Due 11-15-12	103 76	51,881 34	106 67	53,335 00	1,453 66	1.2	2 7
07-07-09	50,000	GENERAL ELECTRIC 5.000 % Due 02-01-13	103 37	51,684 96	106 90	53,448 65	1,763 69	1 2	3.3
07-07-09	50,000	PEPSICO 4 650 % Due 02-15-13	103.97	51,986 58	107 68	53,840 35	1,853 77	1.3	2 7
				305,634.86		311,776 85	6,141 99	7.3	3 8
TOTAL PORTFOLIO				**2,776,193.81**		**4,286,348.54**	**1,510,154.73**	**100.0**	**2.6**

Yield to Maturity on Cost

Affidavit of Publication

IN THE MATTER OF
Browne Fdn-Annual Report

ANNUAL REPORT
The Annual Report of the ROBERT W AND LYNN H BROWNE FOUNDATION for the year ended December 31, 2010, is available for inspection at its principal office, 333 Trust Building, 40 Pearl Street N W, Grand Rapids, Michigan 49503, during regular business hours by any citizen who requests it within 180 days after the date of this notice
CHARLES M BLOOM
Secretary-Treasurer
4/13

STATE OF MICHIGAN
COUNTY OF KENT

Nancy Rykse being duly sworn, deposes and says that a notice, a true copy of which is annexed hereto, was published in: Grand Rapids Legal News, a newspaper printed and circulated in said State and County, on: April 13 A.D., 2011 and that he/she is the principal clerk of the printers of said newspaper and knows the facts stated herein.

Nancy Rykse

Subscribed and sworn before me this 13th day of April, A.D., 2011

Judi L. Anderson Notary Public Kent County, Michigan
My Commission expires August 5, 2012
Acting in Kent County Michigan

Robert W. and Lynn H. Browne Foundation
Part 1 - Line 2 - Contributions Received
2010

From RW and LH Browne:

Stocks	Shares	Mkt Value	Cost
Franklin Electric	3,828	158,153.82	38,136.93
General Electric	5,000	90,325.00	32,047.92
Wells Fargo	3,000	93,330.00	34,231.50
Linear Technology	1,200	41,592.00	18,675.00
CR Bard	400	37,364.00	32,012.53
Goldman Sachs	500	84,217.50	50,515.00
		504,982.32	205,618.88
Cash		35,000.00	35,000.00
TOTAL		539,982.32	240,618.88

REALIZED GAINS AND LOSSES

ROBERT W. & LYNN H. BROWNE FOUNDATION

From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
02-27-07	03-24-10	19,000	PREVEA CLINIC - LOC/WFC (VAR TAX) 0.350% Due 12-01-34	19,000 00	0 00	19,000 00		0.00
07-16-01	05-21-10	500	BP PLC ADR	24,037 50		21,839.80		-2,197 70
02-11-04	05-21-10	500	BP PLC ADR	23,810 00		21,839 80		-1,970.20
03-19-04	12-14-10	600	GENERAL DYNAMICS	26,355 00		41,916.57		15,561.57
08-13-08	12-14-10	500	EXELON	37,590 00		20,489.70		-17,100.30
08-13-08	12-14-10	500	ITT	33,240.00		25,085 15		-8,154 85
08-09-07	12-14-10	500	ITT	32,355 00		25,085 15		-7,269 85
05-31-90	12-14-10	422	MONSANTO	711 52		25,547 48		24,835.96
TOTAL GAINS							0 00	40,397.53
TOTAL LOSSES							0 00	-36,692 90
				197,099 02	0.00	200,803.65	0.00	3,704.63

TOTAL REALIZED GAIN/LOSS 3,704.63

CAPITAL GAIN DISTRIBUTIONS

03-10-10	AOL TIME WARNER			118 35
10-05-10	ROYAL DUTCH			52 20
TOTAL DISTRIBUTIONS	170 55		0 00	170.55
			0.00	**3,875.18**
TOTAL GAIN/LOSS	3,875.18			

Yield to Maturity on Cost