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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

Department of the Treasury
Internal Revenue Service

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

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

G Check all that apply. ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeThomas R. Brown Family Private
Foundation
6720 E. Camino Principal #203
Tucson, AZ 85715

A Employer identification number

55-0899701

B Telephone number (see the instructions)

520-298-2828

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
Fair market value of all assets at end of year (from Part II, column (c), line 16) ☐ Accounting method. ☐ Cash ☒ Accrual
☐ Other (specify) _____
\$ 44,794,889. (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)

1 Contributions, gifts, grants, etc., received (attach sch)

2 Check ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

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 6,026,474.

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/(loss) (attach sch)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

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) See St. 2

c Other prof fees (attach sch) See St. 3

17 Interest

18 Taxes (attach schedule) (see instr.) See Stm 4

19 Depreciation (attach sch) 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

25 Contributions, gifts, grants paid Part XV

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

SCANNED NOV 16 2011

REVENUE

ADMINISTRATIVE AND EXPENSES

RECEIVED

See Statement 1

TODDEN, UT

614-33

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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	7,421,463.	2,679,416.	2,679,416.
	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	15,048.		
	10a Investments — U.S. and state government obligations (attach schedule) Statement 6	323,908.	313,652.	313,652.
	b Investments — corporate stock (attach schedule) Statement 7	4,146,631.	5,123,984.	5,123,984.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis	759,645.		
Less: accumulated depreciation (attach schedule) See Stmt 8	759,645.	759,645.	759,645.	
12 Investments — mortgage loans				
13 Investments — other (attach schedule) Statement 9	29,586,514.	35,914,142.	35,914,142.	
14 Land, buildings, and equipment basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe See Statement 10)	3,296.	4,050.	4,050.	
16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item i)	42,256,505.	44,794,889.	44,794,889.	
LIABILITIES	17 Accounts payable and accrued expenses	49,415.	34,902.	
	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 See Statement 11)		1,359.	
	23 Total liabilities (add lines 17 through 22)	49,415.	36,261.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	42,207,090.	44,758,628.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	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			
	30 Total net assets or fund balances (see the instructions)	42,207,090.	44,758,628.	
	31 Total liabilities and net assets/fund balances (see the instructions)	42,256,505.	44,794,889.	

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	42,207,090.
2 Enter amount from Part I, line 27a	2	-969,302.
3 Other increases not included in line 2 (itemize) See Statement 12	3	3,520,860.
4 Add lines 1, 2, and 3	4	44,758,648.
5 Decreases not included in line 2 (itemize) See Statement 13	5	20.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	44,758,628.

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 Publicly Traded Securities	D	Various	Various
b Publicly Traded Securities	P	Various	Various
c Partnership Realized Gain/Loss	P	Various	Various
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 209,180.		235,640.	-26,460.
b 5,817,294.		6,480,650.	-663,356.
c		6.	-6.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-26,460.
b			-663,356.
c			-6.
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	-689,822.
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	0.

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	2,340,000.	41,875,059.	0.055881
2008	1,260,000.	46,530,411.	0.027079
2007	60,000.	47,775,000.	0.001256
2006	2,953,505.	33,087,334.	0.089264
2005		20,250,636.	

2 Total of line 1, column (d)	2	0.173480
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	0.034696
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	42,776,777.
5 Multiply line 4 by line 3	5	1,484,183.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,434.
7 Add lines 5 and 6	7	1,485,617.
8 Enter qualifying distributions from Part XII, line 4	8	2,115,000.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here. <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter. _____ (attach copy of letter if necessary – see instr.)		1	1,434.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
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	1,434.
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	1,434.
6 Credits/Payments			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	1,231.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	2,400.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,631.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,197.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <u>2,197.</u> Refunded <u></u>	11	0.	

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <u>\$ 0.</u> (2) On foundation managers <u>\$ 0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <u>\$ 0.</u>		
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
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
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, column (c), and Part XIV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <u>AZ</u>		
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)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (Continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>www.brownfoundations.org</u>	13	X	
14	The books are in care of <u>the Foundation</u> Telephone no <u>520 298-2828</u> Located at <u>6720 E Camino Principal #203 Tucson AZ</u> ZIP + 4 <u>85715</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 PF in lieu of Form 1041 — Check here and enter the amount of tax-exempt interest received or accrued during the year. <u>15</u>		N/A	N/A
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>	16	Yes	No
				X

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? <input type="checkbox"/>	1b	X
Organizations relying on a current notice regarding disaster assistance check here <u></u>		
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? <input type="checkbox"/>	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see the instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	3b	X
4 a 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

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Part VII 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 N/A

Organizations relying on a current notice regarding disaster assistance check here.

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

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

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

6b X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (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
Mary B. Bernal 6720 E. Camino Principal #203 Tucson, AZ 85715	CEO/Sec 1.00	0.	0.	0.
Sarah B. Smallhouse 6720 E. Camino Principal #203 Tucson, AZ 85715	Pres/Treas 1.00	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				

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

0

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	11,337,353.
b Average of monthly cash balances	1b	4,401,852.
c Fair market value of all other assets (see instructions)	1c	27,688,995.
d Total (add lines 1a, b, and c)	1d	43,428,200.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	43,428,200.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	651,423.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	42,776,777.
6 Minimum investment return. Enter 5% of line 5	6	2,138,839.

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	2,138,839.
2a Tax on investment income for 2010 from Part VI, line 5	2a	1,434.
b Income tax for 2010. (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	1,434.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	2,137,405.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	2,137,405.
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	2,137,405.

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	2,115,000.
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	2,115,000.
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	1,434.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,113,566.

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.

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Form 990-PF (2010)

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				2,137,405.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			2,021,730.	
b Total for prior years. 20____, 20____, 20____		0.		
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	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: \$ 2,115,000.				
a Applied to 2009, but not more than line 2a			2,021,730.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				93,270.
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).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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				2,044,135.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	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				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

BAA

Form 990-PF (2010)

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year See Statement 15				
Total			3a	2,115,000.
b Approved for future payment				
Total			3b	

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 the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion 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					
4	Dividends and interest from securities			14	321,606.	
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	128,586.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue.					
a	Partnership Income/Loss	900099	-2,248.	14	473.	
b	Passive Foreign Inv Co.'s			14	892,590.	
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		-2,248.		1,343,255.	
13	Total. Add line 12, columns (b), (d), and (e)					13 1,341,007.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns*

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization	Employer identification number
	Thomas R. Brown Family Private Foundation	55-0899701
	Number, street, and room or suite number. If a P.O. box, see instructions.	
	6720 E. Camino Principal #203	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Tucson, AZ 85715	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ the Foundation

Telephone No ▶ 520 298-2828 FAX No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box. ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box. ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 11, to file the exempt organization return for the organization named above.

The extension is for the organization's return for:

- ▶ ☒ calendar year 20 10 or
- ▶ ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	3,631.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	3,631.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.		\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.**BAA For Paperwork Reduction Act Notice, see Instructions.**

Form 8868 (Rev. 1-2011)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Name of exempt organization	Employer identification number
	Thomas R. Brown Family Private Foundation	55-0899701
File by the extended due date for filing the return. See instructions	Number, street, and room or suite number. If a P.O. box, see instructions	
	DeVries CPAs of Arizona, P.C. 4349 East Fifth Street	
	City, town or post office, state and ZIP code. For a foreign address, see instructions	
	Tucson, AZ 85711-2025	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041 A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of. the Foundation
Telephone No 520 298-2828 FAX No
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15, 2011

5 For calendar year 2010, or other tax year beginning , 20, and ending , 20

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension Taxpayer respectfully requests additional time to gather information necessary to file a complete and accurate tax return.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	3,631.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature

M. J. D.

Title CPA

Date 8/15/11

BAA

FIF20502L 11/15/10

Form 8868 (Rev 1-2011)

7155 5474 4100 9716 3511

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Partnership Income/Loss	\$ -1,775.	\$ 473.	
Passive Foreign Inv Co.'s	892,590.		
Total	\$ 890,815.	\$ 473.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Professional services	\$ 8,429.	\$ 4,215.		
Total	\$ 8,429.	\$ 4,215.	\$ 0.	\$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BFIC Related expenses	\$ 13,113.	\$ 13,113.		
Financial Management	63,973.	63,973.		
NCM Management fees	95,582.	95,582.		
Total	\$ 172,668.	\$ 172,668.	\$ 0.	\$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise/UBI taxes	\$ 3,142.			
Foreign taxes	1,777.	\$ 1,777.		
Property taxes	7,644.			
Total	\$ 12,563.	\$ 1,777.	\$ 0.	\$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Amortization	\$ 593.			N/A
Business expenses	1,056.			
Total	<u>\$ 1,649.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 6
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

<u>U.S. Government Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Government bonds	Mkt Val	\$ 313,652.	\$ 313,652.
		\$ 313,652.	\$ 313,652.
Total		<u>\$ 313,652.</u>	<u>\$ 313,652.</u>

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Equities	Mkt Val	\$ 5,123,984.	\$ 5,123,984.
	Total	\$ 5,123,984.	\$ 5,123,984.

Statement 8
Form 990-PF, Part II, Line 11
Investments - Land, Buildings, and Equipment

<u>Category</u>	<u>Basis</u>	<u>Accum. Deprec.</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Land	\$ 759,645.		\$ 759,645.	\$ 759,645.
Total	<u>\$ 759,645.</u>	<u>\$ 0.</u>	<u>\$ 759,645.</u>	<u>\$ 759,645.</u>

Statement 9
Form 990-PF, Part II, Line 13
Investments - Other

	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
<u>Other Investments</u>			
Gold and Coins	Mkt Val	\$ 561,503.	\$ 561,503.
Securities not traded on an open market	Mkt Val	28,264,036.	28,264,036.
Partnerships, LLC's, Trusts	Mkt Val	93,200.	93,200.
Total Other Investments		<u>\$ 28,918,739.</u>	<u>\$ 28,918,739.</u>
<u>Other Publicly Traded Securities</u>			
Mutual Funds	Mkt Val	6,978,597.	6,978,597.
Real Estate Inv Trusts	Mkt Val	16,806.	16,806.
Total Other Publicly Traded Securities		<u>\$ 6,995,403.</u>	<u>\$ 6,995,403.</u>
Total		<u>\$ 35,914,142.</u>	<u>\$ 35,914,142.</u>

Statement 10
Form 990-PF, Part II, Line 15
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
Interest/Dividends receivable	\$ 3,503.	\$ 3,503.
Website in progress	547.	547.
Total	<u>\$ 4,050.</u>	<u>\$ 4,050.</u>

Statement 11
Form 990-PF, Part II, Line 22
Other Liabilities

Total \$ 1,359.

Statement 12
Form 990-PF, Part III, Line 3
Other Increases

Unrealized gains on investments	\$ 3,520,860.
Total	<u>\$ 3,520,860.</u>

2010

Federal Statements
 Thomas R. Brown Family Private
 Foundation

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Statement 13
Form 990-PF, Part III, Line 5
Other Decreases

Prior Period Adjustment

Total \$ 20.
 \$ 20.

Statement 14
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

Mary B. Bernal
 Sarah B. Smallhouse

Statement 15
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Thomas R Brown Family Foundation 6720 E Camino Principal Tucson, AZ 85715	Related	Public	Support	\$ 2,000,000.
University of Arizona Foundation PO Box 210109 Tucson, AZ 85721	None	Public	Support	4,000.
The Amerind Foundation PO Box 400 Dragoon, AZ 85609	None	Public	Support	10,000.
Association of Governing Boards 1133 20th Street NW, Ste 300 Washington, DC 20036	None	Public	Support	6,000.
Community Foundation for So. Arizona 2250 E Broadway Blvd Tucson, AZ 85719	None	Public	Support	75,000.
Friends of the Fallbrook Library PO Box 2586 Fallbrook, CA 92088	None	Public	Support	10,000.

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Federal Statements
Thomas R. Brown Family Private
Foundation

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Statement 15 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
University of Illinois Foundation PO Box 3429 Champaign, IL 61826	None	Public	Support	\$ 10,000.

Total \$ 2,115,000.

THOMAS R BROWN FAMILY PRIVATE FOUNDATION
ACCOUNT INVESTMENT ACTIVITY
2010

NAME	DATE	# OF SHS	(TAX BASIS)	PROCEEDS	TAX GAIN (LOSS)
ALLEGHENY ENERGY	06 16 2006	(331)	(12,027 73)	8,049 60	(3,978 13)
ALLEGHENY ENERGY	06 16 2006	(686)	(24,927 56)	17,059 95	(7,867 61)
ALLEGHENY ENERGY	06 16 2006	(388)	(14,098 97)	8,923 24	(5,175 73)
ANGLOAMERICAN	08 12 2008	(420)	(10,701 06)	8,416.37	(2,284 69)
ANGLOAMERICAN	10 22 2008	(417)	(4,267 49)	8,356 25	4,088.76
ANGLOAMERICAN	10 22 2008	(451)	(4,615 44)	9,470 91	4,855 47
ANGLOAMERICAN	10 22 2008	(475)	(4,861 05)	10,749 62	5,888 57
ANGLOAMERICAN	10 22 2008	(152)	(1,555 55)	3,721 69	2,166 14
ANGLOAMERICAN	04 14 2009	(287)	(3,053.92)	7,027 14	3,973 22
BHP	07 30 2008	(142)	(10,701 51)	9,344 71	(1,356 80)
BLACKROCK	04 07 2010	(31)	(6,187 08)	4,878 25	(1,308 83)
BLACKROCK	05 21 2010	(65)	(10,422 00)	10,228 60	(193 40)
CARNIVAL	09 04 2008	(178)	(6,773 01)	7,114 57	341 56
CHINA UNICOM	11 20 2008	(541)	(5,866 30)	7,436 16	1,569 86
DISNEY	11 20 2008	(382)	(7,455 74)	12,134 10	4,678.36
DISNEY	11 20 2008	(251)	(4,898 93)	8,432 31	3,533.38
DISNEY	11 20 2008	(536)	(10,461 47)	18,670 33	8,208.86
EL PASO	06 16 2006	(764)	(11,058 58)	9,382 97	(1,675 61)
EL PASO	06 16 2006	(1,766)	(25,562 10)	21,821 44	(3,740 66)
ENCANA	02 27 2008	(1,245)	(48,840 64)	34,368 65	(14,471 99)
FANNIE MAE	02 11 2008	(1,055)	(31,619 33)	296 04	(31,323 29)
GENZYME	04 28 2009	(481)	(26,461 88)	34,693 46	8,231 58
HENDERSON WARRANTS				130 40	130 40
HUANENG POWER	06 16 2006	(905)	(23,022 11)	18,847 58	(4,174.53)
IMPERIAL OIL	06 16 2006	(713)	(23,753 08)	27,254 21	3,501 13
LEGG MASON	2006	(258)	(25,947 22)	7,483 76	(18,463 46)
LEGG MASON	2006	(140)	(14,079 89)	3,776 23	(10,303 66)
LEGG MASON	2006	(91)	(9,151 93)	2,454 55	(6,697 38)
LEGG MASON	2006	(129)	(12,973 61)	3,752 62	(9,220 99)
LEGG MASON	11 20 2007	(86)	(6,078 38)	2,501 75	(3,576 63)
LEGG MASON	02 04 2008	(407)	(29,710 29)	11,839 68	(17,870 61)
LEGG MASON	02 04 2008	(22)	(1,605 96)	639 67	(966 29)
LEGG MASON	11 20 2008	(277)	(3,983 90)	8,053 98	4,070 08
LENDER PROCESSING	12 21 2009	(302)	(12,713 93)	9,105 77	(3,608 16)
LEUCADIA NTL	06 16 2006	(971)	(27,776 83)	25,081 65	(2,695.18)
WASH SALE					1,018.67
LONDON STK EXCH	06 20 2006	(2,068)	(42,642 16)	17,677 21	(24,964 95)
LONDON STK EXCH	06 20 2006	(42)	(866 04)	396 82	(469 22)
LONDON STK EXCH	03 26 2007	(840)	(21,164 89)	7,936.33	(13,228.56)
LONDON STK EXCH	07 06 2007	(110)	(3,057 78)	1,039 28	(2,018 50)
LONDON STK EXCH	07 16 2007	(1,000)	(28,732 00)	9,448 00	(19,284 00)
NASDAQ	06 16 2006	(924)	(24,332 28)	19,515 76	(4,816 52)
OAO GAZPROM	08 29 2007	(863)	(35,124 10)	19,106 96	(16,017 14)
OAO GAZPROM	08 29 2007	(67)	(2,726 90)	1,697 65	(1,029 25)
OAO GAZPROM	10 01 2007	(348)	(15,471 45)	8 817 62	(6,653 83)
OAO GAZPROM	10 01 2007	(152)	(6,757 65)	3,897 65	(2,860 00)
OAO GAZPROM	10 18 2007	(350)	(16,467 43)	8,974 85	(7,492.58)
PHILLIP MORRIS	11 20 2008	(303)	(11,373 49)	14,296 31	2,922 82
PHILLIP MORRIS	11 20 2008	(170)	(6,381 16)	8,860 11	2,478 95
PHILLIP MORRIS	11 20 2008	(162)	(6,080 87)	8,484 69	2,403 82
PHILLIP MORRIS	11 20 2008	(309)	(11,598 71)	15,785 19	4,186 48
PHILLIP MORRIS	11 20 2008	(325)	(12,199 29)	17,470 78	5,271 49
PHILLIP MORRIS	11 20 2008	(160)	(6,005 80)	8,757 41	2,751 61

THOMAS R BROWN FAMILY PRIVATE FOUNDATION
ACCOUNT INVESTMENT ACTIVITY
2010

NAME	DATE	# OF SHS	(TAX BASIS)	PROCEEDS	TAX GAIN (LOSS)
RIO TINTO	08 01 2008	(108)	(10,683 50)	5,000 83	(5,682 67)
RRI ENERGY	06 16 2006	(841)	(9,716 65)	3,212 28	(6,504 37)
RRI ENERGY	06 16 2006	(4,206)	(48,594 83)	14,984 77	(33,610 06)
TIMEWARNER CABLE	09.02 2008	(433)	(21,435 03)	22,231 76	796 73
TIMEWARNER	09 02 2008	(203)	(7,133 97)	6,531 61	(602.36)
TIMEWARNER	09 02 2008	(293)	(10,296 81)	9,640.95	(655 86)
TIMEWARNER	09 02 2008	(281)	(9 875 10)	8,727 16	(1,147 94)
TIMEWARNER	09 02 2008	(531)	(18,660 77)	16,279.20	(2,381 57)
TIMEWARNER	09 02 2008	(418)	(14,689 65)	13,033 17	(1,656 48)
AT&T	10.31.2005	(500)	(12,091.19)	12,525.00	433.81
AT&T	12.26.2006	(1,200)	(29,018 87)	33,405.00	4,386.13
BERKSHIRE HATHAWAY	10.31.2005	(300)	(16,576.30)	23,697.00	7,120.70
CHEVRON CORP	10.31.2005	(200)	(7,541.37)	16,063.00	8,521.63
CIENA CORP	01 08 2008	(1,310)	(35,518 63)	21,142 54	(14,376 09)
COMCAST	09 28 2007	(800)	(19,275 40)	13,865 00	(5,410 40)
COMCAST	09 28 2007	(1,025)	(24 696 61)	18,383 75	(6,312 86)
COMCAST	XFR	(900)	(21,684 82)	17,085 09	(4,599 73)
DYNAMICS RESEARCH	10.27.2005	(500.00)	(11,692.50)	6,485.00	(5,207.50)
DYNAMICS RESEARCH	10.27.2005	(1,000.00)	(23,385.00)	13,985.00	(9,400.00)
DYNAMICS RESEARCH	10.27.2005	(1,000.00)	(23,385.00)	11,835.00	(11,550.00)
DYNAMICS RESEARCH	10.27.2005	(1,000.00)	(23,385.00)	12,985.00	(10,400.00)
DYNAMICS RESEARCH	10.27.2005	(1,000.00)	(23,385 00)	13,735.00	(9,650.00)
ECHOSTAR	10 31.2005	(160)	(3,935.05)	3,202.60	(732.45)
	CIL	(0 525)	(22 78)	30 29	7 51
FLUOR	10 06 2009	(400)	(19,922 29)	20,926 60	1,004 31
FRONTIER	CIL	0.53	(5.63)	3.75	(1.88)
FRONTIER	10.27.2005	(175.1763)	(1,850.86)	1,386.21	(464.65)
FRONTIER	01.20.2010	(143 3563)	(1,158 23)	1,130 19	(28 04)
HOLLY	12 16 2009	(295)	(7,380 90)	9,929.56	2,548 66
HOLLY	12 16 2009	(105)	(2,627 10)	3,919 56	1,292 46
HOLLY	01 22 2010	(190)	(4,982 79)	7,092.54	2,109.75
LEAR	12 01 2009	(160)	(10,238 53)	12,987.09	2,748.56
LIBERTY GLOBAL (CLASS A)	10.31.2005	(90.00)	(1,346.37)	2,501.40	1,155.03
LIBERTY GLOBAL (CLASS C)	10.31.2005	(90.00)	(1,346.36)	2,462.70	1,116.34
MCGRAW HILL	11 07 2007	(320)	(14,589 79)	11,337 00	(3,252 79)
MCGRAW HILL	11 07 2007	(315)	(14,361 82)	12,178 65	(2,183 17)
MONSANTO	04 06 2010	(225)	(15,704 24)	11,001 58	(4,702 66)
MONSANTO	04 06 2010	(70)	(4,885 77)	3,635 37	(1,250 40)
MONSANTO	04 14.2010	(155)	(10,241 90)	8,049 76	(2,192 14)
PEABODY	05 24 2010	(140)	(5,182 98)	6,900 30	1,458 01
PEABODY	05 24 2010	(80)	(2,961 70)	4,537 94	1,717 32
PEABODY	06 07 2010	(70)	(2,512 68)	3,970.69	1,576 24
SCHLUMBERGER	12.26.2006	(100.00)	(4,366.08)	6,685.00	2,318.92
TARGET	10.31.2005	(530.00)	(20,330 80)	26,580.87	6,250.07
TRANSOCEAN INC	12.26.2006	(226.00)	(9,366.84)	14,562.58	5,195 74
TYCO INTL	05 2006	(550)	(23,369 11)	21,121 50	(2,247 61)
WEYERHAUSER	10.31.2005	(311.00)	(22,632.00)	7,079.67	(15,552.33)
WEYERHAUSER	06 13 2006	(195)	(5,580 45)	1,745 66	(3,834 79)
ISHARES MSCI	2006	(350)	(21,886 73)	17,712 50	(4,174 23)
ISHARES MSCI	01 22 2008	(500)	(31,266 76)	28,160.00	(3,106 76)
ISHARES MSCI	01 22.2008	(500)	(31,266 76)	27,665 00	(3,601 76)
PIMCO COMMODITY	12 28 2010	(128,400 000)	(884,719 35)	1,195,355 00	310,635 65
EXPRESSWAY LIQUIDATION	07 31 2008	partnership	(2,000,000 00)	1,591,571 34	(408,428 66)

THOMAS R BROWN FAMILY PRIVATE FOUNDATION
ACCOUNT INVESTMENT ACTIVITY
2010

NAME	DATE	# OF SHS	(TAX BASIS)	PROCEEDS	TAX GAIN (LOSS)
TRACER LIQUIDATION	07 31 2008	partnership	(2,000,000 00)	1,729,916 70	(270,083 30)
STRAT COMM LIQUIDATION	02 23 2006	partnership	(300,000 00)	276,322 58	(23,677 42)
PAYCHEX INC	06 03 2010	(250 000)	(7,285 00)	7,011 76	(273.24
PAYCHEX INC	06 08 2010	(250 000)	(6,964 05)	7,011 75	47 70
BP PLC ADR	06 03 2010	(100 000)	(3,944 00)	2,747.92	(1,196 08)
BP PLC ADR	06.17 2010	(150 000)	(4,812 15)	4,121 89	(690 26)
FRONTIER COMM	06 03 2010	(0 021)	(0 15)	0.15	-
SUNOCO LOGISTICS	06 03 2010	(25 000)	(1,694 20)	1,905.55	211 35
FRONTIER COMM	06 03 2010	(65 990)	(480 80)	473 18	(7 62)
FRONTIER COMM	06 08 2010	(59 010)	(425 16)	423 13	(2.03)
NUSTAR ENERGY	06 03 2010	(175 000)	(9,824 31)	10,408 22	583 91
NUSTAR ENERGY	06 17 2010	(75 000)	(4,219 85)	4,460 67	240 82
NATIONAL RETAIL PPTYS	06 03 2010	(125 000)	(2,738 80)	3,090 11	351.31
NATIONAL RETAIL PPTYS	06 03 2010	(125 000)	(2,738 80)	3,117 05	378 25
NATIONAL RETAIL PPTYS	06 24 2010	(125 000)	(2,713 20)	3,117 04	403 84
FRONTIER COMM	06 08 2010	(1 000)	(7 20)	7 88	0 68
HUGOTON ROYALTY	06 03 2010	(130 000)	(2,544 10)	2,602 68	58 58
HUBBELL INC	06 03 2010	(110 000)	(4,801 91)	5,784 44	982 53
PPG INDUSTRIES	06 03 2010	(75 000)	(4,794 55)	5,683 17	888 62
HUGOTON ROYALTY	06 03 2010	(245 000)	(4,794 65)	4,917 29	122 64
HUGOTON ROYALTY	06 24 2010	(150 000)	(3,076 85)	3,010 59	(66 26)
ALLIANCEBERNSTEIN	06 03 2010	(275 000)	(7,955 98)	6,676 61	(1,279 37)
ALLIANCEBERNSTEIN	06 17 2010	(225 000)	(6,585 27)	5,462 68	(1,122 59)
BAYTEX ENERGY	06 03 2010	(95 000)	(2,928 24)	4,284 15	1,355 91
			(6,716,290 34)	6,026,474 03	(688,797 64)
PURCHASED			(6,480,650 12)	5,817,294 25	(662,337 20)
DONATED			(235,640 22)	209,179 78	(26,460 44)
			(6,716,290 34)	6,026,474 03	(688,797 64)