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 April 1 **, 2010, and ending** March 31 **, 20** 11

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: ALVIN I & PEGGY S. BROWN CHARITABLE FOUNDATION

A Employer identification number: 52-6041735

Number and street (or P O box number if mail is not delivered to street address): 7900 WISCONSIN AVENUE — Room/suite: 403

B Telephone number (see page 10 of the instructions): 301-656-5998

City or town, state, and ZIP code: BETHESDA, MARYLAND 20814-3633

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 11,723,032

J Accounting method: ☑ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	6,180,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	3,942	3,942	3,942	
	4	Dividends and interest from securities	46,188	46,188	46,188	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	303,788			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		303,788		
	8	Net short-term capital gain			19,825	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	(33,487)	(33,487)	(33,487)	
	12	**Total.** Add lines 1 through 11	6,500,431	320,431	36,468	
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 schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	2,178	2,178	2,178	2,178
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	65,716	65,716	65,716	65,716
	24	**Total operating and administrative expenses.** Add lines 13 through 23	67,894	67,894	67,894	67,894
	25	Contributions, gifts, grants paid	508,894			508,894
	26	**Total expenses and disbursements.** Add lines 24 and 25	576,788	67,894	67,894	576,788
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	5,923,643			
	b	**Net investment income** (if negative, enter -0-)		252,537		
	c	**Adjusted net income** (if negative, enter -0-)			(31,426)	

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	613,532	483,348	483,348
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ Less· allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less· allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges Federal Income Taxes	10,890	9556	4505
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	807,263	751,081	1,363,296
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	3,472,318	9,582,327	9,871,883
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	4,904,003	10,826,312	11,723,032
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)			
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, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see page 17 of the instructions)	4,904,003	10,826,312	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,904,003	10,826,312	

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	4,904,003
2	Enter amount from Part I, line 27a	2	5,923,643
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,827,646
5	Decreases not included in line 2 (itemize) ▶ Federal Income Tax - FYE 3/31/10	5	1,334
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,826,312

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b	VARIOUS STOCKS			
c				
d	(SEE SCHEDULE ATTACHED) '			
e				

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	303,788
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	19,825

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	312,780	5,103,331	.0613
2008	237,414	4,906,596	.0484
2007	251,631	5,135,867	.0490
2006	481,868	5,000,242	.0964
2005	610,060	4,666,432	.1307

2	**Total** of line 1, column (d)	2	.3858
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	.0772
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	8,509,112
5	Multiply line 4 by line 3	5	656,903
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,525
7	Add lines 5 and 6	7	659,428
8	Enter qualifying distributions from Part XII, line 4	8	576,788

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	5,051
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	5,051
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	5,051
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 9,556		
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	9,556
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	4,505
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 4,505 **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		✓
	*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		✓
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		✓
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		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
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		✓
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		✓
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ ______			
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	✓	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

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 page 20 of the instructions)	11		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		N/A

Website address ▶ N/A

14 The books are in care of ▶ THE FOUNDATION Telephone no. ▶ 301-656-5998
Located at ▶ 7900 WISCONSIN AVENUE, #403, BETHESDA, MARYLAND ZIP+4 ▶ 20814-3633

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		✓
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		N/A
	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		✓
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 page 22 of the instructions.)	2b		✓
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 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		N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
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		✓

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☑ No

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **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? ☐ 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** ✓

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** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PEGGY S. BROWN, 2500 SO. OCEAN BLVD, #2B2 PALM BEACH, FLORIDA 33480	PRES - 3 HRS	-0-	NONE	NONE.
BARBARA BROWN, 243 CLOSSON, #16 SANTA FE, NEW MEXICO 87501	VICE PRESIDENT 0 HOURS	-0-	NONE	NONE
PATRICIA BROWN, P.O. BOX 32 MENDOCINO, CALIFORNIA 95460	VICE PRESIDENT 0 HOURS	-0-	NONE	NONE
DONNA BROWN, 341 LAMPRECHT DRIVE CARBONDALE, COLORADO 81623	VICE PRESIDENT 0 HOURS	-0-	NONE	NONE

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

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

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 DONATIONS MADE TO VARIOUS CHARITABLE ORGANIZATIONS AS LISTED WITHIN	NONE
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,347,481
b	Average of monthly cash balances	1b	548,440
c	Fair market value of all other assets (see page 25 of the instructions)	1c	6,742,771
d	**Total** (add lines 1a, b, and c)	1d	8,638,692
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	8,638,692
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	129,580
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,509,112
6	**Minimum investment return.** Enter 5% of line 5	6	425,456

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	425,456
2a	Tax on investment income for 2010 from Part VI, line 5	2a			
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	1,334		
c	Add lines 2a and 2b			2c	1,334
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	424,122
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	424,122
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	424,122

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	576,788
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	576,788
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	576,788

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

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				424,122
2	Undistributed income, if any, as of the end of 2010:				
a	Enter amount for 2009 only			-0-	
b	Total for prior years: 20___,20___,20___		-0-		
3	Excess distributions carryover, if any, to 2010:				
a	From 2005 . . . 381,039				
b	From 2006 . . . 234,106				
c	From 2007 . . . -0-				
d	From 2008 . . . -0-				
e	From 2009 . . . -0-				
f	**Total** of lines 3a through e	615,145			
4	Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 576,788				
a	Applied to 2009, but not more than line 2a			-0-	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		-0-		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)	-0-			
d	Applied to 2010 distributable amount				
e	Remaining amount distributed out of corpus	152,666			
5	Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	-0-			
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	767,811			
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 page 27 of the instructions		-0-		
e	Undistributed income for 2009. Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			-0-	
f	Undistributed income for 2010. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				-0-
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	-0-			
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	(322,026)			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	445,785			
10	Analysis of line 9:				
a	Excess from 2006 . . . 234,106				
b	Excess from 2007 . . . -0-				
c	Excess from 2008 . . . -0-				
d	Excess from 2009 . . . 59,013				
e	Excess from 2010 . . . 152,666				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon. **a** "Assets" alternative test—enter: **(1)** Value of all assets			N/A		
(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 foundation had $5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

PEGGY S. BROWN

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

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

Check here ▶ ☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

CONTRIBUTIONS ARE MADE ONLY TO PRESELECTED CHARITABLE ORGANIZATIONS. UNSOLICITED APPLICATIONS FOR FUNDS ARE NOT ACCEPTED

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

SEE 2A

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*				
1) PALM BEACH ZOO, PALM BEACH, FLORIDA	N/A	Qualified 501(C) (3) Charity	VARIOUS	240,000
2) JEWISH FEDERATION, PALM BEACH, FLORIDA	N/A	"	VARIOUS	60,000
3) JEWISH COMMUNITY CENTER, PALM BEACH, FL.	N/A	"	VARIOUS	50,000
4) SOUTHWESTERN COLLEGE, SANTA FE, N.M.	N/A	"	VARIOUS	30,000
5) SOUTH FLORIDA SCIENCE MUSEUM, WEST PALM BEACH, FLORIDA	N/A	"	VARIOUS	25,000
6) CREATIVITY FOR PEACE, SANTA FE, N.M.	N/A	"	VARIOUS	20,000
7) DOCTORS WITHOUT BORDERS, U.S.A.	N/A	"	VARIOUS	15,000
8) HEIFER INTERNATIONAL, LITTLE ROCK, AK	N/A	"	VARIOUS	15,000
9) WOMEN FOR WOMEN, CENTRAL ISLIP, N.Y.	N/A	"	VARIOUS	15,000
10) RED THREAD COLLECTIVE, CHARLESTOWN, GUYANA	N/A	"	VARIOUS	15,000
11) PALM BEACH HABITATION CENTER, PALM BEACH, FLORIDA	N/A	"	VARIOUS	5,000
ALL OTHER CHARITIES (SEE FULL LIST ATTACHED)		"		18,894
Total . . . . ▶ 3a				508,894
b *Approved for future payment*				
JEWISH COMMUNITY CENTER PLEDGE PALM BEACH, FLORIDA	N/A	Qualified 501(C) (3) Charity	BUILDING OF A NEW JEWISH COMMUNITY CENTER IN PALM BEACH, FLORIDA	1,000,000
Total . . . . ▶ 3b				1,000,000

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) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d		N/A			
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					
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		N/A			
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)					

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

(See worksheet in line 13 instructions on page 29 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 page 29 of the instructions)
	N/A

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	1a(1)		
	(2) Other assets	1a(2)		
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		
	(2) Purchases of assets from a noncharitable exempt organization N/A	1b(2)		
	(3) Rental of facilities, equipment, or other assets	1b(3)		
	(4) Reimbursement arrangements	1b(4)		
	(5) Loans or loan guarantees	1b(5)		
	(6) Performance of services or membership or fundraising solicitations	1b(6)		
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		

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
			N/A

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

b If "Yes," complete the following schedule.

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

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

Charles Hart | 7/8/11 | Assistant 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
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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

Schedule of Contributors

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

OMB No 1545-0047

2010

Name of the organization

ALVIN I. & PEGGY S. BROWN CHARITABLE FOUNDATION

Employer identification number

52-6041735

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33⅓ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $

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

Name of organization
ALVIN I. & PEGGY S. BROWN CHARITABLE FOUNDATION

Employer identification number
52-6041735

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	PEGGY S. BROWN 2500 SOUTH OCEAN BOULEVARD, APT. 2B2 PALM BEACH, FLORIDA 33480	$180,000.00	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	ALVIN I. BROWN 2500 SOUTH OCEAN BOULEVARD, APT. 2B2 PALM BEACH, FLORIDA 33480	$6,000,000.00	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

AIB/PSB Charitable Foundation

Schedule of Contributions Paid

Year Ended March 31, 2011

DATE	DESCRIPTION	CHECK #	AMOUNT
7/15/2010	Palm Beach Zoo	3072	$190,000.00
6/9/2010	Jewish Federation	3070	$50,000.00
1/20/2011	Palm Beach Zoo	3093	$50,000.00
1/20/2011	JCC/Palm Beach	3094	$50,000.00
8/2/2010	Southwestern College	3512	$30,000.00
6/3/2010	Creativiity for Peace	3511	$20,000.00
5/20/2010	So. Florida Science Center	3065	$15,000.00
10/1/2010	Doctors Without Borders	3514	$15,000.00
10/1/2010	Heifer International	3515	$15,000.00
10/1/2010	Women for Women	3517	$15,000.00
5/6/2010	Red Thread Collective	3510	$10,000.00
1/31/2011	Jewish Federation	3045	$10,000.00
6/9/2010	South Florida Science Museum	3067	$5,000.00
10/1/2010	Red Thread Collective	3516	$5,000.00
1/20/2011	Science Museum	3095	$5,000.00
3/30/2011	P.B. Habitation Center	3110	$5,000.00
6/9/2010	Temple Israel	3037	$2,608.00
3/14/2011	Law Vision Info Center	3106	$2,000.00
3/14/2011	Washington Hebrew Cong.	3107	$1,200.00
5/20/2010	JCC Scholarship Fund	3066	$1,000.00
8/12/2010	Mendocino Coast	3513	$1,000.00
8/31/2010	Jewish Federation	3073	$1,000.00
10/6/2010	Jewish Historical Society	3063	$1,000.00
2/22/2011	Jewish Historical Society	3100	$1,000.00
3/2/2011	Coudere Institute	3102	$1,000.00
3/7/2011	Temple Israel	3103	$1,000.00
12/14/2010	Heifer International	3518	$980.00
1/20/2011	Jewish Federation/PB	3092	$500.00
3/30/2011	Nat'l Advocates/Pregnant Wom	3112	$500.00
3/7/2011	Southern Poverty Law Center	3104	$435.00
8/31/2010	BCC Rescue Squad	3078	$250.00
12/23/2010	Amer/Inst Cancer Research	3090	$250.00
11/8/2010	PB Jewish Film Festival	3083	$250.00
2/22/2011	Habitat for Humanity	3099	$250.00
3/30/2011	Amer/Inst Cancer Research	3108	$250.00
8/31/2010	Washington Hebrew Cong.	3074	$225.00
8/31/2010	Palm Beach Habitation Ctr	3075	$176.00
3/1/2011	Temple Israel	3098	$125.00
8/31/2010	Bethesda Fire Dept.	3076	$100.00
10/6/2010	Capital Hospice	3079	$100.00

11/8/2010	Hospice by the Sea	3081	$100.00
5/20/2010	Jewish Federation	3064	$100.00
7/15/2010	Asc. Of Jewish Charities	3071	$100.00
11/8/2010	JCC North	3084	$100.00
11/13/2010	L'Dor Va Dor	3085	$100.00
12/23/2010	Alzheimer's Association	3087	$100.00
12/23/2010	Planned Parenthood	3088	$100.00
12/23/2010	Habitat for Humanity	3089	$100.00
12/23/2010	Nat'l Cancer Research	3091	$100.00
1/31/2011	Susan B. Komen	3097	$100.00
3/2/2011	Palm Beach Civic Asc	3101	$100.00
3/7/2011	WPBT	3105	$100.00
3/30/2011	Nat'l Cancer Research	3109	$100.00
3/30/2011	Planned Parenthood	3111	$100.00
6/9/2010	WXEL Radio	3069	$95.00
6/9/2010	Shire Circus Fund	3039	$70.00
6/9/2010	Special Olympics-Florida	3068	$50.00
11/8/2010	Police Protective Fund	3082	$30.00
6/9/2010	Mouth/Foot Painting	3038	$25.00
11/25/2010	Foot/Mouth Painting Artists	3086	$25.00
	TOTAL		**$508,894.00**

Alvin and Peggy Brown Charitable Foundation
Schedule of Long- Term Capital Gains and Losses- Pershing Account
Fiscal Year Ended March 31, 2011

Shares	Security	Selling Price	Cost	Gain(Loss)	Purchase Date	Sale Date
225	Comcast	$3,768 19	$3,939 75	-$171 56	6/17/02	5/25/10
100	Scripps Network	$4,391 62	$2,503 75	$1,887 87	9/16/04	6/7/10
50	Scripps Network	$2,135 21	$1,251 88	$883 33	9/16/04	6/8/10
175	Wells Fargo	$4,799 83	$3,886 75	$913 08	8/17/06	6/8/10
150	Comcast	$2,554 48	$2,626 50	-$72 02	6/17/02	6/10/10
5	Washington Post	$2,238 20	$2,605 40	-$367 20	6/12/00	6/10/10
100	Altria	$1,991 93	$3,926 00	-$1,934 07	12/1/98	6/11/10
400	Comcast	$6,709 68	$7,004 00	-$294 32	6/17/02	7/8/10
75	Scripps Network	$3,113 73	$1,877 82	$1,235 91	9/16/04	7/9/10
25	Hasbro	$1,052 01	$316 00	$736 01	9/1/00	7/27/10
3	Washington Post	$1,289 90	$1,506 63	-$216 73	6/12/00	7/27/10
75	Scripps Network	$3,371 12	$1,877 82	$1,493 30	9/16/04	8/9/10
75	Cie Financiere	$2,988 67	$1,285 13	$1,703 54	10/7/08	8/9/10
25	Martin Marieta	$1,970 10	$1,246 00	$724 10	10/19/00	8/11/10
4	Washington Post	$1,459 86	$2,008 84	-$548 98	6/12/00	8/11/10
100	Scripps Network	$4,173 76	$2,504 00	$1,669 76	9/16/04	8/13/10
500	Swedish Match	$11,410 51	$1,963 14	$9,447 37	5/11/01	8/13/10
50	Comcast	$846 69	$875 50	-$28 81	6/17/02	9/15/10
125	Cie Financiere	$8,627 63	$2,999 50	$5,628 13	10/07/08	10/27/10
100	Cie Financiere	$5,275 16	$1,714 00	$3,561 16	10/7/08	11/11/10
125	Comcast	$2,422 59	$2,188 75	$233 84	2/27/07	11/15/10
25	Scripps Network	$1,295 48	$626 00	$669 48	9/16/04	11/15/10
75	Cie Financiere	$4,015 76	$1,285 50	$2,730 26	10/7/08	11/23/10
325	Altria	$7,864 86	$12,759 50	-$4,894 64	12/1/98	1/4/11
25	Berkshire Hathaway	$1,998 46	$1,395 00	$603 46	12/16/04	1/4/11
50	Brown Forman	$3,442 94	$1,569 16	$1,873 78	1/23/04	1/4/11
550	Comcast	$11,615 80	$9,625 00	$1,990 80	2/27/07	1/04/11
125	Hasbro	$5,752 40	$1,580 00	$4,172.40	9/1/00	1/4/11
50	Martin Marietta	$4,462 67	$2,492 00	$1,970 67	10/19/00	1/4/11
45	Nestle	$25,942 06	$10,795 50	$15,146 56	7/21/06	1/4/11
200	Philip Morris	$11,688 80	$3,042 00	$8,646 80	4/23/08	1/4/11
175	Scripps Network	$9,094 59	$4,382 00	$4,712 59	9/16/04	1/4/11
225	Unilever	$7,107 62	$5,670 00	$1,437 62	2/18/04	1/4/11
8	Washington Post	$3,484 74	$4,017 68	-$532 94	6/12/00	1/04/11
325	Wells Fargo	$10,328 32	$7,491 25	$2,837 07	8/17/06	1/04/11
150	British American Tobacco	$5,833 16	$2,103 00	$3,730 16	11/04/08	1/4/11
575	Cie Financiere	$33,196 23	$12,747 75	$20,448 48	10/7/08	1/4/11
475	Diageo PLC	$8,854 56	$5,348 50	$3,506 06	12/01/98	1/04/11
325	Heineken	$14,265 86	$8,242 00	$6,023 86	12/22/99	1/4/11
150	Pernod Ricard	$13,978 35	$6,562 50	$7,415 85	2/18/04	1/4/11
175	Sabmiller	$6,187 23	$3,309 25	$2,877 98	6/19/08	1/4/11
500	Swedish Match	$14,552 70	$1,965 00	$12,587 70	5/11/01	1/4/11
50	Berkshire Hathaway	$4,153 48	$2,790 00	$1,363 48	12/16/04	2/3/11
	TOTALS	**$285,706.94**	**$159,905.75**	**$125,801.19**		

PART II - LINE 10B
INVESTMENTS - CORPORATE STOCKS & BONDS

	A BEGINNING OF THE YEAR BOOK VALUE	B END OF THE YEAR BOOK VALUE	C YEAR END FAIR MARKET VALUE
STOCKS HELD IN PERSHING INVESTMENT:	$ 807,263 00	$ 751,081.00	$ 1,363,296.00
TOTALS:	**$ 807,263.00**	**$ 751,081.00**	**$ 1,363,296.00**

PART II - LINE 13 - INVESTMENTS - OTHER CONSTABLE PARTNERS II PARTNERSHIP:	$ 3,472,318.00	$ 3,582,327.00	$ 3,680,638.00
CONSTABLE PARTNERS I PARTNERSHIP	$ -	$ 522,360.00	$ 527,498.00
SEMPER VIC PARTNERS	$ -	$ 5,477,640.00	$ 5,663,747.00
TOTALS:	**$ 3,472,318.00**	**$ 9,582,327.00**	**$ 9,871,883.00**

ALVIN I. AND PEGGY S. BROWN CHARITABLE FOUNDATION
CONTRIBUTIONS RECEIVED
APRIL 1, 2010 TO MARCH 31, 2011

PART I - LINE 1 - PAGE 1

CASH - ALVIN I AND PEGGY S BROWN	$ 6,180,000 00
TOTAL CONTRIBUTIONS RECEIVED	**$ 6,180,000.00**

PART I - LINE II - OTHER INCOME (LOSS)

ORDINARY LOSS	$	(33,157.00)
SECTION 1231 LOSS	$	(384 00)
MISCELLANEOUS	$	54.00
TOTAL OTHER INCOME	**$**	**(33,487.00)**

ALVIN I. AND PEGGY S. BROWN CHARITABLE FOUNDATION
SCHEDULE OF OTHER EXPENSES
FISCAL YEAR ENDED MARCH 31, 2011

PART I - LINE 23 - OTHER EXPENSES

ADMINISTRATIVE EXPENSES - MANAGEMENT FEES	$	13,771.00
PORTFOLIO DEDUCTIONS	$	51,728.00
BANK CHARGES	$	157.00
FOREIGN FEES	$	60.00
TOTAL:	**$**	**65,716.00**

PART I - LINE 18 - TAXES

FOREIGN TAXES	$	2,178.00

ALVIN I. & PEGGY S. BROWN CHARITABLE FOUNDATION
SCHEDULE OF SHORT AND LONG TERM CAPITAL GAINS & LOSSES
FISCAL YEAR ENDED MARCH 31, 2011

PAGE 3 - PART IV - LINES 2 AND 3 - CAPITAL GAINS AND LOSSES

	PROCEEDS	COST	GAIN (LOSS)	PURCHASE DATE	SALE DATE
SHORT-TERM CAPITAL GAINS & LOSSES					
CONSTABLE PARTNERS - II FLOWTHROUGH INVESTMENTS	VARIOUS	VARIOUS	$ 19,825 00	VARIOUS	VARIOUS
TOTAL NET SHORT-TERM GAINS PAGE 3 PART IV - LINE 3	**$ -**	**$ -**	**$ 19,825 00**		
LONG-TERM CAPITAL GAINS AND LOSSES					
CONSTABLE PARTNERS - II FLOWTHROUGH INVESTMENT	VARIOUS	VARIOUS	$ 158,162 00	VARIOUS	VARIOUS
PERSHING STOCKS - (SEE SCHEDULE ATTACHED)	$ 285,707 00	$ 159,906 00	$ 125,801 00	VARIOUS	VARIOUS
TOTAL NET LONG-TERM GAINS	**$ 285,707 00**	**$ 159,906 00**	**$ 283,963 00**		
TOTAL SHORT AND LONG TERM GAINS PAGE 3 - PART IV - LINE 2			**$ 303,788.00**		