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CONFIDENTIAL

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

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning 10/01, 2010, and ending 09/30, 2011

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

Name of foundation: FREDERICK ORRIN BROWN TRUST+ A Employer identification number: 04-6008113

Number and street (or P.O. box number if mail is not delivered to street address): P.O. BOX 1802 Room/suite: B Telephone number (see page 10 of the instructions): (401) 278-6837

City or town, state, and ZIP code: PROVIDENCE, RI 02901 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

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) \$ 824,832. J Accounting method: Cash, Accrual, Other (specify)

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

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))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Revenue (1-12) and Operating and Administrative Expenses (13-27).

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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	NONE	NONE	
	2 Savings and temporary cash investments	10,464.	14,872.	14,872.
	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 ▶	NONE	* NONE	NONE
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)	NONE	NONE	NONE
	b Investments - corporate stock (attach schedule)	818,963.	813,099.	809,960.
	c Investments - corporate bonds (attach schedule)	NONE	NONE	NONE
	11 Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶	NONE	NONE	
	12 Investments - mortgage loans	NONE	NONE	
	13 Investments - other (attach schedule) STMT 5	NONE	NONE	NONE
	14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)	NONE	NONE	NONE	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	829,427.	827,971.	824,832.	
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 ▶ <input type="checkbox"/> 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. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	829,427.	827,971.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	NONE	NONE	
30 Total net assets or fund balances (see page 17 of the instructions)	829,427.	827,971.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	829,427.	827,971.		

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	829,427.
2 Enter amount from Part I, line 27a	2	37,187.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	866,614.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	8.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	866,606.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
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	20,498.	
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		

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	49,632.	822,248.	0.06036135083
2008	17,938.	709,612.	0.02527860295
2007			
2006			
2005			
2 Total of line 1, column (d)			0.08563995378
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			0.04281997689
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			899,992.
5 Multiply line 4 by line 3			38,538.
6 Enter 1% of net investment income (1% of Part I, line 27b)			417.
7 Add lines 5 and 6			38,955.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			4,431.



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

Table with 11 rows and 2 columns. Row 1: Exempt operating foundations... 834. Row 2: Tax under section 511... 2. Row 3: Add lines 1 and 2... 834. Row 4: Subtitle A (income) tax... NONE. Row 5: Tax based on investment income... 834. Row 6: Credits/Payments: 6a 268, 6b NONE, 6c NONE, 6d. Row 7: Total credits and payments... 268. Row 8: Enter any penalty... 8. Row 9: Tax due... 566. Row 10: Overpayment... 10. Row 11: Enter the amount of line 10 to be Credited to 2011 estimated tax... NONE Refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns (1a-10, Yes, No). Row 1a: Did the foundation attempt to influence any national, state, or local legislation... No (X). Row 1b: Did it spend more than \$100 during the year... No (X). Row 1c: Did the foundation file Form 1120-POL for this year... No (X). Row 2: Has the foundation engaged in any activities that have not previously been reported to the IRS? No (X). Row 3: Has the foundation made any changes, not previously reported to the IRS... No (X). Row 4a: Did the foundation have unrelated business gross income of \$1,000 or more during the year? No (X). Row 4b: If "Yes," has it filed a tax return on Form 990-T for this year? No. Row 5: Was there a liquidation, termination, dissolution, or substantial contraction during the year? No (X). Row 6: Are the requirements of section 508(e) satisfied either... Yes (X). Row 7: Did the foundation have at least \$5,000 in assets at any time during the year? Yes (X). Row 8a: Enter the states to which the foundation reports or with which it is registered... STMT 7. Row 8b: If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General... Yes (X). Row 9: Is the foundation claiming status as a private operating foundation... No (X). Row 10: Did any persons become substantial contributors during the tax year? No (X).



Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) **11** Yes No **X**

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? **12** Yes No **X**

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? **13** Yes No **X**

Website address **▶** N/A

14 The books are in care of **▶** PRIVATE BANK TAX SERVICES Telephone no **▶** (401) 278-6837
 Located at **▶** P.O. BOX 1802, PROVIDENCE, RI ZIP + 4 **▶** 02901

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here **X**
 and enter the amount of tax-exempt interest received or accrued during the year **▶** 15

16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? **16** Yes No **X**
 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.

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** Yes No **X**
 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** Yes No **X**

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? Yes No **X**
 If "Yes," list the years **▶** _____

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions) **2b** Yes No **X**

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here **▶** _____

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 **X**

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** Yes No **X**

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? **4a** Yes No **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** Yes No **X**



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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		9,129.	-0-	-0-

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		NONE	NONE	NONE

Total number of other employees paid over \$50,000 **NONE**



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

3 Five highest-paid independent contractors for professional services (see 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
SEE STATEMENT 10		NONE

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 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 NONE	

2	

All other program-related investments See page 24 of the instructions	
3 NONE	

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	899,270.
b	Average of monthly cash balances	1b	14,427.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	913,697.
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	NONE
3	Subtract line 2 from line 1d	3	913,697.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	13,705.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	899,992.
6	Minimum investment return. Enter 5% of line 5	6	45,000.

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	45,000.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	834.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	834.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	44,166.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	44,166.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	44,166.

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	4,431.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,431.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,431.

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				44,166.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			8,304.	
b Total for prior years 20 08, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2010				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	NONE			
d From 2008	NONE			
e From 2009	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 4,431.				
a Applied to 2009, but not more than line 2a			4,431.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				NONE
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			3,873.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				44,166.
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)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2006	NONE			
b Excess from 2007	NONE			
c Excess from 2008	NONE			
d Excess from 2009	NONE			
e Excess from 2010	NONE			



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

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

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

Table with 5 main columns: (a) 2010, (b) 2009, (c) 2008, (d) 2007, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly), 3 (Alternative tests: Assets, Endowment, Support).

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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



Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
Total				▶ 3a
<i>b Approved for future payment</i>				
Total				▶ 3b



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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					8,716.	
3,280.00		108.786 COLUMBIA ACORN FUND CLASS Z SHAR PROPERTY TYPE: SECURITIES 2,682.00					08/12/2010 598.00	01/31/2011
2,383.00		173.16 COLUMBIA MID CAP VALUE FUND CLASS PROPERTY TYPE: SECURITIES 2,230.00					07/22/2008 153.00	01/31/2011
664.00		14.209 COLUMBIA SMALL CAP VALUE I FUND C PROPERTY TYPE: SECURITIES 418.00					12/08/2008 246.00	01/31/2011
1,448.00		30.985 COLUMBIA SMALL CAP VALUE I FUND C PROPERTY TYPE: SECURITIES 849.00					02/12/2009 599.00	01/31/2011
1,739.00		54.986 COLUMBIA SMALL CAP GROWTH I FUND PROPERTY TYPE: SECURITIES 1,061.00					06/18/2009 678.00	01/31/2011
13,565.00		267.234 COLUMBIA VALUE AND RESTRUCTURING PROPERTY TYPE: SECURITIES 13,175.00					01/17/2008 390.00	01/31/2011
1,241.00		71.544 COLUMBIA SELECT SMALL CAP FUND CL PROPERTY TYPE: SECURITIES 962.00					08/12/2010 279.00	01/31/2011
26,257.00		2044.949 COLUMBIA SELECT LARGE CAP GROWT PROPERTY TYPE: SECURITIES 20,838.00					08/12/2010 5,419.00	01/31/2011
3,228.00		240.179 COLUMBIA SELECT LARGE CAP GROWTH PROPERTY TYPE: SECURITIES 2,447.00					08/12/2010 781.00	02/28/2011
16,151.00		788.229 LAZARD FUNDS INC EMERGING MKTS P PROPERTY TYPE: SECURITIES 15,000.00					03/30/2010 1,151.00	02/28/2011

~~EXHIBIT~~

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
27,075.00		1321.353					08/12/2010	02/28/2011
		LAZARD FUNDS INC EMERGING MKTS PROPERTY TYPE: SECURITIES						
		25,000.00					2,075.00	
5,206.00		378.894					08/12/2010	03/31/2011
		COLUMBIA SELECT LARGE CAP GROWTH PROPERTY TYPE: SECURITIES						
		3,861.00					1,345.00	
216.00		3.979					01/17/2008	04/29/2011
		COLUMBIA VALUE AND RESTRUCTURING F PROPERTY TYPE: SECURITIES						
		196.00					20.00	
8,880.00		523.252					08/12/2010	07/29/2011
		COLUMBIA SELECT SMALL CAP FUND C PROPERTY TYPE: SECURITIES						
		7,038.00					1,842.00	
9,515.00		1024.2					08/17/2010	09/13/2011
		COLUMBIA INCOME OPPORTUNITIES FUN PROPERTY TYPE: SECURITIES						
		9,695.00					-180.00	
52,518.00		1202.615					01/17/2008	09/13/2011
		COLUMBIA VALUE AND RESTRUCTURIN PROPERTY TYPE: SECURITIES						
		59,289.00					-6,771.00	
53,036.00		1214.477					08/12/2010	09/13/2011
		COLUMBIA VALUE AND RESTRUCTURIN PROPERTY TYPE: SECURITIES						
		50,000.00					3,036.00	
108,832.00		11443.987					08/12/2010	09/13/2011
		COLUMBIA BOND FUND CLASS Z SHA PROPERTY TYPE: SECURITIES						
		108,718.00					114.00	
398.00		32.699					09/13/2011	09/30/2011
		COLUMBIA DIVIDEND INCOME FUND CLA PROPERTY TYPE: SECURITIES						
		406.00					-8.00	
7,220.00		758.403					08/12/2010	09/30/2011
		COLUMBIA BOND FUND CLASS Z SHARE PROPERTY TYPE: SECURITIES						
		7,205.00					15.00	



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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN (LOSS)							20,498. =====	

FREDERICK ORRIN BROWN TRUST+

04-6008113

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
COLUMBIA ACORN FUND CLASS Z SHARES	89.	89.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	351.	351.
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	1,118.	1,118.
COLUMBIA HIGH INCOME FUND CLASS Z SHARES	1,074.	1,074.
COLUMBIA INTERNATIONAL VALUE FUND CLASS	558.	558.
COLUMBIA MARSICO INT'L OPPORTUNITIES FD	351.	351.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	163.	163.
COLUMBIA DIVIDEND INCOME FUND CLASS Z SH	850.	850.
COLUMBIA SMALL CAP VALUE I FUND CLASS Z	179.	179.
COLUMBIA REAL ESTATE EQUITY FUND CLASS Z	400.	400.
COLUMBIA VALUE AND RESTRUCTURING FUND CL	1,046.	1,046.
COLUMBIA BOND FUND CLASS Z SHARES	14,532.	14,532.
LAZARD FUNDS INC EMERGING MKTS PORTFOLIO	589.	589.
PIMCO COMMODITY REALRETURN STRATEGY FUND	5,584.	5,584.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	17.	17.
TOTAL	26,901.	26,901.

FREDERICK ORRIN BROWN TRUST+

04-6008113

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	545.			545.
TOTALS	545.	NONE	NONE	545.

FREDERICK ORRIN BROWN TRUST+

04-6008113

FORM 990PF, PART I - TAXES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL ESTIMATES - PRINCIPAL	100.	
FOREIGN TAXES ON QUALIFIED FOR	191.	191.
FOREIGN TAXES ON NONQUALIFIED	12.	12.
TOTALS	303.	203.

FREDERICK ORRIN BROWN TRUST+

04-6008113

FORM 990PF, PART I - OTHER EXPENSES

=====

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

OTHER ALLOCABLE EXPENSE - INCOME

235.

235.

TOTALS

235.
=====

235.
=====

FREDERICK ORRIN BROWN TRUST+

04-6008113

FORM 990PF, PART II - OTHER INVESTMENTS

=====

COST/

FMV

C OR F

DESCRIPTION

SEE ATTACHED STATEMENT

C

TOTALS





FREDERICK ORRIN BROWN TRUST+

04-6008113

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

TYE GAIN ADJUSTMENT

8.

TOTAL

8.

=====



FREDERICK ORRIN BROWN TRUST+

04-6008113

STATE(S) WHERE THE FOUNDATION IS REGISTERED

=====

MA



FREDERICK ORRIN BROWN TRUST+

04-6008113

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

=====

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

100 FEDERAL STREET

BOSTON, MA 02201

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 9,129.

TOTAL COMPENSATION: 9,129.

=====



FREDERICK ORRIN BROWN TRUST+

04-6008113

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

=====

EMPLOYEE NAME:
NONE



FREDERICK ORRIN BROWN TRUST+

04-6008113

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

=====

NAME:

NONE



SCHEDULE D (Form 1041)

Capital Gains and Losses

OMB No 1545-0092

2010

Department of the Treasury Internal Revenue Service

Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

Name of estate or trust

FREDERICK ORRIN BROWN TRUST+

Employer identification number

04-6008113

Note: Form 5227 filers need to complete only Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

Table with 6 columns: (a) Description of property, (b) Date acquired, (c) Date sold, (d) Sales price, (e) Cost or other basis, (f) Gain or (loss) for the entire year. Includes row 1a.

Summary rows for Part I: b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b (13,482); 2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824; 3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts; 4 Short-term capital loss carryover; 5 Net short-term gain or (loss) (13,482).

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

Table with 6 columns: (a) Description of property, (b) Date acquired, (c) Date sold, (d) Sales price, (e) Cost or other basis, (f) Gain or (loss) for the entire year. Includes row 6a LONG-TERM CAPITAL GAIN DIVIDENDS (8,716).

Summary rows for Part II: b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b (-1,700); 7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824; 8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts; 9 Capital gain distributions; 10 Gain from Form 4797, Part I; 11 Long-term capital loss carryover; 12 Net long-term gain or (loss) (7,016).

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2010



Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		13,482.
14	Net long-term gain or (loss):			
a	Total for year	14a		7,016.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		20,498.

Note: If the loss on line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation		16
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000	()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (.15)			30
31	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			31
32	Add lines 30 and 31			32
33	Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			33
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			34



FEDERAL CAPITAL GAIN DIVIDENDS

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

GALAXY GROWTH FUND II	24.00
COLUMBIA ACORN FUND CLASS Z SHARES	1,124.00
COLUMBIA INTERNATIONAL EQUITY CL Z	153.00
COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARE	52.00
COLUMBIA REAL ESTATE EQUITY FUND CLASS Z SHAR	28.00
COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z	2,773.00
COLUMBIA EMERGING MARKETS FUND CLASS Z SHARES	2,383.00
COLUMBIA BOND FUND CLASS Z SHARES	2,179.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS 8,716.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS 8,716.00

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FREDERICK ORRIN BROWN TRUST+
04-6008113
Balance Sheet
09/30/2011



Cusip	Asset	Units	Basis	Market Value
722005667	PIMCO COMMODITY REALRETURN	4792.300	38,747.27	35,415.10
19765Y886	COLUMBIA BOND FUND	24804.204	234,774.97	236,136.02
19765Y852	COLUMBIA EMERGING MARKETS FUND	5025.989	53,672.43	42,168.05
19765Y688	COLUMBIA SELECT LARGE CAP	16256.209	172,197.71	184,507.97
19765P596	COLUMBIA SMALL CAP GROWTH I	751.042	20,211.33	19,895.10
19765P547	COLUMBIA REAL ESTATE EQUITY	1434.783	16,500.00	16,299.13
19765N567	COLUMBIA SMALL CAP VALUE I FUND	314.749	9,725.04	11,991.94
19765N245	COLUMBIA DIVIDEND INCOME FUND	10754.309	133,568.52	130,879.94
19765J830	COLUMBIA MID CAP VALUE FUND	1812.125	17,371.23	20,549.50
19765H636	COLUMBIA MARSICO INTERNATIONAL	2392.885	24,622.24	22,660.62
19765H586	COLUMBIA INTERNATIONAL VALUE	2006.703	25,717.00	24,461.71
19763T889	COLUMBIA INCOME OPPORTUNITIES	2774.184	26,416.60	25,245.07
197199813	COLUMBIA ACORN INTERNATIONAL	334.089	11,596.00	11,235.41
197199409	COLUMBIA ACORN FUND	1110.788	27,978.57	28,513.93
	Cash/Cash Equivalent	14872.240	14,872.24	14,872.24
		Totals:	827,971.15	824,831.74