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

**2011**

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 2011, or tax year beginning , 2011, and ending**

The Ruth W. Brown Foundation, Inc.  
Wilmot L. Harris, Jr., Trustee  
170 Mason Street  
Greenwich, CT 06830

<b>A</b>	Employer identification number <b>06-1409590</b>
<b>B</b>	Telephone number (see the instructions) <b>(203) 661-6000</b>
<b>C</b>	If exemption application is pending, check here <input type="checkbox"/>
<b>D</b>	1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>E</b>	If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>F</b>	If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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

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

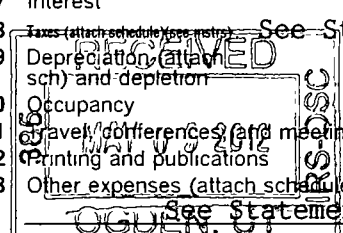
**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)  
**\$ 2,721,547.**

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

<b>Part I Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(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 (att sch)				
2	Check <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	55.	55.	55.	
4	Dividends and interest from securities	61,905.	61,905.	61,905.	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	4,426.			
b	Gross sales price for all assets on line 6a <b>1,167,720.</b>				
7	Capital gain net income (from Part IV, line 2)		4,426.		
8	Net short-term capital gain			4,426.	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule)				
12	<b>Total.</b> Add lines 1 through 11	66,386.	66,386.	66,386.	
13	Compensation of officers, directors, trustees, etc	45,750.	20,250.	20,250.	25,500.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) <b>See St 1</b>	6,018.	2,708.	2,708.	3,310.
b	Accounting fees (attach sch)				
c	Other prof fees (attach sch) <b>See St 2</b>	34,870.	15,706.	15,706.	
17	Interest				
18	Taxes (attach schedule) <b>See Stm 3</b>	823.			
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) <b>See Statement 4</b>	30.			
24	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	87,491.	38,664.	38,664.	28,810.
25	Contributions, gifts, grants paid <b>Part XV</b>	154,000.			154,000.
26	<b>Total expenses and disbursements.</b> Add lines 24 and 25	241,491.	38,664.	38,664.	182,810.
27	Subtract line 26 from line 12:				
a	<b>Excess of revenue over expenses and disbursements</b>	-175,105.			
b	<b>Net investment income</b> (if negative, enter 0)		27,722.		
c	<b>Adjusted net income</b> (if negative, enter 0)			27,722.	

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ADMINISTRATIVE EXPENSES



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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	
<b>A S S E T S</b>	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	161,318.	82,410.	82,410.
	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 instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
		b Investments – corporate stock (attach schedule)	2,283,687.	2,187,491.	2,639,137.
		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)				
14	Land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe )				
16	<b>Total assets</b> (to be completed by all filers – see the instructions Also, see page 1, item I)	2,445,005.	2,269,901.	2,721,547.	
<b>L I A B I L I T I E S</b>	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe )			
	23	<b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
<b>F U N D A S E T A N C E S</b>	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	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			
	28	Paid-in or capital surplus, or land, building, and equipment fund	2,445,005.	2,269,901.	
	29	Retained earnings, accumulated income, endowment, or other funds			
30	<b>Total net assets or fund balances</b> (see instructions)	2,445,005.	2,269,901.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	2,445,005.	2,269,901.		

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

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,445,005.
2	Enter amount from Part I, line 27a	2	-175,105.
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> See Statement 5	3	1.
4	Add lines 1, 2, and 3	4	2,269,901.
5	Decreases not included in line 2 (itemize) <input type="checkbox"/>	5	
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30</b>	6	2,269,901.

**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 Capital Gains-See Attached	P	Various	Various
b Capital Losses-See Attached	P	Various	Various
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 625,572.		470,217.	155,355.
b 542,148.		693,077.	-150,929.
c			
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			155,355.
b			-150,929.
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	4,426.
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 instructions) If (loss), enter -0- in Part I, line 8 ]	3	4,426.

**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))
2010	173,642.	2,451,696.	0.070825
2009	170,637.	2,395,690.	0.071227
2008	262,293.	3,273,302.	0.080131
2007	227,263.	3,964,870.	0.057319
2006	234,782.	3,758,576.	0.062466

2 Total of line 1, column (d)	2	0.341968
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	0.068394
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,827,073.
5 Multiply line 4 by line 3	5	193,355.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	277.
7 Add lines 5 and 6	7	193,632.
8 Enter qualifying distributions from Part XII, line 4	8	182,810.

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 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 instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input 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	554.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	5	554.
6	Credits/Payments.		
a	2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	339.
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	339.
8	Enter any <b>penalty</b> 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	215.
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be. Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a		X
1 b		X
<i>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</i>		
1 c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation \$ 0. (2) On foundation managers \$ 0.	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.	
2		X
<i>If 'Yes,' attach a detailed description of the activities.</i>		
3		X
4 a		X
4 b	N/A	
5		X
<i>If 'Yes,' attach the statement required by General Instruction T</i>		
6		X
7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> _____ CT	
8 b	X	
9		X
10		X



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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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 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
Wilmot L. Harris, Jr. 170 Mason Street Greenwich, CT 06830	Trustee 3.00	0.	0.	0.
Sally C. Harris 170 Mason Street Greenwich, CT 06830	Trustee 1.00	0.	0.	0.
Stuart D. Adelberg 170 Mason Street Greenwich, CT 06830	Trustee 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

**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 ----- -----		
----- -----		
----- -----		
----- -----		
----- -----		
<b>Total number of others receiving over \$50,000 for professional services</b> ▶		<b>0</b>

**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 ----- -----	
<b>Total. Add lines 1 through 3</b> ▶	

**BAA** Form 990-PF (2011)

**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	2,852,553.
b	Average of monthly cash balances	1b	17,572.
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	2,870,125.
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	2,870,125.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	43,052.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,827,073.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	141,354.

**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	141,354.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	554.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	554.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	140,800.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	140,800.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	140,800.

**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	182,810.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	182,810.
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	
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	182,810.

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

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

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				140,800.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	56,580.			
b From 2007	33,669.			
c From 2008	99,028.			
d From 2009	51,418.			
e From 2010	51,511.			
f Total of lines 3a through e	292,206.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 182,810.				
a Applied to 2010, but not more than line 2a			0.	
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 2011 distributable amount				140,800.
e Remaining amount distributed out of corpus	42,010.			
5 Excess distributions carryover applied to 2011 (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	334,216.			
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 2010 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
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 2006 not applied on line 5 or line 7 (see instructions)	56,580.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	277,636.			
10 Analysis of line 9.				
a Excess from 2007	33,669.			
b Excess from 2008	99,028.			
c Excess from 2009	51,418.			
d Excess from 2010	51,511.			
e Excess from 2011	42,010.			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon.					
a 'Assets' alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**  
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)  
None

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.  
None

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**  
Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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
a Paid during the year See Attached		Public	See Attached	154,000.
<b>Total</b>				▶ 3a 154,000.
b Approved for future payment				
<b>Total</b>				▶ 3b





Client 14728-01

The Ruth W. Brown Foundation, Inc.  
Wilmot L. Harris, Jr., Trustee

06-1409590

**Statement 1**  
Form 990-PF, Part I, Line 16a  
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Ivey, Barnum & O'Mara	\$ 6,018.	\$ 2,708.	\$ 2,708.	\$ 3,310.
Total	<u>\$ 6,018.</u>	<u>\$ 2,708.</u>	<u>\$ 2,708.</u>	<u>\$ 3,310.</u>

**Statement 2**  
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
MSSB-Perkins, advisory fees	\$ 13,748.	\$ 5,145.	\$ 5,145.	
Neil S. Kenagy, CFA, advisory fees	10,290.	5,145.	5,145.	
SmithBarney-Reilly	10,832.	5,416.	5,416.	
Total	<u>\$ 34,870.</u>	<u>\$ 15,706.</u>	<u>\$ 15,706.</u>	<u>\$ 0.</u>

**Statement 3**  
Form 990-PF, Part I, Line 18  
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Taxes Paid	\$ 823.			
Total	<u>\$ 823.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**Statement 4**  
Form 990-PF, Part I, Line 23  
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ADR Fees	\$ 30.			
Total	<u>\$ 30.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 5  
Form 990-PF, Part III, Line 3  
Other Increases

To correct rounding issue on balance sheet

Total \$ 1.  
\$ 1.

2011

**Federal Supplemental Information**

**Page 1**

Client 14728-01

The Ruth W. Brown Foundation, Inc.  
Wilmot L. Harris, Jr., Trustee

06-1409590

The Trustees' commissions in the amount of \$45,000 are allocable to Wilmot L. Harris, Jr. The commissions are not paid to Mr. Harris personally, but instead paid to his law firm and divided by the partners of the firm.

Ruth W. Brown Foundation  
 E.I.N. 06-1409590  
Balance Sheet - Part II

<u>Line 10b -Corporate Stocks</u>	<u>Book Value at the Start of the Year</u>	<u>Book Value at the End of the Year</u>	<u>Fair Market Value at the End of Year</u>
131 shs., 3M Co	10,508.26	Sold During Year	Sold During Year
600 shs., Abbott Labs De	Purchased During Year	30,694.75	33,738.00
1,020 shs., Accenture Ltd CL A De	28,980.71	28,980.71	54,294.60
1,354 shs., Adobe Systems Inc	45,587.48	22,374.25	18,856.09
667 shs., Adobe Systems Inc			
615 shs., Aflac Inc	31,637.43	Sold During Year	Sold During Year
147 shs., Air Products & Chemical, Inc.	12,256.89	12,256.89	12,522.93
1,234 shs., Altria Group Inc	25,998.20	13,799.69	19,420.75
655 shs., Altria Group Inc			
66 shs., Amazon Com Inc CGMI	Purchased During Year	Sold During Year	Sold During Year
3,800 shs., Anacor Pharmaceuticals Inc	Purchased During Year	Sold During Year	Sold During Year
399 shs., Anadarko Petroleum Corp	13,919.83	10,117.17	22,135.70
290 shs., Anadarko Petroleum Corp			
416 shs., Apache Corp De	37,523.07	36,530.87	36,684.90
405 shs., Apache Corp De			

Ruth W. Brown Foundation  
E.I.N. 06-1409590  
Balance Sheet - Part II

<u>Line 10b -Corporate Stocks</u>	<u>Book Value at the Start of the Year</u>	<u>Book Value at the End of the Year</u>	<u>Fair Market Value at the End of Year</u>
25 shs., Apple Inc	2,376.86	15,413.33	25,920.00
64 shs., Apple Inc			
290 shs., Arkema Spons Adr	Purchased During Year	10,531.35	10,251.50
145 shs., Arkema Spons Adr			
450 shs., AT&T Inc New	13,376.28	Sold During Year	Sold During Year
567 shs., Avago Technologies Ltd	Purchased During Year	Sold During Year	Sold During Year
315 shs., Baker Hughes Inc	14,632.51	14,632.51	15,321.60
892 shs., Bank of America Corp	10,756.72	Sold During Year	Sold During Year
777 shs., Bank of New York Mellon Corp	21,647.92	21,647.92	15,470.07
645 shs., Bemis Co Inc	19,983.01	Sold During Year	Sold During Year
2,000 shs., Berkley W R Corp	43,787.55	Sold During Year	Sold During Year
220 shs., Berkshire Hathaway Inc CL B	Purchased During Year	16,864.98	16,786.00
109 shs., Blackrock Inc	18,569.10	18,569.10	19,428.16
3,000 shs., Calif Coastal Cmntyys New, common	43,306.95	Sold During Year	Sold During Year

Ruth W. Brown Foundation  
E.I.N. 06-1409590  
Balance Sheet - Part II

<u>Line 10b -Corporate Stocks</u>	<u>Book Value at the Start of the Year</u>	<u>Book Value at the End of the Year</u>	<u>Fair Market Value at the End of Year</u>
1,121 shs., CBS Corp New CL B	15,006.10	15,006.10	30,423.94
740 shs., Celgene Corp De	42,081.44	42,081.44	50,024.00
594 shs., Centurylink Inc.	Purchased During Year	20,432.00	22,096.80
367 shs., Chesapeake Energy Corp Okla	10,109.97	Sold During Year	Sold During Year
213 shs., Chevron Corp	Purchased During Year	19,872.09	22,663.20
770 shs., Cigna Corp De	32,178.98	32,178.98	32,340.00
2,500 shs., Cisco Systems Inc	56,764.92	34,058.95	27,120.00
1,500 shs., Cisco Systems Inc			
572 shs., Cognizant Tech Solutions Crp De	15,075.41	14,627.36	35,692.05
555 shs., Cognizant Tech Solutions Crp De			
615 shs., Community Health Systems Inc De	21,882.45	Sold During Year	Sold During Year
1,286 shs., Corning, Inc.	19,913.07	Sold During Year	Sold During Year
219 shs., CSX Corp	11,016.25	20,740.25	24,892.92
1,182 shs., CSX Corp			

Ruth W. Brown Foundation  
 E.I.N. 06-1409590  
Balance Sheet - Part II

<u>Line 10b -Corporate Stocks</u>	<u>Book Value at the Start of the Year</u>	<u>Book Value at the End of the Year</u>	<u>Fair Market Value at the End of Year</u>
1,460 shs., Danaher Corp De	54,290.76	42,577.34	53,860.80
1,145 shs., Danaher Corp De			
181 shs., Deere & Co	11,485.61	25,765.29	26,685.75
345 shs., Deere & Co			
1,010 shs., Denbury Resources Inc	17,546.39	17,546.39	15,251.00
205 shs., El Paso Energy Partners	4,055.55	Sold During Year	Sold During Year
1,780 shs., EMC Corp Mass De	27,026.92	27,026.92	38,341.20
200 shs., ETFS Gold Trust Etf	Purchased During Year	28,138.55	30,986.00
1,320 shs., Expedia Inc.	Purchased During Year	Sold During Year	Sold During Year
1,340 shs., Exxon Mobil Corp	48,542.55	28,980.63	67,808.00
800 shs., Exxon Mobil Corp			
1,576 shs., Five Star Quality Care Inc De	15,837.23	Sold During Year	Sold During Year
836 shs., Ford Motor Company	Purchased During Year	Sold During Year	Sold During Year
600 shs., Freeport-McMoran Copper & Gold Inc	Purchased During Year	24,047.41	22,074.00
671 shs., General Electric Company	Purchased During Year	10,554.76	12,017.61

Ruth W. Brown Foundation  
 E.I.N. 06-1409590  
Balance Sheet - Part II

<u>Line 10b -Corporate Stocks</u>	<u>Book Value at the Start of the Year</u>	<u>Book Value at the End of the Year</u>	<u>Fair Market Value at the End of Year</u>
338 shs., Genl Dynamics Corp	Purchased During Year 20,793.52	20,793.52	22,446.58
225 shs., Goodrich Corp	9,393.60 Sold During Year	Sold During Year	Sold During Year
36 shs., Google Inc Class A	19,033.28	19,033.28	23,252.40
207 shs., Hess Corp	12,068.04	28,250.62	26,241.60
462 shs., Hess Corp			
563 shs., Hewlett Packard Company	26,629.50	13,738.98	8,372.00
325 shs., Hewlett Packard Company			
2,000 shs., Hugoton Royalty Tr UBI	50,475.92	50,475.92	37,680.00
75 shs., International Business Machines	9,627.41		
95 shs., International Business Machines		13,232.96	17,468.60
2,620 shs., Intel Corp., common	18,325.20	31,762.60	77,212.00
3,184 shs., Intel Corp., common			
390 shs., Interoil Corp	Purchased During Year	Sold During Year	Sold During Year
1,000 shs., Ishares MSCI Emerg Mkt Fd	45,078.95	Sold During Year	Sold During Year
415 shs., ITT Corp De	21,861.96	Sold During Year	Sold During Year

Ruth W. Brown Foundation  
E.I.N. 06-1409590  
Balance Sheet - Part II

<u>Line 10b -Corporate Stocks</u>	<u>Book Value at the Start of the Year</u>	<u>Book Value at the End of the Year</u>	<u>Fair Market Value at the End of Year</u>
1,360 shs., Johnson & Johnson	83,859.71	49,329.24	52,464.00
800 shs., Johnson & Johnson			
241 shs., JP Morgan Chase & Co	Purchased During Year	Sold During Year	Sold During Year
442 shs., Kellogg Co	21,841.44	19,667.18	20,126.86
398 shs., Kellogg Co			
800 shs., Kinder Morgan Energy Partners MLP	34,281.78	25,711.34	50,970.00
600 shs., Kinder Morgan Energy Partners MLP			
204 shs., Market Vectors Oil Services ETF	Purchased During Year	23,337.40	23,435.52
340 shs., McDonalds Corp	19,361.10	16,229.16	28,594.05
285 shs., McDonalds Corp			
670 shs., MetLife Inc	Purchased During Year	28,812.41	20,890.60
714 shs., Microsoft Corp	17,963.88	Sold During Year	Sold During Year
1,028 shs., Moneygram Intl Inc	Purchased During Year	17,089.78	18,247.00
250 shs., Monsanto Company	17,830.53	17,830.53	17,517.50
166 shs., Mosaic Company	Purchased During Year	Sold During Year	Sold During Year

Ruth W. Brown Foundation  
E.I.N. 06-1409590  
Balance Sheet - Part II

<u>Line 10b -Corporate Stocks</u>	<u>Book Value at the Start of the Year</u>	<u>Book Value at the End of the Year</u>	<u>Fair Market Value at the End of Year</u>
1,372 shs., Muenchener Rueck-Unsps Adr	Purchase During Year	22,638.00	16,848.16
293 shs., Murphy Oil Corp	Purchased During Year	Sold During Year	Sold During Year
1,995 shs., Mylan Inc De	29,826.40	29,826.40	42,812.70
980 shs., Nasper's Ltd Spon Adr De	21,918.38	21,918.38	42,630.00
1,300 shs., Nestle S A Reg B ADR	25,487.75	21,566.56	63,522.58
1,100 shs., Nestle S A Reg B ADR			
600 shs., Nextera Energy Inc (Formerly FPL Grp)	28,057.15	28,057.15	36,528.00
555 shs., Novartis AG Spon Adr	29,811.16		
431 shs., Novartis AG Spon Adr		23,150.65	24,640.27
433 shs., Nucor Corp	18,457.53		
1,000 shs., Nucor Corp		46,299.55	39,570.00
825.053 shs., Oppenheimer Developing Mkts	Purchased During Year	Sold During Year	Sold During Year
2,205 shs., Oracle Corp	56,289.06	59,675.41	56,558.25
432 shs., Orix Corp	16,715.75	16,715.75	17,720.64
1,194 shs., Pennymac Mortgage Investment Tr	Purchased During Year	21,490.69	19,844.28

Ruth W. Brown Foundation  
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Balance Sheet - Part II

<u>Line 10b -Corporate Stocks</u>	<u>Book Value at the Start of the Year</u>	<u>Book Value at the End of the Year</u>	<u>Fair Market Value at the End of Year</u>
450 shs., Pepsico Inc	29,884.43	Sold During Year	Sold During Year
1,265 shs., Perficient Inc De	9,039.98	9,039.98	12,662.65
1,900 shs., Philip Morris International Inc	87,042.07	50,392.77	86,328.00
1,100 shs., Philip Morris International Inc			
1,300 shs., Plum Creek Timber Co, common	28,271.68	28,271.68	47,528.00
198 shs., Potash Corp Sask Inc Canada	Purchased During Year	Sold During Year	Sold During Year
500 shs., Proctor & Gamble Co., common	22,612.07	15,647.55	23,081.66
346 shs., Proctor & Gamble Co., common			
1,000 shs., Public Storage Prf Shs	21,086.65	21,086.65	25,450.00
1,731 shs., Qualcomm Inc	66,561.36	60,524.31	86,097.80
1,574 shs., Qualcomm Inc			
1,600 shs., Realty Income Corp REIT	36,725.73	22,953.58	34,960.00
1,000 shs., Realty Income Corp REIT			
372 shs., Rio Tinto Plc-Gbp	Purchased During Year	Sold During Year	Sold During Year
500 shs., Rowe T Price Group Inc	Purchased During Year	23,114.55	28,475.00

Ruth W. Brown Foundation  
E.I.N. 06-1409590  
Balance Sheet - Part II

<u>Line 10b -Corporate Stocks</u>	<u>Book Value at the Start of the Year</u>	<u>Book Value at the End of the Year</u>	<u>Fair Market Value at the End of Year</u>
740 shs., Schlumberger Ltd Netherlands Antilles	47,968.11	51,150.81	53,145.18
778 shs., Schlumberger Ltd Netherlands Antilles			
317 shs., Sel Sect SPDR Cons Discr. Cons Dis	Purchased During Year	11,941.26	12,369.34
281 shs., Select Sector SPR Energy	Purchased During Year	18,963.90	19,425.53
959 shs., Select Sector SPDR Health Care	Purchased During Year	32,512.34	33,267.71
2,951 shs., Select Sector SPDR Technology	Purchased During Year	74,360.42	75,102.95
2,500 shs., Ship Finance Intl, common	48,167.45	28,900.47	14,010.00
1,500 shs., Ship Finance Intl, common			
308 shs., SPDR Gold Tr Gold Shs	35,045.88	35,045.88	46,812.92
193 shs., SPDR S&P 500 ETF Trust	Purchased During Year	23,856.13	24,221.50
1,500 shs., Starwood Ppty Trust Inc	28,230.70	28,230.70	27,765.00
1,135 shs., Steel Dynamics Inc	15,960.71	15,960.71	14,925.25
593 shs., Teva Pharmaceuticals Ind Ltd. Israel	20,979.42		
521 shs., Teva Pharmaceuticals Ind Ltd. Israel		18,432.17	21,027.56
1,200 shs., The Southern Company	37,383.55	37,383.55	55,548.00

Ruth W. Brown Foundation  
E.I.N. 06-1409590  
Balance Sheet - Part II

<u>Line 10b -Corporate Stocks</u>	<u>Book Value at the Start of the Year</u>	<u>Book Value at the End of the Year</u>	<u>Fair Market Value at the End of Year</u>
1,350 shs., Thermo Fisher Scientific Inc	59,780.98	33,211.66	33,727.50
750 shs., Thermo Fisher Scientific Inc			
260 shs., Transocean Ltd	Purchased During Year	Sold During Year	Sold During Year
241 shs., Untd Technologies Corp De	15,576.38	42,562.02	43,854.00
600 shs., Untd Technologies Corp De			
500 shs., Vanguard Bd Index Fd ST Bd Etf	40,101.10		Sold During Year
555 shs., Vanguard Emerging Markets Etf	26,608.25		Sold During Year
810 shs., Verizon Communications Inc De	21,947.34		Sold During Year
715 shs., Visa Inc CL A	51,483.87	51,483.87	72,593.95
1,500 shs., Vodafone Group New Adr F Spons	Purchased During Year	40,451.90	42,045.00
1,000 shs., Walgreen Company	40,396.93		Sold During Year
645 shs., Walt Disney Co	20,516.92	20,516.92	24,187.50
613 shs., Weatherford International Ltd	12,013.28		Sold During Year
800 shs., Wisdomtree Emerging Mkts Eqty Inc Fd	Purchased During Year	40,368.95	41,016.00

Ruth W. Brown Foundation  
 E.I.N. 06-1409590  
Balance Sheet - Part II

<u>Line 10b -Corporate Stocks</u>	<u>Book Value at the Start of the Year</u>	<u>Book Value at the End of the Year</u>	<u>Fair Market Value at the End of Year</u>
1,369 shs., Xstrata Plc	<u>28,444.53</u>	<u>28,444.53</u>	<u>20,807.56</u>
Total Line 10b:	<u>\$ 2,283,687.22</u>	<u>\$ 2,187,490.70</u>	<u>\$ 2,639,136.72</u>

The Ruth W. Brown Foundation, Inc.  
 EIN 06-1409590  
 Part IV-Capital Gains and Losses

<u>Describe Property Sold</u>	<u>How Acquired</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sales Price</u>	<u>Cost/basis</u>	<u>Gain or Loss</u>
<u>A. Property Sold for a Gain</u>						
<u>Short Term Gain</u>						
Adobe Systems Inc (Del) 134 shares	Purchased	4/28/2010	4/7/2011	4,584.53	4,494.98	89.55
Arkema Spons Adr 145 shares	Purchased	2/22/2011	5/10/2011	15,514.70	10,531.35	4,983.35
Bank of America Corp 892 shares	Purchased	10/15/2010	5/5/2011	10,962.46	10,756.72	205.74
Bemis Co Inc 645 shares	Purchased	11/11/2010	2/24/2011	20,825.30	19,983.01	842.29
Deere & Co 73 shares	Purchased	8/26/2010	4/7/2011	7,072.10	5,371.24	1,700.86
Expedia Inc 200 shares	Purchased	3/8/2011	4/14/2011	4,700.34	4,323.96	376.38
308 shares	Purchased	3/8/2011	5/19/2011	8,379.31	6,658.90	1,720.41
62 shares	Purchased	3/8/2011	6/20/2011	1,697.52	1,340.43	357.09
750 shares	Purchased	3/8/2011	6/21/2011	20,806.85	16,214.85	4,592.00
Goodrich Corp 29 shares	Purchased	9/13/2011	10/17/2011	3,509.24	2,465.88	1,043.36

The Ruth W Brown Foundation, Inc.  
 EIN 06-1409590  
 Part IV-Capital Gains and Losses

<u>Describe Property Sold</u>	<u>How Acquired</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sales Price</u>	<u>Cost/basis</u>	<u>Gain or Loss</u>
Kellogg Co 44 shares	Purchased	11/4/2010	4/14/2011	2,427.87	2,174.26	253.61
Microsoft Corp 714 shares	Purchased	9/14/2010	7/29/2011	19,648.90	17,963.88	1,685.02
Novartis AG Spons Adr 124 shares	Purchased	4/13/2010	4/7/2011	6,919.06	6,660.51	258.55
Oracle Corp 807 shares	Purchased	6/24/2011	12/19/2011	23,259.31	21,840.39	1,418.92
Rio Tinto Plc- Gbp 40 shares	Purchased	3/10/2011	4/7/2011	2,890.74	2,548.23	342.51
Short Term Capital Gain				<u>\$ 153,198.23</u>	<u>\$ 133,328.59</u>	<u>\$ 19,869.64</u>
<u>Long Term Gain</u>						
3M Co 131 shares	Purchased	1/28/2010	11/30/2011	10,543.30	10,508.26	35.04
Altria Group Inc 217 shares	Purchased	4/22/2008	3/10/2011	5,570.28	4,571.81	998.47
184 shares	Purchased	4/22/2008	4/7/2011	4,780.62	3,876.55	904.07
178 shares	Purchased	4/22/2008	4/14/2011	4,775.64	3,750.15	1,025.49

The Ruth W. Brown Foundation, Inc.  
 EIN 06-1409590  
 Part IV-Capital Gains and Losses

<u>Describe Property Sold</u>	<u>How</u>	<u>Date</u>		<u>Sales Price</u>	<u>Cost/basis</u>	<u>Gain or Loss</u>
		<u>Acquired</u>	<u>Sold</u>			
Anadarko Petroleum Corp 32 shares	Purchased	11/10/2008	2/11/2011	2,506.99	1,116.38	1,390.61
77 shares	Purchased	11/10/2008	4/7/2011	6,365.46	2,686.28	3,679.18
Apache Corp De 11 shares	Purchased	8/20/2008	4/14/2011	1,347.14	992.20	354.94
Berkley W R Corp 2,000 shares	Purchased	6/25/2009	8/16/2011	56,605.76	43,787.55	12,818.21
Chesapeake Energy Corp Okla 367 shares	Purchased	1/19/2010	1/21/2011	10,288.50	10,109.97	178.53
Cognizant Tech Solutions Crp De 17 shares	Purchased	9/26/2008	3/10/2011	1,309.65	448.05	861.60
Corning Inc 108 shares	Purchased	10/19/2009	4/7/2011	2,207.87	1,672.33	535.54
Danaher Corp De 164 shares	Purchased	5/12/2008	2/11/2011	8,472.73	6,098.41	2,374.32
93 shares	Purchased	5/12/2008	4/7/2011	4,832.18	3,458.25	1,373.93
58 shares	Purchased	5/12/2008	6/20/2011	3,006.08	2,156.76	849.32
EI Paso Energy Partners LP 205 shares	Purchased	Various	10/20/2011	4,924.62	4,055.55	869.07

The Ruth W. Brown Foundation, Inc.  
 EIN 06-1409590  
 Part IV-Capital Gains and Losses

<u>Describe Property Sold</u>	<u>How Acquired</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sales Price</u>	<u>Cost/basis</u>	<u>Gain or Loss</u>
Exxon Mobil Corp 259 shares	Purchased	Various	4/11/2011	22,045.62	9,382.48	12,663.14
	Purchased	Various	9/6/2011	19,754.26	10,179.44	9,574.82
Goodrich Corp 72 shares	Purchased	Various	9/22/2011	8,669.88	3,361.74	5,308.14
	Purchased	Various	10/17/2011	18,514.26	6,031.86	12,482.40
Intel Corp 163 shares	Purchased	Various	6/20/2011	3,472.50	1,626.04	1,846.46
ITT Corp De 415 shares	Purchased	Various	1/13/2011	25,003.36	21,861.96	3,141.40
Johnson & Johnson 200 shares	Purchased	6/1/2007	11/21/2011	12,965.20	12,332.31	632.89
Kinder Morgan Energy Partners 200 shares	Purchased	3/31/2004	11/8/2011	14,912.76	8,570.45	6,342.31
McDonalds Corp 25 shares	Purchased	11/20/2008	4/7/2011	1,903.46	1,423.61	479.85
	Purchased	11/20/2008	4/14/2011	2,306.95	1,708.33	598.62
Nestle S A Reg B Adr 200 shares	Purchased	3/17/2003	2/4/2011	10,993.38	3,921.19	7,072.19

The Ruth W Brown Foundation, Inc.  
 EIN 06-1409590  
 Part IV-Capital Gains and Losses

<u>Describe Property Sold</u>	<u>How Acquired</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sales Price</u>	<u>Cost/basis</u>	<u>Gain or Loss</u>
Nucor Corp 433 shares	Purchased	Various	1/5/2011	19,209.76	18,457.53	752.23
Philip Morris International Inc 400 shares	Purchased	3/31/2008	2/11/2011	23,864.22	18,324.65	5,539.57
400 shares	Purchased	9/23/2008	4/8/2011	26,075.35	18,324.65	7,750.70
Proctor & Gamble 110 shares	Purchased	10/3/2005	4/7/2011	6,780.70	4,974.66	1,806.04
44 shares	Purchased	10/3/2005	4/14/2011	2,789.98	1,989.86	800.12
Qualcomm Inc 103 shares	Purchased	10/4/2006	2/11/2011	5,882.63	3,960.61	1,922.02
54 shares	Purchased	10/4/2006	4/7/2011	2,887.32	2,076.44	810.88
Realty Income Corp REIT 400 shares	Purchased	3/3/2008	6/20/2011	13,158.80	9,181.43	3,977.37
200 shares	Purchased	3/3/2008	10/26/2011	6,598.64	4,590.72	2,007.92
Ship Finance Intl 500 shares	Purchased	9/23/2005	4/7/2011	10,467.35	9,633.49	833.86
Teva Pharmaceuticals Ind Ltd Israel 72 shares	Purchased	10/4/2006	4/7/2011	3,658.24	2,547.25	1,110.99

The Ruth W Brown Foundation, Inc.  
 EIN 06-1409590  
 Part IV-Capital Gains and Losses

<u>Describe Property Sold</u>	<u>How Acquired</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sales Price</u>	<u>Cost/basis</u>	<u>Gain or Loss</u>
Thermo Fisher Scientific Inc 146 shares	Purchased	4/2/2007	2/11/2011	8,441.56	6,465.20	1,976.36
	Purchased	4/2/2007	4/14/2011	2,901.69	2,346.96	554.73
	Purchased	11/1/2007	5/19/2011	12,837.20	8,723.59	4,113.61
United Technologies Corp De 241 shares	Purchased	Various	3/11/2011	19,461.70	15,576.38	3,885.32
Verizon Communications Inc 88 shares	Purchased	10/14/2008	2/11/2011	3,199.61	2,384.40	815.21
	Purchased	10/14/2008	3/10/2011	2,471.89	1,842.49	629.40
	Purchased	Various	10/18/2011	24,190.99	17,720.45	6,470.54
Walgreen Company 200 Shares	Purchased	8/28/2007	6/20/2011	8,841.28	8,079.39	761.89
Long Term Capital Gain				<u>\$ 471,797.36</u>	<u>\$ 336,888.06</u>	<u>\$ 134,909.30</u>
<u>Capital Gain Distribution</u>						
Plum Creek Timber Co 1,300 shares	Purchased	3/4/2011	N/A	\$ 546.00	\$ -	\$ 546.00

The Ruth W Brown Foundation, Inc.  
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 Part IV-Capital Gains and Losses

<u>Describe Property Sold</u>	<u>How Acquired</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sales Price</u>	<u>Cost/basis</u>	<u>Gain or Loss</u>
Vanguard Bond Index Fund ST Bd 500 shares	Purchased	3/29/2011	N/A	30.50	-	30.50
Capital Gain Distribution				\$ 576.50	-	\$ 576.50
Total Gain				\$ 625,572.09	\$ 470,216.65	\$ 155,355.44
<u>B. Property Sold at a Loss</u>						
<u>Short Term Loss</u>						
Adobe Systems Inc (Del) 773 shares	Purchased	Various	12/19/2011	21,650.54	25,929.98	(4,279.44)
Amazon Com Inc CGMI 66 shares	Purchased	Various	12/19/2011	11,955.11	14,090.95	(2,135.84)
Anacor Pharmaceuticals Inc 3,800 shares	Purchased	2/11/2011	12/20/2011	23,249.09	28,804.76	(5,555.67)
Avago Technologies Ltd 567 shares	Purchased	7/29/2011	12/19/2011	15,883.97	19,167.26	(3,283.29)
Ford Motor Company 836 shares	Purchased	3/9/2011	9/22/2011	8,075.60	11,926.88	(3,851.28)

The Ruth W Brown Foundation, Inc.  
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 Part IV-Capital Gains and Losses

<u>Describe Property Sold</u>	<u>How Acquired</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sales Price</u>	<u>Cost/basis</u>	<u>Gain or Loss</u>
Hewlett Packard Company 484 shares	Purchased	5/17/2011	6/24/2011	16,934.83	17,631.15	(696.32)
Interoil Corp 390 shares	Purchased	2/11/2011	12/20/2011	18,933.12	28,697.60	(9,764.48)
JP Morgan Chase & Co 180 shares	Purchased	5/5/2011	10/26/2011	6,142.67	8,175.60	(2,032.93)
61 shares	Purchased	5/5/2011	10/26/2011	2,081.68	2,770.62	(688.94)
Mosaic Company 166 shares	Purchased	1/25/2011	9/30/2011	8,761.31	12,435.03	(3,673.72)
Murphy Oil Corp 293 shares	Purchased	4/11/2011	11/9/2011	16,195.81	22,048.40	(5,852.59)
Oppenheimer Developing Mkts CL Y 825.053 shares	Purchased	3/15/2011	12/20/2011	23,637.77	27,969.30	(4,331.53)
Potash Corp Sask Inc Canada De 198 shares	Purchased	9/30/2011	12/19/2011	7,663.72	8,654.58	(990.86)
Rio Tinto Plc-Gbp 332 shares	Purchased	3/10/2011	12/19/2011	15,508.35	21,150.33	(5,641.98)
Transocean Ltd Switzerland New 260 shares	Purchased	5/19/2011	12/19/2011	10,335.76	17,838.05	(7,502.29)

The Ruth W Brown Foundation, Inc.  
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 Part IV-Capital Gains and Losses

<u>Describe Property Sold</u>	<u>How Acquired</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sales Price</u>	<u>Cost/basis</u>	<u>Gain or Loss</u>
Vanguard Emerging Markets ETF 555 shares	Purchased	12/7/2010	3/15/2010	25,573.96	26,608.25	(1,034.29)
Weatherford International Ltd 1,020 shares	Purchased	Various	12/22/2011	14,550.43	19,039.95	(4,489.52)
Short Term Capital Loss				<u>\$ 247,133.72</u>	<u>\$ 312,938.69</u>	<u>\$ (65,804.97)</u>
<u>Long Term Loss</u>						
Aflac Inc 615 shares	Purchased	9/21/2007	6/6/2011	28,788.27	31,637.43	(2,849.16)
AT&T Inc New 450 shares	Purchased	10/14/2008	2/28/2011	12,744.74	13,376.28	(631.54)
Calif Coastal Cmnty New 3,000 shares	Purchased	Various	1/5/2011	27.05	43,306.95	(43,279.90)
Cisco Systems Inc 308 shares	Purchased	5/23/2008	4/7/2011	5,258.09	6,993.44	(1,735.35)
692 shares	Purchased	5/23/2008	4/7/2011	11,812.94	15,712.53	(3,899.59)
Community Health Systems Inc De 615 shares	Purchased	1/17/2008	4/15/2011	18,168.23	21,882.45	(3,714.22)

The Ruth W. Brown Foundation, Inc.  
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 Part IV-Capital Gains and Losses

<u>Describe Property Sold</u>	<u>How Acquired</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sales Price</u>	<u>Cost/basis</u>	<u>Gain or Loss</u>
Corning inc 1,178 shares	Purchased	10/19/2009	12/19/2011	15,019.21	18,240.74	(3,221.53)
Five Star Quality Care Inc De 1,576 shares	Purchased	Various	2/23/2011	10,998.05	15,837.23	(4,839.18)
Hewlett Packard Company 238 shares	Purchased	11/4/2009	6/24/2011	8,327.46	12,890.52	(4,563.06)
Ishares MSCI Emerg Mkt Fd 1,000 shares	Purchased	11/23/2010	12/23/2011	37,501.03	45,078.95	(7,577.92)
Johnson & Johnson 360 shares	Purchased	Various	3/9/2011	21,736.38	22,198.16	(461.78)
Pepsico Inc 76 shares 374 shares	Purchased Purchased	10/4/2006 4/30/2007	2/11/2011 3/8/2011	4,845.66 23,759.76	5,047.15 24,837.28	(201.49) (1,077.52)
Ship Finance Intl 500 shares	Purchased	9/23/2005	6/20/2011	8,568.89	9,633.49	(1,064.60)
Thermo Fisher Scientific Inc 204 shares	Purchased	11/1/2007	12/19/2011	8,944.24	9,033.57	(89.33)

The Ruth W Brown Foundation, Inc  
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 Part IV-Capital Gains and Losses

<u>Describe Property Sold</u>	<u>How Acquired</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sales Price</u>	<u>Cost/basis</u>	<u>Gain or Loss</u>
Vanguard Bond Index Fd ST Bd ETF						
300 shares	Purchased	12/11/2009	3/31/2011	24,056.59	24,060.66	(4.07)
200 shares	Purchased	12/11/2009	4/7/2011	16,020.94	16,040.44	(19.50)
Walgreen Company						
400 shares	Purchased	9/5/2008	8/1/2011	15,707.55	16,158.77	(451.22)
400 shares	Purchased	9/5/2008	8/12/2011	13,984.22	16,158.77	(2,174.55)
Weatherford International Ltd						
613 shares	Purchased	1/19/2010	12/22/2011	8,744.52	12,013.28	(3,268.76)
Long Term Capital Loss				\$ 295,013.82	\$ 380,138.09	\$ (85,124.27)
Total Loss				\$ 542,147.54	\$ 693,076.78	\$ (150,929.24)

The Ruth W. Brown Foundation, Inc  
 E.I.N 06-1409590  
 Part XV-Charitable Contributions

<u>Name and Address of Recipient</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount of Grant</u>
Abilis 50 Glenville Street Greenwich, CT 06831	Public	To support youth services programs	3,000.00
At Home in Greenwich 139 East Putnam Avenue Greenwich, CT 06830	Public	To support those who want to "age in place" safely and comfortably programs	1,000.00
Boys and Girls Club of Stamford 347 Stillwater Avenue Stamford, CT 06902	Public	To support Project Learn	3,000.00
Child Guidance Center 23 Benedict Place Greenwich, CT 06830	Public	To support general operating expenses	5,000.00
Child Care Learning Centers, Inc 64 Palmer's Hill Road Stamford, CT 06902	Public	To support early childhood education programs	2,500.00
Children's Day School 8 Riverside Avenue Riverside, CT 06878	Public	To support tuition assistance	2,500.00
Community Health Center, Inc. 635 Main Street Middletown, CT 06457	Public	To support the obesity education program	4,000.00

The Ruth W. Brown Foundation, Inc.  
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 Part XV-Charitable Contributions

<u>Name and Address of Recipient</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount of Grant</u>
CTE, Inc. 34 Woodland Ave Stamford, CT 06902	Public	To support the assistance partnership program	7,000.00
Domus 83 Lockwood Avenue Stamford, CT 06902	Public	To support general operating expenses	2,500.00
Fairfield County Community Foundation 383 Main Avenue Norwalk, CT 06851-1543	Public	To support workshops for nonprofit staff and board members	2,000.00
Family Centers 40 Arch Street Greenwich, CT 06830	Public	To support general operating expenses	25,000.00
Greenwich Arts Council 299 Greenwich Avenue Greenwich, CT 06830	Public	To support Youth@Art Program	4,000.00
American Red Cross-Greenwich 99 Indian Field Road Greenwich, CT 06830	Public	To support Emergency Social Services Program	7,500.00
Groundwork Bridgeport 510 Barnum Avenue, Suite 304 Bridgeport, CT 06608	Public	To support general operating expenses	6,000.00

The Ruth W. Brown Foundation, Inc.  
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 Part XV-Charitable Contributions

<u>Name and Address of Recipient</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount of Grant</u>
Jewish Family Services One Holly Hill Lane Greenwich, CT 06830	Public	To support supermarketing for seniors program	4,000.00
Kids in Crisis One Salem Street Cos Cob, CT 06807	Public	To support TLC Health Center	5,000.00
Lighthouse International The Sol and Lillian Goldman Building 111 East 59th Street New York, NY 10022-1202	Public	To support general operating expenses	1,000.00
Meals on Wheels 89 Maple Avenue Greenwich, CT 06830-5652	Public	To support general operating expenses	1,000.00
Mutual Housing Association of SW CT 63 Stillwater Avenue Stamford, CT 06902	Public	To support MHA's Fairfield Commons project in Stamford	10,000.00
Person-to-Person 1864 Post Road Darien, CT 06820	Public	To support Campership Program	9,000.00
Shakespeare on the Sound P.O. Box 15 Norwalk, CT 06853	Public	To support new educational activities	4,000.00

The Ruth W. Brown Foundation, Inc.  
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 Part XV-Charitable Contributions

<u>Name and Address of Recipient</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount of Grant</u>
Sound Waters Cove Island Park 1281 Cove Road Stamford, CT 06902	Public	To support general operating expenses	5,000.00
St. Luke's Lifeworks 141 Franklin Street Stamford, CT 06901	Public	To support New Beginnings Family Program	12,000.00
Stamford Symphony 263 Tresser Boulevard Stamford, CT 06901	Public	To support general operating expenses	2,000.00
Teach for America 142 Temple Street, Suite 303 New Haven, CT 06510	Public	To help fund a teacher for one year	5,000.00
Women's Mentoring Network, Inc. 141 Franklin Street Stamford, CT 06901	Public	To support general operating expenses	5,000.00
Women's Business Dev Ctr 888 Washington Blvd, 10th Floor Stamford, CT 06901	Public	To support entrepreneurial training and professional development programs	8,000.00

The Ruth W. Brown Foundation, Inc.  
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 Part XV-Charitable Contributions

<u>Name and Address of Recipient</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount of Grant</u>
Yerwood Center 90 Fairfield Ave Stamford, CT 06902	Public	To support general operating expenses	8,000.00
<b>Total Contributions</b>			<b>\$ 154,000.00</b>