



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2012

Department of the Treasury
Internal Revenue Service

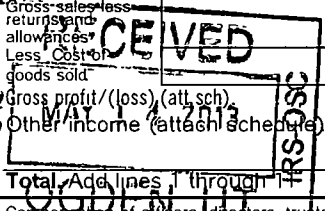
Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year **2012**, or tax year beginning _____, **2012**, and ending _____

The Ruth W. Brown Foundation Wilmot L. Harris, Jr., Trustee 170 Mason Street Greenwich, CT 06830	A Employer identification number 06-1409590 B Telephone number (see the instructions) (203) 661-6000 C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F 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. <table style="display: inline-table; vertical-align: top; margin-right: 20px;"> <tr><td><input type="checkbox"/> Initial return</td><td><input type="checkbox"/> Initial return of a former public charity</td></tr> <tr><td><input type="checkbox"/> Final return</td><td><input type="checkbox"/> Amended return</td></tr> <tr><td><input type="checkbox"/> Address change</td><td><input type="checkbox"/> Name change</td></tr> </table>	<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity						
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return						
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change						
H Check type of organization. <table style="display: inline-table; vertical-align: top; margin-right: 20px;"> <tr><td><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust</td><td><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation</td><td><input type="checkbox"/> Other taxable private foundation</td></tr> </table>	<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation	<input type="checkbox"/> Other taxable private foundation				
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation	<input type="checkbox"/> Other taxable private foundation					
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 2,877,959.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)						

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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 instructions))				
REVENUE				
1 Contributions, gifts, grants, etc, received (att sch)				
2 <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	15.	15.	15.	
4 Dividends and interest from securities	68,262.	68,262.	68,262.	
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain/(loss) from sale of assets not on line 10	88,813.			
b Gross sales price for all assets on line 6a	593,870.			
7 Capital gain net income (from Part IV, line 2)		88,813.		
8 Net short-term capital gain			88,813.	
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	157,090.	157,090.	157,090.	
ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc	45,000.	20,250.	20,250.	24,750.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule) See St 1	8,601.	3,871.	3,871.	4,731.
b Accounting fees (attach sch)				
c Other prof fees (attach sch) See St 2	33,778.	16,889.	16,889.	
17 Interest				
18 Taxes (attach schedule)(see instrs) See Stm 3	2,375.			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 4	188.			
24 Total operating and administrative expenses. Add lines 13 through 23	89,942.	41,010.	41,010.	29,481.
25 Contributions, gifts, grants paid Part XV	146,000.			146,000.
26 Total expenses and disbursements. Add lines 24 and 25	235,942.	41,010.	41,010.	175,481.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-78,852.			
b Net investment income (if negative, enter 0)		116,080.		
c Adjusted net income (if negative, enter 0-)			116,080.	

SCANNED MAY 16 2013



614 7

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	82,410.	153,086.	153,086.
	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)	2,187,491.	2,037,962.	2,724,873.
	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	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	2,269,901.	2,191,048.	2,877,959.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	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	2,269,901.	2,191,048.	
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	2,269,901.	2,191,048.		
31	Total liabilities and net assets/fund balances (see instructions)	2,269,901.	2,191,048.		

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	2,269,901.
2	Enter amount from Part I, line 27a	2	-78,852.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,191,049.
5	Decreases not included in line 2 (itemize) ▶ See Statement 5	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,191,048.

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)
1 a 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 483,095.		364,340.	118,755.
b 110,775.		140,717.	-29,942.
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			118,755.
b			-29,942.
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	88,813.
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	88,813.

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))
2011	182,810.	2,827,073.	0.064664
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

2 Total of line 1, column (d)	2	0.344166
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	0.068833
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,766,320.
5 Multiply line 4 by line 3	5	190,414.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,161.
7 Add lines 5 and 6	7	191,575.
8 Enter qualifying distributions from Part XII, line 4	8	175,481.

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	1	2,322.
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	2,322.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,322.
6 Credits/Payments.		
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	556.
b Exempt foreign organizations – tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments. Add lines 6a through 6d	7	556.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,766.
10 Overpayment. 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 2013 estimated tax	11	
	Refunded	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <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>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) CT		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ <u>Wilmot L. Harris, Jr.</u> Telephone no ▶ <u>(203) 661-6000</u> Located at ▶ <u>170 Mason Street, Greenwich, CT CT</u> ZIP + 4 ▶ <u>06830</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15	N/A ▶ <input type="checkbox"/> N/A		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country ▶	16		X

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

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

		Yes	No
1 a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1 b	N/A
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 2012?	1 c	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see instructions)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 __ , 20 __ , 20 __ , 20 __		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2012 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 2012)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2012?	4 b	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)? 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). N/A

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		

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount	
1 N/A		
2		
All other program-related investments. See instructions		
3		
Total. Add lines 1 through 3		0.

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	1 a	2,798,171.
b	Average of monthly cash balances	1 b	10,276.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	2,808,447.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,808,447.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	42,127.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,766,320.
6	Minimum investment return. Enter 5% of line 5	6	138,316.

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	138,316.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	2,322.
b	Income tax for 2012. (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	2,322.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	135,994.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	135,994.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	135,994.

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	1 a	175,481.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	175,481.
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	Adjusted qualifying distributions. Subtract line 5 from line 4	6	175,481.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				135,994.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	33,669.			
b From 2008	99,028.			
c From 2009	51,418.			
d From 2010	51,511.			
e From 2011	42,010.			
f Total of lines 3a through e	277,636.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 175,481.				
a Applied to 2011, 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 2012 distributable amount				135,994.
e Remaining amount distributed out of corpus	39,487.			
5 Excess distributions carryover applied to 2012 (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	317,123.			
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 2011 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7 (see instructions)	33,669.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	283,454.			
10 Analysis of line 9.				
a Excess from 2008	99,028.			
b Excess from 2009	51,418.			
c Excess from 2010	51,511.			
d Excess from 2011	42,010.			
e Excess from 2012	39,487.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 foundation 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 or e-mail 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached		Public	See Attached	146,000.
Total				▶ 3 a 146,000.
b Approved for future payment				
Total				▶ 3 b

Client 14728-01

The Ruth W. Brown Foundation
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	\$ 8,601.	\$ 3,871.	\$ 3,871.	\$ 4,731.
Total	<u>\$ 8,601.</u>	<u>\$ 3,871.</u>	<u>\$ 3,871.</u>	<u>\$ 4,731.</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 - Reilly, advisory fees	\$ 5,124.	\$ 2,562.	\$ 2,562.	
MSSB-Perkins, advisory fees	12,973.	6,487.	6,487.	
Neil S. Kenagy, CFA, advisory fees	10,810.	5,405.	5,405.	
SmithBarney-Reilly, advisory fees	4,871.	2,435.	2,435.	
Total	<u>\$ 33,778.</u>	<u>\$ 16,889.</u>	<u>\$ 16,889.</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
2011 Tax Deposit	\$ 215.			
2012 Estimated Payment	556.			
Foreign Taxes Paid	1,604.			
Total	<u>\$ 2,375.</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	\$ 188.			
Total	<u>\$ 188.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

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

To Correct Rounding Issue on Balance Sheet

Total \$ 1.
\$ 1.

2012

Federal Supplemental Information

Page 1

Client 14728-01

The Ruth W. Brown Foundation
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>
600 shs., Abbott Labs De	30,694.75	30,694.75	39,300.00
1,020 shs., Accenture Ltd CL A De	28,980.71	24,150.59	56,525.00
850 shs., Accenture Ltd CL A De			
667 shs., Adobe Systems Inc	22,374.25	22,374.25	25,132.56
147 shs., Air Products & Chemical, Inc.	12,256.89	12,256.89	12,350.94
655 shs., Altria Group Inc	13,799.69	13,799.69	20,593.20
128 shs., Amazon Com Inc CGMI	Purchased During Year	22,482.16	32,111.36
290 shs., Anadarko Petroleum Corp	10,117.17	10,117.17	21,549.90
405 shs., Apache Corp De	36,530.87	34,005.28	29,594.50
377 shs., Apache Corp De			
64 shs., Apple Inc	15,413.33	15,705.05	31,398.20
59 shs., Apple Inc			
145 shs., Arkema Spons Adr	10,531.35	10,531.35	15,671.60
315 shs., Baker Hughes Inc	14,632.51	14,632.51	12,867.02
777 shs., Bank of New York Mellon Corp	21,647.92	21,647.92	19,968.90

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>
300 shs., Becton Dickinson & Co	Purchased During Year	21,533.47	23,457.00
220 shs., Berkshire Hathaway Inc CL B	16,864.98	16,864.98	19,734.00
109 shs., Blackrock Inc	18,569.10	18,569.10	22,531.39
1,121 shs., CBS Corp New CL B	15,006.10	9,276.74	26,368.65
693 shs., CBS Corp New CL B			
234 shs., Cdn Pacific Ry Ltd New	Purchased During Year	22,874.88	23,779.08
740 shs., Celgene Corp De	42,081.44	33,153.35	45,748.01
583 shs., Celgene Corp De			
594 shs., Centurylink Inc.	20,432.00	20,432.00	23,237.28
213 shs., Chevron Corp	19,872.09	19,872.09	23,033.82
770 shs., Cigna Corp De	32,178.98	32,178.98	41,164.20
1,500 shs., Cisco Systems Inc	34,058.95	Sold During Year	Sold During Year
555 shs., Cognizant Tech Solutions Crp De	14,627.36		
430 shs., Cognizant Tech Solutions Crp De		11,332.91	31,769.38
1,182 shs., CSX Corp	20,740.25	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>
1,145 shs., Danaher Corp De	42,577.34	43,476.56	63,558.30
1,137 shs., Danaher Corp De			
345 shs., Deere & Co	25,765.29	21,657.78	25,061.80
290 shs., Deere & Co			
1,010 shs., Denbury Resources Inc	17,546.39	17,546.39	16,362.00
1,780 shs., EMC Corp Mass De	27,026.92	24,263.49	40,429.40
1,598 shs., EMC Corp Mass De			
200 shs., ETFS Gold Trust Etf	28,138.55	44,966.49	49,551.00
300 shs., ETFS Gold Trust Etf			
700 shs., Exelon Corporation	Purchased During Year	26,172.85	20,818.00
800 shs., Exxon Mobil Corp	28,980.63	18,112.89	43,275.00
500 shs., Exxon Mobil Corp			
600 shs., Freeport-McMoran Copper & Gold Inc	24,047.41	Sold During Year	Sold During Year
671 shs., General Electric Company	10,554.76	10,554.76	14,084.29
338 shs., Genl Dynamics Corp	20,793.52	20,793.52	23,413.26
737 shs., GNC Holdings Inc CL A	Purchased During Year	24,907.46	24,527.36

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>
36 shs., Google Inc Class A	19,033.28	19,033.28	25,465.68
462 shs., Hess Corp	28,250.62	28,250.62	24,467.52
325 shs., Hewlett Packard Company	13,738.98	Sold During Year	Sold During Year
2,000 shs., Hugoton Royalty Tr UBI	50,475.92	50,475.92	14,620.00
95 shs., International Business Machines	13,232.96	13,232.96	18,197.25
3,184 shs., Intel Corp., common	31,762.60		
2,912 shs., Intel Corp., common		29,049.21	60,045.44
800 shs., Johnson & Johnson	49,329.24	36,996.92	42,060.00
600 shs., Johnson & Johnson			
638 shs., JP Morgan Chase & Co	Purchased During Year	23,690.15	28,052.28
398 shs., Kellogg Co	19,667.18	19,667.18	22,228.30
600 shs., Kinder Morgan Energy Partners MLP	25,711.33	25,711.33	47,874.00
463 shs., Lyondellbasell Nv CL A	Purchased During Year	19,668.29	26,432.67
204 shs., Market Vectors Oil Services ETF	23,337.40	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>
285 shs., McDonalds Corp	16,229.16	22,920.44	22,140.71
251 shs., McDonalds Corp			
670 shs., MetLife Inc	28,812.41	28,812.41	22,069.80
1,028 shs., Moneygram Intl Inc	17,089.78	Sold During Year	Sold During Year
250 shs., Monsanto Company	17,830.53	17,830.53	23,662.50
1,372 shs., Muenchener Rueck-Unsps Adr	22,638.00	31,057.30	35,374.86
1,962 shs., Muenchener Rueck-Unsps Adr			
1,995 shs., Mylan Inc De	29,826.40	29,826.40	54,762.75
980 shs., Nasper's Ltd Spon Adr De	21,918.38	21,918.38	63,700.00
1,100 shs., Nestle S A Reg B ADR	21,566.56	21,566.56	71,687.00
350 shs., Netflix Inc	Purchased During Year	Sold During Year	Sold During Year
600 shs., Nextera Energy Inc	28,057.15	28,057.15	41,514.00
431 shs., Novartis AG Spon Adr	23,150.65	23,150.65	27,282.30
1,000 shs., Nucor Corp	46,299.55	46,299.55	43,160.00

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>
2,205 shs., Oracle Corp	59,675.41	50,500.82	62,175.12
1,866 shs., Oracle Corp			
432 shs., Orix Corp	16,715.75	16,715.75	24,468.48
1,194 shs., Pennymac Mortgage Investment Tr	21,490.69	21,490.69	30,196.26
1,265 shs., Perficient Inc De	9,039.98	9,039.98	14,901.70
1,100 shs., Philip Morris International Inc	50,392.77	45,811.61	83,640.00
1,000 shs., Philip Morris International Inc			
1,300 shs., Plum Creek Timber Co, common	28,271.68	21,747.45	44,370.00
1,000 shs., Plum Creek Timber Co, common			
346 shs., Proctor & Gamble Co., common	15,647.55	15,647.55	23,489.94
1,000 shs., Public Storage Prf Shs	21,086.65	Sold During Year	Sold During Year
1,574 shs., Qualcomm Inc	60,524.31	51,603.32	83,015.57
1,342 shs., Qualcomm Inc			
1,000 shs., Realty Income Corp REIT	22,953.58	22,953.58	40,210.00
500 shs., Rowe T Price Group Inc	23,114.55	23,114.55	32,558.55

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>
778 shs., Schlumberger Ltd Netherlands Antilles	51,150.81	51,150.81	53,914.30
317 shs., Sel Sect SPDR Cons Discr. Cons Dis	11,941.26	Sold During Year	Sold During Year
281 shs., Select Sector SPR Energy	18,963.90	18,963.90	20,069.02
959 shs., Select Sector SPDR Health Care	32,512.34	Sold During Year	Sold During Year
2,951 shs., Select Sector SPDR Technology	74,360.42	68,237.21	78,125.80
2,708 shs., Select Sector SPDR Technology			
1,500 shs., Ship Finance Intl, common	28,900.47	28,900.47	24,945.00
200 shs., Siemens AG Spon Adr	Purchased During Year	18,997.28	21,894.00
308 shs., SPDR Gold Tr Gold Shs	35,045.88		
408 shs., SPDR Gold Tr Gold Shs		51,550.77	66,104.32
193 shs., SPDR S&P 500 ETF Trust	23,856.13	Sold During Year	Sold During Year
1,500 shs., Starwood Ppty Trust Inc	28,230.70	28,230.70	34,440.00
1,135 shs., Steel Dynamics Inc	15,960.71		
2,219 shs., Steel Dynamics Inc		27,679.18	30,466.87
521 shs., Teva Pharmaceuticals Ind Ltd. Israel	18,432.17	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>
1,200 shs., The Southern Company	37,383.55	31,152.96	42,810.00
1,000 shs., The Southern Company			
750 shs., Thermo Fisher Scientific Inc	33,211.66	33,211.66	47,835.00
600 shs., Untd Technologies Corp De	42,562.02	42,562.02	49,206.00
715 shs., Visa Inc CL A	51,483.87	45,147.39	95,040.66
627 shs., Visa Inc CL A			
1,500 shs., Vodafone Group New Adr F Spons	40,451.90	40,451.90	37,785.00
645 shs., Walt Disney Co	20,516.92	20,516.92	32,114.55
1,549 shs., Weatherford International Ltd	Purchased During Year	24,429.90	17,333.31
800 shs., Wisdomtree Emerging Mkts Eqty Inc Fd	40,368.95	Sold During Year	Sold During Year
1,369 shs., Xstrata Plc	<u>28,444.53</u>	<u>Sold During Year</u>	<u>Sold During Year</u>
Total Line 10b:	\$ 2,187,490.69	\$ 2,037,961.90	\$ 2,724,872.91

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>						
Netflix Inc	Purchased	10/3/2012	11/7/2012	\$ 7,197.48	\$ 5,719.14	\$ 1,478.34
	Purchased	Various	12/10/2012	27,666.11	19,773.61	7,892.50
Sel Sect SPDR Cons Discretion	Purchased	12/19/2011	5/11/2012	13,058.30	11,873.22	1,185.08
	Purchased	Various	5/11/2012	6,529.15	5,936.61	592.54
	Purchased	3/6/2012	5/11/2012	6,573.27	5,976.72	596.55
Select Sector SPDR Health Care	Purchased	Various	3/6/2012	34,324.20	32,512.34	1,811.86
Select Sector SPDR Technology	Purchased	12/19/2011	4/12/2012	7,236.37	6,123.21	1,113.16
SPDR S&P 500 ETF Trust	Purchased	Various	2/1/2012	37,011.42	35,069.92	1,941.50
	Purchased	1/9/2012	3/6/2012	18,444.05	17,220.72	1,223.33
Wisdomtree Emerging Mkts Equity	Purchased	12/21/2011	9/13/2012	43,310.48	40,368.95	2,941.53
Short Term Capital Gain				<u>\$ 201,350.83</u>	<u>\$ 180,574.44</u>	<u>\$ 20,776.39</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>Long Term Gain</u>						
Accenture Ltd CL A De 155 shares	Purchased	4/3/2006	4/12/2012	9,908.08	4,403.93	5,504.15
15 shares	Purchased	4/3/2006	4/24/2012	940.47	426.19	514.28
Apache Corp De 28 shares	Purchased	2/26/2009	4/17/2012	2,651.82	2,525.59	126.23
Apple Inc 10 shares	Purchased	1/15/2009	4/12/2012	6,252.15	2,408.33	3,843.82
CBS Corp New CL B 115 shares	Purchased	2/24/2010	4/17/2012	3,679.20	1,539.43	2,139.77
313 shares	Purchased	2/24/2010	5/8/2012	10,591.09	4,189.93	6,401.16
Celgene Corp De 123 shares	Purchased	9/30/2010	1/27/2012	8,977.68	6,994.62	1,983.06
34 shares	Purchased	9/30/2010	4/12/2012	2,676.42	1,933.47	742.95
Cognizant Tech Solutions Crp De 125 shares	Purchased	5/21/2009	2/10/2012	9,126.55	3,294.45	5,832.10
CSX Corp 60 shares	Purchased	1/19/2010	1/30/2012	1,349.97	1,052.80	297.17
1,122 shares	Purchased	9/22/2011	12/10/2012	22,237.88	19,687.45	2,550.43

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>
Danaher Corp De 40 shares	Purchased	5/7/2008	1/30/2012	2,083.95	1,529.52	554.43
	Purchased	2/14/2008	4/17/2012	4,952.10	3,479.65	1,472.45
Deere & Co 55 shares	Purchased	8/26/2010	1/30/2012	4,779.40	4,107.51	671.89
	Purchased	1/30/2007	4/17/2012	5,302.32	2,763.43	2,538.89
Exxon Mobil Corp 100 shares	Purchased	3/18/1993	5/4/2012	8,689.06	3,622.58	5,066.48
	Purchased	3/18/1993	6/12/2012	8,048.34	3,622.58	4,425.76
	Purchased	3/18/1993	6/12/2012	8,048.35	3,622.58	4,425.77
Intel Corp 70 shares	Purchased	3/5/2009	1/30/2012	1,853.56	698.30	1,155.26
	Purchased	3/5/2009	4/12/2012	5,651.83	2,015.09	3,636.74
Johnson & Johnson 71 shares	Purchased	6/1/2007	5/4/2012	4,630.18	4,377.97	252.21
	Purchased	Various	5/4/2012	8,412.97	7,954.34	458.63
McDonalds Corp 285 shares	Purchased	Various	1/9/2012	28,408.54	16,229.16	12,179.38

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>
Oracle Corp 339 shares	Purchased	3/23/2006	4/12/2012	9,862.74	9,174.59	688.15
Philip Morris International 100 shares	Purchased	9/23/2008	5/4/2012	9,060.85	4,581.16	4,479.69
Plum Creek Timber Co 300 shares	Purchased	4/2/2003	6/13/2012	11,124.64	6,524.23	4,600.41
Public Storage 6.625% Pfd Dep Shs 1,000 shares	Purchased	11/10/2009	4/11/2012	25,000.00	21,086.65	3,913.35
Qualcomm Inc 66 shares	Purchased	9/29/2006	4/12/2012	4,390.22	2,537.87	1,852.35
151 shares	Purchased	11/24/2006	4/12/2012	10,067.59	5,806.33	4,261.26
15 shares	Purchased	11/24/2006	4/24/2012	939.42	576.79	362.63
Teva Pharmaceuticals Ind Ltd Adr 521 shares	Purchased	Various	10/9/2012	21,330.72	18,432.17	2,898.55
The Southern Company 200 shares	Purchased	8/11/2009	6/12/2012	9,445.44	6,230.59	3,214.85

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>
Visa Inc CL A 88 shares	Purchased	7/21/2010	7/19/2012	11,270.68	6,336.48	4,934.20
Long Term Capital Gain				\$ 281,744.21	\$ 183,765.76	\$ 97,978.45
Total Gain				\$ 483,095.04	\$ 364,340.20	\$ 118,754.84
<u>B. Property Sold at a Loss</u>						
<u>Short Term Loss</u>						
Market Vectors Oil Services ETF 612 shares	Purchased	12/22/2011	5/22/2012	22,853.64	23,337.40	(483.76)
Moneygram Intl Inc 1,028 shares	Purchased	12/22/2011	11/6/2012	16,089.58	17,089.78	(1,000.20)
Short Term Capital Loss				\$ 38,943.22	\$ 40,427.18	\$ (1,483.96)
<u>Long Term Loss</u>						
Cisco Systems, Inc. 1,500 shares	Purchased	Various	7/30/2012	22,640.69	34,058.95	(11,418.26)

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>
Freeport-McMoran Copper & Gold 600 shares	Purchased	11/9/2011	12/11/2012	18,482.70	24,047.41	(5,564.71)
Hewlett Packard Company 25 shares	Purchased	10/6/2009	4/24/2012	613.98	1,056.84	(442.86)
300 shares	Purchased	10/6/2009	11/26/2012	3,512.92	12,682.14	(9,169.22)
Xstrata Plc 385 shares	Purchased	4/19/2010	2/7/2012	7,470.66	7,999.37	(528.71)
984 shares	Purchased	4/19/2010	2/8/2012	19,111.27	20,445.16	(1,333.89)
Long Term Capital Loss				\$ 71,832.22	\$ 100,289.87	\$ (28,457.65)
Total Loss				\$ 110,775.44	\$ 140,717.05	\$ (29,941.61)

The Ruth W Brown Foundation, Inc.
 EIN. 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	4,000.00
Child Guidance Center 23 Benedict Place Greenwich, CT 06830	Public	To support general operating expenses	5,000.00
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	3,000.00
CTE, Inc. 34 Woodland Ave Stamford, CT 06902	Public	To support the assistance partnership program	8,000.00

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>
Domus 83 Lockwood Avenue Stamford, CT 06902	Public	To support general operating expenses	3,000.00
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
Jewish Family Services One Holly Hill Lane Greenwich, CT 06830	Public	To support supermarketing for seniors program	4,000.00
Jewish Guild for the Blind 15 West 65th Street New York, NY 10023-6601	Public	To support general operating expenses	1,000.00

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>
Kids in Crisis One Salem Street Cos Cob, CT 06807	Public	To support TLC Health Center	5,000.00
Liberation Programs 129 Glover Avenue Norwalk, CT 06850	Public	To support general operating expenses	2,000.00
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
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	6,000.00
Sound Waters Cove Island Park 1281 Cove Road Stamford, CT 06902	Public	To support general operating expenses	6,000.00

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>
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	9,000.00
Yerwood Center 90 Fairfield Ave Stamford, CT 06902	Public	To support general operating expenses	10,000.00
Total Contributions			\$ 146,000.00