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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE BRIMSTONE FUND		A Employer identification number 23-7811366
Number and street (or P.O. box number if mail is not delivered to street address) C/O BROWN BROTHERS HARRIMAN TR CO N.A.	Room/suite	B Telephone number 212-493-8000
City or town, state, and ZIP code 140 BROADWAY, NEW YORK, NY 10005		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,602,003. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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).)		(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				N/A	
2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		37,512.	37,512.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		89,323.			
b Gross sales price for all assets on line 6a 371,704.			89,323.		
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications Gross sales less returns and allowances					
10a Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		126,835.	126,835.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		3,310.	0.		3,310.
c Other professional fees STMT 3		12,711.	12,711.		0.
17 Interest					
18 Taxes STMT 4		4,489.	649.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		991.	0.		214.
24 Total operating and administrative expenses. Add lines 13 through 23		21,501.	13,360.		3,524.
25 Contributions, gifts, grants paid		65,000.			65,000.
26 Total expenses and disbursements. Add lines 24 and 25		86,501.	13,360.		68,524.
27 Subtract line 26 from line 12		40,334.			
a Excess of revenue over expenses and disbursements			113,475.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAY 16 2013

Operating and Administrative Expenses

Revenue

914 6

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	85,933.	132,949.	132,949.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 4,386.		4,386.	4,386.
	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			
	7 Other notes and loans receivable ▶			
	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 STMT 6	110,482.	53,462.	52,221.
	b Investments - corporate stock STMT 7	1,140,901.	1,184,261.	1,411,609.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ WEB DESIGN FEES)	838.	838.	838.	
16 Total assets (to be completed by all filers)	1,338,154.	1,375,896.	1,602,003.	
Liabilities	17 Accounts payable and accrued expenses	2,592.		
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	2,592.	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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,335,562.	1,375,896.	
30 Total net assets or fund balances	1,335,562.	1,375,896.		
31 Total liabilities and net assets/fund balances	1,338,154.	1,375,896.		

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	1,335,562.
2 Enter amount from Part I, line 27a	2	40,334.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,375,896.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,375,896.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE ATTACHED STATEMENT - BROWN BROTHERS				
b HARRIMAN AND CO # 1035000559		P		
c SEE ATTACHED STATEMENT - BROWN BROTHERS				
d HARRIMAN AND CO # 1035000559		P		
e CAPITAL GAINS DIVIDENDS				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b 43,386.		41,359.	2,027.
c			
d 328,025.		241,022.	87,003.
e 293.			293.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			2,027.
c			
d			87,003.
e			293.

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	89,323.
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) If (loss), enter -0- in Part I, line 8		3	N/A

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 (col (b) divided by col (c))
2011	60,527.	1,498,577.	.040390
2010	68,899.	1,393,410.	.049446
2009	78,646.	1,264,140.	.062213
2008	58,367.	1,438,900.	.040564
2007	78,508.	1,552,740.	.050561

2 Total of line 1, column (d)	2	.243174
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	.048635
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,532,645.
5 Multiply line 4 by line 3	5	74,540.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,135.
7 Add lines 5 and 6	7	75,675.
8 Enter qualifying distributions from Part XII, line 4	8	68,524.

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)

1a 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 instructions)			
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	2,270.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,270.
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	2,270.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,160.	
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	2,160.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	110.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
1c 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? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a 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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NONE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

SEE STATEMENT 8

STMT 9

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 ► BROWN BROTHERS HARRIMAN TR CO NA Telephone no ► 212-493-8000 Located at ► 140 BROADWAY, 5TH FLOOR, NEW YORK, NY ZIP+4 ► 10005			
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	
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	Yes	No X

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

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

	Yes	No
1a. During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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	N/A	1b
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?		1c X
2. Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a. At the end of tax year 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 ►		
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)	N/A	2b
c. If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a. 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.)	N/A	3b
4a. Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b. Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b 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)?

☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

6b

If "Yes" to 6b, file Form 8870

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

N/A

7b

X

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.

(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
CRISTY WEST	TRUSTEE			
2720 BRANDYWINE STREET NW				
WASHINGTON, DC 20008	3.00	0.	0.	0.
MARGARET P. HANSON	TRUSTEE			
2900 N. STREET NW				
WASHINGTON, DC 20007	0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

Form 990-PF (2012)

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	1,456,894.
b	Average of monthly cash balances	1b	99,091.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,555,985.
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	1,555,985.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	23,340.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,532,645.
6	Minimum investment return. Enter 5% of line 5	6	76,632.

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	76,632.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,270.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,270.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	74,362.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	74,362.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	74,362.

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	68,524.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	68,524.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	68,524.

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				74,362.
2 Undistributed Income, if any, as of the end of 2012				
a Enter amount for 2011 only			64,490.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 68,524.				
a Applied to 2011, but not more than line 2a			64,490.	
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				4,034.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				70,328.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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				
DC ARTS & HUMANITITES COLLABORATIVE 2020 PENNSYLVANIA AVE NW NO 264 WASHINGTON, DC 20006	NONE	PUBLIC	ARTS EDUCATION	5,000.
DC ENVIRONMENTAL FILM FESTIVAL 1228 1/2 31ST STREET WASHINGTON, DC 20007	NONE	PUBLIC	ARTS EDUCATION	1,000.
DUNBARTON CONCERTS 3133 DUNBARTON ST NW WASHINGTON, DC 20007	NONE	PUBLIC	INNER CITY/INNER CHILD PROGRAM	5,000.
FOLK ARTS RAJASTHAN 314 EAST 84TH ST NW NEW YORK, NY 10028	NONE	PUBLIC	GENERAL SUPPORT	3,000.
FOXCROFT SCHOOL 22407 FOXHOUND LANE, PO BOX 5555 MIDDLEBURG, VA 20118	NONE	PUBLIC	GENERAL SUPPORT	2,500.
Total	SEE CONTINUATION SHEET(S)			65,000.
b Approved for future payment				
NONE				
Total				0.

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|----------|--|--------------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

- b If "Yes," complete the following schedule**

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

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee Cristy West

4-30-13

TRUSTEE

May the IRS discuss this return with the preparer shown below (see instructions)?

☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN

ANNA-LIESE ANDERSON

RS HARRIMAN TRUST CO., N.A.

4/24/13

P00804632

Firm's name ► BROWN BROTHERS HARRIMAN TRUST CO., N.A

Firm's EIN ▶ 20-4592596

Firm's address ► 140 BROADWAY - 5TH FL
NEW YORK, NY 10005

Phone no 212-493-8000

Form 990-PF (2012)

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

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
GLOBAL FUND FOR CHILDREN 1101 FOURTEENTH ST, NW WASHINGTON, DC 20005	NONE	PUBLIC	GENERAL SUPPORT	5,000.
GLOBAL FUND FOR WOMEN 222 SUTTER ST SUITE 500 SAN FRANCISCO, CA 94108	NONE	PUBLIC	GENERAL SUPPORT	10,000.
JFK CENTER FOR THE ARTS P.O. BOX 101510 ARLINGTON, VA 22210-4510	NONE	PUBLIC	GENERAL SUPPORT	5,000.
NATIONAL STORYTELLING NETWORK 101 COURTHOUSE SQUARE JONESBOROUGH, TN 37659	NONE	PUBLIC	BRIMSTONE AWARD/GENERAL SUPPORT	11,000.
OXFAM AMERICA 226 CAUSEWAY STREET, 5TH FLOOR BOSTON, MA 02114	NONE	PUBLIC	SUPPORT THE WORK OF ENVIRONMENT	5,000.
REFUGEES INTERNATIONAL 1705 N STREET NW WASHINGTON, DC 20077	NONE	PUBLIC	GENERAL SUPPORT	5,000.
THE ADVOCACY PROJECT 1326 14TH STREET NW WASHINGTON, DC 20008	NONE	PUBLIC	ESTABLISHING COMMUNICATION TECHNOLOGIES	2,500.
THE ORION SOCIETY 187 MAIN STREET GREAT BARRINGTON, MA 01230	NONE	PUBLIC	GENERAL SUPPORT	5,000.
Total from continuation sheets				48,500.

THE BRIMSTONE FUND
Realized Gain/Loss Report
Start Date: 01/01/2012
End Date 12/31/2012
Account 1035000559

Description	Sold	Acquired	Proceeds	Cost	Gain/Loss
** SHORT TERM CAPITAL GAIN (LOSS)					
4505 296 SHARES OF T ROWE PRICE INST HIGH YIELD	11/19/2012	12/29/2011	43,386 00	41,358 62	2,027 38
** TOTAL SHORT TERM CAPITAL GAIN (LOSS)			<u>43,386.00</u>	<u>41,358.62</u>	<u>2,027.38</u>
** LONG TERM CAPITAL GAIN (LOSS)					
150 SHARES OF ECOLAB INC	1/19/2012	4/14/2009	9,034 96	5,572 74	3,462 22
38 SHARES OF ECOLAB INC	2/1/2012	4/15/2009	2,303 06	1,420 33	882 73
12 SHARES OF ECOLAB INC	2/2/2012	4/15/2009	728 23	448 52	279 71
16 SHARES OF ECOLAB INC	2/2/2012	2/10/2010	970 97	701 50	269 47
67 SHARES OF VISA INC- CL A SHARES	2/3/2012	12/7/2010	7,161 95	5,209 70	1,952 25
8 SHARES OF VISA INC- CL A SHARES	2/6/2012	12/7/2010	856 30	622 05	234 25
25 SHARES OF VISA INC- CL A SHARES	2/6/2012	12/16/2010	2,675 93	1,898 68	777 25
75 SHARES OF VISA INC- CL A SHARES	2/9/2012	12/16/2010	8,485 05	5,696 03	2,789 02
75 SHARES OF VISA INC- CL A SHARES	2/27/2012	12/16/2010	8,772 60	5,696 02	3,076 58
48 SHARES OF VISA INC- CL A SHARES	3/26/2012	12/17/2010	5,762 90	3,251 55	2,511 35
15 SHARES OF VISA INC- CL A SHARES	3/27/2012	12/17/2010	1,799 94	1,016 11	783 83
12 SHARES OF VISA INC- CL A SHARES	4/3/2012	12/17/2010	1,439 61	812 89	626 72
50 SHARES OF VISA INC- CL A SHARES	4/17/2012	12/17/2010	6,111 44	3,387 03	2,724 41
10 SHARES OF VISA INC- CL A SHARES	4/17/2012	3/23/2011	1,222 29	720 22	502 07
56 SHARES OF ECOLAB INC	4/17/2012	2/10/2010	3,508 26	2,455 24	1,053 02
3 SHARES OF ECOLAB INC	4/18/2012	2/10/2010	187 59	131 53	56 06
48 SHARES OF ECOLAB INC	4/18/2012	2/12/2010	3,001 40	1,993.38	1,008 02
13 SHARES OF ECOLAB INC	4/20/2012	2/12/2010	809 44	539 88	269 56
39 SHARES OF ECOLAB INC	4/25/2012	2/12/2010	2,432 49	1,619 62	812 87
40 SHARES OF VISA INC- CL A SHARES	4/26/2012	3/23/2011	4,897 21	2,880 88	2,016 33
50000 UNITS OF TENNESSEE VALLEY AUTHORITY 6 79% 05/23/2012	5/23/2012	1/25/2008	50,000 00	57,020 00	(7,020 00)
100 SHARES OF WAL-MART STORES INC	6/7/2012	11/27/2002	6,597 20	5,453 50	1,143 70
175 SHARES OF COMCAST CORP CL A	6/20/2012	7/24/2007	5,460 19	5,024 01	436 18
80 SHARES OF COMCAST CORP CL A	6/20/2012	7/25/2007	2,496 09	2,295 20	200 89
245 SHARES OF COMCAST CORP CL A	6/27/2012	7/25/2007	7,615 80	7,029 05	586.75
50 SHARES OF COMCAST CORP CL A	6/27/2012	7/30/2007	1,554 24	1,358 49	195.75
50 SHARES OF WAL-MART STORES INC	7/2/2012	11/27/2002	3,462 06	2,726 75	735 31
75 SHARES OF WAL-MART STORES INC	7/2/2012	2/4/2005	5,193.08	4,024 50	1,168 58
25 SHARES OF WAL-MART STORES INC	7/17/2012	2/4/2005	1,824 24	1,341.50	482.74
50 SHARES OF WAL-MART STORES INC	7/17/2012	12/22/2005	3,648 49	2,436 22	1,212 27
50 SHARES OF WAL-MART STORES INC	7/27/2012	12/22/2005	3,728 83	2,436 21	1,292.62
25 SHARES OF WAL-MART STORES INC	8/3/2012	12/22/2005	1,863 87	1,218 11	645 76
50 SHARES OF WAL-MART STORES INC	8/6/2012	2/2/2006	3,727 89	2,309 15	1,418 74
50 SHARES OF WAL-MART STORES INC	8/8/2012	2/2/2006	3,723 42	2,309.15	1,414 27
104 SHARES OF DIAGEO PLC- SPONSORED ADR	8/21/2012	10/6/2008	11,071 84	6,209 13	4,862 71
46 SHARES OF DIAGEO PLC- SPONSORED ADR	8/22/2012	10/6/2008	4,899 94	2,746 34	2,153 60
40 SHARES OF EBAY INC	8/27/2012	10/23/2008	1,881 04	599.13	1,281 91
10 SHARES OF EBAY INC	8/28/2012	10/23/2008	469 83	149.78	320.05
25 SHARES OF EBAY INC	8/28/2012	10/24/2008	1,174.56	357 00	817.56
100 SHARES OF EBAY INC	8/28/2012	1/23/2009	4,698 27	1,192 22	3,506 05
79 SHARES OF EBAY INC	9/6/2012	1/23/2009	3,869 41	941 85	2,927 56
21 SHARES OF EBAY INC	9/7/2012	1/23/2009	1,028.76	250 37	778.39
80 SHARES OF EBAY INC	9/21/2012	1/23/2009	3,997 52	953.78	3,043 74
2 5 SHARES OF LIBERTY VENTURES - RTS	9/18/2012	12/10/2007	29 41	31.73	(2 32)
4 167 SHARES OF LIBERTY VENTURES - RTS	9/18/2012	12/11/2007	49 02	53 40	(4.38)
5 417 SHARES OF LIBERTY VENTURES - RTS	9/18/2012	12/12/2007	63 72	69 71	(5 99)
3 333 SHARES OF LIBERTY VENTURES - RTS	9/18/2012	1/4/2008	39 20	35 67	3 53
4 167 SHARES OF LIBERTY VENTURES - RTS	9/18/2012	1/7/2008	49 02	44 60	4.42
2.917 SHARES OF LIBERTY VENTURES - RTS	9/18/2012	1/8/2008	34.31	31.36	2 95
7 499 SHARES OF LIBERTY VENTURES - RTS	9/18/2012	1/11/2008	88 20	72 02	16.18
75 SHARES OF ANHEUSER-BUSCH INBEV SPN ADR	10/5/2012	8/11/2011	6,793.11	3,761 10	3,032 01

44 SHARES OF ANHEUSER-BUSCH INBEV SPN ADR	10/5/2012	8/18/2011	3,985 29	2,399 68	1,585 61
56 SHARES OF ANHEUSER-BUSCH INBEV SPN ADR	10/15/2012	8/18/2011	4,862 62	3,054 13	1,808 49
150 SHARES OF WASTE MANAGEMENT INC	11/6/2012	8/5/2004	4,833 47	4,095 00	738 47
100 SHARES OF WASTE MANAGEMENT INC	11/6/2012	11/22/2004	3,222 32	2,959 00	263 32
9 SHARES OF WASTE MANAGEMENT INC	11/6/2012	1/24/2005	290.01	261.90	28 11
138 SHARES OF WASTE MANAGEMENT INC	11/7/2012	1/24/2005	4,415 21	4,015 80	399 41
53 SHARES OF WASTE MANAGEMENT INC	11/8/2012	1/24/2005	1,694 51	1,542 30	152 21
74 SHARES OF WASTE MANAGEMENT INC	11/8/2012	7/6/2005	2,365 93	2,098 14	267 79
51 SHARES OF WASTE MANAGEMENT INC	11/21/2012	7/6/2005	1,630 46	1,446 02	184 44
69 SHARES OF EBAY INC	12/6/2012	1/23/2009	3,586 81	822 63	2,764 18
81 SHARES OF EBAY INC	12/11/2012	1/23/2009	4,214 41	965 70	3,248 71
7 5 SHARES OF LIBERTY VENTURES SER A	12/11/2012	12/10/2007	442 55	377 76	64 79
12 5 SHARES OF LIBERTY VENTURES SER A	12/11/2012	12/11/2007	737 57	635 63	101 94
16 25 SHARES OF LIBERTY VENTURES SER A	12/11/2012	12/12/2007	958 86	829 79	129 07
10 SHARES OF LIBERTY VENTURES SER A	12/11/2012	1/4/2008	590 06	424 66	165 40
12 5 SHARES OF LIBERTY VENTURES SER A	12/11/2012	1/7/2008	737 58	530 88	206 70
8 75 SHARES OF LIBERTY VENTURES SER A	12/11/2012	1/8/2008	516 30	373 27	143 03
22 5 SHARES OF LIBERTY VENTURES SER A	12/11/2012	1/11/2008	1,327 64	857 37	470 27
175 SHARES OF BAXTER INTL INC	12/19/2012	4/22/2010	11,652 71	8,794 91	2,857 80
150 SHARES OF LIBERTY INTERACTIVE A	12/19/2012	12/10/2007	2,949 04	2,712 30	236 74
250 SHARES OF LIBERTY INTERACTIVE A	12/19/2012	12/11/2007	4,915.06	4,563 75	351 31
100 SHARES OF LIBERTY INTERACTIVE A	12/19/2012	12/12/2007	1,966.03	1,833 15	132 88
100 SHARES OF DIAGEO PLC- SPONSORED ADR	12/20/2012	10/8/2008	12,019 88	5,978 97	6,040 91
25 SHARES OF DIAGEO PLC- SPONSORED ADR	12/20/2012	10/9/2008	3,004.97	1,423 92	1,581.05
75 SHARES OF ANHEUSER-BUSCH INBEV SPN ADR	12/20/2012	9/6/2011	6,681.12	3,930 57	2,750 55
225 SHARES OF COMCAST CORP CL A	12/20/2012	7/30/2007	8,546 00	6,113 18	2,432 82
200 SHARES OF COMCAST CORP CL A	12/20/2012	7/31/2007	7,596 45	5,446 10	2,150 35
150 SHARES OF JOHNSON & JOHNSON	12/20/2012	11/18/2009	10,601.49	9,359 49	1,242 00
50 SHARES OF ANHEUSER-BUSCH INBEV SPN ADR	12/27/2012	9/6/2011	4,386 30	2,620 38	1,765 92
** TOTAL LONG TERM CAPITAL GAIN (LOSS)			<u>328,024.83</u>	<u>238,018.18</u>	<u>87,003.52</u>

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BROWN BROTHERS HARRIMAN & CO	33,670.	293.	33,377.
INTEREST INCOME	4,135.	0.	4,135.
TOTAL TO FM 990-PF, PART I, LN 4	37,805.	293.	37,512.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION FEE	3,310.	0.		3,310.
TO FORM 990-PF, PG 1, LN 16B	3,310.	0.		3,310.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	12,679.	12,679.		0.
AGENTS FEES	32.	32.		0.
TO FORM 990-PF, PG 1, LN 16C	12,711.	12,711.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	649.	649.		0.
FEDERAL TAX	3,840.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,489.	649.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK CHARGES	99.	0.		99.	
ADMINISTRATION CHARGES	777.	0.		0.	
WEB HOSTING	115.	0.		115.	
TO FORM 990-PF, PG 1, LN 23	991.	0.		214.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
FEDERAL HOME LOAN BANK	X		53,462.	52,221.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			53,462.	52,221.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			53,462.	52,221.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
AUTOMATIC DATA PROCESSING INC	17,986.		25,619.	
BAXTER INTL INC	27,831.		39,996.	
BERKSHIRE HATHAWAY INC DEL CL B	52,635.		80,730.	
CHUBB CORP	34,241.		50,841.	
COMCAST CORP CL A	26,282.		41,096.	
DELL INC	52,791.		16,731.	
DENTSPLY INTL INC	19,367.		27,727.	
DIAGEO PLC - SPONSORED ADR	12,923.		26,231.	
EBAY INC	8,615.		21,419.	
EOG RESOURCES INC	23,296.		30,198.	
JOHNSON & JOHNSON	17,153.		19,278.	
LIBERTY MEDIA HLDG CORP INTERACTIVE A	19,821.		25,584.	
MICROSOFT CORP	21,652.		23,371.	
NESTLE S A SPONS ADR	22,314.		49,660.	
NOVARTIS AG - ADR	34,497.		42,728.	
OCCIDENTAL PETROLEUM CORP	9,851.		21,068.	

THE BRIMSTONE FUND

23-7811366

PEPSICO INC	19,451.	25,661.
PROGRESSIVE CORP OHIO	28,930.	34,288.
SOUTHWSTN ENERGY CO	27,186.	25,058.
US BANCORP	39,299.	54,298.
WAL-MART STORES INC	11,643.	17,058.
WASTE MANAGEMENT INC	26,446.	29,523.
BBH INTERNATIONAL EQUITY FUND CL N	76,026.	94,731.
T ROWE PRICE INST HIGH YIELD	43,641.	46,399.
TARGET CORP	28,526.	34,023.
ANHEUSER-BUSCH INBEV SPN ADR	5,015.	13,112.
WELLS FARGO & CO	32,013.	35,035.
HENRY SCHEIN INC COM STK	12,814.	16,084.
BBH LIMITED DURATION FUND CL N	328,161.	331,926.
BED BATH & BEYOND INC	14,320.	13,978.
GOOGLE INC CL A	34,967.	41,735.
QUALCOMM INC	28,329.	29,383.
CLEANESE CORP SERIES A	13,234.	13,359.
PRAXAIR INC	13,005.	13,681.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,184,261.	1,411,609.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 8B	STATEMENT	8
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EXPLANATION

THIS FOUNDATION HAS NO STATE REPORTING REQUIREMENTS

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	9
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NAME OF CONTRIBUTOR

ADDRESS

CRISTY WEST

2720 BRANDYWINE STREET
NW WASHINGTON, DC 20008