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

2013

Department of the Treasury
Internal Revenue Service

▶ **Do not enter Social Security numbers on this form as it may be made public.**
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013, or tax year beginning , 2013, and ending ,

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
▶ \$ 3,468,856.

J Accounting method Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis)

A Employer identification number
06-1409590

B Telephone number (see the instructions)
(203) 661-6000

C If exemption application is pending, check here

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

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

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

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))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	63,796.	63,796.	63,796.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	139,662.			
b Gross sales price for all assets on line 6a <u>662,391.</u>				
7 Capital gain net income (from Part IV, line 2)		139,662.		
8 Net short-term capital gain			9,241.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	203,458.	203,458.	73,037.	
13 Compensation of officers, directors, trustees, etc	47,000.	21,150.	21,150.	25,850.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) See St 1	5,235.	2,356.	2,356.	2,879.
b Accounting fees (attach sch)				
c Other prof fees (attach sch) See St 2	36,790.	18,395.	18,395.	
17 Interest				
18 Taxes (attach schedule)(see instrs) See Stm 3	5,953.			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	1,500.			1,500.
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 4	190.			
24 Total operating and administrative expenses. Add lines 13 through 23	96,668.	41,901.	41,901.	30,229.
25 Contributions, gifts, grants paid Part XV	145,000.			145,000.
26 Total expenses and disbursements. Add lines 24 and 25	241,668.	41,901.	41,901.	175,229.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-38,210.			
b Net investment income (if negative, enter -0-)		161,557.		
c Adjusted net income (if negative, enter -0-)			31,136.	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	153,086.	80,706.	80,706.
	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)	2,037,962.	2,072,132.	3,388,150.
	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)	2,191,048.	2,152,838.	3,468,856.	
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.				
	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	2,191,048.	2,152,838.	
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	2,191,048.	2,152,838.		
31	Total liabilities and net assets/fund balances (see instructions)	2,191,048.	2,152,838.		

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	2,191,048.
2	Enter amount from Part I, line 27a	2	-38,210.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	2,152,838.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,152,838.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 5			
b			
c			
d			
e			

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (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			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	139,662.
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	9,241.

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

(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))
2012	175,481.	2,766,320.	0.063435
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

2 Total of line 1, column (d)	2	0.350282
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	0.070056
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,081,272.
5 Multiply line 4 by line 3	5	215,862.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,616.
7 Add lines 5 and 6	7	217,478.
8 Enter qualifying distributions from Part XII, line 4	8	175,229.

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	3,231.
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	3,231.
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	3,231.
6 Credits/Payments			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	2,324.	
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	2,324.	
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	907.	
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 2014 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 ▶ \$ 0. (2) On foundation managers ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0.		
2 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 <i>General Instruction G</i> ? <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 2013 or the taxable year beginning in 2013 (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 <u>N/A</u>	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</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 <u>N/A</u>	15		N/A
16	At any time during calendar year 2013, 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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. <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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 2013 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 2013.)	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 2013?	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)?

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?

If 'Yes' to 6b, file Form 8870

6b X

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

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.

BAA

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	3,109,144.
b	Average of monthly cash balances	1 b	19,051.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	3,128,195.
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	3,128,195.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	46,923.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,081,272.
6	Minimum investment return. Enter 5% of line 5	6	154,064.

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	154,064.
2a	Tax on investment income for 2013 from Part VI, line 5	2 a	3,231.
b	Income tax for 2013 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	3,231.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	150,833.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	150,833.
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	150,833.

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	175,229.
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	175,229.
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	175,229.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				150,833.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	99,028.			
b From 2009	51,418.			
c From 2010	51,511.			
d From 2011	42,010.			
e From 2012	39,487.			
f Total of lines 3a through e	283,454.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 175,229.				
a Applied to 2012, 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 2013 distributable amount				150,833.
e Remaining amount distributed out of corpus	24,396.			
5 Excess distributions carryover applied to 2013 (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	307,850.			
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 2012 Subtract line 4a from line 2a Taxable amount – see instructions.			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7 (see instructions)	99,028.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	208,822.			
10 Analysis of line 9				
a Excess from 2009	51,418.			
b Excess from 2010	51,511.			
c Excess from 2011	42,010.			
d Excess from 2012	39,487.			
e Excess from 2013	24,396.			

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 2013, 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 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
<p><i>a Paid during the year</i> See Attachment for Names & Addresses, ** 00000</p>	None	Public	See Attached	145,000.
Total				▶ 3a 145,000.
<i>b Approved for future payment</i>				
Total				▶ 3b

Client BROWNFDF

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	\$ 5,235.	\$ 2,356.	\$ 2,356.	\$ 2,879.
Total	<u>\$ 5,235.</u>	<u>\$ 2,356.</u>	<u>\$ 2,356.</u>	<u>\$ 2,879.</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	\$ 11,050.	\$ 5,525.	\$ 5,525.	
MSSB-Perkins, advisory fees	15,015.	7,507.	7,507.	
Neil S. Kenagy, CFA, advisory fees	10,725.	5,363.	5,363.	
Total	<u>\$ 36,790.</u>	<u>\$ 18,395.</u>	<u>\$ 18,395.</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
2012 Tax Deposit	\$ 1,766.			
2013 Estimated Payment	2,324.			
Foreign Taxes Paid	1,863.			
Total	<u>\$ 5,953.</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	\$ 190.			
Total	<u>\$ 190.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 5
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	Various Short Term Capital Gains-See Attached	Purchased	Various	Various
2	Various Long Term Capital Gains-See Attached	Purchased	Various	Various
3	Various Capital Gain Distributions-See Attached	Purchased	Various	
4	Various Short Term Capital Loss-See Attached	Purchased	Various	Various
5	Various Long Term Capital Loss-See Attached	Purchased	Various	Various
6	Various No Gain/No Loss-See Attached	Purchased	Various	Various

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	54,814.		40,598.	14,216.				\$ 14,216.
2	504,640.		358,417.	146,223.				146,223.
3	2,827.		0.	2,827.				2,827.
4	11,853.		16,828.	-4,975.				-4,975.
5	88,257.		106,886.	-18,629.				-18,629.
6	0.		0.	0.				0.
							Total	<u>\$ 139,662.</u>

2013

Federal Supplemental Information

Page 1

Client BROWNF

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

06-1409590

The Trustees' commissions in the amount of \$47,000 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 \$	14,725.84 \$	22,998.00
600 shs., Abbvie Inc.	Received During Year	Sold During Year	Sold During Year
850 shs., Accenture Ltd CL A De	24,150.59		
783 shs., Accenture Ltd CL A De		22,246.96	64,378.26
667 shs., Adobe Systems Inc	22,374.25		
606 shs., Adobe Systems Inc		20,328.03	36,286.67
147 shs., Air Products & Chemical, Inc.	12,256.89	Sold During Year	Sold During Year
655 shs., Altria Group Inc	13,799.69	13,799.69	25,145.45
128 shs., Amazon Com Inc CGMI	22,482.16		
102 shs., Amazon Com Inc CGMI		17,915.47	40,676.58
290 shs., Anadarko Petroleum Corp	10,117.17	10,117.17	23,002.80
377 shs., Apache Corp De	34,005.28	34,005.28	32,399.38
59 shs., Apple Inc	15,705.05		
170 shs., Apple Inc		65,736.88	95,373.40
145 shs., Arkema Spons Adr	10,531.35		
134 shs., Arkema Spons Adr		9,732.42	15,657.90

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>
315 shs., Baker Hughes Inc	14,632.51	Sold During Year	Sold During Year
2,578 rts., Banco Bilbao Adr Rts	Received During Year	Expired During Year	Expired During Year
2,578 shs., Banco Bilbao Viz Arg Sa Ads	Purchased During Year	26,095.13	31,941.42
777 shs., Bank of New York Mellon Corp	21,647.92	19,725.52	24,737.52
708 shs., Bank of New York Mellon Corp		33,081.90	34,775.00
500 shs., Baxter International Inc	Purchased During Year	21,533.47	33,147.00
300 shs., Becton Dickinson & Co	21,533.47	16,864.98	26,083.20
220 shs., Berkshire Hathaway Inc CL B	16,864.98	18,569.10	
109 shs., Blackrock Inc	18,569.10	Sold During Year	Sold During Year
1,250 shs., Blackstone Group LP	Purchased During Year	26,872.36	39,375.00
2,137 shs., Calpine Corp	Purchased During Year	41,325.52	41,692.87
693 shs., CBS Corp New CL B	9,276.74	9,276.74	44,171.82
234 shs., Cdn Pacific Ry Ltd New	22,874.88	21,115.27	32,685.12
216 shs., Cdn Pacific Ry Ltd New			

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>
583 shs., Celgene Corp De	33,153.35	25,988.13	77,218.37
457 shs., Celgene Corp De			
594 shs., Centurylink Inc.	20,432.00	20,432.00	18,918.90
213 shs., Chevron Corp	19,872.09	19,872.09	26,605.83
770 shs., Cigna Corp De	32,178.98	32,178.98	67,359.60
430 shs., Cognizant Tech Solutions Crp De	11,332.91	10,410.46	39,887.10
395 shs., Cognizant Tech Solutions Crp De			
2,000 shs., Corning, Inc.	Purchased During Year	33,206.40	35,640.00
1,137 shs., Danaher Corp De	43,476.56	41,832.33	84,456.80
1,094 shs., Danaher Corp De			
290 shs., Deere & Co	21,657.78	21,657.78	26,485.70
1,010 shs., Denbury Resources Inc	17,546.39	15,774.38	14,918.44
908 shs., Denbury Resources Inc			
1,598 shs., EMC Corp Mass De	24,263.49	Sold During Year	Sold During Year
300 shs., ETFS Gold Trust Etf	44,966.49	14,988.83	11,836.00
100 shs., ETFS Gold Trust Etf			

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>
700 shs., Exelon Corporation	26,172.85	Sold During Year	Sold During Year
500 shs., Exxon Mobil Corp	18,112.89	18,112.89	50,600.00
671 shs., General Electric Company	10,554.76	10,554.76	18,808.13
338 shs., Genl Dynamics Corp	20,793.52	20,793.52	32,295.90
737 shs., GNC Holdings Inc CL A	24,907.46	Sold During Year	Sold During Year
36 shs., Google Inc Class A	19,033.28		
33 shs., Google Inc Class A		17,447.17	36,983.43
557 shs., Gulfport Energy Corp New	Purchased During Year	23,317.64	35,163.41
462 shs., Hess Corp	28,250.62	28,250.62	38,346.00
2,000 shs., Hugoton Royalty Tr UBI	50,475.92	50,475.92	15,000.00
2,912 shs., Intel Corp., common	29,049.21		
2,000 shs., Intel Corp., common		19,951.38	51,910.00
95 shs., International Business Machines	13,232.96		
129 shs., International Business Machines		20,161.84	24,196.53
1,990.382 shs., Ivy Sci & Tech I	Purchased During Year	84,204.15	112,018.70

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., Johnson & Johnson	36,996.92	36,996.92	54,954.00
638 shs., JP Morgan Chase & Co	23,690.15	20,868.13	32,865.76
562 shs., JP Morgan Chase & Co			
398 shs., Kellogg Co	19,667.18	19,667.18	24,305.86
600 shs., Kinder Morgan Energy Partners MLP	25,711.33	25,711.33	48,396.00
536 shs., L Brands Inc (formerly Limited Brands)	Purchased During Year	25,917.32	33,151.60
463 shs., Lyondellbasell Nv CL A	19,668.29	18,139.01	34,279.56
427 shs., Lyondellbasell Nv CL A			
251 shs., McDonalds Corp	22,920.44	Sold During Year	Sold During Year
670 shs., MetLife Inc	28,812.41	28,812.41	36,126.40
431 shs., Michael Kors Holdings Ltd	Purchased During Year	26,918.23	34,992.89
250 shs., Monsanto Company	17,830.53	17,830.53	29,137.50
800 shs., Mosaic Company	Purchased During Year	34,633.30	37,816.00
1,962 shs., Muenchener Rueck-Unsps Adr	31,057.30		
1,795 shs., Muenchener Rueck-Unsps Adr		28,413.79	39,917.21

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>
1,995 shs., Mylan Inc De	29,826.40	26,552.22	77,078.40
1,776 shs., Mylan Inc De		19,547.62	90,380.34
980 shs., Nasper's Ltd Spon Adr De	21,918.38	35,894.55	39,765.00
874 shs., Nasper's Ltd Spon Adr De		49,841.72	112,003.98
500 shs., National Oilwell Varco	Purchased During Year	28,057.15	51,372.00
1,100 shs., Nestle S A Reg B ADR	21,566.56		
1,522 shs., Nestle S A Reg B ADR		19,014.69	28,454.52
600 shs., Nextera Energy Inc	28,057.15		
431 shs., Novartis AG Spon Adr	23,150.65		
354 shs., Novartis AG Spon Adr		Sold During Year	Sold During Year
1,000 shs., Nucor Corp	46,299.55		
1,866 shs., Oracle Corp	50,500.82	48,200.40	68,141.06
1,781 shs., Oracle Corp			
432 shs., Orix Corp	16,715.75		
395 shs., Orix Corp		15,284.08	35,194.50
200 shs., Osram Licht Ag	Received During Year	Sold During Year	Sold During Year

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

<u>Line 10b -Corporate Stocks</u>	<u>Book Value at the Start of the Year</u>	<u>Book Value at the End of the Year</u>	<u>Fair Market Value at the End of Year</u>
281 shs., Select Sector SPR Energy	18,963.90	Sold During Year	Sold During Year
2,708 shs., Select Sector SPDR Technology	68,237.21	Sold During Year	Sold During Year
1,500 shs., Ship Finance Intl, common	28,900.47	Sold During Year	Sold During Year
200 shs., Siemens AG Spon Adr	18,997.28		
218 shs., Siemens AG Spon Adr		20,546.72	30,195.18
408 shs., SPDR Gold Tr Gold Shs	51,550.77		
300 shs., SPDR Gold Tr Gold Shs		37,904.98	34,836.00
1,500 shs., Starwood Ppty Trust Inc	28,230.70	Sold During Year	Sold During Year
2,219 shs., Steel Dynamics Inc	27,679.18		
2,193 shs., Steel Dynamics Inc		27,354.86	42,851.22
258 shs., Teleflex Inc		Purchased During Year	
		20,182.72	24,215.88
1,000 shs., The Southern Company	31,152.96	31,152.96	41,110.00
750 shs., Thermo Fisher Scientific Inc	33,211.66		
680 shs., Thermo Fisher Scientific Inc		30,111.91	75,718.00
600 shs., Untd Technologies Corp De	42,562.02	42,562.02	68,280.00

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>
627 shs., Visa Inc CL A	45,147.39		
427 shs., Visa Inc CL A		30,746.31	95,084.36
1,500 shs., Vodafone Group New Adr F Spons	40,451.90	40,451.90	58,965.00
645 shs., Walt Disney Co	20,516.92		
596 shs., Walt Disney Co		18,958.27	45,534.40
1,549 shs., Weatherford International Ltd	24,429.90		Sold During Year
350 shs., Williams Co Inc			
	<u>Purchased During Year</u>	<u>13,309.66</u>	<u>13,499.50</u>
Total Line 10b:	\$ 2,037,961.90	\$ 2,072,132.17	\$ 3,388,149.88

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>						
Amazon Com Inc CGMI 26 shares	Purchased	2/1/2012	2/4/2013	\$ 7,085.57	\$ 4,566.69	\$ 2,518.88
Cdn Pacific Ry Ltd New 18 shares	Purchased	12/10/2012	3/28/2013	2,271.72	1,759.61	512.11
GNC Holdings Inc CL A 33 shares	Purchased	12/10/2012	3/28/2013	1,280.04	1,115.26	164.78
	Purchased	12/10/2012	6/12/2013	31,329.63	23,792.20	7,537.43
Gulfport Energy Corp New 41 shares	Purchased	3/8/2013	3/28/2013	1,781.82	1,716.38	65.44
	Purchased	3/8/2013	10/23/2013	4,673.14	2,972.27	1,700.87
JP morgan Chase & Co 76 shares	Purchased	5/11/2012	3/28/2013	3,686.67	2,822.02	864.65
Lyondellbasell Nv CL A 36 shares	Purchased	4/17/2012	3/28/2013	2,299.26	1,529.28	769.98
Steel Dynamics Inc 26 shares	Purchased	5/22/2012	3/28/2013	405.85	324.32	81.53
Short Term Capital Gain				\$ 54,813.70	\$ 40,598.03	\$ 14,215.67

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>						
Abbvie Inc 600 shares	Received	6/21/2011	2/13/2013	\$ 21,650.56	\$ 15,968.91	\$ 5,681.65
Accenture Ltd CL A De 67 shares	Purchased	4/3/2006	3/20/2013	5,164.91	1,903.63	3,261.28
Adobe Systems Inc 61 shares	Purchased	5/24/2010	3/20/2013	2,532.05	2,046.22	485.83
Air Products & Chemical, Inc. 147 shares	Purchased	1/11/2010	2/4/2013	12,991.49	12,256.89	734.60
Arkema Spons Adr 11 shares	Purchased	2/22/2011	3/20/2013	1,121.42	798.93	322.49
Baker Hughes Inc 23 shares	Purchased	1/11/2010	3/20/2013	1,101.67	1,068.41	33.26
Bank of New York Mellon Corp 69 shares	Purchased	10/30/2009	3/20/2013	2,003.71	1,922.40	81.31
Blackrock Inc 109 shares	Purchased	11/11/2010	6/20/2013	30,273.02	18,569.10	11,703.92

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>
Celgene Corp De 78 shares 48 shares	Purchased	9/30/2010	1/18/2013	7,700.21	4,435.61	3,264.60
	Purchased	9/30/2010	10/23/2013	7,609.30	2,729.61	4,879.69
Cognizant Tech Solutions Crp De 35 shares	Purchased	9/26/2008	3/20/2013	2,744.63	922.45	1,822.18
Danaher Corp De 43 shares	Purchased	5/7/2008	3/28/2013	2,634.55	1,644.23	990.32
Denbury Resources Inc 102 shares	Purchased	5/8/2009	3/28/2013	1,918.88	1,772.01	146.87
EMC Corp Mass De 1,598 shares	Purchased	Various	9/19/2013	43,274.84	24,263.49	19,011.35
Google Inc Class A 3 shares	Purchased	4/22/2010	3/28/2013	2,438.43	1,586.11	852.32
Intel Corp 912 shares	Purchased	1/7/2011	1/31/2013	19,187.05	9,097.83	10,089.22
International Business Machines 13 shares	Purchased	6/28/2010	3/28/2013	2,739.94	2,031.81	708.13
McDonalds Corp 251 shares	Purchased	5/22/2012	10/15/2013	23,443.17	22,920.44	522.73

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>
Muenchener Rueck-Unsps Adr 167 shares	Purchased	2/10/2012	3/28/2013	3,166.24	2,643.51	522.73
Mylan Inc De 148 shares	Purchased	1/17/2008	3/28/2013	4,342.59	2,212.69	2,129.90
71 shares	Purchased	1/17/2008	4/22/2013	1,977.30	1,061.49	915.81
Nasper's Ltd Spon Adr De 106 shares	Purchased	5/5/2008	3/28/2013	6,365.15	2,370.76	3,994.39
Novartis Ag Spon Adr 77 shares	Purchased	4/13/2010	3/28/2013	5,427.60	4,135.96	1,291.64
Nucor Corp 1,000 shares	Purchased	Various	2/11/2013	47,120.49	46,299.55	820.94
Oracle Corp 7 shares	Purchased	Various	3/20/2013	253.46	189.45	64.01
78 shares	Purchased	Various	3/28/2013	2,433.54	2,110.97	322.57
Orix Corp 37 shares	Purchased	10/4/2010	3/28/2013	2,340.93	1,431.67	909.26
Pennymac Mortgage Investments Tr 206 shares	Purchased	2/11/2011	3/28/2013	5,215.18	3,707.77	1,507.41

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>
Perficiant Inc De 117 shares	Purchased	3/13/2008	3/28/2013	1,396.12	836.11	560.01
	Purchased	3/13/2008	4/22/2013	296.66	207.24	89.42
Plum Creek Timber Co 500 shares	Purchased	3/13/2003	6/25/2013	22,742.45	10,873.73	11,868.72
Qualcomm Inc 49 shares	Purchased	11/24/2006	3/20/2013	3,194.23	1,884.17	1,310.06
	Purchased	11/24/2006	3/28/2013	2,753.87	1,615.01	1,138.86
Schlumberger Ltd Neth Ant 42 shares	Purchased	10/6/2009	3/28/2013	3,110.45	2,761.35	349.10
Select Sector SPDR Energy 281 shares	Purchased	12/20/2011	3/28/2013	22,123.84	18,963.90	3,159.94
Select Sector SPDR Technology 2,708 shares	Purchased	Various	3/15/2013	81,671.45	68,237.21	13,434.24
SPDR Gold Tr Gold Shs 108 shares	Purchased	9/16/2009	1/18/2013	17,596.52	13,645.79	3,950.73
Starwood PPTY Trust Inc 500 shares	Purchased	12/23/2009	4/29/2013	13,636.64	9,410.23	4,226.41
	Purchased	12/23/2009	6/26/2013	23,478.84	18,820.47	4,658.37

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

<u>Describe Property Sold</u>	<u>How Acquired</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sales Price</u>	<u>Cost/basis</u>	<u>Gain or Loss</u>
Thermo Fisher Scientific Inc 70 shares	Purchased	11/17/2008	3/28/2013	5,272.98	3,099.75	2,173.23
Visa Inc CL A 200 shares	Purchased	6/9/2010	9/6/2013	35,367.23	14,401.08	20,966.15
Walt Disney Co 49 shares	Purchased	8/25/2008	3/20/2013	2,826.25	1,558.65	1,267.60
Long Term Capital Gain				\$ 504,639.84	\$ 358,416.59	\$ 146,223.25
<u>Capital Gain Distribution</u>						
Blackstone Group LP 1,250 shares	Purchased	6/20/2013	N/A	\$ 268.75	-	\$ 268.75
Ivy Sci & Tech I 1,990.382 shares	Purchased	3/15/2013	N/A	2,557.97	-	2,557.97
Capital Gain Distribution				\$ 2,826.72	-	\$ 2,826.72
Total Gain				\$ 562,280.26	\$ 399,014.62	\$ 163,265.64

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>B. Property Sold at a Loss</u>						
<u>Short Term Loss</u>						
ETFs Gold Trust 100 shares	Purchased	12/7/2012	7/2/2013	11,852.63	16,827.94	(4,975.31)
Short Term Capital Loss				\$ 11,852.63	\$ 16,827.94	\$ (4,975.31)
<u>Long Term Loss</u>						
Baker Hughes Inc 292 shares	Purchased	1/11/2010	4/5/2013	13,288.04	13,564.10	(276.06)
ETFs Gold Trust 100 shares	Purchased	3/30/2011	7/2/2013	11,852.62	13,149.72	(1,297.10)
Exelon Corporation 700 shares	Purchased	6/8/2012	11/7/2013	20,024.84	26,172.85	(6,148.01)
Osram Licht Ag 200 shares	Received	3/6/2012	7/26/2013	601.20	668.70	(67.50)
Ship Finance Intl 1,500 shares	Purchased	9/28/2005	4/23/2013	24,365.80	28,900.47	(4,534.67)

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

<u>Describe Property Sold</u>	<u>How Acquired</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sales Price</u>	<u>Cost/basis</u>	<u>Gain or Loss</u>
Weatherford International Ltd 1,549 shares	Purchased	3/6/2012	3/13/2013	18,124.90	24,429.90	(6,305.00)
Long Term Capital Loss				\$ 88,257.40	\$ 106,885.74	\$ (18,628.34)
Total Loss				\$ 100,110.03	\$ 123,713.68	\$ (23,603.65)

No Gain/No Loss - Expired

Banco Bilbao Adr Rts 2,578 rights	Received	4/8/2013	10/30/2013	-	-	-
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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>
At Home in Greenwich 139 East Putnam Avenue Greenwich, CT 06830	Public	To support general operating expenses	\$ 1,000.00
Boys and Girls Club of Stamford 347 Stillwater Avenue Stamford, CT 06902	Public	To support Project Learn and Power Hour	5,000.00
Childcare Learning Center 64 Palmers Hill Road Stamford, CT 06902	Public	To support early childhood education	2,500.00
Child Guidance Center 23 Benedict Place Greenwich, CT 06830	Public	To support access to mental health services in Greenwich, CT	5,000.00
Children's Day School 8 Riverside Avenue Riverside, CT 06878	Public	To support tuition assistance	2,500.00
Connecticut Fund for the Environment 142 Temple Street New Haven, CT 06510	Public	To support general operating expenses	2,000.00
Domus 83 Lockwood Avenue Stamford, CT 06902	Public	To support general operating expenses	5,000.00

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>
Fairfield County Community Foundation 383 Main Avenue Norwalk, CT 06851-1543	Public	To support the Center for Nonprofit Excellence	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 the Youth Art Docent Program	4,000.00
Inspirica, Inc. 141 Franklin Street Stamford, CT 06901	Public	To support homeless program	16,000.00
Jewish Family Services fo Greenwich One Holly Hill Lane Greenwich, CT 06830	Public	To support supermarketing for seniors program	4,000.00
Junior League of Greenwich 231 East Putnam Avenue Greenwich, CT 06830	Public	To support program to develop life skills for girls	2,000.00
Kids in Crisis One Salem Street Cos Cob, CT 06807	Public	To support TLC Health Center	7,000.00

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

<u>Name and Address of Recipient</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount of Grant</u>
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	Public	To support general operating expenses	1,000.00
Norwalk Economic Opportunity Now, Inc. 98 South Main Street Norwalk, CT 06854-3126	Public	To support emergency assistance program	8,000.00
Person-to-Person 1864 Post Road Darien, CT 06820	Public	To support Campership Program and general operating expenses	12,000.00
Portsmouth Music and Arts Center 75 Albany Street Portsmouth, NH 03801	Public	To support capital campaign	5,000.00
Shakespeare on the Sound P.O. Box 15 Norwalk, CT 06853	Public	To support general production costs	6,000.00

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

<u>Name and Address of Recipient</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount of Grant</u>
Sound Waters Cove Island Park 1281 Cove Road Stamford, CT 06902	Public	To support Teaching Aquarium and Learning Lab	6,000.00
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 support recruiting and training teachers	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
Total Contributions			\$ 145,000.00