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

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending

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

A Employer identification number
06-1409590

B Telephone number (see 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

G Check all that apply

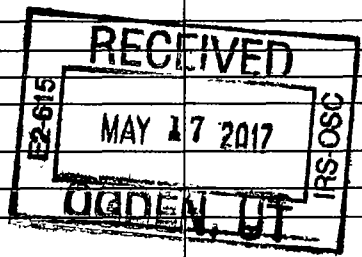
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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)
▶ \$ 3,212,481.

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

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)	
REVENUE	1 Contributions, gifts, grants, etc., received (attach schedule)					
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
	3 Interest on savings and temporary cash investments	471.	471.	471.		
	4 Dividends and interest from securities	56,864.	56,864.	56,864.		
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	238,169.				
	b Gross sales price for all assets on line 6a	732,034.				
	7 Capital gain net income (from Part IV, line 2)		238,169.			
	8 Net short-term capital gain					
	9 Income modifications					
	10a Gross sales less returns and allowances					
b Less Cost of goods sold						
c Gross profit or (loss) (attach schedule)						
11 Other income (attach schedule)						
	See Statement 1	358.				
12 Total. Add lines 1 through 11		295,862.	295,504.	57,335.		
ADMINISTRATIVE EXPENSES	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 2	4,875.	2,194.	2,194.	2,681.
	b Accounting fees (attach sch)					
	c Other professional fees (attach sch)	See St 3	38,184.	19,092.	19,092.	
	17 Interest					
	18 Taxes (attach schedule)(see instrs)	See Stmt 4	1,963.			
	19 Depreciation (attach schedule) and depletion					
	20 Occupancy					
21 Travel, conferences, and meetings						
22 Printing and publications						
23 Other expenses (attach schedule)						
	See Statement 5	297.				
24 Total operating and administrative expenses. Add lines 13 through 23		92,319.	42,436.	42,436.	28,531.	
25 Contributions, gifts, grants paid	Part XV	159,000.			159,000.	
26 Total expenses and disbursements. Add lines 24 and 25		251,319.	42,436.	42,436.	187,531.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		44,543.				
b Net investment income (if negative, enter -0)			253,068.			
c Adjusted net income (if negative, enter -0)				14,899.		



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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	214,704.	145,027.	145,027.
	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)	1,924,542.	2,038,763.	3,067,454.
	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)	2,139,246.	2,183,790.	3,212,481.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	2,139,246.	2,183,790.	
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	2,139,246.	2,183,790.		
31	Total liabilities and net assets/fund balances (see instructions)	2,139,246.	2,183,790.		

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	2,139,246.
2	Enter amount from Part I, line 27a	2	44,543.
3	Other increases not included in line 2 (itemize) <u>See Statement 6</u>	3	1.
4	Add lines 1, 2, and 3	4	2,183,790.
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	2,183,790.

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 (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Statement 7				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	238,169.	
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	0.	

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))
2015	205,633.	3,238,780.	0.063491
2014	190,282.	3,367,911.	0.056499
2013	175,229.	3,081,272.	0.056869
2012	175,481.	2,766,320.	0.063435
2011	182,810.	2,827,073.	0.064664
2 Total of line 1, column (d)			0.304958
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			0.060992
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			3,061,392.
5 Multiply line 4 by line 3			186,720.
6 Enter 1% of net investment income (1% of Part I, line 27b)			2,531.
7 Add lines 5 and 6			189,251.
8 Enter qualifying distributions from Part XII, line 4			187,531.

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 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	5,061.
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	5,061.
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	5,061.
6	Credits/Payments.		
a	2016 estimated tax prmts and 2015 overpayment credited to 2016	6 a	2,500.
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	2,500.
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	2,561.
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 2017 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

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
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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
1 c Did the foundation file Form 1120-POL for this year?		X
1 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.		
1 e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4 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, col. (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>CT</u>		
8 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 2016 or the taxable year beginning in 2016 (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)	Yes	No
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)		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	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 ▶ 15	N/A	N/A
16	At any time during calendar year 2016, 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 FinCEN Form 114. If 'Yes,' enter the name of the foreign country ▶	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
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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 __ , 20 __ , 20 __ , 20 __		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2016 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 2016.)	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 2016?	4 b	X

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Form 990-PF (2016)

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 4945(d)(4)(A)? (see instructions) Yes No

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

b If any answer is 'Yes' to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

If 'Yes,' attach the statement required by Regulations section 53.4945–5(d). N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If 'Yes' to 6b, file Form 8870

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

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

	5 b	N/A
	6 b	X
	7 b	N/A

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	
b Average of monthly cash balances	1 b	
c Fair market value of all other assets (see instructions)	1 c	3,108,012.
d Total (add lines 1a, b, and c)	1 d	3,108,012.
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	3,108,012.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	46,620.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,061,392.
6 Minimum investment return. Enter 5% of line 5	6	153,070.

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	153,070.
2a Tax on investment income for 2016 from Part VI, line 5	2 a	5,061.
b Income tax for 2016 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	5,061.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	148,009.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	148,009.
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	148,009.

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	187,531.
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	187,531.
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	187,531.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				148,009.
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	42,010.			
b From 2012	39,487.			
c From 2013	24,396.			
d From 2014	25,807.			
e From 2015	48,138.			
f Total of lines 3a through e	179,838.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 187,531.				
a Applied to 2015, 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 2016 distributable amount				148,009.
e Remaining amount distributed out of corpus	39,522.			
5 Excess distributions carryover applied to 2016 (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	219,360.			
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 2015 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required – see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	42,010.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	177,350.			
10 Analysis of line 9:				
a Excess from 2012	39,487.			
b Excess from 2013	24,396.			
c Excess from 2014	25,807.			
d Excess from 2015	48,138.			
e Excess from 2016	39,522.			

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 2016, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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					
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 address 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	159,000.
Total				▶ 3 a 159,000.
<i>b Approved for future payment</i>				
Total				▶ 3 b

Client BROWNF

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

06-1409590

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	\$ 358.		
Total	<u>\$ 358.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 2
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	\$ 4,875.	\$ 2,194.	\$ 2,194.	\$ 2,681.
Total	<u>\$ 4,875.</u>	<u>\$ 2,194.</u>	<u>\$ 2,194.</u>	<u>\$ 2,681.</u>

Statement 3
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	\$ 11,164.	\$ 5,582.	\$ 5,582.	
MSSB-Perkins, advisory fees	17,124.	8,562.	8,562.	
Neil S. Kenagy, CFA, advisory fees	9,896.	4,948.	4,948.	
Total	<u>\$ 38,184.</u>	<u>\$ 19,092.</u>	<u>\$ 19,092.</u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2016 Tax Deposit	\$ 643.			
Foreign Taxes Paid	1,320.			
Total	<u>\$ 1,963.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Client BROWNF

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

06-1409590

Statement 5
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	\$ 57.			
Chase, service fees	240.			
Total	<u>\$ 297.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 6
Form 990-PF, Part III, Line 3
Other Increases

To correct rounding issue on balance sheet				\$ 1.
Total				<u>\$ 1.</u>

Statement 7
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	See Attached Short Term Gains	Purchased	Various	Various
2	See Attached Long Term Gains	Purchased	Various	Various
3	See Attached Capital Gain Distributions	Purchased	Various	Various
4	See Attached Short Term Losses	Purchased	Various	Various
5	See Attached Long Term Losses	Purchased	Various	Various
6	See Attached No Gain/No Loss/Expired	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	27,438.		19,836.	7,602.				\$ 7,602.
2	604,258.		354,096.	250,162.				250,162.
3	272.		0.	272.				272.
4	51,750.		66,608.	-14,858.				-14,858.
5	48,316.		53,325.	-5,009.				-5,009.
6	0.		0.	0.				0.
Total								<u>\$ 238,169.</u>

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	\$ 14,725.84	Sold During Year	Sold During Year
722 shs., Accenture Ltd CL A De	20,513.80	19,292.06	79,531.27
679 shs., Accenture Ltd CL A De			
563 shs., Adobe Systems Inc	18,885.61	18,114.08	55,593.00
540 shs., Adobe Systems Inc			
10.76 shs., Advansix Inc	Received During Year	Sold During Year	Sold During Year
500 shs., Alcoa Inc 5.375% Pfd Ser 1 Due 10/1/17	22,383.95	Now Arconic Inc	Now Arconic Inc
104 shs Allergan Plc	Purchased During Year	23,811.95	21,841.04
33 shs., Alphabet Inc CL A	17,447.17	17,447.17	26,150.85
33 shs., Alphabet Inc CL C	18,946.02	40,358.54	50,168.30
65 shs., Alphabet Inc CL C			
655 shs., Altria Group Inc	13,799.69	9,691.39	31,105.20
460 shs., Altria Group Inc			
77 shs., Amazon Com Inc CGMI	13,524.42	9,660.30	41,242.85
55 shs., Amazon Com Inc CGMI			

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>
733 shs., American Airls Group Inc	22,209.24	21,360.87	32,916.45
705 shs., American Airls Group Inc			
172 shs., Amgen Inc	Purchased During Year	23,802.54	24,124.65
165 shs., Amgen Inc			
277 shs., Anadarko Petroleum Corp	9,663.64	9,663.64	19,315.21
293 shs., AON Plc CL A	24,402.77	23,403.34	31,339.93
281 shs., AON Plc CL A			
434 shs., Apple Inc	23,974.63	42,982.98	73,429.88
634 shs., Apple Inc			
500 shs., Arconic Inc 5.375% Pfd Ser I 10/1/17	Formerly Alcoa Inc 5.375%	22,383.95	15,075.00
125 shs., Arkema Spons Adr	9,078.75	Sold During Year	Sold During Year
400 shs., Auto Data Processing	Purchased During Year	34,539.10	41,112.00
6,428 rts., Banco Bilbao Adr Rts	Received During Year	Retired As Worthless	Retired As Worthless
3,349 shs., Banco Bilbao Viz Arg Sa Ads	33,654.72		
3,214 shs., Banco Bilbao Viz Arg Sa Ads		32,298.08	21,758.78

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>
658 shs., Bank of New York Mellon Corp	18,332.47	17,635.95	29,991.54
633 shs., Bank of New York Mellon Corp			
500 shs., Baxalta Incorporated	14,820.69	Sold During Year	Sold During Year
500 shs., Baxter International Inc	18,261.21	Sold During Year	Sold During Year
200 shs., Becton Dickinson & Co	14,355.65		24,832.50
150 shs., Becton Dickinson & Co		10,766.74	
220 shs., Berkshire Hathaway Inc CL B	16,864.98	16,864.98	35,855.60
44 shs., Biogen Idec Inc	12,153.24		
113 shs., Biogen Idec Inc		29,601.28	32,044.54
1,001 shs., Blackstone Group LP	22,756.64	Sold During Year	Sold During Year
9.736 shs., California Res Corp		Sold During Year	Sold During Year
645 shs., CBS Corp New CL B	8,634.20		
620 shs., CBS Corp New CL B		8,299.54	39,444.40
248 shs., Cdn Pacific Ry Ltd New	25,937.87		
195 shs., Cdn Pacific Ry Ltd New		20,394.70	27,840.15

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>
716 shs., Celgene Corp De	20,358.32	27,217.33	89,127.50
770 shs., Celgene Corp De			
213 shs., Chevron Corp	19,872.09	19,872.09	25,070.10
624 shs., Citigroup Inc	30,372.48	Sold During Year	Sold During Year
1,281 shs., Cognizant Tech Solutions Crp De	33,348.54	34,802.17	70,877.95
1,265 shs., Cognizant Tech Solutions Crp De			
182 shs., Costco Wholesale Corp	Purchased During Year	27,523.11	29,140.02
200 shs., CVS Health Corp	18,668.95	27,890.93	23,673.00
300 shs., CVS Health Corp			
738 shs., Danaher Corp De	28,219.61	25,909.08	56,511.84
726 shs., Danaher Corp De			
90 shs., Dufry Group Reg	Purchased During Year	11,347.52	11,246.12
300 shs., E O G Resources Inc	30,926.41	30,926.41	30,330.00
100 shs., ETFS Gold Trust Etf	14,988.83	14,988.83	11,176.00
200 shs., Everest RE Group Ltd	35,621.30	35,621.30	43,280.00

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>
250 shs., Facebook Inc CL A	Purchased During Year	25,981.15	28,762.50
500 shs., Fireeye Inc	16,372.95	16,372.95	5,950.00
316.5 shs., Fortive Corp	Received During Year	2,889.38	8,473.54
158 shs., Fortive Corp			
2,071 shs., General Electric Company	46,149.46	41,921.68	56,974.80
1,803 shs., General Electric Company			
300 shs., Genesee & Wyoming Class A	20,926.51	20,926.51	20,823.00
260 shs., Genl Dynamics Corp	15,995.02	10,273.72	28,834.22
167 shs., Genl Dynamics Corp			
500 shs., Glaxosmithkline Plc Adr	23,151.72	23,151.72	19,255.00
200 shs., Goldman Sachs Group Inc	Purchased During Year	31,977.05	47,890.00
658 shs., Grubhub Inc.	20,455.45	Sold During Year	Sold During Year
462 shs., Hess Corp	28,250.62		
447 shs., Hess Corp		27,333.39	27,843.63
303 shs., Honeywell Intl Inc	31,120.25		
269 shs., Honeywell Intl Inc		27,481.95	31,163.65

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>
800 shs., Intel Corp.,	7,980.55	Sold During Year	Sold During Year
1,286.137 shs., Ivy Sci & Tech I	55,158.26	Sold During Year	Sold During Year
486 shs., Johnson & Johnson	34,263.11	42,692.08	64,863.23
563 shs., Johnson & Johnson			
281 shs., JP Morgan Chase & Co	10,434.06	10,434.06	24,247.49
329 shs., L Brands Inc	15,908.20	24,033.91	25,545.92
388 shs., L Brands Inc			
394 shs., Lyondellbasell Nv CL A	16,737.17	16,099.97	32,510.62
379 shs., Lyondellbasell Nv CL A			
314 shs., Mastercard Inc CL A	23,121.72	23,121.72	32,420.50
670 shs., MetLife Inc	28,812.41	Sold During Year	Sold During Year
250 shs., Monsanto Company	17,830.53	17,830.53	26,302.50
710 shs., Mylan N V	10,614.91	10,241.15	26,132.75
685 shs., Mylan N V			
629 shs., Nasper's Ltd Spon Adr De	14,068.02	9,422.66	61,594.06
4,213 shs., Nasper's Ltd Spon Adr De			

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

<u>Line 10b -Corporate Stocks</u>	<u>Book Value at the Start of the Year</u>	<u>Book Value at the End of the Year</u>	<u>Fair Market Value at the End of Year</u>
1,122 shs., Nestle S A Reg B ADR	36,742.72	22,923.27	50,218.00
700 shs., Nestle S A Reg B ADR			
330 shs., Netflix Inc	Purchased During Year	24,485.06	30,950.00
250 shs., Netflix Inc			
945 shs., Newalta Inc	3,829.05	Sold During Year	Sold During Year
400 shs., Nextera Energy Inc	18,704.77	9,352.39	23,892.00
200 shs., Nextera Energy Inc			
354 shs., Novartis AG Spon Adr	19,014.69	19,014.69	25,785.36
104 shs., Occidental Petroleum Crp De	7,836.15	7,522.27	7,123.00
100 shs., Occidental Petroleum Crp De			
1,642 shs., Oracle Corp	44,438.55	42,679.41	60,635.65
1,577 shs., Oracle Corp			
364 shs., Orix Corp	14,084.57	13,504.16	27,162.67
349 shs., Orix Corp			
1,062 shs., Perficient Inc De	7,589.29	7,303.44	17,874.78
1,022 shs., Perficient Inc De			
300 shs., Philip Morris International Inc	13,743.49	13,743.49	27,447.00

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>
500 shs., Plum Creek Timber Co	10,873.72	Now Weyerhaeuser Co	Now Weyerhaeuser Co
346 shs., Proctor & Gamble Co.	15,647.55	15,647.55	29,091.68
1,680 shs., Qualcomm Inc	80,042.64	36,543.27	50,008.40
767 shs., Qualcomm Inc			
1,200 shs., Rayonier Inc	41,780.03	41,780.03	31,920.00
1,000 shs., Realty Income Corp REIT	22,953.58	4,590.71	11,496.00
200 shs., Realty Income Corp REIT			
48 shs., Roche Hldg Ag Genus Ord	14,481.60	13,878.20	10,527.47
46 shs., Roche Hldg Ag Genus Ord			
500 shs., Rowe T Price Group Inc	23,114.55	13,868.73	22,578.00
300 shs., Rowe T Price Group Inc			
342 shs., Safran Sa Eur 2 Ord		Purchased During Year	24,680.76
1,119 shs., Schlumberger Ltd Netherlands Antilles	81,892.46	80,428.79	92,261.05
1,099 shs., Schlumberger Ltd Netherlands Antilles			
300 shs., SPDR Gold Tr Gold Shs	37,904.98	37,904.98	32,883.00

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>
131 shs., SPDR Trust Series 1	27,521.02	21,979.45	23,023.59
103 shs., SPDR Trust Series 1			
1,000 shs., Starwood PPY Trust Inc	20,499.45	20,499.45	21,950.00
2,377 shs., Steel Dynamics Inc	30,611.25	14,693.91	40,596.78
1,141 shs., Steel Dynamics Inc			
172 shs., Target Corp	Purchased During Year	11,690.67	12,423.56
381 shs., TE Connectivity Ltd	26,482.97	25,440.33	25,356.48
366 shs., TE Connectivity Ltd			
343 shs., Teleflex Inc	29,225.68	28,203.21	53,340.65
331 shs., Teleflex Inc			
1,418 shs., The Financial Sel Sect SPDR Fd	Purchased During Year	33,407.37	32,968.50
500 shs., The Southern Company	15,576.48	15,576.48	24,595.00
628 shs., Thermo Fisher Scientific Inc	27,809.23	55,317.27	110,904.60
786 shs., Thermo Fisher Scientific Inc			
300 shs., Untd Technologies Corp De	21,281.01	21,281.01	32,886.00
1,000 shs., Verizon Communications Inc	47,795.95	47,795.95	53,380.00

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>
300n shs., V F Corporation	Purchased During Year	17,107.69	16,005.00
1,276 shs., Visa Inc CL A	22,969.73	20,845.57	90,347.16
1,158 shs., Visa Inc CL A			
660 shs., Vivendi	Purchased During Year	13,351.22	12,568.71
264 shs., Walgreens Boots Alliance Inc	Purchased During Year	22,340.42	21,848.64
550 shs., Walt Disney Co	17,495.05	81,468.95	127,669.50
1,225 shs., Walt Disney Co			
800 shs., Weyerhaeuser Co	Formerly Plum Creek	10,873.72	24,072.00
600 shs., Williams Co Inc	27,391.69	27,391.69	18,684.00
576 shs., Xilinx Inc	30,153.73	29,106.73	33,565.72
556 shs., Xilinx Inc			
Total Line 10b:	\$ 1,924,542.28	\$ 2,038,763.25	\$ 3,067,453.79

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>						
Advansix Inc	0.76 shares	10/6/2016	10/7/2016	\$ 10.85	\$ 10.33	\$ 0.52
	10 shares	10/6/2016	10/20/2016	161.69	135.93	25.76
Amgen Inc	7 shares	2/9/2016	3/30/2016	1,047.88	1,009.80	38.08
Blackstone Group LP	189 shares	10/20/2016	12/23/2016	5,313.40	4,454.09	859.31
Fortive Corp	158 shares	7/8/2016	7/12/2016	7,522.23	2,889.37	4,632.86
	0.5 shares	7/8/2016	7/15/2016	25.39	9.14	16.25
Honeywell Intl Inc	34 shares	12/8/2015	3/30/2016	3,808.69	3,492.04	316.65
Netflix Inc	80 shares	3/30/2016	12/2/2016	9,547.89	7,835.22	1,712.67
Short Term Capital Gain				<u>\$ 27,438.02</u>	<u>\$ 19,835.92</u>	<u>\$ 7,602.10</u>

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

<u>Describe Property Sold</u>	<u>How Acquired</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sales Price</u>	<u>Cost/basis</u>	<u>Gain or Loss</u>
<u>Long Term Gain</u>						
Abbott Labs 600 shares	Purchased	6/16/2011	4/4/2016	\$ 25,007.08	\$ 14,725.84	\$ 10,281.24
Accenture Ltd CL A 28 shares	Purchased	4/3/2006	3/30/2016	3,238.97	795.55	2,443.42
15 shares	Purchased	4/3/2006	7/18/2016	1,713.76	426.19	1,287.57
Adobe Systems Inc 23 shares	Purchased	Various	3/30/2016	2,158.59	771.53	1,387.06
Alphabet Inc CL C 1 share	Purchased	2/8/2016	3/30/2016	756.55	620.90	135.65
Altria Group Inc 195 shares	Purchased	4/17/2008	3/30/2016	12,189.65	4,108.30	8,081.35
Amazon Com Inc CGMI 22 shares	Purchased	2/1/2012	3/30/2016	13,135.58	3,864.12	9,271.46
American AirIris Group Inc 28 shares	Purchased	10/20/2014	3/30/2016	1,170.45	848.37	322.08
AON Plc CL A 12 shares	Purchased	3/20/2014	3/30/2016	1,248.90	999.43	249.47

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>
Arkema Spans Adr 5 shares	Purchased	2/22/2011	3/30/2016	377.36	363.15	14.21
120 shares	Purchased	2/22/2011	9/29/2016	11,108.15	8,715.60	2,392.55
Bank of New York Mellon Corp 25 shares	Purchased	10/30/2009	3/30/2016	935.85	696.52	239.33
Baxalta Incorporated 500 shares	Spin Off	10/30/2013	5/10/2016	20,666.60	14,820.69	5,845.91
Baxter International Inc 500 shares	Purchased	10/30/2013	2/19/2016	18,471.50	18,261.21	210.29
Becton Dickinson & Co 50 shares	Purchased	6/5/2012	8/11/2016	8,650.91	3,588.91	5,062.00
Blackstone Group LP 1,001 shares	Purchased	Various	12/23/2016	28,141.29	22,128.56	6,012.73
CBS Corp New CLB 25 shares	Purchased	2/24/2010	3/30/2016	1,367.11	334.66	1,032.45
Cdn Pacific Ry Ltd 53 shares	Purchased	12/5/2012	12/2/2016	8,081.01	5,543.17	2,537.84
Celgene Corp 20 shares	Purchased	10/27/2009	3/30/2016	2,030.57	568.67	1,461.90

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>
Citigroup Inc 624 shares	Purchased	2/19/2014	10/20/2016	31,009.00	30,372.48	636.52
Cognizant Tech Solutions 66 shares	Purchased	10/6/2014	3/30/2016	4,120.47	1,718.19	2,402.28
28 shares	Purchased	5/21/2009	3/30/2016	1,742.89	728.93	1,013.96
Danaher Corp 92 shares	Purchased	5/7/2008	3/30/2016	8,755.44	3,517.89	5,237.55
13 shares	Purchased	10/8/2009	3/30/2016	1,237.51	497.09	740.42
General Electric Company 500 shares	Purchased	Various	9/27/2016	15,002.32	11,625.54	3,376.78
Genl Dynamics Corp 31 shares	Purchased	10/17/2011	3/30/2016	4,074.58	1,907.10	2,167.48
62 shares	Purchased	10/17/2011	12/2/2016	11,048.00	3,814.20	7,233.80
Intel Corp 800 shares	Purchased	Various	4/25/2016	25,193.38	7,980.55	17,212.83
Ivy Sci & Tech I 1,257,445 shares	Purchased	Various	3/30/2016	63,274.62	53,573.88	9,700.74
L Brands 165 shares	Purchased	1/15/2013	2/11/2016	13,838.44	7,978.28	5,860.16

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Lyondellbasell Nv CL A 15 shares	Purchased	4/17/2012	3/30/2016	1,289.84	637.20	652.64
Mylan N V 25 shares	Purchased	1/17/2008	3/30/2016	1,166.47	373.76	792.71
Nasper's Ltd Spon Adr 245 shares	Purchased	5/5/2008	3/30/2016	3,440.21	547.96	2,892.25
100 shares	Purchased	5/5/2008	7/18/2016	1,570.15	223.66	1,346.49
1,732 shares	Purchased	5/5/2008	9/28/2016	30,454.30	3,873.74	26,580.56
Nestle SA Reg B Adr 422 shares	Purchased	10/9/2013	2/10/2016	31,401.72	13,819.45	17,582.27
Nextera Energy Inc 100 shares	Purchased	2/9/2010	8/26/2016	12,479.20	4,676.19	7,803.01
100 shares	Purchased	2/9/2010	12/13/2016	11,694.94	4,676.19	7,018.75
Oracle Corp 65 shares	Purchased	3/24/2006	3/30/2016	2,663.17	1,759.14	904.03
Orix Corp 15 shares	Purchased	10/4/2010	3/30/2016	1,086.50	580.41	506.09
Perficient Inc 40 shares	Purchased	3/13/2008	3/30/2016	847.69	285.85	561.84

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<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>
Qualcomm Inc						
30 shares	Purchased	Various	3/30/2016	1,543.54	1,429.33	114.21
500 shares	Purchased	11/13/2014	4/4/2016	25,745.49	23,822.22	1,923.27
192 shares	Purchased	Various	4/19/2016	9,882.14	9,147.73	734.41
191 shares	Purchased	Various	5/13/2016	9,782.80	9,100.09	682.71
Realty Income Corp REIT						
300 shares	Purchased	3/3/2008	4/4/2016	18,588.24	6,886.07	11,702.17
100 shares	Purchased	3/3/2008	8/26/2016	6,739.61	2,295.36	4,444.25
200 shares	Purchased	3/3/2008	9/22/2016	13,001.11	4,590.72	8,410.39
200 shares	Purchased	3/3/2008	12/13/2016	11,021.37	4,590.72	6,430.65
Rowe T Price Group Inc						
200 shares	Purchased	9/22/2011	8/2/2016	14,115.08	9,245.82	4,869.26
Schlumberger Ltd						
20 shares	Purchased	10/6/2009	3/30/2016	1,474.67	1,463.67	11.00
SPDR Trust Series 1						
8 shares	Purchased	3/27/2015	10/17/2016	1,699.98	1,680.67	19.31
Steel Dynamics Inc						
95 shares	Purchased	6/24/2010	3/30/2016	2,169.04	1,223.42	945.62
1,141 shares	Purchased	5/22/2012	10/27/2016	30,318.21	14,693.92	15,624.29
Teleflex Inc						
12 shares	Purchased	2/22/2013	3/30/2016	1,890.50	1,022.47	868.03

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<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 25 shares	Purchased	6/12/2009	3/30/2016	3,529.11	1,107.06	2,422.05
	Purchased	6/12/2009	7/18/2016	3,925.48	1,107.06	2,818.42
Visa Inc CL A 18 shares	Purchased	7/21/2010	3/30/2016	1,375.22	324.02	1,051.20
	Purchased	6/4/2010	4/4/2016	7,639.98	1,800.14	5,839.84
Walt Disney Co Holding 20 shares	Purchased	8/25/2008	3/30/2016	1,975.72	1,216.14	759.58
Long Term Capital Gain				\$ 604,258.01	\$ 354,095.68	\$ 250,162.33
<u>Capital Gain Distribution</u>						
Blackstone Group LP 1,001 shares	Purchased	Various	N/A	272.46	-	272.46
Capital Gain Distribution				\$ 272.46	-	\$ 272.46
Total Gain				\$ 631,968.49	\$ 373,931.60	\$ 258,036.89

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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>
<u>B. Property Sold at a Loss</u>						
<u>Short Term Loss</u>						
California Res Corp 9 shares	Spin Off	3/28/2016	3/29/2016	9.17	12.01	(2.84)
0.736 shares	Spin Off	3/28/2016	3/29/2016	0.73	0.98	(0.25)
CVS Health Corp 279 shares	Purchased	2/11/2016	12/7/2016	22,411.83	25,938.57	(3,526.74)
Grubhub Inc 658 shares	Purchased	10/28/2015	1/28/2016	12,000.90	20,455.45	(8,454.55)
Ivy Sci & Tech I 28,692 shares	Purchased	12/10/2015	3/30/2016	1,443.79	1,584.38	(140.59)
Newalta Inc 35 shares	Purchased	11/19/2015	3/30/2016	49.72	141.82	(92.10)
91 shares	Purchased	11/19/2015	4/4/2016	118.33	368.72	(250.39)
81 shares	Purchased	11/19/2015	4/8/2016	105.38	328.20	(222.82)
147 shares	Purchased	11/19/2015	4/11/2016	194.32	595.63	(401.31)
118 shares	Purchased	11/19/2015	4/13/2016	175.68	478.13	(302.45)
118 shares	Purchased	11/19/2015	4/13/2016	169.91	478.12	(308.21)
355 shares	Purchased	11/19/2015	4/14/2016	518.60	1,438.43	(919.83)

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>
Occidental Petroleum Crp De 4 shares	Purchased	11/10/2015	3/30/2016	275.53	300.89	(25.36)
SPDR Trust Series 1 42 shares	Purchased	10/27/2016	10/31/2016	8,935.30	8,962.49	(27.19)
21 shares	Purchased	10/27/2016	11/2/2016	4,417.52	4,481.25	(63.73)
T E Connectivity Ltd 15 shares	Purchased	5/14/2015	3/30/2016	923.07	1,042.64	(119.57)
Short Term Capital Loss				\$ 51,749.78	\$ 66,607.71	\$ (14,857.93)
<u>Long Term Loss</u>						
Banco Bilbao Viz Arg Sa Ads 135 shares	Purchased	3/19/2013	3/30/2016	917.31	1,356.64	(439.33)
Hess Corp 15 shares	Purchased	2/1/2010	3/30/2016	766.74	917.23	(150.49)
MetLife Inc 670 shares	Purchased	6/6/2011	2/9/2016	24,892.59	28,812.41	(3,919.82)
Roche Hldg Ag Genus Ord 2 shares	Purchased	12/12/2014	3/30/2016	492.80	603.40	(110.60)

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>
SPDR Trust Series 1						
5 shares	Purchased	3/27/2015	3/30/2016	1,032.03	1,050.42	(18.39)
48 shares	Purchased	3/27/2015	4/14/2016	9,994.01	10,084.04	(90.03)
45 shares	Purchased	3/27/2015	5/18/2016	9,266.76	9,453.78	(187.02)
Xilinx Inc						
20 shares	Purchased	4/23/2014	3/30/2016	953.48	1,047.00	(93.52)
Long Term Capital Loss				\$ 48,315.72	\$ 53,324.92	\$ (5,009.20)
Total Loss				\$ 100,065.50	\$ 119,932.63	\$ (19,867.13)
<u>No Gain/No Loss/Expired</u>						
Banco Bilbao Adr Rts						
3,214 rights	Received	4/5/2016	5/5/2016	-	-	-
Banco Bilbao Adr Rts						
3,214 rights	Received	10/5/2016	11/1/2016	-	-	-
Total No Gain/No Loss/Expired				\$ -	\$ -	\$ -

The Ruth W. Brown Foundation, Inc
 E.1 N. 06-1409590
 Part XV-Charitable Contributions

<u>Name and Address of Recipient</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount of Grant</u>
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 general operating expenses	4,000.00
Child Care Learning Center 64 Palmers Hill Road Stamford, CT 06902	Public	To support general operating expenses	3,000.00
Child Guidance Center 196 Greyrock Place Stamford, CT 06901	Public	To support general operating expenses	6,000.00
Children's Day School 8 Riverside Avenue Riverside, CT 06878	Public	To support general operating expenses	2,500.00
Community Health Center 635 Main Street Middletown, CT 06457	Public	To support general operating expenses	4,000.00
Connecticut Fund for the Environment 142 Temple Street, 3rd Floor New Haven, CT 06510-2600	Public	To support general operating expenses	1,000.00

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>
Domus Foundation 83 Lockwood Drive Stamford, CT 06902	Public	To support general operating expenses	6,000.00
Fairfield County Community Foundation 383 Main Avenue Norwalk, CT 06851	Public	To support general operating expenses	2,000.00
Family Centers 90 Arch Street PO Box 7550 Greenwich, CT 06836-7550	Public	To support general operating expenses	25,000.00
Greenwich Arts Council 299 Greenwich Avenue Greenwich, CT 06830	Public	To support general operating expenses	3,000.00
Hill House Senior Residence 10 Riverside Avenue Riverside, CT 06878	Public	To support the capital campaign	4,000.00
Inspirica, Inc. 141 Franklin Street Stamford, CT 06901	Public	To support general operating expenses	18,000.00
Jewish Family Services of Greenwich One Holly Hill Lane Greenwich, CT 06830	Public	To support general operating expenses	4,000.00

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

<u>Name and Address of Recipient</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount of Grant</u>
Junior League of Greenwich 231 East Putnam Avenue Greenwich, CT 06830	Public	To support general operating expenses	2,000.00
Kids in Crisis One Salem Street Cos Cob, CT 06807	Public	To support general operating expenses	8,000.00
Live Girl! Inc 255 West Hills Road New Canaan, CT 06840	Public	To support general operating expenses	2,500.00
Meals-on-Wheels 89 Maple Avenue Greenwich, CT 06830-5652	Public	To support general operating expenses	2,000.00
Neighbor to Neighbor 248 East Putnam Avenue Greenwich, CT 06830	Public	To support capital campaign	5,000.00
Neighbors Link Stamford 75 Selleck Street Stamford, CT 06902	Public	To support general operating expenses	5,000.00
Person-to-Person 1864 Post Road Darien, CT 06820	Public	To support general operating expenses	10,000.00

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>
Portsmouth Music and Arts Center 973 Islington Street Portsmouth, NH 03801	Public	To support capital campaign	5,000.00
Portsmouth Symphony Orchestra PO Box 8391 Portsmouth, NH 03802	Public	To support general operating expenses	6,000.00
Shakespeare on the Sound P.O. Box 15 Norwalk, CT 06853	Public	To support general operating expenses	6,000.00
Sound Waters Cove Island Park 1281 Cove Road Stamford, CT 06902	Public	To support general operating expenses	6,000.00
Stamford Symphony 263 Tresser Boulevard Stamford, CT 06901	Public	To support general operating expenses	1,000.00
Teach for America 370 James Street, Suite 404 New Haven, CT 06513	Public	To support general operating expenses	5,000.00
Women's Mentoring Network, Inc 141 Franklin Street Stamford, CT 06901	Public	To support general operating expenses	8,000.00

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

<u>Name and Address of Recipient</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount of Grant</u>
Women's Business Dev Ctr 184 Bedford Street, Suite 201 Stamford, CT 06901	Public	To support general operating expenses	4,000.00
Total Contributions			<u>\$ 159,000.00</u>