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

**2008**

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

For calendar year **2008**, or tax year beginning **11/01, 2008**, and ending **10/31, 2009**

G Check all that apply: Initial return  Final return  Amended return  Address change  Name change

Use the IRS label Otherwise, print or type. See Specific Instructions.	Name of foundation <b>BROWN G FBO AMER CANCER SOCIETY TUW</b>		A Employer identification number <b>23-6700946</b>
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) <b>(336) 732-2825</b>
	<b>1525 WEST WT HARRIS BLVD</b>		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
	City or town, state, and ZIP code <b>CHARLOTTE, NC 28288-5709</b>		

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, col. (c), line 16) **\$ 239,974.**

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 page 11 of the 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	54.	54.		STMT 1
	4 Dividends and interest from securities	7,773.	7,671.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-11,635.			
	b Gross sales price for all assets on line 6a	34,570.			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total Add lines 1 through 11	-3,808.	7,725.			
13 Compensation of officers, directors, trustees, etc.	4,617.	4,617.			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) <b>STMT 3</b>	500.	NONE	NONE	500.	
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see page 14 of the instructions) <b>STMT 4</b>	194.	90.			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses. Add lines 13 through 23	5,311.	4,707.	NONE	500.	
25 Contributions, gifts, grants paid	14,566.			14,566.	
26 Total expenses and disbursements Add lines 24 and 25	19,877.	4,707.	NONE	15,066.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-23,685.				
b Net investment income (if negative, enter -0-)		3,018.			
c Adjusted net income (if negative, enter -0-)					

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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 . . . . .		NONE	
	2	Savings and temporary cash investments . . . . .		3,521.	3,521.
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ *		* NONE	
		Less allowance for doubtful accounts ▶		NONE	NONE
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U S and state government obligations (attach schedule) . . . . .		NONE	NONE
	b	Investments - corporate stock (attach schedule) . . . . .		NONE	NONE
	c	Investments - corporate bonds (attach schedule) . . . . .		NONE	NONE
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶		NONE	
	12	Investments - mortgage loans . . . . .		NONE	
	13	Investments - other (attach schedule) . . . . .	311,392.	256,782.	236,453.
14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶) . . . . .		NONE	NONE	
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	311,392.	260,303.	239,974.	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶) . . . . .			
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .				
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/></b>				
	27	Capital stock, trust principal, or current funds . . . . .	311,392.	260,303.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .		NONE	
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	311,392.	260,303.	
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	311,392.	260,303.		

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) . . . . .	1 311,392.
2	Enter amount from Part I, line 27a . . . . .	2 -23,685.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5 . . . . .	3 4.
4	Add lines 1, 2, and 3 . . . . .	4 287,711.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6 . . . . .	5 27,408.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6 260,303.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)	
<b>1a SEE PART IV DETAIL</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b> . . . . .		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		<b>2</b>	-11,635.
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)</b>		{ If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8. . . . . }		<b>3</b>	

**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 (col (b) divided by col (c))
2007	8,460.	289,929.	0.02917955775
2006	12,731.	311,954.	0.04081050411
2005	9,290.	287,366.	0.03232811119
2004	13,589.	284,561.	0.04775426007
2003			
<b>2 Total of line 1, column (d)</b> . . . . .			<b>2</b> 0.15007243312
<b>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</b> . . . . .			<b>3</b> 0.03751810828
<b>4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5</b> . . . . .			<b>4</b> 214,649.
<b>5 Multiply line 4 by line 3</b> . . . . .			<b>5</b> 8,053.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b> . . . . .			<b>6</b> 30.
<b>7 Add lines 5 and 6</b> . . . . .			<b>7</b> 8,083.
<b>8 Enter qualifying distributions from Part XII, line 4</b> . . . . .			<b>8</b> 15,066.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Credits/Payments', and 'Tax due'. Values include 30, NONE, and 30.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question text, 'Yes', and 'No'. Includes questions about political campaigns, expenditures, and state reporting. 'No' column contains 'X' marks for several items.

**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)(3)? If "Yes," attach schedule (see page 20 of the instructions) . . . . .	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ WACHOVIA BANK, NA Telephone no. ▶ (336) 732-2825			
Located at ▶ 1525 WEST WT HARRIS BLVD., CHARLOTTE, NC ZIP + 4 ▶ 28288-5709				
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			

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly).		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input checked="" type="checkbox"/> Yes <input 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 page 20 of the instructions)? . . . . . Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
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 2008? . . . . .	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2008 did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions) . . . . .	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2008 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 2008) . . . . .	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008? . . . . .	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**  Yes  No  
If you answered "Yes" to 6b, also 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? **7b**  Yes  No

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
SEE STATEMENT 8		4,617.	-0-	-0-

**2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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		NONE	NONE	NONE

**Total number of other employees paid over \$50,000**  NONE

**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 page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
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-----		
-----		
-----		
-----		

Total number of others receiving over \$50,000 for professional services . . . . . **NONE**

**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 NONE	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
<b>Total.</b> Add lines 1 through 3 . . . . .	

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	217,983.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	-65.
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	217,918.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	217,918.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	3,269.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	214,649.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	10,732.

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	10,732.
<b>2a</b>	Tax on investment income for 2008 from Part VI, line 5	<b>2a</b>	30.
<b>b</b>	Income tax for 2008. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	30.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	10,702.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	10,702.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	10,702.

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	15,066.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XII, line 4	<b>4</b>	15,066.
<b>5</b>	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 page 26 of the instructions)	<b>5</b>	30.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	15,036.

**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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
<b>1</b> Distributable amount for 2008 from Part XI, line 7 . . . . .				10,702.
<b>2</b> Undistributed income, if any, as of the end of 2007				
<b>a</b> Enter amount for 2007 only . . . . .			13,405.	
<b>b</b> Total for prior years 20 06, 20 , 20		NONE		
<b>3</b> Excess distributions carryover, if any, to 2008				
<b>a</b> From 2003 . . . . .	NONE			
<b>b</b> From 2004 . . . . .	NONE			
<b>c</b> From 2005 . . . . .	NONE			
<b>d</b> From 2006 . . . . .	NONE			
<b>e</b> From 2007 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ 15,066.				
<b>a</b> Applied to 2007, but not more than line 2a . . . . .			13,405.	
<b>b</b> Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .	NONE			
<b>d</b> Applied to 2008 distributable amount . . . . .				1,661.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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 . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .				
<b>f</b> Undistributed income for 2008. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009. . . . .				9,041.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2004 . . . . .	NONE			
<b>b</b> Excess from 2005 . . . . .	NONE			
<b>c</b> Excess from 2006 . . . . .	NONE			
<b>d</b> Excess from 2007 . . . . .	NONE			
<b>e</b> Excess from 2008 . . . . .	NONE			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, 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)

Table with columns: Tax year (a) 2008, (b) 2007, (c) 2006, (d) 2005, (e) Total. Rows include: 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed; b 85% of line 2a; c Qualifying distributions from Part XII, line 4 for each year listed; d Amounts included in line 2c not used directly for active conduct of exempt activities; e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c; 3 Complete 3a, b, or c for the alternative test relied upon; a "Assets" alternative test - enter (1) Value of all assets, (2) Value of assets qualifying under section 4942(j)(3)(B)(i); b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed; c "Support" alternative test enter (1) Total support other than gross investment income, (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 page 27 of the 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) )

N/A

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.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here [X] 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

**Part XV Supplementary Information (continued)**

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>  SEE STATEMENT 9				
<b>Total . . . . . ▶ 3a</b>				14,566.
b <i>Approved for future payment</i>				
<b>Total . . . . . ▶ 3b</b>				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Interest on savings, Dividends, Net rental income, Gain or loss from sales, and Subtotal.

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes.

NOT APPLICABLE



**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS				1,641.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS				2,589.	
1,296.00		114.167 DODGE & COX INCOME FD COM PROPERTY TYPE: SECURITIES 1,431.00				08/29/2007 -135.00	12/05/2008
1,294.00		103.671 ARTIO TOTAL RETURN BOND FD CL I PROPERTY TYPE: SECURITIES 1,265.00				10/31/2008 29.00	12/05/2008
1,261.00		122.752 PIMCO FDS PAC INVT MGMT SER TOTA PROPERTY TYPE: SECURITIES 1,245.00				10/31/2008 16.00	12/05/2008
1,133.00		143.477 PIMCO EMERGING MARKETS BOND FD I PROPERTY TYPE: SECURITIES 1,534.00				08/29/2007 -401.00	12/05/2008
899.00		81.863 EVERGREEN INTL BOND FUND CL I (FD PROPERTY TYPE: SECURITIES 894.00				08/29/2007 5.00	12/11/2008
1,871.00		201.395 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES 4,437.00				08/29/2007 -2,566.00	12/11/2008
938.00		82.493 SSGA EMERGING MARKETS FUND CL S PROPERTY TYPE: SECURITIES 2,426.00				12/05/2007 -1,488.00	12/11/2008
689.00		60.505 VANGUARD INFLATION-PROTECTED SECU PROPERTY TYPE: SECURITIES 721.00				08/29/2007 -32.00	12/11/2008
1,547.00		132.221 DODGE & COX INCOME FD COM PROPERTY TYPE: SECURITIES 1,657.00				08/29/2007 -110.00	02/27/2009
1,322.00		227.494 JP MORGAN HIGH YIELD BOND-SEL PROPERTY TYPE: SECURITIES 1,872.00				08/29/2007 -550.00	02/27/2009

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,593.00		222.158				ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES	08/29/2007	02/27/2009
		4,894.00					-3,301.00	
1,097.00		88.789				ARTIO TOTAL RETURN BOND FD-I PROPERTY TYPE: SECURITIES	10/31/2008	03/05/2009
		1,083.00					14.00	
2,281.00		87.995				DODGE & COX INTERNATIONAL STOCK F PROPERTY TYPE: SECURITIES	08/29/2007	06/05/2009
		4,099.00					-1,818.00	
1,127.00		68.557				GOLDMAN SACHS GROWTH OPPORTUNITI PROPERTY TYPE: SECURITIES	10/31/2008	06/05/2009
		1,073.00					54.00	
1,750.00		165.263				ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES	05/05/2008	06/05/2009
		3,574.00					-1,824.00	
1,248.00		129.459				ROYCE VALUE PLUS FUND-INV PROPERTY TYPE: SECURITIES	10/31/2008	06/05/2009
		1,137.00					111.00	
2,117.00		137.099				SSGA EMERGING MARKETS FUND CL S PROPERTY TYPE: SECURITIES	08/29/2007	06/05/2009
		3,863.00					-1,746.00	
171.00		13.216				ARTIO TOTAL RETURN BOND FD-I PROPERTY TYPE: SECURITIES	06/05/2009	07/23/2009
		167.00					4.00	
881.00		81.268				ARTIO INTERNATIONAL EQUITY II-I PROPERTY TYPE: SECURITIES	08/29/2007	07/23/2009
		1,314.00					-433.00	
898.00		108.071				EVERGREEN EQUITY TR INTRINSIC VA PROPERTY TYPE: SECURITIES	10/31/2008	07/23/2009
		851.00					47.00	
489.00		63.663				ING INTERNATIONAL REAL ESTATE PROPERTY TYPE: SECURITIES	11/01/2007	07/23/2009
		901.00					-412.00	

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
526.00		75.28 JP MORGAN HIGH YIELD BOND-SEL PROPERTY TYPE: SECURITIES 620.00					08/29/2007 -94.00	07/23/2009
525.00		54.808 PIMCO EMERGING MARKETS BOND FD IN PROPERTY TYPE: SECURITIES 586.00					08/29/2007 -61.00	07/23/2009
509.00		31.212 SSGA EMERGING MARKETS FUND CL S PROPERTY TYPE: SECURITIES 880.00					08/29/2007 -371.00	07/23/2009
187.00		15.86 ARTIO INTERNATIONAL EQUITY II-I PROPERTY TYPE: SECURITIES 256.00					08/29/2007 -69.00	09/08/2009
1,040.00		34.093 DODGE & COX INTERNATIONAL STOCK F PROPERTY TYPE: SECURITIES 1,588.00					08/29/2007 -548.00	09/08/2009
607.00		76.601 GOLDEN SMALL CORE VALUE FD INS CL PROPERTY TYPE: SECURITIES 937.00					08/29/2007 -330.00	09/08/2009
499.00		27.643 GOLDMAN SACHS GROWTH OPPORTUNITI PROPERTY TYPE: SECURITIES 433.00					10/31/2008 66.00	09/08/2009
545.00		29.437 JANUS INVT FD MID CAP VALUE FD CL PROPERTY TYPE: SECURITIES 467.00					10/31/2008 78.00	09/08/2009
TOTAL GAIN(LOSS) .....							----- -11,635. =====	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
WACHOVIA PT MONEY MARKET	54.	54.
TOTAL	54.	54.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ARTIO TOTAL RETURN BOND FD-I	421.	421.
DODGE & COX INTERNATIONAL STOCK FD	405.	405.
DODGE & COX INCOME FD COM	956.	956.
EVERGREEN INTL BOND FUND CL I (FD #460)	507.	507.
EVERGREEN EQUITY TR INTRINSIC VALUE FD C	42.	42.
GOLDEN LARGE CORE VALUE FD INS	194.	194.
GOLDMAN SACHS LARGE CAP VALUE FUND INST	100.	100.
ING INTERNATIONAL REAL ESTATE	130.	130.
JANUS MID CAP VALUE FUND CL I	131.	131.
JP MORGAN HIGH YIELD BOND-SEL	1,110.	1,110.
ARTIO TOTAL RETURN BOND FD CL I	339.	339.
ARTIO INTL EQUITY II-I	369.	369.
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN	864.	864.
PIMCO FOREIGN BOND FUND-INST	176.	176.
PIMCO EMERGING MARKETS BOND FD INS CL	645.	645.
PIMCO COMMODITY REALRETURN STRATEGY FD I	430.	430.
ROWE T PRICE REAL ESTATE FD COM	649.	547.
SSGA EMERGING MARKETS FUND CL S	292.	292.
VANGUARD INFLATION-PROTECTED SECURITIES	13.	13.
TOTAL	7,773.	7,671.

FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	500.			500.
TOTALS	500.	NONE	NONE	500.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	104.	
FOREIGN TAXES ON QUALIFIED FOR	69.	69.
FOREIGN TAXES ON NONQUALIFIED	21.	21.
TOTALS	194.	90.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
-----	-----
ROUNDING	4.
	-----
TOTAL	4.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES  
=====

DESCRIPTION -----	AMOUNT -----
BOOK VALUE ADJUSTMENT	27,408.
TOTAL	----- 27,408. =====

-----  
STATE(S) WHERE THE FOUNDATION IS REGISTERED  
=====

PA

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES  
=====

OFFICER NAME:

WACHOVIA BANK, N.A.

ADDRESS:

1525 WEST WT HARRIS BLVD.

CHARLOTTE, NC 28288-5709

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION ..... 4,617.

TOTAL COMPENSATION: 4,617.  
=====

RECIPIENT NAME:  
AMERICAN CANCER SOCIETY  
TRUST MANAGEMENT SERVICES  
ADDRESS:  
POST OFFICE BOX 720366  
OKLAHOMA CITY, OK 73162  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 14,566.

TOTAL GRANTS PAID: 14,566.  
=====

**SCHEDULE D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

**2008**

Name of estate or trust <b>BROWN G FBO AMER CANCER SOCIETY TUW</b>	Employer identification number <b>23-6700946</b>
---	---

**Note:** Form 5227 filers need to complete *only* Parts I and II.

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>1a</b> SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			1,641.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	<b>1b</b>	419.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	<b>2</b>	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>3</b>	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2007 Capital Loss Carryover Worksheet . . . . .	<b>4</b>	( )
5 <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back . . . . . ▶	<b>5</b>	2,060.

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>6a</b> LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			2,589.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	<b>6b</b>	-16,284.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	<b>7</b>	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>8</b>	
9 Capital gain distributions . . . . .	<b>9</b>	
10 Gain from Form 4797, Part I . . . . .	<b>10</b>	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2007 Capital Loss Carryover Worksheet . . . . .	<b>11</b>	( )
12 <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back . . . . . ▶	<b>12</b>	-13,695.

**Part III Summary of Parts I and II**  
**Caution: Read the instructions before completing this part.**

	(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
<b>13</b> Net short-term gain or (loss) . . . . .	<b>13</b>		2,060.
<b>14</b> Net long-term gain or (loss):			
<b>a</b> Total for year . . . . .	<b>14a</b>		-13,695.
<b>b</b> Unrecaptured section 1250 gain (see line 18 of the wrksh) . . . . .	<b>14b</b>		
<b>c</b> 28% rate gain . . . . .	<b>14c</b>		
<b>15</b> Total net gain or (loss). Combine lines 13 and 14a . . . . .	<b>15</b>		-11,635.

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary

**Part IV Capital Loss Limitation**

<b>16</b> Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	<b>16</b>	( 3,000 )
<b>a</b> The loss on line 15, column (3) or <b>b</b> \$3,000 . . . . .		

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover

**Part V Tax Computation Using Maximum Capital Gains Rates**

**Form 1041 filers.** Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

**Caution:** Skip this part and complete the worksheet on page 8 of the instructions if:  
 • Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or  
 • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

**Form 990-T trusts.** Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero

<b>17</b> Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>		
<b>18</b> Enter the smaller of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>		
<b>19</b> Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .	<b>19</b>		
<b>20</b> Add lines 18 and 19 . . . . .	<b>20</b>		
<b>21</b> If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . . .	<b>21</b>		
<b>22</b> Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>		
<b>23</b> Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>		
<b>24</b> Enter the smaller of the amount on line 17 or \$2,200 . . . . .	<b>24</b>		
<b>25</b> Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23 . . . . .	<b>25</b>		
<b>26</b> Subtract line 25 from line 24 . . . . .	<b>26</b>		
<b>27</b> Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22 . . . . .	<b>27</b>		
<b>28</b> Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>		
<b>29</b> Subtract line 28 from line 27 . . . . .	<b>29</b>		
<b>30</b> Multiply line 29 by 15% (.15) . . . . .		<b>30</b>	
<b>31</b> Figure the tax on the amount on line 23. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions) . . . . .		<b>31</b>	
<b>32</b> Add lines 30 and 31 . . . . .		<b>32</b>	
<b>33</b> Figure the tax on the amount on line 17. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions) . . . . .		<b>33</b>	
<b>34</b> Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T) . . . . .		<b>34</b>	





FEDERAL CAPITAL GAIN DIVIDENDS  
 =====

SHORT-TERM CAPITAL GAIN DIVIDENDS  
 -----

DODGE & COX INTERNATIONAL STOCK FD	1.00
DODGE & COX INTERNATIONAL STOCK FD	22.00
EVERGREEN EQUITY TR INTRINSIC VALUE FD C	2.00
ARTIO TOTAL RETURN BOND FD CL I	139.00
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD I	417.00
PIMCO FOREIGN BOND FUND-INST	218.00
PIMCO COMMODITY REALRETURN STRATEGY FD I	786.00
ROYCE VALUE PLUS FUND-INV	
ROYCE VALUE PLUS FUND-INV	56.00

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS	-----	1,641.00
		=====

LONG-TERM CAPITAL GAIN DIVIDENDS  
 -----

15% RATE CAPITAL GAIN DIVIDENDS

DODGE & COX INTERNATIONAL STOCK FD	581.00
EVERGREEN EQUITY TR INTRINSIC VALUE FD C	44.00
GOLDMAN SACHS GROWTH OPPORTUNITIES INSTITUTI	707.00
JANUS MID CAP VALUE FUND CL I	211.00
ARTIO TOTAL RETURN BOND FD CL I	6.00
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD I	237.00
PIMCO EMERGING MARKETS BOND FD INS CL	98.00
PIMCO COMMODITY REALRETURN STRATEGY FD I	130.00
ROYCE VALUE PLUS FUND-INV	108.00
WELLS FARGO ADVANTAGE ENDEAVOR SELECT FD	467.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	-----	2,589.00
---------------------------------------	-------	----------

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	-----	2,589.00
		=====

DETAIL LIST  
SELECTED ACCOUNTS 10/31/09 THROUGH 10/31/09  
SETTLE DATE POSITION FOR [REDACTED] BROWN G-AM CANCR AS OF 10/31/09

CUSIP #	SECURITY NAME	UNITS / ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
	PRINCIPAL =====					
	DEPOSIT ACCOUNTS					
	-----					
997981006	WACHOVIA PT MONEY MARKET		2,575.00	2,575.00		
	TOTAL DEPOSIT ACCOUNTS		2,575.00	2,575.00		
	MUTUAL FUNDS - FIXED TAXABLE					
	-----					
04315J209	ARTIO TOTAL RETURN BOND FD-I	1,212	14,882.81	16,325.64	14,877.79	14,877.79
256210105	DODGE & COX INCOME FD	1,443.24	18,048.57	18,733.26	18,042.00	18,042.00
299908830	EVERGREEN INTERNATIONAL BOND FD CL I (FD #460)	362.006	3,951.28	4,195.65	3,951.06	3,951.06
4812C0803	JP MORGAN HIGH YIELD BOND-SEL	1,909.852	15,145.03	14,362.09	14,996.10	14,996.10
693390700	PIMCO TOTAL RETURN FD INST CL	1,501.433	15,254.01	16,425.68	15,254.01	15,254.01
693390882	PIMCO FOREIGN BOND FD U.S. DOLLAR - HEDGED INST CL	445.176	4,466.29	4,607.57	4,464.72	4,464.72
693391559	PIMCO EMERGING MARKETS BOND FD INS CL	923.483	9,877.89	9,456.47	9,872.03	9,872.03
922031869	VANGUARD INFLATION-PROTECTED SECURITIES FD IV CL	699.635	8,347.21	8,885.36	8,332.66	8,332.66
	TOTAL MUTUAL FUNDS - FIXED TAXABLE	8,496.825	89,973.09	92,991.72	89,790.37	89,790.37
	MUTUAL FUNDS - OTHER					
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44980Q518	ING INTERNATIONAL REAL ESTATE	589.584	7,523.20	5,005.57	7,113.24	7,113.24
722005667	PIMCO COMMODITY REALRETURN STRATEGY FD INSTL	1,245.228	10,527.89	10,048.99	10,378.01	10,378.01
779919109	T ROWE PRICE REAL ESTATE FD	833.017	15,616.03	10,037.85	13,357.80	13,357.80
	TOTAL MUTUAL FUNDS - OTHER	2,667.829	33,667.12	25,092.41	30,849.05	30,849.05

SELECTED ACCOUNTS 10/31/09 THROUGH 10/31/09  
SETTLE DATE POSITION FOR [REDACTED] BROWN G-AM CANCR AS OF 10/31/09

DETAIL LIST

CUSIP #	SECURITY NAME	UNITS / ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
	MUTUAL FUNDS - EQUITY					
30023D671	EVERGREEN EQUITY TR INTRINSIC VALUE FD CL I FUND #517	816.26	6,174.88	7,248.39	6,141.90	6,141.90
34984T857	GOLDEN SMALL CORE VALUE FD INS CL	1,032.453	11,681.92	7,918.91	11,271.34	11,271.34
34984T881	GOLDEN LARGE CORE VALUE FD INS	2,138.78	21,698.37	19,142.08	21,682.13	21,682.13
38142Y401	GOLDMAN SACHS GROWTH OPPORTUNITIES FD INS CL	581.211	8,935.92	10,694.28	8,909.43	8,909.43
38142Y773	GOLDMAN SACHS LARGE CAP VALUE FD CL I	674.999	6,304.49	6,682.49	6,304.49	6,304.49
47103C241	JANUS INVT FD MID CAP VALUE FD CL I	566.957	8,989.96	10,590.76	8,989.96	8,989.96
780905212	ROYCE VALUE PLUS FUND-INV	808.806	6,973.05	8,249.82	6,952.52	6,952.52
949915565	WELLS FARGO ADVANTAGE ENDEAVOR SELECT FD CL I	1,828.724	19,956.73	14,026.31	19,946.70	19,946.70
TOTAL	MUTUAL FUNDS - EQUITY	8,448.19	90,715.32	84,553.04	90,198.47	90,198.47
	MUTUAL FUNDS - INTERNATIONAL EQUITY					
04315J837	ARTIO INTERNATIONAL EQUITY II-I	924.928	13,829.24	10,821.66	13,688.42	13,688.42
256206103	DODGE & COX INTERNATIONAL STOCK FD	350.027	13,095.61	10,714.33	11,916.65	11,916.65
784924425	SSGA EMERGING MARKETS FUND CL S	694.971	15,501.94	12,280.14	13,927.84	13,927.84
TOTAL	MUTUAL FUNDS - INTERNATIONAL EQUITY	1,969.926	42,426.79	33,816.13	39,532.91	39,532.91
	PRINCIPAL CASH		0.00	0.00		
*****	PRINCIPAL TOTAL	21,582.77	259,357.32	239,028.30	250,370.80	250,370.80
	INCOME					
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DETAIL LIST  
SELECTED ACCOUNTS 10/31/09 THROUGH 10/31/09  
SETTLE DATE POSITION FOR ██████████ BROWN G-AM CANCR AS OF 10/31/09

CUSIP #	SECURITY NAME	UNITS / ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
DEPOSIT ACCOUNTS						
997981006	WACHOVIA PT MONEY MARKET		946.05	946.05		
TOTAL	DEPOSIT ACCOUNTS		946.05	946.05		
	INCOME CASH		0.00	0.00		
*****	INCOME TOTAL		946.05	946.05	0.00	0.00
	ASSET FILE TOTAL	21,582.77	260,303.37	239,974.35	250,370.80	250,370.80