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

2010

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

For calendar year 2010, or tax year beginning 10/01, 2010, and ending 09/30, 2011

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

Name of foundation: **TR U/W JAMES BROWN TRUST B** A Employer identification number: **59-6545873**

Number and street (or P.O. box number if mail is not delivered to street address): **P.O. BOX 40200, FL9-100-10-19** Room/suite: B Telephone number (see page 10 of the instructions): **(877) 446-1410**

City or town, state, and ZIP code: **JACKSONVILLE, FL 32203-0200**

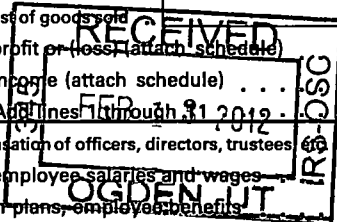
H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **92,352.** J Accounting method: Cash Accrual
 Other (specify) _____ (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)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	3,086.	3,086.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-16.			
b Gross sales price for all assets on line 6a	12,572.			
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	3,070.	3,086.		
13 Compensation of officers, directors, trustees, etc.	3,645.	2,187.		1,458.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 2	800.	NONE	NONE	800.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 3	45.	43.		
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	4,490.	2,230.	NONE	2,258.
25 Contributions, gifts, grants paid	6,539.			6,539.
26 Total expenses and disbursements. Add lines 24 and 25	11,029.	2,230.	NONE	8,797.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-7,959.			
b Net investment income (if negative, enter -0-)		856.		
c Adjusted net income (if negative, enter -0-)				

POSTAL DATE FEB 10 2011

SCANNED FEB 17 2012 Operating and Administrative Expenses



NE 5

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	NONE		
	2	Savings and temporary cash investments	3,865.	765.	765.	
	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	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	NONE	
	b	Investments - corporate stock (attach schedule)	99,056.	93,394.	91,587.	
	c	Investments - corporate bonds (attach schedule)	NONE	NONE	NONE	
	11	Investments - land, buildings, and equipment: basis	NONE			
	Less: accumulated depreciation (attach schedule) ▶	NONE	NONE			
12	Investments - mortgage loans	NONE	NONE			
13	Investments - other (attach schedule)	NONE	NONE			
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)	NONE	NONE	NONE		
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	102,921.	94,159.	92,352.		
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	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	102,921.	94,159.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	NONE	NONE		
30	Total net assets or fund balances (see page 17 of the instructions)	102,921.	94,159.			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	102,921.	94,159.			

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	102,921.
2	Enter amount from Part I, line 27a	2	-7,959.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 4	3	1.
4	Add lines 1, 2, and 3	4	94,963.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	804.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	94,159.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)				(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr.)	(d) Date sold (mo, day, yr.)
1a SEE PART IV DETAIL						
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			(i) 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		-16.
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.				3		

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 page 18 of 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))
2009	3,119.	98,772.	0.03157777508
2008	7,888.	89,541.	0.08809372243
2007	6,283.	117,586.	0.05343323185
2006	6,107.	126,146.	0.04841215734
2005	5,968.	120,348.	0.04958952371
2 Total of line 1, column (d)			2 0.27110641041
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.05422128208
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 102,175.
5 Multiply line 4 by line 3			5 5,540.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 9.
7 Add lines 5 and 6			7 5,549.
8 Enter qualifying distributions from Part XII, line 4 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.			8 8,797.

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 'Total credits and payments'. Values include 'NONE' and '9'.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, 'Yes', and 'No'. Includes questions about influencing legislation, political expenditures, and foundation status. 'No' column contains 'X' marks.

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 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 BANK OF AMERICA TAX SERVICES Telephone no. (877)446-1410
Located at PO BOX 40200, FL9-100-10-19, JACKSONVILLE, FL ZIP + 4 32203-0200
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2010, 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? 16 Yes No X
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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.

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? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes 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)? Yes X 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.) Yes X 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 22 of the instructions)? 1b X
Organizations relying on a current notice regarding disaster assistance check here
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 2010? 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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? Yes X 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 22 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? Yes X No
b If "Yes," did it have excess business holdings in 2010 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 2010.) 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 2010? 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 propoganda, 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 "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? **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 7		3,645.	-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

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 24 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

Total. 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.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	101,960.
b	Average of monthly cash balances	1b	1,771.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	103,731.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	103,731.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	1,556.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	102,175.
6	Minimum investment return. Enter 5% of line 5	6	5,109.

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.)

1	Minimum investment return from Part X, line 6	1	5,109.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	9.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,100.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	5,100.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	5,100.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	8,797.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	8,797.
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 page 26 of the instructions)	5	9.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,788.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				5,100.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			307.	
b Total for prior years: 20 08, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	NONE			
d From 2008	NONE			
e From 2009	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 8,797.				
a Applied to 2009, but not more than line 2a			307.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				5,100.
e Remaining amount distributed out of corpus	3,390.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	3,390.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011.				NONE
7 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			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	3,390.			
10 Analysis of line 9:				
a Excess from 2006	NONE			
b Excess from 2007	NONE			
c Excess from 2008	NONE			
d Excess from 2009	NONE			
e Excess from 2010	3,390.			

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 2010, enter the date of the ruling

--

b Check box to indicate whether the foundation is a private operating foundation described in section

--	--	--

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

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 page 28 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).)

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 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 8				
Total ▶ 3a				6,539.
b <i>Approved for future payment</i>				
Total ▶ 3b				

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge. Signature of officer or trustee BANK OF AMERICA, N.A. BY: Date 11/15/2011 Title

Paid Preparer Use Only Print/Type preparer's name Preparer's signature Date Check [] if self-employed PTIN Firm's name Firm's address Firm's EIN Phone no.

**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)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					237.	
602.00		21.099 COLUMBIA ACORN INT'L SELECT FUND PROPERTY TYPE: SECURITIES 350.00					11/28/2008 252.00	01/31/2011
80.00		2.809 COLUMBIA ACORN INT'L SELECT FUND C PROPERTY TYPE: SECURITIES 44.00					02/27/2009 36.00	01/31/2011
1,017.00		82.835 COLUMBIA LARGE CAP CORE FUND CLAS PROPERTY TYPE: SECURITIES 901.00					10/31/2003 116.00	10/29/2010
1,681.00		126.477 COLUMBIA LARGE CAP CORE FUND CLA PROPERTY TYPE: SECURITIES 1,376.00					10/31/2003 305.00	01/31/2011
678.00		49.351 COLUMBIA LARGE CAP CORE FUND CLAS PROPERTY TYPE: SECURITIES 537.00					10/31/2003 141.00	03/31/2011
92.00		4.002 COLUMBIA LARGE CAP INDEX FUND CLAS PROPERTY TYPE: SECURITIES 93.00					02/28/2005 -1.00	10/29/2010
173.00		6.947 COLUMBIA LARGE CAP INDEX FUND CLAS PROPERTY TYPE: SECURITIES 161.00					02/28/2005 12.00	01/31/2011
314.00		27.291 COLUMBIA LARGE CAP ENHANCED CORE PROPERTY TYPE: SECURITIES 438.00					05/31/2007 -124.00	10/29/2010
589.00		47.621 COLUMBIA LARGE CAP ENHANCED CORE PROPERTY TYPE: SECURITIES 764.00					05/31/2007 -175.00	01/31/2011
116.00		9.012 COLUMBIA LARGE CAP ENHANCED CORE F PROPERTY TYPE: SECURITIES 145.00					05/31/2007 -29.00	03/31/2011

**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)	
20.00		1.586 COLUMBIA LARGE CAP ENHANCED CORE F PROPERTY TYPE: SECURITIES 24.00				11/30/2007	03/31/2011 -4.00	
93.00		7.325 COLUMBIA LARGE CAP ENHANCED CORE F PROPERTY TYPE: SECURITIES 110.00				11/30/2007	07/29/2011 -17.00	
412.00		41.281 COLUMBIA TOTAL RETURN BOND FUND C PROPERTY TYPE: SECURITIES 415.00				02/27/1998	01/31/2011 -3.00	
977.00		97.758 COLUMBIA TOTAL RETURN BOND FUND C PROPERTY TYPE: SECURITIES 981.00				03/31/1998	01/31/2011 -4.00	
179.00		17.87 COLUMBIA TOTAL RETURN BOND FUND CL PROPERTY TYPE: SECURITIES 179.00				04/30/1998	01/31/2011	
256.00		25.634 COLUMBIA TOTAL RETURN BOND FUND C PROPERTY TYPE: SECURITIES 258.00				06/30/1998	01/31/2011 -2.00	
231.00		23.114 COLUMBIA TOTAL RETURN BOND FUND C PROPERTY TYPE: SECURITIES 237.00				09/30/1998	01/31/2011 -6.00	
618.00		61.815 COLUMBIA TOTAL RETURN BOND FUND C PROPERTY TYPE: SECURITIES 624.00				10/30/1998	01/31/2011 -6.00	
275.00		22.717 COLUMBIA MULTI-ADVISOR INT'L EQUI PROPERTY TYPE: SECURITIES 381.00				04/30/2008	10/29/2010 -106.00	
1,086.00		88.402 COLUMBIA MULTI-ADVISOR INT'L EQUI PROPERTY TYPE: SECURITIES 1,481.00				04/30/2008	01/31/2011 -395.00	
174.00		16.315 COLUMBIA MID CAP INDEX FUND CLASS PROPERTY TYPE: SECURITIES 226.00				05/31/2007	10/29/2010 -52.00	

**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)	
408.00		34.737 COLUMBIA MID CAP INDEX FUND CLASS PROPERTY TYPE: SECURITIES 480.00					05/31/2007	01/31/2011 -72.00
319.00		25.369 COLUMBIA MID CAP INDEX FUND CLASS PROPERTY TYPE: SECURITIES 351.00					05/31/2007	03/31/2011 -32.00
110.00		6.973 COLUMBIA SMALL CAP INDEX FUND CLAS PROPERTY TYPE: SECURITIES 142.00					10/31/2005	10/29/2010 -32.00
99.00		5.697 COLUMBIA SMALL CAP INDEX FUND CLAS PROPERTY TYPE: SECURITIES 116.00					10/31/2005	01/31/2011 -17.00
400.00		23.102 COLUMBIA SMALL CAP INDEX FUND CLA PROPERTY TYPE: SECURITIES 515.00					08/31/2007	01/31/2011 -115.00
65.00		15.978 COLUMBIA HIGH YIELD OPPORTUNITY F PROPERTY TYPE: SECURITIES 75.00					05/31/2007	10/29/2010 -10.00
211.00		22.933 COLUMBIA INTERMEDIATE BOND FUND C PROPERTY TYPE: SECURITIES 210.00					10/30/1998	07/29/2011 1.00
138.00		8.994 DELAWARE EMERGING MKTS FUND CL INS PROPERTY TYPE: SECURITIES 133.00					09/30/2010	10/29/2010 5.00
180.00		3.004 JANUS INVT FUND ENTERPRISE FD CL I PROPERTY TYPE: SECURITIES 157.00					09/30/2010	07/29/2011 23.00
120.00		1.99 JANUS INVT FUND ENTERPRISE FD CL I PROPERTY TYPE: SECURITIES 121.00					01/31/2011	07/29/2011 -1.00
42.00		5. OLD MUTUAL TS&W MID CAP VALUE FUND CL PROPERTY TYPE: SECURITIES 40.00					09/30/2010	10/29/2010 2.00

**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)	
248.00		26.116					09/30/2010	03/31/2011
			210.00				38.00	
113.00		11.933					01/31/2011	03/31/2011
			107.00				6.00	
166.00		18.913					09/30/2010	10/29/2010
			155.00				11.00	
53.00		4.967					09/30/2010	07/29/2011
			51.00				2.00	
TOTAL GAIN (LOSS)					----- -16. =====	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ARTIO GLOBAL HIGH INCOME FUND CL I	8.	8.
COLUMBIA ACORN INT'L SELECT FUND CLASS Z	34.	34.
COLUMBIA MARSICO FOCUSED EQUITIES FUND C	14.	14.
COLUMBIA LARGE CAP CORE FUND CLASS Z SHA	93.	93.
COLUMBIA LARGE CAP INDEX FUND CLASS Z SH	9.	9.
COLUMBIA LARGE CAP ENHANCED CORE FUND CL	87.	87.
COLUMBIA TOTAL RETURN BOND FUND CLASS Z	804.	804.
COLUMBIA INTERNATIONAL VALUE FUND CLASS	125.	125.
COLUMBIA MULTI-ADVISOR INT'L EQUITY FUND	142.	142.
COLUMBIA MID CAP INDEX FUND CLASS Z SHAR	70.	70.
COLUMBIA SMALL CAP INDEX FUND CLASS Z SH	41.	41.
COLUMBIA HIGH YIELD OPPORTUNITY FUND CLA	221.	221.
COLUMBIA INTERMEDIATE BOND FUND CLASS Z	681.	681.
COLUMBIA REAL ESTATE EQUITY FUND CLASS Z	25.	25.
DELAWARE EMERGING MKTS FUND CL INSTL CL	27.	27.
MFS EMERGING MKTS DEBT FUND CL I	30.	30.
OLD MUTUAL TS&W MID CAP VALUE FUND CL I	1.	1.
PIMCO COMMODITY REALRETURN STRATEGY FUND	649.	649.
ROWE T PRICE INTL FUNDS INC INTL BD FUND	22.	22.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	3.	3.
TOTAL	3,086.	3,086.

FORM 990PF, PART I - ACCOUNTING FEES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE	800.			800.
TOTALS	800.	NONE	NONE	800.

FORM 990PF, PART I - TAXES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX - PRIOR YEAR	2.	
FOREIGN TAXES ON QUALIFIED FOR	43.	43.
TOTALS	45.	43.

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

DESCRIPTION

AMOUNT

ROUNDING

1.

TOTAL

1.

=====

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

DESCRIPTION

AMOUNT

ADJUSTMENT FOR YEAR END SALES

804.

TOTAL

804.
=====

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

FL

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

OFFICER NAME:

Bank of America

ADDRESS:

P.O. BOX 40200
JACKSONVILLE, FL 32203-0200

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 3,645.

TOTAL COMPENSATION: 3,645.

=====

RECIPIENT NAME:

YALE UNIVERSITY

ADDRESS:

PO BOX 208214

NEW HAVEN, CT 06520-8214

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATION

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 6,539.

TOTAL GRANTS PAID:

6,539.

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TR U/W JAMES BROWN TRUST B

59-6545873

Balance Sheet

09/30/2011



Cusip	Asset	Units	Basis	Market Value
04315J860	ARTIO GLOBAL HIGH INCOME FUND	8.983	93.78	82.82
197199409	COLUMBIA ACORN FUND	10.204	315.62	261.94
197199763	COLUMBIA ACORN INTL SELECT	73.840	1,241.62	1,826.06
19765H230	COLUMBIA MARSICO FOCUSED	388.015	5,116.62	7,981.47
19765H271	COLUMBIA LARGE CAP CORE FUND	1026.967	13,005.00	11,912.82
19765H321	COLUMBIA LARGE CAP INDEX FUND	14.568	361.39	321.81
19765H347	COLUMBIA LARGE CAP ENHANCED	399.934	4,828.21	4,479.26
19765H586	COLUMBIA INTERNATIONAL VALUE	278.373	4,859.09	3,393.37
19765H677	COLUMBIA MULTI-ADVISOR INTL	434.956	4,531.22	4,279.97
19765J608	COLUMBIA MID CAP INDEX FUND	425.891	5,532.07	4,156.70
19765J814	COLUMBIA SMALL CAP INDEX FUND	195.279	2,547.33	2,833.50
19765L553	COLUMBIA HIGH YIELD OPPORTUNITY	762.679	3,063.52	2,890.55
19765N468	COLUMBIA INTERMEDIATE BOND FUND	3863.614	34,573.56	35,661.16
19765P547	COLUMBIA REAL ESTATE EQUITY	88.980	515.15	1,010.81
245914817	DELAWARE EMERGING MKTS FUND	429.739	6,612.42	5,131.08
47803W406	JOHN HANCOCK FDS III DISCIPLINED	25.020	308.50	249.20
55273E640	MFS EMERGING MKTS DEBT FUND	43.025	634.40	605.36
722005667	PIMCO COMMODITY REALRETURN	515.531	4,546.12	3,809.77
77956H104	ROWE T PRICE INTL FDS INC	69.892	708.39	698.92
	Cash/Cash Equivalent	765.030	765.03	765.03
		Totals:	94,159.04	92,351.60