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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No. 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation THE CHARLES M AND HELEN M BROWN MEMORIAL FOUNDATION 20 -102130535040

A Employer identification number 34-7104901

Number and street (or P.O. box number if mail is not delivered to street address) KEYBANK 4900 TIEDEMAN OH-01-49-0150

Room/suite

B Telephone number (see instructions) (440) 995-2108

City or town, state, and ZIP code BROOKLYN, OH 44144-2302

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 4,338,006.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis.)*

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	110,560.	110,560.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	-29,054.			
	b	Gross sales price for all assets on line 6a 669,137.				
	7	Capital gain net income (from Part IV, line 2)				
	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)	538.	538.		STMT 2
	12	**Total.** Add lines 1 through 11	82,044.	111,098.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	34,019.	14,288.		19,731.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 3	1,250.	NONE	NONE	1,250.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 4	3,233.	295.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 5	1,215.	15.		1,200.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	39,717.	14,598.	NONE	22,181.
	25	Contributions, gifts, grants paid	179,000.			179,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	218,717.	14,598.	NONE	201,181.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-136,673.			
	b	**Net investment income** (if negative, enter -0-)		96,500.		
	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			
	2	Savings and temporary cash investments			
	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 schedule) ▶			
		Less: allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	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) STMT 6	3,953,991.	3,817,318.	4,338,006.
	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)	3,953,991.	3,817,318.	4,338,006.
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 ▶ ☐ 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. ▶ ☒			
	27	Capital stock, trust principal, or current funds	3,953,991.	3,817,318.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	3,953,991.	3,817,318.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,953,991.	3,817,318.	

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	3,953,991.
2	Enter amount from Part I, line 27a	2	-136,673.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,817,318.
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	3,817,318.

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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				
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) 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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
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	-29,054.
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	

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))
2010	179,655.	4,218,894.	0.042583
2009	256,112.	3,970,475.	0.064504
2008	258,583.	4,723,969.	0.054739
2007	258,951.	5,461,429.	0.047415
2006	249,322.	5,217,704.	0.047784

2 Total of line 1, column (d)	2	0.257025
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	0.051405
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,465,491.
5 Multiply line 4 by line 3	5	229,549.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	965.
7 Add lines 5 and 6	7	230,514.
8 Enter qualifying distributions from Part XII, line 4	8	201,181.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b			1	1,930.
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	
3	Add lines 1 and 2			3	1,930.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	1,930.
6	Credits/Payments:				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,040.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	2,040.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	110.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 110. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶$ ____________ (2) On foundation managers. ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ KEYBANK, N.A. Telephone no. ▶ (216)813-4556

Located at ▶ 4900 TIEDEMAN RD, OH-01-49-0150, BROOKLYN, OH ZIP + 4 ▶ 44144-2302

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

			Yes	No
16	At any time during calendar year 2011, 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		X
	See 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.		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? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ 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 ☒ 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 ☒ 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)?	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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
If "Yes," list the years ▶ ________ , ________ , ________ , ________			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	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 ☒ No			
b If "Yes," did it have excess business holdings in 2011 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 2011.)*	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 2011?	4b		X

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		**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**	X
	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**	

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
SEE STATEMENT 7		34,019.	-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		NONE	NONE	NONE

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

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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		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 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 instructions. 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,533,493.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	4,533,493.
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	4,533,493.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	68,002.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,465,491.
6	**Minimum investment return.** Enter 5% of line 5	6	223,275.

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	223,275.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,930.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,930.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	221,345.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	221,345.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	221,345.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	201,181.
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	201,181.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	201,181.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					221,345.
2 Undistributed income, if any, as of the end of 2011:					
a Enter amount for 2010 only				198,859.	
b Total for prior years: 20 09 ,20_____,20_____			NONE		
3 Excess distributions carryover, if any, to 2011:					
a From 2006	NONE				
b From 2007	NONE				
c From 2008	NONE				
d From 2009	NONE				
e From 2010	NONE				
f Total of lines 3a through e		NONE			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 201,181.					
a Applied to 2010, but not more than line 2a				198,859.	
b Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c Treated as distributions out of corpus (Election required - see instructions)		NONE			
d Applied to 2011 distributable amount					2,322.
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2011 *(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		NONE			
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 instructions			NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions					
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012					219,023.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		NONE			
10 Analysis of line 9:					
a Excess from 2007	NONE				
b Excess from 2008	NONE				
c Excess from 2009	NONE				
d Excess from 2010	NONE				
e Excess from 2011	NONE				

Part XIV Private Operating Foundations (see 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 2011, 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	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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 (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).)

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 ▶ ☒ 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 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 *Paid during the year* SEE STATEMENT 8				
Total . . . . ▶ **3a**				179,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	110,560.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			1	538.	
8 Gain or (loss) from sales of assets other than inventory			18	-29,054.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				82,044.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 82,044.

(See worksheet in line 13 instructions to verify calculations.)

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

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 (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(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 ☒ No

b If "Yes," complete the following schedule.

(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) is based on all information of which preparer has any knowledge.

▶ Jeffrey K. Koogler, VP | 05/09/2012 | ▶Vice President

Signature of officer or trustee | Date | Title

KEYBANK BY: J.K. KOOGLER

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | 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 SHORT-TERM CAPITAL GAIN DIVIDENDS					1,621.	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-7,914.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					497.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-4,307.	
		700. CVS/CAREMARK CORP COM					08/11/2009	02/03/2011
		PROPERTY TYPE: OTHER						
23,177.00		24,122.00					-945.00	
		166.5 CHEVRON CORP COM					02/10/1999	10/12/2011
		PROPERTY TYPE: OTHER						
16,335.00		6,630.00					9,705.00	
		112. CHEVRON CORP COM					02/10/1999	10/12/2011
		PROPERTY TYPE: OTHER						
10,988.00		4,447.00					6,541.00	
		139.5 CHEVRON CORP COM					02/10/1999	10/12/2011
		PROPERTY TYPE: OTHER						
13,686.00		4,715.00					8,971.00	
		378. CISCO SYS INC COM					02/10/1999	10/12/2011
		PROPERTY TYPE: OTHER						
6,490.00		9,220.00					-2,730.00	
		252. CISCO SYS INC COM					02/10/1999	10/12/2011
		PROPERTY TYPE: OTHER						
4,327.00		6,146.00					-1,819.00	
		570. CISCO SYS INC COM					06/21/2004	10/12/2011
		PROPERTY TYPE: OTHER						
9,787.00		13,167.00					-3,380.00	
		300. CISCO SYS INC COM					11/19/2001	10/12/2011
		PROPERTY TYPE: OTHER						
5,151.00		6,093.00					-942.00	

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)	
		500. CISCO SYS INC COM PROPERTY TYPE: OTHER					11/06/2002	10/12/2011
8,585.00		6,415.00					2,170.00	
		1500. CORNING INC COM PROPERTY TYPE: OTHER					01/24/2007	10/25/2011
20,550.00		31,313.00					-10,763.00	
		100. DOW CHEMICAL CO COM PROPERTY TYPE: OTHER					05/15/2001	10/25/2011
2,652.00		3,710.00					-1,058.00	
		170. DOW CHEMICAL CO COM PROPERTY TYPE: OTHER					11/08/2001	10/25/2011
4,508.00		6,061.00					-1,553.00	
		378. DOW CHEMICAL CO COM PROPERTY TYPE: OTHER					02/10/1999	10/25/2011
10,024.00		11,962.00					-1,938.00	
		252. DOW CHEMICAL CO COM PROPERTY TYPE: OTHER					02/10/1999	10/25/2011
6,683.00		7,975.00					-1,292.00	
		33.8 EXXON MOBIL CORP COM PROPERTY TYPE: OTHER					02/10/1999	02/03/2011
2,804.00		1,226.00					1,578.00	
		166.2 EXXON MOBIL CORP COM PROPERTY TYPE: OTHER					02/10/1999	02/03/2011
13,789.00		5,654.00					8,135.00	
		600. FREEPORT-MCMORAN COPPER & GOLD COM PROPERTY TYPE: OTHER					11/06/2009	10/12/2011
21,606.00		23,830.00					-2,224.00	
		200. HONEYWELL INTERNATIONAL INC COM PROPERTY TYPE: OTHER					02/10/1999	02/03/2011
11,418.00		8,419.00					2,999.00	
		1000. ISHARES MSCI EAFE INDEX FUND CLOSE PROPERTY TYPE: OTHER					02/28/2006	10/11/2011
50,749.00		62,720.00					-11,971.00	

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)	
		180. ISHARES MSCI EAFE INDEX FUND CLOSED PROPERTY TYPE: OTHER					08/09/2005	10/11/2011
9,135.00		9,974.00					-839.00	
		400. ISHARES NASDAQ BIOTECH INDEX FD CLO PROPERTY TYPE: OTHER					02/28/2006	10/11/2011
38,524.00		33,704.00					4,820.00	
		400. ISHARES NASDAQ BIOTECH INDEX FD CLO PROPERTY TYPE: OTHER					11/28/2005	10/11/2011
38,524.00		30,920.00					7,604.00	
		1500. KONINKLIJKE PHILIPS ELECTRONICS SP PROPERTY TYPE: OTHER					03/30/2005	02/03/2011
46,184.00		41,565.00					4,619.00	
		700. PNC FINANCIAL SERVICES GROUP INC CO PROPERTY TYPE: OTHER					10/28/2003	12/05/2011
38,695.00		37,310.00					1,385.00	
		1500. PEPCO HOLDINGS INC COM PROPERTY TYPE: OTHER					03/31/2006	02/03/2011
27,795.00		34,320.00					-6,525.00	
		544. PFIZER INC COM PROPERTY TYPE: OTHER					02/10/1999	02/03/2011
10,363.00		18,558.00					-8,195.00	
		420. PFIZER INC COM PROPERTY TYPE: OTHER					02/10/1999	10/12/2011
7,946.00		14,328.00					-6,382.00	
		55.9 PFIZER INC COM PROPERTY TYPE: OTHER					02/10/1999	10/12/2011
1,058.00		1,907.00					-849.00	
		392. PFIZER INC COM PROPERTY TYPE: OTHER					02/10/1999	10/12/2011
7,417.00		12,338.00					-4,921.00	
		588. PFIZER INC COM PROPERTY TYPE: OTHER					02/10/1999	10/12/2011
11,125.00		18,453.00					-7,328.00	

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)	
		1044.1 PFIZER INC COM PROPERTY TYPE: OTHER					10/16/2009	10/12/2011
19,754.00		18,287.00					1,467.00	
		600. ST JUDE MED INC COM PROPERTY TYPE: OTHER					01/24/2007	10/12/2011
22,980.00		23,655.00					-675.00	
		600. ST JUDE MED INC COM PROPERTY TYPE: OTHER					05/11/2005	10/12/2011
22,980.00		22,818.00					162.00	
		700. SOUTHERN CO COM PROPERTY TYPE: OTHER					11/06/2009	12/05/2011
30,974.00		22,081.00					8,893.00	
		700. SYSCO CORP COM PROPERTY TYPE: OTHER					11/28/2005	12/05/2011
20,573.00		23,128.00					-2,555.00	
		245. 3M CO COM PROPERTY TYPE: OTHER					02/28/2006	10/25/2011
18,916.00		18,032.00					884.00	
		800. WALGREEN CO COM PROPERTY TYPE: OTHER					06/21/2004	10/25/2011
27,048.00		28,728.00					-1,680.00	
		1000. WINDSTREAM CORP COM PROPERTY TYPE: OTHER					06/25/2007	12/05/2011
11,980.00		15,060.00					-3,080.00	
		2000. WINDSTREAM CORP COM PROPERTY TYPE: OTHER					01/24/2007	12/05/2011
23,960.00		29,200.00					-5,240.00	

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)	
TOTAL GAIN(LOSS)							---------- -29,054. ==========	

JSA
1E1730 1 000

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS		78,133.	78,133.
COMMON TRUST FD INCOME		32,427.	32,427.
	TOTAL	110,560.	110,560.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP UNDISTRIBUTED EARNINGS	538.	538.
TOTALS	538.	538.

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	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	295.	295.
FEDERAL TAX PAYMENT - PRIOR YE	898.	
FEDERAL ESTIMATES - PRINCIPAL	2,040.	
TOTALS	3,233.	295.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER NON-ALLOCABLE EXPENSE -	200.		200.
OTHER NON-ALLOCABLE EXPENSE -	1,000.		1,000.
DIVIDEND INVESTMENT EXPENSE -	15.	15.	
TOTALS	1,215.	15.	1,200.

THE CHARLES M AND HELEN M BROWN MEMORIAL 34-7104901

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED	C	3,817,318.	4,338,006.
TOTALS		3,817,318.	4,338,006.

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

OFFICER NAME:
KEYBANK N.A.
ADDRESS:
127 PUBLIC SQUARE
CLEVELAND, OH 44114
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 34,019.

OFFICER NAME:
RAYMOND L PIANKA
ADDRESS:
6405 FRANKLIN BLVD
CLEVELAND, OH 44102
TITLE:
TRUST ADVISOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION: 34,019.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
SEE ATTACHED LIST
ADDRESS:
SEE ATTACHED LIST
CLEVELAND, OH 44114
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 179,000.

TOTAL GRANTS PAID: 179,000.
==============

CHARITABLE TRUSTS HOLDINGS REPORT

K-RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME
0-10-213-0535040 BROWN CHLS & HLN MEMORIAL F T/A 566 M J BUNN 216-813-4522
ISCAL YEAR CODE 1231 AS OF 12-31-2011

REPORT TAC-CRR41
RUN DATE 2012-01-18
BUS DATE 2012-01-17
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SAR ID TAC000PCRR41

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
G1151C101	ACCENTURE PLC FGN COM CL A	35,930.25	0.00	39,035.12	675.000
000375204	ABB LTD SPONS ADR	28,245.00	0.00	35,160.00	1,500.000
00206R102	AT&T INC COM	30,240.00	0.00	25,420.00	1,000.000
030420103	AMERICAN WATER WORKS CO INC COM	40,143.60	0.00	37,245.60	1,260.000
064149107	BANK OF NOVA SCOTIA FGN COM	29,886.00	0.00	30,041.88	600.000
149123101	CATERPILLAR INC DEL COM	54,360.00	0.00	13,856.23	600.000
166764100	CHEVRON CORP COM	42,560.00	0.00	13,507.27	400.000
172062101	CINCINNATI FINANCIAL CORP COM	30,460.00	0.00	29,449.90	1,000.000
191216100	COCA COLA CO COM	32,536.05	0.00	30,778.26	465.000
194162103	COLGATE PALMOLIVE CO COM	64,673.00	0.00	33,807.97	700.000
20825C104	CONOCOPHILLIPS COM	43,722.00	0.00	14,607.00	600.000
22160K105	COSTCO WHOLESALE CORP COM	58,324.00	0.00	40,068.00	700.000
254687106	WALT DISNEY CO COM	60,000.00	0.00	48,473.29	1,600.000
256206103	DODGE & COX INTERNATIONAL STOC F OPEN-END FUND	40,936.00	0.00	39,830.00	1,400.000
263534109	DU PONT E I DE NEMOURS & CO COM	54,936.00	0.00	56,796.68	1,200.000
268648102	EMC CORP COM	64,620.00	0.00	35,701.00	3,000.000
30231G102	EXXON MOBIL CORP COM	76,284.00	0.00	30,609.25	900.000
423074103	H J HEINZ CO	64,848.00	0.00	41,979.00	1,200.000

CHARITABLE TRUSTS HOLDINGS REPORT

REPORT TAC-CRR41
RUN DATE 2012-01-18
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K-RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME
0-10-213-0535040 BROWN CHLS & HLN MEMORIAL F T/A 566 M J BUNN 216-813-4522
ISCAL YEAR CODE 1231 AS OF 12-31-2011

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
	COM				
437076102	HOME DEPOT INC COM	46,244.00	0.00	35,539.19	1,100.000
438516106	HONEYWELL INTERNATIONAL INC COM	76,090.00	0.00	46,108.90	1,400.000
458140100	INTEL CORP COM	48,500.00	0.00	63,421.90	2,000.000
459200101	INTERNATIONAL BUSINESS MACHS COM	91,940.00	0.00	42,754.14	500.000
464286509	ISHARES MSCI CANADA INDEX FD CLOSED-END FUND	42,560.00	0.00	42,575.84	1,600.000
464286665	ISHARES MSCI PAC EX-JPN INDEX FD CLOSED-END FUND	42,823.00	0.00	44,638.00	1,100.000
464287176	ISHARES BARCLAYS TIPS BOND FUND CLOSED-END FUND	233,380.00	0.00	201,508.48	2,000.000
464287465	ISHARES MSCI EAFE INDEX FUND CLOSED-END FUND	60,426.60	0.00	65,506.20	1,220.000
464287804	ISHARES S&P SMALLCAP 600 INDEX CLOSED-END FUND	54,640.00	0.00	39,384.00	800.000
478160104	JOHNSON & JOHNSON COM	59,022.00	0.00	45,495.00	900.000
48203R104	JUNIPER NETWORKS INC COM	18,369.00	0.00	34,443.00	900.000
548661107	LOWES COS INC COM	28,425.60	0.00	14,621.25	1,120.000
580135101	MCDONALDS CORP COM	80,264.00	0.00	17,920.00	800.000
59156R108	METLIFE INC COM	21,826.00	0.00	33,999.00	700.000
594918104	MICROSOFT CORP COM	58,150.40	0.00	90,440.00	2,240.000
641224415	NEUBERGER BERMAN EMERG MKTS EQTY OPEN-END FUND INSTL CL	48,928.58	0.00	50,000.00	3,571.429
649445103	NEW YORK COMMUNITY BANCORP INC COM	18,555.00	0.00	27,584.85	1,500.000

CHARITABLE TRUSTS HOLDINGS REPORT

K-RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME
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ISCAL YEAR CODE 1231 AS OF 12-31-2011

REPORT TAC-CRR41
RUN DATE 2012-01-18
BUS DATE 2012-01-17
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CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
651639106	NEWMONT MINING CORP COM	60,010.00	0.00	38,153.04	1,000.000
65339F101	NEXTERA ENERGY INC COM	42,616.00	0.00	38,196.95	700.000
655844108	NORFOLK SOUTHERN CORP COM	41,165.90	0.00	38,210.84	565.000
665859104	NORTHERN TR CORP COM	19,830.00	0.00	26,935.00	500.000
66987V109	NOVARTIS AG ADR	37,732.20	0.00	38,359.13	660.000
68389X105	ORACLE CORP COM	25,650.00	0.00	32,069.90	1,000.000
693390700	PIMCO FUNDS-TOTAL RETURN FUND OPEN-END FUND INSTL CL	74,182.77	0.00	78,320.06	6,824.542
73935S105	POWERSHARES DB COMMODITY INDEX CLOSED-END FUND	53,680.00	0.00	45,170.00	2,000.000
74144T108	T ROWE PRICE GROUP INC COM	39,865.00	0.00	29,036.00	700.000
742718109	PROCTER & GAMBLE CO COM	51,700.25	0.00	29,156.11	775.000
744573106	PUBLIC SERVICE ENTERPRISE GROUP COM	31,359.50	0.00	30,979.41	950.000
7495200A1	KT SHORT TERM DEPOSIT FUND	90,801.45	5,482.27	96,283.72	96,283.720
7495200D5	KT INTER-TERM FIXED INCOME FUND	271,778.24	0.00	267,298.76	12,400.000
749520902	KT GOVERNMENT MORTGAGE FUND	175,813.56	0.00	161,648.20	1,800.000
773903109	ROCKWELL AUTOMATION INC COM	58,696.00	0.00	46,458.00	800.000
806407102	HENRY SCHEIN INC COM	38,658.00	0.00	38,433.66	600.000
806857108	SCHLUMBERGER LTD FGN COM	61,479.00	0.00	20,660.04	900.000
832696405	SMUCKER J M CO COM	39,085.00	0.00	30,169.95	500.000

CHARITABLE TRUSTS HOLDINGS REPORT

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K-RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME
0-10-213-0535040 BROWN CHLS & HLN MEMORIAL F T/A 566 M J BUNN 216-813-4522
ISCAL YEAR CODE 1231 AS OF 12-31-2011

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
867224107	SUNCOR ENERGY INC FGN COM	23,064.00	0.00	33,879.92	800.000
881624209	TEVA PHARMACEUTICAL INDS LTD SPONS ADR	20,180.00	0.00	26,060.00	500.000
883556102	THERMO FISHER SCIENTIFIC INC COM	26,982.00	0.00	27,072.00	600.000
88579Y101	3M CO COM	53,533.15	0.00	33,930.50	655.000
911312106	UNITED PARCEL SERVICE INC COM CL B	43,914.00	0.00	42,228.00	600.000
922031851	VANGUARD SHORT-TERM TREASURY FD OPEN-END FUND ADMIRAL CL	308,378.94	0.00	309,838.53	28,580.069
998154231	CHARITABLE MID CAP FUND	164,188.38	0.00	180,839.28	1,020.000
998154249	CHARITABLE CONVERTIBLE SEC FUND	134,896.98	0.00	157,261.77	5,800.000
998155139	CHARITABLE INTERMEDIATE TERM FIXED INCOME FUND	460,435.62	0.00	420,341.84	21,800.000
	*** TOTAL ***	4,332,524.02	5,482.27	3,809,296.81	231,564.760

ADJUSTMENT UNDISTRIBUTED PARTNERSHIP EARNINGS 8,021.00

3,817,317.81

Brown Memorial Foundation
2011 Grants

Name of Organization	Date	Address	Status	Grant Purpose	Amount
Our Lady of Mt Carmel Church	03/01/11	6928 Detroit Avenue	501©3	Capital Campaign	$20,000.00
		Cleveland OH 44102			
Court Community Service	03/01/11	1276 West 3rd St-Ste 706	501©3	Neighborhood Blight Removal	$5,000.00
		Cleveland OH 44113			
Ohio City Near West CDC	03/10/11	2525 Market Avenue	501©3	Historic & Neighborhood	$2,500.00
		Cleveland OH 44113		Preservation	
Greater Cleveland Habitat for Humanity	04/04/11	2110 W 110th St	501©3	Low Income Homeowner	$5,000.00
		Cleveland OH 44102		Property Maintenance	
Court Community Service	04/04/11	1276 West 3rd St-Ste 706	501©3	Neighborhood Blight Removal	$7,500.00
		Cleveland OH 44113			
Polish American Cultural Ctr	04/04/11	6501 Lansing Ave	501©3	Cultural Awareness	$1,000.00
		Cleveland OH 44105			
Cleveland State University Fdn	06/01/11	2121 Euclid Avenue	501©3	Educational Support	$5,000.00
		Cleveland OH 44115			
Polish American Cultural Ctr	04/04/11	6501 Lansing Ave	501©3	Cultural - Paderewski Memorial	$2,000.00
		Cleveland OH 44105			
Cleveland State University Fdn	06/01/11	2121 Euclid Avenue	501©3	Award for Excellence in	$1,500.00
		Cleveland OH 44115		Criminal Practice	
Riverside Cemetery Foundation	07/26/11	3607 Pearl Rd	501©3	Cultural/Historical Programs	$5,000.00
		Cleveland OH 44109			
Harvard Community Services Ctr	07/26/11	18240 Harvard Avenue	501©3	Educational Programs	$3,500.00
		Cleveland OH 44128			
Cleveland Metropolitan Bar Assn	09/22/11	1301 E 9th St	501©3	Law Related Education	$2,500.00
		Cleveland OH 44114			
90.3 WCPN Ideastream	10/11/11	1375 Euclid Ave	501©3	General Operating	$2,500.00
		Cleveland OH 44115		Support Public Radio	
Cleveland Tenant Organization	10/11/11	3631 Perkins Ave St 3a-4	501©3	Low Income Tenant	$1,500.00
		Cleveland OH 44114		Assistance	
Legal Aid Society of Cleveland	10/11/11	1223 W 6th St	501©3	Legal Representation for Low	$1,000.00
		Cleveland OH 44113		Income People	
Wire-Net (Westside Industrial	10/11/11	4855 W 130th St # 1	501©3	Jobs Program	$2,500.00
Retention & Expansion Network)		Cleveland OH 44135			
Greater Abyssinia Baptist Church	11/10/11	1161 E 105th St	501©3	Religious Programs	$2,000.00
		Cleveland OH 44108			

Brown Memorial Foundation
2011 Grants

Friendship Foundation of American-	11/10/11	5400 Detroit Ave		501©3		Cultural Programs	$2,000.00
Vietnamese		Cleveland OH 44102					
Friendly Inn Settlement	11/10/11	2386 Urwin Rd		501©3		Community Center	$2,500.00
		Cleveland OH 44104					
Friends of St Colman Foundation	11/22/11	2027 W 65th St		501©3		Care for the Poor	$2,000.00
		Cleveland OH 44102					
Detroit Shoreway Community	12/29/11	6516 Detroit Ave		501©3		Safety, Community Improvement	$40,000.00
Development		Cleveland OH 44102				and Blight Removal	
Community Housing Solutions	12/29/11	1967 West 45th St		501©3		Foreclosure Prevention and	$10,000.00
		Cleveland OH 44102				Home Repair	
Mayo Society of Greater Cleveland	12/29/11	P O Box 19185		501©3		Cultural/Historical Programs	$1,500.00
		Cleveland OH 44119					
Neighborhood Solutions	12/29/11	6600 Hough Avenue		501©3		Prisoner/Family Services and	$5,000.00
		Cleveland OH 44103				Bio-Tech Project	
Cleveland Arts Prize	12/29/11	P O Box 21126		501©3		Cultural Purpose	$3,500.00
		Cleveland OH 44121					
Court Community Service	12/29/11	1276 West 3rd St-Ste 706		501©3		Outreach to Nonprofits	$5,000.00
		Cleveland OH 44113					
Collinwood and Nottingham	12/29/11	15614 St Clair Ave		501©3		Community Outreach and	$20,000.00
Village Development		Cleveland OH 44110				Neighborhood Cleanup	
Greater Cleveland Habitat for Humanity	12/29/11	2110 W 110th St		501©3		Low Income Homeowner	$5,000.00
		Cleveland OH 44102				Home Repair Materials	
Cleveland State University	12/29/11	2121 Euclid Avenue		501©3		Historical Research	$10,000.00
Department of History		Cleveland OH 44115					
Northeast Ohio Coalition for the	12/29/11	3631 Perkins Ave St 3a-3		501©3		Homeless Prevention	$2,500.00
Homeless		Cleveland OH 44114					
TOTAL							**$179,000.00**