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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, 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)* ▶ $ 4,519,187.

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	115,861.	115,861.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	349,906.			
	b Gross sales price for all assets on line 6a 960,771.				
	7 Capital gain net income (from Part IV, line 2)		349,906.		
	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)	260.	260.		STMT 2
	12 **Total.** Add lines 1 through 11	466,027.	466,027.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	33,658.	25,243.		8,414.
	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	2,413.	583.		
	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	1,202.			1,202.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	38,523.	25,826.	NONE	10,866.
	25 Contributions, gifts, grants paid	220,000.			220,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	258,523.	25,826.	NONE	230,866.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	207,504.			
	b **Net investment income** (if negative, enter -0-)		440,201.		
	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	3,817,318.	4,024,822.	4,519,187.
	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)	3,817,318.	4,024,822.	4,519,187.
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)		NONE	
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. ▶ [X]			
	27 Capital stock, trust principal, or current funds	3,817,318.	4,024,822.	
	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)	3,817,318.	4,024,822.	
	31 Total liabilities and net assets/fund balances (see instructions)	3,817,318.	4,024,822.	

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	3,817,318.
2 Enter amount from Part I, line 27a	2	207,504.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	4,024,822.
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	4,024,822.

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	PUBLICLY TRADED SECURITIES			
b	OTHER GAINS AND LOSSES			
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	833,505.		604,982.	228,523.
b	127,266.		5,883.	121,383.
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				228,523.
b				121,383.
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	349,906.
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))
2011	201,181.	4,465,491.	0.045052
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

2 **Total** of line 1, column (d)	2	0.254293
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	0.050859
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,509,310.
5 Multiply line 4 by line 3	5	229,339.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,402.
7 Add lines 5 and 6	7	233,741.
8 Enter qualifying distributions from Part XII, line 4	8	230,866.

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	8,804.
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	8,804.
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	8,804.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 1,940.		
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	1,940.
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	6,864.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ NONE **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 Instructions for the 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 2012 or the taxable year beginning in 2012 (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			
16	At any time during calendar year 2012, 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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 2012 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 2012.)*	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 2012?	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? *If "Yes" to 6b, file Form 8870*	**6b**		X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	**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
KEYBANK, N.A 127 PUBLIC SQUARE, CLEVELAND, OH 44114	TRUSTEE 1	33,658.	-0-	-0-
RAYMOND L PIANKA 6405 FRANKLIN BLVD, CLEVELAND, OH 44102	TRUST ADVISOR 1			

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

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	4,577,980.
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	4,577,980.
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	4,577,980.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	68,670.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,509,310.
6	**Minimum investment return.** Enter 5% of line 5	6	225,466.

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	225,466.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	8,804.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	8,804.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	216,662.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	216,662.
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	216,662.

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	230,866.
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	230,866.
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	230,866.

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 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				216,662.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			219,023.	
b	Total for prior years 20 10 ,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2012				
a	From 2007 NONE				
b	From 2008 NONE				
c	From 2009 NONE				
d	From 2010 NONE				
e	From 2011 NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 230,866.				
a	Applied to 2011, but not more than line 2a			219,023.	
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 2012 distributable amount				11,843.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2012 *(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 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				204,819.
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 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9				
a	Excess from 2008 NONE				
b	Excess from 2009 NONE				
c	Excess from 2010 NONE				
d	Excess from 2011 NONE				
e	Excess from 2012 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 2012, 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 (a) 2012	Prior 3 years (b) 2011	(c) 2010	(d) 2009	(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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed.

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

c Any submission deadlines

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

34-7104901

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 ATTACHED LIST SEE ATTACHED LIST CLEVELAND OH 44114	NONE	PUBLIC 501	GENERAL OPERATIONS	220,000.
Total ▶ 3a				220,000.
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	115,861.	
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	260.	
8 Gain or (loss) from sales of assets other than inventory			18	349,906.	
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)				466,027.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 466,027.

(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 | 08/12/2013 ▶ 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 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST	84,998.	84,998.
CTF INCOME	30,863.	30,863.
TOTAL	115,861.	115,861.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
POWERSHARES DB COMMODITY INDEX TRACKING	260.	260.
TOTALS	260.	260.

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	583.	583.
FEDERAL ESTIMATES - PRINCIPAL	1,830.	
TOTALS	2,413.	583.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER NON-ALLOCABLE EXPENSE -	200.	200.
OTHER NON-ALLOCABLE EXPENSE -	1,002.	1,002.
TOTALS	1,202.	1,202.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F
SEE ATTACHED	C
TOTALS	

THE CHARLES M AND HELEN M BROWN MEMORIAL 34-7104901

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
OTHER GAINS AND LOSSES					
199.86 CHARITABLE CONVERTIBLE SEC FUND	10/08/2004	12/17/2012	5,000.00	5,883.00	-883.00
TOTAL OTHER GAINS AND LOSSES			5,000.00	5,883.00	-883.00
Totals			5,000.00	5,883.00	-883.00

JSA
2F0970 1 000

GAINS AND LOSSES FROM PASS-THRU ENTITIES

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	8,257.00	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		8,257.00

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	114,009.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		114,009.00

NAME OF ORGANIZATION	DATE	ADDRESS	STATUS	GRANT PURPOSE	AMOUNT
CLEVELAND RESTORATION SOCIETY	2/13/2012	3751 PROSPECT AVENUE	501(C)3	HISTORICAL PRESERVATION	5,000 00
		CLEVELAND, OHIO 44115			
OHIO CITY INC	3/13/2012	2525 MARKET AVENUE, SUITE A	501(C)3	HISTORICAL	2,500 00
		CLEVELAND, OHIO 44113			
OUR LADY OF MOUNT CARMEL SCHOOL	3/13/2012	1355 W 70TH STREET	501(C)3	EDUCATIONAL	2,000 00
		CLEVELAND, OHIO 44102			
CLEVELAND NEW LIGHT (NUEVA LUZ)	4/19/2012	2226 W 89TH STREET	501(C)3	CULTURAL ACTIVITIES	1,000 00
CHURCH OF THE NAZARENE		CLEVELAND, OHIO 44102			
CASE WESTERN RESERVE UNIVERSITY	6/6/2012	10900 EUCLID AVENUE	501(C)3	EDUCATIONAL	3,000 00
MANDEL SCHOOL OF APPLIED SOCIAL SCIENCES		CLEVELAND, OHIO 44106			
HARVARD COMMUNITY SERVICES CENTER	8/1/2012	18240 HARVARD AVENUE	501(C)3	EDUCATIONAL	5,000 00
		CLEVELAND, OHIO 44128			
IRISH AMERICAN ARCHIVES SOCIETY	8/1/2012	PO BOX 91756	501(C)3	HISTORICAL PURPOSES	2,500 00
		CLEVELAND, OHIO 44101			
FRIENDS OF ST COLMAN FOUNDATION	8/1/2012	2027 W 65TH STREET	501(C)3	RELIGIOUS PURPOSES	2,000 00
		CLEVELAND, OHIO 44102			
POLISH AMERICAN CULTURAL CENTER	8/1/2012	6501 LANSING AVENUE	501(C)3	CULTURAL ACTIVITIES	2,000 00
		CLEVELAND, OHIO 44105			
NAACP CLEVELAND CHAPTER	8/30/2012	2131 STOKES BLVD	501(C)3	GENERAL SUPPORT	1,500 00
		CLEVELAND, OHIO 44106			
CLEVELAND PUBLIC THEATER	8/30/2012	6415 DETROIT AVENUE	501(C)3	CULTURAL PURPOSE	1,500 00
		CLEVELAND, OHIO 44102			
WCPN 90 3 IDEASTREAM	10/11/2012	1375 EUCLID AVENUE	501(C)3	GENERAL OPERATING SUPPORT	2,500 00
		CLEVELAND, OHIO 44115		FOR PUBLIC RADIO	
CLEVELAND DIVINE MERCY	10/11/2012	4405 BROOKLYN AVENUE	501(C)3	RELIGIOUS	1,500 00
		CLEVELAND, OHIO 44109			
COLLINGWOOD NOTTINGHAM VILLAGE, INC	10/11/2012	15614 ST CLAIR AVENUE	501(C)3	COMMUNITY DEVELOPMENT	10,000 00
		CLEVELAND, OHIO 44110		ACTIVITIES	
CHURCH OF LATTER DAY SAINTS, OHIO DIVISION	10/11/2012	2070 W 117TH STREET	501(C)3	RELIGIOUS	1,500 00
		CLEVELAND, OHIO 44111			

NAME OF ORGANIZATION	DATE	ADDRESS	STATUS	GRANT PURPOSE	AMOUNT
ESOP	10/11/2012	3631 PERKINS AVENUE, STE 4C-5	501(C)3	FORECLOSURE PREVENTION	1,000 00
		CLEVELAND, OHIO 44109			
DISCOVERY CENTER INC	10/11/2012	13512 KINSMAN ROAD	501(C)3	EDUCATIONAL	2,500 00
		CLEVELAND, OHIO 44120			
RIVERSIDE CEMETERY FOUNDATION	12/20/2012	3607 PEARL ROAD	501(C)3	CULTURAL/HISTORICAL PROGRAMS	5,000 00
		CLEVELAND, OHIO 44109			
ART ON WHEELS	12/20/2012	1148 MAIN STREET, SUITE 500	501(C)3	CULTURAL/EDUCATIONAL/HISTORICAL	10,000 00
		CLEVELAND, OHIO 44113		PROGRAMS	
CLEVELAND HABITAT FOR HUMANITY	12/20/2012	2110 W 110TH STREET	501(C)3	HOUSING	5,000 00
		CLEVELAND, OHIO 44102			
MONROE STREET CEMETERY FOUNDATION	12/20/2012	3302 HANCOCK AVENUE	501(C)3	HISTORICAL	2,000 00
		CLEVELAND, OHIO 44113			
NEIGHBORHOOD SOLUTIONS	12/20/2012	6600 HOUGH AVENUE	501(C)3	RE-ENTRY/COMMUNITY DEVELOPMENT	5,000 00
		CLEVELAND, OHIO 44103			
FRIENDSHIP FOUNDATION OF	12/20/2012	5400 DETROIT AVENUE	501(C)3	HOUSING/COMMUNITY DEVELOPMENT	10,000 00
AMERICAN-VIETNAMESE		CLEVELAND, OHIO 44102			
ST CASIMIR ROMAN CATHOLIC CHURCH	12/20/2012	8223 SOWINSKI AVENUE	501(C)3	RELIGIOUS	2,000 00
		CLEVELAND, OHIO 44103			
COURT COMMUNITY SERVICE	12/20/2012	1276 WEST 3RD STREET, STE 706	501(C)3	COMMUNITY IMPROVEMENT	5,000 00
		CLEVELAND, OHIO 44113			
CLEVELAND PUBLIC THEATER	12/20/2012	6415 DETROIT AVENUE	501(C)3	CULTURAL PURPOSE	1,500 00
		CLEVELAND, OHIO 44102			
EARTH DAY COALITION	12/20/2012	3606 BRIDGE AVENUE	501(C)3	ENVIRONMENTAL	5,000 00
		CLEVELAND, OHIO 44113			
HARVARD COMMUNITY SERVICES CENTER	12/20/2012	18240 HARVARD AVENUE	501(C)3	EDUCATIONAL	5,000 00
		CLEVELAND, OHIO 44128			
POLISH AMERICAN CULTURAL CENTER	12/20/2012	6501 LANSING AVENUE	501(C)3	CULTURAL ACTIVITIES	10,000 00
		CLEVELAND, OHIO 44105			
CLEVELAND RESTORATION SOCIETY	12/20/2012	3751 PROSPECT AVENUE	501(C)3	HISTORICAL PRESERVATION	15,000 00
		CLEVELAND, OHIO 44115			

NAME OF ORGANIZATION	DATE	ADDRESS	STATUS	GRANT PURPOSE	AMOUNT
GORDON SQUARE ARTS DISTRICT	12/20/2012	6516 DETROIT AVENUE, STE 1	501(C)3	CULTURAL	40,000 00
		CLEVELAND, OHIO 44102			
LAND STUDIO	12/20/2012	1939 W 25TH STREET, STE 200	501(C)3	URBAN VACANT LAND REUSE	12,000 00
		CLEVELAND, OHIO 44113			
JULIA BURGOS CULTURAL ARTS CENTER	12/21/2012	5209 DETROIT AVENUE	501(C)3	CULTURAL	2,500 00
		CLEVELAND, OHIO 44102			
COMMUNITY HOUSING SOLUTIONS	12/21/2012	1967 WEST 45TH STREET	501(C)3	FORECLOSURE PREVENTION AND	28,000 00
		CLEVELAND, OHIO 44102		HOME REPAIR	
WESTERN RESERVE HISTORICAL	12/21/2012	10825 EAST BLVD	501(C)3	HISTORICAL	5,000 00
		CLEVELAND, OHIO 44106			
CLEVELAND TENANTS ORGANIZATION	12/21/2012	3631 PERKINS AVENUE, STE 3A-4	501(C)3	SENIOR TENANT HOUSING	2,000 00
		CLEVELAND, OHIO 44114		EAST CLEVELAND	
KOSCIUSZKO FOUNDATION	12/21/2012	6501 LANSING AVENUE	501(C)3	CULTURAL	3,000 00
		CLEVELAND, OHIO 44105			
TOTALS					220,000 00

CHARITABLE TRUSTS HOLDINGS REPORT

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BK-RG-OFF-ACCOUNT ACCOUNT NAME
20-10-213-0535040 BROWN CHLS & HLN MEMORIAL F T/A
FISCAL YEAR CODE 1231 AS OF 12-31-2012

TAX ANALYST/NAME
562 S M COLLINS 216-813-4522

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
G1151C101	ACCENTURE PLC FGN COM CL A	44,887.50	0.00	39,035.12	675.000
G29183103	EATON CORP PLC FGN COM	36,571.50	0.00	35,036.28	675.000
00206R102	AT&T INC COM	33,710.00	0.00	25,420.00	1,000.000
030420103	AMERICAN WATER WORKS CO INC COM	46,783.80	0.00	37,245.60	1,260.000
064149107	BANK OF NOVA SCOTIA FGN COM	34,728.00	0.00	30,041.88	600.000
125896100	CMS ENERGY CORP COM	20,357.30	0.00	20,190.30	835.000
149123101	CATERPILLAR INC DEL COM	30,466.89	0.00	7,851.86	340.000
166764100	CHEVRON CORP COM	43,256.00	0.00	13,507.27	400.000
172062101	CINCINNATI FINANCIAL CORP COM	39,160.00	0.00	29,449.90	1,000.000
191216100	COCA COLA CO COM	33,712.50	0.00	30,778.26	930.000
194162103	COLGATE PALMOLIVE CO COM	50,701.90	0.00	23,424.09	485.000
20825C104	CONOCOPHILLIPS COM	34,794.00	0.00	11,260.86	600.000
22160K105	COSTCO WHOLESALE CORP COM	59,238.00	0.00	34,344.00	600.000
254687106	WALT DISNEY CO COM	59,748.00	0.00	35,158.89	1,200.000
256206103	DODGE & COX INTERNATIONAL STOC F OPEN-END FUND	48,496.00	0.00	39,830.00	1,400.000
268648102	EMC CORP COM	48,070.00	0.00	20,677.00	1,900.000
29266R108	ENFRGIZER HOLDINGS INC COM	23,994.00	0.00	20,249.82	300.000
30231G102	EXXON MOBIL CORP	46,304.25	0.00	18,193.20	535.000

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
	COM				
307000109	FAMILY DLR STORES INC COM	19,023.00	0.00	20,108.94	300.000
42217K106	HEALTH CARE REIT INC REIT	32,177.25	0.00	29,893.45	525.000
423074103	H J HEINZ CO COM	53,354.00	0.00	32,358.81	925.000
437076102	HOME DEPOT INC COM	57,211.25	0.00	27,446.94	925.000
438516106	HONEYWELL INTERNATIONAL INC COM	47,602.50	0.00	20,317.50	750.000
458140100	INTEL CORP COM	41,240.00	0.00	63,421.90	2,000.000
459200101	INTERNATIONAL BUSINESS MACHS COM	57,465.00	0.00	23,998.31	300.000
464286509	ISHARES MSCI CANADA INDEX FD CLOSED-END FUND	73,840.00	0.00	71,465.74	2,600.000
464286665	ISHARES MSCI PAC EX-JPN INDEX FD CLOSED-END FUND	84,380.60	0.00	74,963.43	1,790.000
464287176	ISHARES BARCLAYS TIPS BOND FUND CLOSED-END FUND	216,716.85	0.00	179,743.81	1,785.000
464287465	ISHARES MSCI EAFE INDEX FUND CLOSED-END FUND	69,369.20	0.00	65,506.20	1,220.000
464287499	ISHARES RUSSELL MIDCAP INDEX FD CLOSED-END FUND	48,633.00	0.00	45,824.84	430.000
464287804	ISHARES CORE S&P SMALL-CAP ETF CLOSED-END FUND	197,983.50	0.00	168,133.53	2,535.000
478160104	JOHNSON & JOHNSON COM	48,018.50	0.00	33,091.65	685.000
580135101	MCDONALDS CORP COM	48,515.50	0.00	12,281.50	550.000
58933Y105	MERCK & CO INC COM	31,933.20	0.00	30,318.52	780.000
59156R108	METLIFE INC COM	23,058.00	0.00	33,999.00	700.000

CHARITABLE TRUSTS HOLDINGS REPORT

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BK-RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME
20-10-213-0535040 BROWN CHLS & HLN MEMORIAL F T/A 562 S M COLLINS 216-813-4522
FISCAL YEAR CODE 1231 AS OF 12-31-2012

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
594918104	MICROSOFT CORP COM	44,204.55	0.00	66,820.62	1,655.000
641224415	NEUBERGER BERMAN EMERG MKTS EQTY OPEN-END FUND INSTL CL	146,750.89	0.00	129,999.99	8,851.079
649445103	NEW YORK COMMUNITY BANCORP INC COM	19,650.00	0.00	27,584.85	1,500.000
651639106	NEWMONT MINING CORP COM	46,440.00	0.00	38,153.04	1,000.000
65339F101	NEXTERA ENERGY INC COM	48,433.00	0.00	38,196.95	700.000
655844108	NORFOLK SOUTHERN CORP COM	34,939.60	0.00	38,210.84	565.000
66987V109	NOVARTIS AG ADR	41,778.00	0.00	38,359.13	660.000
68389X105	ORACLE CORP COM	33,320.00	0.00	32,069.90	1,000.000
693390700	PIMCO FUNDS-TOTAL RETURN FUND OPEN-END FUND INSTL CL	78,520.84	0.00	80,152.41	6,985.840
718546104	PHILLIPS 66 COM	15,930.00	0.00	3,346.14	300.000
74144T108	T ROWE PRICE GROUP INC COM	45,581.97	0.00	29,036.00	700.000
742718109	PROCTER & GAMBLE CO COM	52,614.75	0.00	29,156.11	775.000
744573106	PUBLIC SERVICE ENTERPRISE GROUP COM	29,070.00	0.00	30,979.41	950.000
7495200A1	KT SHORT TERM DEPOSIT FUND - CASH	32,542.75	10,062.61	42,605.36	42,605.360
7495200D5	KT INTER-TERM FIXED INCOME FUND	276,469.16	0.00	270,439.19	12,400.000
749520902	KT GOVERNMENT MORTGAGE FUND	175,440.24	0.00	165,020.71	1,800.000
755111507	RAYTHEON CO COM	35,399.40	0.00	29,476.89	615.000
806407102	HENRY SCHEIN INC COM	48,252.00	0.00	38,433.66	600.000

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BK-RG-OFF-ACCOUNT ACCOUNT NAME TAX ANALYST/NAME
20-10-213-0535040 BROWN CHLS & HLN MEMORIAL F T/A 562 S M COLLINS 216-813-4522
FISCAL YEAR CODE 1231 AS OF 12-31-2012

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
87612E106	TARGET CORP COM	35,502.00	0.00	30,287.94	600.000
881624209	TEVA PHARMACEUTICAL INDS LTD SPONS ADR	18,670.00	0.00	26,060.00	500.000
883556102	THERMO FISHER SCIENTIFIC INC COM	38,268.00	0.00	27,072.00	600.000
911312106	UNITED PARCEL SERVICE INC COM CL B	44,238.00	0.00	42,228.00	600.000
913017109	UNITED TECHNOLOGIES CORP COM	31,573.85	0.00	29,656.55	385.000
922031851	VANGUARD SHORT-TERM TREASURY FD OPEN-END FUND ADMIRAL CL	309,181.81	0.00	312,070.96	28,787.878
998154231	CHARITABLE MID CAP FUND	337,165.59	0.00	438,673.86	1,910.344
998154249	CHARITABLE CONVERTIBLE SEC FUND	140,345.67	0.00	158,691.74	5,600.140
998155139	CHARITABLE INTERMEDIATE TERM FIXED INCOME FUND	463,341.56	0.00	427,471.41	21,800.000
	*** TOTAL ***	4,509,124.62	10,062.61	4,024,822.06	177,980.641