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 , and ending

Name of foundation
THE KATHRYN CARELL BROWN FOUNDATION

A Employer identification number
62-6314878

Number and street (or P O box number if mail is not delivered to street address)
4420 FORSYTHE PLACE

Room/suite

B Telephone number
(615) 463-2424

City or town, state, and ZIP code
NASHVILLE, TN 37205

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)* ▶$ 3,438,340.

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))

		(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			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,367.	1,367.		STATEMENT 1
	4 Dividends and interest from securities	98,747.	98,747.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	51,864.			
	b Gross sales price for all assets on line 6a 604,623.				
	7 Capital gain net income (from Part IV, line 2)		51,864.		
	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)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	151,978.	151,978.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	1,920.	0.		1,920.
	c Other professional fees STMT 4	11,792.	11,792.		0.
	17 Interest				
	18 Taxes STMT 5	2,159.	2,159.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	15,871.	13,951.		1,920.
	25 Contributions, gifts, grants paid	25,000.			25,000.
	26 Total expenses and disbursements. Add lines 24 and 25	40,871.	13,951.		26,920.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	111,107.			
	b **Net investment income** (if negative, enter -0-)		138,027.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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12-05-12 LHA For Paperwork Reduction Act Notice, see instructions.

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	Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only	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	725,980.	782,647.	782,647.
	3 Accounts receivable ▶ 504.			
	Less: allowance for doubtful accounts ▶	7.	504.	504.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	849,914.	839,462.	982,815.
	c Investments - corporate bonds STMT 7	1,419,177.	1,513,572.	1,582,962.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	115,000.	85,000.	89,412.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	3,110,078.	3,221,185.	3,438,340.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,110,078.	3,221,185.	
	30 **Total net assets or fund balances**	3,110,078.	3,221,185.	
	31 **Total liabilities and net assets/fund balances**	3,110,078.	3,221,185.	

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	3,110,078.
2 Enter amount from Part I, line 27a	2	111,107.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,221,185.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,221,185.

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	SEE ATTACHED STATEMENT			
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	604,623.		552,759.	51,864.

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				51,864.

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 51,864.

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). If (loss), enter -0- in Part I, line 8 } 3 N/A

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	1,011,650.	3,266,847.	.309672
2010	126,815.	3,792,637.	.033437
2009	155,553.	3,920,168.	.039680
2008	174,033.	3,990,192.	.043615
2007	124,745.	3,392,584.	.036770

2	**Total** of line 1, column (d)	2	.463174
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	.092635
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,279,332.
5	Multiply line 4 by line 3	5	303,781.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,380.
7	Add lines 5 and 6	7	305,161.
8	Enter qualifying distributions from Part XII, line 4	8	26,920.

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	2,761.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	2,761.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	2,761.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 2,400.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	2,400.
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	361.
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** ▶	**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 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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
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? N/A	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) ▶ TN			
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 ▶ LATTIMORE BLACK MORGAN & CAIN, PC Telephone no. ▶ 615-377-4600

Located at ▶ 5250 VIRGINIA WAY, SUITE 400, BRENTWOOD, TN ZIP+4 ▶ 37027

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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)?	N/A	1b		
	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.)	N/A	2b		
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.)*	N/A	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)*

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)? ☐ 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)? N/A | 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? N/A ☐ 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? N/A | 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.

(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
KATHRYN CARELL BROWN 4420 FORSYTHE PLACE NASHVILLE, TN 37205	CO-TRUSTEE 0.00	0.	0.	0.
DAVID H. BROWN 4420 FORSYTHE PLACE NASHVILLE, TN 37205	CO-TRUSTEE 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	2,592,600.
b	Average of monthly cash balances			1b	736,671.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	3,329,271.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	3,329,271.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	49,939.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	3,279,332.
6	**Minimum investment return.** Enter 5% of line 5			6	163,967.

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	163,967.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,761.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,761.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	161,206.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	161,206.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	161,206.

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	26,920.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	26,920.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	26,920.

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				161,206.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 32,809.				
b From 2008				
c From 2009				
d From 2010				
e From 2011 853,048.				
f Total of lines 3a through e	885,857.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 26,920.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				26,920.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	134,286.			134,286.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	751,571.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	751,571.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011 751,571.				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

KATHRYN CARELL BROWN

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

KATHRYN BROWN, 615-463-2424
95 WHITE BRIDGE ROAD, SUITE 514, NASHVILLE, TN 37205

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

SEE THE ATTACHED "APPLICATION FOR GRANT FUNDS"

c Any submission deadlines:

SEE THE ATTACHED "APPLICATION FOR GRANT FUNDS"

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

SEE THE ATTACHED "APPLICATION FOR GRANT FUNDS"

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*				
CAMP WIDJIWAGAN 3088 SMITH SPRINGS RD ANTIOCH, TN 37013	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSE TO FURTHER CHARITABLE PURP	5,000.
NASHVILLE ZOO 3777 NOLENSVILLE ROAD NASHVILLE, TN 37211	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSE TO FURTHER CHARITABLE PURP	10,000.
THE ENSWORTH SCHOOL 7401 HIGHWAY 100 NASHVILLE, TN 37221	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSE TO FURTHER CHARITABLE PURP	10,000.
Total			▶ 3a	25,000.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

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)
1 Program service revenue:	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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			14	1,367.	
4 Dividends and interest from securities			14	98,747.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	51,864.	
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)		0.		151,978.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 151,978.

(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).

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
		N/A	

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
N/A		

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

▶ Kathy C Brown 15-8-13 ▶ TRUSTEE

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MELISSA B. COTHRAN	Melissa B Cothran CPA	5/6/13		P00368963

Firm's name ▶ LATTIMORE BLACK MORGAN & CAIN, P.C. Firm's EIN ▶ 62-1199757

Firm's address ▶ P.O. BOX 1869
BRENTWOOD, TN 37024-1869

Phone no. (615)377-4600

THE KATHRYN CARELL BROWN FOUNDATION

CONTINUATION FOR 990-PF, PART IV
62-6314878 PAGE 1 OF 1

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	GOLDMAN SACHS #54301-4 (SEE ATTACHMENT 1)	P		
b	GOLDMAN SACHS #54301-4 (SEE ATTACHMENT 1)	P		
c	GOLDMAN SACHS #54302-2 (SEE ATTACHMENT 2)	P		
d	GOLDMAN SACHS #54302-2 (SEE ATTACHMENT 2)	P		
e	GOLDMAN SACHS #54303-0 (SEE ATTACHMENT 3)	P		
f	GOLDMAN SACHS #54303-0 (SEE ATTACHMENT 3)	P		
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
l				
m				
n				
o				

	(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	305,623.		284,364.	21,259.
b	62,919.		65,000.	-2,081.
c	105,779.		100,053.	5,726.
d	47,622.		44,528.	3,094.
e	16,617.		16,693.	-76.
f	45,164.		42,121.	3,043.
g	20,899.			20,899.
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				21,259.
b				-2,081.
c				5,726.
d				3,094.
e				-76.
f				3,043.
g				20,899.
h				
i				
j				
k				
l				
m				
n				
o				

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	51,864.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

THE KATHRYN CARELL BROWN FOUNDATION
EIN: 62-6314878
SCH D - ATTACHMENT 1

Tax Year	Account No	Legal Name
2012	003-54301-4	THE KATHRYN CARELL BROWN

REALIZED GAINS AND LOSSES

Supplemental Information - Consult your Form 1099 for tax reporting purposes

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
SPDR EURO STOXX 50 FD ETF (78463X202)	05/22/2012	10/19/2012	70 00	2,260 25	0 00	1,964 90	295 35
SPDR EURO STOXX 50 FD ETF (78463X202)	02/02/2012	10/19/2012	1,000 00	32,289 27	0 00	32,138 80	150 47
Net Covered Short-Term Gains (Losses)				**34,549.52**	**0.00**	**34,103.70**	**445.82**
NonCovered Short-Term Gains (Losses)							
ISHARES MSCI ACWI INDEX FUND EXCHANGE-TRADED FUND (464288257)	12/28/2011	08/30/2012	6,000.00	271,073 92	0 00	250,260 00	20,813 92
Net NonCovered Short-Term Gains (Losses)				**271,073.92**	**0.00**	**250,260.00**	**20,813.92**

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
BNP PARIBAS LNKD TO DEC 2012 WTI CRUDE OIL 0% COUPON DUE NOV 20, 2012 STRUCTURED NOTE (05567L2G1)	07/07/2011	11/20/2012	65,000 00	62,918 56	0 00	65,000 00	(2,081 44)
Net NonCovered Long-Term Gains (Losses)				**62,918.56**	**0.00**	**65,000.00**	**(2,081.44)**

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[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

Tax Year	Account No	Legal Name
2012	003-54302-2	THE KATHRYN CARELL BROWN

REALIZED GAINS AND LOSSES

Supplemental Information - Consult your Form 1099 for tax reporting purposes

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
GOOGLE, INC CMN CLASS A (38259P508)	06/22/2011	01/06/2012	2.00	1,302 83	0 00	981 63	321 20
CHEVRON CORPORATION CMN (166764100)	09/23/2011	01/11/2012	11.00	1,183 01	0 00	995 54	187 47
LYONDELLBASELL INDUSTRIES N V CMN CLASS A (N53745100)	05/17/2011	01/18/2012	13.00	525 70	0 00	454 01	71 69
LYONDELLBASELL INDUSTRIES N V CMN CLASS A (N53745100)	05/17/2011	01/18/2012	18 00	727 89	0 00	615 58	112 31
UNILEVER N V NY SHS (NEW) ADR CMN (904784709)	03/01/2011	01/18/2012	22 00	718 74	0 00	665 99	52 75
THE MOSAIC COMPANY CMN (61945C103)	07/08/2011	01/19/2012	18 00	968 33	0 00	1,268 33	(300 00)
BAKER HUGHES INC CMN (057224107)	01/10/2012	01/24/2012	22 00	1,014 35	0 00	1,145 56	(131 21)
OCCIDENTAL PETROLEUM CORP CMN (674599105)	01/24/2011	01/24/2012	8 00	803 17	0 00	779 04	24 13
LIBERTY INTERACTIVE CORP INTERACTIVE CMN CLASS A (53071M104)	06/07/2011	01/25/2012	79 00	1,313.78	0.00	1,384 80	(71 02)
TEXAS INSTRUMENTS INC CMN (882508104)	12/19/2011	01/25/2012	38 00	1,232 65	0 00	1,079 84	152 81
MICROSOFT CORPORATION CMN (594918104)	02/18/2011	01/27/2012	28 00	820 65	0 00	756 94	63 71
LYONDELLBASELL INDUSTRIES N V CMN CLASS A (N53745100)	05/17/2011	02/01/2012	11 00	478 48	0 00	384 16	94 32
CBS CORPORATION CMN CLASS B (124857202)	08/08/2011	02/02/2012	33 00	963 31	0 00	716 43	246 88
FREEPORT-MCMORAN COPPER & GOLD CMN (35671D857)	11/02/2011	02/02/2012	18 00	821 94	0 00	708 99	112 95
FREEPORT-MCMORAN COPPER & GOLD CMN (35671D857)	11/02/2011	02/14/2012	10 00	428 03	0 00	393.89	34 14
FREEPORT-MCMORAN COPPER & GOLD CMN (35671D857)	01/18/2012	02/14/2012	16 00	684 84	0.00	709 55	(24 71)

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[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

THE KATHRYN CARELL BROWN FOUNDATION
EIN: 62-6314878
SCH D - ATTACHMENT 2

Tax Year	Account No	Legal Name
2012	003-54302-2	THE KATHRYN CARELL BROWN

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
TEVA PHARMACEUTICAL IND LTD ADS (881624209)	03/01/2011	02/16/2012	18 00	793 56	0 00	905 54	(111 98)
PEPSICO INC CMN (713448108)	03/01/2011	02/17/2012	14 00	876 53	0 00	890 33	(13 80)
PEPSICO INC CMN (713448108)	10/06/2011	02/17/2012	14 00	876 53	0 00	840 35	36 18
THE HOME DEPOT, INC CMN (437076102)	11/22/2011	02/24/2012	17 00	797 83	0 00	632 50	165 33
FIFTH THIRD BANCORP CMN (316773100)	07/20/2011	02/28/2012	128 00	1,741 57	0 00	1,586 16	155 41
THERMO FISHER SCIENTIFIC INC CMN (883556102)	10/13/2011	02/28/2012	12.00	685 43	0 00	647 41	38 02
NVIDIA CORP CMN (67066G104)	06/22/2011	03/01/2012	23.00	351 36	0 00	366.89	(15 53)
ENERGIZER HOLDINGS, INC CMN (29266R108)	01/27/2012	03/05/2012	7 00	527 04	0 00	554 35	(27 31)
ENERGIZER HOLDINGS, INC CMN (29266R108)	01/26/2012	03/05/2012	11 00	828 20	0 00	874 48	(46 28)
MACY'S INC CMN (55616P104)	12/09/2011	03/05/2012	34 00	1,308 43	0 00	1,107 88	200 55
NETAPP, INC CMN (64110D104)	11/18/2011	03/05/2012	31 00	1,317.27	0 00	1,090 64	226 63
TRANSOCEAN LTD CMN (H8817H100)	12/01/2011	03/06/2012	15.00	772 41	0 00	648 43	123 98
TRANSOCEAN LTD CMN (H8817H100)	12/01/2011	03/14/2012	8.00	428 00	0 00	345 83	82 17
STARWOOD HOTELS & RESORTS CMN (85590A401)	10/27/2011	03/19/2012	21 00	1,172 59	0 00	1,092 12	80 47
NVIDIA CORP CMN (67066G104)	06/22/2011	03/22/2012	54 00	782.71	0 00	861 39	(78 68)
WALGREEN CO CMN (931422109)	01/12/2012	04/02/2012	36 00	1,223 31	0 00	1,198 68	24 63
MORGAN STANLEY CMN (617446448)	11/01/2011	04/03/2012	46 00	886 37	0 00	746 07	140 30
CELGENE CORPORATION CMN (151020104)	05/17/2011	04/04/2012	8 00	636 14	0 00	482 45	153 69
WALGREEN CO CMN (931422109)	01/12/2012	04/05/2012	9 00	296 01	0 00	299 67	(3 66)
WALGREEN CO CMN (931422109)	03/16/2012	04/05/2012	29 00	953 82	0 00	991 34	(37 52)
GENERAL MOTORS COMPANY CMN (37045V100)	02/08/2012	04/24/2012	48 00	1,099 88	0 00	1,235 11	(135 23)
GENERAL MOTORS COMPANY CMN (37045V100) Disallowed Loss							84 52
AT&T INC CMN (00206R102)	12/12/2011	04/25/2012	31 00	985 80	0 00	898 49	87 31
GENERAL MOTORS COMPANY CMN (37045V100)	02/08/2012	04/25/2012	8 00	184 45	0 00	205 85	(21 40)
GENERAL MOTORS COMPANY CMN (37045V100)	02/08/2012	04/25/2012	19 00	438 06	0 00	534 62	(96 56)

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[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

Tax Year	Account No	Legal Name
2012	003-54302-2	THE KATHRYN CARELL BROWN

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
THERMO FISHER SCIENTIFIC INC CMN (883556102)	10/13/2011	04/25/2012	13 00	713 60	0 00	701 36	12 24
PROCTER & GAMBLE COMPANY (THE) CMN (742718109)	01/17/2012	04/30/2012	14 00	889 13	0 00	928 77	(39 64)
PROCTER & GAMBLE COMPANY (THE) CMN (742718109) Disallowed Loss							31 15
GENERAL MOTORS COMPANY CMN (37045V100)	02/08/2012	05/04/2012	11 00	243 67	0 00	309 52	(65 85)
GENERAL MOTORS COMPANY CMN (37045V100)	02/16/2012	05/04/2012	24 00	531.63	0 00	645 99	(114 36)
VERTEX PHARMACEUTICALS INC CMN (92532F100)	01/11/2012	05/07/2012	22.00	1,186 45	0 00	817 40	369 05
WALT DISNEY COMPANY (THE) CMN (254687106)	07/18/2011	05/10/2012	18 00	814 36	0 00	695 01	119 35
MAXIM INTEGRATED PRODUCTS INC CMN (57772K101)	07/25/2011	05/14/2012	6 00	159 39	0 00	140 89	18 50
MAXIM INTEGRATED PRODUCTS INC CMN (57772K101)	07/22/2011	05/14/2012	21 00	557 88	0 00	498 02	59 86
VERTEX PHARMACEUTICALS INC CMN (92532F100)	01/11/2012	05/14/2012	9 00	585 29	0 00	334 39	250 90
CBS CORPORATION CMN CLASS B (124857202)	10/10/2011	05/17/2012	4 00	120 16	0 00	91 12	29 04
CBS CORPORATION CMN CLASS B (124857202)	08/08/2011	05/17/2012	30.00	901 26	0.00	651 30	249 96
LIBERTY GLOBAL INC CMN CLASS A (530555101)	10/10/2011	05/18/2012	4 00	186.64	0 00	149 38	37 26
LIBERTY GLOBAL INC CMN CLASS A (530555101)	10/11/2011	05/18/2012	9 00	419 93	0 00	342 97	76 96
LIBERTY GLOBAL INC CMN CLASS A (530555101)	10/12/2011	05/18/2012	14 00	653 22	0 00	538 64	114 58
AT&T INC CMN (00206R102)	12/12/2011	05/22/2012	20 00	673 15	0 00	579 67	93 48
THE HOME DEPOT, INC CMN (437076102)	11/22/2011	05/22/2012	21 00	1,018 80	0 00	781 33	237 47
MAXIM INTEGRATED PRODUCTS INC CMN (57772K101)	07/25/2011	05/23/2012	30 00	758 97	0 00	704 46	54 51
CISCO SYSTEMS, INC CMN (17275R102)	10/04/2011	05/30/2012	99.00	1,625 59	0 00	1,497 29	128 30
THERMO FISHER SCIENTIFIC INC CMN (883556102)	10/13/2011	05/31/2012	23 00	1,161 30	0 00	1,240 87	(79 57)
CISCO SYSTEMS, INC CMN (17275R102)	10/04/2011	06/01/2012	8 00	128 52	0 00	120 99	7 53
CISCO SYSTEMS, INC CMN (17275R102)	10/06/2011	06/01/2012	40 00	642 63	0 00	655 22	(12 59)
CISCO SYSTEMS, INC CMN (17275R102)	01/24/2012	06/01/2012	60 00	963 94	0 00	1,179 47	(215 53)
WALT DISNEY COMPANY (THE) CMN (254687106)	07/18/2011	06/04/2012	16 00	709 82	0 00	617 79	92 03

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[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

THE KATHRYN CARELL BROWN FOUNDATION
EIN: 62-6314878
SCH D - ATTACHMENT 2

Tax Year	Account No	Legal Name
2012	003-54302-2	THE KATHRYN CARELL BROWN

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
PFIZER INC CMN (717081103)	10/07/2011	06/05/2012	68 00	1,464 10	0 00	1,263 01	201 09
AT&T INC CMN (00206R102)	02/03/2012	06/06/2012	14 00	477 43	0 00	419 80	57 63
AT&T INC CMN (00206R102)	12/22/2011	06/06/2012	25 00	852 56	0 00	742 45	110 11
BOSTON SCIENTIFIC CORP COMMON STOCK (101137107)	10/19/2011	06/06/2012	129 00	728 09	0 00	745 02	(16 93)
THE HOME DEPOT, INC. CMN (437076102)	12/20/2011	06/07/2012	24 00	1,232 58	0 00	998 64	233 94
UNITEDHEALTH GROUP INCORPORATE CMN (91324P102)	12/19/2011	06/11/2012	17 00	982 67	0 00	836 45	146 22
LYONDELLBASELL INDUSTRIES N V CMN CLASS A (N53745100)	10/19/2011	06/12/2012	2 00	75 61	0 00	45 78	29 83
LYONDELLBASELL INDUSTRIES N V CMN CLASS A (N53745100)	08/09/2011	06/12/2012	23 00	869 40	0 00	915.92	(46.52)
AT&T INC CMN (00206R102)	02/03/2012	06/15/2012	17 00	607 32	0 00	509 76	97 56
AT&T INC CMN (00206R102)	03/05/2012	06/15/2012	28 00	1,000 28	0 00	866 39	133 89
CITIGROUP INC CMN (172967424)	02/29/2012	06/15/2012	73 00	2,005 06	0 00	2,447 35	(442 29)
QUALCOMM INC CMN (747525103)	05/23/2012	06/15/2012	13 00	734 56	0 00	748 98	(14 42)
WALT DISNEY COMPANY (THE) CMN (254687106)	07/18/2011	06/15/2012	17 00	800 82	0 00	656 40	144 42
MGM RESORTS INTERNATIONAL CMN (552953101)	02/28/2012	06/19/2012	49 00	545 95	0 00	682 94	(136 99)
MGM RESORTS INTERNATIONAL CMN (552953101) Disallowed Loss							136 99
MGM RESORTS INTERNATIONAL CMN (552953101)	02/28/2012	06/20/2012	22 00	246 74	0 00	306 63	(59 89)
MGM RESORTS INTERNATIONAL CMN (552953101) Disallowed Loss							16 33
PROCTER & GAMBLE COMPANY (THE) CMN (742718109)	01/17/2012	06/22/2012	11 00	660 02	0 00	729 75	(69 73)
QUALCOMM INC CMN (747525103)	05/23/2012	06/25/2012	14 00	749 71	0 00	806 59	(56 88)
QUALCOMM INC CMN (747525103) Disallowed Loss							56 88
WARNER CHILCOTT PLC CMN (G94368100)	06/05/2012	06/25/2012	17 00	300 75	0 00	304 00	(3 25)
WARNER CHILCOTT PLC CMN (G94368100)	04/30/2012	06/25/2012	30 00	530 74	0 00	660 63	(129 89)
NEWFIELD EXPLORATION CO CMN (651290108)	02/21/2012	06/27/2012	19 00	494 76	0 00	802 11	(307 35)
NEWFIELD EXPLORATION CO CMN (651290108)	01/25/2012	06/27/2012	20 00	520.80	0.00	791.81	(271 01)
DUKE ENERGY CORPORATION CMN (26441C204)	06/04/2012	07/03/2012	0 67	44 35	0 00	0 00	44 35

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THE KATHRYN CARELL BROWN FOUNDATION
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REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
WALT DISNEY COMPANY (THE) CMN (254687106)	08/16/2011	07/11/2012	6 00	284 66	0 00	201 07	83 59
WALT DISNEY COMPANY (THE) CMN (254687106)	07/18/2011	07/11/2012	11 00	521 87	0 00	424 73	97 14
MACY'S INC CMN (55616P104)	05/04/2012	07/12/2012	29 00	950.33	0 00	1,186 48	(236 15)
TEXAS INSTRUMENTS INC CMN (882508104)	06/07/2012	07/13/2012	41 00	1,105 76	0 00	1,169 78	(64 02)
AT&T INC CMN (00206R102)	03/05/2012	07/19/2012	21 00	743.56	0 00	649 80	93 76
PHILIP MORRIS INTL INC CMN (718172109)	02/28/2012	07/19/2012	8 00	716 72	0 00	669 43	47 29
CVS CAREMARK CORPORATION CMN (126650100)	04/02/2012	07/23/2012	10 00	446 43	0 00	447 56	(1 13)
CVS CAREMARK CORPORATION CMN (126650100)	04/16/2012	07/23/2012	15.00	669 64	0 00	651 86	17 78
CVS CAREMARK CORPORATION CMN (126650100)	02/17/2012	07/23/2012	37 00	1,651 78	0 00	1,642 75	9 03
MACY'S INC CMN (55616P104)	05/04/2012	07/24/2012	1 00	34 78	0 00	40 91	(6 13)
MACY'S INC CMN (55616P104)	05/10/2012	07/24/2012	23 00	799 95	0 00	875 97	(76 02)
ALTERA CORP CMN (021441100)	10/25/2011	07/25/2012	8 00	285 75	0 00	306 66	(20 91)
METLIFE, INC CMN (59156R108)	02/24/2012	08/02/2012	5 00	157 57	0 00	188 71	(31 14)
METLIFE, INC CMN (59156R108)	02/28/2012	08/02/2012	9 00	283 62	0.00	342 65	(59 03)
METLIFE, INC CMN (59156R108)	02/27/2012	08/02/2012	40 00	1,260 56	0 00	1,512 82	(252 26)
COMCAST CORPORATION CMN CLASS A VOTING (20030N101)	06/04/2012	08/03/2012	20 00	690 08	0 00	579 97	110 11
COMCAST CORPORATION CMN CLASS A VOTING (20030N101)	06/04/2012	08/07/2012	19 00	657 46	0 00	550 97	106 49
WILLIAMS-SONOMA, INC CMN (969904101)	01/20/2012	09/04/2012	11 00	453.43	0 00	385 20	68 23
WILLIAMS-SONOMA, INC CMN (969904101)	01/20/2012	09/05/2012	14 00	585 46	0 00	490 25	95 21
LOWES COMPANIES INC CMN (548661107)	12/21/2011	09/06/2012	17 00	485 66	0 00	441 78	43 88
WALT DISNEY COMPANY (THE) CMN (254687106)	10/12/2011	09/11/2012	12 00	619 05	0 00	407 83	211 22
WILLIAMS-SONOMA, INC CMN (969904101)	01/20/2012	09/14/2012	9.00	404 10	0.00	315 16	88 94
WILLIAMS-SONOMA, INC CMN (969904101)	02/27/2012	09/14/2012	21 00	942 89	0 00	834 33	108 56
ALTERA CORP CMN (021441100)	10/25/2011	09/20/2012	23 00	846 35	0 00	881 65	(35 30)
WALGREEN CO CMN (931422109)	07/23/2012	09/24/2012	20 00	712 82	0 00	679 85	32 97

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THE KATHRYN CARELL BROWN FOUNDATION
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REALIZED GAINS AND LOSSES (Continued)

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SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds ⁵	Total accretion (Amortization)	Cost Basis ⁴	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
TEXTRON INC DEL CMN (883203101)	01/23/2012	09/26/2012	14 00	363 03	0 00	309 07	53 96
TEXTRON INC DEL CMN (883203101)	01/20/2012	09/26/2012	21 00	544 55	0 00	451 84	92 71
APPLE, INC CMN (037833100)	05/30/2012	09/28/2012	2 00	1,339 11	0 00	1,145 93	193 18
LOWES COMPANIES INC CMN (548661107)	12/21/2011	09/28/2012	39 00	1,181 28	0 00	1,013 49	167 79
WELLPOINT, INC CMN (94973V107)	06/12/2012	10/02/2012	17 00	1,012 27	0 00	1,172 72	(160 45)
CELGENE CORPORATION CMN (151020104)	04/26/2012	10/05/2012	6 00	481 36	0.00	445 95	35 41
AT&T INC CMN (00206R102)	04/23/2012	10/12/2012	10 00	357 75	0 00	307 32	50 43
AT&T INC CMN (00206R102)	03/05/2012	10/12/2012	15.00	536 62	0 00	464 14	72 48
MYLAN INC CMN (628530107)	12/14/2011	10/12/2012	32 00	759 85	0 00	641 76	118 09
TIME WARNER INC CMN (887317303)	06/19/2012	10/22/2012	43 00	1,942 28	0 00	1,610 09	332 19
BANK OF AMERICA CORP CMN (060505104)	01/23/2012	10/25/2012	99 00	912 00	0.00	720 34	191 66
ORACLE CORPORATION CMN (68389X105)	09/28/2012	11/08/2012	28.00	866.20	0 00	882 48	(16 28)
QUALCOMM INC CMN (747525103)	07/19/2012	11/08/2012	7 00	434 00	0 00	409 63	24 37
QUALCOMM INC CMN (747525103)	06/16/2012	11/08/2012	14 00	867 99	0 00	876.14	(8 15)
TRANSOCEAN LTD CMN (H8817H100)	12/01/2011	11/09/2012	3 00	139 33	0 00	129 69	9 64
TRANSOCEAN LTD CMN (H8817H100)	01/10/2012	11/09/2012	10 00	464 42	0 00	406 91	57 51
OCCIDENTAL PETROLEUM CORP CMN (674599105)	12/12/2011	11/14/2012	3 00	224 36	0 00	271 84	(47 48)
OCCIDENTAL PETROLEUM CORP CMN (674599105) Disallowed Loss							47 48
PNC FINANCIAL SERVICES GROUP CMN (693475105)	07/31/2012	11/15/2012	21 00	1,136 51	0 00	1,246 41	(109 90)
JOHNSON & JOHNSON CMN (478160104)	01/30/2012	11/19/2012	22 00	1,519 67	0 00	1,443 37	76 30
LOWES COMPANIES INC CMN (548661107)	12/21/2011	11/21/2012	1 00	34 25	0 00	25 99	8 26
LOWES COMPANIES INC CMN (548661107)	01/11/2012	11/21/2012	25 00	856 12	0 00	663 61	192 51
MYLAN INC CMN (628530107)	02/28/2012	11/27/2012	6 00	163 22	0 00	139 28	23 94
MYLAN INC CMN (628530107)	12/14/2011	11/27/2012	22 00	598 47	0 00	441 21	157 26
MICROSOFT CORPORATION CMN (594918104)	04/05/2012	11/28/2012	26 00	704 60	0 00	819 34	(114 74)

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Realized and unrealized gains and loss values do not include securities for which cost basis is unavailable The recognition of any loss reflected herein may be disallowed or deferred by the application of capital loss limitations, wash sale rules or other special tax rules, and you are strongly urged to consult your own outside tax and other advisors about this and all tax-related matters addressed in any way herein All information regarding the cost basis and acquisition dates of securities that you acquired elsewhere and that were subsequently delivered into your Goldman Sachs account(s) were provided by you and/or a third party and Goldman Sachs makes no representation as to the accuracy and completeness of such information and it should not be relied upon as such

THE KATHRYN CARELL BROWN FOUNDATION
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2012	003-54302-2	THE KATHRYN CARELL BROWN

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
MARTIN MARIETTA MATERIALS,INC CMN (573284106)	09/13/2012	11/29/2012	15 00	1,342 72	0 00	1,317 47	25 25
FREEPORT-MCMORAN COPPER & GOLD CMN (35671D857)	07/19/2012	12/06/2012	35.00	1,075 55	0 00	1,208 08	(132 53)
JOHNSON & JOHNSON CMN (478160104)	01/30/2012	12/18/2012	2.00	141 54	0 00	131 22	10 32
JOHNSON & JOHNSON CMN (478160104)	03/05/2012	12/18/2012	8 00	566 15	0 00	517 35	48 80
EASTMAN CHEM CO CMN (277432100)	06/07/2012	12/26/2012	9 00	601 96	0 00	426 02	175 94
Net Covered Short-Term Disallowed Losses							**373.35**
Net Covered Short-Term Gains (Losses)				**102,998.07**	**0.00**	97,722.63	5,275.44
NonCovered Short-Term Gains (Losses)							
BOSTON PROPERTIES INC COMMON STOCK (101121101)	08/10/2011	02/29/2012	15.00	1,520 35	0 00	1,437 27	83 08
SIMON PROPERTY GROUP INC CMN (828806109)	09/23/2011	09/11/2012	8.00	1,260.74	0 00	892 99	367 75
Net NonCovered Short-Term Gains (Losses)				**2,781.09**	**0.00**	**2,330.26**	**450.83**

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
UNILEVER N V NY SHS (NEW) ADR CMN (904784709)	01/06/2011	01/09/2012	23.00	774.72	0 00	700 75	73 97
UNILEVER N V NY SHS (NEW) ADR CMN (904784709)	01/06/2011	01/18/2012	11 00	359 37	0 00	340 67	18 70
UNILEVER N V NY SHS (NEW) ADR CMN (904784709)	01/06/2011	01/18/2012	35 00	1,143 44	0 00	1,066 36	77 08
EMC CORPORATION MASS CMN (268648102)	01/24/2011	02/01/2012	30.00	772 37	0.00	707 10	65 27
GENERAL MILLS INC CMN (370334104)	01/24/2011	02/28/2012	24.00	911 18	0 00	877 68	33 50
PRUDENTIAL FINANCIAL INC CMN (744320102)	01/24/2011	02/28/2012	13 00	790 14	0 00	795 47	(5 33)
DEVON ENERGY CORPORATION (NEW) CMN (25179M103)	01/24/2011	02/29/2012	2.00	147 56	0 00	166 72	(19 16)
DEVON ENERGY CORPORATION (NEW) CMN (25179M103)	01/25/2011	02/29/2012	3.00	221 34	0 00	254 93	(33 59)
HONEYWELL INTL INC CMN (438516106)	01/24/2011	03/07/2012	10.00	578 14	0.00	547 30	30 84

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REALIZED GAINS AND LOSSES (Continued)

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LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
EMC CORPORATION MASS CMN (268648102)	01/24/2011	03/14/2012	32.00	931 56	0 00	754 24	177 32
JPMORGAN CHASE & CO CMN (46625H100)	01/24/2011	03/14/2012	17 00	740 16	0 00	766 36	(26 20)
HONEYWELL INTL INC CMN (438516106)	01/24/2011	03/16/2012	14 00	845 26	0 00	766 22	79 04
CELGENE CORPORATION CMN (151020104)	02/16/2011	04/04/2012	2 00	159 03	0 00	107 55	51 48
HONEYWELL INTL INC CMN (438516106)	01/24/2011	04/23/2012	8 00	470 17	0 00	437 84	32 33
PRUDENTIAL FINANCIAL INC CMN (744320102)	01/24/2011	04/23/2012	14 00	822 13	0 00	856 66	(34 53)
PRUDENTIAL FINANCIAL INC CMN (744320102) Disallowed Loss							34 53
BOSTON SCIENTIFIC CORP. COMMON STOCK (101137107)	05/17/2011	06/06/2012	97 00	547 48	0 00	658 73	(111 25)
GENERAL MILLS INC CMN (370334104)	01/24/2011	06/07/2012	54.00	2,053 71	0 00	1,974 78	78 93
HONEYWELL INTL INC CMN (438516106)	01/24/2011	06/07/2012	13 00	728.59	0 00	711 49	17 10
LYONDELLBASELL INDUSTRIES N V CMN CLASS A (N53745100)	05/17/2011	06/12/2012	2 00	75.61	0.00	69 51	6 10
MICROSOFT CORPORATION CMN (594918104)	02/18/2011	06/15/2012	11 00	329 63	0 00	297 37	32 26
MICROSOFT CORPORATION CMN (594918104)	04/27/2011	06/15/2012	13.00	389 57	0 00	341 60	47 97
HONEYWELL INTL INC CMN (438516106)	01/24/2011	06/26/2012	14 00	746 39	0 00	766 22	(19 83)
GENERAL ELECTRIC CO CMN (369604103)	01/24/2011	07/10/2012	36.00	705 33	0 00	717 66	(12 33)
CELGENE CORPORATION CMN (151020104)	05/17/2011	07/24/2012	9.00	589 42	0 00	542 75	46 67
WALT DISNEY COMPANY (THE) CMN (254687106)	08/16/2011	09/10/2012	6.00	309 31	0 00	201 07	108 24
WALT DISNEY COMPANY (THE) CMN (254687106)	08/16/2011	09/11/2012	7 00	361 11	0 00	234 58	126 53
AMERIPRISE FINANCIAL, INC CMN (03076C106)	03/24/2011	09/26/2012	14 00	785 58	0 00	840 54	(54 96)
SUNTRUST BANKS INC $1 00 PAR CMN (867914103)	05/17/2011	10/02/2012	9 00	255 79	0 00	252 06	3 73
CHEVRON CORPORATION CMN (166764100)	09/23/2011	10/03/2012	4 00	468 60	0 00	362 02	106 58
CHEVRON CORPORATION CMN (166764100)	09/28/2011	10/03/2012	6 00	702 89	0 00	559 27	143 62
CELGENE CORPORATION CMN (151020104)	05/17/2011	10/05/2012	3 00	240 68	0 00	180 92	59 76
SPRINT NEXTEL CORPORATION CMN (852061100)	03/03/2011	10/11/2012	21 00	120 95	0 00	91 63	29 32
SPRINT NEXTEL CORPORATION CMN (852061100)	03/03/2011	10/15/2012	52 00	299 20	0 00	226 89	72 31

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REALIZED GAINS AND LOSSES (Continued)

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LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
JPMORGAN CHASE & CO CMN (46625H100)	01/24/2011	10/25/2012	22 00	915 85	0.00	991 76	(75 91)
SPRINT NEXTEL CORPORATION CMN (852061100)	03/03/2011	10/25/2012	145 00	805 79	0 00	632 66	173 13
OCCIDENTAL PETROLEUM CORP CMN (674599105)	01/24/2011	11/14/2012	1 00	74 79	0 00	97 38	(22 59)
OCCIDENTAL PETROLEUM CORP CMN (674599105) Disallowed Loss							22 59
OCCIDENTAL PETROLEUM CORP CMN (674599105)	04/01/2011	11/14/2012	8 00	598 30	0 00	844 55	(246 25)
OCCIDENTAL PETROLEUM CORP CMN (674599105) Disallowed Loss							246 25
MICROSOFT CORPORATION CMN (594918104)	04/27/2011	11/28/2012	27 00	731 70	0 00	709 47	22 23
CHEVRON CORPORATION CMN (166764100)	09/28/2011	12/06/2012	1 00	106 07	0 00	93 21	12 86
CHEVRON CORPORATION CMN (166764100)	09/29/2011	12/06/2012	6 00	636 40	0 00	559 20	77 20
U S BANCORP CMN (902973304)	01/24/2011	12/06/2012	24 00	761.28	0 00	644 40	116 88
JPMORGAN CHASE & CO CMN (46625H100)	01/24/2011	12/19/2012	15 00	656 69	0 00	676 20	(19 51)
U S BANCORP CMN (902973304)	01/24/2011	12/19/2012	21 00	680 09	0 00	563 85	116 24
Net Covered Long-Term Disallowed Losses							**303.37**
Net Covered Long-Term Gains (Losses)				**25,343.37**	**0.00**	**23,684.25**	**1,659.12**
NonCovered Long-Term Gains (Losses)							
MARSH & MCLENNAN CO INC CMN (571748102)	12/03/2009	01/06/2012	43 00	1,331 46	0 00	948 58	382 88
FRANKLIN RESOURCES INC CMN (354613101)	06/18/2010	01/23/2012	6 00	615 99	0 00	557 74	58 25
JOHNSON CONTROLS INC CMN (478366107)	05/18/2010	01/23/2012	37 00	1,154 83	0 00	1,092 23	62 60
FRANKLIN RESOURCES INC CMN (354613101)	06/18/2010	01/24/2012	12 00	1,225 41	0 00	1,115 49	109 92
TEVA PHARMACEUTICAL IND LTD ADS (881624209)	11/15/2010	02/13/2012	17 00	748 25	0 00	863 41	(115 16)
PEPSICO INC CMN (713448108)	07/01/2010	02/17/2012	6 00	375 65	0 00	366 89	8 76
AFLAC INCORPORATED CMN (001055102)	06/16/2010	02/24/2012	8 00	374 69	0 00	353 85	20 84
ILLINOIS TOOL WORKS CMN (452308109)	08/19/2010	02/24/2012	25 00	1,405 35	0 00	1,053 68	351 67
AFLAC INCORPORATED CMN (001055102)	06/16/2010	02/27/2012	24 00	1,119 42	0 00	1,061 54	57 88
BOEING COMPANY CMN (097023105)	05/24/2010	02/29/2012	9 00	675 63	0 00	576 15	99 48

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THE KATHRYN CARELL BROWN FOUNDATION
EIN: 62-6314878
SCH D - ATTACHMENT 2

Tax Year	Account No	Legal Name
2012	003-54302-2	THE KATHRYN CARELL BROWN ,

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
SLM CORPORATION CMN (78442P106)	01/19/2010	02/29/2012	32.00	509 61	0 00	363 21	146 40
SPRINT NEXTEL CORPORATION CMN (852061100)	12/03/2009	03/05/2012	273 00	668 13	0 00	1,020 47	(352 34)
MERCK & CO , INC CMN (58933Y105)	03/26/2010	03/06/2012	19 00	709 78	0 00	718 35	(8 57)
MERCK & CO , INC CMN (58933Y105)	03/26/2010	03/08/2012	3 00	113 12	0 00	113 42	(0 30)
MERCK & CO , INC CMN (58933Y105)	06/28/2010	03/08/2012	17 00	641 03	0 00	606 20	34 83
ADOBE SYSTEMS INC CMN (00724F101)	11/01/2010	03/15/2012	15 00	506 02	0 00	422 91	83 11
MERCK & CO , INC CMN (58933Y105)	06/28/2010	04/05/2012	22 00	851.96	0 00	784 49	67 47
AMERICAN ELECTRIC POWER INC CMN (025537101)	06/16/2010	04/11/2012	45.00	1,677 44	0 00	1,514 16	163 28
INVESCO LTD CMN (G491BT108)	12/03/2009	04/11/2012	55 00	1,360 68	0 00	1,215 50	145 18
SUNTRUST BANKS INC $1 00 PAR CMN (867914103)	12/23/2010	07/19/2012	8 00	193 53	0 00	230 29	(36 76)
SUNTRUST BANKS INC $1 00 PAR CMN (867914103)	12/22/2010	07/19/2012	10 00	241.91	0 00	288 29	(46 38)
SPRINT NEXTEL CORPORATION CMN (852061100)	12/03/2009	07/26/2012	268 00	1,033 10	0 00	1,001 78	31 32
ADOBE SYSTEMS INC CMN (00724F101)	11/01/2010	08/07/2012	21 00	679 42	0 00	592 07	87 35
P G & E CORPORATION CMN (69331C108)	10/12/2010	09/14/2012	5 00	216 07	0 00	232 52	(16 45)
P G & E CORPORATION CMN (69331C108)	12/03/2010	09/14/2012	17 00	734 66	0 00	813 25	(78 59)
SUNTRUST BANKS INC $1 00 PAR CMN (867914103)	12/23/2010	10/02/2012	27 00	767 36	0 00	777 22	(9 86)
SPRINT NEXTEL CORPORATION CMN (852061100)	12/03/2009	10/11/2012	68 00	391 62	0 00	254 18	137 44
P G & E CORPORATION CMN (69331C108)	12/03/2010	11/01/2012	29 00	1,223 21	0 00	1,387 30	(164 09)
THE TRAVELERS COMPANIES, INC CMN (89417E109)	12/03/2009	12/10/2012	10 00	733 71	0 00	519 00	214 71
Net NonCovered Long-Term Gains (Losses)				**22,279.04**	**0.00**	**20,844.17**	**1,434.87**

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[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

THE KATHRYN CARELL BROWN FOUNDATION
EIN: 62-6314878
SCH D - ATTACHMENT 3

Tax Year	Account No	Legal Name
2012	003-54303-0	THE KATHRYN CARELL BROWN

REALIZED GAINS AND LOSSES

Supplemental Information - Consult your Form 1099 for tax reporting purposes

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
EMERSON ELECTRIC CO CMN (291011104)	04/25/2011	01/12/2012	19 00	921 47	0.00	1,112 32	(190 85)
MARRIOTT INTERNATIONAL, INC CMN CLASS A (571903202)	06/15/2011	01/18/2012	11 00	371 89	0 00	347 50	24 39
AMPHENOL CORP CL-A (NEW) CMN CLASS A (032095101)	03/16/2011	02/03/2012	15 00	828.24	0 00	828 34	(0 10)
UNION PACIFIC CORP CMN (907818108)	08/19/2011	02/17/2012	9.00	988 85	0 00	770 86	217 99
TEXAS INSTRUMENTS INC CMN (882508104)	07/12/2011	03/28/2012	10 00	336 20	0 00	315 12	21 08
TEXAS INSTRUMENTS INC CMN (882508104)	09/02/2011	03/28/2012	16 00	537.91	0 00	402 82	135 09
VERTEX PHARMACEUTICALS INC CMN (92532F100)	01/31/2012	05/07/2012	6.00	323.58	0 00	223 54	100 04
NVIDIA CORP CMN (67066G104)	05/27/2011	05/21/2012	21 00	257 82	0 00	403 95	(146 13)
NVIDIA CORP CMN (67066G104)	08/15/2011	05/21/2012	28 00	343 76	0 00	372 36	(28 60)
NVIDIA CORP CMN (67066G104)	08/03/2011	05/21/2012	30 00	368 32	0 00	441 65	(73 33)
EMERSON ELECTRIC CO CMN (291011104)	08/05/2011	05/31/2012	10 00	469 07	0 00	465 01	4 06
EMERSON ELECTRIC CO CMN (291011104)	10/21/2011	05/31/2012	10 00	469 07	0 00	469 07	0 00
EMERSON ELECTRIC CO CMN (291011104)	06/15/2011	05/31/2012	12.00	562 89	0 00	630 33	(67 44)
CAMERON INTERNATIONAL CORP CMN (13342B105)	12/13/2011	06/19/2012	9 00	405 06	0 00	451 44	(46 38)
FACEBOOK, INC CMN CLASS A (30303M102)	05/22/2012	06/27/2012	16 00	522 02	0 00	519 14	2 88
SOUTHWESTERN ENERGY CO CMN (845467109)	01/30/2012	06/27/2012	27 00	817 00	0 00	856 63	(39 63)

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[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

Tax Year	Account No	Legal Name
2012	003-54303-0	THE KATHRYN CARELL BROWN

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
AMAZON COM INC CMN (023135106)	08/17/2011	08/03/2012	3 00	708 36	0 00	595 15	113 21
DIAGEO PLC SPON ADR (NEW) SPONSORED ADR CMN (25243Q205)	01/30/2012	08/16/2012	6 00	641 93	0 00	533 11	108 82
CATERPILLAR INC (DELAWARE) CMN (149123101)	02/02/2012	10/01/2012	12 00	1,039 29	0 00	1,325 00	(285 71)
LAS VEGAS SANDS CORP CMN (517834107)	07/26/2012	10/01/2012	10 00	468 49	0 00	357 02	111 47
MICROSOFT CORPORATION CMN (594918104)	01/30/2012	11/12/2012	26 00	736.12	0 00	766 39	(30 27)
MICROSOFT CORPORATION CMN (594918104)	05/23/2012	11/12/2012	30 00	849 37	0 00	864 57	(15 20)
MICROSOFT CORPORATION CMN (594918104)	05/16/2012	11/12/2012	47 00	1,330 68	0 00	1,407 50	(76 82)
CELGENE CORPORATION CMN (151020104)	06/21/2012	11/13/2012	1 00	74 87	0 00	59 47	15 40
HONEYWELL INTL INC CMN (438516106)	01/19/2012	11/13/2012	1.00	61 65	0 00	58 25	3 40
CELGENE CORPORATION CMN (151020104)	06/27/2012	11/14/2012	6 00	449 49	0 00	382 03	67 46
CELGENE CORPORATION CMN (151020104)	06/21/2012	11/14/2012	14 00	1,048 80	0 00	832 58	216 22
ST JUDE MEDICAL INC CMN (790849103)	02/09/2012	11/28/2012	21 00	684 44	0 00	902 18	(217 74)
Net Covered Short-Term Gains (Losses)				**16,616.64**	**0.00**	**16,693.33**	**(76.69)**

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
QUALCOMM INC CMN (747525103)	01/14/2011	02/02/2012	21 00	1,283 34	0 00	1,083 60	199 74
APPLE, INC CMN (037833100)	01/14/2011	02/15/2012	4 00	2,009 65	0 00	1,388 48	621 17
THERMO FISHER SCIENTIFIC INC CMN (883556102)	01/31/2011	04/03/2012	10 00	561 60	0 00	572 03	(10 43)
PEPSICO INC CMN (713448108)	01/14/2011	04/05/2012	7.00	459 98	0 00	468 44	(8 46)
THERMO FISHER SCIENTIFIC INC CMN (883556102)	01/31/2011	04/05/2012	1 00	55 60	0 00	57 20	(1 60)
NVIDIA CORP CMN (67066G104)	02/18/2011	05/21/2012	10 00	122 77	0 00	253 75	(130 98)
ORACLE CORPORATION CMN (68389X105)	01/14/2011	05/24/2012	17 00	443 98	0 00	528 70	(84 72)

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THE KATHRYN CARELL BROWN FOUNDATION
EIN: 62-6314878
SCH D - ATTACHMENT 3

Tax Year	Account No	Legal Name
2012	003-54303-0	THE KATHRYN CARELL BROWN

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
DEVON ENERGY CORPORATION (NEW) CMN (25179M103)	03/21/2011	05/29/2012	15 00	919 79	0 00	1,391 10	(471 31)
EMERSON ELECTRIC CO CMN (291011104)	04/25/2011	05/31/2012	10 00	469 07	0 00	585 43	(116 36)
CAMERON INTERNATIONAL CORP CMN (13342B105)	06/17/2011	06/19/2012	8 00	360 05	0 00	369 17	(9 12)
CAMERON INTERNATIONAL CORP CMN (13342B105)	06/15/2011	06/19/2012	18 00	810 11	0 00	816 71	(6 60)
MARRIOTT INTERNATIONAL, INC CMN CLASS A (571903202)	06/15/2011	06/27/2012	8 00	301 91	0 00	252 73	49 18
AMERICAN EXPRESS CO CMN (025816109)	02/07/2011	07/16/2012	11 00	645 26	0 00	493 59	151 67
SCHLUMBERGER LTD CMN (806857108)	01/14/2011	08/03/2012	8 00	580 97	0 00	683 36	(102 39)
URBAN OUTFITTERS INC CMN (917047102)	04/29/2011	08/03/2012	13 00	391 25	0 00	413 54	(22 29)
LOWES COMPANIES INC CMN (548661107)	03/03/2011	08/15/2012	12 00	321 46	0 00	314 22	7 24
MICROSOFT CORPORATION CMN (594918104)	01/14/2011	09/27/2012	15 00	452 71	0 00	422 85	29 86
URBAN OUTFITTERS INC CMN (917047102)	06/24/2011	10/01/2012	10 00	375 40	0 00	285 46	89 94
URBAN OUTFITTERS INC CMN (917047102)	04/29/2011	10/01/2012	14 00	525 57	0 00	445 35	80 22
AMAZON COM INC CMN (023135106)	08/17/2011	10/09/2012	1 00	252 45	0 00	198 38	54 07
AMAZON COM INC CMN (023135106)	08/30/2011	10/09/2012	1 00	252 46	0 00	210 22	42 24
MICROSOFT CORPORATION CMN (594918104)	01/14/2011	10/10/2012	33 00	957 75	0 00	930 27	27 48
AMPHENOL CORP CL-A (NEW) CMN CLASS A (032095101)	03/16/2011	10/15/2012	10.00	589 13	0.00	552 23	36 90
MICROSOFT CORPORATION CMN (594918104)	01/14/2011	10/15/2012	21 00	615 07	0 00	591 99	23 08
MICROSOFT CORPORATION CMN (594918104)	01/14/2011	11/12/2012	20 00	566 25	0 00	563 80	2 45
CBRE GROUP INC CMN (12504L109)	06/21/2011	11/13/2012	6 00	106 01	0 00	149 93	(43 92)
CME GROUP INC CMN CLASS A (12572Q105)	01/14/2011	11/13/2012	4 00	217.07	0 00	253 86	(36 79)
COSTCO WHOLESALE CORPORATION CMN (22160K105)	01/14/2011	11/13/2012	1 00	95 96	0 00	71 74	24 22
NATIONAL OILWELL VARCO, INC COMMON STOCK CMN (637071101)	05/18/2011	11/13/2012	1 00	71 42	0 00	67 42	4 00
ORACLE CORPORATION CMN (68389X105)	01/14/2011	11/13/2012	4 00	120 55	0 00	124 40	(3 85)
PEPSICO INC CMN (713448108)	01/14/2011	11/13/2012	1.00	68.88	0 00	66 92	1 96
SCHLUMBERGER LTD CMN (806857108)	01/14/2011	11/13/2012	3 00	209 39	0 00	256 26	(46 87)

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THE KATHRYN CARELL BROWN FOUNDATION
EIN: 62-6314878
SCH D - ATTACHMENT 3

Tax Year	Account No	Legal Name
2012	003-54303-0	THE KATHRYN CARELL BROWN

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
DEVON ENERGY CORPORATION (NEW) CMN (25179M103)	07/18/2011	11/14/2012	5 00	268.67	0 00	397 98	(129 31)
DEVON ENERGY CORPORATION (NEW) CMN (25179M103)	03/21/2011	11/14/2012	7 00	376 14	0 00	649 18	(273 04)
DEVON ENERGY CORPORATION (NEW) CMN (25179M103)	07/11/2011	11/14/2012	11 00	591 08	0 00	869 18	(278 10)
ST JUDE MEDICAL INC CMN (790849103)	02/16/2011	11/28/2012	7 00	228 15	0 00	330 64	(102 49)
ST JUDE MEDICAL INC CMN (790849103)	09/23/2011	11/28/2012	10 00	325 92	0 00	381 42	(55 50)
CME GROUP INC CMN CLASS A (12572Q105)	01/14/2011	12/11/2012	12 00	637 66	0 00	761 57	(123 91)
URBAN OUTFITTERS INC CMN (917047102)	06/24/2011	12/11/2012	6 00	233 26	0 00	171 27	61 99
URBAN OUTFITTERS INC CMN (917047102)	09/01/2011	12/11/2012	8 00	311 02	0 00	207 38	103 64
URBAN OUTFITTERS INC CMN (917047102)	08/16/2011	12/11/2012	9.00	349 89	0 00	246 77	103 12
MARRIOTT INTERNATIONAL, INC CMN CLASS A (571903202)	06/15/2011	12/21/2012	5 00	185 67	0.00	157 96	27 71
MARRIOTT INTERNATIONAL, INC CMN CLASS A (571903202)	08/01/2011	12/21/2012	10 00	371.32	0 00	301 20	70 12
Net Covered Long-Term Gains (Losses)				**19,091.64**	**0.00**	**19,337.68**	**(246.04)**
NonCovered Long-Term Gains (Losses)							
MASTERCARD INCORPORATED CMN CLASS A (57636Q104)	05/28/2010	01/17/2012	2.00	691 54	0 00	405 07	286 47
COCA-COLA COMPANY (THE) CMN (191216100)	11/18/2009	01/30/2012	26 00	1,746 98	0 00	1,478 36	268 62
THERMO FISHER SCIENTIFIC INC CMN (883556102)	08/03/2010	02/02/2012	3 00	163 87	0 00	133 17	30 70
THERMO FISHER SCIENTIFIC INC CMN (883556102)	08/05/2010	02/02/2012	5 00	273 12	0 00	226 00	47 12
NIKE CLASS-B CMN CLASS B (654106103)	01/04/2010	02/03/2012	3 00	310 93	0 00	197 60	113 33
NIKE CLASS-B CMN CLASS B (654106103)	11/18/2009	02/03/2012	12 00	1,243 72	0 00	775 32	468 40
WESTERN UNION COMPANY (THE) CMN (959802109)	11/17/2009	02/08/2012	13 00	234 65	0 00	256 69	(22 04)
WESTERN UNION COMPANY (THE) CMN (959802109)	11/18/2009	02/08/2012	33 00	595 64	0 00	653 40	(57 76)
PROCTER & GAMBLE COMPANY (THE) CMN (742718109)	11/18/2009	02/10/2012	9 00	573 51	0 00	557 46	16 05
WESTERN UNION COMPANY (THE) CMN (959802109)	11/18/2009	02/15/2012	58 00	1,023 54	0 00	1,148 40	(124 86)
BAXTER INTERNATIONAL INC CMN (071813109)	12/09/2009	03/29/2012	4 00	236 89	0 00	222 21	14 68

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THE KATHRYN CARELL BROWN FOUNDATION
EIN: 62-6314878
SCH D - ATTACHMENT 3

Tax Year	Account No	Legal Name
2012	003-54303-0	THE KATHRYN CARELL BROWN

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
BAXTER INTERNATIONAL INC CMN (071813109)	01/20/2010	03/29/2012	27 00	1,599 01	0 00	1,648 36	(49 35)
THERMO FISHER SCIENTIFIC INC CMN (883556102)	08/05/2010	04/03/2012	8 00	449 28	0 00	361 60	87 68
THERMO FISHER SCIENTIFIC INC CMN (883556102)	08/11/2010	04/03/2012	22 00	1,235 52	0 00	990 17	245 35
AVON PRODUCTS INC CMN (054303102)	11/02/2010	04/05/2012	8 00	186 00	0 00	231 94	(45 94)
AVON PRODUCTS INC CMN (054303102)	04/13/2010	04/05/2012	20 00	465 00	0 00	639 12	(174 12)
ST JUDE MEDICAL INC CMN (790849103)	11/18/2009	04/11/2012	8 00	315 60	0 00	278 72	36 88
ST JUDE MEDICAL INC CMN (790849103)	06/29/2010	04/11/2012	13 00	512 85	0 00	477 48	35 37
EQUINIX INC CMN (29444U502)	05/10/2010	04/25/2012	5 00	761 18	0 00	492 48	268 70
LOWES COMPANIES INC CMN (548661107)	11/18/2009	05/11/2012	39 00	1,167 06	0 00	834 60	332 46
MASTERCARD INCORPORATED CMN CLASS A (57636Q104)	07/21/2010	05/21/2012	3 00	1,217 44	0 00	605 59	611 85
NORTHERN TRUST CORP CMN (665859104)	11/17/2009	06/27/2012	2 00	87 85	0 00	96 56	(8 71)
NORTHERN TRUST CORP CMN (665859104)	11/18/2009	06/27/2012	9 00	395 34	0 00	434 52	(39 18)
NORTHERN TRUST CORP CMN (665859104)	11/18/2009	06/28/2012	12 00	526 99	0 00	579 36	(52 37)
ST JUDE MEDICAL INC CMN (790849103)	06/29/2010	07/18/2012	2 00	75 22	0 00	73 46	1 76
ST JUDE MEDICAL INC CMN (790849103)	12/02/2010	07/18/2012	8 00	300 89	0 00	321 31	(20 42)
LOWES COMPANIES INC CMN (548661107)	11/18/2009	08/07/2012	1 00	25 98	0 00	21 40	4 58
LOWES COMPANIES INC CMN (548661107)	06/21/2010	08/07/2012	33 00	857 46	0 00	745 17	112 29
LOWES COMPANIES INC CMN (548661107)	10/06/2010	08/08/2012	10 00	259 74	0 00	225 97	33 77
LOWES COMPANIES INC CMN (548661107)	06/21/2010	08/08/2012	22.00	571 42	0 00	496 78	74 64
LOWES COMPANIES INC CMN (548661107)	10/06/2010	08/15/2012	41 00	1,098 34	0 00	926 46	171 88
EQUINIX INC CMN (29444U502)	05/10/2010	09/13/2012	1 00	200 68	0 00	98 50	102 18
EQUINIX INC CMN (29444U502)	06/09/2010	09/13/2012	3 00	602 03	0 00	250 98	351 05
HALLIBURTON COMPANY CMN (406216101)	04/30/2010	10/01/2012	20 00	675 40	0 00	609 51	65 89
OCCIDENTAL PETROLEUM CORP CMN (674599105)	12/23/2009	10/01/2012	13 00	1,130 03	0 00	1,065 48	64 55
HALLIBURTON COMPANY CMN (406216101)	04/30/2010	11/08/2012	5 00	153 55	0 00	152 38	1 17

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THE KATHRYN CARELL BROWN FOUNDATION
EIN: 62-6314878
SCH D - ATTACHMENT 3

Tax Year	Account No	Legal Name
2012	003-54303-0	THE KATHRYN CARELL BROWN

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
HALLIBURTON COMPANY CMN (406216101)	06/02/2010	11/08/2012	13.00	399 23	0 00	305 27	93 96
AMERICAN TOWER CORPORATION CMN (03027X100)	01/14/2011	11/13/2012	3 00	224 03	0 00	151 86	72 17
CROWN CASTLE INTL CORP COMMON STOCK (228227104)	11/17/2009	11/13/2012	2 00	134 23	0 00	75 46	58 77
NETAPP, INC CMN (64110D104)	07/01/2010	11/13/2012	3 00	79 52	0 00	113 44	(33 92)
NIKE CLASS-B CMN CLASS B (654106103)	01/04/2010	11/13/2012	1 00	92.17	0 00	65 87	26 30
PRAXAIR, INC CMN SERIES (74005P104)	11/17/2009	11/13/2012	1 00	107 71	0 00	84 32	23 39
ST JUDE MEDICAL INC CMN (790849103)	12/02/2010	11/13/2012	2 00	72 45	0 00	80 33	(7 88)
VIACOM INC CMN CLASS B (92553P201)	11/18/2009	11/13/2012	2 00	98 40	0 00	61 88	36 52
ST JUDE MEDICAL INC CMN (790849103)	12/02/2010	11/28/2012	20 00	651 84	0 00	803 27	(151 43)
GILEAD SCIENCES CMN (375558103)	11/18/2009	12/06/2012	1 00	73 91	0 00	47 09	26 82
GILEAD SCIENCES CMN (375558103)	11/17/2009	12/06/2012	8 00	591 26	0 00	378 37	212 89
ECOLAB INC CMN (278865100)	03/04/2010	12/19/2012	5 00	358 32	0 00	213 33	144 99
TEVA PHARMACEUTICAL IND LTD ADS (881624209)	11/18/2009	12/19/2012	4 00	153 14	0 00	209 92	(56 78)
TEVA PHARMACEUTICAL IND LTD ADS (881624209)	12/10/2010	12/19/2012	28 00	1,071 97	0 00	1,481 20	(409 23)
Net NonCovered Long-Term Gains (Losses)				**26,072.43**	**0.00**	**22,783.19**	**3,289.24**

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[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

Goldman Sachs

THE KATHRYN CARELL BROWN FOUNDATION

APPLICATION FOR GRANT FUNDS

95 White Bridge Rd, Suite 514
Nashville, TN 37205

Applications for grant funds should be made using the following application form. All questions must be fully and completely answered for the application to be considered. Applications must be received at the above address on or before September 30. Grant awards will be made by December 31.

Only organizations determined to be not-for-profit and ruled tax exempt by the Internal Revenue Service under provisions of Section 501 (c)(3) of the Internal Revenue Code will be eligible for funds from the Foundation. Two (2) complete sets of the application must be provided to the Foundation for it to be considered.

1. Date of Application______________________________

2. Name of Applicant______________________________

3. Address______________________________
____
____

4. Telephone Number__________________ Fax Number__________________

5. Federal Identification Number ______________________________

6. Attach a copy of applicant's current I.R.C. Section 501 (c)(3) determination letter from the Internal Revenue Service.

7. Attach a listing of the Board of Directors, officers, and principal employees along with their respective compensation.

8. Provide a brief statement of the amount of funds requested and the purpose(s) for which such monies would be expended.

9. Provide a brief statement detailing the history, purposes, and goals of the organization.

10. Provide a current set of financial statements for the organization. These statements should include a balance sheet, and a statement of revenues, expenses and changes in fund balances that reflect a detailed description of operating expenses, salaries, and sources of income for the various programs administered by the organization.

11. Provide copies of Federal Form 990, Return of Organization Exempt From Income Tax, for the two most recent years

DECLARATION

I hereby certify that I have read this application and the attachments to it. To the best of my knowledge and belief, the information is accurate and complete. I further certify that I am authorized to sign this application and that any funds awarded will be expended as stated.

Signature Title

Date

Name (Type or Print)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
GOLDMAN SACHS #54173-7	14.
GOLDMAN SACHS #54301-4	1,337.
GOLDMAN SACHS #54302-2	9.
GOLDMAN SACHS #54303-0	7.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,367.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOLDMAN SACHS #54301-4	113,046.	20,892.	92,154.
GOLDMAN SACHS #54302-2	3,624.	7.	3,617.
GOLDMAN SACHS #54303-0	2,976.	0.	2,976.
TOTAL TO FM 990-PF, PART I, LN 4	119,646.	20,899.	98,747.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	1,920.	0.		1,920.
TO FORM 990-PF, PG 1, LN 16B	1,920.	0.		1,920.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRUST & INVESTMENT FEES	11,792.	11,792.		0.
TO FORM 990-PF, PG 1, LN 16C	11,792.	11,792.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES GOLDMAN SACHS	389.	389.		0.
990 ESTIMATED TAX - 2012	1,770.	1,770.		0.
TO FORM 990-PF, PG 1, LN 18	2,159.	2,159.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS #54301-4 - PUBLIC EQUITY	520,403.	621,671.
GOLDMAN SACHS #54302-2 - PUBLIC EQUITY	161,398.	173,712.
GOLDMAN SACHS #54303-0 - PUBLIC EQUITY	157,661.	187,432.
TOTAL TO FORM 990-PF, PART II, LINE 10B	839,462.	982,815.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS #54301-4 - FIXED INCOME	1,513,572.	1,582,962.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,513,572.	1,582,962.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS #54301-4 - OTHER	COST	85,000.	89,412.
TOTAL TO FORM 990-PF, PART II, LINE 13		85,000.	89,412.