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

2012Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning

, 2012, and ending

DOROTHY COLLINS BROWN
CHARITABLE FOUNDATION
2049 CENTURY PARK EAST #1150
LOS ANGELES, CA 90067

A Employer identification number
95-4031664

B Telephone number (see the instructions)
800-509-2251

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis) ---
\$ 690,968.

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 (att sch)

2 ☒ If the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

16,796. 16,796. 16,796.

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

78,992.

b Gross sales price for all assets on line 6a 712,410.

7 Capital gain net income (from Part IV, line 2)

78,992.

8 Net short-term capital gain

1,940.

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

SEE STATEMENT 1

215.

12 Total. Add lines 1 through 11

96,003. 95,788. 18,736.

13 Compensation of officers, directors, trustees, etc

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch) SEE ST 2

1,395. 1,395.

c Other prof fees (attach sch) SEE ST 3

19,671. 19,671.

17 Interest

18 Taxes (attach schedule)(see instrs) SEE STM 4

1,045. 1,045.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

24 Total operating and administrative expenses. Add lines 13 through 23

22,111. 22,111.

25 Contributions, gifts, grants paid STMT 5

56,500. 56,500.

26 Total expenses and disbursements. Add lines 24 and 25

78,611. 0. 22,111. 56,500.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

17,392.

b Net investment income (if negative, enter -0-)

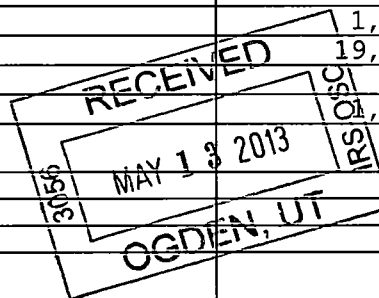
95,788.

c Adjusted net income (if negative, enter -0-)

0.

SCANNED MAY 20 2013

ADMINISTRATIVE AND EXPENSES



b

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	14,324.	38,901.	38,901.
	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 sch)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	800.	1,200.	1,200.
	10a	Investments — U.S. and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule) STATEMENT 6	584,961.	577,376.	650,867.
	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)				
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)	600,085.	617,477.	690,968.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
NET FUND 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	600,085.	617,477.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	600,085.	617,477.	
	31	Total liabilities and net assets/fund balances (see instructions)	600,085.	617,477.	

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	600,085.
2	Enter amount from Part I, line 27a	2	17,392.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	617,477.
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	617,477.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE ATTACHED - MERRILL LYNCH SHORT TERM		P	VARIOUS	VARIOUS
b SEE ATTACHED - MERRILL LYNCH SHORT TERM		P	VARIOUS	VARIOUS
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 262,243.		260,303.	1,940.
b 450,167.		373,115.	77,052.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(j) Fair Market Value as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of column (i) over column (j), if any	
a			1,940.
b			77,052.
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	78,992.
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	1,940.

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.) N/A

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 (column (b) divided by column (c))
2011			
2010			
2009			
2008			
2007			

2 Total of line 1, column (d)	2
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
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4
5 Multiply line 4 by line 3	5
6 Enter 1% of net investment income (1% of Part I, line 27b)	6
7 Add lines 5 and 6	7
8 Enter qualifying distributions from Part XII, line 4	8

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)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	1,916.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	1,916.
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	1,916.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	1,200.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	1,200.	
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	716.	
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	11		
Refunded			

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		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?		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		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) N/A		
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	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		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see 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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>MERRILL LYNCH TRUST COMPANY</u> Telephone no. <u>800-509-2251</u> Located at <u>2049 CENTURY PARK EAST, STE 1150 LOS ANGELES</u> ZIP + 4 <u>90067</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country			X

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
1 a 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)? Organizations relying on a current notice regarding disaster assistance check here <u> </u>	1 b	N/A
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?	1 c	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? If 'Yes,' list the years <u>20 , 20 , 20 , 20 </u>	☐ Yes ☒ No	
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.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20 , 20 , 20 , 20 </u>		
3 a 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)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?

5 b N/A

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)

6 a 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?

6 b X

If 'Yes' to 6b, file Form 8870

7 a 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

7 b

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
JACK SURBER 350 S. GRAND AVENUE, 27TH FLR LOS ANGELES, CA 90071	TRUSTEE 0	0.	0.	0.
RODNEY HAGENBUCH 16826 MONTE HERMOSO DRIVE PACIFIC PALISADES, CA 90272	TRUSTEE 0	0.	0.	0.
JOHN QUINN 3033 EDGEWICK ROAD GLENDALE, CA 91206	TRUSTEE 0	0.	0.	0.

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

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

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 (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		
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 NOT APPLICABLE - THE FOUNDATION DOES NOT ADMINISTER OR MAINTAIN ANY FORMAL PROGRAMS. THE FOUNDATION ISSUES CASH DIRECTLY TO CHARITABLE INSTITUTIONS.	
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 N/A	
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	1 a	82,183.
b Average of monthly cash balances	1 b	
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	82,183.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	82,183.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,233.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	80,950.
6 Minimum investment return. Enter 5% of line 5	6	4,048.

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	4,048.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	1,916.
b Income tax for 2012 (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	1,916.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	2,132.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	2,132.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	2,132.

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	1 a	56,500.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	56,500.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	56,500.

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

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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				2,132.
2 Undistributed income, if any, as of the end of 2012.				
a Enter amount for 2011 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	60,848.			
b From 2008	86,500.			
c From 2009	7,226.			
d From 2010	23,998.			
e From 2011	24,310.			
f Total of lines 3a through e	202,882.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 56,500.				
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				2,132.
e Remaining amount distributed out of corpus	54,368.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	257,250.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	60,848.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	196,402.			
10 Analysis of line 9				
a Excess from 2008	86,500.			
b Excess from 2009	7,226.			
c Excess from 2010	23,998.			
d Excess from 2011	24,310.			
e Excess from 2012	54,368.			

BAA

Form 990-PF (2012)

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				
Total				3 a
b Approved for future payment				
Total				3 b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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) Exclu- sion 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	16,796.	
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					78,992.
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a	LITIGATION SETTLEMENT			1	9.	
b	NON TAXABLE DISTRIBUTIONS			1	206.	
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				17,011.	78,992.
13	Total. Add line 12, columns (b), (d), and (e)				13	96,003.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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	1 a (1)	X
(2) Other assets	1 a (2)	X
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization	1 b (1)	X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)	X
(3) Rental of facilities, equipment, or other assets	1 b (3)	X
(4) Reimbursement arrangements	1 b (4)	X
(5) Loans or loan guarantees	1 b (5)	X
(6) Performance of services or membership or fundraising solicitations	1 b (6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c	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.

[illegible]

2 a 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?

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.

Signature of officer or trustee

Date: 5/6/2013

TRUSTEE
Title

May the IRS discuss this return with the preparer shown below (see instructions)?

**Paid
Preparer
Use Only**

Print/Type preparer's name

KIRBY N. HIGASHI, CPA

Preparer's signature

KIRBY N. HIGASHI, CPA

Date _____

4/17/12

Check

--	--	--

☐ self-employed

PTIN	
------	--

P00257479

Firm's name ▶ SADD VELAZQUEZ HIGASHI SHAMMAA, LLP

Firm's EIN ▶ 80-0519547

Firm's address ▶ 330 N BRAND BLVD STE 200

GLENDAL, CA 91203-2361

Phone no (818) 547-5701

BAA

Form 990-PF (2012)

DOROTHY COLLINS BROWN
CHARITABLE FOUNDATION

95-4031664

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
LITIGATION SETTLEMENT	\$ 9.		
NON TAXABLE DISTRIBUTIONS	206.		
TOTAL	\$ 215.	\$ 0.	\$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	\$ 1,395.		\$ 1,395.	
TOTAL	\$ 1,395.	\$ 0.	\$ 1,395.	\$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNT FEE	\$ 150.		\$ 150.	
INVESTMENT FEES	19,521.		19,521.	
TOTAL	\$ 19,671.	\$ 0.	\$ 19,671.	\$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CA REGISTRY OF CHARITABLE TRUSTS	\$ 25.		\$ 25.	
FOREIGN TAX PAID	149.		149.	
FRANCHISE TAX BOARD	10.		10.	
INTERNAL REVENUE SERVICE	861.		861.	
TOTAL	\$ 1,045.	\$ 0.	\$ 1,045.	\$ 0.

DOROTHY COLLINS BROWN
CHARITABLE FOUNDATION

95-4031664

STATEMENT 5
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTSCASH GRANTS AND ALLOCATIONS

CLASS OF ACTIVITY:	DONATION	
DONEE'S NAME:	L.A. COUNTY MUSEUM OF ART	
DONEE'S ADDRESS:	5905 WILSHIRE BLVD.	
	LOS ANGELES, CA 90036	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	NON-PROFIT	
AMOUNT GIVEN:		\$ 10,000.
CLASS OF ACTIVITY:	DONATION	
DONEE'S NAME:	TACOMA ART MUSEUM	
DONEE'S ADDRESS:	1123 PACIFIC AVENUE	
	TACOMA, WA 98402,	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	NON-PROFIT	
AMOUNT GIVEN:		3,000.
CLASS OF ACTIVITY:	DONATION	
DONEE'S NAME:	BLIND CHILDRENS CENTER	
DONEE'S ADDRESS:	4120 MARATHON ST.	
	LOS ANGELES, CA 90029	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	NON PROFIT	
AMOUNT GIVEN:		5,000.
CLASS OF ACTIVITY:	DONATION	
DONEE'S NAME:	AMERICAN HEART ASSOCIATION	
DONEE'S ADDRESS:	7272 GREENVILLE AVE.	
	DALLAS, TX 75231	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	NON PROFIT	
AMOUNT GIVEN:		2,000.
CLASS OF ACTIVITY:	DONATION	
DONEE'S NAME:	MCCALLUM THEATER	
DONEE'S ADDRESS:	73000 FRED WARING DR	
	PALM DESERT, CA 92260	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	NON PROFIT	
AMOUNT GIVEN:		10,000.
CLASS OF ACTIVITY:	DONATION	
DONEE'S NAME:	UNITED CEREBRAL PALSY	
DONEE'S ADDRESS:	6430 INDEPENDENCE AVE	
	WOODLAND HILLS, CA 91367	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	NON PROFIT	
AMOUNT GIVEN:		3,000.
CLASS OF ACTIVITY:	DONATION	
DONEE'S NAME:	TOWN HALL, LOS ANGELES	
DONEE'S ADDRESS:	515 S. FLOWER ST, STE 1650	
	LOS ANGELES, CA 90071	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	NON PROFIT	
AMOUNT GIVEN:		11,000.

DOROTHY COLLINS BROWN
CHARITABLE FOUNDATION

95-4031664

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

CLASS OF ACTIVITY:	DONATION	
DONEE'S NAME:	GROWTOWN, INC.	
DONEE'S ADDRESS:	33203 BIDDESTONE LN. FARMINGTON HILLS, MI 48334	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	NON PROFIT	
AMOUNT GIVEN:		\$ 5,000.
CLASS OF ACTIVITY:	DONATION	
DONEE'S NAME:	BOYS & GIRLS CLUB OF WATCOM COUNTY	
DONEE'S ADDRESS:	635 8TH STREET BLAINE, WA 98230	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	NON PROFIT	
AMOUNT GIVEN:		1,000.
CLASS OF ACTIVITY:	DONATION	
DONEE'S NAME:	COMMUNITY FOUNDATION OF WESTERN MASSACHU	
DONEE'S ADDRESS:	1500 MAIN ST. SPRINGFIELD, MA 01115	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	NON PROFIT	
AMOUNT GIVEN:		5,000.
CLASS OF ACTIVITY:	DONATION	
DONEE'S NAME:	NATIONAL CHARITY LEAGUE JUNIORS SAN MARI	
DONEE'S ADDRESS:	420 SOUTH GREENWOOD AVENUE PASADENA, CA 91107	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	NON PROFIT	
AMOUNT GIVEN:		1,500.
	TOTAL	\$ 56,500.

STATEMENT 6
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
SEE ATTACHED STATEMENTS	COST	\$ 577,376.	\$ 650,867.
	TOTAL	\$ 577,376.	\$ 650,867.

DOROTHY COLLINS BROWN CHAR FDN

Account Number: 230-74E44

MERRILL LYNCH CONSULTS SERVICE

December 01, 2012 - December 31, 2012

YOUR INVESTMENT MANAGER - NEUBERGER BERMAN LARGE CAP/TV

We encourage you to contact your Financial Advisor whenever there are changes in your particular situation or objectives. These changes can then be discussed directly with your Investment Manager. We also encourage you to discuss your portfolio at least annually with your Investment Manager. Your Financial Advisor would be pleased to arrange such discussions.

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

EQUITIES Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
AETNA INC NEW	AET	07/09/12	250	38.1256	9,531.40	46.3100	11,577.50	2,046.10	200	1.72
AMERICAN INTERNATIONAL GROUP INC	AIG	07/09/12 10/26/12	273 36	30.9142 34.7497	8,439.60 1,250.99	35.3000 35.3000	9,636.90 1,270.80	1,197.30 19.81		
Subtotal			309		9,690.59		10,907.70	1,217.11		
ANADARKO PETE CORP	APC	06/23/10 02/17/11	14 54	40.5935 78.4553	568.31 4,236.59	74.3100 74.3100	1,040.34 4,012.74	472.03 (223.85)	6 20	48 48
Subtotal			68		4,804.90		5,053.08	248.18	26	48
AT&T INC	T	09/20/11 09/22/11	40 87	29.1337 27.7587	1,165.35 2,415.01	33.7100 33.7100	1,348.40 2,932.77	183.05 517.76	72 157	5.33 5.33
		03/20/12	16	31.7687	508.30	33.7100	539.36	31.06	29	5.33
Subtotal			143		4,088.66		4,820.53	731.87	258	5.33
BAKER HUGHES INC	BHI	09/26/12	109	45.7279	4,984.35	40.8477	4,452.40	(531.95)	66	1.46



DOROTHY COLLINS BROWN CHAR FDN

Account Number: 230-74E44

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)/Annual	Estimated Current Income Yield%
BANK NEW YORK MELLON CORP	BK	07/09/12	292	21.5300	6,286.76	25.7000	7,504.40	1,217.64	152 2.02
		08/24/12	130	22.4396	2,917.16	25.7000	3,341.00	423.84	68 2.02
		09/26/12	99	22.5388	2,231.35	25.7000	2,544.30	312.95	52 2.02
Subtotal			521		11,435.27		13,389.70	1,954.43	272 2.02
BHP BILLITON LTD ADR	BHP	07/31/12	105	66.5336	6,986.03	78.4200	8,234.10	1,248.07	236 2.85
		08/29/12	25	67.8680	1,696.70	78.4200	1,960.50	263.80	56 2.85
		09/20/12	31	69.5583	2,156.31	78.4200	2,431.02	274.71	70 2.85
Subtotal			161		10,839.04		12,625.62	1,786.58	362 2.85
BOEING COMPANY	BA	07/09/12	49	74.0306	3,627.50	75.3600	3,692.64	65.14	96 2.57
		08/01/12	39	73.7997	2,878.19	75.3600	2,939.04	60.85	76 2.57
Subtotal			88		6,505.69		6,631.68	125.99	172 2.57
CARNIVAL CORP PAIRED SHS	CCL	06/30/09	52	25.7867	1,340.91	36.7700	1,912.04	571.13	52 2.71
		06/07/10	21	34.9047	733.00	36.7700	772.17	39.17	21 2.71
		07/09/12	256	33.2673	8,516.45	36.7700	9,413.12	896.67	256 2.71
Subtotal			329		10,590.36		12,097.33	1,506.97	329 2.71
CATERPILLAR INC DEL	CAT	05/12/09	20	37.4540	749.08	89.6085	1,792.17	1,043.09	42 2.32
		06/30/09	42	33.0440	1,387.85	89.6085	3,763.56	2,375.71	88 2.32
		10/01/10	16	77.9881	1,247.81	89.6085	1,433.74	185.93	34 2.32
		07/09/12	20	83.0830	1,661.66	89.6085	1,792.17	130.51	42 2.32
		07/31/12	32	84.7459	2,711.87	89.6085	2,867.47	155.60	67 2.32
		10/26/12	47	83.8585	3,941.35	89.6085	4,211.60	270.25	98 2.32
Subtotal			177		11,699.62		15,860.71	4,161.09	371 2.32
CHEVRON CORP	CVX	01/25/10	27	74.9711	2,024.22	108.1400	2,919.78	895.56	98 3.32
		05/06/10	43	79.5913	3,422.43	108.1400	4,650.02	1,227.59	155 3.32
		06/04/10	15	71.1066	1,066.60	108.1400	1,622.10	555.50	54 3.32
		10/13/10	12	83.8700	1,006.44	108.1400	1,297.68	291.24	44 3.32
		09/10/12	21	114.3509	2,401.37	108.1400	2,270.94	(130.43)	76 3.32

DOROTHY COLLINS BROWN CHAR FDN

Account Number: 230-74E44

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)/Annual Income	Estimated Current Yield%
CHEVRON CORP	CVX	10/22/12	17	111.7982	1,900.57	108.1400	1,838.38	(62.19)	62 3.32
		10/23/12	2	111.0900	222.18	108.1400	216.28	(5.90)	8 3.32
		10/26/12	21	110.8614	2,328.09	108.1400	2,270.94	(57.15)	76 3.32
Subtotal			158		14,371.90		17,086.12	2,714.22	573 3.32
CISCO SYSTEMS INC COM	CSCO	11/14/11	73	19.0600	1,391.38	19.6494	1,434.41	43.03	41 2.85
		11/18/11	85	18.5765	1,579.01	19.6494	1,670.20	91.19	48 2.85
		11/28/11	50	18.0292	901.46	19.6494	982.47	81.01	28 2.85
		11/29/11	38	17.8707	679.09	19.6494	746.68	67.59	22 2.85
		12/07/11	33	18.8824	623.12	19.6494	648.43	25.31	19 2.85
		01/13/12	45	18.9900	854.55	19.6494	884.22	29.67	26 2.85
		01/31/12	44	19.6686	865.42	19.6494	864.57	(0.85)	25 2.85
		03/20/12	26	20.3750	529.75	19.6494	510.88	(18.87)	15 2.85
		05/09/12	30	18.8276	564.83	19.6494	589.48	24.65	17 2.85
		06/27/12	33	16.7554	552.93	19.6494	648.43	95.50	19 2.85
		07/09/12	178	16.6207	2,958.50	19.6494	3,497.59	539.09	100 2.85
Subtotal			635		11,500.04		12,477.36	977.32	360 2.85
CITIGROUP INC COM NEW	C	01/26/10	39	31.7948	1,240.00	39.5600	1,542.84	302.84	2 10
		02/19/10	35	34.3940	1,203.79	39.5600	1,384.60	180.81	2 10
		03/29/10	35	42.2028	1,477.10	39.5600	1,384.60	(92.50)	2 10
		03/31/10	48	40.3918	1,938.81	39.5600	1,898.88	(39.93)	2 10
		04/14/10	29	47.3093	1,371.97	39.5600	1,147.24	(224.73)	2 10
		05/10/10	30	42.2290	1,266.87	39.5600	1,186.80	(80.07)	2 10
		09/23/10	55	38.5000	2,117.50	39.5600	2,175.80	58.30	3 10
		07/09/12	440	25.9545	11,420.02	39.5600	17,406.40	5,986.38	18 10
		10/01/12	52	32.9413	1,712.95	39.5600	2,057.12	344.17	3 10
Subtotal			763		23,749.01		30,184.28	6,435.27	36 10
COMCAST CRP NEW CLA SPL	CMCSK	07/09/12	140	30.7699	4,307.79	35.9200	5,028.80	721.01	91 1.80
CONSOL ENERGY INC COM	CNX	08/28/12	86	31.8666	2,740.53	32.1000	2,760.60	20.07	43 1.55

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DOROTHY COLLINS BROWN CHAR FDN

Account Number: 230-74E44

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)/Annual	Estimated Current Income Yield%
CSX CORP	CSX	07/24/12	289	21.5968	6,241.48	19,7300	5,701.97	(539.51)	162 2.83
		08/07/12	143	22.9639	3,283.85	19,7300	2,821.39	(462.46)	81 2.83
Subtotal			432		9,525.33		8,523.36	(1,001.97)	243 2.83
CUMMINS INC COM	CMI	07/09/12	69	95.3579	6,579.70	108.3500	7,476.15	896.45	138 1.84
		10/10/12	28	87.7910	2,458.15	108.3500	3,033.80	575.65	56 1.84
Subtotal			97		9,037.85		10,509.95	1,472.10	194 1.84
DEERE CO	DE	08/28/12	89	73.7907	6,567.38	86.4200	7,691.38	1,124.00	164 2.12
		10/15/12	38	82.5442	3,136.68	86.4200	3,283.96	147.28	70 2.12
Subtotal			127		9,704.06		10,975.34	1,271.28	234 2.12
DIAMOND OFFSHORE DRLNG	DO	07/09/12	105	59.3677	6,233.61	67.9600	7,135.80	902.19	53 7.3
		08/30/12	25	65.8996	1,647.49	67.9600	1,699.00	51.51	13 7.3
		11/05/12	18	68.7972	1,238.35	67.9600	1,223.28	(15.07)	9 7.3
Subtotal			148		9,119.45		10,058.08	938.63	75 7.3
DOVER CORP	DOV	07/11/12	124	51.1669	6,344.70	55.7100	8,148.04	1,803.34	174 2.13
EXXON MOBIL CORP COM	XOM	12/14/09	122	69.8836	8,525.81	86.5500	10,559.10	2,033.29	279 2.63
		04/29/10	36	68.5238	2,466.86	86.5500	3,115.80	648.94	83 2.63
		06/06/12	4	78.4025	313.61	86.5500	346.20	32.59	10 2.63
		06/11/12	56	80.2851	4,495.97	86.5500	4,846.80	350.83	128 2.63
		06/22/12	37	83.0535	3,072.98	86.5500	3,202.35	129.37	85 2.63
		06/25/12	40	80.1225	3,204.90	86.5500	3,462.00	257.10	92 2.63
		07/05/12	13	85.4861	1,111.32	86.5500	1,125.15	13.83	30 2.63
		07/31/12	44	87.0554	3,830.44	86.5500	3,808.20	(22.24)	101 2.63
		08/10/12	43	87.7500	3,773.25	86.5500	3,721.65	(51.60)	99 2.63
Subtotal			395		30,795.14		34,187.25	3,392.11	907 2.63
FEDEX CORP DELAWARE COM	FDX	07/09/12	24	91.0833	2,186.00	91.7200	2,201.28	15.28	14 6.1
		08/01/12	23	88.9000	2,044.70	91.7200	2,109.56	64.86	13 6.1
Subtotal			47		4,230.70		4,310.84	80.14	27 6.1

DOROTHY COLLINS BROWN CHAR FDN

Account Number: 230-74E44

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012- December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)/Annual Income	Estimated Current Yield%
FORD MOTOR CO	F	09/30/09	44	7.2065	317.09	12.9500	569.80	252.71	9 1.54
		12/31/09	299	10.0046	2,991.38	12.9500	3,872.05	880.67	60 1.54
		06/29/12	149	9.6597	1,439.30	12.9500	1,929.55	490.25	30 1.54
		10/02/12	196	9.7842	1,917.72	12.9500	2,538.20	620.48	40 1.54
Subtotal			688		6,665.49		8,909.60	2,244.11	139 1.54
FRAC MARRIOTT INTL CL A		12/16/09	3,664	0.0002	0.98	0.0003	N/A	N/A	
GENERAL ELECTRIC	GE	02/07/07	55	36.2818	1,995.50	20.9900	1,154.45	(841.05)	42 3.62
		02/09/07	4	35.7900	143.16	20.9900	83.96	(59.20)	4 3.62
		09/04/07	85	38.8434	3,301.69	20.9900	1,784.15	(1,517.54)	65 3.62
		11/26/08	140	15.6779	2,194.91	20.9900	2,938.60	743.69	107 3.62
		03/23/11	210	19.5330	4,101.95	20.9900	4,407.90	305.95	160 3.62
		06/24/11	226	18.0761	4,085.20	20.9900	4,743.74	658.54	172 3.62
		11/29/11	38	15.0394	571.50	20.9900	797.62	226.12	29 3.62
		03/20/12	41	20.0821	823.37	20.9900	860.59	37.22	32 3.62
		05/08/12	61	19.1129	1,165.89	20.9900	1,280.39	114.50	47 3.62
		06/11/12	54	19.0951	1,031.14	20.9900	1,133.46	102.32	42 3.62
		07/10/12	122	19.9140	2,429.51	20.9900	2,560.78	131.27	93 3.62
		10/22/12	107	21.8630	2,339.35	20.9900	2,245.93	(93.42)	82 3.62
Subtotal			1,143		24,183.17		23,991.57	(191.60)	875 3.62
GOLDMAN SACHS GROUP INC	GS	12/30/08	64	77.6760	4,971.27	127.5600	8,163.84	3,192.57	128 1.56
		07/27/10	18	147.2716	2,650.89	127.5600	2,296.08	(354.81)	36 1.56
		08/16/10	5	148.3580	741.79	127.5600	637.80	(103.99)	10 1.56
		09/01/10	10	139.2180	1,392.18	127.5600	1,275.60	(116.58)	20 1.56
		09/22/10	7	149.9371	1,049.56	127.5600	892.92	(156.64)	14 1.56
		07/09/12	55	94.2616	5,184.39	127.5600	7,015.80	1,831.41	110 1.56
		08/31/12	26	106.1100	2,758.86	127.5600	3,316.56	557.70	52 1.56
		09/28/12	34	113.7929	3,868.96	127.5600	4,337.04	468.08	68 1.56
Subtotal			219		22,617.90		27,935.64	5,317.74	438 1.56

DOROTHY COLLINS BROWN CHAR FDN

Account Number: 230-74E44

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
HALLIBURTON COMPANY	HAL	12/13/12	203	33.7685	6,855.01	34.6900	7,042.07	187.06	74	1.03
INTEL CORP	INTC	10/10/11	75	22.8536	1,714.02	20.6200	1,546.50	(167.52)	68	4.36
		10/14/11	53	23.3603	1,238.10	20.6200	1,092.86	(145.24)	48	4.36
		10/17/11	52	23.2528	1,209.15	20.6200	1,072.24	(136.91)	47	4.36
		01/30/12	25	26.6540	666.35	20.6200	515.50	(150.85)	23	4.36
		05/23/12	32	25.2725	808.72	20.6200	659.84	(148.88)	29	4.36
		07/09/12	5	26.0500	130.25	20.6200	103.10	(27.15)	5	4.36
Subtotal			242		5,766.59		4,990.04	(776.55)	220	4.36
INVESCO LTD	IVZ	07/09/12	296	21.8587	6,470.20	26.0900	7,722.64	1,252.44	205	2.64
		11/05/12	89	24.4412	2,175.27	26.0900	2,322.01	146.74	62	2.64
		11/06/12	36	24.6861	888.70	26.0900	939.24	50.54	25	2.64
Subtotal			421		9,534.17		10,983.89	1,449.72	292	2.64
JOHNSON AND JOHNSON COM	JNJ	09/22/09	10	60.9080	609.08	70.1000	701.00	91.92	25	3.48
		11/12/10	13	63.6753	827.78	70.1000	911.30	83.52	32	3.48
		04/28/11	73	65.4864	4,780.51	70.1000	5,117.30	336.79	179	3.48
		06/01/11	46	66.9734	3,080.78	70.1000	3,224.60	143.82	113	3.48
		09/22/11	13	61.8669	804.27	70.1000	911.30	107.03	32	3.48
		07/09/12	52	67.7532	3,523.17	70.1000	3,645.20	122.03	127	3.48
Subtotal			207		13,625.59		14,510.70	885.11	508	3.48
JOY GLOBAL INC DEL COM	JOY	07/09/12	151	53.5470	8,085.60	63.7800	9,630.78	1,545.18	106	1.09
		08/30/12	14	53.7100	751.94	63.7800	892.92	140.98	10	1.09
		12/04/12	61	55.8475	3,406.70	63.7800	3,890.58	483.88	43	1.09
Subtotal			226		12,244.24		14,414.28	2,170.04	159	1.09
JPMORGAN CHASE & CO	JPM	12/31/07	60	43.0183	2,581.10	43.9691	2,638.15	57.05	72	2.72
		03/03/08	166	39.9087	6,624.86	43.9691	7,298.87	674.01	200	2.72
		06/11/08	150	37.5723	5,635.85	43.9691	6,595.37	959.52	180	2.72
		06/20/08	50	37.6742	1,883.71	43.9691	2,198.46	314.75	60	2.72
		09/12/08	70	41.0752	2,875.27	43.9691	3,077.84	202.57	84	2.72
		12/01/08	63	29.5057	1,858.86	43.9691	2,770.05	911.19	76	2.72

DOROTHY COLLINS BROWN CHAR FDN

Account Number: 230-74E44

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)/Annual Income	Estimated Current Yield%
JPMORGAN CHASE & CO	JPM	09/22/10 07/09/12 10/08/12 11/07/12	45 49 38 102 793	39.9102 33.7642 41.4847 40.8696	1,795.96 1,654.45 1,576.42 4,168.70 30,655.18	43.9691 43.9691 43.9691 43.9691	1,978.61 2,154.49 1,670.83 4,484.85 34,867.52	182.65 500.04 94.41 316.15 4,212.34	54 2.72 59 2.72 46 2.72 123 2.72 954 2.72
Subtotal									
LINCOLN NTL CORP IND NPV	LNC	07/09/12 07/31/12	311 105 416	20.5887 20.1059	6,403.09 2,111.12 8,514.21	25.9000 25.9000	8,054.90 2,719.50 10,774.40	1,651.81 608.38 2,260.19	150 1.85 51 1.85 201 1.85
Subtotal									
LYONDELLBASELL INDUSTRIE	LYB	07/10/12 10/03/12	197 26 223	41.2998 52.4476	8,136.08 1,363.64 9,499.72	57.0900 57.0900	11,246.73 1,484.34 12,731.07	3,110.65 120.70 3,231.35	316 2.80 42 2.80 358 2.80
Subtotal									
MCDERMOTT INTL INC	MDR	08/28/12 10/23/12	289 223 512	11.3820 10.6892	3,289.40 2,383.71 5,673.11	11.0200 11.0200	3,184.78 2,457.46 5,642.24	(104.62) 73.75 (30.87)	
Subtotal									
MERCK AND CO INC SHS	MRK	05/03/11 05/18/11 06/01/12	65 36 21 122	36.5846 37.5177 37.1876	2,378.00 1,350.64 780.94 4,509.58	40.9400 40.9400 40.9400	2,661.10 1,473.84 859.74 4,994.68	283.10 123.20 78.80 485.10	112 4.20 62 4.20 37 4.20 211 4.20
Subtotal									
MICROSOFT CORP	MSFT	05/19/11 05/24/11 07/09/12	51 78 245 374	24.7098 24.1476 29.9108	1,260.20 1,883.52 7,328.17 10,471.89	26.7097 26.7097 26.7097	1,362.19 2,083.36 6,543.88 9,989.43	101.99 199.84 (784.29) (482.46)	47 3.44 72 3.44 226 3.44 345 3.44
Subtotal									
MONSANTO CO NEW DEL COM	MON	07/09/12	132	82.7263	10,919.88	94.6500	12,493.80	1,573.92	198 1.58
MOODY'S CORP	MCO	07/09/12	93	36.6986	3,412.97	50.3200	4,679.76	1,266.79	75 1.58

DOROTHY COLLINS BROWN CHAR FDN

Account Number: 230-74E44

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss) Annual	Estimated Current Income Yield%
MORGAN STANLEY	MS	04/23/09	89	21.5664	1,919.41	19.1200	1,701.68	(217.73)	18 1.04
		05/07/09	17	27.8782	473.93	19.1200	325.04	(148.89)	4 1.04
		05/08/09	140	25.9294	3,630.12	19.1200	2,676.80	(953.32)	28 1.04
		07/09/12	146	13.8752	2,025.79	19.1200	2,791.52	765.73	30 1.04
Subtotal			392	8,049.25			7,495.04	(554.21)	80 1.04
NEWMONT MINING CORP	NEM	07/09/12	224	47.8591	10,720.46	46.4400	10,402.56	(317.90)	314 3.01
		12/13/12	48	44.6747	2,144.39	46.4400	2,229.12	84.73	68 3.01
Subtotal			272		12,864.85		12,631.68	(233.17)	382 3.01
NUCOR CORPORATION	NUE	11/13/12	169	40.2476	6,801.86	43.1600	7,294.04	492.18	249 3.40
OCCIDENTAL PETE CORP CAL	OXY	02/06/12	7	103.6300	725.41	76.6100	536.27	(189.14)	16 2.81
		02/06/12	10	100.6770	1,006.77	76.6100	766.10	(240.67)	22 2.81
		02/08/12	17	103.6817	1,762.59	76.6100	1,302.37	(460.22)	37 2.81
		02/09/12	16	104.3206	1,669.13	76.6100	1,225.76	(443.37)	35 2.81
		06/21/12	7	82.0257	574.18	76.6100	536.27	(37.91)	16 2.81
		06/28/12	5	80.3660	401.83	76.6100	383.05	(18.78)	11 2.81
Subtotal			62		6,139.91		4,749.82	(1,390.09)	137 2.81
ORACLE CORP \$0.01 DEL	ORCL	10/11/12	223	30.6921	6,844.34	33.3200	7,430.36	586.02	54 7.2
PFIZER INC	PFE	11/16/10	112	16.5877	1,857.83	25.0793	2,808.88	951.05	108 3.82
		01/05/11	390	18.1746	7,088.13	25.0793	9,780.93	2,692.80	375 3.82
		09/22/11	18	17.3883	312.99	25.0793	451.43	138.44	18 3.82
Subtotal			520		9,258.95		13,041.24	3,782.29	501 3.82
PPL CORPORATION	PPL	11/05/12	236	28.8988	6,820.12	28.6300	6,756.68	(63.44)	340 5.02
RANGE RESOURCES CORP DEL	RRC	07/09/12	105	61.5562	6,463.41	62.8300	6,597.15	133.74	17 2.5
		07/10/12	188	61.2765	11,520.00	62.8300	11,812.04	292.04	31 2.5
		08/30/12	32	64.7331	2,071.46	62.8300	2,010.56	(60.90)	6 2.5
Subtotal			325		20,054.87		20,419.75	364.88	54 2.5

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YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012- December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)/Annual Income	Estimated Current Yield%
REGIONS FINL CORP	RF	09/30/09	50	6.2146	310.73	7.1300	356.50	45.77	2.56
		10/14/09	75	6.0350	452.63	7.1300	534.75	82.12	3.56
		01/27/10	250	6.1682	1,542.05	7.1300	1,782.50	240.45	10.56
		04/14/10	172	8.7106	1,498.24	7.1300	1,226.36	(271.88)	7.56
		07/09/12	336	6.5477	2,200.03	7.1300	2,395.68	195.65	14.56
Subtotal			883		6,003.68		6,295.79	292.11	36.56
REINSURANCE GROUP AMERICA	RGA	07/09/12	60	54.9955	3,299.73	53.5200	3,211.20	(88.53)	58.179
		07/10/12	70	55.3060	3,871.42	53.5200	3,746.40	(125.02)	68.179
Subtotal			130		7,171.15		6,957.60	(213.55)	126.179
SANDISK CORP INC	SNDK	07/09/12	129	36.1597	4,664.61	43.5000	5,611.50	946.89	
SCHLUMBERGER LTD	SLB	12/21/06	17	63.7176	1,083.20	69.2986	1,178.08	94.88	19.158
		11/25/08	20	44.9445	898.89	69.2986	1,385.97	487.08	22.158
		12/01/08	13	44.5846	579.60	69.2986	900.88	321.28	15.158
		05/15/09	27	52.2185	1,409.90	69.2986	1,871.06	461.16	30.158
		06/22/09	41	52.5724	2,155.47	69.2986	2,841.24	685.77	46.158
		01/25/10	12	66.0066	792.08	69.2986	831.58	39.50	14.158
		10/24/12	57	70.7914	4,035.11	69.2986	3,950.02	(85.09)	63.158
		12/14/12	49	68.7748	3,369.97	69.2986	3,395.63	25.66	54.158
		12/26/12	13	69.1000	898.30	69.2986	900.88	2.58	15.158
Subtotal			249		15,222.52		17,255.34	2,032.82	278.158
SCHWAB CHARLES CORP NEW	SCHW	07/09/12	386	12.4889	4,820.72	14.3600	5,542.96	722.24	93.167
		08/10/12	135	12.8957	1,740.93	14.3600	1,938.60	197.67	33.167
Subtotal			521		6,561.65		7,481.56	919.91	126.167

DOROTHY COLLINS BROWN CHAR FDN

Account Number: 230-74E44

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)/Annual	Estimated Current Income Yield%
TARGET CORP COM	TGT	12/24/08	49	32.6048	1,597.64	59.1700	2,899.33	1,301.69	71 2.43
		03/16/09	9	29.0055	261.05	59.1700	532.53	271.48	13 2.43
		06/06/12	7	57.5757	403.03	59.1700	414.19	11.16	11 2.43
		06/07/12	12	57.7591	693.11	59.1700	710.04	16.93	18 2.43
		07/09/12	42	58.0369	2,437.55	59.1700	2,485.14	47.59	61 2.43
Subtotal			119		5,392.38		7,041.23	1,648.85	174 2.43
URBAN OUTFITTERS INC	URBN	08/08/12	52	30.8994	1,606.77	39.3600	2,046.72	439.95	
		08/09/12	113	30.8917	3,490.77	39.3600	4,447.68	956.91	
		10/09/12	64	36.8801	2,360.33	39.3600	2,519.04	158.71	
Subtotal			229		7,457.87		9,013.44	1,555.57	
US BANCORP (NEW)	USB	07/09/12	143	31.9236	4,565.08	31.9400	4,567.42	2.34	112 2.44
WELLS FARGO & CO NEW DEL	WFC	06/27/08	255	24.1228	6,151.32	34.1800	8,715.90	2,564.58	225 2.57
		11/07/08	277	27.5284	7,625.37	34.1800	9,467.86	1,842.49	244 2.57
		12/31/09	179	27.1121	4,853.07	34.1800	6,118.22	1,265.15	158 2.57
		10/12/12	34	33.7829	1,148.62	34.1800	1,162.12	13.50	30 2.57
		10/15/12	32	33.6728	1,077.53	34.1800	1,093.76	16.23	29 2.57
Subtotal			777		20,855.91		26,557.86	5,701.95	686 2.57
YAHOO INC	YHOO	12/18/12	31	19.6200	608.22	19.9000	616.90	8.68	
		12/19/12	233	19.6142	4,570.11	19.9000	4,636.70	66.59	
Subtotal			264		5,178.33		5,253.60	75.27	
ZIMMER HOLDINGS INC COM	ZMH	07/09/12	102	63.7941	6,507.00	66.6600	6,799.32	292.32	74 1.08

DOROTHY COLLINS BROWN CHAR FDN

Account Number: 230-74E44

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

Equities (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)/Annual Income	Estimated Current Yield%
ZIONS BANCORP	COM	ZION 09/09/09	55	16.0860	884.73	21.4000	1,177.00	292.27	3 .18
		09/25/09	50	17.6952	884.76	21.4000	1,070.00	185.24	2 .18
		09/30/09	19	17.8621	339.38	21.4000	406.60	67.22	1 .18
		10/14/09	16	18.1343	290.15	21.4000	342.40	52.25	1 .18
		11/11/09	40	13.1992	527.97	21.4000	856.00	328.03	2 .18
		11/12/09	8	13.1925	105.54	21.4000	171.20	65.66	1 .18
		07/09/12	167	19.0607	3,183.15	21.4000	3,573.80	390.65	7 .18
Subtotal			355		6,215.68		7,597.00	1,381.32	17 .18
TOTAL					577,376.07		650,867.23	73,491.16	13,486 2.07