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Form **990-PF**

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

OMB No 1545-0052

**2012**

Department of the Treasury  
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation <b>BROWN, SAMUEL R.T/U/W</b>		<b>A</b> Employer identification number 95-6088139
Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>Wells Fargo Bank N A. - 1 W 4TH ST 4TH FLOOR MAC D4000-041</b>		<b>B</b> Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code <b>WINSTON SALEM NC 27101-3818</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>6,000,842</b>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
<i>(Part I, column (d) must be on cash basis)</i>		

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	133,599	133,599		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	213,544			
	b Gross sales price for all assets on line 6a 1,216,051				
	7 Capital gain net income (from Part IV, line 2)		213,544		
	8 Net short-term capital gain			RECEIVED	
	9 Income modifications				
	Operating and Administrative Expenses	10 a Gross sales less returns and allowances			
b Less Cost of goods sold				AMOUNT	
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)		49,264	49,264		
12 Total. Add lines 1 through 11		396,407	396,407	0	
13 Compensation of officers, directors, trustees, etc		71,054	53,290		17,764
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16 a Legal fees (attach schedule)					
b Accounting fees (attach schedule)		1,410			1,410
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)	8,290	2,366			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)	2,762	2,752		10	
24 Total operating and administrative expenses. Add lines 13 through 23	83,516	58,408	0	19,184	
25 Contributions, gifts, grants paid	552,730			552,730	
26 Total expenses and disbursements. Add lines 24 and 25	636,246	58,408	0	571,914	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-239,839				
b Net investment income (if negative, enter -0-)		337,999			
c Adjusted net income (if negative, enter -0-)			0		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing		1,223	1,223
	2	Savings and temporary cash investments	23,256	54	54
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	4,492,075	4,261,434	5,999,570	
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	4,515,331	4,262,711	6,000,847	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	<b>Total liabilities</b> (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. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	4,515,331	4,262,711	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see instructions)	4,515,331	4,262,711		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	4,515,331	4,262,711		

**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	4,515,331
2	Enter amount from Part I, line 27a	2	-239,839
3	Other increases not included in line 2 (itemize) <u>See Attached Statement</u>	3	2,919
4	Add lines 1, 2, and 3	4	4,278,411
5	Decreases not included in line 2 (itemize) <u>See Attached Statement</u>	5	15,700
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,262,711

**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.)
<b>1a</b> See Attached Statement				
<b>b</b> See Attached Statement				
<b>c</b> See Attached Statement				
<b>d</b> See Attached Statement				
<b>e</b> See Attached Statement				
(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)	
<b>a</b>			0	
<b>b</b>			0	
<b>c</b>			0	
<b>d</b>			0	
<b>e</b>			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
<b>a</b>				0
<b>b</b>				0
<b>c</b>				0
<b>d</b>				0
<b>e</b>				0
<b>2</b> 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 }		<b>2</b>	213,544	
<b>3</b> 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 }		<b>3</b>	0	

**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	219,628	6,036,893	0.036381
2010	274,302	5,744,276	0.047752
2009	218,815	5,253,900	0.041648
2008	259,072	5,480,612	0.047271
2007	247,274	5,580,099	0.044314
<b>2</b> Total of line 1, column (d)			0.217366
<b>3</b> 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			0.043473
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		6,035,564	
<b>5</b> Multiply line 4 by line 3			262,384
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			3,380
<b>7</b> Add lines 5 and 6			265,764
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			571,914

**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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	3,380	
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	3,380	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	5	3,380	
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,104	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	8,700	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d	7	12,804	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,424	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 3,380 Refunded <input type="checkbox"/>	11	6,044	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a		X
b		X
c		X
d		
e		
2		X
3		X
4 a		X
4 b	N/A	
5		X
6	X	
7	X	
8 a		
8 b	X	
9		X
10		X

**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 ▶ N/A	13	X	
14	The books are in care of ▶ WELLS FARGO BANK N A Telephone no. ▶ 888-730-4933 Located at ▶ 101N Independence Mall E MACY1372-062 Philadelphia PA ZIP+4 ▶ 19106-2112			
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			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No 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
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ▶ <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions )	2b	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 ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012 )	3b	N/A
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)? (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)? Organizations relying on a current notice regarding disaster assistance check here  **5b** N/A

**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? **7b** N/A

**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
Wells Fargo Bank, N.A. 101N Independence Mall E MACY1372-062 Phila	Trustee 4 00	71,054		

**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 ▶

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE .....	
2 .....	
3 .....	
4 .....	

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE .....	
2 .....	
All other program-related investments. See instructions.	
3 NONE .....	

Total. Add lines 1 through 3 ▶ 0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	6,084,179
<b>b</b>	Average of monthly cash balances	<b>1b</b>	43,297
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	6,127,476
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	6,127,476
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	91,912
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	6,035,564
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	301,778

**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 )

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	301,778
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	3,380
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI )	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	3,380
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	298,398
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	298,398
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	298,398

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	571,914
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	571,914
<b>5</b>	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)	<b>5</b>	3,380
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	568,534

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				298,398
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			262,732	
<b>b</b> Total for prior years 20 ____, 20 ____, 20 ____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 571,914				
<b>a</b> Applied to 2011, but not more than line 2a			262,732	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2012 distributable amount				298,398
<b>e</b> Remaining amount distributed out of corpus	10,784			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	10,784			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) .				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	10,784			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012	10,784			

**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

▶ [Redacted]

b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon.					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

**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).)

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

**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
<b>a</b> <i>Paid during the year</i> See Attached Statement				
<b>Total</b>				<b>▶ 3a</b> 552,730
<b>b</b> <i>Approved for future payment</i> NONE				
<b>Total</b>				<b>▶ 3b</b> 0





BROWN, SAMUEL R.T/U/W

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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

THE SAMUEL RITTER BROWN SCHOLARSHIP WILLIAMS COLLEGE

**Street**

PO BOX 67

**City**

WILLIAMSTOWN

**State**

MA

**Zip Code**

01267-0067

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(C)(3) PUBLIC CHARTY

**Purpose of grant/contribution**

SCHOLARSHIP

**Amount**

110,546

**Name**

THE SAMUEL RITTER BROWN SCHOLARSHIP GRINNEL COLLEGE

**Street**

733 BROAD STREET

**City**

GRINNEL

**State**

IA

**Zip Code**

50112

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(C)(3) PUBLIC CHARTY

**Purpose of grant/contribution**

SCHOLARSHIP

**Amount**

110,546

**Name**

THE SAMUEL RITTER BROWNS SCHOLARSHIP LELAND STANDFORD JR UNIVERSITY

**Street**

326 GALVEZ STREET

**City**

STANDFORD

**State**

CA

**Zip Code**

94305-6105

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(C)(3) PUBLIC CHARTY

**Purpose of grant/contribution**

SCHOLARSHIP

**Amount**

110,546

**Name**

THE SAMUEL RITTER BROWN SCHOLARSHIP UNIVERSITY OF SOUTHERN CALIFORNIA

**Street**

851 DOWNEY WAY, HSH 101

**City**

LOS ANGELES

**State**

CA

**Zip Code**

90089-1055

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(C)(3) PUBLIC CHARTY

**Purpose of grant/contribution**

SCHOLARSHIP

**Amount**

110,546

**Name**

THE SAMUEL RITTER BROWN SCHOLARSHIP PONOMA COLLEGE

**Street**

550 N COLLEGE AVENUE

**City**

CLAREMONT

**State**

CA

**Zip Code**

91711-6326

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(C)(3) PUBLIC CHARTY

**Purpose of grant/contribution**

SCHOLARSHIP

**Amount**

110,546

**Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Gross Sales or Other Basis	Valuation Method	Totals			Net Gain or Loss
											Capital Gains/Losses	Cost, Other Basis and Expenses	Net Gain or Loss	
								29,603	1,216,051	1,002,507	213,544			
								8,393	0	0	0			
								Long Term CG Distributions				213,544		
								Short Term CG Distributions				0		
1	X	AMAZON.COM INC COM			11/12/2009		3/16/2012	37,043	26,020				11,023	
2	X	AMERICAN EXPRESS CO			5/13/2005		3/16/2012	29,796	23,804				5,992	
3	X	AMERICAN EXPRESS CO			4/7/2011		8/27/2012	11,486	9,196				2,290	
4	X	AMPHENOL CORP CLA			1/29/2007		1/31/2012	29,883	18,461				11,422	
5	X	APACHE CORP			8/27/2008		8/27/2012	24,078	32,122				-8,044	
6	X	BAKER HUGHES INC COM			1/22/2011		2/28/2012	39,327	41,972				-2,645	
7	X	CELANESE CORP			1/22/2011		8/27/2012	19,845	22,825				-2,980	
8	X	DANAHER CORP			5/13/2005		3/16/2012	34,950	16,462				17,888	
9	X	EXXON MOBIL CORPORATION			5/13/2005		3/16/2012	37,863	37,863				0	
10	X	GS HIGH QUALITY FLOATING			3/25/2009		8/20/2012	129,208	129,125				83	
11	X	GS HIGH QUALITY FLOATING			11/17/2009		8/20/2012	19,797	19,987				-190	
12	X	HALLIBURTON CO			12/14/2005		1/31/2012	27,882	24,889				2,793	
13	X	HEWLETT PACKARD CO			5/13/2005		8/27/2012	11,725	13,723				-1,998	
14	X	ISHARES MSCI LEAF			4/4/2011		3/16/2012	77,853	84,938				-7,085	
15	X	ISHARES MSCI LEAF			10/21/2009		3/16/2012	22,244	22,924				-680	
16	X	ISHARES MSCI LEAF			10/21/2009		11/28/2012	20,448	21,491				-1,043	
17	X	JOHNSON & JOHNSON			5/13/2005		3/16/2012	35,760	36,893				-1,133	
18	X	JOHNSON CONTROLS INC			1/31/2012		8/27/2012	15,502	18,288				-2,786	
19	X	MONSANTO CO NEW			4/7/2011		8/27/2012	19,417	15,419				3,998	
20	X	PEPSICO INC			5/13/2005		1/31/2012	31,074	26,856				4,218	
21	X	PROCTER & GAMBLE CO			4/7/2011		8/27/2012	10,081	9,276				805	
22	X	SPDR DJ WILSHIRE INTERNA			11/12/2009		8/20/2012	122,593	115,165				7,428	
23	X	SPDR DJ WILSHIRE INTERNA			4/7/2011		8/20/2012	50,291	50,973				-682	
24	X	TEVA PHARMACEUTICAL IND			11/12/2009		8/27/2012	15,169	19,744				-4,575	
25	X	UNITED TECHNOLOGIES COF			5/13/2005		3/16/2012	2,140	1,262				878	
26	X	UNITED TECHNOLOGIES COF			5/13/2005		8/27/2012	24,263	15,140				9,123	
27	X	VERIZON COMMUNICATIONS			12/22/2010		3/16/2012	11,865	10,551				1,314	
28	X	VERIZON COMMUNICATIONS			5/13/2005		3/16/2012	4,944	3,860				1,084	
29	X	YUM BRANDS INC			11/12/2009		3/16/2012	10,248	5,370				4,878	
30	X	YUM BRANDS INC			5/13/2005		3/16/2012	23,912	8,404				15,508	
31	X	TAXABLE TOTAL RETURN BO			7/11/1994		3/22/2012	100,000	93,621				6,379	
32	X	COOPER INDUSTRIES PLC NE			8/27/2012		11/30/2012	9,921	9,307				614	
33	X	COOPER INDUSTRIES PLC NE			12/2/2011		11/30/2012	13,889	9,674				4,215	
34	X	EATON CORP PLC			11/30/2012		12/17/2012	23	23				0	
35	X	SECTION 1250 GAIN PARTNE						22,734					22,734	
36	X	SECTOPM 1231 GAIN PARTNE						58,167					58,167	
37	X	LONG TERM LOSS PARTNER						6,899					-6,899	
38	X	SHORT TERM GAIN PARTNER						513					513	

**Part I, Line 11 (990-PF) - Other Income**

		49,264	49,264	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	OTHER TAXABLE PARTNERSHIP INCOME	49,264	49,264	

**Part I, Line 16b (990-PF) - Accounting Fees**

		1,410	0	0	1,410
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,410			1,410

**Part I, Line 18 (990-PF) - Taxes**

		8,290	2,366	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	2,366	2,366		
2	PRIOR YEAR ESCISE TAXES PAID	1,819			
3	ESTIMATED EXCISE TAXES PAID	4,105			

**Part I, Line 23 (990-PF) - Other Expenses**

		2,762	2,752	0	10
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	25	25		
2	STATE AG FEES	10			10
3	PARTNERSHIP EXPENSES	2,727	2,727		

**Part II, Line 13 (990-PF) - Investments - Other**

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1			4,492,075	4,261,434	5,999,570
2	AFLAC INC		0	39,636	47,808
3	ABBOTT LABORATORIES		0	32,922	44,212
4	AFFILIATED MANAGERS GROUP INC		0	47,998	65,075
5	APPLE COMPUTER INC COM		0	26,749	106,435
6	BOEING COMPANY		0	19,690	20,724
7	CVS/CAREMARK CORPORATION		0	33,638	60,438
8	CAPITAL ONE FINANCIAL CORP		0	22,830	28,965
9	CISCO SYSTEMS INC		0	36,000	38,316
10	DANAHER CORP		0	9,878	20,962
11	WALT DISNEY CO		0	31,562	53,524
12	E M C CORP MASS		0	24,278	44,275
13	GILEAD SCIENCES INC		0	19,390	34,889
14	HOME DEPOT INC		0	25,216	52,572
15	INTEL CORP		0	14,193	12,888
16	INTERNATIONAL BUSINESS MACHS CORP		0	18,255	47,888
17	MICROSOFT CORP		0	27,154	28,713
18	ANHEUSER-BUSCH INBEV SPN ADR		0	30,705	41,520
19	ISHARES MSCIEAFE		0	161,109	186,615
20	CHEVRON CORP		0	30,840	64,884
21	ISHARES TR RUSSELL MIDCAP GROWTH		0	154,038	252,958
22	3M CO		0	13,970	16,249
23	BERSHIRE HATHAWAY INC.		0	38,980	44,850
24	YUM BRANDS INC		0	9,604	26,560
25	ISHARES IBOX \$ INV GR CORP BD FD		0	99,468	108,891
26	COMCAST CORP CLASS A		0	21,222	33,624
27	PIMCO EMERG MKTS BD-INST 137		0	175,000	193,957
28	NEXTERA ENERGY INC		0	18,724	31,136
29	TEMPLETON GLOBAL BOND FD-ADV 616		0	193,258	198,008
30	GOOGLE INC		0	22,745	31,125
31	ARTISAN MID CAP VALUE FUND 1464		0	178,100	208,265
32	VANGUARD EMERGING MARKETS ETF		0	299,385	300,578
33	POWERSHARES DYN BIOTECH & GENOM		0	25,524	31,949
34	VODAFONE GROUP PLC NEW ADR		0	22,042	18,892
35	POWERSHARES DB COMMODITY INDEX		0	227,955	278,494
36	PUTNAM FLOATING RATE INC FUND 1857		0	200,000	212,157
37	EATON CORP PLC		0	12,042	12,570
38	CME GROUP INC		0	17,455	16,468
39	GATEWAY FUND - Y 1986		0	250,000	249,816
40	TAXABLE INTERMEDIATE TERM BD FD		0	749,784	747,654
41	TAXABLE TOTAL RETURN BOND FUND		0	116,192	123,808
42	NESTLE S A REGISTERED SHARES - ADR		0	33,439	45,619
43	NOVARTIS AG - ADR		0	17,841	18,990
44	ORACLE CORPORATION		0	18,993	21,658
45	PIMCO HIGH YIELD FD-INST 108		0	100,000	103,545
46	PRAXAIR INC COM		0	14,231	30,099

**Part II, Line 13 (990-PF) - Investments - Other**

		4,492,075	4,261,434	5,999,570
		Book Value	Book Value	FMV
		Beg. of Year	End of Year	End of Year
	Asset Description	Basis of Valuation		
47	PROCTER & GAMBLE CO	0	25,997	32,248
48	SCHLUMBERGER LTD	0	47,914	43,312
49	THERMO FISHER SCIENTIFIC INC	0	18,632	25,512
50	TOTAL FINA ELF SA ADR	0	34,610	36,407
51	UNION PACIFIC CORP	0	23,648	59,717
52	UNITED TECHNOLOGIES CORP	0	20,186	32,804
53	GOLDMAN SACHS GROUP INC	0	19,490	22,323
54	UNITED PARCEL SERVICE-CL B	0	32,128	36,865
55	TARGET CORP	0	32,501	39,940
56	UNITEDHEALTH GROUP INC	0	35,459	44,748
57	SOUTH TEXAS LAND LP *PC*CH*	0	63,994	1,017,500
58	VERIZON COMMUNICATIONS	0	19,302	27,044
59	BHP BILLITON LIMITED	0	26,732	29,408
60	ISHARES TR SMALLCAP 600 INDEX FD	0	99,515	101,530
61	JPMORGAN CHASE & CO	0	43,903	51,664
62	US BANCORP DEL NEW	0	35,388	39,925

**Part III (990-PF) - Changes in Net Assets or Fund Balances**

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**Line 3 - Other increases not included in Part III, Line 2**

1	COST BASIS ADJUSTMENT	1	857
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	1,941
3	UNDISTRIBUTED CTF CAPITAL GAIN	3	121
4	Total	4	2,919

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**Line 5 - Decreases not included in Part III, Line 2**

1	MUTUAL FUND & CTF SUBTRACTION	1	3,052
2	PARTNERSHIP INCOME ADJUSTMENT	2	12,600
3	PY RETURN OF CAPITAL ADJUSTMENT	3	48
4	Total	4	15,700

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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Line	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis of Losses	175-548	1,002-507	1,178-055	29,603	
																		Long Term CG Distributions	Short Term CG Distributions
1	AMAZON.COM INC COM	023135106	Acquired	11/12/2009	3/16/2012	37,043			28,020	11,023	0	0	0	11,023	0	0	0	0	0
2	AMERICAN EXPRESS CO	025818109	Acquired	5/13/2005	3/16/2012	29,796			23,804	5,992	0	0	0	5,992	0	0	0	0	0
3	AMERICAN EXPRESS CO	025818109	Acquired	4/7/2011	8/27/2012	11,486			9,196	2,290	0	0	0	2,290	0	0	0	0	0
4	AMPHENOL CORP CL A	032095101	Acquired	1/29/2007	1/31/2012	29,863			18,461	11,402	0	0	0	11,402	0	0	0	0	0
5	APACHE CORP	037411105	Acquired	8/27/2008	8/27/2012	24,078			32,122	-8,044	0	0	0	-8,044	0	0	0	0	0
6	BAKER HUGHES INC COM	057224107	Acquired	12/2/2011	2/28/2012	39,327			41,972	-2,645	0	0	0	-2,645	0	0	0	0	0
7	CELANESE CORP	150870103	Acquired	12/2/2011	8/27/2012	19,945			22,825	-2,880	0	0	0	-2,880	0	0	0	0	0
8	DANAHER CORP	235851102	Acquired	5/13/2005	3/16/2012	34,350			16,462	17,888	0	0	0	17,888	0	0	0	0	0
9	EXXON MOBIL CORPORATION	302316102	Acquired	5/13/2005	3/16/2012	60,724			37,863	22,861	0	0	0	22,861	0	0	0	0	0
10	GS HIGH QUALITY FLOATING RATE-I	438141W208	Acquired	3/25/2009	8/20/2012	129,208			129,125	83	0	0	0	83	0	0	0	0	0
11	GS HIGH QUALITY FLOATING RATE-I	438141W208	Acquired	11/17/2009	8/20/2012	19,797			19,897	-100	0	0	0	-100	0	0	0	0	0
12	HALLIBURTON CO	406216101	Acquired	12/14/2005	1/31/2012	27,682			24,889	2,793	0	0	0	2,793	0	0	0	0	0
13	HEWLETT PACKARD CO	428236103	Acquired	5/13/2005	3/16/2012	11,725			13,723	-1,998	0	0	0	-1,998	0	0	0	0	0
14	ISHARES MSCI EAFE	464287465	Acquired	4/4/2011	3/16/2012	77,853			84,838	-7,085	0	0	0	-7,085	0	0	0	0	0
15	ISHARES MSCI EAFE	464287465	Acquired	10/21/2009	3/16/2012	22,244			22,824	-580	0	0	0	-580	0	0	0	0	0
16	ISHARES MSCI EAFE	464287465	Acquired	10/21/2009	11/28/2012	20,448			21,491	-1,043	0	0	0	-1,043	0	0	0	0	0
17	JOHNSON & JOHNSON	478160104	Acquired	5/13/2005	3/16/2012	35,760			36,893	-1,133	0	0	0	-1,133	0	0	0	0	0
18	JOHNSON CONTROLS INC	478366107	Acquired	1/31/2012	8/27/2012	15,502			18,268	-2,766	0	0	0	-2,766	0	0	0	0	0
19	MONSANTO CO NEW	61166W101	Acquired	4/7/2011	8/27/2012	19,417			26,856	-7,439	0	0	0	-7,439	0	0	0	0	0
20	PEPSICO INC	713448108	Acquired	5/13/2005	3/16/2012	10,081			9,276	805	0	0	0	805	0	0	0	0	0
21	PROCTER & GAMBLE CO	742718109	Acquired	4/7/2011	8/27/2012	122,593			115,165	7,428	0	0	0	7,428	0	0	0	0	0
22	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863	Acquired	11/12/2009	8/20/2012	50,291			50,973	-682	0	0	0	-682	0	0	0	0	0
23	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863	Acquired	4/7/2011	8/20/2012	2,140			1,282	858	0	0	0	858	0	0	0	0	0
24	TEVA PHARMACEUTICAL INDUSTRIES	891624209	Acquired	11/12/2009	8/27/2012	15,169			19,744	-4,575	0	0	0	-4,575	0	0	0	0	0
25	UNITED TECHNOLOGIES CORP	813017109	Acquired	5/13/2005	3/16/2012	24,263			15,140	9,123	0	0	0	9,123	0	0	0	0	0
26	UNITED TECHNOLOGIES CORP	813017109	Acquired	12/22/2010	3/16/2012	11,865			10,551	1,314	0	0	0	1,314	0	0	0	0	0
27	VERIZON COMMUNICATIONS	92343V104	Acquired	5/13/2005	3/16/2012	4,944			3,860	1,084	0	0	0	1,084	0	0	0	0	0
28	YUM BRANDS INC	888488101	Acquired	11/12/2009	3/16/2012	10,248			5,370	4,878	0	0	0	4,878	0	0	0	0	0
29	YUM BRANDS INC	888488101	Acquired	5/13/2005	3/16/2012	23,912			8,404	15,508	0	0	0	15,508	0	0	0	0	0
30	TAXABLE TOTAL RETURN BOND FUND	891283912	Acquired	7/11/1994	3/22/2012	100,000			93,821	6,179	0	0	0	6,179	0	0	0	0	0
31	COOPER INDUSTRIES PLC NEW (RELA	624140108	Acquired	8/27/2012	11/30/2012	9,921			9,307	614	0	0	0	614	0	0	0	0	0
32	COOPER INDUSTRIES PLC NEW (RELA	624140108	Acquired	12/2/2011	11/30/2012	13,869			9,674	4,195	0	0	0	4,195	0	0	0	0	0
33	EATON CORP PLC	628183103	Acquired	11/30/2012	12/17/2012	23			21	2	0	0	0	2	0	0	0	0	0
34	SECTION 1250 GAIN PARTNERSHIP K-1					22,734			0	22,734	0	0	0	22,734	0	0	0	0	0
35	SECTION 1231 GAIN PARTNERSHIP K-1					58,167			0	58,167	0	0	0	58,167	0	0	0	0	0
36	SECTION 1231 GAIN PARTNERSHIP K-1					58,167			0	58,167	0	0	0	58,167	0	0	0	0	0
37	LONG TERM LOSS PARTNERSHIP K-1					8,898			0	-8,898	0	0	0	-8,898	0	0	0	0	0
38	SHORT TERM GAIN PARTNERSHIP K-1					513			0	513	0	0	0	513	0	0	0	0	0



**Part VI, Line 6a (990-PF) - Estimated Tax Payments**

	<u>Date</u>	<u>Amount</u>
1 Credit from prior year return		0
2 First quarter estimated tax payment	5/9/2012	1,026
3 Second quarter estimated tax payment	6/11/2012	1,026
4 Third quarter estimated tax payment	9/11/2012	1,026
5 Fourth quarter estimated tax payment	12/11/2012	1,026
6 Other payments		0
7 Total		4,104

**Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income**

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	262,732
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	262,732



166764100	CHEVRON CORP	30840	64884	600
88579Y101	3M CO	13970.16	16248.75	175
084670702	BERKSHIRE HATHAWAY INC.	38979.75	44850	500
988498101	YUM BRANDS INC	9604	26560	400
20030N101	COMCAST CORP CLASS A	21221.55	33624	900
65339F101	NEXTERA ENERGY INC	18724.5	31135.5	450
38259P508	GOOGLE INC	22744.66	31124.72	44
92857W209	VODAFONE GROUP PLC NEW ADR	22042.42	18892.5	750
G29183103	EATON CORP PLC	12042.1	12569.76	232
12572Q105	CME GROUP INC	17454.58	16467.75	325
	<b>TOTAL COPORATE STOCK</b>	<b>1168110.09</b>	<b>1683841.4</b>	

693390841	PIMCO HIGH YIELD FD-INST #108	100000	103544.58	10741.139
999708902	TAXABLE INTERMEDIATE TERM BD FD	749784.22	747653.77	72306.9414
991283912	TAXABLE TOTAL RETURN BOND FUND	116191.56	123807.83	15691.7401
3U0004276	SOUTH TEXAS LAND LP *PC*CH*	63994	1017500	2543.75
464287804	ISHARES CORE S&P SMALL-CAP E	99515	101530	1300
464287465	ISHARES MSCI EAFE	161108.97	186614.52	3282
464287481	ISHARES TR RUSSELL MIDCAP GROWTH	154038.14	252958.4	4028
464287242	ISHARES IBOX \$ INV GR CORP BD FD	99468	108891	900
693391559	PIMCO EMERG MKTS BD-INST #137	175000	193956.67	15516.534
880208400	TEMPLETON GLOBAL BOND FD-ADV #616	193258.43	198008.25	14843.197
04314H709	ARTISAN MID CAP VALUE FUND #1464	178100	208264.8	10017.547
922042858	VANGUARD MSCI EMERGING MARKETS ETF	299384.58	300577.5	6750
73935X856	POWERSHARES DYN BIOTECH & GENOME	25523.94	31948.96	1399
73935S105	POWERSHARES DB COMMODITY INDEX	227955.18	278494.5	10025
746763226	PUTNAM FLOATING RATE INC FUND #1857	200000	212157.33	23837.902
367829884	GATEWAY FUND - Y #1986	250000	249815.7	9214.891
	<b>TOTAL OTHER INVESTMENTS</b>	<b>3093322.02</b>	<b>4315723.81</b>	

**GRAND TOTAL** **4262709.05** **6000842.15**

Form **8868**  
 (Rev. January 2013)  
 Department of the Treasury  
 Internal Revenue Service

## Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
  - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).**

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only   
*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns*

		<b>Enter filer's identifying number, see instructions</b>
<b>Type or print</b> <small>File by the due date for filing your return. See instructions.</small>	Name of exempt organization or other filer, see instructions <b>BROWN, SAMUEL R.T/U/W</b>	Employer identification number (EIN) or <b>95-6088139</b>
	Number, street, and room or suite no. If a P.O. box, see instructions <b>Wells Fargo Bank N.A. - 1 W 4TH ST 4TH FLOOR MAC D4000-041</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>WINSTON SALEM</b>	<b>NC 19106-2112</b>

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ WELLS FARGO BANK N A
- Telephone No. ▶ (888) 730-4933 FAX No ▶ \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2013 to file the exempt organization return for the organization named above. The extension is for the organization's return for ▶  calendar year 2012 or ▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

**2** If the tax year entered in line 1 is for less than 12 months, check reason.  Initial return  Final return  Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	8,700
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	4,104
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	4,596

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions