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Form **990-PF**

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

Treated							
may he shie to i	100 2	CODY	of thic ra	turn to	eatiefy etate	renorting	requirements

OMB No 1545-0052

	Depart	ment of the Tre	easurv		<u>]</u>	reate	ed as a Privat	e Foundation		2012
	Interna	l Revenue Sen	/ICE					return to satisfy state repo	JUN 30, 201	Open to public Inspection
				year beginning	701	1,	2012	, and ending		
		ie of foundat		BROWN	א חואו זים	m T () N	τ _		A Employer identificat	on number
			990003		LOUNDA	1101	RTER	90003	74-211139	12
				nber if mail is not de	Invered to street	address)	10 101	Room/suite	B Telephone number	
				BORN ST		46616337		7.0000	312-732-1	110
			e, and ZIP co		NDD1				C If exemption application	
	•	HICAGO	•	60603					Trexemption application	s pending, check note
659		heck all that a		Initial return]		Initial return of a fo	ormer public charity	D 1. Foreign organizati	ons, check here
2013	_ 0.		, pp.,	Final return	•		Amended return	,		·
			j	Address ch	ange		Name change		2 Foreign organizations check here and attach	meeting the 85% test, computation
€** }	H CI	heck type of	organization	X Section	501(c)(3) ex	empt pri	vate foundation	<u></u>	E If private foundation	status was terminated
-			-	exempt charitable	trust	Other tax	kable private founda	ition	under section 507(b)	~ 1 1
Q	I Fai	r market valu	e of all assets	s at end of year	J Accounti	ng meth	od X Cash	Accrual	F If the foundation is in	a 60-month termination
کے پی	(fro	om Part II, d	ol. (c), line 1			her (spe			under section 507(b)	(1)(B), check here
Z Z	_				(Part I, colu	mn (d) r	must be on cash i	basis)		
AENVELOPE FOSTMARK DATE NOV	Pa	rt Analy:	sis of Revenu	e and Expenses of columns (b), (c), and	d (d) may not		Revenue and	(b) Net investment	(c) Adjusted net	(d) Disbursements for chantable purposes
VE		necess	anly equal the a	mounts in column (a))	exp	enses per books	Income	income	(cash basis only)
15.00 10.00	1			grants, etc., recei					N/A	
		Internat	► X If the four	indation is not required to	attach Sch B		1.0	10		STATEMENT 1
2	ĺ	o cash inv	estments				10. 11,118.	10,832		STATEMENT 2
				st from securities	1		11,110.	10,632	•	DIATEMENT 2
~1		5a Gross r								
			al income or (los	· —	10		13,269.		1,11,1	1 111 11
\sim	ğ	. Gross sa	les once for all	ale of assets not on t 170	,965.		10,1000			
NOV 2 1 2013	Revenue			(from Part IV, line 2)	7500.			13,269	•	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
~ CV	å		rt-term capita			-				
<u> </u>	ļ	9 Income	modification	S ,						
	İ	10a Gross sa	les less retums vances		<u></u>	2				
\bigcirc		b Less Co	et of goods sold	a MAA	2013	7,				
SEANNED		c Gross p	profit or (loss))		100		11.11.1.	<u> </u>	
Ž		11 Other II	ncome 🍴	08 2	د چې و د	1	04 207	24 111		
S			Add lines 1 th	irough-11 =			24,397.	24,111 5,525		1,875.
(A)				s, directors, trustees	s, etc		7,500.	3,325	•	1,073.
60				ries and wages					-	
	S			oyee benefits					 	
	Sus	16a Legal f b Accour		ST	MT 3	-	1,950.	0	•	1,950.
	χĎ		rofessional fe		0		273000			
	e TH	17 Interes		,63						
	ati	18 Taxes	•	ST	MT 4		<422.	> 0	•	0.
	iisti		iation and de	pletion						
	Ē	20 Occupa								
	PΑ	21 Travel,	conferences,	and meetings						
	and	22 Printin	g and publica	tions						
	Operating and Administrative Expenses	1	expenses						-	
	rati	1	-	administrative		1	0 000	F 505		2 025
	Эре			s 13 through 23		<u> </u>	9,028.		•	3,825. 24,101.
	-	1	outions, gifts,			<u> </u>	24,101.		<u> </u>	24,101.
		l	-	disbursements.			33,12 <u>9</u> .	5,525		27,926.
	_	1	es 24 and 25 ct line 26 fror				33,123.	3,323	-	2.7520.
				expenses and disbu	ircemente		<8,732.	>		
				ome (if negative, en			- ,	18,586	•	· · · · · · · · · · · · · · · · · · ·

N/A

Form **990-PF** (2012

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

A/C R75990003

D	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of y	/ear
Par	column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing	362.	310.	310.
2	Savings and temporary cash investments	21,461.	11,016.	11,016.
	Accounts receivable	<u> </u>		
	Less allowance for doubtful accounts ▶			
4	Pledges receivable			
'	Less allowance for doubtful accounts ▶		ĺ	
5				
8	Receivables due from officers, directors, trustees, and other			
"	disqualified persons			
١,	Other notes and loans receivable			
'	Less allowance for doubtful accounts			
ر ب <u>ه</u>	Inventories for sale or use	· · · · · · · · · · · · · · · · · · ·		
Ass	- F			
יון	a Investments - U.S. and state government obligations			
- 1	b Investments - corporate stock			
ŀ	c Investments - corporate bonds			
11	Investments - land, buildings, and equipment basis		1	
	Less accumulated depreciation			
12		504 065	<u> </u>	F.CO. 0.4.1
13		504,065.	505,830.	560,941.
14	Land, buildings, and equipment basis			
	Less accumulated depreciation			
15	Other assets (describe)			
			510 156	570 067
16	Total assets (to be completed by all filers)	525,888.	517,156.	572,267.
17	Accounts payable and accrued expenses			
18	Grants payable			
ဖ္က 19	Deferred revenue			
Liabilities 51	Loans from officers, directors, trustees, and other disqualified persons			
g 21	Mortgages and other notes payable			
ت ₂₂	! Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here			
	and complete lines 24 through 26 and lines 30 and 31.			
or Fund Balances	Unrestricted			
<u>k</u> 25	Temporarily restricted			
E 26				
2	Foundations that do not follow SFAS 117, check here			
<u></u>	and complete lines 27 through 31.			
	-	525,888.	517,156.	
Net Assets		0.	0.	
¥ 29		0.	0.	
₹ 31		525,888.	517,156.	
2 5		·····		
3.	Total liabilities and net assets/fund balances	525,888.	517,156.	
				·····
Par	t III Analysis of Changes in Net Assets or Fund B	alances		
1 To	tal net assets or fund balances at beginning of year - Part II, column (a), line	30		
	ust agree with end-of-year figure reported on prior year's return)		1	525,888.
•	ter amount from Part I, line 27a		2	<8,732.
	her increases not included in line 2 (itemize)		3	0.
	d lines 1, 2, and 3		4	517,156.
	creases not included in line 2 (itemize)		5	0.
	tal net assets or fund balances at end of year (line 4 minus line 5) - Part II, c	olumn (h) line 30	6	517,156.
<u>U_10</u>	tal net assets of fund palatices at end of year time 4 minus line 3) - Patt II, C	ordinii (b), inie 30		Form QQD-PF (2012)

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

form 990-PF (2012) A/C	R759	MORTON BROWN					-	74-211	1392	Page 3
Part IV Capital Gains a	and Lo	sses for Tax on In	vestment	Income	· · · · · · · · · · · · · · · · · · ·					
		nd(s) of property sold (e g or common stock, 200 shs			(b) H P - D -	ow acquired Purchase Donation		e acquired day, yr)	(d) Date (mo , da	
a SALES-SEE SCHEI	DULE					P	VAR	IOUS	06/30	713
b CAPITAL GAIN D		-LT				P		COUS	06/30	7/13
C										
d		 							-	
е										
(e) Gross sales price	(f) [Depreciation allowed (or allowable)		t or other basis xpense of sale		<u></u>		Gain or (loss us (f) minus	•	
a 169,363.			,	157,69	6	=				667.
b 1,602.		 		13//03	``					602.
					\dashv					002.
<u>C</u>										
<u>d</u>										
e			<u> </u>	40/04/00						
Complete only for assets showing						((I) Gains (Col (h) gain not less tha	minus	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69		cess of col (I) col (J), If any			Losses	s (from col	(h))	
a										667.
b									1,	602.
C										
d										
е							-			
2 Capital gain net income or (net cap	pital loss)	If gain, also enter of the lift (loss), enter -0-	n Part I, line In Part I, line	7 7	}	2			13,	269.
Net short-term capital gain or (loss if gain, also enter in Part I, line 8, or			ıd (6)		}			27 / 2		
If (loss), enter -0- in Part I, line 8						3		N/A		_
		ection 4940(e) for					come			
For optional use by domestic private	foundation	ons subject to the section 4	4940(a) tax on	net investment in	come)				
f control 4040(d\/2) applies legge th	io part bla	and.								
f section 4940(d)(2) applies, leave th	is part bia	IIIK								
Was the foundation liable for the secti	юп 4942	tax on the distributable am	nount of any ye	ar in the base per	riod?				Yes [X No
f "Yes," the foundation does not quali	fy under s	section 4940(e). Do not co	mplete this pa	rt						
Enter the appropriate amount in e					ntries					
(a)		(b)			(c)			Distri	(d)	
Base period years Calendar year (or tax year beginnin	10 IU)	Adjusted qualifying dis	tributions	Net value of no		table-use asset	s	(col (b) dr	bution ratio vided by col ((c))
2011	3,	2.	9,027.			561,87	1.			1661
2010			8,522.			597,45				7739
2009			7,666.			575,20				8097
	-+		5,116.	- 		545,13				54417
2008					 -					2780
			7,277.			706,27	<u> </u>		• 0 0	12/00
									2.0	
2 Total of line 1, column (d)							2		.26	4694
3 Average distribution ratio for the 5	5-year bas	se period - divide the total (on line 2 by 5,	or by the number	of yea	rs	,			
the foundation has been in existen	ice if less	than 5 years					3		.05	2939
Enter the net value of noncharitable	le-use ass	sets for 2012 from Part X.	line 5				4		573,	787.
								1 -		
Multiply line 4 by line 3							5	1	30.	376.
ompiy into a by into o							<u>"</u>	 		
Enter 1% of net investment incom	na /10/ af	Dart I line 27h\					6	1		186.
Finder 1 /0 OF HER HIVESCHEM MCOIN	ic (1 % UI	raiti, iiiie 2/D)					10	 		100.
7 Add base 5 and C							_	1	20	562.
7 Add lines 5 and 6							7	+		JUZ •
	_							1	27	026
3 Enter qualifying distributions from	Part XII.	line 4					18	J	21,	926.

Farm	990-PF (2012) A/C R75990003 7	1_	2111	302		2000 4	
	1 VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 49					Page 4	•
	Exempt operating foundations described in section 4940(d)(2), check here and enter "N/A" on line 1					,	•
	Date of ruling or determination letter (attach copy of letter if necessary-see instructions)						
	Domestic foundations that meet the section 4940(e) requirements in Part V, check here and enter 1%	1			3	72.	
_	of Part I, line 27b						
C	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)						
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2				0.	_
	Add lines 1 and 2	3			3	72.	_
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4				0.	
	Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-	5			3	72.	
6	Credits/Payments						
a	2012 estimated tax payments and 2011 overpayment credited to 2012 6a 170.						
b	Exempt foreign organizations - tax withheld at source 6b						
C	Tax paid with application for extension of time to file (Form 8868)						
d	Backup withholding erroneously withheld 6d						
7	Total credits and payments Add lines 6a through 6d	7	., .,		1	70.	
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			2	<u>02.</u>	EFTE
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10					•
	Enter the amount of line 10 to be Credited to 2013 estimated tax ▶ Refunded ▶	11					•
Pa	t VII-A Statements Regarding Activities			,	1		-
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in	}			Yes		
	any political campaign?			1a		X	
	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?			1b		X	
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published	or					
	distributed by the foundation in connection with the activities.					v	
	Did the foundation file Form 1120-POL for this year?			10		X	•
	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 •						
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation						
^	managers > \$ 0.			2		Х	
	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.			-			
	•						
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes			3		X	
19	Did the foundation have unrelated business gross income of \$1,000 or more during the year?			4a	-	X	-
	If "Yes," has it filed a tax return on Form 990-T for this year?	N	/A	4b			-
	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		,	5		Х	-
•	If "Yes," attach the statement required by General Instruction T.						-
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 legislation.	aw					
	remain in the governing instrument?			6	X		
7	Did the foundation have at least \$5,000 in assets at any time during the year?			7	X		_
	If "Yes," complete Part II, col. (c), and Part XV						-
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)						
	TX						
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)						
	of each state as required by General Instruction G? If "No," attach explanation			8b	Х		-
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calen	dar					
	year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV			9		X	-
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		-	10	DE	X	-
			r	00/		10100	

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	rt 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		<u>X</u>
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?	1 1		
	If "Yes," attach statement (see instructions)	12		<u>X</u>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Х	
	Website address ► N/A			
14	The books are in care of ▶ JPMORGAN CHASE BANK TRUST DEPT. Telephone no ▶214-96	5-2	910	
	Located at ► 2200 ROSS AVENUE, DALLAS, TX ZIP+4 ►75	201		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		, ▶	Ш
	and enter the amount of tax-exempt interest received or accrued during the year		/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,	,	Yes	No
	securities, or other financial account in a foreign country?	16		<u>X</u>
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign			
	country >			
Pa	rt 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?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(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)?			
	(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)			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations			
	section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	<u>, ,</u>	X
	Organizations relying on a current notice regarding disaster assistance check here			
C	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected	Ì		
	before the first day of the tax year beginning in 2012?	10		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation			
	defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning			
	before 2012? Yes X No		[
	If "Yes," list the years P,,			
t	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect			
	valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach			
	statement - see instructions) N/A	2b		
0	: If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here			
	-			
38	a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
	during the year?			1
t	o 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,	1		1
	Form 4720, to determine if the foundation had excess business holdings in 2012)	3b		U
	a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	ļ	<u> X</u>
- 1	b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that			v
	had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		<u>X</u>
	Fo	rm 99 0)-PF	(2012)

Part VII-B Statements Regarding Activities for Which F	orm 4/20 May be K	equired (continu	<i>iea)</i>	, ,
5a During the year did the foundation pay or incur any amount to		·		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section			s X No	
(2) Influence the outcome of any specific public election (see section 4955), or	r to carry on, directly or indire	ctly,		
any voter registration drive?			s X No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?	,	Ye	s 🗶 No	
(4) Provide a grant to an organization other than a charitable, etc., organization	i described in section			
509(a)(1), (2), or (3), or section 4940(d)(2)?		·	s X No	
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or fo	or	()	
the prevention of cruelty to children or animals?			s X No	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und		n Regulations	37/3	
section 53 4945 or in a current notice regarding disaster assistance (see instru	ctions)?		N/A	5b
Organizations relying on a current notice regarding disaster assistance check h				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fr			<u> </u>	
expenditure responsibility for the grant?		/A LYe	s L No	
If "Yes," attach the statement required by Regulations section 53 4945				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to j	pay premiums on	г 	.	
a personal benefit contract?		Ye	s X No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal benefit contract?		<u> </u> _'	6b X
If "Yes" to 6b, file Form 8870.			s X No	
7a At any time during the tax year, was the foundation a party to a prohibited tax s		Ye	/-	7h
b if "Yes," did the foundation receive any proceeds or have any net income attribu				7b
Part VIII Information About Officers, Directors, Trustors Paid Employees, and Contractors	es, Foundation Ma	nagers, Higniy	<i>'</i>	
List all officers, directors, trustees, foundation managers and their	compensation.			
	(b) Title, and average	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e) Expense account, other
(a) Name and address	hours per week devoted to position	(If not paid, enter -0-)	and deferred compensation	account, other allowances
PMORGAN CHASE BANK, NA	TRUSTEE	00. 07	Sampanasa.	
O SOUTH DEARBORN STREET				
CHICAGO, IL 60603	3.00	7,500.	0.	0.
		<u>L</u>]
Compensation of five highest-paid employees (other than those inc		enter "NONE."	(d) C	
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e) Expense account, other
	devoted to position	(6) Companion	compensation	allowances
NONE				
	_			
		<u> </u>	 	-
	1			
		ļ	<u></u>	<u></u>
	_			
		ļ		
	1			
	<u></u>	<u> </u>	<u> </u>	<u></u>
Total number of other employees paid over \$50,000			<u> </u>	(COO. DE 100 10
			Form	1 990-PF (2012

74-2111392 A/C R75990003 Page 7 Form 990-PF (2012) Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued) Part VIII 3 Five highest-paid independent contractors for professional services. If none, enter "NONE." (a) Name and address of each person paid more than \$50,000 (c) Compensation (b) Type of service 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 Expenses number of organizations and other beneficiaries served, conferences convened, research papers produced, etc N/A

Part IX-B Summary of Program-Related Investments	
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	▶ 0.
	Form 990-PF (2012)

Form 990-PF (2012)

A/C R75990003

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1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes 1 a Average monthly fair market value of securities 1 b 34 , 333 . 5 Fair market value of all other assets 1 t 5 48 , 192 . 6 Average of monthly cash balances 1 t 5 34 , 333 . 7 Fair market value of all other assets 1 t 5 34 , 333 . 8 Fair market value of all other assets 1 t 5 5 5 25 . 8 Reduction charitable activates a purpose of the factors reported on lines 1a and 1c (attach detailed explanation) 1 t (attach detailed explanation) 2 Acquisition indebteoness applicable to line 1 assets 3 582 , 525 . 8 Subtract line 2 from line 1 d 5 Subtract line 2 from line 3 d 6 Subtract line 2 from line 3 d 7 Sex joint line 4 from line 3 for greater amount, see instructions) 4 8 7,338 . 8 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 f 7 Sex joint line 4 from line 3 Enter here and on Part V, line 4 f 8 Sex joint line 4 from line 3 Enter here and on Part V, line 4 f 8 Sex joint line 4 from line 3 Enter here and on Part V, line 4 f 8 Sex joint line 4 from line 3 Enter here and on Part V, line 4 f 8 Sex joint line 4 from line 3 Enter here and on Part V, line 4 f 8 Sex joint line 4 from line 3 Enter here and on Part V, line 4 for line 3 and 4 for line 3 and 4 for line 5 for line 5 and 4 for line 5 and 4 for line 5 and	P	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign four	ndation	ns, see instructions.)
a Average monthly fair market value of securities b Average of monthly cash balances c Fair market value of all other assets t 1b 347,333. c Fair market value of all other assets t 1c Fair market value of all other assets t 1c Fair market value of all other assets t 1c Fair market value of all other assets t 1c Fair market value of all other assets t 1d 582,525. c Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1c (attach detailed explanation) 1c Carporation indehtedness applicable to line 1 assets Subtract line 2 from line 1d Subtract line 2 from line 3 Enter here and on Part V, line 4 Subtract line 2 from line 3 Enter here and on Part V, line 4 Subtract line 2 from line 3 Enter here and on Part V, line 4 Subtract line 2 from line 1	1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
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Minimum investment return. Enter 5% of line 5 Part XI Distributable Amount (see instructions) (Section 4942(I)(3) and (I)(5) private operating foundations and certain foreign organizations check here	4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,738.
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 28,689.	5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	573,787.
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2a Tax on investment income for 2012 from Part VI, line 5 b Income tax for 2012 (This does not include the tax from Part VI) c Add lines 2a and 2b 2c 372. 3 Distributable amount before adjustments Subtract line 2c from line 1 3 28,317. 4 Recoveries of amounts treated as qualifying distributions 4 0. 5 Add lines 3 and 4 5 28,317. 6 Deduction from distributable amount (see instructions) 6 0. 7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 7 28,317. 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 b Program-related investments - total from Part II. See a Complish charitable, etc., purposes 3 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 3 Amounts set aside for specific charitable projects that satisfy the 3 Suitability test (prior IRS approval required) 5 Cash distribution test (attach the required schedule) 4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b 5 O. 6 Adjusted qualifying distributions. Subtract line 5 from line 4	1	Minimum investment return from Part X, line 6	1	28,689.
b Income tax for 2012 (This does not include the tax from Part VI) c Add lines 2a and 2b 3 Distributable amount before adjustments Subtract line 2c from line 1 3 28, 317. 4 Recoveries of amounts treated as qualifying distributions 4 0. 5 Add lines 3 and 4 5 28, 317. 6 Deduction from distributable amount (see instructions) 7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 7 28, 317. Part XII Qualifying Distributions (see instructions) 1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes a Expenses, contributions, giffs, etc total from Part I, column (d), line 26 b Program-related investments - total from Part IX-B 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 3 Amounts set aside for specific charitable projects that satisfy the a Sutability test (prior IRS approval required) b Cash distribution test (attach the required schedule) 4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 4 27, 926. 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 6 Adjusted qualifying distributions. Subtract line 5 from line 4	2a			
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6 Deduction from distributable amount (see instructions) 7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 7 28,317. 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 b Program-related investments - total from Part IX-B 1b 0. 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 3 Amounts set aside for specific charitable projects that satisfy the a Sultability test (prior IRS approval required) b Cash distribution test (attach the required schedule) 4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b 5 Adjusted qualifying distributions Subtract line 5 from line 4 6 27,926.	4	Recoveries of amounts treated as qualifying distributions	4	0.
Part XII Qualifying Distributions (see instructions) Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes a Expenses, contributions, gifts, etc total from Part I, column (d), line 26 b Program-related investments - total from Part IX-B Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required) b Cash distribution test (attach the required schedule) 4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 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 6 Adjusted qualifying distributions Subtract line 5 from line 4	5	Add lines 3 and 4	5	28,317.
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 b Program-related investments - total from Part IX-B 1b 0. 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 2 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required) b Cash distribution test (attach the required schedule) 4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b 5 Adjusted qualifying distributions Subtract line 5 from line 4 6 27,926.	6	Deduction from distributable amount (see instructions)	6	
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a Suitability test (prior IRS approval required) b Cash distribution test (attach the required schedule) 4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 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 6 Adjusted qualifying distributions Subtract line 5 from line 4 3a 27,926. 5 O.			-	
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6 Adjusted qualifying distributions Subtract line 5 from line 4	J		5	0.
	R			27.926.
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4940(e) reduction of tax in those years		· · · · · · · · · · · · · · · · · · ·	40411163	. 101 (110 300(1011

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Part XIII	Undistributed	Income	(see instructions)
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	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI,			2011	
line 7				28,317.
2 Undistributed income, if any, as of the end of 2012			,	······································
a Enter amount for 2011 only			24,101.	
b Total for prior years	'		·	
		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from				
Part XII, line 4 ►\$ 27,926.				
a Applied to 2011, but not more than line 2a			24,101.	
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				3,825.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012	0.			0.
(If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below.				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			·····
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		0.		
assessed d Subtract line 6c from line 6b Taxable		•		
amount - see instructions		0.		
e Undistributed income for 2011 Subtract line	······			
4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract				<u></u>
lines 4d and 5 from line 1. This amount must				
be distributed in 2013				24,492.
7 Amounts treated as distributions out of		\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \		——— ————
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007		······································		······
not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013				······································
Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012			,	
				Farm 000 DE (2012)

Form 990-PF (2012) A/C R75990003 74-2111392 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 4942(J)(5) b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or Prior 3 years 2 a Enter the lesser of the adjusted net Tax year (a) 2012 (b) 2011 (c) 2010 (d) 2009 (e) Total income from Part I or the minimum investment return from Part X for each year listed **b** 85% of line 2a c Qualifying distributions from Part XII, line 4 for each year listed d Amounts included in line 2c not used directly for active conduct of exempt activities e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets (2) Value of assets qualifying under section 4942(j)(3)(B)(i) b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III) (3) Largest amount of support from an exempt organization (4) Gross investment income Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.) 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)) 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 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs: Check here Light 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 STEPHANIE HUGHES, JPMORGAN CHASE BANK TRUST, 214-965-2910 2200 ROSS AVENUE, DALLAS, TX 75201 b The form in which applications should be submitted and information and materials they should include LETTER; COPY OF 501(C)(3) LETTER; PURPOSE; INFO ON ORGANIZATION; W-9 c Any submission deadlines. NONE d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors ELDERLY PROGRAMS IN EL PASO COUNTY, TEXAS

A/C R75990003

74-2111392

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3 Grants and Contributions Paid During the Y		Payment		
Recipient	If recipient is an individual,			
Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of	Purpose of grant or contribution	Amount
	or substantial contributor	recipient		
a Paid during the year				
SEE SCHEDULE	NONE	NA	CHARITABLE - ELDERLY	24,101
				24,101
		<u> </u>		
Tabel			▶ 3a	24 101
Total b Approved for future payment		T	34_	24,101
a Approved for lattice payment				
NONE				
				
Total	<u> </u>	<u> </u>	▶ 3b	0

Form **990-PF** (2012)

Form 990-PF (2012)

223621 12-05-12

Part XVI-A Analysis of Income-Producing Activities

	Unrelated	business income	Excluded b	y section 512, 513, or 514	(0)
nter gross amounts unless otherwise indicated	(a) Business code	(b) Amount	(C) Exclu- sion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue	Code		- -		
a					
D					· -
c			1		
d					
e		:			
g Fees and contracts from government agencies					
Membership dues and assessments			-		· · · · · · · · · · · · · · · · · · ·
Interest on savings and temporary cash					
investments			14	10.	
Dividends and interest from securities			14	11,118.	-
Net rental income or (loss) from real estate		······/·/·······			arm is in
a Debt-financed property					
b Not debt-financed property					
Net rental income or (loss) from personal					
property					
Other investment income					
Gain or (loss) from sales of assets other					
than inventory			18	13,269.	
Net income or (loss) from special events					•
Gross profit or (loss) from sales of inventory					
Other revenue					
a					
b					
c					
d					
8		×			
2 Subtotal Add columns (b), (d), and (e)			0.	24,397.	0
3 Total Add line 12, columns (b), (d), and (e)			•	13	24,397
Part XVI-B Relationship of Activities Line No. Explain below how each activity for which income.				··	olichment of
ine No. Explain below how each activity for which incomplete the foundation's exempt purposes (other than NOT APPLICABLE - ALL I	by providing fun	ds for such purposes)		

A/C R75990003 Form 990-PF (2012)

Part 2	XVII]	Information Re Exempt Organ		sfers To	and Transactions	and Relations	ships With Non	charitabl	е	
1 Did	the oro			of the followin	ng with any other organizati	on described in sec	tion 501/c) of	<u> </u>	Yes	No
					27, relating to political organ		11011 30 1(0) 01		1.03	110
	•	from the reporting found	,, , ,		• • •					
	Cash		2000 00 0 00000000000000000000000000000	ioio oxompt or	gameawon or			1a(1)		Х
	Other	assets						1a(2)	1	X
		sactions						1		
(1)	Sales	of assets to a noncharital	ble exempt organiza	tion				16(1)		X
(2)	Purch	ases of assets from a no	ncharitable exempt	organization				1b(2)		X
(3)	Rental	of facilities, equipment,	or other assets					1b(3)		X
(4)	Reimb	oursement arrangements						1b(4)		X
(5)	Loans	or loan guarantees						1b(5)		X
(6)	Perfor	mance of services or me	mbership or fundra	sing solicitation	ons			1b(6)	<u> </u>	X
	-	facilities, equipment, ma	-					10	Щ.	<u>X</u>
ors	ervices		oundation. If the fou	ndation receiv	edule Column (b) should al ed less than fair market val				sets,	
(a) Line n		(b) Amount involved			e exempt organization	(d) Description	on of transfers, transactions	and shanno a	mangeme	ents
, -,	- '	127 :	13) 1441110 0	N/A		(=) Description	c. dansicio, dansactions	, and anamig a		
	+							<u>.</u>		
	_			**						
	_					_				
		· · · · · · · · · · · · · · · · · · ·								
										
<u> </u>										
	+									
								-		
ın s	ection	dation directly or indirect 501(c) of the Code (other mplete the following sch	r than section 501(c		or more tax-exempt organ tion 527?	izations described		Yes	X	☐ No
	-0, 00	(a) Name of org			(b) Type of organization		(c) Description of rela	tionship		
		N/A	<u> </u>							
	Г					<u> </u>				
Sign Here					ng accompanying schedules and in taxpayer) is based on all infon			May the IRS return with the shown below X Yes	he prepa v (see ins	rer
	Sign	ature of officer or trustee			Date	Title		<u> </u>		
		Print/Type preparer's na		Preparer's s	· · · · · · · · · · · · · · · · · · ·	Date	ا تعت	PTIN		
.		DOROTHY C.	HART,	1 Ll um	Att Heat	17/22/1-	self- employed			
Paid		CPA		<u> </u>		11-113		P00443		
Prepa		Firm's name DOR	OTHY C. I	HART, C	PA		Firm's EIN ► A₽	PLIED	<u> FrOR</u>	
Use (JNIY	Firm's address > 1.1	111 CIDI I	TCUM T	ANE	 	 			
		Firm's address > 11	.411 GUN 1 ISTTN 7874		IAIN E		Phone no 51	2-233-	-471	7

FORM 990-PF INTEREST ON SAVI	NGS AND TEM	PORARY CAS	H INV	ESTMENTS	STATEMENT	1
SOURCE					AMOUNT	
JPMORGAN MONEY MARKET FUNDS				•		10.
TOTAL TO FORM 990-PF, PART I,	LINE 3, CO	LUMN A				10.
FORM 990-PF DIVIDEND	S AND INTER	EST FROM S	ECURI'	TIES	STATEMENT	2
SOURCE	GROSS	AMOUNT		AL GAINS IDENDS	COLUMN (A AMOUNT	.)
ALTERNATIVE ASSETS JPMORGAN INCOME FUNDS JPMORGAN MUTUAL FDS-EQUITIES MUTUAL FUNDS-OTHER-EQUITIES MUTUAL FUNDS-OTHER-INCOME TAX EXEMPT DIVIDENDS		2,050. 2,542. 1,920. 3,053. 1,267. 286.		0. 0. 0. 0.	2,0 2,5 1,9 3,0 1,2	42. 20. 53.
TOTAL TO FM 990-PF, PART I, L	N 4	11,118.		0.	11,1	18.
FORM 990-PF	ACCOUNTI	NG FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVES MENT INCO		(C) ADJUSTED NET INCOM		
TAX PREPARATION FEES	1,950.	-	0.		1,9	50.
TO FORM 990-PF, PG 1, LN 16B	1,950.		0.		1,950.	
FORM 990-PF	TAX	ES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVES MENT INCO		(C) ADJUSTED NET INCOM		
ESTIMATED TAX - 2012 REFUND-2011	170. <592.		0.			0.
TO FORM 990-PF, PG 1, LN 18	<422.	>	0.			0.

FORM 990-PF	OTHER	INVESTMENTS		STATEMENT 5
DESCRIPTION		VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
JPMORGAN INCOME FUNDS MUTUAL FUNDS-OTHER-INCOME JPM MUTUAL FUNDS-EQUITIES MUTUAL FUNDS-OTHER-EQUITIES ALTERNATIVE ASSETS		COST COST COST COST COST	118,393. 29,069. 95,715. 160,288. 102,365.	120,580. 29,218. 117,864. 189,496. 103,783.
TOTAL TO FORM 990-PF, PART II,	LINE 3		505,830.	560,941.

Carrie Morton Brown Foundation 74-2111392 FYE June 30, 2013

Charitable Distributions:

Total

El Paso Symphony Orchestra P O Box 180 El Paso , TX 79942	6,000
Alzheimers Disease & Related Asso. 4687 N. Mesa, Suite 200 El Paso, TX 79912	3,101
Trinity-First United Methodist Church 810 N. Oregon El Paso, TX 79902	5,000
El Paso Diabetes Association 1220 Montana El Paso, TX 79902	0
Lutheran Social Services of the South 9640 Montwood El Paso, TX 79925	5,000
University Medical Center Foundation 1400 Hardaway, Suite220 El Paso, TX 79903	5,000

24,101

ACCT 501G R75990003 PROM 07/01/2012 TO 06/30/2013

JPMORGAN CHASE BANK, NA STATEMENT OF CAPITAL GAINS AND LOSSES CARRIE M BROWN POUNDATION

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RUN 07/11/2013 01:26:18 PM

TRUST YEAR ENDING 06/30/2013

TAX PREPARER:	AHP
TRUST ADMINISTRATOR:	SH7
INVESTMENT OFFICER:	

TAX PREPARER: TRUST ADMINISTRATOR: INVESTMENT OFFICER:	AHF SH7		LEGEND.			TATE I - INHERITEL U - ACQ COST UNKNOWN		
PROPERTY DESCRIPTION	SHARES	DATE	SALES PRI		COST BASIS	GAIN/LOSS	TERM	NC
566.2680 EAT SOLD	ON VANCE FLOATING-R	07/05/2012	6161.					
ACQ 180.5850 HAR SOLD	566.2680 TPORD CAPITAL APPRE	05/10/2012 CIATION FUND - 08/13/2012	6161. 416649309 - MI 5683.	NOR	6206.30 = 65	-45.30	ST	Y
ACQ 456.7740 JPM	180.5850 TR I INFL MANAGED	05/13/2009 BOND FD - SEL	5683. - 48121A563	00	4227.50	1455.50	LT15	Y
	456.7740 TAX AWARE EQUITY F			00	4837.24	118.76	LT15	¥
SOLD ACQ 354.8090 JPM	231.7530 MID CAP COR8 PD	10/18/2012 05/13/2009 SEL - 48121L759	4693. 4693.		2851.37	1841.63	LT15	Y
SOLD ACQ	96.7200	04/17/2013 07/15/2011	6972. 1900.		1655.85	244.70	LT15	v
_	258.0890	10/18/2012	5071.	45	4674.00	397.45	ST	Ÿ
	ORGAN INTERNATIONAL	VALUE FUND - 4 04/17/2013	812A0565 - MIN 6970.		59			
SOLD ACQ	487.8510	11/03/2008	6439.		5088.28	1351.35	LT15	Y
_	40.2520	02/16/2011	531.	33	574.40	-43.07	LT15	¥
601.9490 JPM SOLD	organ us bouity fun	D - 4812A1159 - 02/04/2013	MINOR = 59 7103.	00				
ACQ	601.9490	05/11/2011	7103.		6501.05	601.95	LT15	Y
995.5030 JPM SOLD	organ us equity fun	D - 4812A1159 - 04/17/2013	• MINOR = 59 12145.	14				
ACQ 639.2980 JPM	995.5030 KORGAN EQUITY INCOME	05/11/2011 FUND - 4812C04	12145. 198 - MINOR = 5	14 9	10751.43	1393.71	LT15	Y
SOLD ACQ	639.2980	02/04/2013 08/12/2011	6910. 6910.		5466.00	1444.81	LT15	y
	ORGAN LARGE CAP GRO	WIH FUND - 4812	C0530 - MINOR	= 59				-
SOLD	256.0560	02/04/2013 04/11/2011	6363. 6363		5576.90	786.10	LT15	v
ACQ 651.8930 JPM	ORGAN HIGH YIELD BO	ND FUND - 48120			3376.30	700.10	D11.3	•
SOLD ACQ	651.8930	10/18/2012 04/11/2006	5339. 5339.	00	, 5159.69	179.31	LT15	Y
1225.7950 JPM	ORGAN SHORT DURATIO	N BOND FUND - 4	B12C1330 - MIN	OR =		2.2.02		-
SOLD ACQ	444.1920	10/18/2012 04/01/2008	13496. 4890.		4766 31	124.24	LT15	v
ACQ	781.6030	06/06/2012	8605.		8582.00		ST	Ŷ
	ORGAN SHORT DURATIO	N BOND FUND - 4			60			
SOLD ACQ	731.1250	11/19/2012 04/01/2008	8057. 8057.		7845.18	211.82	LT15	Y
124.6590 JPM	ORGAN SHORT DURATIO	N BOND FUND - 4			: 60			
SOLD ACQ	124.6590	02/04/2013 04/01/2008	1370. 1370.		1337.63	32.37	LT15	Y
1603.4890 JPM	ORGAN SHORT DURATIO	N BOND PUND - 4	812C1330 - MIN	IOR =				
SOLD ACQ	1603.4890	06/24/2013 04/01/2008	17462. 17462.		17205.91	256.09	LT15	٧
	THEWS PACIFIC TIGER			•	1,203.31	230.05		-
SOLD	222 1000	10/18/2012	7678.		6760 40	908.60	ST	Y
ACQ 1254.6770 RII	322.1990 GEWORTH SEIX FLTG R	06/22/2012 T INCOME FD I*	7678. - 76628 T 678 -		6769.40 R = 66	300.00	31	•
SOLD		06/24/2013	11267.	00				
ACQ 2 0000 SPI	1254.6770 OR GOLD TRUST - 7846	05/11/2011 3V107 - MINOR :	11267. = 62	00	11329.74	-62.74	LT15	¥
SOLD		06/05/2013	271.					
ACQ	2.0000	05/13/2009	271.	54	181.08	90.46	LT28	Y
SOLD	OR GOLD TRUST - 7846	06/05/2013	135.	56				
ACQ	1.0000	05/13/2009	135.	56	90.54	45 02	LT28	Y
2.0000 SPI SOLD	OR GOLD TRUST - 7846	3V107 - MINOR = 06/05/2013	∍ 62 270.	78				
ACQ	2.0000	05/13/2009	270.	78	181.08	89.70	LT28	Y
3.0000 SPI SOLD	OR GOLD TRUST - 7846	3V107 - MINOR = 06/05/2013	= 62 406.	21				
ACQ	3.0000	05/13/2009	406.		271.62	134.59	LT28	Y
542.8910 THO SOLD	ORNBURG VALUE FUND -	· 885215632 - MI · 07/23/2012	INOR = 65 15792.	70				
ACQ	29.9500	01/28/2010	871		925.44		LT15	
	512.9410 TTORY PORTFOLIOS - 9	02/01/2010	14921.	45	15957.60	-1036 15	LT15	Y
455.0030 VIC SOLD	LIORI PORTFOLIOS - S	08/13/2012	7321	00				
ACQ	62.0760	01/27/2011	998	80	1004.39		LT15	
607 7510 VT	392.9270 TTORY PORTFOLIOS - 9	05/11/2011 02646A856	6322.	20	6389.00	-66.80	LT15	¥
SOLD		04/17/2013	12538					
ACQ	697 7510	01/27/2011	12538.	59	11289.61	1248 98	LT15	Y
		TOTALS	169363.	29	157696 54			
			20320000000000					

J.J. Morgan

CARRIE M BROWN FOUNDATION ACCT. R75990003 For the Period 6/1/13 to 6/30/13

Note: Pindicates position adjusted for Pending Trade Activity.

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div.	Yield
US Large Cap Equity	40.57	469.310	19,039.91	12,597.86	6,442.05	162.38	0.85%
416649-30-9 ITHI X JPM INTREPID VALUE FD - SEL FUND 1136 4812A2-30-6 JPIV X	29.86	507.151	15,143.53	11,823.37	3,320.16	245.96 53.25	1.62%
JPM LARGE CAP GROWTH FD - SEL FUND 3118 4812CO-53-0 SEEG X	25.94	471.049	12,219.01	9,847.87	2,371.14	49 46	0.40%
JPM TAX AWARE EQUITY FD - SEL FUND 2827 48121L-57-7 JPES X	22.45	1,375.273	30,874.88	19,058.47	11,816.41	448.33 81.50	1.45%
NEUBERGER BER MU/C OPP-INS 64122Q-30-9 NMUL X	12.88	1,888.417	24,322.81	21,042.00	3,280.81	254.93	1.05%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	160.42	214.000	34,329 88	29,625 61	4,704.27	713 47 165 31	2.08%
Total US Large Cap Equity			\$135,930.02	\$103,995.18	\$31,934.84	\$1,874.53 \$300.06	1.38%
US Mid Cap Equity ISHARES CORE SAP MID-CAP ETF 464287-50-7 IJH	115 50	106.000	12,243.00	9,141.46	3,101.54	179.67	1.47%

X. Hongan

CARRIE M BROWN FOUNDATION ACCT. R75990003 For the Period 6/1/13 to 6/30/13

	Price	Quantity	Value	Original Cost	Gain/Loss	Accrued Div.	Yield
US Mid Cap Equity							
JPM MID CAP CORE FD - SEL FUND 2426 48121L-75-9 JMRS X	20.66	602.345	12,444 45	10,312.15	2,132.30	90.95	0.73%
JPM MKT EXP ENH INDEX FD - SEL 4812C1-63-7 PGMI X	12.24	1,087 806	13,314.75	9,264.96	4,049.79	134.88 40.56	1 01%
Total US Mid Cap Equity			\$38,002.20	\$28,718.57	\$9,283.63	\$405.50 \$40.56	1.07%
EAFE Equity							
ARTISAN INTL VALUE FUND-INV 04314H-88-1 ARTK X	33.05	784 728	25,935.26	18,499.04	7,436 22	230 71	0.89%
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	57.30	205.000	11,746.50	11,929.63	(183.13)	361 00	3.07%
T ROWE PRICE OVERSEAS STOCK 77956H-75-7 TROS X	8.76	3,051.616	26,732.16	25,158.00	1,574 16	518 77	1.94%
Total EAFE Equity			\$64,413.92	\$55,586.67	\$8,827.25	\$1,110.48	1.72%

5.52%

318.84

(46 25)

5,821.85

5,775.60

120 000

48.13

European Large Cap Equity

VANGUARD FTSE EUROPE ETF 922042-87-4 VGK



CARRIE M BROWN FOUNDATION ACCT. R75990003 For the Period 6/1/13 to 6/30/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
Asia ex-Japan Equity							
ABERDEEN ASIA-PAC XJ-INST EQUITY FUND - INSTITUTIONAL SERVICE SHARES 003021-69-8 AAPI X	11 35	1,073.958	12,189.42	11,341.00	848 42	346.88	2 85%
MATTHEWS PACIFIC TIGER FD-IS 577130-83-4 MIPT X	24.00	481.504	11,556.10	8,630.39	2,925 71	97.26	0.84%
Total Asia ex-Japan Equity			\$23,745.52	\$19,971.39	\$3,774.13	\$444.14	1.87%
Emerging Market Equity							
JPM CHINA REGION FD - SEL FUND 3810 4812A3-52-8 JCHS X	18.54	298.934	5,542.24	5,889.00	(346.76)	14 94	0.27%
JPM EMERG MRKT EQ FD - SEL FUND 1235 4812A0-62-3 JEMS X	21 90	744.493	16,304 40	17,730 67	(1,426.27)	88.59	0 54%
VANGUARD FTSE EMERGING MARKETS ETF 922042-85-8 VWO	38.80	145.000	5,625 28	6,501.39	(876.11)	223.15	3.97%
Total Emerging Market Equity			\$27,471.92	\$30,121.06	(\$2,649.14)	\$326.68	1.19%
Global Equity							
JPM TR I GL RES ENH IDX FD FUND 3457 46637K-51-3 JEIT X	15 51	775 016	12,020 50	11,788.00	232.50		

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CARRIE M BROWN FOUNDATION ACCT. R75990003

For the Period 6/1/13 to 6/30/13

Asset Categories

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	56,708.68	76,891.65	20,182.97	13%
Real Estate & Infrastructure	6,711.58	6,553 60	(157.98)	1%
Hard Assets	22,488 35	20,337 76	(2,150 59)	4%
Total Value	\$86,908.61	\$103,783.01	\$17,874.40	18%

	Hedge Funds
tool Estato & Infrastructure	Hard Assets

Alternative Assets Detail

Alternative Assets as a percentage of your portfolio - 18 %

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE FLOATING-RATE ADVANTAGE I 277923-63-7 EIFA X	11.10	1,014.389	11,259.72	11,117.70
EATON VANCE GLOBAL MACRO-I 277923-72-8 EIGM X	996	1,187 915	11,475 26	12,037.62

J.P.Morgan

CARRIE M BROWN FOUNDATION ACCT. R75990003 For the Period 6/1/13 to 6/30/13

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EQUINOX FDS TR EQNX CB STGY I 29446A-81-9 EBSI X	10.49	835.043	8,759.60	8,793.00
GATEWAY FUND-Y 36782 9 -88-4 GTEY X	27.89	634.386	17,693.03	17,247.53
INV BALANCED-RISK ALLOC-Y 00141V-69-7 ABRY X	12.14	874.311	10,614.14	10,789.00
PIMCO UNCONSTRAINED BOND-P 72201M-45-3 PUCP X	11.29	1,038 207	11,721.36	11,905.00
THE ARBITRAGE FUND-I 03875R-20-5 ARBN X	12.76	420.732	5,368 54	5,503 17
Total Hedge Funds			\$76,891.65	\$77,393.02

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CARRIE M BROWN FOUNDATION ACCT. R75990003 For the Period 6/1/13 to 6/30/13

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est. Annual Inc. Accrued Div.	Yield
Real Estate & Infrastructure						
JPM REALTY INCOME FD - INSTL FUND 1372 904504-50-3 URTL X	544.77	4,902.94		6,553 60	135.64 27.05	2.07%

date (underlying fund value date) prior to the period covered by this statement. The values provided by the underlying fund have been adjusted for any cash flows between your account marked-to-market Estimated Value shown herein for a private equity fund may be materially different from the value reflected on such fund's audited financial statements (which are also For private equity funds, Estimated Values are based on estimates provided by the underlying funds that are generally presented on a US GAAP basis, which records investments at fair Amounts shown above under "Estimated Value" for private equity funds are estimates based on the latest fund values received from each underlying fund, which value may be as of a underlying funds present their audited financial statements using the Income Tax Basis of Accounting, which records investments "at cost" based on the accrual basis of accounting for value, or "marked-to-market". Most of these underlying funds also present their audited financial statements on a US GAAP basis (i e., "marked-to-market"). However, some of these Federal income taxes. Where the underlying fund provides periodic estimates on a "marked-to-market" basis but reflects investments "at cost" in its audited financial statements, the and such fund that have occurred subsequent to the underlying fund value date to derive the "Estimated Value" Therefore, such "Estimated Value" may not reflect the value of your interest shown on any fund's actual books and records as of the date of this statement. For additional information, please contact your J.P. Morgan representative. based on the audited financial statements of the underlying fund)

	Price	Quantity	Estimated Value	Cost
Hard Assets				
PIMCO COMMODITYPL STRAT-P 72201P-16-7 PCLP X	10.16	1,474.194	14,977.81	15,995.00
SPDR GOLD TRUST 78463V-10-7 GLD	11911	45 000	5,359.95	4,074 31
Total Hard Assets			\$20,337.76	\$20,069.31

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CARRIE M BROWN FOUNDATION ACCT. R75990003 For the Period 6/1/13 to 6/30/13 Note: 'This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the Interest rate and all interest is left in the account

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual income Accrued interest	Yleld
Cash							:
US DOLLAR PRINCIPAL	1 00	13,758 38	13,758 38	13,758.38		. 4.12	0.03%
COST OF PENDING PURCHASES	1.00	(2,742.24)	(2,742 24)	(2,742 24)			
Total Cash			\$11,016.14	\$11,016.14	\$0.00	\$4.12	0.04%
US Fixed Income							
DODGE & COX INCOME FUND 256210-10-5	13 48	60 698	11,715 31	11,724 00	(8 69)	368.49	3 15%
JPM STR INC OPP FD FUND 3844 4812A4-35-1	11.85	866.59	10,269.09	8,691.90	1,577.19	337.10 17.33	3.28%
DOUBLELINE TOTAL RET BD-I 258620-10-3	11 03	1,055.50	11,642.14	11,749.00	(106.86)	638.57	5.49%
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8 03	1,409 53	11,318 56	11,008 35	310.21	737.18 56.38	6.51%
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10.90	4,832.98	52,679 48	51,775.85	903.63	579.95 38.66	1.10%

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CARRIE M BROWN FOUNDATION ACCT. R75990003 For the Period 6/1/13 to 6/30/13

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	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
US Fixed Income							
JPM TR I MLT SC INCOME FD - SEL FUND 2130 48121A-29-0	10.03	1,237.25	12,409.65	12,521.00	(111.35)	355.09	2.86%
JPM TR I INFL MANAGED BOND FD - SEL FUND 2037 48121A-56-3	10.41	1,055.41	10,986.84	11,176.81	(189.97)	154.09 8.44	1.40%
RIDGEWORTH SEIX FLOATING-1 76628T-67-8	8.97	1,297.15	11,635.43	11,713.25	(77.82)	544.80	4.68%
Total US Fixed Income			\$132,656.50	\$130,360.16	\$2,296.34	\$3,716.27 \$143.08	2.80%
Foreign Exchange & Non-USD Fixed Income	me						
JPM INTL CURRENCY INCOME FD FUND 3831 4812A3-29-6	10.97	1,027.78	11,274.70	11,469.98	(195.28)	5.13	0.05%
DREYFUS EMG MKT DEBT LOC C-I 261980-49-4	14.01	418.76	5,866.84	5,632.34	234.50	157.45	2.68%
Total Foreign Exchange & Non-USD Fixed Income			\$17,141.54	\$17,102.32	\$39.22	\$162.58	0.95%