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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

MONROE-BROWN FOUNDATION

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

7950 MOORSBRIDGE ROAD

Room/suite

300

City or town, state or province, country, and ZIP or foreign postal code

PORTAGE, MI 49024

A Employer identification number

38-2513263

B Telephone number

269 324 5586

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization.

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

\$ 20,384,794. (Part I, column (d) must be on cash basis)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

216,508.

2 Check ☐ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

23.

23.

STATEMENT 1

4 Dividends and interest from securities

225,528.

225,528.

STATEMENT 2

5a Gross rents

b Net rental income or (loss)

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

1,277,212.

b Gross sales price for all assets on line 6a

5,583,265.

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

1,394,952.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

2,634.

2,634.

0. STATEMENT 3

12 Total Add lines 1 through 11

1,721,905.

1,623,137.

0.

13 Compensation of officers, directors, trustees, etc

0.

0.

0.

0.

14 Other employee salaries and wages

48,895.

0.

0.

48,895.

15 Pension plans, employee benefits

5,894.

0.

0.

5,894.

16a Legal fees

b Accounting fees

STMT 4

4,350.

2,175.

0.

2,175.

c Other professional fees

STMT 5

100,435.

100,435.

0.

0.

17 Interest

18 Taxes

STMT 6

5,751.

-2,141.

0.

0.

19 Depreciation and depletion

12,108.

2,422.

0.

9,686.

20 Occupancy

16,458.

0.

0.

16,458.

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 7

1,904.

951.

0.

953.

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

195,795.

103,842.

0.

84,061.

25 Contributions, gifts, grants paid

675,855.

675,855.

26 Total expenses and disbursements

Add lines 24 and 25

871,650.

103,842.

0.

759,916.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

850,255.

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

1,519,295.

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

0.

3

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		466,251.	487,170.	487,170.
	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				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 8		1,167,224.	1,167,224.	1,149,010.
	b	Investments - corporate stock STMT 9		10,015,147.	10,893,838.	17,798,540.
	c	Investments - corporate bonds STMT 10		868,147.	818,792.	833,511.
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ STATEMENT 11)		250,000.	250,000.	116,563.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		12,766,769.	13,617,024.	20,384,794.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		12,766,769.	13,617,024.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		0.	0.	
30	Total net assets or fund balances		12,766,769.	13,617,024.		
31	Total liabilities and net assets/fund balances		12,766,769.	13,617,024.		

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	12,766,769.
2	Enter amount from Part I, line 27a	2	850,255.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	13,617,024.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,617,024.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 5,583,265.		4,201,484.	1,394,952.

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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			1,394,952.

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,394,952.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	784,179.	15,693,410.	.049969
2011	645,502.	15,420,337.	.041860
2010	632,010.	13,977,839.	.045215
2009	663,810.	11,979,882.	.055410
2008	740,424.	14,250,484.	.051958

2 Total of line 1, column (d)	2	.244412
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.048882
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	18,080,672.
5 Multiply line 4 by line 3	5	883,819.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	15,193.
7 Add lines 5 and 6	7	899,012.
8 Enter qualifying distributions from Part XII, line 4	8	759,916.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	30,386.
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	30,386.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	30,386.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	8,440.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	8,440.	
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	21,946.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MI		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

STMT 12

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 ► WWW.MONROEBROWN.ORG	13	X	
14	The books are in care of ► JANE BAKER Telephone no. ► 269-324-5586 Located at ► 7950 MOORSBRIDGE ROAD, PORTAGE, MI ZIP+4 ► 49024			
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 2013, 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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2013 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 2013)	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 2013?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

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

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B**Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	17,709,625.
b	Average of monthly cash balances	1b	646,387.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	18,356,012.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	18,356,012.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	275,340.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,080,672.
6	Minimum investment return Enter 5% of line 5	6	904,034.

Part XI**Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	904,034.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	30,386.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	30,386.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	873,648.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	873,648.
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	873,648.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	759,916.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	759,916.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	759,916.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				873,648.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			739,391.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 759,916.				
a Applied to 2012, but not more than line 2a			739,391.	
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 2013 distributable amount				20,525.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	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 assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				853,123.
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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

N/A

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

- [illegible]

Form **990-PF** (2013)

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year				
GRACESPRING BIBLE CHURCH 8643 GULL ROAD RICHLAND, MI 49083	NONE	PUBLIC CHARITY	GENERAL	100.
MAKE A WISH FOUNDATION 648 MONROE AVE NW, SUITE 104 GRAND RAPIDS, MI 49503	NONE	PUBLIC CHARITY	GENERAL	150.
KALAMAZOO COMMUNITIES IN SCHOOLS 125 W EXCHANGE PL KALAMAZOO, MI 49007	NONE	PUBLIC CHARITY	GENERAL	1,000.
ST LUKES MEMORIAL FUND 247 W LOVELL ST KALAMAZOO, MI 49007	NONE	PUBLIC CHARITY	GENERAL	150.
KALAMAZOO COMMUNITY MENTAL HEALTH 418 W KALAMAZOO AVE KALAMAZOO, MI 49007	NONE	PUBLIC CHARITY	GENERAL	300.
Total SEE CONTINUATION SHEET(S) ▶ 3a				675,855.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|----------|---|-----|----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions* | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: [Signature] Date: 5/13/14 Title: PRESIDENT

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	AMY L. TAYLOR	<i>Amy L Taylor</i>	5/13/14		P00630479
	Firm's name ▶ JAMES & SPRINGGATE PLC				Firm's EIN ▶ 38-3213032
	Firm's address ▶ 490 WEST SOUTH STREET KALAMAZOO, MI 49007			Phone no. 269-384-0219	

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

Employer identification number

MONROE-BROWN FOUNDATION

38-2513263

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

MONROE-BROWN FOUNDATION**38-2513263****Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROBERT M. BROWN 2715 CLOVELLY ROAD KALAMAZOO, MI 49008	\$ 70,670.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
2	ROBERT M. BROWN 2715 CLOVELLY ROAD KALAMAZOO, MI 49008	\$ 55,270.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
3	ROBERT M. BROWN 2715 CLOVELLY ROAD KALAMAZOO, MI 49008	\$ 37,500.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
4	ROBERT M. BROWN 2715 CLOVELLY ROAD KALAMAZOO, MI 49008	\$ 50,650.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization

Employer identification number

MONROE-BROWN FOUNDATION**38-2513263****Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>1,000 SHARES STRYKER CORPORATION STOCK</u> _____ _____	\$ <u>70,670.</u>	<u>08/14/13</u>
<u>2</u>	<u>1,000 SHARES MEDTRONIC STOCK</u> _____ _____	\$ <u>55,270.</u>	<u>08/14/13</u>
<u>3</u>	<u>500 SHARES STRYKER CORPORATION STOCK</u> _____ _____	\$ <u>37,500.</u>	<u>12/27/13</u>
<u>4</u>	<u>500 SHARES TEXAS PACIFIC LAND TRUST STOCK</u> _____ _____	\$ <u>50,650.</u>	<u>12/27/13</u>
	_____ _____ _____	\$ _____	_____
	_____ _____ _____		

Name of organization	Employer identification number
MONROE-BROWN FOUNDATION	38-2513263

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES 8690380	P		
b	PUBLICLY TRADED SECURITIES 9451311	P		
c	PUBLICLY TRADED SECURITIES 9451329	P		
d	PUBLICLY TRADED SECURITIES 9451337	P		
e	PUBLICLY TRADED SECURITIES 9451345	P		
f	PUBLICLY TRADED SECURITIES 9440264	P		
g	PUBLICLY TRADED SECURITIES ETRADE 5606	P		
h	PUBLICLY TRADED SECURITIES WASH SALE ADJUSTMENTS			
i	AMERICAN CAPITAL LTD SECURITIES LITIGATION SETTLE	P	VARIOUS	08/20/13
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,577,807.		963,366.	614,441.
b 1,089,028.		858,503.	230,525.
c 1,418,835.		1,098,259.	320,576.
d 109,004.		65,648.	43,356.
e 1,177,600.		1,002,912.	174,688.
f 47,114.		49,356.	-2,242.
g 162,812.		163,440.	-628.
h			13,171.
i 1,065.			1,065.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			614,441.
b			230,525.
c			320,576.
d			43,356.
e			174,688.
f			-2,242.
g			-628.
h			13,171.
i			1,065.
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,394,952.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
KALAMAZOO LITERACY COUNCIL 420 E ALCOTT ST KALAMAZOO, MI 49001	NONE	PUBLIC CHARITY	GENERAL	250.
GRAND RAPIDS AMATEUR HOCKEY ASSOCIATION PO BOX 559 ADA, MI 49301	NONE	PUBLIC CHARITY	GENERAL	200.
DOWNTOWN KALAMAZOO ASSOCIATION CHARITIES 141 E MICHIGAN AVE, SUITE 501 KALAMAZOO, MI 49007	NONE	PUBLIC CHARITY	GENERAL	2,500.
JUNIOR ACHIEVEMENT 2775 WEST DICKMAN ROAD, SUITE H-3 BATTLE CREEK, MI 49037	NONE	PUBLIC CHARITY	GENERAL	100.
HOSPICE CARE OF SW MICHIGAN 222 N KALAMAZOO MALL #100 KALAMAZOO, MI 49007	NONE	PUBLIC CHARITY	GENERAL	200.
ARTS COUNCIL OF GREATER KALAMAZOO 359 SOUTH KALAMAZOO MALL #203 KALAMAZOO, MI 49007	NONE	PUBLIC CHARITY	GENERAL	450.
BORGESS FOUNDATION 1521 GULL ROAD STE 300 KALAMAZOO, MI 49048	NONE	PUBLIC CHARITY	GENERAL	5,200.
CATHOLIC SCHOOLS OF GREATER KALAMAZOO 1000 WEST KILGORE ROAD KALAMAZOO, MI 49008	NONE	PUBLIC CHARITY	GENERAL	2,500.
GERALD R. FORD PRESIDENTIAL FOUNDATION 6851 SOUTH SPRINKLE ROAD PORTAGE, MI 49002	NONE	PUBLIC CHARITY	GENERAL	500.
GREATER KALAMAZOO UNITED WAY 709 SOUTH WESTNEDGE AVE KALAMAZOO, MI 49007	NONE	PUBLIC CHARITY	GENERAL	1,500.
Total from continuation sheets				674,155.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
KALAMAZOO INSTITUTE OF ARTS 314 S PARK STREET KALAMAZOO, MI 49007	NONE	PUBLIC CHARITY	GENERAL	1,000.
KALAMAZOO VALLEY COMMUNITY COLLEGE 202 N ROSE STREET KALAMAZOO, MI 49007	NONE	PUBLIC CHARITY	SCHOLARSHIPS	4,119.
MICHIGAN STATE UNIVERSITY 101 ANGELL BLDG EAST LANSING, MI 48824	NONE	PUBLIC CHARITY	SCHOLARSHIPS	22,500.
MINISTRY WITH COMMUNITY 440 NORTH CHURCH STREET KALAMAZOO, MI 49007	NONE	PUBLIC CHARITY	GENERAL	100.
OAKWOOD SCHOOL 4000 MACGREGOR DOWNS ROAD GREENVILLE, NC 27834	NONE	PUBLIC CHARITY	GENERAL	500.
UMMA DOCENT PROGRAM 434 S STATE STREET ANN ARBOR, MI 49019	NONE	PUBLIC CHARITY	GENERAL	1,000.
UNIVERSITY OF MICHIGAN 434 S STATE STREET ANN ARBOR, MI 49019	NONE	PUBLIC CHARITY	GENERAL	361,936.
WESTERN MICHIGAN UNIVERSITY FOUNDATION 1903 WEST MICHIGAN AVENUE KALAMAZOO, MI 49007	NONE	PUBLIC CHARITY	SCHOLARSHIPS	145,500.
FAMILY HEALTH CENTER 117 WEST PATERSON STREET KALAMAZOO, MI 49007	NONE	PUBLIC CHARITY	GENERAL	200.
KALAMAZOO COLLEGE 1153 ACADEMY STREET KALAMAZOO, MI 49007	NONE	PUBLIC CHARITY	SCHOLARSHIPS	12,300.
Total from continuation sheets				

38-2513263

9 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FIFTH THIRD CHECKING	23.	23.	23.
TOTAL TO PART I, LINE 3	23.	23.	23.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
E TRADE ACCOUNT 5606	1.	0.	1.	1.	1.
FIFTH THIRD ACCOUNT 8690380 DIVIDENDS	64,928.	0.	64,928.	64,928.	64,928.
FIFTH THIRD ACCOUNT 8690380 INTEREST	10.	0.	10.	10.	10.
FIFTH THIRD ACCOUNT 9440264	77,844.	0.	77,844.	77,844.	77,844.
FIFTH THIRD ACCOUNT 9451311	237.	0.	237.	237.	237.
FIFTH THIRD ACCOUNT 9451329	9,902.	0.	9,902.	9,902.	9,902.
FIFTH THIRD ACCOUNT 9451337	41,348.	0.	41,348.	41,348.	41,348.
FIFTH THIRD ACCOUNT 9451345	13,852.	0.	13,852.	13,852.	13,852.
FIFTH THIRD ACCOUNT 9471947	17,406.	0.	17,406.	17,406.	17,406.
TO PART I, LINE 4	225,528.	0.	225,528.	225,528.	225,528.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ARCH DEVELOPMENT	2,634.	2,634.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	2,634.	2,634.	0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	4,350.	2,175.	0.	2,175.
TO FORM 990-PF, PG 1, LN 16B	4,350.	2,175.	0.	2,175.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AGENCY FEES	3,991.	3,991.	0.	0.
MANAGEMENT FEES	96,444.	96,444.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	100,435.	100,435.	0.	0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	-2,141.	-2,141.	0.	0.
EXCISE TAX	7,892.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	5,751.	-2,141.	0.	0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	775.	387.	0.	388.
POSTAGE AND SUPPLIES	108.	54.	0.	54.
TELEPHONE & WEBSITE	1,021.	510.	0.	511.
TO FORM 990-PF, PG 1, LN 23	1,904.	951.	0.	953.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT BONDS 9440264	X		1,167,224.	1,149,010.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,167,224.	1,149,010.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,167,224.	1,149,010.

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCK 8690380	5,293,896.	9,799,708.
STOCK 9451311	1,197,244.	1,723,750.
STOCK 9451329	1,297,106.	1,946,274.
STOCK 9451345	1,414,588.	1,922,888.
STOCK 9451337	1,207,581.	1,917,747.
STOCK 9471947	432,773.	438,688.
STOCK ETRADE 5606	50,650.	49,485.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,893,838.	17,798,540.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS 9440264	818,792.	833,511.
TOTAL TO FORM 990-PF, PART II, LINE 10C	818,792.	833,511.

FORM 990-PF	OTHER ASSETS	STATEMENT 11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ARCH DEVELOPMENT FUND LLP	250,000.	250,000.	116,563.
TO FORM 990-PF, PART II, LINE 15	250,000.	250,000.	116,563.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT 12
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NAME OF CONTRIBUTOR	ADDRESS
ROBERT M. BROWN	2715 CLOVELLY KALAMAZOO, MI 49008

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT M. BROWN 2715 CLOVELLY KALAMAZOO, MI 49008	PRESIDENT, TRUSTEE 0.03	0.	0.	0.
JANE B. TODD 2705 CLOVELLY KALAMAZOO, MI 49008	TREASURER, TRUSTEE 0.01	0.	0.	0.
GAIL B. KASDORF 2907 BRONSON BLVD KALAMAZOO, MI 49008	V. PRESIDENT, TRUSTEE 0.01	0.	0.	0.
JOHN C. WATTLES 2825 OAKLAND DRIVE KALAMAZOO, MI 49008	TRUSTEE 0.01	0.	0.	0.
A. J. TODD IV 3565 SANDHILL LANE PORTAGE, MI 49024	TRUSTEE 0.01	0.	0.	0.
FREDERICK O. BROWN 2203 SHEFFIELD DRIVE KALAMAZOO, MI 49008	TRUSTEE 0.01	0.	0.	0.
ROBERT M. BROWN, JR. 4030 BRONSON BLVD KALAMAZOO, MI 49008	TRUSTEE 0.01	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 14

NAME OF MANAGER

ROBERT M. BROWN
JANE B. TODD
GAIL B. KASDORF

Monroe-Brown Foundation
38-2513263
December 31, 2012

Book Value

Form 990-PF, Part II, Line 10a

Fifth Third Account 9440264

\$100,000 Federal Home Loan Bank 5.25% Due 12/11/20	108,012
\$100,000 Federal Home Loan Bank 2.82% Due 6/17/16	101,524
\$100,000 Federal Farm Credit Bank 3.375% Due 3/8/17	109,507
\$100,000 Federal Home Loan Bank 3.375% Due 6/12/20	104,513
\$100,000 Federal Home Loan Bank 3.125% Due 12/11/20	95,610
\$100,000 Federal Home Loan Bank 2.3% Due 12/8/16	103,993
\$100,000 Federal Home Loan Bank 2.75% Due 6/8/18	109,880
\$50,000 Federal Home Loan Bank 1.25% Due 8/22/16	50,029
\$100,000 US Treasury N/B 4% Due 2/15/14	102,359
\$250,000 US Treasury N/B 4.75% Due 5/15/14	281,797

Investments - U.S. and State Government Obligations

1,167,224

Form 990-PF, Part II, Line 10b

Fifth Third Account 8690380

2,000 shs Core Laboratories N.V.	108,916
6,000 shs Adobe Sys Inc	169,906
1,600 shs Affiliated Managers Group	119,449
2,900 shs Borg-Warner Automotive	236,128
2,400 shs Buffalo Wild Wings	130,825
7,700 shs CBRE Group Inc	140,897
5,950 shs Cheesecake Factory Inc	83,305
4,300 shs Chicago Bridge and Iron Comp	189,482
3,100 shs Citrix Sys Inc	94,735
3,300 shs Clean HBRS Inc	174,587
5,900 shs Cognex Corp	110,031
3,700 shs Dentsply Intl Inc New	134,407
6,200 shs Dolby Laboratories Inc	238,095
4,300 shs Dresser-Rand Group Inc	116,658
3,970 shs EcoLab Inc	134,139
3,300 shs Expeditors Intl Wash Inc	44,035
4,800 shs Fastenal Co	65,058
8,250 shs Flowers Foods Inc	130,929
7,300 shs HCC Ins Holdings Inc	225,287
1,700 shs Intercontinentalexchange Inc	160,618
3,500 shs Intuit	76,335
4,600 shs Jacobs Engr Group Inc	198,997
2,850 shs Jos A Bank Clothiers Inc	87,932
2,500 shs Kohl's Corp	137,471
2,400 shs Lauder Estee Cos Inc	44,867

Monroe-Brown Foundation**38-2513263****December 31, 2012**

	<u>Book Value</u>
<u>Form 990-PF, Part II, Line 10b continued</u>	
3,000 shs Life Technologies Corp	128,598
7,000 shs Mylan Inc	128,447
1,650 shs O Reilly Automotive Inc	23,879
4,300 shs Omnicom Group Inc	126,308
6,950 shs Perkinelmer Inc	149,197
7,450 shs Ritchie Bros Auctioneers Inc	135,791
4,900 shs Trimble Nav Ltd	172,812
4,300 shs United Nat Foods Inc	166,563
5,000 shs VCA Antech Inc	97,610
950 shs V F Corp	53,382
1,400 shs Valmont Industries Inc	120,519
4,800 shs Magellan Midstream Partners LP	161,404
Fifth Third Account 8690380 Sub-Total	4,817,601

Fifth Third Account 9451311

1,141 shs Abiomed Inc	26,646
670 shs Advisory Brd Co	32,085
2,926 shs Akorn Inc	33,111
314 shs Annie's Inc	12,477
532 shs B/E Aerospace Inc	18,365
364 shs Buffalo Wild Wings Inc	28,051
303 shs Centene Corp	13,428
393 shs Cepheid Inc	12,958
385 shs Chart Industries Inc	14,537
125 shs Chuys Holdings Inc	2,871
356 shs Concur Technologies Inc	9,539
1,054 shs Cornerstone Ondemand Inc	21,631
464 shs Costar Group Inc	35,220
514 shs Cynosure Inc	10,610
982 shs Dexcom Inc	12,736
2,942 shs Endologix Inc	36,997
318 shs Faro Technologies Inc	17,036
1,086 shs Financial Engines Inc	21,410
422 shs Five Below Inc	10,590
1,027 shs Francescas Holdings Corp	26,319
560 shs Fresh Mkt Inc	22,257
105 shs Geospace Technologies Corp	7,934
1,137 shs Grand Canyon Ed Inc	17,725
1,339 shs Guideware Software Inc	31,416
1,533 shs H & E Equip Svcs Inc	21,370
510 shs Hexcel Corp	11,261
349 shs IPG Photonics Corp	19,327
786 shs Imperva Inc	21,965
490 shs Mastec Inc	11,558
311 shs Medidata Solutions Inc	12,725

Monroe-Brown Foundation**38-2513263****December 31, 2012**

	<u>Book Value</u>
<u>Form 990-PF, Part II, Line 10b continued</u>	
1,056 shs Meritage Homes Corporation	33,360
2,023 shs Millennial Media Inc	36,424
700 shs Netsuite Inc	20,322
389 shs OSI Systems Inc	28,135
1,076 shs Old Dominion Freight Line Inc	24,000
217 shs Portfolio Recovery Associates Inc	15,114
519 shs RBC Bearings Inc	24,068
537 shs Ruckus Wireless Inc	8,125
1,029 shs Ryland Group Inc	34,040
113 shs SPS Comm Inc	4,031
313 shs Salix Pharmaceuticals Ltd	9,350
878 shs Servicenow Inc	23,579
263 shs Sourcefire Inc	8,211
1,378 shs Splunk Inc	40,503
127 shs Syntel Inc	5,560
1,000 shs Tangoe Inc	18,279
757 shs Texas Cap Bancshares Inc	36,773
1,157 shs Tumi Holdings Inc	25,983
422 shs Ultimate Software Group Inc	13,285
494 shs Vocera Communications Inc	14,158
1,946 shs Wabash Natl Corp	20,142
Fifth Third Account 9451311 Sub-Total	<u>1,017,599</u>

Fifth Third Account 9451329

811 shs Michael Kors Hldgs Ltd	44,270
346 shs Alexion Pharmaceuticals Inc	26,099
217 shs Amazon Comm Inc	19,729
80 shs Apple Inc	38,500
141 shs Biogen Idec Inc	20,430
660 shs Boeing Co	31,680
1,212 shs Broadcom Corp	39,409
567 shs Catamaran Corp	29,244
582 shs Celgene Corp	36,480
183 shs Cerner Corp	13,289
141 shs Costco Wholesale Corp	8,314
1,029 shs EMC Corp	17,789
1,111 shs Ebay Inc	35,927
215 shs Equinix Inc	41,233
757 shs Facebook Inc	20,824
339 shs Fastenal Co	10,827
295 shs Fedex Corporation	26,747
243 shs Fluor Corp	10,825
410 shs Gilead Sciences Inc	28,556
66 shs Google Inc	35,731
401 shs Humana Inc	30,669

Monroe-Brown Foundation**38-2513263****December 31, 2012**

<u>Form 990-PF, Part II, Line 10b continued</u>	<u>Book Value</u>
27 shs Intuitive Surgical Inc	10,827
514 shs Kansas City Southern	36,486
357 shs LinkedIn Corp	33,812
97 shs Mastercard Inc	41,231
640 shs Moodys Corp	29,466
251 shs Novo-Nordisk	40,461
319 shs Paccar Inc	13,669
249 shs Precision Castparts Corp	19,807
70 shs Priceline Com Inc	23,696
681 shs Qualcomm Inc	37,960
241 shs Ralph Lauren Corp	36,903
698 shs Realogy Holdings Corp	26,357
247 shs Salesforce.com Inc	29,088
822 shs Starbucks Corp	36,083
3,000 shs Stryker Corp	169,080
197 shs Teradata Corp	15,156
207 shs Union Pac Corp	15,787
367 shs VISA Inc	30,253
462 shs VMWare Inc	40,858
511 shs Whole Foods Market Inc	37,394
Fifth Third Account 9451329 Sub-Total	1,290,945
 State Street Account 4741387	
500 shs Northern Property Real Estate	15,516
750 shs Cineplex Inc	13,938
State Street Account 4741387 Sub-Total	29,454
 Fifth Third Account 9451337	
600 shs American International Group Inc	15,009
1,000 shs Aes Tiete Sa Adr	14,709
100 shs Apple Inc	52,543
500 shs Automatic Data Processing Inc	19,870
600 shs Becton Dickinson & Co	38,373
1,186 shs Berkshire Hathaway Inc	94,347
500 shs Chevron Corporation	38,208
1,000 China Mobile Ltd	46,842
1,050 shs Coca Cola Co	22,627
200 shs Colgate Palmolive Co	16,259
500 shs Conocophillips	24,969
600 shs Costco Wholesale Corp	29,155
835 shs Ebay Inc	12,659
600 shs Ecolab Inc	19,926
1,716 shs Enbridge Energy Mgmt LLC	30,609
2,000 shs General Electric Co	54,819
20 shs Google Inc	9,286

Monroe-Brown Foundation**38-2513263****December 31, 2012**

	<u>Book Value</u>
Form 990-PF, Part II, Line 10b continued	
500 shs Grupo Modelo Sab De C V Adr	23,485
500 shs Johnson & Johnson	30,568
500 shs McDonalds Corp	27,070
700 shs Medtronic Inc	32,232
1,000 shs Microsoft Corp	28,260
750 shs Nestle S A	36,193
925 shs Pepsico Inc	37,611
600 shs Procter & Gamble Co	36,294
350 shs Qualcomm Inc	15,017
350 shs Royal Dutch Shell PLC	24,982
900 shs Starbucks Corp	9,640
3,000 shs Surgutneftegaz Jsc	15,903
1,000 shs Sysco Corp	5,728
500 shs Target Corp	24,643
750 shs Unilever N V	17,125
800 shs United Parcel Service Inc	58,394
500 shs Vanguard MSCI Emerging Markets	12,471
1,250 shs Vodafone Group PLC	36,001
1,400 shs Wal-Mart De Mexico Sab De Cv	25,595
700 shs Wal-Mart Stores Inc	37,845
1,000 shs Walgreen Co	32,025
1,000 shs Yum! Brands Inc	36,167
500 shs Zimmer Hldgs Inc	30,358
Fifth Third Account 9451337 Sub-Total	1,173,811

Fifth Third Account 9451345

1,120 shs Fresh Del Monte Produce Inc	21,877
925 shs Aaron Rents Inc	24,128
1,985 shs Arris Group Inc	21,945
415 shs Avery Dennison Corp	10,924
1,725 shs Blount Intl Inc	27,131
1,395 shs Brown & Brown Inc	25,462
7,245 shs Casella Waste System Inc	75,620
1,180 shs Cathay General Bancorp	20,220
830 shs Chemical Financial Corp	16,677
936 shs Coinstar Inc	32,270
1,180 shs Columbia Bkg Sys Inc	19,861
920 shs Con-Way Inc	16,644
2,435 shs Datalink Corp	22,351
2,025 shs The Dolan Company	21,220
1,140 shs Dycom Inds Inc	12,295
655 shs East West Bancorp Inc	11,768
905 shs EZCorp Inc	20,925
660 shs Finish Line Inc	13,217
2,959 shs First Horizon Natl Corp	28,075

Monroe-Brown Foundation**38-2513263****December 31, 2012**

<u>Form 990-PF, Part II, Line 10b continued</u>	<u>Book Value</u>
1,030 shs Fulton Finl Corp	9,632
550 shs Glacier Bancorp Inc	7,440
675 shs Global Pmts Inc	29,782
605 shs Golub Cap BDC Inc	9,465
1,075 shs HCC Ins Hldgs Inc	24,764
595 shs Hanover Ins Group Inc	20,794
445 shs Hill Rom Hldgs	13,163
780 shs Iberiabank Corp	37,354
1,400 shs Jabil Circuit Inc	25,489
1,895 shs John Bean Technologies Corp	32,429
1,090 shs Kapstone Paper & Packaging Corp	19,451
2,275 shs Kelly Svcs Inc	37,062
420 shs Mitcham Inds Inc	5,170
1,095 shs Motorcar Pts & Accessories Inc	8,600
345 shs Old Natl Bancorp Ind	3,903
1,400 shs Old Rep Intl Corp	14,049
4,163 shs ON Semiconductor Corp	27,708
3,280 shs Premier Global Services Inc	27,141
755 shs Progressive Waste Solutions Ltd	16,092
950 shs Raymond James Finl Inc	13,695
570 shs Rock-Tenn Co	33,319
1,370 shs Rovi Corp	20,930
330 shs Saia Inc	7,055
1,930 shs Sykes Enterprises Inc	31,517
1,015 shs Synnex Corp	28,461
2,465 shs THL CR Inc	34,775
550 shs TW Telecom Inc	7,016
1,620 shs Teletch Hldgs Inc	26,222
730 shs Tenneco Automotive Inc	22,358
1,010 shs Tidewater Inc	49,250
520 shs Towers Watson & Co	27,968
445 shs Triangle Cap Corp	11,168
620 shs Trimas Corp	11,985
1,115 shs Valueclick Inc	18,279
705 shs Verifone Systems Inc	21,267
1,515 shs Vishay Intertechnology Inc	16,639
215 shs WMS Industries Inc	3,386
370 shs Weight Watchers Intl Inc	17,817
795 shs Wintrust Finl Corp	23,759
750 shs Zions Bancorp	13,997
Fifth Third Account 9451345 Sub-Total	1,252,964

Fifth Third Account 9471947

2,000 shs Alexandria Real Estate Equities Inc	140,080
10,700 shs Duke Realty Corporation	147,553

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December 31, 2012

	<u>Book Value</u>
<u>Form 990-PF, Part II, Line 10b continued</u>	
1,000 shs Public Storage	145,140
Fifth Third Account 9471947 Sub-Total	432,773
 Investments - Corporate Stock Total	 <u>10,015,147</u>

Form 990-PF, Part II, Line 10c

Fifth Third Account 9440264

\$50,000 AT&T Inc 1.4% Due 12/1/17	50,066
\$50,000 Amgen Inc 2.125% Due 5/15/17	52,120
\$50,000 Boeing Cap Corp 2.9% Due 8/15/18	51,000
\$50,000 Caterpillar Inc 5.7% Due 8/15/16	50,494
\$35,000 Citigroup Inc 6.5% Due 8/17/13	37,541
\$50,000 Creit Suisse Medium Term Sub 5.3% Due 8/13/19	51,922
\$52,000 Walt Disney Company 5.875% Due 12/15/17	63,258
\$50,000 Genentech Inc 4.75% Due 7/15/15	51,327
\$50,000 Goldman Sachs Group Inc 6.25% Due 9/1/17	53,950
\$45,000 Honeywell International 5% Due 2/15/19	52,469
\$50,000 JPMorgan Chase & Co 4.35% Due 8/15/21	50,330
\$50,000 Natl Rural Util 4.75% Due 3/1/14	49,227
\$50,000 Northern States Pwr - Minn 2.15% Due 8/15/22	49,790
\$50,000 Nstar Deb 4.5% Due 11/15/19	50,731
\$50,000 Pfizer Inc 5.35% Due 3/15/15	51,896
\$50,000 Shell International Fin 4% Due 3/21/14	50,480
\$50,000 Wells Fargo & Co 4.6% Due 4/1/21	51,548

Investments - Corporate Bonds Total	<u>868,147</u>
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Monroe-Brown Foundation
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December 31, 2013

End of Year	
Book Value	Market Value

Form 990-PF, Part II, Line 10a

Fifth Third Account 9440264

\$100,000 Federal Home Loan Bank 5.25% Due 12/11/20	108,012	115,826
\$100,000 Federal Home Loan Bank 2.82% Due 6/17/16	101,524	105,042
\$100,000 Federal Farm Credit Bank 3.375% Due 3/8/17	109,507	107,706
\$100,000 Federal Home Loan Bank 3.375% Due 6/12/20	104,513	104,768
\$100,000 Federal Home Loan Bank 3.125% Due 12/11/20	95,610	101,901
\$100,000 Federal Home Loan Bank 2.3% Due 12/8/16	103,993	104,025
\$100,000 Federal Home Loan Bank 2.75% Due 6/8/18	109,880	104,314
\$50,000 Federal Home Loan Bank 1.25% Due 8/22/16	50,029	50,725
\$100,000 US Treasury N/B 4% Due 2/15/14	102,359	100,465
\$250,000 US Treasury N/B 4.75% Due 5/15/14	281,797	254,238

Investments - U.S. and State Government Obligations

1,167,224	1,149,010
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Form 990-PF, Part II, Line 10b

Fifth Third Account 8690380

2,000 shs Core Laboratories N.V.	108,916	381,900
4,900 shs Adobe Sys Inc	138,789	293,407
1,500 shs Affiliated Managers Group	107,256	325,320
5,800 shs Borg-Warner Automotive	236,128	324,278
1,700 shs Buffalo Wild Wings	92,798	250,240
7,700 shs CBRE Group Inc	140,897	202,510
4,900 shs Cerner Corp Com	229,679	273,126
5,950 shs Cheesecake Factory Inc	83,305	287,206
4,300 shs Chicago Bridge and Iron Comp	189,482	357,502
3,100 shs Citrix Sys Inc	94,735	196,075
4,200 shs Clean HBRS Inc	225,539	251,832
8,600 shs Cognex Corp	80,192	328,348
3,700 shs Dentsply Intl Inc New	134,407	179,376
4,300 shs Dresser-Rand Group Inc	116,658	256,409
2,770 shs EcoLab Inc	94,288	288,828
8,200 shs Flir Sys Inc	201,006	246,820
4,800 shs Fastenal Co	65,058	228,048
12,375 shs Flowers Foods Inc	130,929	265,691
6,600 shs HCC Ins Holdings Inc	201,807	304,524
3,300 shs Haemonetics Corp Mass	144,838	139,029
1,700 shs Intercontinentalexchange Group Inc	160,618	382,364
3,500 shs Intuit	76,335	267,120
3,800 shs Jacobs Engr Group Inc	162,157	239,362
2,500 shs Kohl's Corp	137,471	141,875

Monroe-Brown Foundation**38-2513263****December 31, 2013****Form 990-PF, Part II, Line 10b continued**

	End of Year	
	<u>Book Value</u>	<u>Market Value</u>
2,400 shs Lauder Estee Cos Inc	44,867	180,768
7,400 shs Mylan Inc	156,026	321,160
2,150 shs O Reilly Automotive Inc	86,133	276,726
8,650 shs Perkinelmer Inc	213,804	356,640
9,500 shs RPM International Inc	343,542	394,345
9,550 shs Ritchie Bros Auctioneers Inc	177,633	218,982
9,800 shs Trimble Nav Ltd	172,812	340,060
4,300 shs United Nat Foods Inc	166,563	324,177
3,800 shs V F Corp	53,382	236,892
1,600 shs Valmont Industries Inc	149,375	238,592
4,800 shs Magellan Midstream Partners LP	161,404	303,696
4,000 shs Digital Rlty Tr Inc	215,067	196,480
Fifth Third Account 8690380 Sub-Total	5,293,896	9,799,708
Fifth Third Account 9451311		
149 shs Stratasys Ltd	10,644	20,070
1,279 shs Abiomed Inc	27,545	34,200
652 shs Acadia Healthcare Co Inc	23,147	30,859
726 shs Advisory Brd Co	35,545	46,224
725 shs Annie's Inc	30,053	31,204
497 shs Aspen Technology Inc Com	15,254	20,775
156 shs Buffalo Wild Wings Inc	13,555	22,963
427 shs Cardiovascular Sys Inc Del	13,623	14,642
575 shs Centene Corp	25,621	33,896
184 shs Chart Industries Inc	6,947	17,598
821 shs Chuys Holdings Inc	23,274	29,572
471 shs Cornerstone Ondemand Inc	10,683	25,110
190 shs Costar Group Inc	14,422	35,070
631 shs Cvent Inc	21,317	22,962
526 shs Cynosure Inc	12,635	14,013
651 shs Demandware Inc	31,244	41,742
625 shs Dexcom Inc	8,813	22,131
460 shs Ehealth Inc	20,049	21,385
741 shs Encore Cap Group Inc	30,084	37,243
1,958 shs Endologix Inc	24,670	34,148
488 shs Envestnet Inc	15,123	19,666
934 shs Epam Sys Inc	27,474	32,634
865 shs Fairway Group Hldgs Corp	22,486	15,708
936 shs Financial Engines Inc	18,663	65,033
537 shs Fluidigm Corp Del	16,442	20,557
545 shs Gigamon Inc	20,982	15,304
727 shs Grand Canyon Ed Inc	11,334	31,697
1,022 shs Guidewire Software Inc	24,112	50,150
1,294 shs H & E Equip Svcs Inc	18,295	38,341
385 shs Hexcel Corp	8,501	17,206

Monroe-Brown Foundation**38-2513263****December 31, 2013****Form 990-PF, Part II, Line 10b continued**

	End of Year	
	<u>Book Value</u>	<u>Market Value</u>
468 shs Imperva Inc	15,338	22,525
784 shs Infoblox Inc Common	17,505	25,888
1,183 shs Insulet Corp	35,770	43,889
860 shs Intrexon Corp	18,403	20,468
379 shs Ligand Pharmaceuticals Inc	15,455	19,935
257 shs Lumber Liquidators Hldgs	21,747	26,443
1,061 shs Marketo Inc	37,019	39,331
1,039 shs Mastec Inc	30,445	33,996
691 shs Medidata Solutions Inc	15,958	41,807
1,284 shs NPS Pharmaceuticals Inc	20,822	38,982
498 shs Nimble Storage Inc	13,117	22,559
365 shs Noodles & Co	11,582	13,111
988 shs Old Dominion Freight Line Inc	20,374	52,384
222 shs Opentable Inc	13,940	17,620
316 shs Pacira Pharmaceuticals Inc	17,316	18,167
962 shs Portfolio Recovery Associates Inc	29,426	50,832
608 shs Proofpoint Inc	18,281	20,167
586 shs Proto Labs Inc	41,049	41,711
285 RTI Intl Metals Inc	9,754	9,750
682 shs Rally Software Dev Corp	17,961	13,265
322 shs Rocket Fuel Inc	18,679	19,800
235 shs SPS Comm Inc	12,061	15,346
720 shs Servicenow Inc	20,713	40,327
296 shs Shutterstock Inc	17,576	24,754
706 shs Splunk Inc	21,523	48,481
221 shs Tableau Software Inc	10,818	15,234
1,001 shs Tile Shop Hldgs Inc	25,285	18,088
385 shs Trulia Inc	12,242	13,579
280 shs Ultimate Software Group Inc	8,858	42,902
459 shs Veeva Sys Inc	14,279	14,734
497 shs Vince Hldg Corp	13,509	15,243
342 shs Wageworks Inc	17,902	20,329
Fifth Third Account 9451311 Sub-Total	1,197,244	1,723,750

Fifth Third Account 9451329

219 shs Michael Kors Hldgs Ltd	11,954	17,781
1,189 shs Adobe Sys Inc	56,298	71,196
255 shs Alexion Pharmaceuticals Inc	20,070	33,885
167 shs Amazon Comm Inc	31,189	66,598
79 shs Apple Inc	41,838	44,321
74 shs Biogen Idec Inc	14,112	20,688
522 shs Boeing Co	39,390	71,248
235 shs Celgene Corp	14,730	39,707
70 shs Chipotle Mexican Grill Inc	23,592	37,295
300 shs Cognizant Technology Solutions	19,170	30,294

Monroe-Brown Foundation**38-2513263****December 31, 2013****Form 990-PF, Part II, Line 10b continued**

	End of Year	
	<u>Book Value</u>	<u>Market Value</u>
421 shs Costco Wholesale Corp	37,962	50,107
292 shs Cummins Inc	36,993	41,163
1,176 shs Facebook Inc	44,681	64,267
337 shs Fedex Corporation	41,213	48,450
376 shs F5 Networks Inc	32,427	34,163
564 shs Fluor Corp	31,373	45,284
1,412 shs General Electric Co	37,081	39,578
901 shs Gilead Sciences Inc	35,302	67,665
68 shs Google Inc	50,480	76,208
196 shs Humana Inc	14,610	20,231
341 shs Illumina Inc	25,202	37,711
504 shs Kansas City Southern	35,777	62,410
689 shs Las Vegas Sands Corp	37,729	54,341
214 shs LinkedIn Corp	36,695	46,402
96 shs Mastercard Inc	40,806	80,204
106 shs Netflix Com Inc	24,262	39,026
176 shs Netsuite Inc	16,517	18,132
255 shs Precision Castparts Corp	32,684	68,672
58 shs Priceline Com Inc	19,634	67,419
310 shs Ralph Lauren Corp	49,175	54,737
203 shs Regeneron Pharmaceuticals Inc	49,685	55,874
1,214 shs Salesforce.com Inc	39,573	67,001
216 shs Schlumberger LTD	16,909	19,464
806 shs Starbucks Corp	35,466	63,182
225 shs TripAdvisor, Inc.	16,422	18,637
304 shs Union Pac Corp	30,515	51,072
312 shs VISA Inc	25,719	69,476
300 shs Whirlpool Corp	46,958	47,058
773 shs Whole Foods Market Inc	36,927	44,703
729 shs Workday Inc	45,986	60,624
Fifth Third Account 9451329 Sub-Total	1,297,106	1,946,274
Fifth Third Account 9451337		
2,000 shs Aes Tiete Sa Adr	23,479	16,184
100 shs Apple Inc	52,542	56,102
500 shs Automatic Data Processing Inc	19,870	40,400
600 shs Becton Dickinson & Co	38,372	66,294
1,186 shs Berkshire Hathaway Inc	94,347	140,612
500 shs Chevron Corporation	38,208	62,455
1,000 China Mobile Ltd	46,842	52,290
750 shs Cineplex Inc	13,938	30,950
1,050 shs Coca Cola Co	22,627	43,376
400 shs Colgate Palmolive Co	16,259	26,084
500 shs Conocophillips	24,969	35,325
600 shs Costco Wholesale Corp	29,155	71,412

Monroe-Brown Foundation**38-2513263****December 31, 2013****Form 990-PF, Part II, Line 10b continued**

	End of Year	
	<u>Book Value</u>	<u>Market Value</u>
835 shs Ebay Inc	12,659	45,812
600 shs Ecolab Inc	19,926	62,562
1,841 shs Enbridge Energy Mgmt LLC	30,579	52,800
2,000 shs General Electric Co	54,819	56,060
40 shs Google Inc	30,166	44,828
200 shs International Business Machs	38,733	37,514
500 shs Johnson & Johnson	30,568	45,795
500 shs McDonalds Corp	27,070	48,515
700 shs Medtronic Inc	32,232	40,173
1,000 shs Microsoft Corp	28,260	37,410
750 shs Nestle S A	36,193	55,068
500 shs Northern Pty Real Estate Inv.	15,516	12,708
925 shs Pepsico Inc	37,611	76,720
600 shs Procter & Gamble Co	36,294	48,846
350 shs Qualcomm Inc	16,599	25,988
350 shs Royal Dutch Shell PLC	24,981	24,945
900 shs Starbucks Corp	9,640	70,551
3,000 shs Surgutneftegaz Jsc	15,903	23,646
1,000 shs Sysco Corp	5,728	36,100
500 shs Target Corp	24,643	31,635
750 shs Unilever N V	17,124	30,173
800 shs United Parcel Service Inc	58,394	84,064
500 shs Vanguard FTSE Emerging Markets	12,470	20,570
1,250 shs Vodafone Group PLC	36,001	49,138
1,400 shs Wal-Mart De Mexico Sab De Cv	25,595	36,621
700 shs Wal-Mart Stores Inc	37,844	55,083
1,000 shs Walgreen Co	32,025	57,440
250 shs Yum! Brands Inc	9,042	18,903
500 shs Zimmer Hlds Inc	30,358	46,595
Fifth Third Account 9451337 Sub-Total	<u>1,207,581</u>	<u>1,917,747</u>
 Fifth Third Account 9451345		
740 shs Orbotech Ltd	9,655	10,005
665 shs Azz Inc	25,202	32,492
465 shs Americas Car-Mart Inc	19,296	19,637
445 shs Applied Optoelectronics Inc	5,652	6,679
2,620 shs Arris Group Inc	32,457	63,771
890 shs Ascena Retail Group Inc	14,754	18,832
415 shs Avery Dennison Corp	10,924	20,829
1,395 shs Brown & Brown Inc	25,462	43,789
2,120 shs CAI International Inc	46,529	49,968
3,805 shs Casella Waste System Inc	39,715	22,069
1,180 shs Cathay General Bancorp	20,220	31,541
1,540 shs Celadon Group Inc	27,433	29,999
600 shs Chemical Financial Corp	12,055	19,002

Monroe-Brown Foundation**38-2513263****December 31, 2013****Form 990-PF, Part II, Line 10b continued**

	End of Year	
	<u>Book Value</u>	<u>Market Value</u>
520 shs Clearwater Paper Corp	23,903	27,300
1,245 shs Columbia Bkg Sys Inc	21,154	34,225
490 shs Con-Way Inc	8,865	19,458
1,585 shs Covanta Hldg Corp	27,767	28,134
2,435 shs Datalink Corp	22,351	26,542
1,030 shs Dean Foods Co	18,653	17,706
1,225 shs Dycom Inds Inc	19,626	34,043
655 shs East West Bancorp Inc	11,768	22,905
1,120 shs Everbank Finl Corp	16,596	20,541
535 shs Fidus Invt Corp	10,136	11,631
1 shs First Horizon Natl Corp	9	12
560 shs First NBC Bk Hldg Co	13,351	18,088
1,525 shs Global Brass & Copper Hldgs	27,170	25,239
755 shs HCC Ins Hldgs Inc	17,392	34,836
595 shs Hanover Ins Group Inc	20,794	35,527
3,490 shs Hawaiian Hldgs Inc	20,381	33,609
620 shs Health Net Inc	19,174	18,395
340 shs Huron Consulting Group Inc	11,110	21,308
450 shs Iberiabank Corp	21,550	28,283
635 shs Igate Cap Corp	9,476	25,502
1,925 shs Jabil Circuit Inc	35,674	33,572
410 shs Kapstone Paper & Packaging Corp	7,665	22,903
1,460 shs MRC Global Inc	37,219	47,100
925 shs Neenah Paper Inc	27,035	39,562
815 shs Netgear Inc	26,128	26,846
4,028 shs ON Semiconductor Corp	27,553	33,191
431 shs Outerwall Inc	14,859	28,993
295 shs PTC Inc	7,062	10,440
2,580 shs Pantry Inc	31,141	43,292
1,220 shs Performant Finl Corp	13,203	12,566
2,895 shs Premier Global Services Inc	23,955	33,553
390 shs Protective Life Corp	16,590	19,757
605 shs Quality Distr Inc	6,699	7,762
890 shs Raymond James Finl Inc	17,715	46,449
395 shs Rock-Tenn Co	25,614	41,479
1,610 shs Rovi Corp	25,482	31,701
230 shs Scansource Inc	6,565	9,759
1,455 shs Skyworks Solutions Inc	31,674	41,555
1,175 shs Stellus Cap Invt Corp	17,586	17,566
1,740 shs Sykes Enterprises Inc	27,926	37,949
430 shs Synaptics Inc	17,648	22,278
290 shs Synnex Corp	8,132	19,546
1,190 shs TCP Cap Corp	19,030	19,968
370 shs Tenneco Automotive Inc	11,367	20,931
1,010 shs Tidewater Inc	49,250	59,863

Monroe-Brown Foundation**38-2513263****December 31, 2013**

	End of Year	
	Book Value	Market Value
<u>Form 990-PF, Part II, Line 10b continued</u>		
905 shs Tower Intl Inc	18,278	19,367
510 shs Towers Watson & Co	28,836	65,081
375 shs Trimas Corp	7,249	14,959
260 shs Triumph Group Inc	19,070	19,778
940 shs Valueclick Inc	17,382	21,968
1,340 shs Verifone Systems Inc	39,260	35,939
520 shs Wellcare Health Plans Inc	33,626	36,618
845 shs John Wiley & Sons Inc	32,620	46,644
795 shs Wintrust Finl Corp	23,759	36,665
1,390 shs Xerium Technologies Inc	17,159	22,921
750 shs Zions Bancorp	13,997	22,470
Fifth Third Account 9451345 Sub-Total	1,414,588	1,922,888
Fifth Third Account 9471947		
2,000 shs Alexandria Real Estate Equities Inc	140,080	127,240
10,700 shs Duke Realty Corporation	147,553	160,928
1,000 shs Public Storage	145,140	150,520
Fifth Third Account 9471947 Sub-Total	432,773	438,688
Etrade Account 5606		
500 shs Texas Pacific Land Trust	50,650	49,485
Etrade Account 5606 Sub -Total	50,650	49,485
Investments - Corporate Stock Total	10,893,838	17,798,540
<u>Form 990-PF, Part II, Line 10c</u>		
Fifth Third Account 9440264		
\$50,000 AT&T Inc 1.4% Due 12/1/17	50,066	49,293
\$50,000 Amgen Inc 2.125% Due 5/15/17	52,120	50,633
\$50,000 Boeing Cap Corp 2.9% Due 8/15/18	51,000	52,016
\$50,000 Caterpillar Inc 5.7% Due 8/15/16	50,494	55,745
\$50,000 Creit Suisse Medium Term Sub 5.3% Due 8/13/19	51,922	56,127
\$52,000 Walt Disney Company 5.875% Due 12/15/17	63,258	60,441
\$50,000 Genentech Inc 4.75% Due 7/15/15	51,326	53,175
\$50,000 Goldman Sachs Group Inc 6.25% Due 9/1/17	53,950	57,243
\$45,000 Honeywell International 5% Due 2/15/19	52,469	50,564
\$50,000 JPMorgan Chase & Co 4.35% Due 8/15/21	50,330	52,696
\$38,000 Natl Rural Util 4.75% Due 3/1/14	37,413	38,271
\$50,000 Northern States Pwr - Minn 2.15% Due 8/15/22	49,790	44,996
\$50,000 Nstar Deb 4.5% Due 11/15/19	50,731	54,269
\$50,000 Pfizer Inc 5.35% Due 3/15/15	51,895	52,833
\$50,000 Shell International Fin 4% Due 3/21/14	50,480	50,397
\$50,000 Wells Fargo & Co 4.6% Due 4/1/21	51,548	54,812
Investments - Corporate Bonds Total	818,792	833,511