Form **990-PF** | **Return of Private Foundation** or Section 4947(a)(1) Trust Treated as Private Foundation | OMB No 1545 0052 | **2013**

Departme t of the T e sury
I te al R e e Service

▶ Do not enter Social Security numbers on this form as it may be made public
▶ Information about Form 990 PF and its separate instructions is at *www irs gov/form990pf*

Open to Public Inspection

For calendar year 2013 or tax year beginning 2013 and ending 20

Name of foundation: E C BROWN TRUST

A Employer identification number: 93-6019291

Number and street (or P O box number if mail is not delivered to street address): P O BOX 2742 | Room/suite

B Telephone number (see instructions): 503-225-2903

City or town state or province country and ZIP or foreign postal code: PORTLAND, OR 97208-2742

C If exemption appl cat o s pe d ng check he e ▶ ☐

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

D 1 Fo eig o ga izat o s check he e ▶ ☐
2 Fo e g o gan zations meeti g the 85% test ch k he e d att ch computat o ▶ ☐

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

E If p i ate fou dat o status was te mi ated de se tio 507(b)(1)(A) check he e ▶ ☐

I Fair market value of all assets at end of year *(from Part II col (c) line 16)* ▶ $ 4,819,609

J Accounting method [X] Cash ☐ Accrual ☐ Other (specify) ____
(Part I column (d) must be on cash basis)

F If the f dat o i a 60 mo th t m at o u de sectio 507(b)(1)(B) check here ▶ ☐

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b) (c) and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Co t but o gifts g a ts etc ece ed (attach schedule)				
2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	74,114	74,114		STMT 1
5a	Gross rents	91,843	91,843	91,843	
b	Net rental income or (loss) 82,878.				
6a	Net gain or (loss) from sale of assets not on line 10	13,149			
b	Gross sales price for all assets on line 6a 158,009				
7	Capital gain net income (from Part IV line 2)		13,149		
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) (attach schedule)				
11	Other income (attach schedule)				
12	**Total** Add lines 1 through 11	179,106	179,106	91,843	
13	Compensation of officers directors trustees etc	48,717	36,538		12,179
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 2	1,225	NONE	NONE	1,225
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see st uct o s) STMT 3	3,557	337		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel conferences and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 4	9,331			366
24	**Total operating and administrative expenses** Add lines 13 through 23	62,830	36,875	NONE	13,770
25	Contributions gifts grants paid	143,000			143,000
26	Total e pe ses and d b rseme ts Add lines 24 and 25	205,830	36,875	NONE	156,770
27	Subtract line 26 from line 12				
a	E cess of re e ue e expe se nd di b seme ts	-26,724			
b	**Net investment income** (if negative enter 0)		142,231		
c	**Adjusted net income** (if negative enter 0)			91,843	

Revenue / Operating and Administrative Expenses

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash non interest bearing			
2 Savings and temporary cash investments	140,769	130,418	130,418
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers directors trustees and other disqualified persons (attach schedule) (see instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less allowance for doubtful accounts ▶ NONE			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments U S and state government obligations (attach schedule)			
b Investments corporate stock (attach schedule) STMT 5	1,885,331	1,771,512	3,103,374
c Investments corporate bonds (attach schedule) STMT 10	636,000	734,000	710,817
11 Investments land buildings and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments mortgage loans			
13 Investments other (attach schedule)			
14 Land buildings and equipment basis ▶ 114,747			
Less accumulated depreciation (attach schedule) ▶	114,747	114,747	875,000
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers see the instructions Also see page 1 item I)	2,776,847	2,750,677	4,819,609
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers directors trustees and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)		NONE	
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 ▶ [X]			
27 Capital stock trust principal or current funds	2,776,847	2,750,677	
28 Paid in or capital surplus or land bldg and equipment fund			
29 Retained earnings accumulated income endowment or other funds			
30 **Total net assets or fund balances** (see instructions)	2,776,847	2,750,677	
31 **Total liabilities and net assets/fund balances** (see instructions)	2,776,847	2,750,677	

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	2,776,847
2 Enter amount from Part I line 27a	2	-26,724
3 Other increases not included in line 2 (itemize) ▶ MUTUAL FUNDS INCOME TIMING DIF	3	554
4 Add lines 1 2 and 3	4	2,750,677
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) Part II column (b) line 30	6	2,750,677

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			
b				
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	158,009		144,860	13,149
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j) if any	(l) Gains (Col (h) gain minus col (k) but not less than 0) or Losses (from col (h))
a				13,149
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain also enter in Part I line 7 If (loss) enter 0 in Part I line 7	2	13,149
3 Net short term capital gain or (loss) as defined in sections 1222(5) and (6) If gain also enter in Part I line 8 column (c) (see instructions) If (loss) enter 0 in Part I line 8		3	

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	235,667	4,543,493	0 051869
2011	246,640	4,661,753	0 052907
2010	235,816	4,521,543	0 052154
2009	228,398	4,125,370	0 055364
2008	196,850	4,539,530	0 043364

2 **Total** of line 1 column (d)	2	0 255658
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	0 051132
4 Enter the net value of noncharitable use assets for 2013 from Part X line 5	4	4,503,003
5 Multiply line 4 by line 3	5	230,248
6 Enter 1% of net investment income (1% of Part I line 27b)	6	1,422
7 Add lines 5 and 6	7	231,670
8 Enter qualifying distributions from Part XII line 4	8	156,770

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

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

1a	Exempt operating foundations described in section 4940(d)(2) check here ▶ ☐ and enter N/A on line 1. Date of ruling or determination letter _______________ (attach copy of letter if necessary see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V check here ▶ ☐ and enter 1% of Part I line 27b			1	2,845
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	
3	Add lines 1 and 2			3	2,845
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter 0)			4	NONE
5	**Tax based on investment income** Subtract line 4 from line 3 If zero or less enter 0			5	2,845
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,712		
b	Exempt foreign organizations tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	2,712
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	133
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** ▶ NONE **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year did the foundation directly or indirectly own a controlled entity within the meaning of section 512(b)(13)? If Yes attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If Yes attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ UNION BANK, N A Telephone no ▶ (503)225-2903

Located at ▶ 407 S W BROADWAY, PORTLAND, OR ZIP+4 ▶ 97205

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90 22 1 If Yes enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

	File Form 4720 if any item is checked in the Yes column unless an exception applies				Yes	No
1a	During the year did the foundation (either directly or indirectly)					
	(1) Engage in the sale or exchange or leasing of property with a disqualified person?	☐ Yes	☒ No			
	(2) Borrow money from lend money to or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No			
	(3) Furnish goods services or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No			
	(4) Pay compensation to or pay or reimburse the expenses of a disqualified person?	☒ Yes	☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check No if the foundation agreed to make a grant to or to employ the official for a period after termination of government service if terminating within 90 days)	☐ Yes	☒ No			
b	If any answer is Yes to 1a(1) (6) did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d) 3 or in a current notice regarding disaster assistance (see instructions)?			1b		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 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) STMT 11			2b		X
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)*			3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			4a		X
b	Did the foundation make any investment in a prior year (but after December 31 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious charitable scientific literary or educational purposes or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is Yes to 5a(1) (5) did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **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? ☐ 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** No: X

If Yes to 6b file Form 8870

7a At any time during the tax year was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If Yes did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

Part VIII Information About Officers Directors Trustees Foundation Managers Highly Paid Employees and Contractors

1 List all officers directors trustees foundation managers and their compensation (see instructions)

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid enter 0)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
UNION BANK, N A 407 S W BROADWAY, PORTLAND,, OR 97205	TRUSTEE 20	48,717	0	0

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

(a) Name and address of each employee paid more than $50 000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
NONE		0	0	0

Total number of other employees paid over $50 000 ▶ NONE

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

3 Five highest paid independent contractors for professional services (see instructions) If none enter NONE

(a) Name and address of each person paid more than $50 000	(b) Type of service	(c) Compensation
NONE	0 00	NONE
Total number of others receiving over $50 000 for professional services ▶		NONE

Part IX-A Summary of Direct Charitable Activities

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

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

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

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	3,570,056
b	Average of monthly cash balances	1b	126,521
c	Fair market value of all other assets (see instructions)	1c	875,000
d	**Total** (add lines 1a b and c)	1d	4,571,577
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,571,577
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount see instructions)	4	68,574
5	**Net value of noncharitable use assets** Subtract line 4 from line 3 Enter here and on Part V line 4	5	4,503,003
6	**Minimum investment return** Enter 5% of line 5	6	225,150

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	225,150
2a	Tax on investment income for 2013 from Part VI line 5	2a	2,845		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,845
3	Distributable amount before adjustments Subtract line 2c from line 1			3	222,305
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	222,305
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII line 1			7	222,305

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	156,770
b	Program related investments total from Part IX B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable etc purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V line 8 and Part XIII line 4	4	156,770
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	156,770

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				222,305
2 Undistributed income if any as of the end of 2013				
a Enter amount for 2012 only			NONE	
b Total for prior years 20____ 20____ 20____		NONE		
3 Excess distributions carryover if any to 2013				
a From 2008 NONE				
b From 2009 NONE				
c From 2010 NONE				
d From 2011 7,666				
e From 2012 13,916				
f **Total** of lines 3a through e	21,582			
4 Qualifying distributions for 2013 from Part XII line 4 ▶ $ 156,770				
a Applied to 2012 but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required see instructions)		NONE		
c Treated as distributions out of corpus (Election required see instructions)	NONE			
d Applied to 2013 distributable amount				156,770
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d) the same amount must be shown in column (a))*	21,582			21,582
6 **Enter the net total of each column as indicated below**				
a Corpus Add lines 3f 4c and 4e Subtract line 5	NONE			
b Prior years undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount see instructions		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount see instructions			NONE	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				43,953
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2014** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2009 NONE				
b Excess from 2010 NONE				
c Excess from 2011 NONE				
d Excess from 2012 NONE				
e Excess from 2013 NONE				

Part XIV Private Operating Foundations (see instructions and Part VII A question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation and the ruling is effective for 2013 enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85/ of line 2a					
c Qualifyi g d st butio s from Part XII l e 4 fo each yea l sted					
d Amou ts i cluded n l ne 2c not d d ctly fo ct e co duct of exempt act vities					
e Qual fying distr but o s made d ectly fo act e co duct of e empt act t es Subt act l e 2d f om l e 2c					
3 Complete 3a b or c fo the alte ati e test el ed upo					
a Assets alte nat ve test e te (1) Value of all assets					
(2) Val e of s ts qual fy g u de sect on 4942(j)(3)(B)( )					
b E dowme t alte ative test e te 2/3 of m imum i est me t etu show i Part X l e 6 fo each year listed					
c Support alte nat e test e te (1) Tot l support othe tha g oss vestme t come (i te est d de ds re ts payments on secu it es loa (sect o 512(a)(5)) y lt)					
(2) Support f om gene al publ c a d 5 o mo e e empt o gan zat o as p ov ded in sect on 4942 (j)(3)(B)(i)					
(3) Largest amou t of sup p rt fr m e empt orga zat on					
(4) G e tm t i come					

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

1 Information Regarding Foundation Managers

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

NONE

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

NONE

2 Information Regarding Contribution Grant Gift Loan Scholarship etc Programs

Check here ▶ [X] 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 address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
E C BROWN FOUNDATION UNIVERSITY OF OREGON L ATTN SHIRLEY BRABHAM EUGENE OR 97403	NONE	EXEMPT	CHARITABLE	143 000
Total			▶ 3a	143,000
b *Approved for future payment*				
NONE				
Total			▶ 3b	

Part XVI-A Analysis of Income Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512 513 or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	74,114	
5 Net rental income or (loss) from real estate					
a Debt financed property					
b Not debt financed property			16	82,878	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	13,149	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b) (d) and (e)				170,141	

13 Total Add line 12 columns (b) (d) and (e) 13 170,141

(See worksheet in line 13 instructions to verify calculations)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI A contributed importantly to the accomplishment of the foundation s exempt purposes (other than by providing funds for such purposes) (See instructions)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527 relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities equipment or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities equipment mailing lists other assets or paid employees	1c		X

d If the answer to any of the above is Yes complete the following schedule Column (b) should always show the fair market value of the goods other assets or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement show in column (d) the value of the goods other assets or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers transactions and sharing arrangements

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

Sign Here

U de pe alt es of pe jury I decla e that I h e e m ed thi t clud g cc mpa y g schedules a d stateme ts a d to the best of my k owledge a d bel ef t s t ue co ect a d complete Decla at on of p epa e (othe tha taxpayer) s based o all nformat o of wh ch p epa e has a y k owledge

Signature of officer or trustee | Date 04/18/2014 | Title

VICE PRESIDENT

May the IRS d scuss th s etu w th the p pa e shown below (see st uct o s)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer s name	Preparer s signature	Date	Check ☐ if self employed	PTIN
JEFFREY E KUHLIN		04/18/2014		P00353001
Firm s name ▶ KPMG LLP			Firm s EIN ▶ 13-5565207	
Firm s address ▶ 2020 N CENTRAL AVE, STE 700 PHOENIX, AZ 85004			Phone no 800-810-2207	

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
E C BROWN TRUST	93-6019291

DESCRIPTION OF PROPERTY
6TH AVENUE 514 SW

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY 4 - COMMERCIAL

RENTAL INCOME		91,843	
OTHER INCOME			
TOTAL GROSS INCOME			91,843
OTHER EXPENSES			
INSURANCE		612	
OTHER EXPENSES		8,353	
DEPRECIATION (SHOWN BELOW)			
LESS Beneficiary's Portion			
AMORTIZATION			
LESS Beneficiary's Portion			
DEPLETION			
LESS Beneficiary's Portion			
TOTAL EXPENSES			8,965
TOTAL RENT OR ROYALTY INCOME (LOSS)			82,878
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			82,878
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus /	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER DEDUCTIONS

BANK FEES	8,353
	8,353

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	2,601	2,601
FOREIGN DIVIDENDS	5,148	5,148
DOMESTIC DIVIDENDS	37,636	37,636
NONQUALIFIED FOREIGN DIVIDENDS	1,867	1,867
NONQUALIFIED DOMESTIC DIVIDENDS	26,862	26,862
TOTAL	74,114	74,114

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	1,225			1,225
TOTALS	1,225	NONE	NONE	1,225

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	19	19
FEDERAL TAX PAYMENT - PRIOR YE	508	
FEDERAL ESTIMATES - PRINCIPAL	2,712	
FOREIGN TAXES ON QUALIFIED FOR	213	213
FOREIGN TAXES ON NONQUALIFIED	105	105
TOTALS	3,557	337

FORM 990PF PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
RENT AND ROYALTY EXPENSES	8,965	
OR STATE FILING FEE	366	366
TOTALS	9,331	366

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ABSOLUTE STRATEGIES	52,949	51,908
ETF SPDR DJ WILSHIRE REIT	27,567	26,726
ISHARES COHEN & STEERS REIT	23,508	31,233
ISHARES RUSSELL 2000 ETF	58,920	120,320
ISHARES TR CORE S&P SCP	73,582	127,464
PIMCO ALL ASSET ALL AUTHORITY	50,000	45,833
SPDR S&P MIDCAP 400 ETF	87,333	179,487
VNGRD L/T INVESTMENT GRADE ADM	6,587	7,158
VNGRD ST TERM INVMT GRADE ADM	79,185	80,617
VNGRD TOTAL INTL STK INDX	127,140	134,446
3M CO	3,216	27,910
ABBOTT LABS	9,389	13,799
ABBVIE INC	10,181	19,012
AIR PRODS & CHEMS INC	9,485	19,562
APPLE COMPUTER INC	12,432	20,197
A T & T INC	14,756	13,642
AUTOMATIC DATA PROCESSING INC	13,465	26,825
BAXTER INTL INC	9,429	28,724
BERKSHIRE HATHAWAY	39,826	81,214
CHEVRON CORP	5,315	39,472
CISCO SYS INC	10,331	9,578
COVIDIEN PLC	12,471	21,520
CVS CAREMARK CORP	17,664	30,775
DISNEY (WALT) COMPANY HLDG	13,320	35,908
DU PONT E I DE NEMOURS & CO	15,291	23,714
E M C CORP MASS	20,775	18,360
EMERSON ELEC CO	16,290	26,177
EXPRESS SCRIPTS HLDG CO	8,455	18,403
EXXON MOBIL CORP	13,424	39,367

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FEDEX CORP	24,963	34,649
FISERV INC	16,040	37,202
GENERAL ELEC CO	1,783	14,688
GENERAL MLS INC	6,360	12,727
GILEAD SCIENCES INC	10,599	42,807
GOLDMAN SACHS GROUP INC	10,615	21,803
GOOGLE INC	8,946	29,138
HONEYWELL INTL INC	17,104	27,411
INTEL CORP	1,789	12,329
INTERNATIONAL BUS MACHS	3,953	24,947
JOHNSON & JOHNSON	4,190	37,094
JOHNSON CTLS INC	10,818	29,651
JP MORGAN CHASE & CO	8,002	24,971
KRAFT FOODS GROUP INC	2,936	4,744
LAUDER ESTEE COS INC	8,942	29,676
MARATHON OIL CORP	4,568	22,380
MCCORMICK & CO INC	17,724	30,256
MCDONALDS CORP	14,176	24,549
MONDELEZ INTL INC	5,511	9,390
NIKE INC	2,670	29,883
PARKER HANNIFIN CORP	19,003	31,002
PEPSICO INC	21,435	28,365
PRAXAIR INC	13,392	20,935
PROCTER & GAMBLE CO	870	13,107
QUALCOMM INC	14,322	18,340
QUEST DIAGNOSTICS INC	10,067	17,989
SCHLUMBERGER LTD	8,413	10,273
THE TRAVELERS COS INC	13,575	24,808
TRANSOCEAN LTD	20,112	12,207

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
UNITED TECHNOLOGIES CORP	12,251	43,244
UNITEDHEALTH GROUP INC	14,793	26,054
US BANCORP	1,137	25,210
VERIZON COMMUNICATIONS	7,323	18,231
WELLS FARGO & CO	1,222	36,774
ABSOLUTE STRATEGIES	27,400	27,058
ETF SPDR DJ WILSHIRE REIT	12,005	12,967
ISHARES COHEN & STEERS REIT	9,167	13,692
ISHARES RUSSELL 2000 ETF	23,968	50,102
ISHARES TR CORE S&P SCP	31,052	53,328
PIMCO ALL ASSET ALL AUTHORITY	32,000	30,133
SPDR S&P MIDCAP 400 ETF	36,442	77,660
VNGRD L/T INVESTMENT GRADE ADM	4,341	4,981
VNGRD ST TERM INVMT GRADE ADM	59,071	59,821
VNGRD TOTAL INTL STK INDX SGNL	64,600	69,083
3M CO	4,625	10,113
ABBOTT LABS	3,909	5,643
ABBVIE INC	4,239	7,365
AIR PRODS & CHEMS INC	3,792	8,198
APPLE COMPUTER INC	5,180	7,852
AUTOMATIC DATA PROCESSING	4,983	9,369
BAXTER INTL INC	5,064	13,014
BERKSHIRE HATHAWAY	16,648	34,600
CHEVRON CORP	9,430	16,374
COVIDIEN PLC	4,370	8,423
CVS CAREMARK CORP	7,368	12,441
DISNEY (WALT) COMPANY HLDG	5,664	15,914
DU PONT E I DE NEMOURS & CO	6,373	10,085
E M C CORP MASS	8,566	8,269

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EMERSON ELEC CO	5,109	9,999
EXPRESS SCRIPTS HLDG CO	6,377	8,296
EXXON MOBIL CORP	5,150	14,423
FEDEX CORP	11,297	13,291
FISERV INC	6,374	15,552
GENERAL ELEC CO	5,732	5,150
GENERAL MLS INC	2,869	9,487
GILEAD SCIENCES INC	4,087	15,402
GOLDMAN SACHS GROUP INC	4,254	7,828
GOOGLE INC	2,056	6,659
GOOGLE INC CL A	2,050	6,690
HONEYWELL INTL INC	8,525	13,796
INTEL CORP	2,403	4,844
INTERNATIONAL BUS MACHS	4,186	9,278
JOHNSON & JOHNSON	1,862	17,651
JOHNSON CTLS INC	4,174	10,370
JPMORGAN CHASE & CO	3,976	10,887
KRAFT FOODS GROUP INC	2,516	4,078
LAUDER ESTEE COS INC	1,361	4,172
MARATHON OIL CORP	1,961	9,523
MCCORMICK & CO INC	6,551	11,753
MCDONALDS CORP	5,422	9,514
MONDELEZ INTL INC	4,712	7,404
NIKE INC	1,040	10,792
PARKER HANNIFIN CORP	7,887	11,967
PEPSICO INC	8,120	10,851
PRAXAIR INC	5,413	8,334
PROCTER & GAMBLE CO	5,338	8,135
QUALCOMM INC	5,508	7,495

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SCHLUMBERGER LTD	3,242	4,331
TEXAS INSTRS INC	5,956	7,811
THE TRAVELERS COS INC	5,749	9,829
TRANSOCEAN LTD	7,735	3,993
UNITED TECHNOLOGIES CORP	4,836	17,366
UNITEDHEALTH GROUP INC	5,772	10,889
US BANCORP	2,208	11,659
VERIZON COMMUNICATIONS	3,683	7,714
WELLS FARGO & CO	9,716	16,846
A T & T INC	5,911	5,872
QUEST DIAGNOSTICS INC	3,888	6,960
CISCO SYS INC	4,359	3,813
TOTALS	1,771,512	3,103,374

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
NATIONWIDE HM BOND FD	255,000	240,607
NATIONWIDE HM SHORT TERM BOND	120,000	118,747
VNGRD TOTAL BD MKT INDEX	144,000	141,220
NATIONWIDE HM BOND FD	97,000	93,366
NATIONWIDE HM SHORT TERM BOND	38,000	37,644
VNGRD TOTAL BD MKT INDEX	80,000	79,233
TOTALS	734,000	710,817

990PF, PART VII-B LINE 2b - SECTION 4942a2 EXPLANATION STATEMENT

THIS QUESTION DOES NOT APPLY THE FOUNDATION DOES NOT HAVE ANY UNDISTRIBUTED INCOME FROM PRIOR YEARS

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
6TH AVENUE 514 SW	91,843		8,965	82,878
TOTALS	91,843		8,965	82,878

STATEMENT 12