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Form 990-PF

## Return of Private Foundation

OMB No 1545-0052

Department of the Treasury  
Internal Revenue Service

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

► Do not enter social security numbers on this form as it may be made public.

► Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning

05/01, 2018, and ending

04/30/2019

Name of foundation

BROWN, CHARLOTTE L. T/U/W-MAIN

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

6325 S RAINBOW BLVD STE 300

A Employer identification number

94-6469205

B Telephone number (see instructions)

888-730-4933

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

LAS VEGAS, NV 89118

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 04

I Fair market value of all assets at J Accounting method  Cash  Accrual  
 end of year (from Part II, col. (c), line 16)  Other (specify) \_\_\_\_\_  
 16) ► \$ 8,843,527. (Part I, column (d) must be on cash basis)

C If exemption application is pending, check here . . . . .  6

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 . . . . .

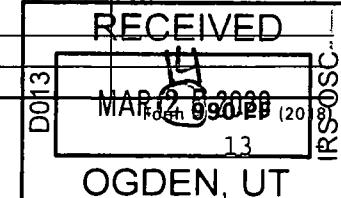
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . . .

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 Contributions, gifts, grants, etc., received (attach schedule) . . . . .					
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B. . . . .					
3 Interest on savings and temporary cash investments. . . . .					
4 Dividends and interest from securities . . . . .	212,419.	212,419.			STMT 1
5a Gross rents . . . . .					
b Net rental income or (loss) . . . . .					
6a Net gain or (loss) from sale of assets not on line 10 . . . . .	755,619.				
b Gross sales price for all assets on line 6a 3,468,068 . . . . .					
7 Capital gain net income (from Part IV, line 2) . . . . .		755,619.			
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) . . . . .	6,870.	-7,701.			STMT 2
12 Total Add lines 1 through 11 . . . . .	974,908.	960,337.			
13 Compensation of officers, directors, trustees, etc . . . . .	93,251.	69,938.			23,313.
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 3 . . . . .	2,829.	NONE			2,829.
c Other professional fees (attach schedule) . . . . .					
17 Interest . . . . .					
18 Taxes (attach schedule) (see instructions) STMT 4 . . . . .	19,302.	5,802.			
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 5 . . . . .	4,266.	4,256.			10.
24 Total operating and administrative expenses. . . . .					
Add lines 13 through 23. . . . .	119,648.	79,996.			26,152.
25 Contributions, gifts, grants paid . . . . .	432,000.				432,000.
26 Total expenses and disbursements Add lines 24 and 25 . . . . .	551,648.	79,996.			458,152.
27 Subtract line 26 from line 12 . . . . .					
a Excess of revenue over expenses and disbursements . . . . .	423,260.				
b Net investment income (if negative, enter -0-) . . . . .		880,341.			
c Adjusted net income (if negative, enter -0-) . . . . .					

JSA For Paperwork Reduction Act Notice, see instructions.

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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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing . . . . .				
	2 Savings and temporary cash investments . . . . .		282,363.	554,791.	554,791.
	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 . . . . .				
Assets	10a Investments - U S and state government obligations (attach schedule) . . . . .				
	b Investments - corporate stock (attach schedule) . . . . .				
	c Investments - corporate bonds (attach schedule) . . . . .				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ► (attach schedule)				
	12 Investments - mortgage loans . . . . .				
	13 Investments - other (attach schedule) . . . . .	STMT 6.	6,957,522.	7,101,230.	8,288,736.
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ► (attach schedule)				
	15 Other assets (describe ►) . . . . .				
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .		7,239,885.	7,656,021.	8,843,527.
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 ► <input type="checkbox"/> 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 ► <input checked="" type="checkbox"/> and complete lines 27 through 31				
	27 Capital stock, trust principal, or current funds . . . . .		7,239,885.	7,656,021.	
	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) . . . . .		7,239,885.	7,656,021.	
	31 Total liabilities and net assets/fund balances (see instructions) . . . . .		7,239,885.	7,656,021.	

## 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	7,239,885.
2 Enter amount from Part I, line 27a . . . . .	2	423,260.
3 Other increases not included in line 2 (itemize) ► . . . . .	3	
4 Add lines 1, 2, and 3 . . . . .	4	7,663,145.
5 Decreases not included in line 2 (itemize) ► SEE STATEMENT 10	5	7,124.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	7,656,021.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
<b>1 a PUBLICLY TRADED SECURITIES</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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 3,468,068.		2,712,449.	755,619.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
<b>a</b>			755,619.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		<b>2</b>	755,619.	
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8 . . . . .			<b>3</b>		

**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?

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

 Yes  No**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))
2017	432,809.	8,919,610.	0.048523
2016	396,445.	8,429,104.	0.047033
2015	222,306.	8,233,956.	0.026999
2014	409,414.	8,759,851.	0.046738
2013	370,196.	8,414,635.	0.043994
<b>2</b> Total of line 1, column (d) . . . . .			<b>2</b> 0.213287
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years . . . . .			<b>3</b> 0.042657
<b>4</b> Enter the net value of noncharitable-use assets for 2018 from Part X, line 5 . . . . .			<b>4</b> 8,631,226.
<b>5</b> Multiply line 4 by line 3 . . . . .			<b>5</b> 368,182.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			<b>6</b> 8,803.
<b>7</b> Add lines 5 and 6 . . . . .			<b>7</b> 376,985.
<b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . . If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.			<b>8</b> 458,152.

3

**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 ► <input type="checkbox"/> and enter "N/A" on line 1 . . . . .	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	8,803.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
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	NONE	
3	Add lines 1 and 2 . . . . .	3	8,803.	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	4	NONE	
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5	8,803.	
6	<b>Credits/Payments</b>			
a	2018 estimated tax payments and 2017 overpayment credited to 2018 . . . . .	6a	5,121.	
b	Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE	
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	8,500.	
d	Backup withholding erroneously withheld . . . . .	6d		
7	Total credits and payments Add lines 6a through 6d . . . . .	7	13,621.	
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8		
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9		
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	4,818.	
11	Enter the amount of line 10 to be <b>Credited to 2019 estimated tax</b> ► <input type="checkbox"/> 4,818. <b>Refunded</b> ► <input type="checkbox"/> 11			

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

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? . . . . .

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the 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

1c Did the foundation file **Form 1120-POL** for this year? . . . . .

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

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 . . . . .

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .

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*

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? . . . . .

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

8a Enter the states to which the foundation reports or with which it is registered See instructions ► CA

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 . . . . .

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 2018 or the tax year beginning in 2018? See the instructions for Part XIV If "Yes," complete Part XIV . . . . .

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .

**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? Website address ► N/A	13	X
14 The books are in care of ► SEE STATEMENT 11 Telephone no ► Located at ► ZIP+4 ►		
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		
16 At any time during calendar year 2018, 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 FinCEN Form 114 If "Yes," enter the name of the foreign country ►	16	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
<b>1a</b> During the year, did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? <b>Exception</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
<b>b</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 . . . . . ►	1b	X
<b>c</b> 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 2018? . . . . .	1c	X
<b>2</b> 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))		
<b>a</b> At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? . . . . . If "Yes," list the years ►	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
<b>b</b> Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . .	2b	
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
<b>b</b> If "Yes," did it have excess business holdings in 2018 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 2018) . . . . .	3b	
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <b>b</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 2018?	4a	X
	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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		Yes	No
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 . . . . . ► <input type="checkbox"/>				
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? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .			7b	
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 100 N MAIN ST MAC D4001-117, WINSTON SALEM, NC 27101	TRUSTEE 1	93,251.	-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		NONE	NONE	NONE

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

NONE

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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. 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		NONE
<b>Total number of others receiving over \$50,000 for professional services . . . . . ►</b>		<b>NONE</b>

**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

1	<u>NONE</u>	Expenses
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

1	<u>NONE</u>	Amount
2		
3	<u>NONE</u>	
<b>Total. Add lines 1 through 3 . . . . . ►</b>		

**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	8,440,984.
b Average of monthly cash balances . . . . .	1b	321,682.
c Fair market value of all other assets (see instructions) . . . . .	1c	NONE
d <b>Total</b> (add lines 1a, b, and c) . . . . .	1d	8,762,666.
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	8,762,666.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) . . . . .	4	131,440.
5 <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,631,226.
6 <b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	6	431,561.

**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	431,561.
2a Tax on investment income for 2018 from Part VI, line 5 . . . . .	2a	8,803.
b Income tax for 2018. (This does not include the tax from Part VI) . . . . .	2b	
c Add lines 2a and 2b. . . . .	2c	8,803.
3 Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	422,758.
4 Recoveries of amounts treated as qualifying distributions. . . . .	4	NONE
5 Add lines 3 and 4 . . . . .	5	422,758.
6 Deduction from distributable amount (see instructions) . . . . .	6	NONE
7 <b>Distributable amount</b> as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1. . . . .	7	422,758.

**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	458,152.
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 <b>Qualifying distributions</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	458,152.
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	8,803.
6 <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	6	449,349.

**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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7 . . . . .				422,758.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only. . . . .			393,075.	
b Total for prior years 20 16, 20 15, 20 . . . . .		NONE		
3 Excess distributions carryover, if any, to 2018				
a From 2013 . . . . .	NONE			
b From 2014 . . . . .	NONE			
c From 2015 . . . . .	NONE			
d From 2016 . . . . .	NONE			
e From 2017 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2018 from Part XII, line 4 ► \$ 458,152.			393,075.	
a Applied to 2017, but not more than line 2a . . . . .				
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 2018 distributable amount . . . . .				65,077.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a)) . . . . .	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2017 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019. . . . .				357,681.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9				
a Excess from 2014 . . . . .	NONE			
b Excess from 2015 . . . . .	NONE			
c Excess from 2016 . . . . .	NONE			
d Excess from 2017 . . . . .	NONE			
e Excess from 2018 . . . . .	NONE			

<b>Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)</b>				NOT APPLICABLE
<b>1a</b> If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling . . . . . ►				
<b>b</b> Check box to indicate whether the foundation is a private operating foundation described in section			4942(j)(3) or	4942(j)(5)
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .	Tax year			Prior 3 years
	(a) 2018	(b) 2017	(c) 2016	(d) 2015
<b>b</b> 85% of line 2a . . . . .				
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .				
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .				
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .				
<b>3</b> Complete 3a, b, or c for the alternative test relied upon				
<b>a</b> "Assets" alternative test enter				
(1) Value of all assets. . . . .				
(2) Value of assets qualifying under section 4942(j)(3)(B)(ii). . . . .				
<b>b</b> "Endowment" alternative test enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .				
<b>c</b> "Support" alternative test enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .				
(3) Largest amount of support from an exempt organization. . . . .				
(4) Gross investment income . . . . .				

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

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number or email 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>Name and address (home or business)</b>				
<b>a Paid during the year</b>				
AMERICAN CANCER SOCIETY INC 6525 N MERIDIAN AVE NO 110 OKLAHOMA CITY OK	NONE	PC	GENERAL OPERATING	216,000.
AMERICAN HEART ASSOCIATION 1710 GILBRETH ROAD SUITE 301 BURLINGAME CA 9	NONE	PC	GENERAL OPERATING	216,000.
<b>Total</b>			► 3a	432,000.
<b>b Approved for future payment</b>				
<b>Total</b>			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1 Program service revenue</b>					
a					
b					
c					
d					
e					
f					
<b>g Fees and contracts from government agencies</b>					
<b>2 Membership dues and assessments</b>					
<b>3 Interest on savings and temporary cash investments</b>					
<b>4 Dividends and interest from securities</b>			14	212,419.	
<b>5 Net rental income or (loss) from real estate</b>					
a <b>Debt-financed property</b>					
b <b>Not debt-financed property</b>					
<b>6 Net rental income or (loss) from personal property</b>					
<b>7 Other investment income</b>					
<b>8 Gain or (loss) from sales of assets other than inventory</b>			18	755,619.	
<b>9 Net income or (loss) from special events</b>					
<b>10 Gross profit or (loss) from sales of inventory</b>					
<b>11 Other revenue a</b>					
b <b>PARTNERSHIP INCOME</b>	900099	540.	1	-8,781.	
c <b>FEDERAL TAX REFUND</b>			1	15,111.	
d					
e					
<b>12 Subtotal Add columns (b), (d), and (e)</b>		540.		974,368.	
<b>13 Total Add line 12, columns (b), (d), and (e)</b>				13	974,908.

(See worksheet in line 13 instructions to verify calculations )

**Relationship of Activities to the Accomplishment of Exempt Purposes**

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

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
		Yes	No
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.		

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? . . . . .  Yes  No

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge  
*Patricia A. Brown SVP*

**Sign  
Here**

Wells Fargo Bank, N.A.

02/24/2020

► TRUSTEE

May the IRS discuss this return with the preparer shown below?

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>JOSEPH J. CASTRIANO</b>	Preparer's signature 	Date <b>02/24/2020</b>	Check <input checked="" type="checkbox"/> if self-employed	PTIN <b>P01251603</b>
	Firm's name <b>► PRICEWATERHOUSECOOPERS LLP</b>	Firm's EIN ► <b>13-4008324</b>			
	Firm's address <b>► 600 GRANT STREET PITTSBURGH, PA</b>	15219	Phone no	<b>412-355-6000</b>	

BROWN, CHARLOTTE L. T/U/W-MAIN

94-6469205

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	4,032.	4,032.
FOREIGN DIVIDENDS	30,451.	30,451.
DOMESTIC DIVIDENDS	46,530.	46,530.
OTHER INTEREST	18,448.	18,448.
CORPORATE INTEREST	13.	13.
FOREIGN INTEREST	2,985.	2,985.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE)	13,390.	13,390.
U.S. GOVERNMENT INTEREST - FEDERAL & STA	1,970.	1,970.
OID INCOME	14.	14.
OID INCOME ON USGI	42.	42.
OID ADJUSTMENT	-3.	-3.
OID INCOME ADJUSTMENT ON USGI	-42.	-42.
US GOVERNMENT INTEREST REPORTED AS QUALI	15.	15.
NONQUALIFIED FOREIGN DIVIDENDS	17,873.	17,873.
NONQUALIFIED DOMESTIC DIVIDENDS	72,140.	72,140
SECTION 199A DIVIDENDS	4,561.	4,561.
TOTAL	212,419.	212,419.

BROWN, CHARLOTTE L. T/U/W-MAIN

94-6469205

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION

PARTNERSHIP INCOME  
FEDERAL TAX REFUND

	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME	-8,241.	-7,701.
FEDERAL TAX REFUND	15,111.	
TOTALS	6,870.	-7,701.

=====

BROWN, CHARLOTTE L. T/U/W-MAIN

94-6469205

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	2,829.			2,829.
TOTALS	2,829.	NONE	NONE	2,829.

BROWN, CHARLOTTE L. T/U/W-MAIN

94-6469205

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX WITHHELD PY EXCISE TAX DUE	5,802. 13,500.	5,802.
TOTALS	19,302.	5,802.

BROWN, CHARLOTTE L. T/U/W-MAIN

94-6469205

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FILING FEE/STATE TAX INVESTMENT EXPENSES-DIVIDEND I FROM PARTNERSHIP/S-CORP	10. 164 4,092.	164. 4,092.	10.
TOTALS	4,266.	4,256.	10

BROWN, CHARLOTTE L. T/U/W-MAIN

94-6469205

## FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
25243Q205 DIAGEO PLC - ADR	C	20,333.	47,219.
911312106 UNITED PARCEL SERVIC	C	24,148.	35,584.
405217100 HAIN CELESTIAL GROUP	C	28,684.	20,074.
464287606 ISHARES S&P MIDCAP 4	C	32,773.	33,933.
58933Y105 MERCK & CO INC NEW	C	22,637.	36,207.
31641Q755 FIDELITY NEW MRKTS I	C	453,719.	429,221.
339128100 JP MORGAN MID CAP VA	C	74,822	100,411.
779919307 T ROWE PR REAL ESTAT	C	78,277.	86,954.
609207105 MONDELEZ INTERNATION	C	37,578.	47,291.
921943858 VANGUARD EUROPE PACI	C	279,093.	282,652.
172967LQ2 CITIGROUP INC	C	39,698.	39,675
9128286A3 US TREASURY NOTE	C	40,539.	40,561.
66989HAJ7 NOVARTIS CAPITAL COR	C	29,970.	30,215.
00206RDC3 AT&T INC	C	25,556.	26,432.
912828NT3 US TREASURY NOTE 2.6	C	56,066.	55,196.
05567LT31 BNP PARIBAS 5.000% 1	C	31,450	31,109.
260543CF8 DOW CHEMICAL CO/THE	C	31,399.	30,837.
464288588 ISHARES BARCLAYS MBS	C	99,647.	99,631.
064159FL5 BANK OF NOVA SCOTIA	C	24,648.	25,132.
61746BEA0 MORGAN STANLEY	C	29,849.	29,837.
14040HBP9 CAPITAL ONE FINANCIA	C	19,738.	19,941.
883556102 THERMO FISHER SCIENT	C	9,128.	48,554.
46625H100 JPMORGAN CHASE & CO	C	18,340.	63,828.
46090F100 INVESCO OPTIMUM YIEL	C	192,921.	179,111.
606822BA1 MITSUBISHI UFJ FIN	C	29,934.	30,824.
86562MAQ3 SUMITOMO MITSUI FINL	C	29,054	29,931.
404280AN9 HSBC HOLDING PLC 4 0	C	25,265.	25,769.
H42097107 UBS GROUP AG	C	31,104	24,528.
867224107 SUNCOR ENERGY INC NE	C	38,072.	47,685.

BROWN, CHARLOTTE L. T/U/W-MAIN

94-6469205

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
00203H859 AQR MANAGED FUTURES	C	280,000.	258,911.
4812C0803 JPMORGAN HIGH YIELD	C	265,500.	262,811.
00206R102 AT & T INC	C	24,348.	24,768
64128R608 NEUBERGER BERMAN LON	C	168,113.	177,535.
867914BS1 SUNTRUST BANKS INC	C	25,502.	26,120.
G1151C101 ACCENTURE PLC	C	10,796.	50,234.
517834107 LAS VEGAS SANDS CORP	C	29,662.	41,236.
150870103 CELANESE CORP	C	23,634	44,774.
912828WJ5 US TREASURY NOTE 2.5	C	50,537.	50,487.
961214DW0 WESTPAC BANKING CORP	C	28,897.	30,398.
126650DC1 CVS HEALTH CORP	C	30,031.	30,214.
9128285M8 US TREASURY NOTE	C	15,553.	15,786.
26078JAA8 DOWDUPONT INC	C	25,094.	25,398.
912828XQ8 US TREASURY NOTE	C	39,680.	39,688.
912828N30 US TREASURY NOTE	C	74,581.	74,660.
742718DY2 PROCTER & GAMBLE CO/	C	44,941.	44,783.
192446102 COGNIZANT TECH SOLUT	C	33,400.	38,304.
285512109 ELECTRONIC ARTS INC	C	17,884.	16,091
87612E106 TARGET CORP	C	9,211.	20,903.
87234N765 TCW EMRG MKTS INCM-I	C	339,782.	349,066.
02079K107 ALPHABET INC/CA	C	32,180.	71,309
277923264 EATON VANCE GLOB MAC	C	285,000.	259,453.
683974604 OPPENHEIMER DEVELOPI	C	222,149.	282,685.
9128284T4 US TREASURY NOTE	C	40,005.	40,300.
912828U24 US TREASURY NOTE	C	43,026.	43,680.
912828QN3 U S TREASURY NT 3.12	C	40,559.	40,667.
Y2573F102 FLEXTRONICS INTL LTD	C	31,480.	26,551.
126650100 CVS/CAREMARK CORPORA	C	19,953.	32,084.
437076102 HOME DEPOT INC	C	26,236.	28,518.

BROWN, CHARLOTTE L. -T/U/W-MAIN

94-6469205

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
512807108 LAM RESEARCH CORP CO	C	18,241.	20,743.
56501R106 MANULIFE FINANCIAL C	C	23,228.	30,008.
084670702 BERSHIRE HATHAWAY IN	C	17,052.	28,172.
GTY995004 GAI AGILITY INCOME F	C	105,507.	98,771.
59156RBH0 METLIFE INC 3 600% 4	C	41,507.	41,552.
06367T7H7 BANK OF MONTREAL	C	14,996	15,088.
9128283W8 US TREASURY NOTE	C	24,840.	25,530.
912828F21 US TREASURY NOTE 2.1	C	75,059.	74,777.
38148LAE6 GOLDMAN SACHS GROUP	C	25,551.	25,351.
912828M56 US TREASURY NOTE	C	39,271.	39,675.
46625HHU7 JPMORGAN CHASE & CO	C	41,890.	40,902.
26875P101 EOG RESOURCES, INC	C	25,348.	26,894.
91324P102 UNITEDHEALTH GROUP I	C	10,137.	50,110.
464287655 ISHARES RUSSELL 2000	C	259,757.	268,302.
464287705 ISHARES S&P MIDCAP 4	C	32,129.	32,862.
464287507 ISHARES TR S & P MID	C	175,021.	393,780.
09260C703 BLACKROCK GL L/S CRE	C	268,246.	261,849.
47803M168 JOHN HANCOCK II-CURR	C	177,766.	168,361.
00770G847 JOHCM INTERNATIONAL	C	100,000.	117,247
46434G103 ISHARES CORE MSCI EM	C	260,171.	268,163.
G29183103 EATON CORP PLC	C	26,984.	33,128.
12572Q105 CME GROUP INC	C	11,125.	36,675.
78463X863 SPDR DJ WILSHIRE INT	C	83,335.	86,033.
594918104 MICROSOFT CORP	C	47,587.	143,660.
654106103 NIKE INC CL B	C	39,425.	47,428.
693475105 PNC FINANCIAL SERVIC	C	22,746.	36,971.
872540109 TJX COS INC NEW	C	5,149.	20,854.
89151E109 TOTAL FINA ELF S.A.	C	41,333.	48,711.
09247X101 BLACKROCK INC	C	28,660.	41,245.

BROWN, CHARLOTTE L. T/U/W-MAIN

94-6469205

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
583992029 BLACKROCK DIVERSFD P	C	40,278.	24,815.
H84989104 TE CONNECTIVITY LTD	C	25,423.	36,347.
922042858 VANGUARD EMERGING MA	C	136,671.	151,935.
848574109 SPIRIT AEROSYSEMS H	C	29,390.	54,313.
9128284F4 US TREASURY NOTE	C	39,560.	40,609.
3135G0ZR7 FED NATL MTG ASSN 2	C	80,636.	81,071.
437076BM3 HOME DEPOT INC	C	39,809.	40,182.
406216BD2 HALLIBURTON COMPANY	C	35,584.	35,624.
037833100 APPLE COMPUTER INC C	C	20,930.	122,409.
254687106 WALT DISNEY CO	C	9,676.	45,200.
74256W584 PRINCIPAL MIDCAP FUN	C	72,999.	129,384.
375558103 GILEAD SCIENCES INC	C	16,426	20,813
771195104 ROCHE HOLDINGS LTD -	C	31,623.	35,209.
907818108 UNION PACIFIC CORP	C	7,763.	61,079.
63872T885 ASG GLOBAL ALTERNATI	C	164,991.	172,605.
172967424 CITIGROUP INC	C	21,675.	34,997.
98978V103 ZOETIS INC	C	26,526.	32,080.
06051GHT9 VR BANK OF AMERICA	C	25,039.	25,165.
037833AK6 APPLE INC 2.400% 5/0	C	39,402.	39,574.
097023105 BOEING COMPANY	C	14,100.	41,546.
17275R102 CISCO SYSTEMS INC	C	28,719.	61,825.
532457108 ELI LILLY & CO COM	C	19,773.	33,356.
TOTALS		7,101,230.	8,288,736.

## FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
MUTUAL FUND TIMING DIFFERENCE	2,209.
COST BASIS ADJUSTMENT	4,915.
TOTAL	7,124.

STATEMENT 10

BROWN, CHARLOTTE L. T/U/W-MAIN

94-6469205

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF

NAME: WELLS FARGO BANK, N.A.

ADDRESS: 100 N MAIN ST MAC D4001-117  
WINSTON SALEM, NC 27101

TELEPHONE NUMBER: (888) 730-4933

STATEMENT 11

## FEDERAL FOOTNOTES

PART VIII: INFORMATION ABOUT OFFICERS, DIRECTORS, TRUSTEES, FOUNDATION MANAGERS, HIGHLY PAID EMPLOYEES, AND CONTRACTORS. THE COMPENSATION REPORTED IN COLUMN (C) IS CALCULATED BASED ON PERIODIC MARKET VALUES AND/OR THE APPLICABLE FEE AGREEMENT. IT IS NOT DETERMINED ON AN HOURLY BASIS AND THE REFERENCE TO ONE HOUR PER WEEK IS AN ESTIMATE ONLY. CORPORATE TRUSTEE SERVICES INCLUDE, BUT ARE NOT LIMITED TO, ADMINISTRATIVE SERVICES SUCH AS FIDUCIARY ACCOUNTING, CUSTODY OF ASSETS, COMPLYING WITH TAX FILING REQUIREMENTS, COMPLYING WITH DISTRIBUTION PROVISIONS, AND COMPLYING WITH FEDERAL AND STATE LAWS APPLICABLE TO PRIVATE FOUNDATIONS, PLUS ASSET MANAGEMENT SERVICES SUCH AS CREATING ASSET ALLOCATION STRATEGIES, INVESTMENTS REPORTING AND REALLOCATING AND REBALANCING OF PORTFOLIOS AS NECESSARY.