Form **990-PF**
Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052
2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

Use the IRS label. Otherwise, print or type. See Specific Instructions		
Name of foundation: SUC TR BROWN SHOE CO CHAR TR 51-1124402		A Employer identification number: 23-7443082
Number and street (or P O box number if mail is not delivered to street address): SUNTRUST BANK P.O. BOX 1908	Room/suite	B Telephone number (see page 10 of the instructions): (314) 854-4000
City or town, state, and ZIP code: ORLANDO, FL 32802-1908		C If exemption application is pending, check here ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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 private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 3,239,964.
J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify) ____________
(Part I, column (d) must be on cash basis.)

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 page 11 of the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	1,000,000.			
	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	136,909.	136,098.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	144,846.			
	b Gross sales price for all assets on line 6a 2,334,842.				
	7 Capital gain net income (from Part IV, line 2)		144,848.		
	8 Net short-term capital gain				
	9 Income modifications			100.	
	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	1,281,755.	280,946.	100.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	2,764.	1,382.		1,382.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 2	3,000.			3,000.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 3	6,000.	600.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 4	2,734.			2,734.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	14,498.	1,982.		7,116.
	25 Contributions, gifts, grants paid	1,400,648.			1,400,648.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,415,146.	1,982.		1,407,764.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-133,391.			
	b **Net investment income** (if negative, enter -0-)		278,964.		
	c **Adjusted net income** (if negative, enter -0-)			100.	

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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	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	23,051.	69,952.	69,952.
	2 Savings and temporary cash investments	5,920.	36,357.	36,357.
	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 page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule) STMT 5	1,024,473.		
	b Investments - corporate stock (attach schedule) STMT 6	90,837.	90,837.	266,490.
	c Investments - corporate bonds (attach schedule) STMT 7	163,789.		
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 8	1,636,664.	2,645,380.	2,867,165.
	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)	2,944,734.	2,842,526.	3,239,964.
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)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	2,938,823.	2,772,574.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	5,911.	69,952.	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	2,944,734.	2,842,526.	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,944,734.	2,842,526.	

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	2,944,734.
2	Enter amount from Part I, line 27a	2	-133,391.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	52,282.
4	Add lines 1, 2, and 3	4	2,863,625.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	21,099.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,842,526.

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	SEE PART IV DETAIL			
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				
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				
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	144,848.
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 pages 13 and 17 of the 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 page 18 of 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))
2008	1,416,739.	3,863,157.	0.36673088875
2007	1,090,097.	4,458,442.	0.24450177887
2006	1,185,234.	4,656,253.	0.25454673533
2005	985,810.	4,745,899.	0.20771828478
2004	934,047.	5,488,253.	0.17019022264

2 **Total** of line 1, column (d)	2	1.24368791037
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	0.24873758207
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,278,415.
5 Multiply line 4 by line 3	5	815,465.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,790.
7 Add lines 5 and 6	7	818,255.
8 Enter qualifying distributions from Part XII, line 4	8	1,407,764.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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 ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	2,790.
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	2,790.
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	2,790.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 6,863.		
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	6,863.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	4,073.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 2,792. **Refunded** ▶	11	1,281.

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 page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
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	N/A	
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 page 19 of the instructions) ▶ STMT 11			
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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 ▶ SUNTRUST BANK Telephone no. ▶ (404)588-7943

Located at ▶ 25 PARK PLACE, ATLANTA, GA ZIP + 4 ▶ 30303

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

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 page 20 of the 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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ▶	☐ Yes ☒ No			
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 page 20 of the instructions.) STMT 12		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 2009 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 2009.)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

		Yes	No
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 page 22 of the 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 page 22 of the instructions)? **5b**	N/A	
	Organizations relying on a current notice regarding disaster assistance check here . . . . ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A . . . . ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870.		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**	N/A	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
SEE STATEMENT 13		2,764.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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

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 page 23 of the 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

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 page 23 of the 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 page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 . . . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	3,049,913.
b	Average of monthly cash balances	1b	278,427.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	3,328,340.
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	3,328,340.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	49,925.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,278,415.
6	**Minimum investment return.** Enter 5% of line 5	6	163,921.

Part XI Distributable Amount (see page 25 of the 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	163,921.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 2,790.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	2,790.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	161,131.
4	Recoveries of amounts treated as qualifying distributions	4	100.
5	Add lines 3 and 4	5	161,231.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	161,231.

Part XII Qualifying Distributions (see page 25 of the 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	1,407,764.
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	1,407,764.
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 page 26 of the instructions)	5	2,790.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,404,974.

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				161,231.
2	Undistributed income, if any, as of the end of 2009:				
a	Enter amount for 2008 only			NONE	
b	Total for prior years 20____,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2009:				
a	From 2004 ...... 663,530.				
b	From 2005 ...... 753,399.				
c	From 2006 ...... 951,003.				
d	From 2007 ...... 870,401.				
e	From 2008 ...... 1,226,199.				
f	**Total** of lines 3a through e	4,464,532.			
4	Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 1,407,764.				
a	Applied to 2008, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d	Applied to 2009 distributable amount				161,231.
e	Remaining amount distributed out of corpus	1,246,533.			
5	Excess distributions carryover applied to 2009 *(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	5,711,065.			
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 page 27 of the instructions		NONE		
e	Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f	Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	663,530.			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	5,047,535.			
10	Analysis of line 9:				
a	Excess from 2005 ... 753,399.				
b	Excess from 2006 ... 951,003.				
c	Excess from 2007 ... 870,401.				
d	Excess from 2008 ... 1,226,199.				
e	Excess from 2009 ... 1,246,533.				

Part XIV Private Operating Foundations (see page 27 of the 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 2009, 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			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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 Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the 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).)

N/A

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

N/A

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 15

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

N/A

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

N/A

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*				
SEE STATEMENT 16				
Total . . . . ▶ **3a**				1,400,648.
b *Approved for future payment*				
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 page 28 of the 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	136,909.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
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	144,846.	
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)				281,755.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 281,755.

(See worksheet in line 13 instructions on page 28 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 page 29 of the 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
N/A			

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

b If "Yes," complete the following schedule

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

Sign Here

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 or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee: SUNTRUST BANK | Date: 11/10/2010 | Title: AUTHORIZED TRUSTEE

Paid Preparer's Use Only

Preparer's signature	Date 11/10/2010	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00353001
Firm's name (or yours if self-employed), address, and ZIP code	KPMG LLP 100 WESTMINSTER ST, 6TH FL, SUITE A PROVIDENCE, RI 02903-9605	EIN ▶ 13-5565207	Phone no 888-942-3272

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

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization	Employer identification number
SUC TR BROWN SHOE CO CHAR TR 51-1124402	23-7443082

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

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

Name of organization: SUC TR BROWN SHOE CO CHAR TR 51-1124402

Employer identification number: 23-7443082

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	BWS CONTRIBUTION	$ 1,000,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust: SUC TR BROWN SHOE CO CHAR TR 51-1124402

Employer identification number: 23-7443082

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-15,769.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-15,769.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			6,549.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	154,068.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	160,617.

Part III Summary of Parts I and II

Caution: *Read the instructions before completing this part.*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13			-15,769.
14	Net long-term gain or (loss):				
a	Total for year	14a			160,617.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			144,848.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* **do not** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet,** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* **Capital Loss Carryover Worksheet** *on page 7 of the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17 If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust: SUC TR BROWN SHOE CO CHAR TR 51-1124402

Employer identification number: 23-7443082

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 4742.362 RIDGEWORTH FD-SEL L/C GRWTH STK #622	06/16/2008	05/29/2009	104,000.00	141,844.00	-37,844.00
76.1 RIDGEWORTH FD-SMALLCAP VAL EQTY #588	05/29/2009	06/22/2009	640.00	654.00	-14.00
196.078 RIDGEWORTH FD-SMALLCAP GROWTH #614	05/29/2009	06/22/2009	1,900.00	1,916.00	-16.00
2757.692 RIDGEWORTH FD-TOTAL RETURN BD-I #800	05/29/2009	06/22/2009	28,680.00	28,597.00	83.00
309.917 RIDGEWORTH FD-SMALLCAP VAL EQTY #588	05/29/2009	08/04/2009	3,000.00	2,662.00	338.00
269.542 RIDGEWORTH FD-SMALLCAP GROWTH #614	05/29/2009	08/04/2009	3,000.00	2,633.00	367.00
916.38 RIDGEWORTH FD-MIDCAP VAL EQTY #412	05/29/2009	08/04/2009	8,000.00	7,120.00	880.00
1064.702 RIDGEWORTH FD-INTL EQ INDEX-I #530	05/29/2009	08/04/2009	13,000.00	11,839.00	1,161.00
14634.146 RIDGEWORTH FD-TOTAL RETURN BD-I #800	05/29/2009	09/17/2009	156,000.00	151,756.00	4,244.00
30317.164 RIDGEWORTH FD-TOTAL RETURN BD-I #800	05/29/2009	11/18/2009	325,000.00	314,087.00	10,913.00
206.981 RIDGEWORTH FD-SMALLCAP VAL EQTY #588	05/29/2009	12/15/2009	2,194.00	1,778.00	416.00
240.732 RIDGEWORTH FD-SMALLCAP GROWTH #614	05/29/2009	12/15/2009	2,896.00	2,352.00	544.00
461.145 RIDGEWORTH FD-MIDCAP VAL EQTY #412	05/29/2009	12/15/2009	4,510.00	3,583.00	927.00
575.959 RIDGEWORTH FD-INTL EQ INDEX-I #530	05/29/2009	12/15/2009	7,355.00	6,405.00	950.00
7340.456 RIDGEWORTH FD-TOTAL RETURN BD-I #800	12/11/2009	12/15/2009	77,295.00	76,013.00	1,282.00

1b Total Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -15,769.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
SUC TR BROWN SHOE CO CHAR TR 51-1124402	23-7443082

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 200000. UNITED STATES TREASURY BONDS	12/18/1996	01/26/2009	274,984.00	211,469.00	63,515.00
170000. UNITED STATES TREASURY BONDS	12/26/1996	01/26/2009	232,488.00	178,952.00	53,536.00
100000. UNITED STATES TREASURY NOTES	04/27/2004	01/26/2009	125,160.00	102,063.00	23,097.00
100000. US TREAS 3.000% 2/15/09	04/27/2004	01/26/2009	100,125.00	97,707.00	2,418.00
150000. US TREAS 4.000% 2/15/14	04/27/2004	01/26/2009	167,895.00	144,908.00	22,987.00
50000. CONOCO INC SENIOR NOTE	07/25/2003	01/29/2009	55,770.00	56,493.00	-723.00
300000. FED HOME LN MTG 4.500% 7/15/13	08/05/2003	01/29/2009	327,154.00	289,375.00	37,779.00
50000. GOLDMAN SACHS GROUP 4.750% 7/15/13	07/25/2003	01/30/2009	46,741.00	48,612.00	-1,871.00
50000. VERIZON GLOBAL FDG CORP NOTE	07/25/2003	01/30/2009	54,369.00	58,685.00	-4,316.00
10303.687 RIDGEWORTH FD-LARGECAP VAL EQTY#512	12/11/2007	05/29/2009	95,000.00	116,313.00	-21,313.00
1068.646 RIDGEWORTH FD-INVT GRADE BD #506	06/21/2004	05/29/2009	11,798.00	10,996.00	802.00
336.582 RIDGEWORTH FD-SEL L/C GRWTH STK #622	06/16/2008	06/22/2009	7,250.00	10,067.00	-2,817.00
493.813 RIDGEWORTH FD-LARGECAP VAL EQTY#512	03/28/2003	06/22/2009	4,390.00	4,242.00	148.00
77.983 VANGUARD INDEX TRUST 500 PORTFOLIO	05/03/2007	06/22/2009	6,450.00	10,801.00	-4,351.00
493.827 RIDGEWORTH FD-SEL L/C GRWTH STK #622	06/16/2008	08/04/2009	12,000.00	14,770.00	-2,770.00
1190.476 RIDGEWORTH FD-LARGECAP VAL EQTY#512	03/28/2003	08/04/2009	12,000.00	10,226.00	1,774.00
177.763 VANGUARD INDEX TRUST 500 PORTFOLIO	05/03/2007	08/04/2009	16,500.00	24,622.00	-8,122.00
417.923 RIDGEWORTH FD-SEL L/C GRWTH STK #622	06/16/2008	12/15/2009	11,029.00	12,500.00	-1,471.00
1017.219 RIDGEWORTH FD-LARGECAP VAL EQTY#512	03/28/2003	12/15/2009	11,047.00	8,738.00	2,309.00
182.051 VANGUARD INDEX TRUST 500 PORTFOLIO	05/03/2007	12/15/2009	18,673.00	25,216.00	-6,543.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b 154,068.00

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					6,549.	
		200000. UNITED STATES TREASURY BONDS PROPERTY TYPE: SECURITIES					12/18/1996	01/26/2009
274,984.00		211,469.00					63,515.00	
		170000. UNITED STATES TREASURY BONDS PROPERTY TYPE: SECURITIES					12/26/1996	01/26/2009
232,488.00		178,952.00					53,536.00	
		100000. UNITED STATES TREASURY NOTES PROPERTY TYPE: SECURITIES					04/27/2004	01/26/2009
125,160.00		102,063.00					23,097.00	
		100000. US TREAS 3.000% 2/1 PROPERTY TYPE: SECURITIES					04/27/2004	01/26/2009
100,125.00		97,707.00					2,418.00	
		150000. US TREAS 4.000% 2/1 PROPERTY TYPE: SECURITIES					04/27/2004	01/26/2009
167,895.00		144,908.00					22,987.00	
		50000. CONOCO INC SENIOR NOTE PROPERTY TYPE: SECURITIES					07/25/2003	01/29/2009
55,770.00		56,493.00					-723.00	
		300000. FED HOME LN MTG 4.500% 7/1 PROPERTY TYPE: SECURITIES					08/05/2003	01/29/2009
327,154.00		289,375.00					37,779.00	
		50000. GOLDMAN SACHS GROUP 4.750% 7/15 PROPERTY TYPE: SECURITIES					07/25/2003	01/30/2009
46,741.00		48,612.00					-1,871.00	
		50000. VERIZON GLOBAL FDG CORP NOTE PROPERTY TYPE: SECURITIES					07/25/2003	01/30/2009
54,369.00		58,685.00					-4,316.00	
		4742.362 RIDGEWORTH FD-SEL L/C GRWTH STK PROPERTY TYPE: SECURITIES					06/16/2008	05/29/2009
104,000.00		141,844.00					-37,844.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		10303.687 RIDGEWORTH FD-LARGECAP VAL EQT PROPERTY TYPE: SECURITIES					12/11/2007	05/29/2009
95,000.00		116,313.00					-21,313.00	
		1068.646 RIDGEWORTH FD-INVT GRADE BD #50 PROPERTY TYPE: SECURITIES					06/21/2004	05/29/2009
11,798.00		10,996.00					802.00	
		76.1 RIDGEWORTH FD-SMALLCAP VAL EQTY #58 PROPERTY TYPE: SECURITIES					05/29/2009	06/22/2009
640.00		654.00					-14.00	
		196.078 RIDGEWORTH FD-SMALLCAP GROWTH #6 PROPERTY TYPE: SECURITIES					05/29/2009	06/22/2009
1,900.00		1,916.00					-16.00	
		336.582 RIDGEWORTH FD-SEL L/C GRWTH STK PROPERTY TYPE: SECURITIES					06/16/2008	06/22/2009
7,250.00		10,067.00					-2,817.00	
		493.813 RIDGEWORTH FD-LARGECAP VAL EQTY# PROPERTY TYPE: SECURITIES					03/28/2003	06/22/2009
4,390.00		4,242.00					148.00	
		2757.692 RIDGEWORTH FD-TOTAL RETURN BD-I PROPERTY TYPE: SECURITIES					05/29/2009	06/22/2009
28,680.00		28,597.00					83.00	
		77.983 VANGUARD INDEX TRUST 500 PORTFO PROPERTY TYPE: SECURITIES					05/03/2007	06/22/2009
6,450.00		10,801.00					-4,351.00	
		309.917 RIDGEWORTH FD-SMALLCAP VAL EQTY PROPERTY TYPE: SECURITIES					05/29/2009	08/04/2009
3,000.00		2,662.00					338.00	
		269.542 RIDGEWORTH FD-SMALLCAP GROWTH #6 PROPERTY TYPE: SECURITIES					05/29/2009	08/04/2009
3,000.00		2,633.00					367.00	
		493.827 RIDGEWORTH FD-SEL L/C GRWTH STK PROPERTY TYPE: SECURITIES					06/16/2008	08/04/2009
12,000.00		14,770.00					-2,770.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		916.38 RIDGEWORTH FD-MIDCAP VAL EQTY #41 PROPERTY TYPE: SECURITIES					05/29/2009	08/04/2009
8,000.00		7,120.00					880.00	
		1190.476 RIDGEWORTH FD-LARGECAP VAL EQTY PROPERTY TYPE: SECURITIES					03/28/2003	08/04/2009
12,000.00		10,226.00					1,774.00	
		1064.702 RIDGEWORTH FD-INTL EQ INDEX-I # PROPERTY TYPE: SECURITIES					05/29/2009	08/04/2009
13,000.00		11,839.00					1,161.00	
		177.763 VANGUARD INDEX TRUST 500 PORTF PROPERTY TYPE: SECURITIES					05/03/2007	08/04/2009
16,500.00		24,622.00					-8,122.00	
		14634.146 RIDGEWORTH FD-TOTAL RETURN BD- PROPERTY TYPE: SECURITIES					05/29/2009	09/17/2009
156,000.00		151,756.00					4,244.00	
		30317.164 RIDGEWORTH FD-TOTAL RETURN BD- PROPERTY TYPE: SECURITIES					05/29/2009	11/18/2009
325,000.00		314,087.00					10,913.00	
		206.981 RIDGEWORTH FD-SMALLCAP VAL EQTY PROPERTY TYPE: SECURITIES					05/29/2009	12/15/2009
2,194.00		1,778.00					416.00	
		240.732 RIDGEWORTH FD-SMALLCAP GROWTH #6 PROPERTY TYPE: SECURITIES					05/29/2009	12/15/2009
2,896.00		2,352.00					544.00	
		417.923 RIDGEWORTH FD-SEL L/C GRWTH STK PROPERTY TYPE: SECURITIES					06/16/2008	12/15/2009
11,029.00		12,500.00					-1,471.00	
		461.145 RIDGEWORTH FD-MIDCAP VAL EQTY #4 PROPERTY TYPE: SECURITIES					05/29/2009	12/15/2009
4,510.00		3,583.00					927.00	
		1017.219 RIDGEWORTH FD-LARGECAP VAL EQTY PROPERTY TYPE: SECURITIES					03/28/2003	12/15/2009
11,047.00		8,738.00					2,309.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		575.959 RIDGEWORTH FD-INTL EQ INDEX-I #5 PROPERTY TYPE: SECURITIES					05/29/2009	12/15/2009
7,355.00		6,405.00					950.00	
		7340.456 RIDGEWORTH FD-TOTAL RETURN BD-I PROPERTY TYPE: SECURITIES					12/11/2009	12/15/2009
77,295.00		76,013.00					1,282.00	
		182.051 VANGUARD INDEX TRUST 500 PORTF PROPERTY TYPE: SECURITIES					05/03/2007	12/15/2009
18,673.00		25,216.00					-6,543.00	
TOTAL GAIN(LOSS)		....					144,848.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	136,909.	136,098.
TOTAL	136,909.	136,098.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
TAX PREP FEE		3,000.	3,000.
	TOTALS	3,000.	3,000.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
2009 FED EXCISE TAX		6,000.	
FOREIGN TAXES			600.
	TOTALS	6,000.	600.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
CHECKING - BANK ANALYSIS FEES		2,734.	2,734.
	TOTALS	2,734.	2,734.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION		BEGINNING BOOK VALUE
SEE ATTACHED STATEMENT		1,024,473.
	TOTALS	1,024,473.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	90,837.	90,837.	266,490.
TOTALS	90,837.	90,837.	266,490.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		BEGINNING BOOK VALUE
SEE ATTACHED STATEMENT		163,789.
	TOTALS	163,789.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PREFERRED SECURITIES	C	20,000.		
MUTUAL FUNDS	C	305,104.	337,465.	396,511.
PROPRIETARY FUNDS	C	1,311,560.	2,307,915.	2,470,654.
TOTALS		1,636,664.	2,645,380.	2,867,165.

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

DESCRIPTION	AMOUNT
2008 O/S CHECK - #5326 WASHINGTON UNIV.	100.
O/S CHECKS AS OF 12/31/09	52,182.
TOTAL	52,282.

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

DESCRIPTION	AMOUNT
TIMING-CHECKS 35449 ISSUED 2008, CLEARED	1,000.
WORTHLESS ASSET LIQUIDATED 3/03/09 - LACLEDE'S	20,000.
MISC. ADJUSTMENT	99.
TOTAL	21,099.

STATEMENT 10

STATE(S) WHERE THE FOUNDATION IS REGISTERED

GA

STATEMENT 11

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

THE ORGANIZATION HAD NO PRIOR YEAR UNDISTRIBUTED INCOME.
THIS QUESTION DOES NOT APPLY.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
SUNTRUST BANK
ADDRESS:
P.O. BOX 4655
ATLANTA, GA 30302
TITLE:
TRUSTEE, VARIOUS
COMPENSATION .... 2,764.

OFFICER NAME:
RONALD A. FROMM
ADDRESS:
BROWN GP, INC, 8400 MARYLAND AVENUE
ST. LOUIS, MO 63166
TITLE:
TRUSTEE, VARIOUS

OFFICER NAME:
ANDREW M. ROSEN
ADDRESS:
8400 MARYLAND AVENUE
ST. LOUIS, MO 63166
TITLE:
TRUSTEE, VARIOUS

OFFICER NAME:
TOM MALACEK
ADDRESS:
8400 MARYLAND AVENUE
ST. LOUIS, MO 63166
TITLE:
SECRETARY, VARIOUS

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
JEANETTE W. MOELLER
ADDRESS:
8400 MARYLAND AVENUE
ST. LOUIS, MO 63166
TITLE:
COORDINATOR, VARIOUS

TOTAL COMPENSATION: 2,764.

RECIPIENT NAME:
TOM MALECEK, C/O BROWN GROUP, INC.
ADDRESS:
8400 MARYLAND AVENUE
ST. LOUIS, MO 63166
FORM, INFORMATION AND MATERIALS:
NO APPLICATION, APPLICANTS MUST PROVIDE A COPY OF THEIR IRS TAX EXEMPT LETTER, AUDITED FINANCIALS, AND PROPOSED BUDGET FOR THEIR PROJECT, AS WELL AS A LIST OF THEIR DIRECTORS.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SEE ATTACHED STATEMENT
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID ....1,400,648.

TOTAL GRANTS PAID: 1,400,648.

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS		
RIDGEWORTH FD-TOTAL RETURN BD-I #800	6,549.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		6,549.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		6,549.00

THE BROWN SHOE COMPANY
SCHEDULE OF DISTRIBUTIONS
TAX YEAR END 12/31/2009
EIN 23-7443082

PARTICIPANT	AMOUNT		PURPOSE
ALDO LEOPOLD NATURE CENTER, IN	$	2,500 00	GENERAL CHARITABLE PURPOSES
AMERICAN JEWISH COMMITTEE	$	10,250 00	GENERAL CHARITABLE PURPOSES
ART ST LOUIS	$	100 00	GENERAL CHARITABLE PURPOSES
ARTS & EDUCATION COUNCIL	$	30,000.00	GENERAL CHARITABLE PURPOSES
CINEMA ST. LOUIS	$	2,000 00	GENERAL CHARITABLE PURPOSES
AIM HIGH ST LOUIS	$	1,500 00	GENERAL CHARITABLE PURPOSES
CLAYTON CHAMBER OF COMMERCE	$	2,135 00	GENERAL CHARITABLE PURPOSES
COCA	$	29,400 00	GENERAL CHARITABLE PURPOSES
CHARACTER plus	$	2,500 00	GENERAL CHARITABLE PURPOSES
CRAFT ALLIANCE CENTER	$	2,610 00	GENERAL CHARITABLE PURPOSES
LIFE SKILLS FOUNDATION	$	500 00	GENERAL CHARITABLE PURPOSES
DANCE ST LOUIS	$	1,410 00	GENERAL CHARITABLE PURPOSES
FOREST PARK FOREVER	$	5,200.00	GENERAL CHARITABLE PURPOSES
GRAND CENTER	$	30,000 00	GENERAL CHARITABLE PURPOSES
LINN COUNTY HISTORICAL SOCIETY-MUSEUM	$	1,000 00	GENERAL CHARITABLE PURPOSES
MADISON CHILDREN'S MUSEUM	$	20,000 00	GENERAL CHARITABLE PURPOSES
MADISON SYMPHONY ORCHESTRA LEAGUE	$	2,500 00	GENERAL CHARITABLE PURPOSES
MISSOURI BOTANICAL GARDEN	$	30,550 00	GENERAL CHARITABLE PURPOSES
MISSOURI BAPTIST MEDICAL CENTER	$	15,000 00	GENERAL CHARITABLE PURPOSES
MILAGRO FOUNDATION	$	1,000 00	GENERAL CHARITABLE PURPOSES
THE MUNY	$	13,200 00	GENERAL CHARITABLE PURPOSES
MUSEUM OF TRANSPORTATION	$	168 00	GENERAL CHARITABLE PURPOSES
NEW ENGLAND CONSERVATORY OF MUSIC	$	5,000 00	GENERAL CHARITABLE PURPOSES
OPERA THEATRE OF ST LOUIS	$	10,000 00	GENERAL CHARITABLE PURPOSES
REPERTORY THEATRE OF ST. LOUIS	$	19,855 00	GENERAL CHARITABLE PURPOSES
SHAKESPEARE FESTIVAL OF ST LOUIS	$	500 00	GENERAL CHARITABLE PURPOSES
SOPHIA M SACHS BUTTERFLY HOUSE	$	5,000 00	GENERAL CHARITABLE PURPOSES
ST LOUIS ART MUSEUM	$	55,870 00	GENERAL CHARITABLE PURPOSES
ST. LOUIS SCIENCE CENTER	$	17,280 00	GENERAL CHARITABLE PURPOSES
ST LOUIS SYMPHONY ORCHESTRA	$	34,906 00	GENERAL CHARITABLE PURPOSES
ST LOUIS ZOO FRIENDS ASSN	$	8,243 00	GENERAL CHARITABLE PURPOSES
THE SHELDON ARTS FOUNDATION	$	10,000 00	GENERAL CHARITABLE PURPOSES
STAGES ST LOUIS	$	12,500 00	GENERAL CHARITABLE PURPOSES
THE HAVEN OF GRACE	$	1,000 00	GENERAL CHARITABLE PURPOSES
VAIL VALLEY FOUNDATION, INC	$	5,000 00	GENERAL CHARITABLE PURPOSES
FAMILY MUSICAL THEATRE	$	100 00	GENERAL CHARITABLE PURPOSES
THE ST PATRICK CENTER	$	1,000.00	GENERAL CHARITABLE PURPOSES
GIRLS, INC OF ST LOUIS	$	750.00	GENERAL CHARITABLE PURPOSES
BETTER BUSINESS BUREAU	$	400 00	GENERAL CHARITABLE PURPOSES
VENEZUELAN ASSOCIATION OF MISSOURI	$	1,700 00	GENERAL CHARITABLE PURPOSES
BENEDICTINE COLLEGE	$	700 00	GENERAL CHARITABLE PURPOSES
CORNELL UNIVERSITY	$	100 00	GENERAL CHARITABLE PURPOSES
FONT BONNE UNIVERSITY	$	10,000 00	GENERAL CHARITABLE PURPOSES
MISSOURI COLLEGES FUND, INC	$	1,500 00	GENERAL CHARITABLE PURPOSES
ST LOUIS UNIVERSITY	$	8,330 00	GENERAL CHARITABLE PURPOSES
WASHINGTON UNIVERSITY	$	100,700.00	GENERAL CHARITABLE PURPOSES
WELLESLEY COLLEGE	$	100 00	GENERAL CHARITABLE PURPOSES
WEBSTER UNIVERSITY	$	2,000 00	GENERAL CHARITABLE PURPOSES
JACKIE ROBINSON FOUNDATION	$	30,000 00	GENERAL CHARITABLE PURPOSES
JR ACHIEVEMENT OF MISSISSIPPI VALLEY	$	35,000.00	GENERAL CHARITABLE PURPOSES
SUBTOTAL	$	581,057 00	

THE BROWN SHOE COMPANY
SCHEDULE OF DISTRIBUTIONS
TAX YEAR END 12/31/2009
EIN 23-7443082

PARTICIPANT	AMOUNT	PURPOSE
KENRICK-GLENNON SEMINARY	$ 6,190 00	GENERAL CHARITABLE PURPOSES
THE MAGIC HOUSE	$ 10,760 00	GENERAL CHARITABLE PURPOSES
100 BLACK MEN OF ST LOUIS	$ 1,000 00	GENERAL CHARITABLE PURPOSES
FAIR ST LOUIS	$ 25,000 00	GENERAL CHARITABLE PURPOSES
H. F EPSTEIN HEBREW ACADEMY	$ 5,000 00	GENERAL CHARITABLE PURPOSES
AMERICAN CANCER SOCIETY	$ 500 00	GENERAL CHARITABLE PURPOSES
AMERICAN HEART ASSOCIATION	$ 4,500 00	GENERAL CHARITABLE PURPOSES
ANGEL ARMS	$ 500 00	GENERAL CHARITABLE PURPOSES
AUTISM-GEORGIA	$ 5,000 00	GENERAL CHARITABLE PURPOSES
BARNES-JEWISH HOSPITAL FOUNDATION	$ 40,000 00	GENERAL CHARITABLE PURPOSES
BOYS & GIRLS CLUB OF GREATER MADISON	$ 9,000 00	GENERAL CHARITABLE PURPOSES
BOYS SCOUTS OF GREATER ST LOUIS	$ 5,000 00	GENERAL CHARITABLE PURPOSES
THE CENTER FOR PATIENT PARTNERSHIP	$ 10,000 00	GENERAL CHARITABLE PURPOSES
CENTRAL WEST END ASSOCIATION	$ 1,000 00	GENERAL CHARITABLE PURPOSES
CENTER FOR EMERGING TECHNOLOGIES	$ 5,000 00	GENERAL CHARITABLE PURPOSES
CLARKSON EYECARE FOUNDATION	$ 1,500 00	GENERAL CHARITABLE PURPOSES
JEWISH COMMUNITY CENTER	$ 18,000.00	GENERAL CHARITABLE PURPOSES
JEWISH FEDERATION OF ST LOUIS	$ 5,000 00	GENERAL CHARITABLE PURPOSES
MARCH OF DIMES	$ 20,000 00	GENERAL CHARITABLE PURPOSES
MARCH OF DIMES - MADISON	$ 27,500.00	GENERAL CHARITABLE PURPOSES
MATHEW-DICKEY BOYS & GIRLS' CLUB, ST LOUIS	$ 19,621.00	GENERAL CHARITABLE PURPOSES
MEMORY CARE HOME SOLUTIONS	$ 1,000 00	GENERAL CHARITABLE PURPOSES
NATIONAL FRAGILE X FOUNDATION	$ 2,500 00	GENERAL CHARITABLE PURPOSES
SHARED PREGNANCY & INFANT LOSS SUPPORT	$ 3,500 00	GENERAL CHARITABLE PURPOSES
HASBRO CHILDREN'S HOSPITAL	$ 5,000 00	GENERAL CHARITABLE PURPOSES
NATIONAL MULTIPLE SCLEROSIS SOCIETY	$ 1,000 00	GENERAL CHARITABLE PURPOSES
UNIVERSITY CITY CHILDREN'S CENTER	$ 5,000.00	GENERAL CHARITABLE PURPOSES
ST. LOUIS URBAN DEBATE LEAGUE	$ 5,000 00	GENERAL CHARITABLE PURPOSES
ST LOUIS NAACP	$ 5,000 00	GENERAL CHARITABLE PURPOSES
ST LOUIS RCGA	$ 7,100 00	GENERAL CHARITABLE PURPOSES
CATHOLIC CHARITIES, ARCHDIOCESE OF NY	$ 2,750 00	GENERAL CHARITABLE PURPOSES
OUR COMMON GROUND	$ 200 00	GENERAL CHARITABLE PURPOSES
MISSOURI HISTORICAL SOCIETY	$ 1,000 00	GENERAL CHARITABLE PURPOSES
ST LOUIS ARC	$ 5,000 00	GENERAL CHARITABLE PURPOSES
ST LOUIS CHILDREN'S HOSPITAL	$ 2,500 00	GENERAL CHARITABLE PURPOSES
ST. LOUIS VARIETY CLUB	$ 7,500 00	GENERAL CHARITABLE PURPOSES
PRAYER BREAKFAST COMMITTEE	$ 500.00	GENERAL CHARITABLE PURPOSES
TWO/TEN FOUNDATION	$ 160,000 00	GENERAL CHARITABLE PURPOSES
UNITED WAY OF DANE COUNTY	$ 47,250 00	GENERAL CHARITABLE PURPOSES
UNITED WAY OF GREATER ST LOUIS	$ 273,500 00	GENERAL CHARITABLE PURPOSES
WELLNESS COMMUNITY	$ 5,000 00	GENERAL CHARITABLE PURPOSES
YMCA OF DANE COUNTY	$ 10,000.00	GENERAL CHARITABLE PURPOSES
YMCA OF GREATER ST LOUIS	$ 10,000.00	GENERAL CHARITABLE PURPOSES
YWCA OF MADISON COUNTY	$ 2,500 00	GENERAL CHARITABLE PURPOSES
FOCUS ST LOUIS	$ 2,500 00	GENERAL CHARITABLE PURPOSES
KDHX - FM 88.1	$ 100.00	GENERAL CHARITABLE PURPOSES
FRIENDS OF KWMU	$ 500 00	GENERAL CHARITABLE PURPOSES
MAGIC 98 FM RADIO	$ 2,300 00	GENERAL CHARITABLE PURPOSES
KETC-TV	$ 27,820 00	GENERAL CHARITABLE PURPOSES
NATIONAL CONFERENCE FOR COMMUNITY & JUSTICE	$ 3,000 00	GENERAL CHARITABLE PURPOSES
URBAN LEAGUE OF METROPOLITAN ST. LOUIS	$ 500 00	GENERAL CHARITABLE PURPOSES
SUBTOTAL	**$ 819,591.00**	
TOTAL DISTRIBUTIONS TO CHARITIES	**$ 1,400,648.00**	

Investment Review (12 Items)- as of 02/23/2010 (Settle Date View)

print | expand | contract | save | ticker | accounts | trade date

Click on an investment class to show investment information or select a date from the drop-down listbox to view historical investment information (if available) **Disclaimer Pricing changes made since the last statement may not be reflected in Investment Review values

Assets as of 12/31/2009 Account All Accounts

1124402 12/31/2009

	P/I	Units	Market Value	% Mkt Value	Accrued Income	Tax Cost	Est Annual Income	Yield at Mkt	Market Price
CASH EQUIVALENTS			$0.00	0.000%	$0.00	$0.00	$0 00	0 000%	
COINS AND CURRENCY			$0.00	0.000%	$0 00	$0 00	$0 00	0.000%	
999999998 UNINVESTED CASH		*0000*	*$0 00*	*0 000%*	*$0 00*	*$0 00*	*$0 00*	*0 000%*	*$1 00*
STIF & MONEY MARKET FUNDS			$36,356.68	1.147%	$1.76	$36,356.68	$24.07	0.066%	
STI TAXABLE			$36,356.68	1.147%	$1.76	$36,356.68	$24.07	0 066%	
76628T389 RIDGEWORTH FD-PRIME QUALITY MMKT I SHS #500		*36,356 6800*	*$36,356 68*	*1 147%*	*$1 76*	*$36,356 68*	*$24 07*	*0 066%*	*$1 00*
EQUITY SECURITIES			$266,490.00	8 407%	$1,890.00	$90,836 87	$7,560.00	2.837%	
APPAREL RETAIL			$266,490.00	8 407%	$1,890.00	$90,836 87	$7,560 00	2.837%	
115736100 BROWN SHOE CO INC COM Rating B		*27,000 0000*	*$266,490 00*	*8 407%*	*$1,890 00*	*$90,836 87*	*$7,560 00*	*2 837%*	*$9 87*
MUTUAL FUNDS			$396,511.33	12.508%	$0.00	$337,465.20	$8,125.64	2 049%	
INDEXED EQUITY			$396,511.33	12.508%	$0.00	$337,465 20	$8,125.64	2.049%	
922908108 VANGUARD INDEX TR 500 INDEX PORTFOLIO INVS Rating N/A		*3,861 9980*	*$396,511 33*	*12 508%*	*$0 00*	*$337,465 20*	*$8,125 64*	*2 049%*	*$102 67*
PROPRIETARY FUNDS			$2,470,654.13	77 938%	$3,886 19	$2,307,914.71	$85,099 21	3.444%	
FIXED INCOME			$1,638,158 46	51 677%	$3,886 19	$1,580,584 95	$70,497 09	4.303%	
76628T512 RIDGEWORTH FD-TOTAL RETURN BD I SHS #800 Rating N/A		*156,312 8300*	*$1,638,158 46*	*51 677%*	*$3,886 19*	*$1,580,584 95*	*$70,497 09*	*4 303%*	*$10 48*
INTL DIVERSIFIED			$151,803 51	4 789%	$0 00	$130,935.84	$7,731 61	5 093%	
76628R813 RIDGEWORTH FD-INTL EQUITY INDEX I SHS #530 Rating N/A		*11,785 9870*	*$151,803 51*	*4 789%*	*$0 00*	*$130,935 84*	*$7,731 61*	*5 093%*	*$12 88*
LARGE CAP GROWTH			$236,889 88	7 473%	$0 00	$249,058 00	$515 36	0 218%	
76628R540		*8,885 5920*	*$236,889 88*	*7 473%*	*$0 00*	*$249,058 00*	*$515 36*	*0 218%*	*$26 66*

RIDGEWORTH FD-SELECT LARGECAP GRWTH								
I SHS #622								
Rating N/A								
⊟ LARGE CAP VALUE		$235,594 23	7 432%	$0 00	$183,634 21	$4,656 10	1.976%	
⊞ *76628R672*	*21,456 6690*	*$235,594 23*	*7 432%*	*$0 00*	*$183,634 21*	*$4,656 10*	*1 976%*	*$10 98*
RIDGEWORTH FD-LARGECAP VALUE EQUITY								
I SHS #512								
Rating N/A								
⊟ MID CAP VALUE		$96,957.27	3 059%	$0 00	$75,696 63	$1,218 06	1.256%	
⊞ *76628R615*	*9,744 4490*	*$96,957 27*	*3 059%*	*$0 00*	*$75,696 63*	*$1,218 06*	*1 256%*	*$9 95*
RIDGEWORTH FD-MIDCAP VAL EQUITY								
I SHS #412								
Rating N/A								
⊟ SMALL CAP GROWTH		$63,636 42	2 007%	$0 00	$50,098 94	$0.00	0 000%	
⊞ *76628R516*	*5,127 8340*	*$63,636 42*	*2 007%*	*$0 00*	*$50,098 94*	*$0 00*	*0 000%*	*$12 41*
RIDGEWORTH FD-SMALLCAP GROWTH STK								
I SHS #614								
Rating N/A								
⊟ SMALL CAP VALUE		$47,614.36	1 502%	$0 00	$37,906 14	$481.00	1 010%	
⊞ *76628R474*	*4,412 8230*	*$47,614 36*	*1 502%*	*$0 00*	*$37,906 14*	*$481 00*	*1 010%*	*$10 79*
RIDGEWORTH FD-SMALLCAP VAL EQUITY								
I SHS #588								
Rating N/A								
TOTAL		$3,170,012 14	100%	$5,777 95	$2,772,573 46	$100,808.92	3 180%	

CHECKING ACCT.#XXX8801669XXX	$69,952.10	$69,952.10
GRAND TOTAL	$3,239,964.24	$2,842,525.56

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ [X]

Note Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization SUC TR BROWN SHOE CO CHAR TR 51-1124402	Employer identification number 23-7443082
	Number, street, and room or suite no If a P O box, see instructions SUNTRUST BANK P.O. BOX 1908	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions ORLANDO, FL 32802-1908	

Check type of return to be filed (File a separate application for each return)

[ ] Form 990	[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 6069
[ ] Form 990-BL	[ ] Form 990-T (sec 401(a) or 408(a) trust)	[ ] Form 4720	[ ] Form 8870
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868

- The books are in the care of ▶ SUNTRUST BANK

  Telephone No ▶ (404)588-7943 FAX No ▶ N/A

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . ▶ [ ] If it is for part of the group, check this box . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15/2010

5 For calendar year 2009 , or other tax year beginning ______, and ending ______

6 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS REQUIRED TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 5,580.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 6,863.
c	**Balance Due** Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Jeffrey E. Yuhlin Title ▶ TAX DIRECTING MANAGER Date ▶ 08/03/2010

KPMG LLP

PO BOX 6768

PROVIDENCE, RI 02940-6768