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

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

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 instructions): (314) 854-4000

City or town, state, and ZIP code: ORLANDO, FL 32802-1908

C If exemption application is pending, check here ▶ ☐

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

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)* ▶ $ 2,493,756.

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 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)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	81,256.	66,768.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	398,932.			
	b Gross sales price for all assets on line 6a 4,062,625.				
	7 Capital gain net income (from Part IV, line 2)		398,931.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1,278.			STMT 2
	12 **Total.** Add lines 1 through 11	481,466.	465,699.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	15,539.	7,769.		7,770.
	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	2,500.	NONE	NONE	2,500.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	13,128.	416.		
	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	2,490.			2,490.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	33,657.	8,185.	NONE	12,760.
	25 Contributions, gifts, grants paid	1,254,512.			1,254,512.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,288,169.	8,185.	NONE	1,267,272.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-806,703.			
	b **Net investment income** (if negative, enter -0-)		457,514.		
	c **Adjusted net income** (if negative, enter -0-)				

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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	23,066.	48,112.	48,112.
	2 Savings and temporary cash investments	263,932.	28,775.	28,775.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶ NONE			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	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	2,942,726.	2,306,749.	2,416,869.
	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)	3,229,724.	2,383,636.	2,493,756.
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. ▶ X			
	27 Capital stock, trust principal, or current funds	3,206,658.	2,383,636.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	23,066.		
	30 Total net assets or fund balances (see instructions)	3,229,724.	2,383,636.	
	31 Total liabilities and net assets/fund balances (see instructions)	3,229,724.	2,383,636.	

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	3,229,724.
2	Enter amount from Part I, line 27a	2	-806,703.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	29,065.
4	Add lines 1, 2, and 3	4	2,452,086.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	68,450.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,383,636.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	4,058,003.		3,663,694.	394,309.
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				394,309.
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** 398,931.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . **3**

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	1,394,568.	3,680,068.	0.378952
2009	1,404,974.	3,278,415.	0.428553
2008	1,416,739.	3,863,157.	0.366731
2007	1,090,097.	4,458,442.	0.244502
2006	1,185,234.	4,656,253.	0.254547

2	**Total** of line 1, column (d)	2	1.673285
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	0.334657
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,098,944.
5	Multiply line 4 by line 3	5	1,037,083.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,575.
7	Add lines 5 and 6	7	1,041,658.
8	Enter qualifying distributions from Part XII, line 4	8	1,267,272.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter. ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	4,575.
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	4,575.
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	4,575.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 15,612.		
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	15,612.
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	11,037.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 4,576. **Refunded** ▶	11	6,461.

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 instructions) ▶ GA			
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ 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 N/A

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		**Yes**	**No**
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) STMT 9	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 2011 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 2011.)*	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 2011?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? . . . . . ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . . ☐ Yes ☒ No

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

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

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . . **7b** 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 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 10		15,539.	-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

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
Total number of others receiving over $50,000 for professional services ▶		NONE

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,067,575.
b	Average of monthly cash balances	1b	78,561.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	3,146,136.
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	3,146,136.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	47,192.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,098,944.
6	**Minimum investment return.** Enter 5% of line 5	6	154,947.

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	154,947.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,575.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,575.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	150,372.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	150,372.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	150,372.

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	1,267,272.
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	1,267,272.
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	4,575.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,262,697.

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 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				150,372.
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only			NONE	
b	Total for prior years 20____,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2011				
a	From 2006 . . . . . . 951,003.				
b	From 2007 . . . . . . 870,401.				
c	From 2008 . . . . . . 1,226,199.				
d	From 2009 . . . . . . 1,246,533.				
e	From 2010 . . . . . . 1,190,531.				
f	**Total** of lines 3a through e	5,484,667.			
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 1,267,272.				
a	Applied to 2010, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2011 distributable amount				150,372.
e	Remaining amount distributed out of corpus	1,116,900.			
5	Excess distributions carryover applied to 2011 *(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	6,601,567.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f	Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	951,003.			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	5,650,564.			
10	Analysis of line 9:				
a	Excess from 2007 . . . 870,401.				
b	Excess from 2008 . . . 1,226,199.				
c	Excess from 2009 . . . 1,246,533.				
d	Excess from 2010 . . . 1,190,531.				
e	Excess from 2011 . . . 1,116,900.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	(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 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 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 12

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 13				
Total ▶ 3a				1,254,512.
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 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	81,256.	
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	398,932.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b 2009 FED REFUND			01	1,278.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				481,466.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 481,466.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: [signature] SUNTRUST BANK | Date: 05/03/2012 | Title: AUTHORIZED

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY E. KUHLIN	[signature]	05/03/2012		P00353001

Firm's name ▶ KPMG LLP — Firm's EIN ▶ 13-5565207

Firm's address ▶ 100 WESTMINSTER ST, 6TH FL, SUITE A PROVIDENCE, RI 02903-9605 — Phone no. 888-942-3272

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					4,622.	
		227. ISHARES TR S&P 500 INDEX FD PROPERTY TYPE: SECURITIES					04/19/2011	06/08/2011
29,316.00		29,887.00					-571.00	
		425. ISHARES TR S&P 500 INDEX FD PROPERTY TYPE: SECURITIES					04/19/2011	07/19/2011
55,988.00		55,956.00					32.00	
		356. ISHARES TR S&P 500 INDEX FD PROPERTY TYPE: SECURITIES					04/19/2011	09/12/2011
40,964.00		46,871.00					-5,907.00	
		14. ISHARES TR S&P 500 INDEX FD PROPERTY TYPE: SECURITIES					04/19/2011	09/12/2011
1,606.00		1,843.00					-237.00	
		139. ISHARES TR S&P 500 INDEX FD PROPERTY TYPE: SECURITIES					04/19/2011	11/15/2011
17,473.00		18,301.00					-828.00	
		353. ISHARES TR S&P 500 INDEX FD PROPERTY TYPE: SECURITIES					04/19/2011	12/20/2011
44,097.00		46,476.00					-2,379.00	
		76. ISHARES TR MSCI EAFE INDEX FD PROPERTY TYPE: SECURITIES					04/19/2011	06/08/2011
4,580.00		4,575.00					5.00	
		142. ISHARES TR MSCI EAFE INDEX FD PROPERTY TYPE: SECURITIES					04/19/2011	07/19/2011
8,209.00		8,548.00					-339.00	
		122. ISHARES TR MSCI EAFE INDEX FD PROPERTY TYPE: SECURITIES					04/19/2011	09/12/2011
5,803.00		7,344.00					-1,541.00	
		5. ISHARES TR MSCI EAFE INDEX FD PROPERTY TYPE: SECURITIES					04/19/2011	09/12/2011
239.00		301.00					-62.00	

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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)	
		47. ISHARES TR MSCI EAFE INDEX FD PROPERTY TYPE: SECURITIES					04/19/2011	11/15/2011
2,380.00		2,829.00					-449.00	
		118. ISHARES TR MSCI EAFE INDEX FD PROPERTY TYPE: SECURITIES					04/19/2011	12/20/2011
5,768.00		7,104.00					-1,336.00	
		54. ISHARES RUSSELL MIDCAP VALUE INDEX PROPERTY TYPE: SECURITIES					04/19/2011	06/08/2011
2,513.00		2,564.00					-51.00	
		102. ISHARES RUSSELL MIDCAP VALUE INDEX PROPERTY TYPE: SECURITIES					04/19/2011	07/19/2011
4,755.00		4,843.00					-88.00	
		86. ISHARES RUSSELL MIDCAP VALUE INDEX PROPERTY TYPE: SECURITIES					04/19/2011	09/12/2011
3,414.00		4,083.00					-669.00	
		3. ISHARES RUSSELL MIDCAP VALUE INDEX PROPERTY TYPE: SECURITIES					04/19/2011	09/12/2011
119.00		142.00					-23.00	
		33. ISHARES RUSSELL MIDCAP VALUE INDEX PROPERTY TYPE: SECURITIES					04/19/2011	11/15/2011
1,419.00		1,567.00					-148.00	
		85. ISHARES RUSSELL MIDCAP VALUE INDEX PROPERTY TYPE: SECURITIES					04/19/2011	12/20/2011
3,640.00		4,036.00					-396.00	
		56. ISHARES RUSSELL MIDCAP GROWTH INDEX PROPERTY TYPE: SECURITIES					04/19/2011	06/08/2011
3,345.00		3,390.00					-45.00	
		105. ISHARES RUSSELL MIDCAP GROWTH INDEX PROPERTY TYPE: SECURITIES					04/19/2011	07/19/2011
6,420.00		6,357.00					63.00	
		89. ISHARES RUSSELL MIDCAP GROWTH INDEX PROPERTY TYPE: SECURITIES					04/19/2011	09/12/2011
4,591.00		5,388.00					-797.00	

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)	
		4. ISHARES RUSSELL MIDCAP GROWTH INDEX PROPERTY TYPE: SECURITIES					04/19/2011	09/12/2011
207.00		242.00					-35.00	
		34. ISHARES RUSSELL MIDCAP GROWTH INDEX PROPERTY TYPE: SECURITIES					04/19/2011	11/15/2011
1,905.00		2,058.00					-153.00	
		87. ISHARES RUSSELL MIDCAP GROWTH INDEX PROPERTY TYPE: SECURITIES					04/19/2011	12/20/2011
4,750.00		5,267.00					-517.00	
		16. ISHARES TR RUSSELL 2000 VALUE INDEX PROPERTY TYPE: SECURITIES					04/19/2011	06/08/2011
1,132.00		1,171.00					-39.00	
		31. ISHARES TR RUSSELL 2000 VALUE INDEX PROPERTY TYPE: SECURITIES					04/19/2011	07/19/2011
2,244.00		2,269.00					-25.00	
		26. ISHARES TR RUSSELL 2000 VALUE INDEX PROPERTY TYPE: SECURITIES					04/19/2011	09/12/2011
1,536.00		1,903.00					-367.00	
		1. ISHARES TR RUSSELL 2000 VALUE INDEX F PROPERTY TYPE: SECURITIES					04/19/2011	09/12/2011
59.00		73.00					-14.00	
		10. ISHARES TR RUSSELL 2000 VALUE INDEX PROPERTY TYPE: SECURITIES					04/19/2011	11/15/2011
641.00		732.00					-91.00	
		25. ISHARES TR RUSSELL 2000 VALUE INDEX PROPERTY TYPE: SECURITIES					04/19/2011	12/20/2011
1,634.00		1,830.00					-196.00	
		17. ISHARES TR RUSSELL 2000 GROWTH INDEX PROPERTY TYPE: SECURITIES					04/19/2011	06/08/2011
1,536.00		1,591.00					-55.00	
		32. ISHARES TR RUSSELL 2000 GROWTH INDEX PROPERTY TYPE: SECURITIES					04/19/2011	07/19/2011
3,025.00		2,995.00					30.00	

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)	
		27. ISHARES TR RUSSELL 2000 GROWTH INDEX PROPERTY TYPE: SECURITIES					04/19/2011	09/12/2011
2,067.00		2,527.00					-460.00	
		1. ISHARES TR RUSSELL 2000 GROWTH INDEX PROPERTY TYPE: SECURITIES					04/19/2011	09/12/2011
76.00		94.00					-18.00	
		10. ISHARES TR RUSSELL 2000 GROWTH INDEX PROPERTY TYPE: SECURITIES					04/19/2011	11/15/2011
840.00		936.00					-96.00	
		26. ISHARES TR RUSSELL 2000 GROWTH INDEX PROPERTY TYPE: SECURITIES					04/19/2011	12/20/2011
2,185.00		2,433.00					-248.00	
		189.116 RIDGEWORTH FD-AGGRESSIVE GRWTH # PROPERTY TYPE: SECURITIES					04/29/2010	04/14/2011
3,069.00		2,521.00					548.00	
		3186.98 RIDGEWORTH FD-AGGRESSIVE GRWTH # PROPERTY TYPE: SECURITIES					04/29/2010	04/20/2011
52,999.00		42,482.00					10,517.00	
		234.673 RIDGEWORTH FD-SMALLCAP VAL EQ #R PROPERTY TYPE: SECURITIES					05/29/2009	04/14/2011
3,372.00		2,016.00					1,356.00	
		3952.578 RIDGEWORTH FD-SMALLCAP VAL EQ # PROPERTY TYPE: SECURITIES					05/29/2009	04/20/2011
57,510.00		33,953.00					23,557.00	
		244.983 RIDGEWORTH FD-SMALLCAP GRTH STK# PROPERTY TYPE: SECURITIES					05/29/2009	04/14/2011
4,150.00		2,393.00					1,757.00	
		4151.927 RIDGEWORTH FD-SMALLCAP GRTH STK PROPERTY TYPE: SECURITIES					05/29/2009	04/20/2011
71,496.00		40,564.00					30,932.00	
		361.683 RIDGEWORTH FD-SEL L/C GRTH STK # PROPERTY TYPE: SECURITIES					06/16/2008	04/14/2011
11,476.00		10,818.00					658.00	

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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)	
		6070.385 RIDGEWORTH FD-SEL L/C GRTH STK PROPERTY TYPE: SECURITIES					11/12/2008	04/20/2011
196,377.00		164,855.00					31,522.00	
		600.952 RIDGEWORTH FD-MIDCAP VAL EQTY #R PROPERTY TYPE: SECURITIES					12/13/2010	04/14/2011
7,578.00		7,080.00					498.00	
		9744.449 RIDGEWORTH FD-MIDCAP VAL EQTY # PROPERTY TYPE: SECURITIES					06/22/2009	04/20/2011
124,242.00		75,697.00					48,545.00	
		361.702 RIDGEWORTH FD-MIDCAP VAL EQTY #R PROPERTY TYPE: SECURITIES					12/13/2010	04/20/2011
4,612.00		4,203.00					409.00	
		778.356 RIDGEWORTH FD-MIDCAP CORE EQTY # PROPERTY TYPE: SECURITIES					04/29/2010	04/14/2011
9,418.00		8,142.00					1,276.00	
		13119.31 RIDGEWORTH FD-MIDCAP CORE EQTY PROPERTY TYPE: SECURITIES					04/29/2010	04/20/2011
162,155.00		137,228.00					24,927.00	
		1094.45 RIDGEWORTH FD-LARGECAP VAL EQTY# PROPERTY TYPE: SECURITIES					03/28/2003	04/14/2011
14,633.00		9,401.00					5,232.00	
		18390.59 RIDGEWORTH FD-LARGECAP VAL EQTY PROPERTY TYPE: SECURITIES					11/12/2008	04/20/2011
246,802.00		157,297.00					89,505.00	
		826.723 RIDGEWORTH FD-LARGECAP GRTH STK# PROPERTY TYPE: SECURITIES					04/29/2010	04/14/2011
9,441.00		8,160.00					1,281.00	
		13901.747 RIDGEWORTH FD-LARGECAP GRTH ST PROPERTY TYPE: SECURITIES					04/29/2010	04/20/2011
161,816.00		137,210.00					24,606.00	
		971.694 RIDGEWORTH FD-L/C CORE GRW STK#R PROPERTY TYPE: SECURITIES					04/29/2010	04/14/2011
13,604.00		13,011.00					593.00	

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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)	
		16348.65 RIDGEWORTH FD-L/C CORE GRW STK# PROPERTY TYPE: SECURITIES					04/29/2010	04/20/2011
232,968.00		218,908.00					14,060.00	
		942.739 RIDGEWORTH FD-INTL EQTY INDEX #R PROPERTY TYPE: SECURITIES					04/29/2010	04/14/2011
12,944.00		11,747.00					1,197.00	
		11785.987 RIDGEWORTH FD-INTL EQTY INDEX PROPERTY TYPE: SECURITIES					06/22/2009	04/20/2011
162,882.00		130,936.00					31,946.00	
		4050.283 RIDGEWORTH FD-INTL EQTY INDEX # PROPERTY TYPE: SECURITIES					04/29/2010	04/20/2011
55,975.00		50,467.00					5,508.00	
		4256.801 RIDGEWORTH FD-TOTAL RETURN BD # PROPERTY TYPE: SECURITIES					12/13/2010	04/14/2011
44,271.00		44,313.00					-42.00	
		2217.418 RIDGEWORTH FD-TOTAL RETURN BD # PROPERTY TYPE: SECURITIES					02/23/2009	04/14/2011
23,061.00		22,795.00					266.00	
		1250. RIDGEWORTH FD-TOTAL RETURN BD #RGC PROPERTY TYPE: SECURITIES					02/23/2009	04/14/2011
13,000.00		12,850.00					150.00	
		107663.107 RIDGEWORTH FD-TOTAL RETURN BD PROPERTY TYPE: SECURITIES					02/23/2009	04/20/2011
1125079.00		1080466.00					44,613.00	
		1522.526 RIDGEWORTH FD-SHORT TERM BD #RG PROPERTY TYPE: SECURITIES					04/29/2010	04/14/2011
15,180.00		15,149.00					31.00	
		25613.152 RIDGEWORTH FD-SHORT TERM BD #R PROPERTY TYPE: SECURITIES					04/29/2010	04/20/2011
255,875.00		254,851.00					1,024.00	
		892.881 RIDGEWORTH FD-SEIX HIGH YIELD #R PROPERTY TYPE: SECURITIES					04/29/2010	04/14/2011
9,045.00		8,545.00					500.00	

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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)	
		15029.448 RIDGEWORTH FD-SEIX HIGH YIELD PROPERTY TYPE: SECURITIES					04/29/2010	04/20/2011
152,399.00		143,832.00					8,567.00	
		459. VANGUARD BD INDEX SHORT TERM BD ETF PROPERTY TYPE: SECURITIES					04/19/2011	06/08/2011
37,284.00		36,968.00					316.00	
		50. VANGUARD BD INDEX SHORT TERM BD ETF PROPERTY TYPE: SECURITIES					04/19/2011	07/19/2011
4,062.00		4,027.00					35.00	
		861. VANGUARD BD INDEX SHORT TERM BD ETF PROPERTY TYPE: SECURITIES					04/19/2011	07/19/2011
69,964.00		69,345.00					619.00	
		13. VANGUARD BD INDEX SHORT TERM BD ETF PROPERTY TYPE: SECURITIES					04/19/2011	07/19/2011
1,056.00		1,047.00					9.00	
		711. VANGUARD BD INDEX SHORT TERM BD ETF PROPERTY TYPE: SECURITIES					04/19/2011	09/12/2011
57,988.00		57,264.00					724.00	
		29. VANGUARD BD INDEX SHORT TERM BD ETF PROPERTY TYPE: SECURITIES					04/19/2011	09/12/2011
2,368.00		2,336.00					32.00	
		281. VANGUARD BD INDEX SHORT TERM BD ETF PROPERTY TYPE: SECURITIES					04/19/2011	11/15/2011
22,865.00		22,632.00					233.00	
		712. VANGUARD BD INDEX SHORT TERM BD ETF PROPERTY TYPE: SECURITIES					04/19/2011	12/20/2011
57,856.00		57,344.00					512.00	
		459. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES					04/19/2011	06/08/2011
37,523.00		36,968.00					555.00	
		861. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES					04/19/2011	07/19/2011
70,273.00		69,345.00					928.00	

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)	
		50. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES					04/19/2011	07/19/2011
4,080.00		4,027.00					53.00	
		714. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES					04/19/2011	09/12/2011
59,639.00		57,506.00					2,133.00	
		29. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES					04/19/2011	09/12/2011
2,431.00		2,336.00					95.00	
		281. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES					04/19/2011	11/15/2011
23,474.00		22,632.00					842.00	
		713. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES					04/19/2011	12/20/2011
59,799.00		57,425.00					2,374.00	
		67. VANGUARD INTL EQTY IDX MSCI EMRG MKT PROPERTY TYPE: SECURITIES					04/19/2011	06/08/2011
3,221.00		3,287.00					-66.00	
		126. VANGUARD INTL EQTY IDX MSCI EMRG MK PROPERTY TYPE: SECURITIES					04/19/2011	07/19/2011
5,990.00		6,182.00					-192.00	
		107. VANGUARD INTL EQTY IDX MSCI EMRG MK PROPERTY TYPE: SECURITIES					04/19/2011	09/12/2011
4,306.00		5,249.00					-943.00	
		4. VANGUARD INTL EQTY IDX MSCI EMRG MKT PROPERTY TYPE: SECURITIES					04/19/2011	09/12/2011
162.00		196.00					-34.00	
		41. VANGUARD INTL EQTY IDX MSCI EMRG MKT PROPERTY TYPE: SECURITIES					04/19/2011	11/15/2011
1,683.00		2,011.00					-328.00	
		105. VANGUARD INTL EQTY IDX MSCI EMRG MK PROPERTY TYPE: SECURITIES					04/19/2011	12/20/2011
4,074.00		5,151.00					-1,077.00	

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 GAIN(LOSS)							398,931.	

FEDERAL CAPITAL GAIN DIVIDENDS
==============================

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS		
VANGUARD BD INDEX SHORT TERM BD ETF	2,639.00	
VANGUARD BD INDEX TOTAL BD MKT ETF	1,983.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		4,622.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		4,622.00

STATEMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	81,256.	66,768.
TOTAL	81,256.	66,768.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
2009 FEDERAL REFUND		1,278.
	TOTALS	1,278.

STATEMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREP FEE	2,500.			2,500.
TOTALS	2,500.	NONE	NONE	2,500.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES		416.
FEDERAL EXCISE TAXES	13,128.	
TOTALS	13,128.	416.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
CHECKING ACCT. ANALYSIS FEES	2,490.	2,490.
TOTALS	2,490.	2,490.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MUTUAL FUNDS	C	90,837.	1,358,790.	1,386,640.
PROPRIETARY FUNDS	C	2,851,889.	947,959.	1,030,229.
TOTALS		2,942,726.	2,306,749.	2,416,869.

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

DESCRIPTION	AMOUNT
O/S CHECKS AS OF 12/31/2011	29,065.
TOTAL	29,065.

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

DESCRIPTION		AMOUNT
2010 CHECKS CLEARED IN 2011		68,450.
	TOTAL	68,450.

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:
CO-TRUSTEE, VARIOUS
COMPENSATION .... 15,539.

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

OFFICER NAME:
ANN JOOS
ADDRESS:
8400 MARYLAND AVENUE
ST. LOUIS, MO 63166
TITLE:
BOARD MEMBER, VARIOUS

OFFICER NAME:
BILL BERBERICH
ADDRESS:
8400 MARYLAND AVENUE
ST. LOUIS, MO 63166
TITLE:
BOARD MEMBER, VARIOUS

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

OFFICER NAME:
MICHAEL OBERLANDER
ADDRESS:
8400 MARYLAND AVENUE
ST. LOUIS, MO 63166
TITLE:
BOARD MEMBER, VARIOUS

TOTAL COMPENSATION: 15,539.

===================================

RECIPIENT NAME:
BROWN SHOE CO. CHARITABLE TRUST
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 ....1,254,512.

TOTAL GRANTS PAID: 1,254,512.

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

2011

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 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	84,270.
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 2010 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	84,270.

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 instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a	LONG-TERM CAPITAL GAIN DIVIDENDS					4,622.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	310,039.
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 2010 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	314,661.

Part III Summary of Parts I and II

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

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			84,270.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			314,661.
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			398,931.

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** in 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 **Schedule D Tax Worksheet** in 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 **Schedule D Tax Worksheet** in 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 2011 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 2011 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

2011

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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 227. ISHARES TR S&P 500 IN	04/19/2011	06/08/2011	29,316.00	29,887.00	-571.00
425. ISHARES TR S&P 500 IN	04/19/2011	07/19/2011	55,988.00	55,956.00	32.00
356. ISHARES TR S&P 500 IN	04/19/2011	09/12/2011	40,964.00	46,871.00	-5,907.00
14. ISHARES TR S&P 500 IND	04/19/2011	09/12/2011	1,606.00	1,843.00	-237.00
139. ISHARES TR S&P 500 IN	04/19/2011	11/15/2011	17,473.00	18,301.00	-828.00
353. ISHARES TR S&P 500 IN	04/19/2011	12/20/2011	44,097.00	46,476.00	-2,379.00
76. ISHARES TR MSCI EAFE I	04/19/2011	06/08/2011	4,580.00	4,575.00	5.00
142. ISHARES TR MSCI EAFE	04/19/2011	07/19/2011	8,209.00	8,548.00	-339.00
122. ISHARES TR MSCI EAFE	04/19/2011	09/12/2011	5,803.00	7,344.00	-1,541.00
5. ISHARES TR MSCI EAFE IN	04/19/2011	09/12/2011	239.00	301.00	-62.00
47. ISHARES TR MSCI EAFE I	04/19/2011	11/15/2011	2,380.00	2,829.00	-449.00
118. ISHARES TR MSCI EAFE	04/19/2011	12/20/2011	5,768.00	7,104.00	-1,336.00
54. ISHARES RUSSELL MIDCAP	04/19/2011	06/08/2011	2,513.00	2,564.00	-51.00
102. ISHARES RUSSELL MIDCA INDEX	04/19/2011	07/19/2011	4,755.00	4,843.00	-88.00
86. ISHARES RUSSELL MIDCAP	04/19/2011	09/12/2011	3,414.00	4,083.00	-669.00
3. ISHARES RUSSELL MIDCAP	04/19/2011	09/12/2011	119.00	142.00	-23.00
33. ISHARES RUSSELL MIDCAP	04/19/2011	11/15/2011	1,419.00	1,567.00	-148.00
85. ISHARES RUSSELL MIDCAP	04/19/2011	12/20/2011	3,640.00	4,036.00	-396.00
56. ISHARES RUSSELL MIDCAP INDEX	04/19/2011	06/08/2011	3,345.00	3,390.00	-45.00
105. ISHARES RUSSELL MIDCA INDEX	04/19/2011	07/19/2011	6,420.00	6,357.00	63.00
89. ISHARES RUSSELL MIDCAP INDEX	04/19/2011	09/12/2011	4,591.00	5,388.00	-797.00
4. ISHARES RUSSELL MIDCAP	04/19/2011	09/12/2011	207.00	242.00	-35.00
34. ISHARES RUSSELL MIDCAP INDEX	04/19/2011	11/15/2011	1,905.00	2,058.00	-153.00
87. ISHARES RUSSELL MIDCAP INDEX	04/19/2011	12/20/2011	4,750.00	5,267.00	-517.00

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

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
2011

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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 16. ISHARES TR RUSSELL 200 INDEX FD	04/19/2011	06/08/2011	1,132.00	1,171.00	-39.00
31. ISHARES TR RUSSELL 200 INDEX FD	04/19/2011	07/19/2011	2,244.00	2,269.00	-25.00
26. ISHARES TR RUSSELL 200 INDEX FD	04/19/2011	09/12/2011	1,536.00	1,903.00	-367.00
1. ISHARES TR RUSSELL 2000 FD	04/19/2011	09/12/2011	59.00	73.00	-14.00
10. ISHARES TR RUSSELL 200 INDEX FD	04/19/2011	11/15/2011	641.00	732.00	-91.00
25. ISHARES TR RUSSELL 200 INDEX FD	04/19/2011	12/20/2011	1,634.00	1,830.00	-196.00
17. ISHARES TR RUSSELL 200 INDEX FD	04/19/2011	06/08/2011	1,536.00	1,591.00	-55.00
32. ISHARES TR RUSSELL 200 INDEX FD	04/19/2011	07/19/2011	3,025.00	2,995.00	30.00
27. ISHARES TR RUSSELL 200 INDEX FD	04/19/2011	09/12/2011	2,067.00	2,527.00	-460.00
1. ISHARES TR RUSSELL 2000 INDEX FD	04/19/2011	09/12/2011	76.00	94.00	-18.00
10. ISHARES TR RUSSELL 200 INDEX FD	04/19/2011	11/15/2011	840.00	936.00	-96.00
26. ISHARES TR RUSSELL 200 INDEX FD	04/19/2011	12/20/2011	2,185.00	2,433.00	-248.00
189.116 RIDGEWORTH FD-AGGR #RGE6	04/29/2010	04/14/2011	3,069.00	2,521.00	548.00
3186.98 RIDGEWORTH FD-AGGR #RGE6	04/29/2010	04/20/2011	52,999.00	42,482.00	10,517.00
600.952 RIDGEWORTH FD-MIDC #RGD5	12/13/2010	04/14/2011	7,578.00	7,080.00	498.00
361.702 RIDGEWORTH FD-MIDC #RGD5	12/13/2010	04/20/2011	4,612.00	4,203.00	409.00
778.356 RIDGEWORTH FD-MIDC #RGE2	04/29/2010	04/14/2011	9,418.00	8,142.00	1,276.00
13119.31 RIDGEWORTH FD-MID EQTY #RGE2	04/29/2010	04/20/2011	162,155.00	137,228.00	24,927.00
826.723 RIDGEWORTH FD-LARG STK#RGE3	04/29/2010	04/14/2011	9,441.00	8,160.00	1,281.00
13901.747 RIDGEWORTH FD-LA STK#RGE3	04/29/2010	04/20/2011	161,816.00	137,210.00	24,606.00
971.694 RIDGEWORTH FD-L/C STK#RGE1	04/29/2010	04/14/2011	13,604.00	13,011.00	593.00
16348.65 RIDGEWORTH FD-L/C STK#RGE1	04/29/2010	04/20/2011	232,968.00	218,908.00	14,060.00
942.739 RIDGEWORTH FD-INTL #RGD8	04/29/2010	04/14/2011	12,944.00	11,747.00	1,197.00
4050.283 RIDGEWORTH FD-INT #RGD8	04/29/2010	04/20/2011	55,975.00	50,467.00	5,508.00

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

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

2011

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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 4256.801 RIDGEWORTH FD-TOT #RGCP	12/13/2010	04/14/2011	44,271.00	44,313.00	-42.00
1522.526 RIDGEWORTH FD-SHO #RGCX	04/29/2010	04/14/2011	15,180.00	15,149.00	31.00
25613.152 RIDGEWORTH FD-SH #RGCX	04/29/2010	04/20/2011	255,875.00	254,851.00	1,024.00
892.881 RIDGEWORTH FD-SEIX #RGCL	04/29/2010	04/14/2011	9,045.00	8,545.00	500.00
15029.448 RIDGEWORTH FD-SE YIELD #RGCL	04/29/2010	04/20/2011	152,399.00	143,832.00	8,567.00
459. VANGUARD BD INDEX SHO ETF	04/19/2011	06/08/2011	37,284.00	36,968.00	316.00
50. VANGUARD BD INDEX SHOR ETF	04/19/2011	07/19/2011	4,062.00	4,027.00	35.00
861. VANGUARD BD INDEX SHO ETF	04/19/2011	07/19/2011	69,964.00	69,345.00	619.00
13. VANGUARD BD INDEX SHOR ETF	04/19/2011	07/19/2011	1,056.00	1,047.00	9.00
711. VANGUARD BD INDEX SHO ETF	04/19/2011	09/12/2011	57,988.00	57,264.00	724.00
29. VANGUARD BD INDEX SHOR ETF	04/19/2011	09/12/2011	2,368.00	2,336.00	32.00
281. VANGUARD BD INDEX SHO ETF	04/19/2011	11/15/2011	22,865.00	22,632.00	233.00
712. VANGUARD BD INDEX SHO ETF	04/19/2011	12/20/2011	57,856.00	57,344.00	512.00
459. VANGUARD BD INDEX TOT ETF	04/19/2011	06/08/2011	37,523.00	36,968.00	555.00
861. VANGUARD BD INDEX TOT ETF	04/19/2011	07/19/2011	70,273.00	69,345.00	928.00
50. VANGUARD BD INDEX TOTA	04/19/2011	07/19/2011	4,080.00	4,027.00	53.00
714. VANGUARD BD INDEX TOT ETF	04/19/2011	09/12/2011	59,639.00	57,506.00	2,133.00
29. VANGUARD BD INDEX TOTA	04/19/2011	09/12/2011	2,431.00	2,336.00	95.00
281. VANGUARD BD INDEX TOT ETF	04/19/2011	11/15/2011	23,474.00	22,632.00	842.00
713. VANGUARD BD INDEX TOT ETF	04/19/2011	12/20/2011	59,799.00	57,425.00	2,374.00
67. VANGUARD INTL EQTY IDX MKT	04/19/2011	06/08/2011	3,221.00	3,287.00	-66.00
126. VANGUARD INTL EQTY ID MKT	04/19/2011	07/19/2011	5,990.00	6,182.00	-192.00
107. VANGUARD INTL EQTY ID MKT	04/19/2011	09/12/2011	4,306.00	5,249.00	-943.00
4. VANGUARD INTL EQTY IDX MKT	04/19/2011	09/12/2011	162.00	196.00	-34.00

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

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

2011

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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 41. VANGUARD INTL EQTY IDX MKT	04/19/2011	11/15/2011	1,683.00	2,011.00	-328.00
105. VANGUARD INTL EQTY ID MKT	04/19/2011	12/20/2011	4,074.00	5,151.00	-1,077.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 84,270.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2011**

JSA
1F1221 2.000

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

Employer identification number
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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 234.673 RIDGEWORTH FD-SMAL #RGD6	05/29/2009	04/14/2011	3,372.00	2,016.00	1,356.00
3952.578 RIDGEWORTH FD-SMA #RGD6	05/29/2009	04/20/2011	57,510.00	33,953.00	23,557.00
244.983 RIDGEWORTH FD-SMAL STK#RGE5	05/29/2009	04/14/2011	4,150.00	2,393.00	1,757.00
4151.927 RIDGEWORTH FD-SMA STK#RGE5	05/29/2009	04/20/2011	71,496.00	40,564.00	30,932.00
361.683 RIDGEWORTH FD-SEL #RGE4	06/16/2008	04/14/2011	11,476.00	10,818.00	658.00
6070.385 RIDGEWORTH FD-SEL STK #RGE4	11/12/2008	04/20/2011	196,377.00	164,855.00	31,522.00
9744.449 RIDGEWORTH FD-MID #RGD5	06/22/2009	04/20/2011	124,242.00	75,697.00	48,545.00
1094.45 RIDGEWORTH FD-LARG EQTY#RGD4	03/28/2003	04/14/2011	14,633.00	9,401.00	5,232.00
18390.59 RIDGEWORTH FD-LAR EQTY#RGD4	11/12/2008	04/20/2011	246,802.00	157,297.00	89,505.00
11785.987 RIDGEWORTH FD-IN INDEX #RGD8	06/22/2009	04/20/2011	162,882.00	130,936.00	31,946.00
2217.418 RIDGEWORTH FD-TOT #RGCP	02/23/2009	04/14/2011	23,061.00	22,795.00	266.00
1250. RIDGEWORTH FD-TOTAL #RGCP	02/23/2009	04/14/2011	13,000.00	12,850.00	150.00
107663.107 RIDGEWORTH FD-T BD #RGCP	02/23/2009	04/20/2011	1,125,079.00	1,080,466.00	44,613.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 310,039.00

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

This question does not apply. The foundation does not have any undistributed income from prior years.

THE BROWN SHOE COMPANY
SCHEDULE OF DISTRIBUTIONS
TAX YEAR END 12/31/2011
EIN 23-7443082

PARTICIPANT	AMOUNT		PURPOSE
ARTS & EDUCATION COUNCIL OF GREATER ST. LOUIS	$	30,000.00	GENERAL CHARITABLE PURPOSE
CALEB HOPE	$	500.00	GENERAL CHARITABLE PURPOSE
COCA	$	12,600.00	GENERAL CHARITABLE PURPOSE
CRAFT ALLIANCE CENTER	$	2,500.00	GENERAL CHARITABLE PURPOSE
FOREST PARK FOREVER	$	2,820.00	GENERAL CHARITABLE PURPOSE
GRAND CENTER	$	40,000 00	GENERAL CHARITABLE PURPOSE
LYRIC OPERA OF CHICAGO	$	200 00	GENERAL CHARITABLE PURPOSE
MISSOURI BOTANICAL GARDEN	$	12,090 00	GENERAL CHARITABLE PURPOSE
MISSOURI WOMEN'S CHORUS	$	100.00	GENERAL CHARITABLE PURPOSE
THE MUNY	$	11,000 00	GENERAL CHARITABLE PURPOSE
NATIONAL AUDOBON SOCIETY	$	5,000.00	GENERAL CHARITABLE PURPOSE
NEW ENGLAND CONSERVATORY OF MUSIC	$	5,000.00	GENERAL CHARITABLE PURPOSE
OPERA THEATRE OF ST. LOUIS	$	17,500 00	GENERAL CHARITABLE PURPOSE
REPERTORY THEATRE OF ST LOUIS	$	29,845.00	GENERAL CHARITABLE PURPOSE
SHAKESPEARE FESTIVAL OF ST. LOUIS	$	1,000 00	GENERAL CHARITABLE PURPOSE
ST LOUIS ART MUSEUM	$	30,930.00	GENERAL CHARITABLE PURPOSE
ST. LOUIS SCIENCE CENTER	$	1,980.00	GENERAL CHARITABLE PURPOSE
ST LOUIS SYMPHONY ORCHESTRA	$	47,794.00	GENERAL CHARITABLE PURPOSE
ST LOUIS ZOO FRIENDS ASSN	$	76,771.00	GENERAL CHARITABLE PURPOSE
ST. LOUIS VARIETY CLUB	$	9,000.00	GENERAL CHARITABLE PURPOSE
ST LOUIS ARTIST GUILD	$	420 00	GENERAL CHARITABLE PURPOSE
THE SHELDON ARTS FOUNDATION	$	15,000 00	GENERAL CHARITABLE PURPOSE
STAGES ST. LOUIS	$	500 00	GENERAL CHARITABLE PURPOSE
VAIL VALLEY FOUNDATION, INC	$	5,000 00	GENERAL CHARITABLE PURPOSE
WORLD AFFAIRS COUNCIL OF ST LOUIS	$	5,650.00	GENERAL CHARITABLE PURPOSE
AGNES SCOTT COLLEGE	$	600.00	GENERAL CHARITABLE PURPOSE
CHARACTERplus	$	2,500 00	GENERAL CHARITABLE PURPOSE
DEPAUL UNIVERSITY	$	100 00	GENERAL CHARITABLE PURPOSE
FASHION INSTITUTE OF TECHNOLOGY	$	15,000 00	GENERAL CHARITABLE PURPOSE
FONTBONNE UNIVERSITY	$	10,000 00	GENERAL CHARITABLE PURPOSE
GRINNELL COLLEGE	$	150.00	GENERAL CHARITABLE PURPOSE
JACKIE ROBINSON FOUNDATION	$	30,000.00	GENERAL CHARITABLE PURPOSE
JR. ACHIEVEMENT OF MISSISSIPPI VALLEY	$	36,500 00	GENERAL CHARITABLE PURPOSE
KENRICK-GLENNON SEMINARY	$	8,326 00	GENERAL CHARITABLE PURPOSE
KETC-TV	$	20,420 00	GENERAL CHARITABLE PURPOSE
THE MAGIC HOUSE	$	10,530.00	GENERAL CHARITABLE PURPOSE
MISSOURI BUSINESS LEADERS NETWORK	$	2,000.00	GENERAL CHARITABLE PURPOSE
MISSOURI COLLEGE FUND	$	1,500.00	GENERAL CHARITABLE PURPOSE
READY READERS	$	5,000.00	GENERAL CHARITABLE PURPOSE
ST LOUIS PUBLIC LIBRARY	$	100 00	GENERAL CHARITABLE PURPOSE
ST. LOUIS UNIVERSITY	$	4,700.00	GENERAL CHARITABLE PURPOSE
TEACH FOR AMERICA - ST. LOUIS	$	33,000 00	GENERAL CHARITABLE PURPOSE
TRINITY COLLEGE	$	300.00	GENERAL CHARITABLE PURPOSE
UNIVERSITY OF CHICAGO	$	2,500 00	GENERAL CHARITABLE PURPOSE
VENEZUELAN ASSOCIATION OF MISSOURI	$	950.00	GENERAL CHARITABLE PURPOSE
WASHINGTON UNIVERSITY	$	26,200 00	GENERAL CHARITABLE PURPOSE
WEBSTER UNIVERSITY	$	5,000.00	GENERAL CHARITABLE PURPOSE
AMERICAN DIABETES ASSOCIATION	$	500 00	GENERAL CHARITABLE PURPOSE
AMERICAN HEART ASSOCIATION	$	16,500.00	GENERAL CHARITABLE PURPOSE
AMERICAN LIVER FOUNDATION	$	2,500 00	GENERAL CHARITABLE PURPOSE
AMERICAN RED CROSS	$	10,000.00	GENERAL CHARITABLE PURPOSE
ANGEL ARMS	$	500.00	GENERAL CHARITABLE PURPOSE
AUTISM-GEORGIA GOLF TOURNAMENT	$	5,000.00	GENERAL CHARITABLE PURPOSE
BARNES-JEWISH HOSPITAL FOUNDATION	$	40,000.00	GENERAL CHARITABLE PURPOSE
BOYS HOPE GIRLS HOPE	$	2,500.00	GENERAL CHARITABLE PURPOSE
BOYS SCOUTS OF GREATER ST LOUIS	$	11,936.00	GENERAL CHARITABLE PURPOSE
CANCER SUPPORT COMMUNITY OF GREATER STL	$	25,000.00	GENERAL CHARITABLE PURPOSE
DIVERSITY AWARENESS PROGRAM	$	1,010.00	GENERAL CHARITABLE PURPOSE
SUBTOTAL	**$**	**695,772.00**	

THE BROWN SHOE COMPANY
SCHEDULE OF DISTRIBUTIONS
TAX YEAR END 12/31/2011
EIN 23-7443082

PARTICIPANT	AMOUNT	PURPOSE
INDEPENDENCE CENTER	$ 1,000.00	GENERAL CHARITABLE PURPOSE
THE HAVEN OF GRACE	$ 250 00	GENERAL CHARITABLE PURPOSE
LAUNCH ST. LOUIS	$ 500 00	GENERAL CHARITABLE PURPOSE
LEGAL SERVICES OF EASTERN MO.	$ 1,000 00	GENERAL CHARITABLE PURPOSE
JEWISH COMMUNITY CENTER	$ 17,200.00	GENERAL CHARITABLE PURPOSE
JEWISH FEDERATION OF ST. LOUIS	$ 31,500.00	GENERAL CHARITABLE PURPOSE
MARCH OF DIMES	$ 17,500 00	GENERAL CHARITABLE PURPOSE
MARCH OF DIMES - MADISON	$ 12,500 00	GENERAL CHARITABLE PURPOSE
MAKE-A-WISH FOUNDATION	$ 5,000 00	GENERAL CHARITABLE PURPOSE
MATHEW-DICKEY BOYS & GIRLS' CLUB, ST LOUIS	$ 11,000 00	GENERAL CHARITABLE PURPOSE
MEMORY CARE HOME SOLUTIONS	$ 1,000 00	GENERAL CHARITABLE PURPOSE
MIRIAM FOUNDATION	$ 4,000.00	GENERAL CHARITABLE PURPOSE
MISSOURI BAPTIST MEDICAL CENTER	$ 10,000 00	GENERAL CHARITABLE PURPOSE
MOBLN	$ 1,000.00	GENERAL CHARITABLE PURPOSE
PLACES FOR PEOPLE	$ 1,000.00	GENERAL CHARITABLE PURPOSE
PROVIDENT	$ 2,500.00	GENERAL CHARITABLE PURPOSE
SHARED PREGNANCY & INFANT LOSS SUPPORT	$ 5,000.00	GENERAL CHARITABLE PURPOSE
ST. LOUIS ARC	$ 5,000.00	GENERAL CHARITABLE PURPOSE
ST LOUIS CHILDREN'S HOSPITAL	$ 5,000.00	GENERAL CHARITABLE PURPOSE
ST PATRICK'S CENTER	$ 1,000 00	GENERAL CHARITABLE PURPOSE
UNIVERSITY CITY CHILDREN'S CENTER	$ 5,000 00	GENERAL CHARITABLE PURPOSE
UNITED WAY OF GREATER ST LOUIS	$ 303,500 00	GENERAL CHARITABLE PURPOSE
AIRPORT MINORITY ADVISORY COUNCIL	$ 5,000 00	GENERAL CHARITABLE PURPOSE
100 BLACK MEN OF MADISON, WI	$ 1,100 00	GENERAL CHARITABLE PURPOSE
CLAYTON CHAMBER OF COMMERCE	$ 21,500.00	GENERAL CHARITABLE PURPOSE
DEPARTMENT OF VETERAN AFFAIRS	$ 1,000 00	GENERAL CHARITABLE PURPOSE
FAIR ST. LOUIS	$ 25,000.00	GENERAL CHARITABLE PURPOSE
FOCUS ST LOUIS	$ 1,500.00	GENERAL CHARITABLE PURPOSE
FORTITUDE FOUNDATION	$ 10,000 00	GENERAL CHARITABLE PURPOSE
HISPANIC LEADERS GROUP	$ 2,000 00	GENERAL CHARITABLE PURPOSE
HISPANIC CHAMBER OF COMMERCE	$ 800 00	GENERAL CHARITABLE PURPOSE
HISPANIC FOUNDATION	$ 5,000 00	GENERAL CHARITABLE PURPOSE
HUMANE SOCIETY OF MO.	$ 10,000 00	GENERAL CHARITABLE PURPOSE
KDHX - FM 88.1	$ 1,000.00	GENERAL CHARITABLE PURPOSE
FRIENDS OF KWMU	$ 3,260.00	GENERAL CHARITABLE PURPOSE
THE MARINE CORPS SCHOLARSHIP	$ 2,500 00	GENERAL CHARITABLE PURPOSE
PRAYER BREAKFAST COMMITTEE	$ 1,230.00	GENERAL CHARITABLE PURPOSE
ST LOUIS AMERICAN FOUNDATION	$ 2,500.00	GENERAL CHARITABLE PURPOSE
ST. LOUIS RCGA	$ 1,900.00	GENERAL CHARITABLE PURPOSE
URBAN LEAGUE OF ST. LOUIS	$ 5,000.00	GENERAL CHARITABLE PURPOSE
WORLD TRADE CENTER OF ST LOUIS	$ 1,250 00	GENERAL CHARITABLE PURPOSE
WOMEN OF ACHIEVEMENT	$ 5,000 00	GENERAL CHARITABLE PURPOSE
YWCA OF ST. LOUIS	$ 12,500 00	GENERAL CHARITABLE PURPOSE
SUBTOTAL	**558,740.00**	
TOTAL DISTRIBUTIONS TO CHARITIES	**$ 1,254,512.00**	

SUNTRUST

'UC TR BROWN SHOE CO CHAR TR
ACCOUNT NO. 1124402

PORTFOLIO DETAIL

AS OF 12/31/11

'AR VALUE 'R SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
RINCIPAL PORTFOLIO						
TIF & MONEY MARKET FUNDS						
17,909.54	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	17,909.54 1.000 0.73 %	17,909.54 1.00	0.00	2	0.01 % 0.00 %
QUITY SECURITIES						
ONSUMER DISCRETIONARY						
27,000	BROWN SHOE CO INC COM CUSIP: 115736100	240,300.00 8.900 9.83 %	90,836.87 3.36	149,463.13	7,560	3.15 % 0.00 %
UTUAL FUNDS-EQUITY						
1,029	ISHARES TR RUSSELL MIDCAP GROWTH INDEX FD CUSIP: 464287481	56,646.45 55.050 2.32 %	62,295.66 60.54	5,649.21-	528	0.93 % 0.00 %
1,005	ISHARES TR RUSSELL MIDCAP VALUE INDEX FD CUSIP: 464287473	43,617.00 43.400 1.78 %	47,717.40 47.48	4,100.40-	926	2.12 % 0.00 %
1,400	ISHARES TR MSCI EAFE INDEX ETF CUSIP: 464287465	69,342.00 49.530 2.84 %	84,279.58 60.20	14,937.58-	2,394	3.45 % 0.00 %
314	ISHARES TR RUSSELL 2000 GROWTH INDEX FD CUSIP: 464287648	26,448.22 84.230 1.08 %	29,386.53 93.59	2,938.31-	179	0.68 % 0.00 %

SUNTRUST

C TR BROWN SHOE CO CHAR TR
COUNT NO. 1124402

PORTFOLIO DETAIL

AS OF 12/31/11

R VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
300	ISHARES TR RUSSELL 2000 VALUE INDEX FD CUSIP: 464287630	19,692.00 65.640 0.81 %	21,957.00 73.19	2,265.00-	399	2.03 % 0.00 %
4,182	ISHARES TR S&P 500 INDEX FD CUSIP: 464287200	526,764.72 125.960 21.54 %	550,602.12 131.66	23,837.40-	10,890	2.07 % 0.00 %
1,241	VANGUARD INTL EQUITY INDEX FDS MSCI EMERGING MKTS ETF CUSIP: 922042858	47,418.61 38.210 1.94 %	60,883.46 49.06	13,464.85-	1,124	2.37 % 0.00 %
TOTAL MUTUAL FUNDS-EQUITY		789,929.00	857,121.75	67,192.75-	16,440	2.08 %
TUAL FUNDS-FIXED INCOME						
8,431	VANGUARD BD INDEX FDS SHORT TERM BD ETF CUSIP: 921937827	681,562.04 80.840 27.87 %	679,032.74 80.54	2,529.30	13,068	1.92 % 0.00 %
8,440	VANGUARD BD INDEX FD INC TOTAL BD MARKET ETF CUSIP: 921937835	705,077.60 83.540 28.83 %	679,757.60 80.54	25,320.00	21,995	3.12 % 0.00 %
TOTAL MUTUAL FUNDS-FIXED INCOME		1,386,639.64	1,358,790.34	27,849.30	35,063	2.53 %
TOTAL EQUITY SECURITIES		2,416,868.64	2,306,748.96	110,119.68	59,063	2.44 %
NCIPAL PORTFOLIO TOTAL		2,434,778.18	2,324,658.50	110,119.68	59,065	2.43 %

SUNTRUST

UC TR BROWN SHOE CO CHAR TR
.CCOUNT NO. 1124402

PORTFOLIO DETAIL

AS OF 12/31/11

AR VALUE R SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
NCOME PORTFOLIO						
TIF & MONEY MARKET FUNDS						
10,865.03	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	10,865.03 1.000 0.44 %	10,865.03 1.00	0.00	1	0.01 % 0.00 %
NCOME PORTFOLIO TOTAL		10,865.03	10,865.03	0.00	1	0.01 %
OTAL ASSETS		2,445,643.21	2,335,523.53	110,119.68	59,066	2.42 %
BROWN SHOE CHECKING ACCT. - ENDING BALANCE		48,112.34	48,112.34			
		2,493,755.55	2,383,635.87			

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