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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

OMB No 1545-0052

2011

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011 or tax year beginning

02/01, 2011, and ending

01/31, 2012

Name of foundation **STOKES AND SARAH BROWN CHARITABLE FOUNDATION**
2055002233A Employer identification number
26-0110679

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

Room/suite

B Telephone number (see instructions)

REGIONS BANK TRUST DEPT PO BOX 2886

(251) 690-1024

City or town, state, and ZIP code

MOBILE, AL 36652-2886

G Check all that apply:

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

H Check type of organization:

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

I Fair market value of all assets at end

J Accounting method: ☒ Cash ☐ Accrual

of year (from Part II, col. (c), line

☐ Other (specify) _____

16) ▶ \$ 4,386,386.

(Part I, column (d) must be on cash basis.)

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	31.	31.		STMT 1
4 Dividends and interest from securities	107,579.	110,212.		STMT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	69,330.			
b Gross sales price for all assets on line 6a	1051758			
7 Capital gain net income (from Part IV, line 2)		69,133.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	176,940.	179,376.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	36,098.	36,098.		
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)	900.	NONE	NONE	900.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	4,776.	902.		
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)				
24 Total operating and administrative expenses. Add lines 13 through 23	41,774.	37,000.	NONE	900.
25 Contributions, gifts, grants paid	174,040.			174,040.
26 Total expenses and disbursements. Add lines 24 and 25	215,814.	37,000.	NONE	174,940.
27 Subtract line 26 from line 12	-38,874.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		142,376.		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		61,320.	214,179.	214,179.
	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)	STMT 5	720,565.	530,914.	554,390.
	b	Investments - corporate stock (attach schedule)	STMT 6	3,100,796.	2,947,215.	3,120,370.
	c	Investments - corporate bonds (attach schedule)	STMT 7	316,404.	469,640.	497,447.
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	STMT 8				
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)		4,199,085.	4,161,948.	4,386,386.	
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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		4,199,085.	4,161,948.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		4,199,085.	4,161,948.	
	31	Total liabilities and net assets/fund balances (see instructions)		4,199,085.	4,161,948.	

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	4,199,085.
2	Enter amount from Part I, line 27a	2	-38,874.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	1,737.
4	Add lines 1, 2, and 3	4	4,161,948.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,161,948.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (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 1,021,131.		951,998.	69,133.		
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			69,133.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	69,133.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	154,500.	4,133,224.	0.037380
2009	185,112.	3,653,091.	0.050673
2008	267,218.	4,307,150.	0.062041
2007	352,717.	5,261,630.	0.067036
2006	266,659.	4,988,164.	0.053458
2 Total of line 1, column (d)			2 0.270588
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 0.054118
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 4,336,885.
5 Multiply line 4 by line 3			5 234,704.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,424.
7 Add lines 5 and 6			7 236,128.
8 Enter qualifying distributions from Part XII, line 4			8 174,940.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	2,848.
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	2,848.
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	2,848.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,744.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	2,744.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	104.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ► \$ _____ (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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► TN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>REGIONS BANK TRUST DEPARTMENT</u> Telephone no <u>(251) 690-1024</u> Located at <u>11 NORTH WATER STREET, 25TH FLOOR, MOBILE, AL</u> ZIP + 4 <u>36602</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. <u>15</u>			
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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u>				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?		X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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?		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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years <u></u>		
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)		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. <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b 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.)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

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? ☐ Yes ☒ No

5b

6b

7b

X

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		36,098.	-0-	-0-

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

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

Total number of other employees paid over \$50,000 ☐ NONE

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,402,929.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	4,402,929.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,402,929.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	66,044.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,336,885.
6	Minimum investment return. Enter 5% of line 5	6	216,844.

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	216,844.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,848.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,848.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	213,996.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	213,996.
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	213,996.

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	174,940.
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	174,940.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	174,940.

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				213,996.
2 Undistributed income, if any, as of the end of 2011			NONE	
a Enter amount for 2010 only			NONE	
b Total for prior years 20 <u>09</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	27,836.			
d From 2009	3,833.			
e From 2010	NONE			
f Total of lines 3a through e	31,669.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>174,940.</u>				
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				174,940.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011. (If an amount appears in column (d), the same amount must be shown in column (a))	31,669.			31,669.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 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				7,387.
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)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2007	NONE			
b Excess from 2008	NONE			
c Excess from 2009	NONE			
d Excess from 2010	NONE			
e Excess from 2011	NONE			

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

1 a 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			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a 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 13

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:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 15				
Total			▶ 3a	174,040.
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
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			14	31.		
4 Dividends and interest from securities			14	107,579.		
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	69,330.		
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)				176,940.		
13 Total. Add line 12, columns (b), (d), and (e)					176,940.	

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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.		

[illegible]

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

b If "Yes," complete the following schedule.

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

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	<u>11/28/2012</u> Date
	 Title	TRUST OFFICER
	REGIONS BANK, TRUSTEE	
	<div>May the IRS discuss this return with the preparer shown below (see instructions)? <input type="checkbox"/> Yes <input type="checkbox"/> No</div>	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
OTHER INTEREST	3.	3.
INTEREST EXEMPT FROM STATE TAXATION	28.	28.
	-----	-----
TOTAL	31.	31.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS & INTEREST	107,579.	110,212.
	-----	-----
TOTAL	107,579.	110,212.
	=====	=====

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----	-----
TAX PREPARATION FEE (NON-ALLOC	900.			900.
	-----	-----	-----	-----
TOTALS	900.	NONE	NONE	900.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	97.	97.
FEDERAL TAX PAYMENT - PRIOR YE	2,650.	
FEDERAL ESTIMATES - PRINCIPAL	2,029.	
FOREIGN TAXES ON QUALIFIED FOR		791.
FOREIGN TAXES ON NONQUALIFIED		14.
	-----	-----
TOTALS	4,776.	902.
	=====	=====

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
SEE ATTACHED ASSET LISTING US	311,173.	324,098.
SEE ATTACHED ASSET LISTING MBS	219,741.	230,292.
	-----	-----
TOTALS	530,914.	554,390.
	=====	=====

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED LISTING COM STK	1,973,596.	2,165,108.
TEVA PHARMACEUTICALS	47,915.	40,626.
MUTUAL FUNDS - EQUITIES	589,085.	636,730.
MUTUAL FUNDS - INTERNATIONAL	336,619.	277,906.
	-----	-----
TOTALS	2,947,215.	3,120,370.
	=====	=====

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
SEE ATTACHED ASSET LISTING	469,640.	497,447.
TOTALS	469,640.	497,447.
	=====	=====

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV	C OR F
-----	-----	-----

EQUITIES - SEE ATTACHED		C
FIXED - SEE ATTACHED		C
INTERNATIONAL - SEE ATTACHED		C

TOTALS

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

TIP INFLATION INDEX ADJUSTMENT
ROUNDING
ACCRETION

1,705.
5.
27.

TOTAL

1,737.
=====

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

=====

OFFICER NAME:

REGIONS BANK, TRUSTEE

ADDRESS:

315 DEADERICK ST, 5TH FLOOR

NASHVILLE, TN 37237-0502

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 36,098.

OFFICER NAME:

VIRGINIA SORY BROWN

ADDRESS:

3730 BURNS COURT

ANN ARBOR, MI 48105

TITLE:

ADVISORY COMM MBR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

EVELYN A. SMITH

ADDRESS:

3730 BURNS COURT

ANN ARBOR, MI 48105

TITLE:

ADVISORY COMM MBR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

JOE GASTON

ADDRESS:

5876 OWENS CHAPEL ROAD

SPRINGFIELD, TN 37172

TITLE:

ADVISORY COMM MBR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

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

=====

OFFICER NAME:

WILLIAM R. GOODMAN III

ADDRESS:

122 6TH AVENUE WEST
SPRINGFIELD, TN 37172

TITLE:

ADVISORY COMM MBR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION:

36,098.

=====

STATEMENT 11

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

=====

MONTH -----	LINE 1a-FMV SECURITIES -----	LINE 1b-FMV CASH BALANCES -----	LINE 1c-FMV OTHER ASSETS -----
JANUARY	4,386,386.		
FEBRUARY	4,602,186.		
MARCH	4,598,515.		
APRIL	4,726,615.		
MAY	4,693,101.		
JUNE	4,625,362.		
JULY	4,530,702.		
AUGUST	4,141,779.		
SEPTEMBER	3,898,506.		
OCTOBER	4,231,883.		
NOVEMBER	4,198,786.		
DECEMBER	4,201,332.		
	-----	-----	-----
TOTAL	52,835,153.		
	=====	=====	=====
AVERAGE FMV	4,402,929.		
	=====	=====	=====

RECIPIENT NAME:

REGIONS BANK, TRUSTEE

ADDRESS:

315 DEADERICK ST, 5TH FLOOR

NASHVILLE, TN 37237

RECIPIENT'S PHONE NUMBER: 615-748-2922

FORM, INFORMATION AND MATERIALS:

APPLICATION FORM IS AVAILABLE AT THE ABOVE
ADDRESS

SUBMISSION DEADLINES:

APPLICATION FORM SHOULD BE SUBMITTED PRIOR
TO OCTOBER 1.

RESTRICTIONS OR LIMITATIONS ON AWARDS:

THE ORGANIZATION'S EXEMPT PURPOSE IS TO SUPPORT PUBLIC CHARITIES
& PROMOTE CHARITABLE PURPOSES DESIGNED TO BENEFIT RESIDENTS OF
ROBERTSON CO, TENNESSEE & SURROUNDING COMMUNITIES.

RECIPIENT NAME:
FIRST UNITED METHODIST CHURCH
ADDRESS:
511 OAK STREET
SPRINGFIELD, TN 37172
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 60,000.

RECIPIENT NAME:
ROBERTSON COUNTY FAMILY YMCA
ADDRESS:
3332 TOM AUSTIN HIGHWAY
SPRINGFIELD, TN 37172
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT ACTIVITIES OF CENTER
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 24,000.

RECIPIENT NAME:
ROBERTSON COUNTY HISTORICAL SOCIETY
AND MUSUEM
ADDRESS:
124 6TH AVENUE W.
SPRINGFIELD, TN 37172-2405
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,040.

RECIPIENT NAME:
AUSTIN PEAY UNIVERSITY
ADDRESS:
601 COLLEGE STREET
CLARKSVILLE, TN 37044
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
COMMUNITY SPIRIT, INC.
ADDRESS:
4727 GOODMAN RD.
ADAMS, TN 37010-4905
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
WILLOW OAK CENTER FOR
ARTS & LEARNING
ADDRESS:
P. O. BOX 236
SPRINGFIELD, TN 37122
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 30,000.

TOTAL GRANTS PAID: 174,040.
=====



REGIONS BANK

Run on 11/28/2012 11:47:37 AM

Asset Details

As of 01/31/2012

Combined Portfolios

Settlement Date Basis

Account: 2055002233

AS TRUSTEE OF THE STOKES AND
SARAH BROWN CHARITABLE
FOUNDATION, DATED FEBRUARY 3,
2005

Administrator: PAUL J. GADDIS @ 615-748-2859

Investment Officer: DALE HALL @ 601-968-4723

Investment Authority: Sole

Investment Objective: GROWTH WITH INCOME (65E/35F)

Lot Select Method: FIFO

Sort By: Security Type

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value	Unrealized Gain/Loss	% of Portfolio	Est. 1 Income
Cash									
	CASH								
	Total For Cash	0.000000							
Short Term Investments									
999990484	REGIONS TRUST CASH SWEEP	<u>214,178.670000</u>	1.000	214,178.67	214,178.67	214,179		4.88	43
	Total For Short Term Investments	214,178.670000		214,178.67	214,178.67	214,179			43
U S Government Obligations									
17313YAJ0	CITIGROUP INC FDIC GUARANTEED DTD 08/06/2009 2.25% 12/10/2012	<u>32,000.000000</u>	101.820	32,646.44	32,646.44	32,582	64-	0.74	720
24424DAA7	JOHN DEERE CAPITAL CORP INSO: FDIC DTD 12/19/08 2.875% 06/19/2012	<u>32,000.000000</u>	101.063	32,618.80	32,618.80	32,340	279-	0.74	920
31359MH89	FEDERAL NATIONAL MORTGAGE ASSN 5% 03/15/2016	<u>19,000.000000</u>	116.943	19,958.62	19,958.62	22,219	2,261	0.51	950

3137EACH0 FEDERAL HOME LOAN MTG CORP DTD 01/07/2010 2.875% 02/09/2015	<u>30,000.000000</u>	106.749	32,057.10	32,057.10	32,025	32-	0.73	863
912810EQ7 UNITED STATES TREASURY 6.25% 08/15/2023	<u>24,000.000000</u>	143.875	29,077.16	29,077.16	34,530	5,453	0.79	1,500
912828NU0 UNITED STATES TREASURY N/B DTD 08/16/2010 .75% 08/15/2013	<u>22,000.000000</u>	100.844	21,928.59	21,928.59	22,186	257	0.51	165
912828PC8 UNITED STATES TREASURY N/B DTD 11/15/2010 2.625% 11/15/2020	<u>31,000.000000</u>	108.469	29,887.58	29,887.58	33,625	3,738	0.77	814
912828PQ7 UNITED STATES TREASURY N/B DTD 01/18/2011 1% 01/15/2014	<u>77,000.000000</u>	101.508	78,153.84	78,153.84	78,161	7	1.78	770
912828QV5 UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 .625% 07/15/2021 OFV 33,000	<u>33,124.740000</u>	109.977	34,844.71	34,844.71	36,430	1,585	0.83	207
Total For U S Government Obligations	300,124.740000		311,172.84	311,172.84	324,098	12,925		6,908
Mortgage Backed Securities								
31368HMT7 FEDERAL NATIONAL MORTGAGE ASSN POOL #190370 DTD 05/01/2006 6% 06/01/2036 OFV 64,000	<u>17,772.090000</u>	110.155	19,310.49	19,310.49	19,577	266	0.45	1,066

3138A8SR8 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 OFV 23,000	<u>18,501.940000</u>	106.272	19,438.61	19,438.61	19,662	224	0.45	740
3138EGNK6 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4.5% 06/01/2041 OFV 11,000	<u>10,332.780000</u>	107.617	10,991.49	10,991.49	11,120	128	0.25	465
31402C4H2 FEDERAL NATIONAL MORTGAGE ASSN POOL #725424 DTD 04/01/04 5.5% 04/01/2034 OFV 132,552	<u>24,363.770000</u>	109.139	24,253.39	24,253.39	26,590	2,337	0.61	1,340
31402DDB3 FEDERAL NATIONAL MORTGAGE ASSN POOL #725598 DTD 06/01/2004 5.5% 07/01/2034 OFV 15,006	<u>3,541.820000</u>	109.139	3,510.29	3,510.29	3,866	355	0.09	195
31402RFV6 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035 OFV 59,000	<u>18,632.870000</u>	108.123	20,097.29	20,097.29	20,146	49	0.46	932
31403CXG1 FEDERAL NATIONAL MORTGAGE ASSN POOL #745079 DTD 11/01/05 5% 12/01/2020 OFV 46,347	<u>12,503.410000</u>	108.277	12,079.47	12,079.47	13,538	1,459	0.31	625
31410FSS5 FEDERAL	<u>11,636.110000</u>	110.155	11,723.40	11,723.40	12,818	1,094	0.29	698

NATIONAL
MORTGAGE ASSN
POOL #888029 6%
12/01/2036 OFV
50,736

31410FZ99	<u>12,224.180000</u>	110.438	13,118.08	13,118.08	13,500	382	0.31	733
-----------	----------------------	---------	-----------	-----------	--------	-----	------	-----

FEDERAL
NATIONAL
MORTGAGE ASSN
POOL #888268
DTD 03/01/07 6%
03/01/2037 OFV
48,000

31410GJW4	<u>7,911.810000</u>	108.818	7,883.38	7,883.38	8,609	726	0.20	435
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FEDERAL
NATIONAL
MORTGAGE ASSN
POOL # 888677
5.5%
08/01/2022 OFV
47,000

31410NJP4	<u>7,459.470000</u>	110.155	7,436.17	7,436.17	8,217	781	0.19	448
-----------	---------------------	---------	----------	----------	-------	-----	------	-----

FEDERAL NATL
MTG ASSN POOL
#892270 6%
08/01/2036 OFV
18,000

31410TDA0	<u>1,323.500000</u>	108.152	1,288.98	1,288.98	1,431	142	0.03	66
-----------	---------------------	---------	----------	----------	-------	-----	------	----

FEDERAL
NATIONAL
MORTGAGE ASSN
POOL #896597 5%
08/01/2021 OFV
9,000

31412XV35	<u>7,596.430000</u>	110.062	7,675.94	7,675.94	8,361	685	0.19	456
-----------	---------------------	---------	----------	----------	-------	-----	------	-----

FEDERAL
NATIONAL
MORTGAGE ASSN
POOL #938134
DTD 06/01/07 6%
07/01/2037 OFV
27,000

31413YRR4	<u>8,403.520000</u>	110.062	8,462.59	8,462.59	9,249	786	0.21	504
-----------	---------------------	---------	----------	----------	-------	-----	------	-----

FEDERAL
NATIONAL
MORTGAGE ASSN
POOL #959596
DTD 11/01/07 6%
11/01/2037 OFV
32,000

31416BK72	<u>31,616.390000</u>	108.889	33,582.52	33,582.52	34,427	844	0.78	1,739
-----------	----------------------	---------	-----------	-----------	--------	-----	------	-------

FEDERAL
NATIONAL
MORTGAGE ASSN

POOL #995018
 DTD 10/01/08
 5.5%
 06/01/2038 OFV
 94,000

31419DMQ1	<u>18,205.790000</u>	105.353	18,888.49	18,888.49	19,180	292	0.44	637
FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3.5% 09/01/2025 OFV 25,000								

Total For Mortgage Backed Securities	212,025.880000		219,740.58	219,740.58	230,292	10,552		11,080
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Corporate Bonds

001055AC6	<u>9,000.000000</u>	125.630	11,151.12	11,151.12	11,307	156	0.26	765
AFLAC INC DTD 5/21/09 8.5% 05/15/2019								

00206RAM4	<u>10,000.000000</u>	118.807	10,243.95	10,243.95	11,881	1,637	0.27	560
AT&T INC DTD 05/13/08 5.6% 05/15/2018								

0258M0DA4	<u>11,000.000000</u>	102.963	11,220.39	11,220.39	11,326	106	0.26	303
AMERICAN EXPRESS CREDIT CORP SERIES: MTN DTD 09/13/2010 2.75% 09/15/2015								

03523TBA5	<u>11,000.000000</u>	106.409	11,027.69	11,027.69	11,705	677	0.27	316
ANHEUSER-BUSCH INBEV WOR DTD 01/27/2011 2.875% 02/15/2016								

06739GBB4	<u>11,000.000000</u>	102.406	11,043.05	11,043.05	11,265	222	0.26	429
BARCLAYS BANK PLC DTD 04/07/2010 3.9% 04/07/2015								

126408GN7	<u>9,000.000000</u>	115.792	10,085.17	10,085.17	10,421	336	0.24	563
CSX CORP DTD 3/27/08 6.25% 04/01/2015								

126650BR0 CVS/CAREMARK CORPORATION DTD 9/11/09 6.125% 09/15/2039	<u>9,000.000000</u>	123.886	9,057.17	9,057.17	11,150	2,093	0.25	551
12673PAC9 CA INC DTD 11/13/09 5.375% 12/01/2019	<u>10,000.000000</u>	109.763	10,209.01	10,209.01	10,976	767	0.25	538
149123BQ3 CATERPILLAR INC DTD 12/05/08 7.9% 12/15/2018	<u>9,000.000000</u>	136.437	10,206.89	10,206.89	12,279	2,072	0.28	711
172967FE6 CITIGROUP INC DTD 06/15/2010 6% 12/13/2013	<u>10,000.000000</u>	106.287	10,910.25	10,910.25	10,629	282-	0.24	600
20030NAZ4 COMCAST CORP DTD 06/18/09 5.7% 07/01/2019	<u>10,000.000000</u>	118.155	10,348.96	10,348.96	11,816	1,467	0.27	570
22546QAA5 CREDIT SUISSE NEW YORK DTD 5/4/09 5.5% 05/01/2014	<u>20,000.000000</u>	106.687	21,505.24	21,505.24	21,337	168-	0.49	1,100
25459HAN5 DIRECTV HOLDGS/FING DTD 03/11/2010 3.55% 03/15/2015	<u>11,000.000000</u>	104.449	11,359.08	11,359.08	11,489	130	0.26	391
26441CAG0 DUKE ENERGY CORPORATION DTD 11/17/2011 2.15% 11/15/2016	<u>11,000.000000</u>	101.730	11,007.10	11,007.10	11,190	183	0.26	237
369622SM8 GENERAL ELECTRIC CAPITAL CORP DTD 02/11/11 5.3% 02/11/2021	<u>11,000.000000</u>	108.784	11,090.53	11,090.53	11,966	876	0.27	583
36962G3P7 GENERAL ELECTRIC CAPITAL CORP DTD 01/14/08 5.875% 01/14/2038	<u>11,000.000000</u>	109.400	11,369.29	11,369.29	12,034	665	0.27	646

38141EA25 GOLDMAN SACHS GROUP INC DTD 2/5/09 7.5% 02/15/2019	<u>9,000.000000</u>	113.502	9,882.18	9,882.18	10,215	333	0.23	675
38141EA33 GOLDMAN SACHS GROUP INC DTD 5/6/09 6% 05/01/2014	<u>10,000.000000</u>	107.545	10,470.67	10,470.67	10,755	284	0.25	600
42809HAB3 HESS CORPORATION DTD 2/3/09 8.125% 02/15/2019	<u>8,000.000000</u>	130.034	9,583.27	9,583.27	10,403	819	0.24	650
428236BE2 HEWLETT- PACKARD CO DTD 12/02/2010 2.2% 12/01/2015	<u>11,000.000000</u>	100.556	10,924.30	10,924.30	11,061	137	0.25	242
458140AJ9 INTEL CORP DTD 09/19/2011 3.3% 10/01/2021	<u>11,000.000000</u>	106.084	10,959.12	10,959.12	11,669	710	0.27	363
46625HHL7 J P MORGAN CHASE & CO DTD 04/23/09 6.3% 04/23/2019	<u>10,000.000000</u>	115.558	10,316.44	10,316.44	11,556	1,239	0.26	630
50075NBB9 KRAFT FOODS INC DTD 02/08/2010 4.125% 02/09/2016	<u>10,000.000000</u>	108.642	10,055.92	10,055.92	10,864	808	0.25	413
59018YN64 MERRILL LYNCH & CO INC SERIES: MTN DTD 04/25/08 6.875% 04/25/2018	<u>10,000.000000</u>	107.916	10,290.61	10,290.61	10,792	501	0.25	688
59022CAJ2 MERRILL LYNCH & CO 6.11% 01/29/2037	<u>11,000.000000</u>	89.455	10,289.60	10,289.60	9,840	450-	0.22	672
61747YCJ2 MORGAN STANLEY SERIES: MTN DTD 9/23/09 5.625% 09/23/2019	<u>11,000.000000</u>	99.508	11,105.32	11,105.32	10,946	159-	0.25	619

61747YCK9 MORGAN STANLEY DTD 11/20/2009 4.2% 11/20/2014	<u>11,000.000000</u>	101.076	11,506.66	11,506.66	11,118	388-	0.25	462
68323AAE4 ONTARIO (PROVINCE OF) DTD 01/27/2011 1.375% 01/27/2014	<u>22,000.000000</u>	101.203	21,983.28	21,983.28	22,265	281	0.51	303
68389XAC9 ORACLE CORPORATION DTD 04/09/08 5.75% 04/15/2018	<u>10,000.000000</u>	122.867	10,324.09	10,324.09	12,287	1,963	0.28	575
71645WAP6 PETROBRAS INTL FIN CO DTD 10/30/09 5.75% 01/20/2020	<u>20,000.000000</u>	107.153	20,733.15	20,733.15	21,431	697	0.49	1,150
717081DB6 PFIZER INC DTD 3/24/09 6.2% 03/15/2019	<u>10,000.000000</u>	125.809	11,282.56	11,282.56	12,581	1,298	0.29	620
74432QBP9 PRUDENTIAL FINANCIAL DTD 11/18/2010 4.5% 11/15/2020	<u>11,000.000000</u>	105.456	10,893.17	10,893.17	11,600	707	0.26	495
867914BE2 SUNTRUST BKS INC DTD 11/01/2011 3.5% 01/20/2017	<u>11,000.000000</u>	102.470	11,001.26	11,001.26	11,272	270	0.26	385
87425EAL7 TALISMAN ENERGY INC DTD 6/1/09 7.75% 06/01/2019	<u>9,000.000000</u>	125.167	10,638.53	10,638.53	11,265	627	0.26	698
87612EAP1 TARGET CORP CALLABLE 5.375% 05/01/2017	<u>10,000.000000</u>	118.743	10,059.73	10,059.73	11,874	1,815	0.27	538
87938WAP8 TELEFONICA EMISIONES SAU DTD 02/16/2011 5.462% 02/16/2021	<u>11,000.000000</u>	99.351	11,167.86	11,167.86	10,929	239-	0.25	601
88166HAA5	<u>11,000.000000</u>	101.992	11,004.94	11,004.94	11,219	214	0.26	187

TEVA PHARMA FIN
IV LLC DTD
11/10/2011 1.7%
11/10/2014

88732JAL2	<u>10,000.000000</u>	121.129	11,105.15	11,105.15	12,113	1,008	0.28	675
TIME WARNER CABLE 6.75% 07/01/2018								

89233P5F9	<u>11,000.000000</u>	103.284	10,972.28	10,972.28	11,361	389	0.26	374
TOYOTA MOTOR CREDIT CORP SERIES MTN DTD 09/15/2011 3.4% 09/15/2021								

92343VAW4	<u>11,000.000000</u>	125.173	10,957.45	10,957.45	13,769	2,812	0.31	660
VERIZON COMMUNICATIONS DTD 03/28/2011 6% 04/01/2041								

929903DT6	<u>10,000.000000</u>	114.918	10,297.99	10,297.99	11,492	1,194	0.26	575
WACHOVIA CORP DTD 06/08/07 5.75% 06/15/2017								

Total For Corporate Bonds	452,000.000000		469,640.42	469,640.42	497,447	27,806		22,708
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Common Stock

<u>AGN</u>	018490102	<u>670.000000</u>	87.910	33,657.45	33,657.45	58,900	25,242	1.34	134
ALLERGAN INC									
<u>AXP</u>	025816109	<u>1,070.000000</u>	50.140	53,666.88	53,666.88	53,650	17-	1.22	770
AMERICAN EXPRESS CO									
<u>APA</u>	037411105	<u>390.000000</u>	98.880	48,629.06	48,629.06	38,563	10,066-	0.88	234
APACHE CORPORATION									
<u>ADM</u>	039483102	<u>1,450.000000</u>	28.630	49,184.00	49,184.00	41,514	7,671-	0.95	1,015
ARCHER DANIELS MIDLAND CO									
<u>ADSK</u>	052769106	<u>1,160.000000</u>	36.000	48,202.29	48,202.29	41,760	6,442-	0.95	
AUTO DESK INC									
<u>BAC</u>	060505104	<u>3,000.000000</u>	7.130	46,230.00	46,230.00	21,390	24,840-	0.49	120
BANK OF AMERICA CORP									
<u>CVS</u>	126650100	<u>1,410.000000</u>	41.750	53,134.02	53,134.02	58,868	5,733	1.34	917
CVS/CAREMARK									

CORPORATION

<u>CAT</u>	149123101 CATERPILLAR INC	<u>500.000000</u>	109.120	48,009.90	48,009.90	54,560	6,550	1.24	920
<u>CVX</u>	166764100 CHEVRON CORP	<u>520.000000</u>	103.120	30,934.80	30,934.80	53,622	22,688	1.22	1,685
<u>CSCO</u>	17275R102 CISCO SYSTEMS INC	<u>2,100.000000</u>	19.645	37,002.00	37,002.00	41,255	4,253	0.94	504
<u>EMC</u>	268648102 E M C CORP MASS	<u>1,980.000000</u>	25.760	22,577.40	22,577.40	51,005	28,427	1.16	
<u>XOM</u>	30231G102 EXXON MOBIL CORP	<u>612.000000</u>	83.740	40,119.80	40,119.80	51,249	11,129	1.17	1,151
<u>GE</u>	369604103 GENERAL ELECTRIC CO	<u>2,630.000000</u>	18.710	76,026.47	76,026.47	49,207	26,819-	1.12	1,788
<u>GS</u>	38141G104 GOLDMAN SACHS GROUP INC	<u>280.000000</u>	111.470	46,212.99	46,212.99	31,212	15,001-	0.71	392
<u>HES</u>	42809H107 HESS CORPORATION	<u>600.000000</u>	56.300	34,416.00	34,416.00	33,780	636-	0.77	240
<u>INTC</u>	458140100 INTEL CORP	<u>2,200.000000</u>	26.420	47,347.30	47,347.30	58,124	10,777	1.32	1,848
<u>JPM</u>	46625H100 J P MORGAN CHASE & CO	<u>1,090.000000</u>	37.300	42,390.10	42,390.10	40,657	1,733-	0.93	1,090
<u>JNJ</u>	478160104 JOHNSON & JOHNSON	<u>770.000000</u>	65.910	47,462.80	47,462.80	50,751	3,288	1.16	1,756
<u>JNPR</u>	48203R104 JUNIPER NETWORKS INC	<u>1,300.000000</u>	20.930	33,709.13	33,709.13	27,209	6,500-	0.62	
<u>MRO</u>	565849106 MARATHON OIL CORP	<u>1,150.000000</u>	31.390	29,057.90	29,057.90	36,099	7,041	0.82	782
<u>MPC</u>	56585A102 MARATHON PETROLEUM CORP	<u>575.000000</u>	38.220	19,656.10	19,656.10	21,977	2,320	0.50	575
<u>MAT</u>	577081102 MATTEL INC	<u>2,030.000000</u>	31.000	48,499.75	48,499.75	62,930	14,430	1.43	1,868
<u>MHP</u>	580645109 MCGRAW HILL INC	<u>1,280.000000</u>	46.000	48,093.69	48,093.69	58,880	10,786	1.34	1,306

<u>MRK</u>	58933Y105 MERCK & CO. INC. NEW	<u>1,430.000000</u>	38.270	48,477.00	48,477.00	54,726	6,249	1.25	2,402
<u>MSFT</u>	594918104 MICROSOFT CORP	<u>1,700.000000</u>	29.530	46,299.50	46,299.50	50,201	3,902	1.14	1,360
<u>MON</u>	61166W101 MONSANTO CO	<u>700.000000</u>	82.050	53,630.98	53,630.98	57,435	3,804	1.31	840
<u>NEE</u>	65339F101 NEXTERA ENERGY, INC.	<u>890.000000</u>	59.850	48,263.89	48,263.89	53,267	5,003	1.21	1,958
<u>NSC</u>	655844108 NORFOLK SOUTHERN CORP	<u>740.000000</u>	72.200	51,495.49	51,495.49	53,428	1,933	1.22	1,391
<u>ORCL</u>	68389X105 ORACLE CORPORATION	<u>1,540.000000</u>	28.210	35,219.80	35,219.80	43,443	8,224	0.99	370
<u>PEP</u>	713448108 PEPSICO INC	<u>730.000000</u>	65.670	43,865.70	43,865.70	47,939	4,073	1.09	1,504
<u>PG</u>	742718109 PROCTER & GAMBLE CO	<u>740.000000</u>	63.040	42,513.85	42,513.85	46,650	4,136	1.06	1,554
<u>PRU</u>	744320102 PRUDENTIAL FINANCIAL INC	<u>730.000000</u>	57.240	69,761.72	69,761.72	41,785	27,977-	0.95	1,059
<u>QCOM</u>	747525103 QUALCOMM INC	<u>920.000000</u>	58.820	36,480.43	36,480.43	54,114	17,634	1.23	791
<u>RHI</u>	770323103 ROBERT HALF INTL INC	<u>1,400.000000</u>	27.690	37,860.20	37,860.20	38,766	906	0.88	784
<u>SLB</u>	806857108 SCHLUMBERGER LTD	<u>560.000000</u>	75.170	27,762.00	27,762.00	42,095	14,333	0.96	616
<u>SPLS</u>	855030102 STAPLES INC	<u>2,110.000000</u>	14.630	48,546.46	48,546.46	30,869	17,677-	0.70	844
<u>STT</u>	857477103 STATE STREET CORP	<u>900.000000</u>	39.180	37,256.13	37,256.13	35,262	1,994-	0.80	648
<u>SYK</u>	863667101 STRYKER CORP	<u>800.000000</u>	55.430	37,286.31	37,286.31	44,344	7,058	1.01	680
<u>TMO</u>	883556102 THERMO FISHER SCIENTIFIC, INC.	<u>860.000000</u>	52.900	48,291.93	48,291.93	45,494	2,798-	1.04	
<u>MMM</u>	88579Y101	<u>550.000000</u>	86.710	43,752.06	43,752.06	47,691	3,938	1.09	1,210

3M CO

<u>TRV</u>	89417E109 TRAVELERS COMPANIES, INC.	<u>880.000000</u>	58.300	40,601.83	40,601.83	51,304	10,702	1.17	1,443
<u>UTX</u>	913017109 UNITED TECHNOLOGIES CORP	<u>600.000000</u>	78.350	32,982.00	32,982.00	47,010	14,028	1.07	1,152
<u>VFC</u>	918204108 VF CORP	<u>580.000000</u>	131.490	48,160.19	48,160.19	76,264	28,104	1.74	1,670
<u>VZ</u>	92343V104 VERIZON COMMUNICATIONS	<u>1,506.000000</u>	37.660	9,004.72	9,004.72	56,716	47,711	1.29	3,012
<u>V</u>	92826C839 VISA INC - CLASS A SHRS	<u>700.000000</u>	100.640	48,369.93	48,369.93	70,448	22,078	1.61	616
<u>WAG</u>	931422109 WALGREEN CO	<u>1,160.000000</u>	33.360	53,493.59	53,493.59	38,698	14,796-	0.88	1,044
Total For Common Stock		51,493.000000		1,973,595.54	1,973,595.54	2,165,108	191,512		46,042

Foreign Stock

<u>TEVA</u>	881624209 TEVA PHARMACEUTICAL INDS SPONS ADR ONE ADR REPRS ONE ORD SHARE	<u>900.000000</u>	45.140	47,915.25	47,915.25	40,626	7,289-	0.93	707
Total For Foreign Stock		900.000000		47,915.25	47,915.25	40,626	7,289-		707

Mutual Funds -
Equity

<u>IJH</u>	464287507 ISHARES CORE S&P MID-CAP ETF	<u>3,450.000000</u>	93.400	291,429.14	291,429.14	322,230	30,801	7.35	3,847
<u>IWM</u>	464287655 ISHARES RUSSELL 2000	<u>3,980.000000</u>	79.020	297,656.20	297,656.20	314,500	16,843	7.17	4,099
Total For Mutual Funds - Equity		7,430.000000		589,085.34	589,085.34	636,730	47,644		7,946

Mutual Funds -
International

EFA	464287465	<u>5,330.000000</u>	52.140	336,618.96	336,618.96	277,906	58,713-	6.34	9,114
	ISHARES MSCI EAFE INDEX FUND								
	Total For Mutual Funds - International	5,330.000000		336,618.96	336,618.96	277,906	58,713-		9,114

Total Portfolio				4,161,947.60	4,161,947.60	4,386,386	224,438	100.00	104,548
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Form **8868**

(Rev. January 2012)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete **only Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete **only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions.

Name of exempt organization or other filer, see instructions.

STOKES AND SARAH BROWN CHARITABLE
FOUNDATION 2055002233

Employer identification number (EIN) or

☒ 26-0110679

Number, street, and room or suite no. If a P.O. box, see instructions.

REGIONS BANK TRUST DEPT PO BOX 2886

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions

MOBILE, AL 36652-2886

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ REGIONS BANK TRUST DEPARTMENT

Telephone No. ▶ (251) 690-1024FAX No. ▶

- 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.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 09/17, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☐ calendar year 20 or▶ ☒ tax year beginning 02/01, 2011, and ending 01/31, 2012.

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

3a 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.	3a \$	5,696.
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.	3b \$	2,744.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	2,952.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev 1-2012)JSA
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• 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	Name of exempt organization or other filer, see instructions.		Enter filer's identifying number, see instructions	
	STOKES AND SARAH BROWN CHARITABLE FOUNDATION 2055002233		Employer identification number (EIN) or	
	Number, street, and room or suite no. If a P.O. box, see instructions.		<input checked="" type="checkbox"/> 26-0110679	
File by the due date for filing your return. See instructions	REGIONS BANK TRUST DEPT PO BOX 2886		Social security number (SSN)	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.		<input type="checkbox"/>	
MOBILE, AL 36652-2886				

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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 **REGIONS BANK TRUST DEPARTMENT**.
Telephone No. **(251) 690-1024** FAX No. _____
- 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 12/17, 20 12.
- 5 For calendar year _____, or other tax year beginning 02/01, 20 11, and ending 01/31, 20 12.
- 6 If the tax year entered in line 5 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 REQUESTED IN ORDER TO GATHER THE NECESSARY INFORMATION TO PREPARE A COMPLETE AND ACCURATE TAX 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 \$	5,696.
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 \$	5,696.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	

Signature and Verification must be completed for Part II only.

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 Julie S Ehmka Title _____ Date _____