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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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation SUC TR BROWN SHOE CO CHAR TR		A Employer identification number 23-7443082
Number and street (or P O box number if mail is not delivered to street address) P O. BOX 1908	Room/suite	B Telephone number (see instructions) (404) 724-3355
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 ☒ 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) ▶ \$ 4,637,392		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____		

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)	3,000,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	120,061	123,166		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	33,284			
	b Gross sales price for all assets on line 6a 2,303,936				
	7 Capital gain net income (from Part IV, line 2)		33,284		
	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)					
12 Total. Add lines 1 through 11	3,153,345	156,450	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	14,004	7,002		7,002
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,500			2,500
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	884	884		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	2,445			2,445
	24 Total operating and administrative expenses. Add lines 13 through 23	19,833	7,886	0	11,947
	25 Contributions, gifts, grants paid	1,345,592			1,345,592
26 Total expenses and disbursements. Add lines 24 and 25	1,365,425	7,886	0	1,357,539	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	1,787,920				
b Net investment income (if negative, enter -0-)		148,564			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

24

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing	48,112	89,553	89,553
	2 Savings and temporary cash investments	28,775	68,385	68,385
	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			
	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)		90,837	495,990
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis			
Liabilities	Less accumulated depreciation (attach schedule)			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	2,306,749	3,973,328	4,069,619
	14 Land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,383,636	4,222,103	4,723,547
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	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)	0	0	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,383,636	4,222,103	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	2,383,636	4,222,103	
	31 Total liabilities and net assets/fund balances (see instructions)	2,383,636	4,222,103	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,383,636
2	Enter amount from Part I, line 27a	2	1,787,920
3	Other increases not included in line 2 (itemize) See Attached Statement	3	79,612
4	Add lines 1, 2, and 3	4	4,251,168
5	Decreases not included in line 2 (itemize) 2011 CHECKS CLEARED IN 2012	5	29,065
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,222,103

Part IV Capital Gains and Losses for Tax on Investment Income

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

(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			0
b			0
c			0
d			0
e			0

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

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

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	33,284
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	0

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))
2011	1,262,697	3,098,944	0.407460
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

2 Total of line 1, column (d)	2	1.826198
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	0.365240
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,557,421
5 Multiply line 4 by line 3	5	1,664,552
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,486
7 Add lines 5 and 6	7	1,666,038
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1,357,539

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	2,971	
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	0	
3 Add lines 1 and 2		3	2,971	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,971	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,576		
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d	7	4,576		
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	0		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,605		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 1,605 Refunded ☐	11	0		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		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
4 a 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?	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		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	
8 a 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	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 2012 or the taxable year beginning in 2012 (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

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? Website address ► N/A	13	X	
14	The books are in care of ► SUNTRUST BANK Located at ► 25 PARK PLACE ATLANTA GA Telephone no ► (404) 724-3355 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			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes No	X 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? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► 20____, 20____, 20____, 20____ ☐ Yes ☒ No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
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 2012 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 2012)	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 2012?	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?
If "Yes" to 6b, file Form 8870

6b X

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 Attached Statement	00	0		
	00	0		
	00	0		
	00	0		
	00	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				

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



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		
Total number of others receiving over \$50,000 for professional services		

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	0

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	4,519,973
b	Average of monthly cash balances	1b	106,850
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	4,626,823
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	
3	Subtract line 2 from line 1d	3	4,626,823
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	69,402
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	4,557,421
6	Minimum investment return. Enter 5% of line 5	6	227,871

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	227,871
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,971
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,971
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	224,900
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	224,900
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	224,900

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	1,357,539
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	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,357,539
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,357,539

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				224,900
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007	870,401			
b From 2008	1,226,199			
c From 2009	1,246,533			
d From 2010	1,190,531			
e From 2011	1,116,900			
f Total of lines 3a through e	5,650,564			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,357,539				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				224,900
e Remaining amount distributed out of corpus	1,132,639			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,783,203			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	870,401			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	5,912,802			
10 Analysis of line 9				
a Excess from 2008	1,226,199			
b Excess from 2009	1,246,533			
c Excess from 2010	1,190,531			
d Excess from 2011	1,116,900			
e Excess from 2012	1,132,639			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]Form **990-PF** (2012)

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 Attached Statement				
Total			▶ 3a	1,345,592
b Approved for future payment NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	120,061	
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	33,284	
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)		0		153,345	0
13 Total. Add line 12, columns (b), (d), and (e)				13	153,345

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

[illegible]

	Yes	No
--	-----	----

(1) Cash

1a(1)	X
-------	---

(2) Other assets

1a(2)		X
-------	--	---

(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 quarantees

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
----	--	---

5/8/2013

TRUSTEE

Signature of officer or trustee

Date _____

Title.

Print/Type preparer's name

Preparer's signature

Date _____

PTIN

DONALD J ROMAN

[Handwritten signature]

5/8/2013

Check ☒ if self-employed

P00364310

Firm's name ► PRICEWATERHOUSECOOPERS, LLP

Firm's EIN ▶	13-4008324
--------------	------------

Firm's address ► 600 GRANT STREET, PITTSBURGH PA 15219

Phone no	412-355-6000
----------	--------------

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

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

OMB No 1545-0047

2012

Name of the organization

Employer identification number

SUC TR BROWN SHOE CO CHAR TR

23-7443082

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$

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

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

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BROWN GROUP INC CHARITABLE TRUST PO BOX 29 ST LOUIS MO 63166-0029 Foreign State or Province Foreign Country	\$ 3,000,000	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

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

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----

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

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.
 For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once See instructions) ► \$ 0.
 Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	

- SUC TR BROWN SHOE CO CHAR TR
EIN: 23-7443082
PART XV LINE 2B

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.

SUC TR BROWN SHOE CO CHAR TR

23-7443082 Page 1 of 15

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

ART ST LOUIS

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
----------------------	---

Purpose of grant/contribution GENERAL OPERATING PURPOSE	Amount 200
--	---------------

Name

ARTS & EDUCATION COUNCIL

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
----------------------	---

Purpose of grant/contribution GENERAL OPERATING PURPOSE	Amount 30,000
--	------------------

Name

COCA

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
----------------------	---

Purpose of grant/contribution GENERAL OPERATING PURPOSE	Amount 12,600
--	------------------

Name

CRAFT ALLIANCE CENTER

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
----------------------	---

Purpose of grant/contribution GENERAL OPERATING PURPOSE	Amount 5,110
--	-----------------

Name

FOREST PARK FOREVER

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
----------------------	---

Purpose of grant/contribution GENERAL OPERATING PURPOSE	Amount 2,890
--	-----------------

Name

GRAND CENTER

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
----------------------	---

Purpose of grant/contribution GENERAL OPERATING PURPOSE	Amount 65,000
--	------------------

SUC TR BROWN SHOE CO CHAR TR

23-7443082 Page 2 of 15

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

LYRIC OPERA OF CHICAGO

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSE			Amount 200

Name

MISSOURI BOTANICAL GARDEN

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSE			Amount 12,588

Name

MISSOURI HISTORICAL SOCIETY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSE			Amount 100

Name

THE MUNY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSE			Amount 5,000

Name

OPERA THEATRE OF ST LOUIS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSE			Amount 17,500

Name

REPERTORY THEATRE OF ST LOUIS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSE			Amount 29,945

SUC TR BROWN SHOE CO CHAR TR

23-7443082 Page 3 of 15

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

ST LOUIS ART MUSEUM

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

43,630

Name

ST LOUIS DANCE THEATRE

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

10,000

Name

ST LOUIS SCIENCE CENTER

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

1,040

Name

ST LOUIS SYMPHONY

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

42,181

Name

ST LOUIS ZOO

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

69,938

Name

STAGES ST LOUIS

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

600

SUC TR BROWN SHOE CO CHAR TR

23-7443082 Page 4 of 15

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

VAIL VALLEY FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSE			Amount 5,000

Name

WORLD AFFAIRS COUNCIL OF ST LOUIS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSE			Amount 3,500

Name

AIGA

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSE			Amount 5,000

Name

AGNES SCOTT COLLEGE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSE			Amount 600

Name

DEPAUL UNIVERSITY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSE			Amount 100

Name

GULLFORD COLLEGE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSE			Amount 200

SUC TR BROWN SHOE CO CHAR TR

23-7443082 Page 5 of 15

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

JACKIE ROBINSON FOUNDATION

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
NONE	501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSE	30,000

Name

JR ACHIEVEMENT OF MISSISSIPPI VALLEY

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
NONE	501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSE	5,000

Name

KENRICK-GLENNON SEMINARY

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
NONE	501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSE	10,955

Name

KETC-TV (NINE NETOWRK OF PUBLIC MEDIA)

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
NONE	501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSE	25,300

Name

THE MAGIC HOUSE

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
NONE	501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSE	10,930

Name

MARYVILLE UNIVERSITY

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
NONE	501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSE	100

SUC TR BROWN SHOE CO CHAR TR

23-7443082 Page 6 of 15

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

MARQUETTE UNIVERSITY

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

50

Name

MISSOURI BUSINESS LEADERS NETWORK

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

2,000

Name

MISSOURI COLLEGE FUND

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

1,500

Name

PARSON THE NEW SCHOOL DESIGN

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

240

Name

ST LOUIS PUBLIC LIBRARY

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

200

Name

ST LOUIS URBAN DEBATE LEAGUE

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

5,000

SUC TR BROWN SHOE CO CHAR TR

23-7443082 Page 7 of 15

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

ST LOUIS UNIVERSITY

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

3,600

Name

TEACH FOR AMERICA-ST LOUIS

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

33,000

Name

TRINITY COLLEGE

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

300

Name

UNIVERSITY OF PENNSYLVANIA

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

10,000

Name

WASHINGTON UNIVERSITY

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

30,400

Name

AMFAR

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

10,000

SUC TR BROWN SHOE CO CHAR TR

23-7443082 Page 8 of 15

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

AMERICAN DIABETES ASSOCIATION

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
----------------------	---

Purpose of grant/contribution GENERAL OPERATING PURPOSE	Amount 500
--	---------------

Name

AMERICAN HEART ASSOCIATION

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
----------------------	---

Purpose of grant/contribution GENERAL OPERATING PURPOSE	Amount 30,000
--	------------------

Name

ANGEL ARMS

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
----------------------	---

Purpose of grant/contribution GENERAL OPERATING PURPOSE	Amount 500
--	---------------

Name

BANNER HEALTH FOUNDATION

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
----------------------	---

Purpose of grant/contribution GENERAL OPERATING PURPOSE	Amount 500
--	---------------

Name

BARNES-JEWISH HOSPITAL FOUNDATION

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
----------------------	---

Purpose of grant/contribution GENERAL OPERATING PURPOSE	Amount 45,000
--	------------------

Name

BOYS HOPE GIRLS HOPE

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
----------------------	---

Purpose of grant/contribution GENERAL OPERATING PURPOSE	Amount 2,500
--	-----------------

SUC TR BROWN SHOE CO CHAR TR

23-7443082 Page 9 of 15

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

BOY SCOUTS ST LOUIS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSE			Amount 10,750

Name

CANCER SUPPORT COMMUNITY OF GREATER ST LOUIS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSE			Amount 5,000

Name

DIVERSITY AWARENESS PROGRAM

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSE			Amount 1,000

Name

EVERY CHILDS HOPE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSE			Amount 260

Name

GLADY AND HENRY'S CROWN CENTER

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSE			Amount 2,500

Name

JEWISH COMMUNITY CENTER

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSE			Amount 2,000

SUC TR BROWN SHOE CO CHAR TR

23-7443082 Page 10 of 15

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

JEWISH FEDERATION OF ST LOUIS

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

23,000

Name

LITTLE BIT FOUNDATION

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

6,000

Name

MARCH OF DIMES

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

17,500

Name

MAKE A WISH FOUNDATION

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

5,000

Name

MATHEW-DICKEY BOYS CLUB ST LOUIS

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

6,000

Name

MARYGROVE SERVICES

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

1,000

SUC TR BROWN SHOE CO CHAR TR

23-7443082 Page 11 of 15

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

MEMORY CARE HOME SOLUTIONS

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

1,000

Name

MISSOURI BAPTIST MEDICAL CENTER

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

10,000

Name

NEIGHBORHOOD HOUSES

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

1,500

Name

SHARED PREGNANCY AND INFANT CENTER

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

5,000

Name

SHOES THAT FIT

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

5,000

Name

SPECIAL OLYMPICS OF MISSOURI

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

10,000

SUC TR BROWN SHOE CO CHAR TR

23-7443082 Page 12 of 15

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

ST JUDE CHILDRENS HOSPITAL

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

1,000

Name

ST LOUIS ARC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

5,000

Name

ST LOUIS CHILDREN'S HOPITAL

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

5,000

Name

ST PATRICKS CENTER

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

1,000

Name

ST LOUIS VARIETY CLUB

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

9,000

Name

TWO/TEN FOUNDATION

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSE

Amount

168,000

SUC TR BROWN SHOE CO CHAR TR

23-7443082 Page 13 of 15

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

UNIVERSITY CITY CHILDREN'S CENTER

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL OPERATING PURPOSE	Amount 5,000
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Name

UNITED WAY OF ST LOUIS

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL OPERATING PURPOSE	Amount 330,565
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Name

WORLD TEAM SPORTS

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL OPERATING PURPOSE	Amount 10,000
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Name

100 BLACK MEN OF MADISON, WI

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL OPERATING PURPOSE	Amount 1,100
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Name

CLAYTON CENTURY FOUNDATION

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL OPERATING PURPOSE	Amount 21,500
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Name

FAIR ST LOUIS

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL OPERATING PURPOSE	Amount 25,000
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SUC TR BROWN SHOE CO CHAR TR

23-7443082 Page 14 of 15

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

FRIENDS OF TOWER GROVE PARK

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
NONE	501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSE	100

Name

FOCUS ST LOUIS

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
NONE	501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSE	500

Name

HISPANIC LEADERS GROUP

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
NONE	501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSE	1,000

Name

HISPANIC CHAMBER OF COMMERCE

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
NONE	501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSE	900

Name

HUMANE SOCIETY OF MISSOURI

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
NONE	501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSE	10,000

Name

KDHX - FM 88.1

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
NONE	501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSE	1,000

SUC TR BROWN SHOE CO CHAR TR

23-7443082 Page 15 of 15

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

KWMU - 90 7FM

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSE			Amount 750

Name

NCCJSTL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSE			Amount 3,000

Name

PROFESSIONAL ORGANIZATION OF WOMEN

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSE			Amount 320

Name

WATER TOWER & PARK PRESERVATION SOCIETY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSE			Amount 100

Name

WORLD TRADE CENTER ST LOUIS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSE			Amount 1,250

Name

YWCA OF ST LOUIS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSE			Amount 11,500

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Cost, Other Basis and Expenses			Net Gain or Loss									
											Gross Sales	2,303,936	0	2,270,652	33,284								
Totals																							
Capital Gains/Losses								Other sales															
1	X	VANGUARD BD INDEX SHORT	921937827		2/23/2012		6/26/2012	12,075	12,091					0	-16								
2	X	VANGUARD BD INDEX SHORT	921937827		2/23/2012		8/16/2012	20,754	20,754					0	-19								
3	X	VANGUARD BD INDEX SHORT	921937827		2/23/2012		9/26/2012	26,851	26,776					0	75								
4	X	VANGUARD BD INDEX SHORT	921937827		2/23/2012		12/14/2012	41,418	41,383					0	35								
5	X	VANGUARD BD INDEX TOTAL	921937835		4/19/2011		2/1/2012	586,519	583,780					0	22,739								
6	X	VANGUARD BD INDEX TOTAL	921937835		2/23/2012		4/11/2012	8,343	8,373					0	-30								
7	X	VANGUARD BD INDEX TOTAL	921937835		2/23/2012		6/26/2012	17,151	16,997					0	154								
8	X	VANGUARD BD INDEX TOTAL	921937835		2/23/2012		8/16/2012	3,624	3,600					0	24								
9	X	VANGUARD BD INDEX TOTAL	921937835		2/23/2012		9/26/2012	6,143	6,112					0	31								
10	X	VANGUARD BD INDEX TOTAL	921937835		2/23/2012		12/14/2012	8,085	7,954					0	131								
11	X	VANGUARD BD INDEX TOTAL	921937835		2/23/2012		2/1/2012	12,171	12,097					0	74								
12	X	VANGUARD INTL EQTY IDX MI	922042858		4/19/2011		6/26/2012	7,441	7,414					0	27								
13	X	VANGUARD INTL EQTY IDX MI	922042858		4/19/2011		8/16/2012	1,604	2,061					0	-457								
14	X	VANGUARD INTL EQTY IDX MI	922042858		4/19/2011		9/26/2012	2,974	3,532					0	-558								
15	X	VANGUARD INTL EQTY IDX MI	922042858		4/19/2011		12/14/2012	3,797	4,514					0	-717								
16	X	VANGUARD INTL EQTY IDX MI	922042858		4/19/2011		2/1/2012	6,319	7,114					0	-795								
17	X	ISHARES TR DOW JONES SEL	464287168		2/23/2012		4/11/2012	5,476	5,538					0	-62								
18	X	ISHARES TR DOW JONES SEL	464287168		2/23/2012		5/31/2012	11,166	11,353					0	-187								
19	X	ISHARES TR DOW JONES SEL	464287168		2/23/2012		6/26/2012	2,350	2,381					0	-31								
20	X	ISHARES TR DOW JONES SEL	464287168		2/23/2012		8/16/2012	4,259	4,098					0	161								
21	X	ISHARES TR DOW JONES SEL	464287168		2/23/2012		9/26/2012	5,536	5,316					0	220								
22	X	ISHARES TR DOW JONES SEL	464287168		2/23/2012		12/14/2012	8,637	8,307					0	330								
23	X	ISHARES TR S&P 500 INDEX F	464287200		4/19/2011		2/1/2012	133,087	131,660					0	1,427								
24	X	ISHARES TR S&P 500 INDEX F	464287200		4/19/2011		2/23/2012	433,418	418,942					0	14,476								
25	X	ISHARES BOX INVT GRADE	464287242		2/23/2012		4/11/2012	11,522	11,644					0	-122								
26	X	ISHARES BOX INVT GRADE	464287242		2/23/2012		5/31/2012	34,379	34,349					0	30								
27	X	ISHARES BOX INVT GRADE	464287242		2/23/2012		6/26/2012	7,273	7,219					0	54								
28	X	ISHARES BOX INVT GRADE	464287242		2/23/2012		8/16/2012	12,691	12,459					0	232								
29	X	ISHARES BOX INVT GRADE	464287242		2/23/2012		9/26/2012	16,646	15,952					0	694								
30	X	ISHARES BOX INVT GRADE	464287242		2/23/2012		12/14/2012	26,045	25,034					0	1,011								
31	X	ISHARES TR MSCI EAFE INDE	464287465		4/19/2011		4/11/2012	5,239	6,020					0	-781								
32	X	ISHARES TR MSCI EAFE INDE	464287465		4/19/2011		5/31/2012	12,433	15,833					0	-3,400								
33	X	ISHARES TR MSCI EAFE INDE	464287465		4/19/2011		6/26/2012	2,621	3,311					0	-690								
34	X	ISHARES TR MSCI EAFE INDE	464287465		4/19/2011		8/16/2012	4,944	5,719					0	-775								
35	X	ISHARES TR MSCI EAFE INDE	464287465		4/19/2011		9/26/2012	6,513	7,344					0	-831								
36	X	ISHARES TR MSCI EAFE INDE	464287465		4/19/2011		12/14/2012	10,908	11,739					0	-831								
37	X	ISHARES RUSSELL MIDCAP V	464287473		4/19/2011		5/31/2012	6,847	7,312					0	-465								
38	X	ISHARES RUSSELL MIDCAP V	464287473		4/19/2011		6/26/2012	1,418	1,519					0	-101								
39	X	ISHARES RUSSELL MIDCAP V	464287473		4/19/2011		8/16/2012	2,689	2,659					0	30								
40	X	ISHARES RUSSELL MIDCAP V	464287473		4/19/2011		9/26/2012	3,483	3,419					0	64								
41	X	ISHARES RUSSELL MIDCAP V	464287473		4/19/2011		12/14/2012	5,422	5,175					0	247								
42	X	ISHARES RUSSELL MIDCAP V	464287481		4/19/2011		2/1/2012	10,474	10,594					0	-120								
43	X	ISHARES RUSSELL MIDCAP V	464287481		2/23/2012		5/31/2012	6,806	7,246					0	-440								
44	X	ISHARES RUSSELL MIDCAP V	464287481		2/23/2012		6/26/2012	1,439	1,536					0	-97								
45	X	ISHARES RUSSELL MIDCAP V	464287481		2/23/2012		8/16/2012	2,615	2,641					0	-26								
46	X	ISHARES RUSSELL MIDCAP V	464287481		2/23/2012		9/26/2012	3,366	3,378					0	12								
47	X	ISHARES RUSSELL MIDCAP V	464287481		2/23/2012		12/14/2012	5,220	5,159					0	61								
48	X	ISHARES TR RUSSELL 1000 V	464287598		2/23/2012		4/11/2012	6,764	6,813					0	-49								
49	X	ISHARES TR RUSSELL 1000 V	464287598		2/23/2012		5/31/2012	19,054	20,030					0	-976								
50	X	ISHARES TR RUSSELL 1000 V	464287598		2/23/2012		6/26/2012	4,078	4,224					0	-146								
51	X	ISHARES TR RUSSELL 1000 V	464287598		2/23/2012		8/16/2012	7,488	7,222					0	266								
52	X	ISHARES TR RUSSELL 1000 V	464287598		2/23/2012		9/26/2012	9,831	9,334					0	497								
53	X	ISHARES TR RUSSELL 1000 V	464287598		2/23/2012		12/14/2012	15,600	14,648					0	952								
54	X	ISHARES TR RUSSELL 1000 V	464287614		2/23/2012		4/11/2012	12,934	12,720					0	214								
55	X	ISHARES TR RUSSELL 1000 V	464287614		2/23/2012		5/31/2012	47,008	48,781					0	-1,773								
56	X	ISHARES TR RUSSELL 1000 V	464287614		2/23/2012		6/26/2012	9,888	10,240					0	-352								
57	X	ISHARES TR RUSSELL 1000 V	464287614		2/23/2012		8/16/2012	18,165	17,617					0	548								
58	X	ISHARES TR RUSSELL 1000 V	464287614		2/23/2012		9/26/2012	23,767	22,769					0	998								
59	X	ISHARES TR RUSSELL 1000 V	464287614		2/23/2012		12/14/2012	35,920	34,980					0	940								
60	X	ISHARES TR RUSSELL 2000 V	464287630		4/19/2011		2/1/2012	21,383	21,957					0	-574								
61	X	ISHARES TR RUSSELL 2000 V	464287648		2/23/2012		2/1/2012	3,232	3,276					0	-44								
62	X	ISHARES TR RUSSELL 2000 V	464287648		2/23/2012		5/31/2012	2,665	2,915					0	-250								
63	X	ISHARES TR RUSSELL 2000 V	464287648		2/23/2012		6/26/2012	614	658					0	-44								
64	X	ISHARES TR RUSSELL 2000 V	464287648		2/23/2012		8/16/2012	1,013	1,034					0	-21								
65	X	ISHARES TR RUSSELL 2000 V	464287648		2/23/2012		9/26/2012	1,327	1,317					0	10								
66	X	ISHARES BOX \$HIGHLYD CQ	464288513		2/23/2012		12/14/2012	2,051	2,069					0	-18								
67	X	ISHARES BOX \$HIGHLYD CQ	464288513		2/23/2012		4/11/2012	8,919	9,135					0	-216								
68	X	ISHARES BOX \$HIGHLYD CQ	464288513		2/23/2012		5/31/2012	19,232	19,914					0	-682								

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Totals			Net Gain or Loss			
										Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss				
														Valuation Method	Expense of Sale and Cost of Improvements	Adjustments
										2,303,936	2,270,652	33,284				
										0	0	0				
Long Term CG Distributions										3,067						
Short Term CG Distributions										0						
69	X	ISHARES IBOXX \$HIGHYLD C			2/23/2012		6/26/2012	4,135	4,202			-67				
70	X	ISHARES IBOXX \$HIGHYLD C			2/23/2012		8/16/2012	7,209	7,217			-8				
71	X	ISHARES IBOXX \$HIGHYLD C			2/23/2012		9/26/2012	9,348	9,318			30				
72	X	ISHARES IBOXX \$HIGHYLD C			2/23/2012		12/14/2012	14,934	14,616			318				
73	X	ISHARES BARCLAYS MBS BD			2/23/2012		4/11/2012	10,816	10,828			-12				
74	X	ISHARES BARCLAYS MBS BD			2/23/2012		5/31/2012	28,638	28,566			72				
75	X	ISHARES BARCLAYS MBS BD			2/23/2012		6/26/2012	5,962	5,955			7				
76	X	ISHARES BARCLAYS MBS BD			2/23/2012		8/16/2012	10,298	10,287			11				
77	X	ISHARES BARCLAYS MBS BD			2/23/2012		9/26/2012	13,441	13,318			123				
78	X	ISHARES BARCLAYS MBS BD			2/23/2012		12/14/2012	21,584	21,656			-72				
79	X	VANGUARD BD INDEX SHORT			4/19/2011		2/1/2012	259,803	257,728			2,075				
80	X	VANGUARD BD INDEX SHORT			2/23/2012		4/11/2012	16,194	16,229			-35				
81	X	VANGUARD BD INDEX SHORT			2/23/2012		5/31/2012	57,343	57,370			-27				

Part I, Line 16b (990-PF) - Accounting Fees

		2,500	0	0	2,500
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEE	2,500			2,500

Part I, Line 18 (990-PF) - Taxes

		884	884	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	884	884		

Part I, Line 23 (990-PF) - Other Expenses

		2,445	0	0	2,445
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ACCOUNT ANALYSIS FEE	2,445	0		2,445

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		0	90,837	0	495,990
		Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	Description				
2	BROWN SHOE CO INC COM	0		90,837	495,990

Part II, Line 13 (990-PF) - Investments - Other

		2,306,749	3,973,328	4,069,619
		Book Value	Book Value	FMV
		Beg. of Year	End of Year	End of Year
1	Asset Description	Basis of Valuation		
2	ISHARES TR DOW JONES SEL DIVD INDE		0	
3	ISHARES IBOX INVT GRADE CORP BD E		160,751	167,885
4	ISHARES TR MSCI EAFE INDEX ETF		490,728	510,457
5	ISHARES RUSSELL MIDCAP VALUE INDEX		206,521	213,623
6	ISHARES RUSSELL MIDCAP GROWTH IN		104,609	111,382
7	ISHARES TR RUSSELL 1000 VALUE INDEX		103,662	106,760
8	ISHARES TR RUSSELL 1000 GROWTH IN		286,484	306,208
9	ISHARES TR RUSSELL 2000 GROWTH IN		699,340	720,128
10	VANGUARD INTL EQTY IDX MSCI EMRG M		41,628	42,318
11	ISHARES IBOX \$HIGHYLD CORP BD ETF		128,432	126,153
12	ISHARES BARCLAYS MBS BD ETF		284,245	291,532
13	VANGUARD BD INDEX SHORT TERM BD E		408,046	407,230
14	VANGUARD BD INDEX TOTAL BD MKT ET		819,403	820,996
			239,479	244,947

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	2010 FEDERAL FIDUCIARY TAX REFUND	1	1,723
2	2011 FEDERAL FIDUCIARY TAX REFUND	2	6,461
3	2011 CHECKS VOIDED	3	500
4	OUTSTANDING CHECKS AS OF 12/31/12	4	70,120
5	COST BASIS ADJUSTMENT	5	808
6	Total	6	79,612

Line 5 - Decreases not included in Part III, Line 2

1	2011 CHECKS CLEARED IN 2012	1	29,065
2	Total	2	29,065

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Line	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
1	VANGUARD BD INDEX SHORT TERM BD	971937827		2/23/2012	6/26/2012	12,075	0	0	12,091	-16	0	0	0	-16
2	VANGUARD BD INDEX SHORT TERM BD	971937827		2/23/2012	2/23/2012	20,754	0	0	20,773	-19	0	0	0	-19
3	VANGUARD BD INDEX SHORT TERM BD	971937827		2/23/2012	9/26/2012	26,951	0	0	26,776	175	0	0	0	175
4	VANGUARD BD INDEX SHORT TERM BD	971937827		2/23/2012	12/14/2012	41,418	0	0	41,383	35	0	0	0	35
5	VANGUARD BD INDEX TOTAL BD MKT E	971937835		4/19/2011	2/1/2012	586,519	0	0	563,780	22,739	0	0	0	22,739
6	VANGUARD BD INDEX TOTAL BD MKT E	971937835		2/23/2012	4/11/2012	8,343	0	0	8,373	-30	0	0	0	-30
7	VANGUARD BD INDEX TOTAL BD MKT E	971937835		2/23/2012	5/31/2012	17,151	0	0	16,997	154	0	0	0	154
8	VANGUARD BD INDEX TOTAL BD MKT E	971937835		2/23/2012	6/26/2012	3,624	0	0	3,600	24	0	0	0	24
9	VANGUARD BD INDEX TOTAL BD MKT E	971937835		2/23/2012	8/16/2012	6,143	0	0	6,112	31	0	0	0	31
10	VANGUARD BD INDEX TOTAL BD MKT E	971937835		2/23/2012	9/26/2012	8,085	0	0	7,954	131	0	0	0	131
11	VANGUARD BD INDEX TOTAL BD MKT E	971937835		2/23/2012	12/14/2012	12,171	0	0	12,057	114	0	0	0	114
12	VANGUARD INTL EQTY IDX MSCI EMRG	972042858		4/19/2011	5/31/2012	7,441	0	0	7,114	-2,273	0	0	0	-2,273
13	VANGUARD INTL EQTY IDX MSCI EMRG	972042858		4/19/2011	6/26/2012	1,604	0	0	2,061	-457	0	0	0	-457
14	VANGUARD INTL EQTY IDX MSCI EMRG	972042858		4/19/2011	8/16/2012	2,974	0	0	3,532	-558	0	0	0	-558
15	VANGUARD INTL EQTY IDX MSCI EMRG	972042858		4/19/2011	9/26/2012	3,797	0	0	4,514	-717	0	0	0	-717
16	VANGUARD INTL EQTY IDX MSCI EMRG	972042858		4/19/2011	12/14/2012	6,319	0	0	7,114	-795	0	0	0	-795
17	SHARES TR DOW JONES SEL DIVD INC	464287168		2/23/2012	4/11/2012	5,476	0	0	5,538	-62	0	0	0	-62
18	SHARES TR DOW JONES SEL DIVD INC	464287168		2/23/2012	5/31/2012	11,166	0	0	11,353	-187	0	0	0	-187
19	SHARES TR DOW JONES SEL DIVD INC	464287168		2/23/2012	6/26/2012	2,350	0	0	2,381	-31	0	0	0	-31
20	SHARES TR DOW JONES SEL DIVD INC	464287168		2/23/2012	8/16/2012	4,259	0	0	4,098	161	0	0	0	161
21	SHARES TR DOW JONES SEL DIVD INC	464287168		2/23/2012	9/26/2012	5,536	0	0	5,316	220	0	0	0	220
22	SHARES TR DOW JONES SEL DIVD INC	464287168		2/23/2012	12/14/2012	8,637	0	0	8,307	330	0	0	0	330
23	SHARES TR S&P 500 INDEX FD	464287200		4/19/2011	2/1/2012	133,087	0	0	131,650	1,427	0	0	0	1,427
24	SHARES TR S&P 500 INDEX FD	464287200		4/19/2011	2/23/2012	433,418	0	0	418,942	14,476	0	0	0	14,476
25	SHARES IBOXX INV GRADE CORP BD	464287242		2/23/2012	4/11/2012	11,572	0	0	11,541	31	0	0	0	31
26	SHARES IBOXX INV GRADE CORP BD	464287242		2/23/2012	5/31/2012	34,376	0	0	34,349	27	0	0	0	27
27	SHARES IBOXX INV GRADE CORP BD	464287242		2/23/2012	6/26/2012	7,273	0	0	7,219	54	0	0	0	54
28	SHARES IBOXX INV GRADE CORP BD	464287242		2/23/2012	8/16/2012	12,991	0	0	12,459	532	0	0	0	532
29	SHARES IBOXX INV GRADE CORP BD	464287242		2/23/2012	9/26/2012	16,646	0	0	15,952	694	0	0	0	694
30	SHARES IBOXX INV GRADE CORP BD	464287242		2/23/2012	12/14/2012	28,045	0	0	25,034	3,011	0	0	0	3,011
31	SHARES TR MSCI EAFE INDEX ETF	464287465		4/19/2011	4/11/2012	5,239	0	0	6,020	-781	0	0	0	-781
32	SHARES TR MSCI EAFE INDEX ETF	464287465		4/19/2011	5/31/2012	12,433	0	0	15,833	-3,400	0	0	0	-3,400
33	SHARES TR MSCI EAFE INDEX ETF	464287465		4/19/2011	6/26/2012	2,621	0	0	3,311	-690	0	0	0	-690
34	SHARES TR MSCI EAFE INDEX ETF	464287465		4/19/2011	8/16/2012	4,944	0	0	5,719	-775	0	0	0	-775
35	SHARES TR MSCI EAFE INDEX ETF	464287465		4/19/2011	9/26/2012	6,513	0	0	7,344	-831	0	0	0	-831
36	SHARES TR MSCI EAFE INDEX ETF	464287465		4/19/2011	12/14/2012	10,908	0	0	11,739	-831	0	0	0	-831
37	SHARES RUSSELL MIDCAP VALUE INC	464287473		4/19/2011	5/31/2012	6,847	0	0	7,312	-465	0	0	0	-465
38	SHARES RUSSELL MIDCAP VALUE INC	464287473		4/19/2011	6/26/2012	1,418	0	0	1,519	-101	0	0	0	-101
39	SHARES RUSSELL MIDCAP VALUE INC	464287473		4/19/2011	8/16/2012	2,689	0	0	2,659	30	0	0	0	30
40	SHARES RUSSELL MIDCAP VALUE INC	464287473		4/19/2011	9/26/2012	3,483	0	0	3,419	64	0	0	0	64
41	SHARES RUSSELL MIDCAP VALUE INC	464287473		4/19/2011	12/14/2012	5,422	0	0	5,175	247	0	0	0	247
42	SHARES RUSSELL MIDCAP GROWTH II	464287481		4/19/2011	2/1/2012	10,474	0	0	10,584	-120	0	0	0	-120
43	SHARES RUSSELL MIDCAP GROWTH II	464287481		2/23/2012	5/31/2012	6,806	0	0	7,248	-442	0	0	0	-442
44	SHARES RUSSELL MIDCAP GROWTH II	464287481		2/23/2012	6/26/2012	1,439	0	0	1,536	-97	0	0	0	-97
45	SHARES RUSSELL MIDCAP GROWTH II	464287481		2/23/2012	8/16/2012	2,615	0	0	2,641	-26	0	0	0	-26
46	SHARES RUSSELL MIDCAP GROWTH II	464287481		2/23/2012	9/26/2012	3,366	0	0	3,378	-12	0	0	0	-12
47	SHARES TR RUSSELL 1000 VALUE INC	464287598		2/23/2012	12/14/2012	5,220	0	0	5,159	61	0	0	0	61
48	SHARES TR RUSSELL 1000 VALUE INC	464287598		2/23/2012	4/11/2012	8,784	0	0	8,813	-29	0	0	0	-29
49	SHARES TR RUSSELL 1000 VALUE INC	464287598		2/23/2012	5/31/2012	18,054	0	0	20,030	-976	0	0	0	-976
50	SHARES TR RUSSELL 1000 VALUE INC	464287598		2/23/2012	6/26/2012	4,078	0	0	4,224	-146	0	0	0	-146
51	SHARES TR RUSSELL 1000 VALUE INC	464287598		2/23/2012	8/16/2012	7,488	0	0	7,222	266	0	0	0	266
52	SHARES TR RUSSELL 1000 VALUE INC	464287598		2/23/2012	9/26/2012	9,831	0	0	9,334	497	0	0	0	497
53	SHARES TR RUSSELL 1000 VALUE INC	464287598		2/23/2012	12/14/2012	15,600	0	0	14,648	952	0	0	0	952
54	SHARES TR RUSSELL 1000 GROWTH II	464287614		2/23/2012	4/11/2012	12,934	0	0	12,720	214	0	0	0	214
55	SHARES TR RUSSELL 1000 GROWTH II	464287614		2/23/2012	5/31/2012	47,008	0	0	48,781	-1,773	0	0	0	-1,773
56	SHARES TR RUSSELL 1000 GROWTH II	464287614		2/23/2012	6/26/2012	9,888	0	0	10,240	-352	0	0	0	-352
57	SHARES TR RUSSELL 1000 GROWTH II	464287614		2/23/2012	8/16/2012	18,185	0	0	17,617	568	0	0	0	568
58	SHARES TR RUSSELL 1000 GROWTH II	464287614		2/23/2012	9/26/2012	23,767	0	0	22,769	998	0	0	0	998
59	SHARES TR RUSSELL 1000 GROWTH II	464287614		2/23/2012	12/14/2012	35,920	0	0	34,980	940	0	0	0	940
60	SHARES TR RUSSELL 2000 VALUE INC	464287530		4/19/2011	2/1/2012	21,363	0	0	21,957	-594	0	0	0	-594
61	SHARES TR RUSSELL 2000 GROWTH II	464287548		4/19/2011	2/1/2012	3,222	0	0	3,276	-54	0	0	0	-54
62	SHARES TR RUSSELL 2000 GROWTH II	464287548		2/23/2012	5/31/2012	2,865	0	0	2,915	-50	0	0	0	-50
63	SHARES TR RUSSELL 2000 GROWTH II	464287548		2/23/2012	6/26/2012	614	0	0	658	-44	0	0	0	-44
64	SHARES TR RUSSELL 2000 GROWTH II	464287548		2/23/2012	8/16/2012	1,013	0	0	1,034	-21	0	0	0	-21
65	SHARES TR RUSSELL 2000 GROWTH II	464287548		2/23/2012	9/26/2012	2,051	0	0	2,069	-18	0	0	0	-18
66	SHARES IBOXX HIGHYLD CORP BD E	464288513		2/23/2012	12/14/2012	8,919	0	0	9,135	-216	0	0	0	-216
67	SHARES IBOXX HIGHYLD CORP BD E	464288513		2/23/2012	5/31/2012	19,232	0	0	19,914	-682	0	0	0	-682
68	SHARES IBOXX HIGHYLD CORP BD E	464288513		2/23/2012	6/26/2012	4,135	0	0	4,202	-67	0	0	0	-67
69	SHARES IBOXX HIGHYLD CORP BD E	464288513		2/23/2012	8/16/2012	7,209	0	0	7,217	-8	0	0	0	-8
70	SHARES IBOXX HIGHYLD CORP BD E	464288513		2/23/2012	9/26/2012	9,348	0	0	9,318	30	0	0	0	30
71	SHARES IBOXX HIGHYLD CORP BD E	464288513		2/23/2012	12/14/2012	14,934	0	0	14,616	318	0	0	0	318
72	SHARES BARCLAYS MBS BD ETF	464288588		2/23/2012	4/11/2012	10,816	0	0	10,828	-12	0	0	0	-12
73	SHARES BARCLAYS MBS BD ETF	464288588		2/23/2012	5/31/2012	28,638	0	0	28,586	52	0	0	0	52
74	SHARES BARCLAYS MBS BD ETF	464288588		2/23/2012	6/26/2012	5,962	0	0	5,955	7	0	0	0	7
75	SHARES BARCLAYS MBS BD ETF	464288588		2/23/2012	8/16/2012	10,298	0	0	10,287	11	0	0	0	11
76	SHARES BARCLAYS MBS BD ETF	464288588		2/23/2012	9/26/2012	13,441	0	0	13,318	123	0	0	0	123
77	SHARES BARCLAYS MBS BD ETF	464288588		2/23/2012	12/14/2012	21,594	0	0	21,656	-62	0	0	0	-62
78	VANGUARD BD INDEX SHORT TERM BD	921937827		4/19/2011	2/1/2012	259,803	0	0	257,728	2,075	0	0	0	2,075
79	VANGUARD BD INDEX SHORT TERM BD	921937827		2/23/2012	4/11/2012	16,194	0	0	16,229	-35	0	0	0	-35
80	VANGUARD BD INDEX SHORT TERM BD	921937827		2/23/2012	5/31/2012	57,343	0	0	57,370	-27	0	0	0	-27
81	VANGUARD BD INDEX SHORT TERM BD	921937827		2/23/2012	5/31/2012	57,343	0	0	57,370	-27	0	0	0	-27

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										14,004	0	0
1	SUNTRUST BANKS, INC		P O BOX 4655	ATLANTA	GA	30302		CO-TRUSTEE	VARIOUS	14,004	0	0
2	RONALD A FROMM		P O BOX 4655	ATLANTA	GA	30302		CHAIRMAN	VARIOUS			
3	ANN JOOS		P O BOX 4655	ATLANTA	GA	30302		BOARD MEMEBER	VARIOUS			
4	BILL BERBERICH		P O BOX 4655	ATLANTA	GA	30302		BOARD MEMBER	VARIOUS			
5	MICHAEL OBERLANDER		P O BOX 4655	ATLANTA	GA	30302		BOARD MEMEBER	VARIOUS			

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date		Amount
1 Credit from prior year return	5/15/2012	1	4,576
2 First quarter estimated tax payment		2	
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	0
7 Total		7	4,576