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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning 02/01, 2012, and ending 01/31, 2013

Name of foundation STOKES AND SARAH BROWN CHARITABLE FOUNDATION		A Employer identification number 26-0110679						
2055002233		B Telephone number (see instructions) 251-690-1024						
Number and street (or P O box number if mail is not delivered to street address) REGIONS BANK TRUST DEPT PO BOX 2886								
Room/suite								
City or town, state, and ZIP code MOBILE, AL 36652-2886								
G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation								
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,628,349.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)						

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					STMT 1
4 Dividends and interest from securities		110,862.	112,068.		STMT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-62,861.			
b Gross sales price for all assets on line 6a 841,645.					
7 Capital gain net income (from Part IV, line 2)					
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		48,030.	112,097.		
13 Compensation of officers, directors, trustees, etc		36,866.	36,866.		
14 Other employee salaries and wages			NONE	NONE	
15 Pension plans, employee benefits			NONE	NONE	
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) STMT 3		900.	NONE	NONE	900.
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT 4		6,105.	862.		
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		43,871.	37,728.	NONE	900.
25 Contributions, gifts, grants paid		231,000.			231,000.
26 Total expenses and disbursements. Add lines 24 and 25		274,871.	37,728.	NONE	231,900.
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements		-226,841.			
b Net investment income (if negative, enter -0-)			74,369.		
c Adjusted net income (if negative, enter -0-)					

JSA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		214,179.	167,195.	167,195.
	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	530,914.	549,141.	566,016.
	b	Investments - corporate stock (attach schedule)	STMT 6	2,947,215.	2,623,656.	3,264,723.
	c	Investments - corporate bonds (attach schedule)	STMT 7	469,640.	595,721.	630,415.
	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)		4,161,948.	3,935,713.	4,628,349.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)			NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		4,161,948.	3,935,713.	
	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)		4,161,948.	3,935,713.	
31	Total liabilities and net assets/fund balances (see instructions)		4,161,948.	3,935,713.		

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	4,161,948.
2	Enter amount from Part I, line 27a	2	-226,841.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	606.
4	Add lines 1, 2, and 3	4	3,935,713.
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	3,935,713.

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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 853,966.		916,875.	-62,909.		
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			-62,909.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-62,909.	
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))
2011	174,940.	4,336,885.	0.040338
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
2 Total of line 1, column (d)			2 0.257468
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 0.051494
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 4,338,021.
5 Multiply line 4 by line 3			5 223,382.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 744.
7 Add lines 5 and 6			7 224,126.
8 Enter qualifying distributions from Part XII, line 4			8 231,900.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	744.
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	744.
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	744.
6 Credits/Payments.			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,848.	
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	2,848.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,104.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ▶ 744. Refunded ▶	11	1,360.	

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 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
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 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

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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 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 <u></u>	16	Yes	No 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here: <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 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
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

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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**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		36,866.	-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 4,404,082.
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 4,404,082.
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 4,404,082.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 66,061.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 4,338,021.
6	Minimum investment return. Enter 5% of line 5	6 216,901.

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	1 216,901.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 744.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 744.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 216,157.
4	Recoveries of amounts treated as qualifying distributions	4 NONE
5	Add lines 3 and 4	5 216,157.
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	7 216,157.

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 231,900.
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	4 231,900.
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)	5 744.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 231,156.

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				216,157.
2 Undistributed income, if any, as of the end of 2012.				
a Enter amount for 2011 only			7,387.	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>231,900.</u>				
a Applied to 2011, but not more than line 2a			7,387.	
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 2012 distributable amount				216,157.
e Remaining amount distributed out of corpus	8,356.			
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	8,356.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	8,356.			
10 Analysis of line 9.				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	8,356.			

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				
FIRST UNITED METHODIST CHURCH 511 OAK STREET SPRINGFIELD TN 37172	NONE	PUBLIC	CHARITABLE	60,000.
FRIENDS OF GORHAM-MCBANE PUBLIC LIBRARY 405 WHITE STREET SPRINGFIELD TN 37172	NONE	PUBLIC	CHARITABLE	50,000.
AUSTIN PRAY UNIVERSITY 601 COLLEGE STREET CLARKSVILLE TN 37044	NONE	PUBLIC	EDUCATIONAL	50,000.
LIFE CENTER/ROBERTSON COUNTY SENIOR CENTER 601 LOCUST STREET SPRINGFIELD TN 37172	NONE	PUBLIC	CHARITABLE	6,000.
ROBERTSON COUNTY HISTORY MUSEUM P O BOX 1022 SPRINGFIELD TN 37172	NONE	PUBLIC	EDUCATIONAL	10,000.
NORTHCREST MEDICAL CENTER FDN 100 NORTHCREST DRIVE SPRINGFIELD TN 37172	NONE	PUBLIC	CHARITABLE	20,000.
COMMUNITY SPIRIT, INC. 4727 GOODMAN RD. ADAMS TN 37010-4905	NONE	PUBLIC	EDUCATIONAL	5,000.
WILLOW OAK CENTER FOR ARTS & LEARNING P. O. BOX 236 SPRINGFIELD TN 37122	NONE	PUBLIC	EDUCATIONAL	30,000.
Total			3a	231,000.
b Approved for future payment				
Total			3b	

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

- | | | |
|--|-------------------|------------------|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | <p>Yes</p> | <p>No</p> |
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[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

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.

Julie Schinka

05/28/2013

TRUST OFFICER

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date	
------	--

Check <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	2.	2.
INTEREST EXEMPT FROM STATE TAXATION	27.	27.
TOTAL	29.	29.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND AND INTEREST	110,862.	112,068.
TOTAL	110,862.	112,068.

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	201.	201.
FEDERAL TAX PAYMENT - PRIOR YE	3,056.	
FEDERAL ESTIMATES - PRINCIPAL	2,848.	
FOREIGN TAXES ON QUALIFIED FOR		656.
FOREIGN TAXES ON NONQUALIFIED		5.
	-----	-----
TOTALS	6,105.	862.
	=====	=====

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	317,386.	327,680.
SEE ATTACHED ASSET LISTING MBS	231,755.	238,336.
-----	-----	-----
-----	-----	-----
=====	=====	=====

TOTALS

BJ1192 9155 05/28/2013 10:49:03

2055002233

24

STATEMENT 5

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	1,809,938.	2,330,696.
FOREIGN STOCK	47,915.	34,191.
MUTUAL FUNDS - EQUITIES	589,085.	732,923.
MUTUAL FUNDS - INTERNATIONAL	176,718.	166,913.
	-----	-----
TOTALS	2,623,656.	3,264,723.
	=====	=====

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV -----
SEE ATTACHED ASSET LISTING	595,721.	630,415.
TOTALS	595,721.	630,415.
	=====	=====

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

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

COST/
FMV
C OR F

DESCRIPTION

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

C
C
C

TOTALS

BJ1192 9155 05/28/2013 10:49:03

2055002233

STATEMENT 8

27

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

=====

DESCRIPTION

AMOUNT

TIP INFLATION INDEX ADJUSTMENT

589.

ACCRETION

17.

TOTAL

606.

=====

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 36,866.

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:

36,866.

=====

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	4,628,349.		
FEBRUARY	4,517,087.		
MARCH	4,587,636.		
APRIL	4,565,685.		
MAY	4,294,438.		
JUNE	4,195,670.		
JULY	4,240,369.		
AUGUST	4,300,787.		
SEPTEMBER	4,379,889.		
OCTOBER	4,341,449.		
NOVEMBER	4,374,306.		
DECEMBER	4,423,318.		
	-----	-----	-----
TOTAL	52,848,983.		
	=====	=====	=====
AVERAGE FMV	4,404,082.		
	=====	=====	=====

=====

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.



REGIONS
TRUST

REGIONS BANK

Run on 06/12/2013 04:58:15 PM

Asset Details

As of 01/31/2013

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 (70E/30F)

Lot Select Method: FIFO

Sort By: Security Type

Ticker CUSIP/ Description Cash	Units	Price	Tax Cost	Book Value	Market Unrealized Value Gain/Loss	% of Portfolio Income	Est. Yield	Princ Dat
CASH							0.00	
Total For Cash	0.000000							
Short Term Investments								
999990484 REGIONS TRUST CASH SWEEP	<u>167,194.550000</u>	1.000	167,194.55	167,194.55	167,195	3.61	33 0.02	01/01/19C
Total For Short Term Investments	167,194.550000		167,194.55	167,194.55	167,195		33	

**U S Government
Obligations**

31359MH89 FEDERAL NATIONAL MORTGAGE ASSN 5% 03/15/2016	<u>24,000.000000</u>	113.970	25,743.87	25,743.87	27,353	1,609	0.59	1,200 4.39	01/31/201
3137EACH0 FEDERAL HOME LOAN MTG CORP DTD 01/07/2010 2.875% 02/09/2015	<u>40,000.000000</u>	105.160	42,672.30	42,672.30	42,064	608-	0.91	1,150 2.73	01/31/201
912810EQ7 UNITED STATES TREASURY 6.25% 08/15/2023	<u>29,000.000000</u>	140.359	36,761.69	36,761.69	40,704	3,942	0.88	1,813 4.45	01/31/201
912828PC8 UNITED STATES TREASURY N/B DTD 11/15/2010 2.625%	<u>51,000.000000</u>	107.898	52,068.44	52,068.44	55,028	2,960	1.19	1,339 2.43	01/31/201

11/15/2020

912828PJ3 121,000.000000 102.750 124,705.78 124,705.78 124,328 378- 2.69 1,664 1.34 01/31/201
 UNITED STATES
 TREASURY DTD
 11/30/2010
 1.375%
 11/30/2015

912828QV5 33,713.460000 113.320 35,433.43 35,433.43 38,204 2,771 0.83 211 0.55 01/31/201
 UNITED STATES
 TREASURY
 INFLATION INDEX
 BOND DTD
 07/29/2011 .625%

07/15/2021 OFV
 33,000

Total For U S Government Obligations 298,713.460000 317,385.51 317,385.51 327,680 10,295 7,376

**Mortgage
 Backed
 Securities**

3128M74W3 6,956.350000 106.775 7,417.21 7,417.21 7,428 10 0.16 313 4.21 01/31/201
 FEDERAL HOME
 LOAN MTG CORP
 POOL #G05937
 DTD 07/01/2010
 4.5%
 08/01/2040 OFV
 15,000

3128M7KV7 7,896.980000 108.015 8,557.12 8,557.12 8,530 27- 0.18 395 4.63 01/31/201
 FEDERAL HOME
 LOAN MTG CORP
 POOL #G05408
 DTD 04/01/2009
 5%
 12/01/2036 OFV
 28,000

312943WG4 9,278.890000 108.154 9,960.31 9,960.31 10,035 75 0.22 371 3.70 01/31/201
 FEDERAL HOME
 LOAN MTGE CORP
 POOL #A95147
 DTD 11/01/2010
 4%
 11/01/2040 OFV
 12,000

31368HMT7 11,377.200000 109.419 12,362.04 12,362.04 12,449 87 0.27 683 5.48 01/31/201
 FEDERAL
 NATIONAL
 MORTGAGE ASSN
 POOL #190370
 DTD 05/01/2006
 6%
 06/01/2036 OFV
 64,000

3138A8SR8 12,309.970000 106.813 12,933.17 12,933.17 13,149 215 0.28 492 3.74 01/31/201
 FEDERAL
 NATIONAL

MORTGAGE ASSN
POOL #AH6827
DTD 03/01/2011
4%
03/01/2026 OFV
23,000

3138EGNK6 7,798.390000 109.463 8,295.54 8,295.54 8,536 241 0.18 351 4.11 01/31/201

FEDERAL
NATIONAL
MORTGAGE ASSN
POOL #AL0393
DTD 06/01/2011
4.5%
06/01/2041 OFV
11,000

31402C4H2 16,052.670000 109.763 15,979.94 15,979.94 17,620 1,640 0.38 883 5.01 01/31/201

FEDERAL
NATIONAL
MORTGAGE ASSN
POOL #725424
DTD 04/01/04
5.5%
04/01/2034 OFV
132,552

31402DDB3 2,423.200000 109.263 2,401.63 2,401.63 2,648 246 0.06 133 5.03 01/31/201

FEDERAL
NATIONAL
MORTGAGE ASSN
POOL #725598
DTD 06/01/2004
5.5%
07/01/2034 OFV
15,006

31402RFV6 11,950.370000 108.815 12,889.59 12,889.59 13,004 114 0.28 598 4.59 01/31/201

FEDERAL
NATIONAL
MORTGAGE ASSN
POOL #735580
DTD 05/01/05 5%
06/01/2035 OFV
59,000

31402RUW7 38,123.600000 109.138 42,067.01 42,067.01 41,607 460- 0.90 2,097 5.04 01/31/201

FEDERAL
NATIONAL
MORTGAGE ASSN
POOL #735997
DTD 10/01/2005
5.5%
11/01/2035 OFV
192,000

31403CXG1 8,845.370000 108.203 8,545.48 8,545.48 9,571 1,025 0.21 442 4.62 01/31/201

FEDERAL
NATIONAL
MORTGAGE ASSN
POOL #745079
DTD 11/01/05 5%
12/01/2020 OFV
46,347

31410FSS5 7,074.470000 109.419 7,127.54 7,127.54 7,741 613 0.17 424 5.48 01/31/201

FEDERAL
NATIONAL
MORTGAGE ASSN

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

31410FZ99 7,406.160000 109.531 7,947.74 7,947.74 8,112 164 0.18 444 5.48 01/31/201

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

31410GJW4 5,508.450000 107.813 5,488.66 5,488.66 5,939 450 0.13 303 5.10 01/31/201

FEDERAL
NATIONAL
MORTGAGE ASSN
POOL # 888677
5.5%
08/01/2022 OFV
47,000

31410NJP4 4,944.190000 109.419 4,928.74 4,928.74 5,410 481 0.12 297 5.48 01/31/201

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

31410TDA0 708.530000 108.203 690.05 690.05 767 77 0.02 35 4.62 01/31/201

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

31412XV35 4,822.620000 109.419 4,873.10 4,873.10 5,277 404 0.11 289 5.48 01/31/201

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

31413YRR4 4,505.560000 109.419 4,537.23 4,537.23 4,930 393 0.11 270 5.48 01/31/201

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

31416BK72 17,849.170000 108.638 18,959.15 18,959.15 19,391 432 0.42 982 5.06 01/31/201

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

31416RBE2 6,830.090000 106.357 7,223.88 7,223.88 7,264 40 0.16 273 3.76 01/31/201

FEDERAL
NATIONAL
MORTGAGE ASSN

POOL #AA7236
 DTD 05/01/2009
 4%
 06/01/2039 OFV
 12,000

31418AFC7	<u>8,668.680000</u>	105.172	9,077.72	9,077.72	9,117	39	0.20	260	2.85	01/31/201
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FEDERAL
 NATIONAL
 MORTGAGE ASSN
 POOL #MA1062
 DTD 04/01/2012
 3%
 05/01/2027 OFV
 10,000

31418UEE0	<u>6,769.010000</u>	107.651	7,211.11	7,211.11	7,287	76	0.16	305	4.18	01/31/201
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FEDERAL
 NATIONAL
 MORTGAGE ASSN
 POOL # AD6432
 DTD 06/01/2010
 4.5% 06/01/2040
 OFV 14,000

31419DMQ1	<u>11,836.970000</u>	105.813	12,280.85	12,280.85	12,525	244	0.27	414	3.31	01/31/201
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FEDERAL
 NATIONAL
 MORTGAGE ASSN
 POOL #AE3066
 DTD 09/01/2010
 3.5%
 09/01/2025 OFV
 25,000

Total For Mortgage Backed Securities	219,936.890000		231,754.81	231,754.81	238,336	6,581		11,055		
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Corporate Bonds

001055AC6 AFLAC INC DTD 5/21/09 8.5% 05/15/2019	<u>9,000.000000</u>	135.542	11,246.17	11,246.17	12,199	953	0.26	765	6.27	01/31/201
--	---------------------	---------	-----------	-----------	--------	-----	------	-----	------	-----------

00206RAM4 AT&T INC DTD 05/13/08 5.6% 05/15/2018	<u>11,000.000000</u>	118.981	11,602.42	11,602.42	13,088	1,485	0.28	616	4.71	01/31/201
--	----------------------	---------	-----------	-----------	--------	-------	------	-----	------	-----------

0258M0DA4 AMERICAN EXPRESS CREDIT CORP SERIES: MTN DTD 09/13/2010 2.75% 09/15/2015	<u>12,000.000000</u>	104.499	12,311.72	12,311.72	12,540	228	0.27	330	2.63	01/31/201
--	----------------------	---------	-----------	-----------	--------	-----	------	-----	------	-----------

03523TBA5 ANHEUSER-BUSCH INBEV WOR DTD 01/27/2011 2.875%	<u>12,000.000000</u>	105.535	12,155.58	12,155.58	12,664	509	0.27	345	2.72	01/31/201
--	----------------------	---------	-----------	-----------	--------	-----	------	-----	------	-----------

02/15/2016

055451AN8 BHP BILLITON FIN USA LTD DTD 02/24/2012 1% 02/24/2015	<u>25,000.000000</u>	100.917	25,020.08	25,020.08	25,229	209	0.54	250	0.99	01/31/201
06739GBB4 BARCLAYS BANK PLC DTD 04/07/2010 3.9% 04/07/2015	<u>12,000.000000</u>	106.104	12,097.54	12,097.54	12,732	635	0.28	468	3.68	01/31/201
126408GN7 CSX CORP DTD 3/27/08 6.25% 04/01/2015	<u>11,000.000000</u>	111.554	12,358.47	12,358.47	12,271	88-	0.27	688	5.60	01/31/201
12673PAC9 CA INC DTD 11/13/09 5.375% 12/01/2019	<u>11,000.000000</u>	113.809	11,366.61	11,366.61	12,519	1,152	0.27	591	4.72	01/31/201
149123BQ3 CATERPILLAR INC DTD 12/05/08 7.9% 12/15/2018	<u>9,000.000000</u>	134.365	10,303.97	10,303.97	12,093	1,789	0.26	711	5.88	01/31/201
166764AA8 CHEVRON CORP CALLABLE DTD 12/05/2012 1.104% 12/05/2017-2017	<u>9,000.000000</u>	99.962	9,031.85	9,031.85	8,997	35-	0.19	99	1.10	01/31/201
17275RAC6 CISCO SYSTEMS INC CALLABLE 5.5%-02/22/2016	<u>10,000.000000</u>	114.107	11,472.77	11,472.77	11,411	62-	0.25	550	4.82	01/31/201
172967FE6 CITIGROUP INC DTD 06/15/2010 6% 12/13/2013	<u>12,000.000000</u>	104.489	13,031.25	13,031.25	12,539	493-	0.27	720	5.74	01/31/201
20030NAZ4 COMCAST CORP DTD 06/18/09 5.7% 07/01/2019	<u>11,000.000000</u>	120.590	11,707.53	11,707.53	13,265	1,557	0.29	627	4.73	01/31/201
22546QAA5 CREDIT SUISSE NEW YORK DTD 5/4/09 5.5% 05/01/2014	<u>25,000.000000</u>	106.038	26,859.08	26,859.08	26,510	350-	0.57	1,375	5.19	01/31/201
25459HAN5 DIRECTV HOLDGS/FING DTD 03/11/2010 3.55% 03/15/2015	<u>12,000.000000</u>	105.098	12,445.08	12,445.08	12,612	167	0.27	426	3.38	01/31/201
26441CAG0 DUKE ENERGY CORPORATION DTD 11/17/2011	<u>13,000.000000</u>	103.108	13,076.82	13,076.82	13,404	327	0.29	280	2.09	01/31/201

2.15% 11/15/2016

369622SM8 GENERAL ELECTRIC CAPITAL CORP DTD 02/11/11 5.3% 02/11/2021	<u>11,000.000000</u>	113.723	11,223.57	11,223.57	12,510	1,286	0.27	583	4.66	01/31/201
36962G3P7 GENERAL ELECTRIC CAPITAL CORP DTD 01/14/08 5.875% 01/14/2038	<u>11,000.000000</u>	116.921	11,686.53	11,686.53	12,861	1,175	0.28	646	5.02	01/31/201
38141EA25 GOLDMAN SACHS GROUP INC DTD 2/5/09 7.5% 02/15/2019	<u>11,000.000000</u>	125.699	12,315.42	12,315.42	13,827	1,511	0.30	825	5.97	01/31/201
38141EA33 GOLDMAN SACHS GROUP INC DTD 5/6/09 6% 05/01/2014	<u>12,000.000000</u>	106.203	12,612.53	12,612.53	12,744	132	0.28	720	5.65	01/31/201
42809HAB3 HESS CORPORATION DTD 2/3/09 8.125% 02/15/2019	<u>10,000.000000</u>	127.991	12,201.41	12,201.41	12,799	598	0.28	813	6.35	01/31/201
428236BE2 HEWLETT- PACKARD CO DTD 12/02/2010 2.2% 12/01/2015	<u>13,000.000000</u>	100.655	12,947.28	12,947.28	13,085	138	0.28	286	2.19	01/31/201
458140AJ9 INTEL CORP DTD 09/19/2011 3.3% 10/01/2021	<u>12,000.000000</u>	104.091	12,127.80	12,127.80	12,491	363	0.27	396	3.17	01/31/201
459200GX3 INTERNATIONAL BUSINESS MACHINES DTD 07/22/2011 1.95% 07/22/2016	<u>24,000.000000</u>	103.768	24,882.87	24,882.87	24,904	21	0.54	468	1.88	01/31/201
46625HHL7 J P MORGAN CHASE & CO DTD 04/23/09 6.3% 04/23/2019	<u>10,000.000000</u>	121.994	10,411.13	10,411.13	12,199	1,788	0.26	630	5.16	01/31/201
50075NBB9 MONDELEZ INTERNATIONAL DTD 02/08/2010 4.125% 02/09/2016	<u>12,000.000000</u>	108.488	12,249.82	12,249.82	13,019	769	0.28	495	3.80	01/31/201
59018YN64	<u>11,000.000000</u>	120.463	11,475.07	11,475.07	13,251	1,776	0.29	756	5.71	01/31/201

MERRILL LYNCH &
CO INC SERIES:
MTN DTD 04/25/08
6.875%
04/25/2018

59022CAJ2 13,000.000000 111.448 12,367.14 12,367.14 14,488 2,121 0.31 794 5.48 01/31/201
MERRILL LYNCH &
CO 6.11%
01/29/2037

61747YCJ2 12,000.000000 113.414 12,164.10 12,164.10 13,610 1,446 0.29 675 4.96 01/31/201
MORGAN STANLEY
SERIES: MTN DTD
9/23/09 5.625%
09/23/2019

61747YCK9 13,000.000000 104.554 13,578.40 13,578.40 13,592 14 0.29 546 4.02 01/31/201
MORGAN STANLEY
DTD 11/20/2009
4.2% 11/20/2014

68323AAE4 26,000.000000 101.017 26,057.79 26,057.79 26,264 207 0.57 358 1.36 01/31/201
ONTARIO
(PROVINCE OF)
DTD 01/27/2011
1.375%
01/27/2014

68389XAC9 11,000.000000 121.093 11,684.85 11,684.85 13,320 1,635 0.29 633 4.75 01/31/201
ORACLE
CORPORATION
DTD 04/09/08
5.75% 04/15/2018

71645WAP6 23,000.000000 111.726 24,194.45 24,194.45 25,697 1,503 0.56 1,323 5.15 01/31/201
PETROBRAS INTL
FIN CO DTD
10/30/09 5.75%
01/20/2020

717081DB6 10,000.000000 125.274 11,404.80 11,404.80 12,527 1,123 0.27 620 4.95 01/31/201
PFIZER INC DTD
3/24/09 6.2%
03/15/2019

74432QBP9 12,000.000000 110.589 12,103.77 12,103.77 13,271 1,167 0.29 540 4.07 01/31/201
PRUDENTIAL
FINANCIAL DTD
11/18/2010 4.5%
11/15/2020

78011DAC8 19,000.000000 99.580 19,000.85 19,000.85 18,920 81 0.41 228 1.21 01/31/201
ROYAL BANK OF
CANADA DTD
09/19/2012 1.2%
09/19/2017

867914BE2 12,000.000000 106.814 12,116.11 12,116.11 12,818 702 0.28 420 3.28 01/31/201
SUNTRUST BKS
INC DTD
11/01/2011 3.5%
01/20/2017

87425EAL7 10,000.000000 128.882 11,890.74 11,890.74 12,888 997 0.28 775 6.01 01/31/201
TALISMAN ENERGY
INC DTD 6/1/09

7.75% 06/01/2019

87612EAP1 TARGET CORP CALLABLE 5.375% 05/01/2017	<u>11,000.000000</u>	116.832	11,337.25	11,337.25	12,852	1,514	0.28	591	4.60	01/31/201
88732JAL2 TIME WARNER CABLE 6.75% 07/01/2018	<u>10,000.000000</u>	123.861	11,216.07	11,216.07	12,386	1,170	0.27	675	5.45	01/31/201
89233P5F9 TOYOTA MOTOR CREDIT CORP SERIES MTN DTD 09/15/2011 3.4% 09/15/2021	<u>12,000.000000</u>	106.972	12,149.72	12,149.72	12,837	687	0.28	408	3.18	01/31/201
92343VAW4 VERIZON COMMUNICATIONS DTD 03/28/2011 6% 04/01/2041	<u>10,000.000000</u>	124.101	10,525.73	10,525.73	12,410	1,884	0.27	600	4.83	01/31/201
929903DT6 WACHOVIA CORP DTD 06/08/07 5.75% 06/15/2017	<u>11,000.000000</u>	117.403	11,595.38	11,595.38	12,914	1,319	0.28	633	4.90	01/31/201
931142CM3 WAL MART STORES INC DTD 04/15/2008 6.2% 04/15/2038	<u>9,000.000000</u>	131.765	12,113.09	12,113.09	11,859	254-	0.26	558	4.71	01/31/201
Total For Corporate Bonds	565,000.000000		595,720.61	595,720.61	630,415	34,695		25,834		

Common Stock

<u>AGN</u>	018490102 ALLERGAN INC	<u>670.000000</u>	105.010	33,657.45	33,657.45	70,357	36,699	1.52	134	0.19	01/31/201
<u>AXP</u>	025816109 AMERICAN EXPRESS CO	<u>1,070.000000</u>	58.810	53,666.88	53,666.88	62,927	9,260	1.36	856	1.36	01/31/201
<u>APA</u>	037411105 APACHE CORPORATION	<u>390.000000</u>	83.760	48,629.06	48,629.06	32,666	15,963-	0.71	265	0.81	01/31/201
<u>ADM</u>	039483102 ARCHER DANIELS MIDLAND CO	<u>1,450.000000</u>	28.530	49,184.00	49,184.00	41,369	7,816-	0.89	1,015	2.45	01/31/201
<u>ADSK</u>	052769106 AUTO DESK INC	<u>1,160.000000</u>	38.880	48,202.29	48,202.29	45,101	3,101-	0.97		0.00	01/31/201
<u>CVS</u>	126650100 CVS/CAREMARK CORPORATION	<u>1,410.000000</u>	51.200	53,134.02	53,134.02	72,192	19,058	1.56	1,269	1.76	01/31/201
<u>CAT</u>	149123101	<u>500.000000</u>	98.390	48,009.90	48,009.90	49,195	1,185	1.06	1,040	2.11	01/31/201

CATERPILLAR INC											
<u>CVX</u>	166764100 CHEVRON CORP	<u>520.000000</u>	115.150	30,934.80	30,934.80	59,878	28,943	1.29	-1,872	3.13	01/31/201
<u>CSCO</u>	17275R102 CISCO SYSTEMS INC	<u>2,100.000000</u>	20.570	37,002.00	37,002.00	43,197	6,195	0.93	1,176	2.72	01/31/201
<u>EMC</u>	268648102 E M C CORP MASS	<u>1,980.000000</u>	24.610	22,577.40	22,577.40	48,728	26,150	1.05		0.00	01/31/201
<u>XOM</u>	30231G102 EXXON MOBIL CORP	<u>612.000000</u>	89.970	40,119.80	40,119.80	55,062	14,942	1.19	1,395	2.53	01/31/201
<u>GE</u>	369604103 GENERAL ELECTRIC CO	<u>2,630.000000</u>	22.280	76,026.47	76,026.47	58,596	17,430-	1.27	1,999	3.41	01/31/201
<u>HES</u>	42809H107 HESS CORPORATION	<u>600.000000</u>	67.160	34,416.00	34,416.00	40,296	5,880	0.87	240	0.60	01/31/201
<u>INTC</u>	458140100 INTEL CORP	<u>2,200.000000</u>	21.040	47,347.30	47,347.30	46,288	1,059-	1.00	1,980	4.28	01/31/201
<u>JPM</u>	46625H100 J P MORGAN CHASE & CO	<u>1,090.000000</u>	47.050	42,390.10	42,390.10	51,285	8,894	1.11	1,308	2.55	01/31/201
<u>JNJ</u>	478160104 JOHNSON & JOHNSON	<u>770.000000</u>	73.920	47,462.80	47,462.80	56,918	9,456	1.23	1,879	3.30	01/31/201
<u>JNPR</u>	48203R104 JUNIPER NETWORKS INC	<u>1,300.000000</u>	22.380	33,709.13	33,709.13	29,094	4,615-	0.63		0.00	01/31/201
<u>MRO</u>	565849106 MARATHON OIL CORP	<u>1,150.000000</u>	33.610	29,057.90	29,057.90	38,652	9,594	0.83	782	2.02	01/31/201
<u>MPC</u>	56585A102 MARATHON PETROLEUM CORP	<u>575.000000</u>	74.210	19,656.10	19,656.10	42,671	23,015	0.92	805	1.89	01/31/201
<u>MAT</u>	577081102 MATTEL INC	<u>2,030.000000</u>	37.630	48,499.75	48,499.75	76,389	27,889	1.65	2,517	3.30	01/31/201
<u>MRK</u>	58933Y105 MERCK & CO. INC. NEW	<u>1,430.000000</u>	43.250	48,477.00	48,477.00	61,848	13,371	1.34	2,460	3.98	01/31/201
<u>MSFT</u>	594918104 MICROSOFT CORP	<u>1,700.000000</u>	27.450	46,299.50	46,299.50	46,665	366	1.01	1,564	3.35	01/31/201
<u>MON</u>	61166W101 MONSANTO CO	<u>700.000000</u>	101.350	53,630.98	53,630.98	70,945	17,314	1.53	1,050	1.48	01/31/201
<u>NEE</u>	65339F101 NEXTERA ENERGY, INC.	<u>890.000000</u>	72.050	48,263.89	48,263.89	64,125	15,861	1.38	2,136	3.33	01/31/201
<u>NSC</u>	655844108 NORFOLK SOUTHERN CORP	<u>740.000000</u>	68.870	51,495.49	51,495.49	50,964	532-	1.10	1,480	2.90	01/31/201

<u>ORCL</u>	68389X105 ORACLE CORPORATION	<u>1,540.000000</u>	35.510	35,219.80	35,219.80	54,685	19,466	1.18	370	0.68	01/31/201
<u>PEP</u>	713448108 PEPSICO INC	<u>730.000000</u>	72.850	43,865.70	43,865.70	53,181	9,315	1.15	1,570	2.95	01/31/201
<u>PG</u>	742718109 PROCTER & GAMBLE CO	<u>740.000000</u>	75.160	42,513.85	42,513.85	55,618	13,105	1.20	1,664	2.99	01/31/201
<u>PRU</u>	744320102 PRUDENTIAL FINANCIAL INC	<u>730.000000</u>	57.880	69,761.72	69,761.72	42,252	27,509-	0.91	1,168	2.76	01/31/201
<u>QCOM</u>	747525103 QUALCOMM INC	<u>920.000000</u>	66.020	36,480.43	36,480.43	60,738	24,258	1.31	920	1.51	01/31/201
<u>RHI</u>	770323103 ROBERT HALF INTL INC	<u>1,400.000000</u>	35.240	37,860.20	37,860.20	49,336	11,476	1.07	840	1.70	01/31/201
<u>SLB</u>	806857108 SCHLUMBERGER LTD	<u>560.000000</u>	78.050	27,762.00	27,762.00	43,708	15,946	0.94	700	1.60	01/31/201
<u>SPLS</u>	855030102 STAPLES INC	<u>2,110.000000</u>	13.485	48,546.46	48,546.46	28,453	20,093-	0.61	928	3.26	01/31/201
<u>STT</u>	857477103 STATE STREET CORP	<u>900.000000</u>	55.650	37,256.13	37,256.13	50,085	12,829	1.08	864	1.73	01/31/201
<u>SYK</u>	863667101 STRYKER CORP	<u>800.000000</u>	62.650	37,286.31	37,286.31	50,120	12,834	1.08	848	1.69	01/31/201
<u>TMO</u>	883556102 THERMO FISHER SCIENTIFIC, INC.	<u>860.000000</u>	72.140	48,291.93	48,291.93	62,040	13,748	1.34	516	0.83	01/31/201
<u>MMM</u>	88579Y101 3M CO	<u>550.000000</u>	100.550	43,752.06	43,752.06	55,303	11,550	1.19	1,298	2.35	01/31/201
<u>TRV</u>	89417E109 TRAVELERS COMPANIES, INC.	<u>880.000000</u>	78.460	40,601.83	40,601.83	69,045	28,443	1.49	1,619	2.35	01/31/201
<u>UTX</u>	913017109 UNITED TECHNOLOGIES CORP	<u>600.000000</u>	87.570	32,982.00	32,982.00	52,542	19,560	1.14	1,284	2.44	01/31/201
<u>VFC</u>	918204108 VF CORP	<u>580.000000</u>	147.580	48,160.19	48,160.19	85,596	37,436	1.85	2,018	2.36	01/31/201
<u>VZ</u>	92343V104 VERIZON COMMUNICATIONS	<u>1,506.000000</u>	43.610	9,004.72	9,004.72	65,677	56,672	1.42	3,102	4.72	01/31/201
<u>V</u>	92826C839 VISA INC - CLASS A SHRS	<u>700.000000</u>	157.910	48,369.93	48,369.93	110,537	62,167	2.39	924	0.84	01/31/201
<u>WAG</u>	931422109 WALGREEN CO	<u>660.000000</u>	39.960	30,373.59	30,373.59	26,374	4,000-	0.57	726	2.75	01/31/201

Total For Common Stock	46,433.000000	1,809,938.86	1,809,938.86	2,330,696	520,757	50,581
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Foreign Stock

<u>TEVA</u>	881624209	<u>900.000000</u>	37.990	47,915.25	47,915.25	34,191	13,724-	0.74	724	2.12	01/31/201
	TEVA PHARMACEUTICAL INDS SPONS ADR ONE ADR REPRS ONE ORD SHARE										

Total For Foreign Stock	900.000000	47,915.25	47,915.25	34,191	13,724-	724
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Mutual Funds - Equity

<u>IJH</u>	464287507	<u>3,450.000000</u>	109.100	291,429.14	291,429.14	376,395	84,966	8.13	5,006	1.33	01/31/201
	ISHARES CORE S&P MID-CAP ETF										

<u>IWM</u>	464287655	<u>3,980.000000</u>	89.580	297,656.20	297,656.20	356,528	58,872	7.70	6,714	1.88	01/31/201
	ISHARES RUSSELL 2000										

Total For Mutual Funds - Equity	7,430.000000	589,085.34	589,085.34	732,923	143,838	11,720
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Mutual Funds - International

<u>EFA</u>	464287465	<u>2,830.000000</u>	58.980	176,717.71	176,717.71	166,913	9,804-	3.60	4,978	2.98	01/31/201
	ISHARES MSCI EAFE INDEX FUND										

Total For Mutual Funds - International	2,830.000000	176,717.71	176,717.71	166,913	9,804-	4,978
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Total Portfolio		3,935,712.64	3,935,712.64	4,628,349	692,637	100.00	112,301	2.43
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