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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- ▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 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 ORLANDO	State FL	ZIP code 32802-1908		
Foreign country name	Foreign province/state/county	Foreign postal code	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) ▶ \$ 5,468,919		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐				

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	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	120,603	120,444		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	109,605			
	b Gross sales price for all assets on line 6a 5,290,057				
	7 Capital gain net income (from Part IV, line 2)		109,605		
	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	3,230,208	230,049	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	17,443	8,721		8,722
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a 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)	2,862	1,496		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	2,509			2,509
	24 Total operating and administrative expenses. Add lines 13 through 23	25,314	10,217	0	13,731
	25 Contributions, gifts, grants paid	3,043,752			3,043,752
26 Total expenses and disbursements. Add lines 24 and 25	3,069,066	10,217	0	3,057,483	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	161,142				
b Net investment income (if negative, enter -0-)		219,832			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	89,553	7,589	7,589
	2	Savings and temporary cash investments	68,385	87,907	87,907
	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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	90,837	90,837	759,780
	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)	3,973,328	4,143,073	4,613,643
	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)	4,222,103	4,329,406	5,468,919
	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)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	4,222,103	4,329,406	
	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)	4,222,103	4,329,406	
	31	Total liabilities and net assets/fund balances (see instructions)	4,222,103	4,329,406	

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	4,222,103
2	Enter amount from Part I, line 27a	2	161,142
3	Other increases not included in line 2 (itemize) See Attached Statement	3	17,125
4	Add lines 1, 2, and 3	4	4,400,370
5	Decreases not included in line 2 (itemize) See Attached Statement	5	70,964
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,329,406

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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 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			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
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	109,605
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))
2012	1,357,539	4,557,421	0.297874
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

2 Total of line 1, column (d)	2	1.879570
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	0.375914
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,910,275
5 Multiply line 4 by line 3	5	2,221,755
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,198
7 Add lines 5 and 6	7	2,223,953
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	3,057,483

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	2,198	
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	2,198	
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	2,198	
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,971	
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	2,971	
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	773	
11	Enter the amount of line 10 to be. Credited to 2014 estimated tax 773 Refunded	11	0	

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)? <i>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</i>		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? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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 Telephone no ▶ (404) 724-3355 Located at ▶ P.O. BOX 1908 ORLANDO FL ZIP+4 ▶ 32802-1908			
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 2013, 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

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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
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 2013 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 2013.)	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 2013?	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:	☐ Yes ☒ No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here	☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	N/A	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See 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



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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		
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

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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	5,679,072
b	Average of monthly cash balances	1b	321,207
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	6,000,279
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	6,000,279
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	90,004
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,910,275
6	Minimum investment return. Enter 5% of line 5	6	295,514

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	295,514
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,198
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,198
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	293,316
4	Recoveries of amounts treated as qualifying distributions	4	16,400
5	Add lines 3 and 4	5	309,716
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	309,716

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	3,057,483
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	3,057,483
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	2,198
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,055,285

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				309,716
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008	1,226,199			
b From 2009	1,246,533			
c From 2010	1,190,531			
d From 2011	1,116,900			
e From 2012	1,132,639			
f Total of lines 3a through e	5,912,802			
4 Qualifying distributions for 2013 from Part XII, line 4. $\blacktriangleright$ \$ 3,057,483				
a Applied to 2012, 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 2013 distributable amount				309,716
e Remaining amount distributed out of corpus	2,747,767			
5 Excess distributions carryover applied to 2013 (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	8,660,569			
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 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7 (see instructions)	1,226,199			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	7,434,370			
10 Analysis of line 9:				
a Excess from 2009	1,246,533			
b Excess from 2010	1,190,531			
c Excess from 2011	1,116,900			
d Excess from 2012	1,132,639			
e Excess from 2013	2,747,767			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter:				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
c "Support" alternative test—enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)

N/A

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

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

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

- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

BROWN SHOE CO CHARITABLE TRUST 8400 MARYLAND AVENUE ST LOUIS, MO 36166

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

SEE ATTACHED

- c** Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	3,043,752
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

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

2013▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization

SUC TR BROWN SHOE CO CHAR TR

Employer identification number

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 its Form 990-PF, Part I, line 2, 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 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

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

Recipient(s) paid during the year

Name

ARTS AND EDUCATION COUNCIL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 21,000

Name

CITY ARCH RIVER 2015 FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 2,000,000

Name

CLAYTON CENTURY FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 21,500

Name

COCA

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 5,000

Name

CROWN CENTER

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 2,500

Name

FAIR ST LOUIS FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 20,000

SUC TR BROWN SHOE CO CHAR TR

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

Recipient(s) paid during the year

Name

FOUNDATION FOR BARNES-JEWISH HOSPITAL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 5,000

Name

GRAND CENTER

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 25,000

Name

GREATER SAINT LOUIS AREA COUNCIL, BOY SCOUTS OF AMERICA

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 2,575

Name

GREATER ST. LOUIS COMMUNITY FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 10,000

Name

HUMANE SOCIETY OF SAINT LOUIS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 5,000

Name

JACKIE ROBINSON FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 30,000

SUC TR BROWN SHOE CO CHAR TR

23-7443082 Page 3 of 19

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 SAINT LOUIS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 5,000

Name

JUNIOR ACHIEVEMENT OF GREATER SAINT LOUIS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 19,000

Name

KIDS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 10,000

Name

MISSOURI BOTANICAL GARDEN

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 6,235

Name

NEIGHBORHOOD HOUSES

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 2,500

Name

NINE NETWORK

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 25,000

SUC TR BROWN SHOE CO CHAR TR

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

Recipient(s) paid during the year

Name

REPERTORY THEATRE OF SAINT LOUIS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 16,250

Name

RONALD MCDONALD HOUSE NEW YORK

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 10,000

Name

SAINT LOUIS ARC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 2,500

Name

SAINT LOUIS ART MUSEUM

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 40,240

Name

SAINT LOUIS SYMPHONY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 32,500

Name

SAINT LOUIS ZOO FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 57,500

SUC TR BROWN SHOE CO CHAR TR

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

Recipient(s) paid during the year

Name

SPECIAL OLYMPICS MISSOURI

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 10,100
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Name

ST. LOUIS CHILDRENS HOSPITAL

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 2,500
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Name

THE MAGIC HOUSE

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 11,225
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Name

TWO TEN FOOTWEAR FOUNDATION

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 168,000
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Name

UNITED WAY OF GREATER SAINT LOUIS

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 365,107
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Name

VARIETY THE CHILDRENS CHARITY OF SAINT LOUIS

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 15,200
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SUC TR BROWN SHOE CO CHAR TR

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

Recipient(s) paid during the year

Name

WASHINGTON UNIVERSITY

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 25,000
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Name

YMCA METRO SAINT LOUIS

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 250
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Name

ALS ASSOCIATION

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 50
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Name

AMERICAN DIABETES ASSOCIATION

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 50
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Name

AMERICAN HEART ASSOCIATION

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 1,535
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Name

AMERICAN RED CROSS

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 350
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SUC TR BROWN SHOE CO CHAR TR

23-7443082 Page 7 of 19

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

Recipient(s) paid during the year

Name

ANGES SCOTT COLLEGE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 650

Name

ARCHCITY DEFENDERS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 200

Name

ART SAINT LOUIS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 200

Name

ASHA FOR EDUCATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 650

Name

BARNES-JEWISH HOSPITAL FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 1,000

Name

CAMP RAINBOW FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 200

SUC TR BROWN SHOE CO CHAR TR

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

Recipient(s) paid during the year

Name

CATHOLIC CHARITIES OF SOUTHERN MISSOURI

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 50

Name

CATHOLIC DIOCESE OF BELLEVILLE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 1,000

Name

CHILDREN'S NATIONAL MEDICAL CENTER

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 250

Name

COVENANT HOUSE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 50

Name

CRAFT ALLIANCE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 120

Name

CREIGHTON UNIVERSITY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 825

SUC TR BROWN SHOE CO CHAR TR

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

Recipient(s) paid during the year

Name

CROHN'S & COLITIS FOUNDATION OF AMERICA

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 25

Name

CYSTIC FIBROSIS FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 750

Name

EVANS SCHOLAR FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 500

Name

FISHER HOUSE FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 50

Name

FLORIDA AGRICULTURAL & MECHANICAL UNIV FOUND

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 5,000

Name

FOLK SCHOOL OF SAINT LOUIS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 200

SUC TR BROWN SHOE CO CHAR TR

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

Recipient(s) paid during the year

Name

FOREST PARK FOREVER

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 400

Name

FRANCISAN UNIVERSITY OF STEUBENVILLE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 200

Name

FRIENDS OF MANDARIN SCHOLARS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 500

Name

FRIENDS OF TOWER GROVE PARK

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 200

Name

HARRIS HOUSE FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 500

Name

HOLY CROSS ACADEMY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 500

SUC TR BROWN SHOE CO CHAR TR

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

Recipient(s) paid during the year

Name

HUMANE SOCIETY US

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 40
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Name

JANE DOE ADVOCACY CENTER

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 150
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Name

JEWISH COMMUNITY CENTER

Street

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

Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 1,200
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Name

JUNIOR ACHEIVEMENT

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 250
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Name

KDHX

Street

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

Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 800
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Name

KENRICK-GLENNON SEMINARY

Street

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

Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 1,100
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SUC TR BROWN SHOE CO CHAR TR

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

Recipient(s) paid during the year

Name

KWMU

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSE

Amount

520

Name

LA AMISTAD, INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSE

Amount

2,000

Name

LEUKEMIA & LYMPHOMA SOCIETY

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSE

Amount

200

Name

LIBERTY HOUSE

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSE

Amount

50

Name

LITTLE BIT FOUNDATION

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSE

Amount

1,700

Name

LYRIC OPREA OF CHICAGO

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSE

Amount

200

SUC TR BROWN SHOE CO CHAR TR

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

Recipient(s) paid during the year

Name

MARIAN MIDDLE SCHOOL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 1,250

Name

MARYVILLE UNIVERSITY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 50

Name

MEMORY CARE HOME SOLUTIONS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 1,250

Name

MISSOURI HISTORICAL SOCIETY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 165

Name

NATIONAL MS SOCIETY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 685

Name

NINE NETWORK OF PUBLIC MEDIA

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 710

SUC TR BROWN SHOE CO CHAR TR

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

Recipient(s) paid during the year

Name

PAWS WITH A CAUSE

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 500
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Name

PHI GAMMA DELTA EDUCATIONAL FOUNDATION

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 4,956
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Name

PROMO FUND

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 50
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Name

REFUGEE WOMAN'S ALLIANCE

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 500
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Name

ROCKWOOD PTO

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 485
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Name

ROMAN CATHOLIC DIOCESE SPRINGFIELD-CAPE

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 50
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SUC TR BROWN SHOE CO CHAR TR

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

Recipient(s) paid during the year

Name

RONALD MCDONALD HOUSE OF SAINT LOUIS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 500

Name

SAINT LOUIS SYMPHONY ORCHESTRA

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 200

Name

SAINT BALDRICK'S FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 50

Name

SAINT LOUIS ARTIST'S GUILD

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 200

Name

SAINT LOUIS DANCE THEATRE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 5,000

Name

SAINT LOUIS PUBLIC LIBRARY FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 100

SUC TR BROWN SHOE CO CHAR TR

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

Recipient(s) paid during the year

Name

SAINT LOUIS SCIENCE CENTER

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 1,848
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Name

SAINT LOUIS UNIVERSITY

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 3,250
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Name

SAINT LOUIS VETERNS HOME COMMITTEE

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 60
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Name

SAINT LOUIS ZOO ASSOCIATION

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 3,986
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Name

SHAKESPEARE FESTIVAL

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 50
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Name

SHARE PREGNANCY & INFANT LOSS SUPPORT

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 750
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SUC TR BROWN SHOE CO CHAR TR

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

Recipient(s) paid during the year

Name

SHELDON ARTS FOUNDATION

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 250
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Name

SOLES 4 SOULS

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 2,242
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Name

SOUTHSIDE DAY NURSERY

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 500
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Name

ST. LOUIS ROMAN CATHOLIC THEOLOGICAL SEMINARY

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 1,450
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Name

SUSAN G KOME FOUNDATION

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 700
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Name

TENTH LIFE CAT RESCUE

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 250
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SUC TR BROWN SHOE CO CHAR TR

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

Recipient(s) paid during the year

Name

THE COLLEGE SCHOOL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 2,323

Name

THE CROSSROADS SCHOOL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 4,850

Name

THE NEXT STEP FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 1,750

Name

THRIVE SAINT LOUIS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 100

Name

TRINITY COLLEGE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 300

Name

UNIVERSITY OF WISCONSIN FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 50

SUC TR BROWN SHOE CO CHAR TR

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

Recipient(s) paid during the year

Name

WALLA WALLA UNIVERSITY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 150

Name

WEBSTER UNIVERSITY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 2,000

Name

WILD CANID SURVIVAL AND RESEARCH CENTER

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 135

Name

WILLIAMS SYNDROME ASSOCIATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 60

Name

WYMAN CENTER

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE			Amount 4,100

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

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

Line 6 1990-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	Totals			Capital Gains/Losses			Cost, Other Basis and Expenses			Net Gain or Loss									
								Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss												
															Gross Sales	Other sales		5,290,057	5,180,452	0	0	109,605				
1	X	SHARES DJ SELECT DIVIDEN	66287168		5/22/2013		9/25/2013	5,012	4,954																	58
2	X	SHARES TR DOW JONES SEL	66287168		2/23/2012		4/9/2013	7,944	6,922																	1,022
3	X	SHARES TR DOW JONES SEL	66287168		2/23/2012		2/14/2013	9,041	8,252																	789
4	X	SHARES DJ SELECT DIVIDEN	66287168		5/22/2013		1/13/2013	8,664	8,191																	473
5	X	SHARES DJ SELECT DIVIDEN	66287168		5/22/2013		1/15/2013	71	66																	5
6	X	SHARES DJ SELECT DIVIDEN	66287168		8/19/2013		1/15/2013	127,673	117,691																	9,982
7	X	SHARES MSCI EMERGING M	66287234		8/19/2013		9/25/2013	5,272	4,861																	411
8	X	SHARES MSCI EMERGING M	66287234		8/19/2013		1/13/2013	8,492	8,063																	429
9	X	SHARES MSCI EMERGING M	66287234		2/23/2012		1/15/2013	126,207	116,126																	10,081
10	X	SHARES IBOXX INVT GRADE	66287242		2/23/2012		2/14/2013	25,491	24,919																	572
11	X	SHARES IBOXX INVT GRADE	66287242		2/23/2012		4/9/2013	21,667	20,842																	825
12	X	SHARES IBOXX INV GRD CO	66287242		5/22/2013		8/19/2013	14,098	15,185																	-1,087
13	X	SHARES IBOXX INV GRD CO	66287242		5/22/2013		9/25/2013	5,909	6,218																	-309
14	X	SHARES IBOXX INV GRD CO	66287242		5/22/2013		1/13/2013	9,752	10,283																	-531
15	X	SHARES IBOXX INV GRD CO	66287242		5/22/2013		1/15/2013	26,810	28,098																	-1,288
16	X	SHARES IBOXX INV GRD CO	66287242		2/23/2012		1/15/2013	113,514	115,656																	-2,142
17	X	SHARES TR MSCI EAFE INDE	66287465		4/19/2011		2/14/2013	11,186	11,498																	-312
18	X	SHARES TR MSCI EAFE INDE	66287465		4/19/2011		4/9/2013	9,451	9,632																	-181
19	X	SHARES MSCI EAFE ETF	66287465		5/22/2013		9/25/2013	6,854	6,718																	136
20	X	SHARES MSCI EAFE ETF	66287465		5/22/2013		1/13/2013	11,522	11,113																	409
21	X	SHARES MSCI EAFE ETF	66287465		5/22/2013		1/15/2013	93,426	89,902																	3,524
22	X	SHARES MSCI EAFE ETF	66287465		8/19/2013		2/14/2013	78,119	72,554																	5,565
23	X	SHARES RUSSELL MIDCAP V	66287473		4/19/2011		2/14/2013	6,195	5,318																	877
24	X	SHARES RUSSELL MIDCAP V	66287473		4/19/2011		4/9/2013	5,324	4,463																	861
25	X	SHARES RUSSELL MIDCAP V	66287473		4/19/2011		8/19/2013	22,209	17,852																	4,357
26	X	SHARES RUSSELL MIDCAP V	66287473		2/1/2012		8/19/2013	6,202	4,853																	1,349
27	X	SHARES RUSSELL MIDCAP V	66287473		2/23/2012		8/19/2013	90,371	72,123																	18,248
28	X	SHARES RUSSELL MIDCAP V	66287473		5/22/2013		8/19/2013	70,879	71,339																	-460
29	X	SHARES RUSSELL MIDCAP V	66287481		2/23/2012		2/14/2013	5,807	5,282																	525
30	X	SHARES RUSSELL MIDCAP V	66287481		2/23/2012		4/9/2013	4,953	4,422																	531
31	X	SHARES RUSSELL MIDCAP V	66287481		4/19/2011		8/19/2013	63,760	51,701																	12,059
32	X	SHARES RUSSELL MIDCAP V	66287499		8/19/2013		9/25/2013	2,512	2,410																	102
33	X	SHARES TR RUSSELL 1000 G	66287614		2/23/2012		2/14/2013	38,568	35,489																	3,079
34	X	SHARES TR RUSSELL 1000 G	66287614		2/23/2012		4/9/2013	33,110	29,701																	3,409
35	X	SHARES RUSSELL 1000 GRC	66287614		8/19/2013		9/25/2013	11,212	10,762																	450
36	X	SHARES RUSSELL 1000 GRC	66287614		8/19/2013		1/13/2013	19,296	17,686																	1,610
37	X	SHARES RUSSELL 1000 GRC	66287614		5/22/2013		1/15/2013	58,274	52,661																	5,613
38	X	SHARES RUSSELL 1000 GRC	66287614		8/19/2013		1/15/2013	40,459	36,576																	3,883
39	X	SHARES RUSSELL MIDCAP V	66287481		2/23/2012		8/19/2013	51,366	42,257																	9,109
40	X	SHARES RUSSELL MIDCAP V	66287481		5/22/2013		8/19/2013	82,126	80,905																	1,221
41	X	SHARES TR RUSSELL 2000 G	66287648		2/23/2012		1/15/2013	184,312	140,809																	43,503
42	X	SHARES TR RUSSELL 2000 G	66287648		2/23/2012		2/14/2013	2,386	2,163																	223
43	X	SHARES TR RUSSELL 2000 G	66287648		2/23/2012		4/9/2013	1,991	1,787																	204
44	X	SHARES RUSSELL 2000 GRC	66287648		4/19/2011		8/19/2013	32,731	26,111																	6,620
45	X	SHARES RUSSELL 2000 GRC	66287648		2/23/2012		2/14/2013	14,430	11,567																	2,863
46	X	SHARES RUSSELL 2000 GRC	66287648		5/22/2013		8/19/2013	82,121	77,904																	4,217
47	X	SHARES RUSSELL 2000 ETF	66287655		8/19/2013		9/25/2013	2,558	2,417																	141
48	X	SHARES RUSSELL 2000 ETF	66287655		8/19/2013		1/13/2013	4,391	4,028																	363
49	X	SHARES RUSSELL 2000 ETF	66287655		8/19/2013		1/15/2013	65,217	59,413																	5,804
50	X	SHARES IBOXX HIGHYLD C	66288513		2/23/2012		2/14/2013	14,788	14,433																	335
51	X	SHARES IBOXX HIGHYLD C	66288513		2/23/2012		4/9/2013	12,539	12,150																	389
52	X	SHARES IBOXX HY CORP BC	66288513		5/22/2013		8/19/2013	53,942	57,102																	-3,160
53	X	SHARES IBOXX HY CORP BC	66288513		2/23/2012		8/19/2013	88,464	89,888																	-1,424
54	X	SHARES IBOXX HY CORP BC	66288513		2/23/2012		9/25/2013	2,119	2,101																	18
55	X	SHARES IBOXX HY CORP BC	66288513		2/23/2012		1/13/2013	3,516	3,471																	45
5																										

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

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory																						
Long Term CG Distributions										Amount		Totals			Capital Gains/Losses		Cost, Other Basis and Expenses		Net Gain or Loss			
Short Term CG Distributions										800		Capital Gains/Losses			Other sales		Gross Sales		Basis and Expenses		Net Gain or Loss	
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	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss								
69	X MARKET VECTORS EMERGIN	57060U522			8/19/2013		11/13/2013	5,400	5,392					8								
70	X MARKET VECTORS EMERGIN	57060U522			8/19/2013		11/15/2013	78,486	77,671					815								
71	X PIMCO 1-5 YEAR US TIPS IND	72201R205			8/19/2013		9/25/2013	3,337	3,319					18								
72	X PIMCO 1-5 YEAR US TIPS IND	72201R205			8/19/2013		11/13/2013	5,524	5,480					44								
73	X PIMCO 1-5 YEAR US TIPS IND	72201R205			8/19/2013		11/15/2013	79,371	78,506					865								
74	X POWERSHARES SENIOR LOA	73936Q769			8/19/2013		9/25/2013	2,055	2,048					7								
75	X POWERSHARES SENIOR LOA	73936Q769			8/19/2013		11/13/2013	3,432	3,405					27								
76	X POWERSHARES SENIOR LOA	73936Q769			8/19/2013		11/15/2013	49,323	49,106					217								
77	X VANGUARD BD INDEX SHORT	921937827			2/23/2012		2/14/2013	41,543	41,709					-166								
78	X VANGUARD BD INDEX SHORT	921937827			2/23/2012		4/9/2013	34,902	34,974					-72								
79	X VANGUARD SHORT TERM BO	921937827			4/19/2011		8/19/2013	418,010	421,305					-3,295								
80	X VANGUARD SHORT TERM BO	921937827			2/23/2012		8/19/2013	316,524	321,416					-4,892								
81	X VANGUARD SHORT TERM BO	921937827			5/22/2013		8/19/2013	223,748	228,408					-2,660								
82	X VANGUARD BD INDEX TOTAL	921937835			2/23/2012		2/14/2013	12,312	12,392					-80								
83	X VANGUARD BD INDEX TOTAL	921937835			2/23/2012		4/9/2013	10,396	10,383					13								
84	X VANGUARD TOTAL BOND MA	921937835			4/19/2011		8/19/2013	114,816	115,978					-1,162								
85	X VANGUARD TOTAL BOND MA	921937835			2/23/2012		8/19/2013	95,919	100,727					-4,808								
86	X VANGUARD FTSE EMRG MKT	922042858			5/22/2013		8/19/2013	588,001	622,650					-24,649								
87	X VANGUARD FTSE EMRG MKT	922042858			4/19/2011		2/14/2013	6,396	7,065					-669								
88	X VANGUARD FTSE EMRG MKT	922042858			4/19/2011		8/19/2013	5,080	5,887					-807								
89	X VANGUARD FTSE EMRG MKT	922042858			4/19/2011		8/19/2013	16,451	20,898					-4,447								
90	X VANGUARD FTSE EMRG MKT	922042858			2/23/2012		8/19/2013	82,341	94,482					-12,141								
91	X ISHARES RUSSELL MIDCAP E	464287499			5/22/2013		8/19/2013	126,916	143,642					-16,726								
92	X ISHARES RUSSELL MIDCAP E	464287499			8/19/2013		11/13/2013	4,342	4,016					326								
93	X ISHARES TR RUSSELL 1000 V	464287598			8/19/2013		11/15/2013	58,902	58,902					0								
94	X ISHARES TR RUSSELL 1000 V	464287598			2/23/2012		2/14/2013	16,818	14,512					2,306								
95	X ISHARES TR RUSSELL 1000 V	464287598			2/23/2012		4/9/2013	14,518	12,195					2,323								
96	X ISHARES RUSSELL 1000 VALL	464287598			8/19/2013		9/25/2013	10,851	10,677					174								
97	X ISHARES RUSSELL 1000 VALL	464287598			8/19/2013		11/13/2013	18,703	17,596					1,107								
98	X ISHARES RUSSELL 1000 VALL	464287598			8/19/2013		11/15/2013	244,366	227,132					17,234								
99	X ISHARES RUSSELL 1000 VALL	464287598			5/22/2013		11/15/2013	31,338	29,116					2,222								

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 FEES	2,500			2,500

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

		2,862	1,496	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	1,496	1,496		
2	ESTIMATED EXCISE PAYMENTS	1,366			

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

		2,509	0	0	2,509
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ACCOUNT ANALYSIS FEE	2,509			2,509

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

		90,837		90,837		0		759,780	
Description		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year			
1									
2	BROWN SHOE CO INC COM	0		90,837		759,780			

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

		3,973,328		4,143,073		4,613,643	
Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year		
1				0	4,613,643		
2	ISHARES TR DOW JONES SEL DIVD INDE		0	239,716	0		
3	ISHARES MSCI EMERGING MKTS INDEX E		0	265,006	0		
4	ISHARES IBOXX INVT GRADE CORP BD E		0	329,112	0		
5	ISHARES TR MSCI EAFE INDEX ETF		0	331,601	0		
6	ISHARES TR RUSSELL MIDCAP INDEX ET		0	133,869	0		
7	ISHARES TR RUSSELL 1000 VALUE INDEX		0	512,425	0		
8	ISHARES TR RUSSELL 1000 GROWTH INC		0	493,341	0		
9	ISHARES TR RUSSELL 2000 INDEX ETF		0	132,824	0		
10	ISHARES IBOXX \$HIGHLYD CORP BD ETF		0	112,195	0		
11	MKT VECTORS EMRG MKT LCL CURR BD		0	178,340	0		
12	POWERSHARES SR LOAN PORTFOLIO ET		0	112,146	0		
13	PIMCO 1-5 YR US TIPS INDEX ETF		0	179,932	0		
14	ISHARES BARCLAYS 3-7 YR TREAS BD ET		0	314,464	0		
15	ISHARES BARCLAYS MBS BD ETF		0	808,102	0		

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

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

1	2012 VOIDED CHECKS	1	16,400
2	OUTSTANDING CHECKS FROM 2013	2	725
3	Total	3	17,125

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

1	COST BASIS ADJUSTMENT	1	303
2	RETURN OF CAPITAL	2	661
3	2012 CHECKS CLEARED IN 2013	3	70,000
4	Total	4	70,964

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

Amount	Long Term CG Distributions	Short Term CG Distributions	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 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adj Basis or Loss	108.805
800	0	0					5,289,257	0	0	5,180,452	108,805	0	0	0	0	108,805
				Description of Property Sold												
1			484287168	1 SHARES DJ SELECT DIVIDEND SOLD	5/22/2012	9/25/2013	5,012			4,954	58					
2			484287168	2 SHARES TR DOW JONES SEL DIVD INC	2/23/2012	4/9/2013	7,844			6,922	1,022					
3			484287168	3 SHARES TR DOW JONES SEL DIVD INC	2/23/2012	2/14/2013	5,041			8,252	789					
4			484287168	4 SHARES DJ SELECT DIVIDEND EIT	3/22/2012	1/11/2013	8,684			8,191	473					
5			484287168	5 SHARES DJ SELECT DIVIDEND EIT	3/22/2012	1/11/2013	71			68	5					
6			484287168	6 SHARES DJ SELECT DIVIDEND EIT	3/22/2012	9/25/2013	127,673			117,691	9,982					
7			484287234	7 SHARES MSCI EMERGING MKT EIT	8/19/2013	1/11/2013	8,493			4,861	411					
8			484287234	8 SHARES MSCI EMERGING MKT EIT	8/19/2013	1/11/2013	8,493			8,063	429					
9			484287234	9 SHARES MSCI EMERGING MKT EIT	8/19/2013	1/11/2013	126,207			116,126	10,081					
10			484287242	10 SHARES IDXX INV GRD CORP BOND	2/23/2012	4/9/2013	21,667			20,842	825					
11			484287242	11 SHARES IDXX INV GRD CORP BOND	2/23/2012	4/9/2013	14,088			15,185	-1,087					
12			484287242	12 SHARES IDXX INV GRD CORP BOND	2/23/2012	9/25/2013	5,909			6,218	-309					
13			484287242	13 SHARES IDXX INV GRD CORP BOND	2/23/2012	1/11/2013	9,762			10,263	-531					
14			484287242	14 SHARES IDXX INV GRD CORP BOND	2/23/2012	1/11/2013	28,610			28,098	-1,288					
15			484287242	15 SHARES IDXX INV GRD CORP BOND	2/23/2012	1/11/2013	113,514			115,656	-2,342					
16			484287242	16 SHARES IDXX INV GRD CORP BOND	2/23/2012	1/11/2013	11,168			11,498	-312					
17			484287465	17 SHARES TR MSCI EAFE INDEX EIT	4/19/2011	4/9/2013	9,451			9,632	-181					
18			484287465	18 SHARES MSCI EAFE EIT	4/19/2011	9/25/2013	8,654			6,718	1,361					
19			484287465	19 SHARES MSCI EAFE EIT	4/19/2011	1/11/2013	11,522			11,113	409					
20			484287465	20 SHARES MSCI EAFE EIT	4/19/2011	1/11/2013	93,026			86,902	4,524					
21			484287465	21 SHARES MSCI EAFE EIT	4/19/2011	1/11/2013	78,119			72,554	5,565					
22			484287473	22 SHARES MSCI EAFE EIT	4/19/2011	2/14/2013	8,095			5,318	877					
23			484287473	23 SHARES RUSSELL MIDCAP VALUE INC	4/19/2011	4/9/2013	5,324			4,463	861					
24			484287473	24 SHARES RUSSELL MIDCAP VALUE INC	2/16/2012	8/19/2013	22,708			17,852	4,357					
25			484287473	25 SHARES RUSSELL MIDCAP VALUE INC	2/23/2012	8/19/2013	6,702			4,853	1,349					
26			484287473	26 SHARES RUSSELL MIDCAP VALUE EIT	2/23/2012	8/19/2013	90,371			72,123	18,248					
27			484287473	27 SHARES RUSSELL MIDCAP VALUE EIT	2/23/2012	8/19/2013	70,578			71,359	-460					
28			484287481	28 SHARES RUSSELL MIDCAP GROWTH	2/23/2012	8/19/2013	5,807			5,282	525					
29			484287481	29 SHARES RUSSELL MIDCAP GROWTH	2/23/2012	8/19/2013	4,953			4,422	531					
30			484287481	30 SHARES RUSSELL MIDCAP GROWTH	8/19/2013	9/25/2013	63,760			51,701	12,059					
31			484287489	31 SHARES RUSSELL MIDCAP GROWTH EIT	2/23/2012	2/14/2013	2,512			2,410	102					
32			484287489	32 SHARES TR RUSSELL 1000 GROWTH	2/23/2012	4/9/2013	38,568			35,489	3,079					
33			484287481	33 SHARES TR RUSSELL 1000 GROWTH	2/23/2012	9/25/2013	33,110			29,701	3,409					
34			484287481	34 SHARES TR RUSSELL 1000 GROWTH EIT	2/23/2012	9/25/2013	11,212			10,762	450					
35			484287481	35 SHARES RUSSELL 1000 GROWTH EIT	8/19/2013	1/11/2013	19,296			17,686	1,610					
36			484287481	36 SHARES RUSSELL 1000 GROWTH EIT	5/22/2013	1/11/2013	58,724			52,681	5,613					
37			484287481	37 SHARES RUSSELL 1000 GROWTH EIT	8/19/2013	1/11/2013	40,459			36,576	3,883					
38			484287481	38 SHARES RUSSELL 1000 GROWTH EIT	2/23/2012	8/19/2013	51,968			42,257	9,109					
39			484287481	39 SHARES RUSSELL 1000 GROWTH EIT	5/22/2013	8/19/2013	82,128			80,905	1,221					
40			484287481	40 SHARES RUSSELL 1000 GROWTH EIT	2/16/2012	1/15/2013	184,312			140,809	43,503					
41			484287481	41 SHARES TR RUSSELL 2000 GROWTH	2/23/2012	2/14/2013	2,386			2,163	223					
42			484287481	42 SHARES TR RUSSELL 2000 GROWTH	2/23/2012	4/9/2013	1,981			1,787	204					
43			484287481	43 SHARES TR RUSSELL 2000 GROWTH	4/19/2011	8/19/2013	32,731			28,111	6,620					
44			484287481	44 SHARES RUSSELL 2000 GROWTH EIT	2/23/2012	8/19/2013	14,130			11,567	2,863					
45			484287481	45 SHARES RUSSELL 2000 GROWTH EIT	5/22/2013	8/19/2013	82,121			77,804	4,217					
46			484287481	46 SHARES RUSSELL 2000 GROWTH EIT	8/19/2013	9/25/2013	2,568			2,417	141					
47			484287481	47 SHARES RUSSELL 2000 EIT	8/19/2013	1/11/2013	4,391			4,028	363					
48			484287481	48 SHARES RUSSELL 2000 EIT	8/19/2013	1/11/2013	65,217			59,413	5,804					
49			484287481	49 SHARES IDXX HIGHYLD CORP BOND	2/23/2012	2/14/2013	14,768			14,433	335					
50			484287481	50 SHARES IDXX HIGHYLD CORP BOND	2/23/2012	4/9/2013	12,539			12,150	389					
51			484287481	51 SHARES IDXX HY CORP BOND EIT	5/22/2012	8/19/2013	53,942			57,102	-3,160					
52			484287481	52 SHARES IDXX HY CORP BOND EIT	2/23/2012	8/19/2013	89,464			89,888	-424					
53			484287481	53 SHARES IDXX HY CORP BOND EIT	2/23/2012	9/25/2013	2,119			2,101	18					
54			484287481	54 SHARES IDXX HY CORP BOND EIT	2/23/2012	1/11/2013	3,516			3,471	45					
55			484287481	55 SHARES IDXX HY CORP BOND EIT	2/23/2012	1/15/2013	33,773			32,924	849					
56			484287481	56 SHARES IDXX HY CORP BOND EIT	2/23/2012	1/15/2013	20,334			20,681	-347					
57			484287481	57 SHARES BARCLAYS MBS 80 ETF	2/23/2012	2/14/2013	17,272			17,325	-53					
58			484287481	58 SHARES BARCLAYS MBS 80 ETF	2/23/2012	4/9/2013	15,079			15,484	-405					
59			484287481	59 SHARES BARCLAYS MBS BOND EIT	2/23/2012	9/25/2013	25,013			25,662	-649					
60			484287481	60 SHARES BARCLAYS MBS BOND EIT	2/23/2012	1/11/2013	201,222			205,454	-4,232					
61			484287481	61 SHARES BARCLAYS MBS BOND EIT	2/17/2012	1/15/2013	120,733			123,439	-2,706					
62			484287481	62 SHARES BARCLAYS MBS BOND EIT	2/23/2012	1/15/2013	39,715			38,846	869					
63			484287481	63 SHARES BARCLAYS MBS BOND EIT	8/19/2013	1/15/2013	5,804			5,755	49					
64			484287481	64 SHARES BARCLAYS 3 YEAR EIT	8/19/2013	9/25/2013	8,701			9,591	-110					
65			484287481	65 SHARES BARCLAYS 3 YEAR EIT	8/19/2013	1/11/2013	139,731			137,750	1,981					
66			484287481	66 MARKET VECTORS EMERGING MARK	8/19/2013	9/25/2013	5,000			3,392	1,608					
67			57060U522	67 MARKET VECTORS EMERGING MARK	8/19/2013	1/11/2013	78,085			5,392	8					
68			57060U522	68 MARKET VECTORS EMERGING MARK	8/19/2013	1/15/2013	3,337			77,671	815					
69			72201R205	69 PIMCO 1-5 YEAR US TIPS INDEX EIT	8/19/2013	9/25/2013	5,524			3,319	18					
70			72201R205	70 PIMCO 1-5 YEAR US TIPS INDEX EIT	8/19/2013	1/11/2013	70,371			5,480	41					
71			73936Q768	71 POWERSHARES SENIOR LOAN PORT	8/19/2013	9/25/2013	2,055			78,506	895					
72			73936Q768	72 POWERSHARES SENIOR LOAN PORT	8/19/2013	1/11/2013	3,432			2,048	7					
73			92103R227	73 VANGUARD BD INDEX SHORT TERM BOND	8/19/2013	1/15/2013	49,323			3,405	271					
74			92103R227	74 VANGUARD BD INDEX SHORT TERM BOND	2/23/2012	2/14/2013	41,543			49,106	-763					
75			92103R227	75 VANGUARD BD INDEX SHORT TERM BOND	2/23/2012	4/9/2013	34,902			41,709	-166					
76			92103R227	76 VANGUARD BD INDEX SHORT TERM BOND	4/19/2011	8/19/2013	418,010			34,974	-72					
77			92103R227	77 VANGUARD SHORT TERM BOND EIT	2/23/2012	8/19/2013	318,524			421,305	-3,285					
78			92103R227	78 VANGUARD SHORT TERM BOND EIT	5/22/2012	8/19/2013	223,748			321,416	-4,892					
79			92103R227	79 VANGUARD BD INDEX TOTAL BOND MKT	2/23/2012	2/14/2013	12,312			228,408	-2,890					
80			92103R227	80 VANGUARD BD INDEX TOTAL BOND MKT	2/23/2012	4/9/2013	10,396			12,392	-80					
81			92103R227	81 VANGUARD BD INDEX TOTAL BOND MKT	4/19/2011	8/19/2013	114,916			10,383	13					
82			92103R227	82 VANGUARD TOTAL BOND MARKET	4/19/2011	8/19/2013	114,916			115,978	-1,162					

Amount		Long Term CG Distributions*						Short Term CG Distributions						
	800				5,289,257		0		0	5,180,452	108,805	0	0	108,805
	0													

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
				P O BOX 4655	ATLANTA	GA	30302		CO-TRUSTEE	VARIOUS	17,443		
1	SUNTRUST BANKS, INC			P O BOX 4655	ATLANTA	GA	30302		CHAIRMAN	VARIOUS			
2	RONALD A FROMM			P O BOX 4655	ATLANTA	GA	30302		BOARD MEMBER	VARIOUS			
3	ANN JOOS			P O BOX 4655	ATLANTA	GA	30302		BOARD MEMBER	VARIOUS			
4	BILL BERERICH			P O BOX 4655	ATLANTA	GA	30302		BOARD MEMBER	VARIOUS			
5	MICHAEL OBERLANDER			P O BOX 4655	ATLANTA	GA	30302		BOARD MEMBER	VARIOUS			

17,443

0

0

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

	Date	Amount
1 Credit from prior year return		1 1,605
2 First quarter estimated tax payment	5/13/2013	2 341
3 Second quarter estimated tax payment	6/13/2013	3 342
4 Third quarter estimated tax payment	9/10/2013	4 342
5 Fourth quarter estimated tax payment	12/11/2013	5 341
6 Other payments		6
7 Total		7 2,971

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.