Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ 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*

OMB No. 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning 02/01 , 2013, and ending 01/31, 20 14

Name of foundation STOKES AND SARAH BROWN CHARITABLE FOUNDATION
2055002233

A Employer identification number 26-0110679

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

B Telephone number (see instructions) 251-690-1024

City or town, state or province, country, and ZIP or foreign postal code
MOBILE, AL 36652-2886

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 4,937,404.

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 ▶ ☐

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		Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☒ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	81.	81.		STMT 1
	4	Dividends and interest from securities	102,007.	102,689.		STMT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	867,953.			
	b	Gross sales price for all assets on line 6a 5,821,475.				
	7	Capital gain net income (from Part IV, line 2)		869,737.		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	4,312.			STMT 3
	12	**Total.** Add lines 1 through 11	974,353.	972,507.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	40,051.	32,041.		8,010.
	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 4	800.	NONE	NONE	800.
	c	Other professional fees (attach schedule) STMT 5	4,700.	4,700.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 6	187.	604.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 7	57.	57.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	45,795.	37,402.	NONE	8,810.
	25	Contributions, gifts, grants paid	177,300.			177,300.
	26	**Total expenses and disbursements** Add lines 24 and 25	223,095.	37,402.	NONE	186,110.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	751,258.			
	b	**Net investment income** (if negative, enter -0-)		935,105.		
	c	**Adjusted net income** (if negative, enter -0-)				

JSA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2013)
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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	167,195.	192,834.	192,834.
	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 8	549,141.	742,891.	750,687.
	b	Investments - corporate stock (attach schedule) STMT 9	2,623,656.	3,109,643.	3,335,749.
	c	Investments - corporate bonds (attach schedule) STMT 10	595,721.	640,989.	658,134.
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,935,713.	4,686,357.	4,937,404.
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 ▶ ☐ 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	3,935,713.	4,686,357.	
	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)	3,935,713.	4,686,357.	
	31	Total liabilities and net assets/fund balances (see instructions)	3,935,713.	4,686,357.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,935,713.
2	Enter amount from Part I, line 27a	2	751,258.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	706.
4	Add lines 1, 2, and 3	4	4,687,677.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	1,320.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,686,357.

Form 990-PF (2013)

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	Section 1250 Gain			
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	5,812,573.		4,942,850.	869,723.
b				14
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				869,723.
b				14
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	869,737
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	231,156.	4,338,021.	0.053286
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

2 **Total** of line 1, column (d)	2	0.243718
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	0.048744
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,817,107.
5 Multiply line 4 by line 3	5	234,805.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,351.
7 Add lines 5 and 6	7	244,156.
8 Enter qualifying distributions from Part XII, line 4	8	186,110.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	18,702.
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	18,702.
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	18,702.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	744.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	24,340.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	25,084.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	6,382.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 6,382. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ____________ (2) On foundation managers. ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ REGIONS BANK TRUST DEPARTMENT Telephone no. ▶ (251)690-1024

Located at ▶ 11 NORTH WATER STREET, 25TH FLOOR, MOBILE, AL ZIP+4 ▶ 36602

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ▶ ______, ______, ______, ______			
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		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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		
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

(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**

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? . . . . ☐ **Yes** ☐ **No**

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . **6b** — No: X

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

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

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

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 13		44,751.		

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

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

Total number of other employees paid over $50,000 . . . . ▶ NONE

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,890,464.
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	4,890,464.
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	4,890,464.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	73,357.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,817,107.
6	**Minimum investment return.** Enter 5% of line 5	6	240,855.

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	240,855.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	18,702.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	18,702.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	222,153.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	222,153.
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	222,153.

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	186,110.
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	186,110.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	186,110.

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					222,153.
2 Undistributed income, if any, as of the end of 2013:					
a Enter amount for 2012 only				NONE	
b Total for prior years. 20 11 ,20____,20____			NONE		
3 Excess distributions carryover, if any, to 2013:					
a From 2008	NONE				
b From 2009	NONE				
c From 2010	NONE				
d From 2011	NONE				
e From 2012	8,356.				
f **Total** of lines 3a through e		8,356.			
4 Qualifying distributions for 2013 from Part XII, line 4. ▶ $	186,110.				
a Applied to 2012, but not more than line 2a				NONE	
b Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c Treated as distributions out of corpus (Election required - see instructions)		NONE			
d Applied to 2013 distributable amount					186,110.
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		8,356.			8,356.
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions			NONE		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				NONE	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					27,687.
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 2008 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		NONE			
10 Analysis of line 9:					
a Excess from 2009	NONE				
b Excess from 2010	NONE				
c Excess from 2011	NONE				
d Excess from 2012	NONE				
e Excess from 2013	NONE				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

SEE STATEMENT 16

b The form in which applications should be submitted and information and materials they should include:

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
FIRST UNITED METHODIST CHURCH 511 OAK STREET SPRINGFIELD TN 37172	NONE	PUBLIC	CHARITABLE	56,000.
ROBERTSON COUNTY YMCA 3332 TOM AUSTIN HWY SPRINGFIELD TN 37172	NONE	PUBLIC	CHARITABLE	15,000.
AUSTIN PEAY 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	10,000.
ROBERTSON COUNTY HISTORY MUSEUM P O BOX 1022 SPRINGFIELD TN 37172	NONE	PUBLIC	EDUCATIONAL	11,300.
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				177,300.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
1 Program service revenue:	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	81.	
4 Dividends and interest from securities			14	102,007.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	867,953.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b FEDERAL TAX REFUND			14	4,312.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				974,353.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 974,353.

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

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

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

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

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

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

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

12/15/2014 TRUST OFFICER

Signature of officer or trustee Date Title

REGIONS BANK, TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN

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		81.	81.
	TOTAL	81.	81.

STOKES AND SARAH BROWN CHARITABLE FOUNDATION 26-0110679

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST AND DIVIDEND		102,007.	102,689.
	TOTAL	102,007.	102,689.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
FEDERAL TAX REFUND		4,312.
	TOTALS	4,312.

STATEMENT 3

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	800.			800.
TOTALS	800.	NONE	NONE	800.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES-SUBJECT T	4,700.	4,700.
TOTALS	4,700.	4,700.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	187.	187.
FOREIGN TAXES ON QUALIFIED FOR		415.
FOREIGN TAXES ON NONQUALIFIED		2.
TOTALS	187.	604.

STOKES AND SARAH BROWN CHARITABLE FOUNDATION 26-0110679

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER NON-ALLOCABLE EXPENSE -	57.	57.
TOTALS	57.	57.

STOKES AND SARAH BROWN CHARITABLE FOUNDATION 26-0110679

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

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED ASSET LISTING US		317,386.	536,465.	540,157.
SEE ATTACHED ASSET LISTING MBS		231,755.	206,426.	210,530.
	TOTALS	549,141.	742,891.	750,687.

STOKES AND SARAH BROWN CHARITABLE FOUNDATION 26-0110679

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED LISTING COM STK	1,809,938.	1,909,853.	2,146,448.
FOREIGN STOCK	47,915.	803,987.	814,938.
MUTUAL FUNDS - EQUITIES	589,085.	262,621.	257,994.
MUTUAL FUNDS - INTERNATIONAL	176,718.	133,182.	116,369.
TOTALS	2,623,656.	3,109,643.	3,335,749.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATT. ASSET LISTING-CORP BD		595,721.	640,989.	658,134.
	TOTALS	595,721.	640,989.	658,134.

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

DESCRIPTION	AMOUNT
TIP INFLATION INDEX ADJUSTMENT	414.
ACCRETION	241.
ROUNDING	51.
TOTAL	706.

STATEMENT 11

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

DESCRIPTION		AMOUNT
ROC ADJUSTMENT		951.
AMORTIZATION		369.
	TOTAL	1,320.

STATEMENT 12

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

OFFICER NAME:
REGIONS BANK, TRUSTEE
ADDRESS:
150 4TH AVENUE NORTH
NASHVILLE, TN 37219
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 44,751.

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

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:	44,751.

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	4,937,404.		
FEBRUARY	4,674,827.		
MARCH	4,781,181.		
APRIL	4,846,027.		
MAY	4,866,380.		
JUNE	4,777,237.		
JULY	4,953,957.		
AUGUST	4,817,766.		
SEPTEMBER	4,975,977.		
OCTOBER	4,967,936.		
NOVEMBER	5,029,995.		
DECEMBER	5,056,886.		
TOTAL	58,685,573.		
AVERAGE FMV	4,890,464.		

FORM 990PF, PART XV - LINES 2a - 2d
===================================

RECIPIENT NAME:
REGIONS BANK, TRUSTEE
ADDRESS:
150 4TH AVENUE NORTH
NASHVILLE, TN 37219
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

Asset Details

Run on 05/19/2014 09:40:17 AM

As of 01/31/2014

Combined Portfolios
Settlement Date Basis

Account: 2055002233
AS TRUSTEE OF THE STOKES AND SARAH BROWN CHARITABLE FOUNDATION, DATED FEBRUARY 3, 2005

Administrator: GREG FIREK, JR @ 615-748-2922

Investment Officer: DALE HALL @ 601-968-4723

Investment Authority: Sole
Investment Objective: GROWTH WITH INCOME (65E/35F)
Lot Select Method: HIFO
Sort By: Security Type

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value	Unrealized Gain/Loss	% of Portfolio	Est. Income	Yield	
	Cash										
	CASH									0.00	
	Total For Cash	0.000000									
	Short Term Investments										
	999990484 REGIONS TRUST CASH SWEEP	192,834.280000	1.000	192,834.28	192,834.28	192,834		3.91	19	0.01	0
	Total For Short Term Investments	192,834.280000		192,834.28	192,834.28	192,834			19		
	U S Government Obligations										
	31359MH89 FEDERAL NATIONAL MORTGAGE ASSN 5% 03/15/2016	23,000.000000	109.798	24,484.50	24,484.50	25,254	769	0.51	1,150	4.55	0
	3137EACH0 FEDERAL HOME LOAN MTG CORP DTD 01/07/2010 2.875% 02/09/2015	38,000.000000	102.752	40,394.52	40,394.52	39,046	1,349-	0.79	1,093	2.80	0
	912810EQ7 UNITED STATES TREASURY 6.25% 08/15/2023	30,000.000000	131.391	37,692.78	37,692.78	39,417	1,725	0.80	1,875	4.76	0
	912810RB6 UNITED STATES TREASURY DTD 05/15/2013 2.875% 05/15/2043	79,000.000000	86.125	65,131.56	65,131.56	68,039	2,907	1.38	2,271	3.34	0
	912828PJ3 UNITED STATES	302,000.000000	101.953	307,923.20	307,923.20	307,898	25-	6.24	4,153	1.35	0

TREASURY DTD 11/30/2010 1.375% 11/30/2015										
912828QV5 UNITED STATES TREASURY INFLATION INDEX BOND DTD 07/29/2011 .625% 07/15/2021 OFV 33,000	34,127.610000	103.883	35,847.58	35,847.58	35,453	395-	0.72	213	0.60	0
912828VB3 UNITED STATES TREASURY DTD 05/15/2013 1.75% 05/15/2023	27,000.000000	92.781	24,990.86	24,990.86	25,051	60	0.51	473	1.89	0
Total For U S Government Obligations	533,127.610000		536,465.00	536,465.00	540,157	3,692		11,227		
Mortgage Backed Securities										
3128M74W3 FEDERAL HOME LOAN MTG CORP POOL #G05937 DTD 07/01/2010 4.5% 08/01/2040 OFV 15,000	4,775.020000	107.076	5,091.36	5,091.36	5,113	22	0.10	215	4.20	0
3128M7KV7 FEDERAL HOME LOAN MTG CORP POOL #G05408 DTD 04/01/2009 5% 12/01/2036 OFV 28,000	4,698.590000	108.800	5,091.37	5,091.37	5,112	21	0.10	235	4.60	0
312943WG4 FEDERAL HOME LOAN MTGE CORP POOL #A95147 DTD 11/01/2010 4% 11/01/2040 OFV 12,000	7,476.960000	104.538	8,026.06	8,026.06	7,816	210-	0.16	299	3.83	0
31368HMT7 FEDERAL NATIONAL MORTGAGE ASSN POOL #190370 DTD 05/01/2006 6% 06/01/2036 OFV 64,000	6,604.070000	111.129	7,175.74	7,175.74	7,339	163	0.15	396	5.40	0
3138A7FR4 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH5575 DTD 02/01/2011 4% 02/01/2041 OFV 18,000	9,710.720000	104.833	10,047.56	10,047.56	10,180	132	0.21	388	3.82	0
3138A8SR8 FEDERAL NATIONAL	8,289.270000	106.666	8,708.92	8,708.92	8,842	133	0.18	332	3.75	0

MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 OFV 23,000										
3138EGNK6 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4.5% 06/01/2041 OFV 11,000	5,921.850000	107.487	6,299.37	6,299.37	6,365	66	0.13	266	4.19	0
3138MFTC1 FEDERAL NATIONAL MORTGAGE ASSN POOL #AQ0546 DTD 11/01/2012 3.5% 11/01/2042 OFV 13,000	11,585.340000	101.552	11,558.18	11,558.18	11,765	207	0.24	405	3.45	0
31402C4H2 FEDERAL NATIONAL MORTGAGE ASSN POOL #725424 DTD 04/01/04 5.5% 04/01/2034 OFV 132,552	10,171.230000	110.330	10,125.15	10,125.15	11,222	1,097	0.23	559	4.99	0
31402DDB3 FEDERAL NATIONAL MORTGAGE ASSN POOL #725598 DTD 06/01/2004 5.5% 07/01/2034 OFV 15,006	1,574.220000	110.165	1,560.20	1,560.20	1,734	174	0.04	87	4.99	0
31402RFV6 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035 OFV 59,000	7,470.690000	109.314	8,057.83	8,057.83	8,167	109	0.17	374	4.57	0
31402RUW7 FEDERAL NATIONAL MORTGAGE ASSN POOL #735997 DTD 10/01/2005 5.5% 11/01/2035 OFV 192,000	23,043.530000	110.129	25,427.09	25,427.09	25,378	49-	0.51	1,267	4.99	0
31403CXG1 FEDERAL NATIONAL MORTGAGE ASSN POOL #745079 DTD 11/01/05 5% 12/01/2020 OFV 46,347	6,137.100000	108.252	5,929.03	5,929.03	6,644	715	0.13	307	4.62	0
31410FSS5 FEDERAL NATIONAL MORTGAGE ASSN POOL #888029 6% 12/01/2036 OFV 50,736	3,761.580000	110.895	3,789.80	3,789.80	4,171	382	0.08	226	5.41	0

31410FZ99 FEDERAL NATIONAL MORTGAGE ASSN POOL #888268 DTD 03/01/07 6% 03/01/2037 OFV 48,000	4,069.090000	110.916	4,366.64	4,366.64	4,513	147	0.09	244	5.41	0
31410GJW4 FEDERAL NATIONAL MORTGAGE ASSN POOL # 888677 5.5% 08/01/2022 OFV 47,000	3,074.250000	109.416	3,063.20	3,063.20	3,364	301	0.07	169	5.03	0
31410NJP4 FEDERAL NATL MTG ASSN POOL #892270 6% 08/01/2036 OFV 18,000	2,940.590000	110.864	2,931.41	2,931.41	3,260	329	0.07	176	5.41	0
31410TDA0 FEDERAL NATIONAL MORTGAGE ASSN POOL #896597 5% 08/01/2021 OFV 9,000	452.390000	108.328	440.59	440.59	490	49	0.01	23	4.62	0
31412XV35 FEDERAL NATIONAL MORTGAGE ASSN POOL #938134 DTD 06/01/07 6% 07/01/2037 OFV 27,000	2,514.260000	110.580	2,540.58	2,540.58	2,780	240	0.06	151	5.43	0
31413YRR4 FEDERAL NATIONAL MORTGAGE ASSN POOL #959596 DTD 11/01/07 6% 11/01/2037 OFV 32,000	1,792.250000	110.605	1,804.85	1,804.85	1,982	177	0.04	108	5.42	0
31416BK72 FEDERAL NATIONAL MORTGAGE ASSN POOL #995018 DTD 10/01/08 5.5% 06/01/2038 OFV 94,000	9,385.500000	109.989	9,969.15	9,969.15	10,323	354	0.21	516	5.00	0
31416RBE2 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 06/01/2039 OFV 12,000	4,424.340000	104.814	4,679.43	4,679.43	4,637	42-	0.09	177	3.82	0
31416XH60 FEDERAL NATIONAL MORTGAGE ASSN POOL #AB2052 DTD 12/01/2010 3.5% 01/01/2026 OFV 33,000	13,811.970000	105.498	14,625.59	14,625.59	14,571	54-	0.30	483	3.32	0
31418AFC7	7,100.580000	103.336	7,435.63	7,435.63	7,337	98-	0.15	213	2.90	0

FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 05/01/2027 OFV 10,000										
31418RGS4 FEDERAL NATIONAL MORTGAGE ASSN POOL #AD3808 DTD 04/01/2010 4.5% 04/01/2040 OFV 42,000	12,526.450000	107.258	13,458.11	13,458.11	13,436	22-	0.27	564	4.20	0
31418UEE0 FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4.5% 06/01/2040 OFV 14,000	4,572.300000	107.305	4,870.93	4,870.93	4,906	35	0.10	206	4.19	0
31419BCT0 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0981 DTD 02/01/2011 3.5% 03/01/2041 OFV 18,000	10,202.640000	101.550	10,774.95	10,774.95	10,361	414-	0.21	357	3.45	0
31419DMQ1 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3.5% 09/01/2025 OFV 25,000	8,267.440000	105.486	8,577.47	8,577.47	8,721	144	0.18	289	3.32	0
Total For Mortgage Backed Securities	196,354.220000		206,426.19	206,426.19	210,530	4,104		9,033		
Corporate Bonds										
001055AC6 AFLAC INC DTD 5/21/09 8.5% 05/15/2019	10,000.000000	129.450	12,548.63	12,548.63	12,945	396	0.26	850	6.57	0
00206RAM4 AT&T INC DTD 05/13/08 5.6% 05/15/2018	11,000.000000	115.100	11,602.42	11,602.42	12,661	1,059	0.26	616	4.87	0
0258M0DA4 AMERICAN EXPRESS CREDIT CORP SERIES: MTN DTD 09/13/2010 2.75% 09/15/2015	13,000.000000	103.246	13,349.83	13,349.83	13,422	72	0.27	358	2.66	0
03523TBA5 ANHEUSER-BUSCH INBEV WOR DTD 01/27/2011 2.875% 02/15/2016	13,000.000000	104.476	13,206.68	13,206.68	13,582	375	0.27	374	2.75	0

037833AJ9 APPLE INC DTD 05/03/2013 1% 05/03/2018	14,000.000000	97.480	13,934.40	13,934.40	13,647	287-	0.28	140	1.03	0
055451AN8 BHP BILLITON FIN USA LTD DTD 02/24/2012 1% 02/24/2015	26,000.000000	100.630	26,024.09	26,024.09	26,164	140	0.53	260	0.99	0
06739GBB4 BARCLAYS BANK PLC DTD 04/07/2010 3.9% 04/07/2015	13,000.000000	103.837	13,142.21	13,142.21	13,499	357	0.27	507	3.76	0
126408GN7 CSX CORP DTD 3/27/08 6.25% 04/01/2015	12,000.000000	106.484	13,435.22	13,435.22	12,778	657-	0.26	750	5.87	0
12673PAC9 CA INC DTD 11/13/09 5.375% 12/01/2019	12,000.000000	113.244	12,492.14	12,492.14	13,589	1,097	0.28	645	4.75	0
149123BQ3 CATERPILLAR INC DTD 12/05/08 7.9% 12/15/2018	20,000.000000	127.642	24,733.49	24,733.49	25,528	795	0.52	1,580	6.19	0
17275RAC6 CISCO SYSTEMS INC CALLABLE 5.5% 02/22/2016	12,000.000000	109.826	13,693.77	13,693.77	13,179	515-	0.27	660	5.01	0
172967GG0 CITIGROUP INC DTD 01/10/2013 1.25% 01/15/2016	13,000.000000	100.462	13,036.43	13,036.43	13,060	24	0.26	163	1.24	0
20030NAZ4 COMCAST CORP DTD 06/18/09 5.7% 07/01/2019	11,000.000000	116.763	11,630.88	11,630.88	12,844	1,213	0.26	627	4.88	0
22546QAA5 CREDIT SUISSE NEW YORK DTD 5/4/09 5.5% 05/01/2014	26,000.000000	101.257	27,627.14	27,627.14	26,327	1,300-	0.53	1,430	5.43	0
25459HAN5 DIRECTV HOLDGS/FING DTD 03/11/2010 3.55% 03/15/2015	13,000.000000	103.058	13,481.50	13,481.50	13,398	84-	0.27	462	3.44	0
25459HAY1 DIRECTV HOLDGS/FING DTD 03/10/2011 3.5% 03/01/2016	13,000.000000	104.988	13,836.29	13,836.29	13,648	188-	0.28	455	3.33	0
26441CAG0 DUKE ENERGY CORPORATION DTD 11/17/2011 2.15% 11/15/2016	13,000.000000	102.837	13,074.54	13,074.54	13,369	294	0.27	280	2.09	0

369622SM8 GENERAL ELECTRIC CAPITAL CORP DTD 02/11/11 5.3% 02/11/2021	12,000.000000	112.530	12,333.53	12,333.53	13,504	1,170	0.27	636	4.71	0
38141EA25 GOLDMAN SACHS GROUP INC DTD 2/5/09 7.5% 02/15/2019	11,000.000000	121.969	12,329.81	12,329.81	13,417	1,087	0.27	825	6.15	0
38141EA33 GOLDMAN SACHS GROUP INC DTD 5/6/09 6% 05/01/2014	13,000.000000	101.313	13,638.23	13,638.23	13,171	468-	0.27	780	5.92	0
42809HAB3 HESS CORPORATION DTD 2/3/09 8.125% 02/15/2019	10,000.000000	125.416	12,201.41	12,201.41	12,542	340	0.25	813	6.48	0
428236BE2 HEWLETT-PACKARD CO DTD 12/02/2010 2.2% 12/01/2015	13,000.000000	102.235	12,964.30	12,964.30	13,291	326	0.27	286	2.15	0
458140AJ9 INTEL CORP DTD 09/19/2011 3.3% 10/01/2021	13,000.000000	101.722	13,136.89	13,136.89	13,224	87	0.27	429	3.24	0
459200GX3 INTERNATIONAL BUSINESS MACHINES DTD 07/22/2011 1.95% 07/22/2016	26,000.000000	103.049	26,837.76	26,837.76	26,793	45-	0.54	507	1.89	0
46625HHL7 J P MORGAN CHASE & CO DTD 04/23/09 6.3% 04/23/2019	11,000.000000	118.276	11,597.63	11,597.63	13,010	1,413	0.26	693	5.33	0
50075NBB9 MONDELEZ INTERNATIONAL DTD 02/08/2010 4.125% 02/09/2016	13,000.000000	106.331	13,292.43	13,292.43	13,823	531	0.28	536	3.88	0
50076QAK2 KRAFT FOODS INC DTD 12/04/2012 1.625% 06/04/2015	13,000.000000	101.370	13,232.12	13,232.12	13,178	54-	0.27	211	1.60	0
565849AJ5 MARATHON OIL CORP DTD 10/29/2012 .9% 11/01/2015	13,000 000000	100.207	13,000.71	13,000.71	13,027	26	0.26	117	0.90	0
59018YN64 MERRILL LYNCH & CO INC SERIES: MTN DTD 04/25/08 6.875% 04/25/2018	11,000.000000	119.252	11,480.13	11,480.13	13,118	1,638	0.27	756	5.77	0
59022CAJ2 MERRILL LYNCH & CO	12,000.000000	109.226	11,348.37	11,348.37	13,107	1,759	0.27	733	5.59	0

6.11% 01/29/2037										
61747YCJ2 MORGAN STANLEY SERIES: MTN DTD 9/23/09 5.625% 09/23/2019	11,000.000000	114.251	11,105.32	11,105.32	12,568	1,462	0.25	619	4.92	0
61747YCK9 MORGAN STANLEY DTD 11/20/2009 4.2% 11/20/2014	12,000.000000	102.880	12,532.34	12,532.34	12,346	187-	0.25	504	4.08	0
68389XAC9 ORACLE CORPORATION DTD 04/09/08 5.75% 04/15/2018	11,000.000000	116.606	11,615.55	11,615.55	12,827	1,211	0.26	633	4.93	0
71645WAP6 PETROBRAS INTL FIN CO DTD 10/30/09 5.75% 01/20/2020	25,000.000000	103.163	26,219.61	26,219.61	25,791	429-	0.52	1,438	5.57	0
717081DB6 PFIZER INC DTD 3/24/09 6.2% 03/15/2019	11,000.000000	119.466	12,610.07	12,610.07	13,141	531	0.27	682	5.19	0
74432QBP9 PRUDENTIAL FINANCIAL DTD 11/18/2010 4.5% 11/15/2020	12,000.000000	109.284	12,092.13	12,092.13	13,114	1,022	0.27	540	4.12	0
78011DAC8 ROYAL BANK OF CANADA DTD 09/19/2012 1.2% 09/19/2017	27,000.000000	99.330	27,012.74	27,012.74	26,819	194-	0.54	324	1.21	0
867914BE2 SUNTRUST BKS INC DTD 11/01/2011 3.5% 01/20/2017	12,000.000000	106.064	12,101.85	12,101.85	12,728	626	0.26	420	3.30	0
87425EAL7 TALISMAN ENERGY INC DTD 6/1/09 7.75% 06/01/2019	11,000.000000	121.080	13,094.07	13,094.07	13,319	225	0.27	853	6.40	0
87612EAP1 TARGET CORP CALLABLE 5.375% 05/01/2017	12,000.000000	112.779	12,479.25	12,479.25	13,533	1,054	0.27	645	4.77	0
89233P5F9 TOYOTA MOTOR CREDIT CORP SERIES MTN DTD 09/15/2011 3.4% 09/15/2021	13,000.000000	103.628	13,166.80	13,166.80	13,472	305	0.27	442	3.28	0
92343VAW4 VERIZON COMMUNICATIONS DTD 03/28/2011 6% 04/01/2041	12,000.000000	111.653	12,663.59	12,663.59	13,398	735	0.27	720	5.37	0

	929903DT6 WACHOVIA CORP DTD 06/08/07 5.75% 06/15/2017	11,000.000000	114.195	11,547.94	11,547.94	12,561	1,014	0.25	633	5.04	0
	931142CM3 WAL MART STORES INC DTD 04/15/2008 6.2% 04/15/2038	11,000.000000	124.316	14,505.07	14,505.07	13,675	830-	0.28	682	4.99	0
	Total For Corporate Bonds	607,000.000000		640,989.31	640,989.31	658,134	17,145		26,610		
	Common Stock										
AAN	002535300 AARON'S, INC.	147.000000	26.890	3,977.82	3,977.82	3,953	25-	0.08	12	0.31	0
ABAX	002567105 ABAXIS, INC.	282.000000	38.170	11,271.22	11,271.22	10,764	507-	0.22		0.00	0
ABT	002824100 ABBOTT LABS	459.000000	36.660	15,385.68	15,385.68	16,827	1,441	0.34	404	2.40	0
ATVI	00507V109 ACTIVISION BLIZZARD INC	356 000000	17.130	5,995.04	5,995.04	6,098	103	0.12	68	1.11	0
ABCO	00762W107 ADVISORY BOARD CO	59.000000	63.310	3,614.91	3,614.91	3,735	120	0.08		0.00	0
A	00846U101 AGILENT TECHNOLOGIES INC	105.000000	58.150	5,415.90	5,415.90	6,106	690	0.12	55	0.91	0
AKAM	00971T101 AKAMAI TECHNOLOGIES INC	163.000000	47.680	8,477.71	8,477.71	7,772	706-	0.16		0.00	0
ATI	01741R102 ALLEGHENY TECHNOLOGIES INC	172.000000	31.440	5,277.41	5,277.41	5,408	130	0.11	124	2.29	0
AMT	03027X100 AMERICAN TOWER CORPORATION CL A	153.000000	80.880	11,224.74	11,224.74	12,375	1,150	0.25	177	1.43	0
ABC	03073E105 AMERISOURCEBERGEN CORP	108.000000	67.220	6,659.28	6,659.28	7,260	600	0.15	102	1.40	0
APH	032095101 AMPHENOL CORP CL A	264.000000	86.880	20,227.25	20,227.25	22,936	2,709	0.46	211	0.92	0
ANSS	03662Q105 ANSYS INC	424 000000	78.530	36,413.51	36,413.51	33,297	3,117-	0.67		0.00	0
AAPL	037833100 APPLE INC	61.000000	500.600	26,058.88	26,058.88	30,537	4,478	0.62	744	2.44	0
ATR	038336103 APTARGROUP INC	173.000000	63.800	10,382.82	10,382.82	11,037	655	0.22	173	1.57	0
ADSK	052769106	144 000000	51.250	6,163.11	6,163.11	7,380	1,217	0.15		0.00	0

	AUTO DESK INC										
BCR	067383109 CR BARD INC	42.000000	129.590	4,850.92	4,850.92	5,443	592	0.11	35	0.65	0
BIO	090572207 BIO-RAD LABORATORIES INC CL A	37.000000	127.120	4,407.29	4,407.29	4,703	296	0.10		0.00	0
BLKB	09227Q100 BLACKBAUD INC	197.000000	34.460	7,806.63	7,806.63	6,789	1,018-	0.14	95	1.39	0
BWA	099724106 BORG WARNER INC	176.000000	53.700	9,030.17	9,030.17	9,451	421	0.19	88	0.93	0
BXP	101121101 BOSTON PROPERTIES INC	48.000000	108.090	5,152.97	5,152.97	5,188	35	0.11	125	2.41	0
BRO	115236101 BROWN & BROWN INC	463.000000	31.490	15,208.57	15,208.57	14,580	629-	0.30	185	1.27	0
CBG	12504L109 CBRE GROUP INC	346.000000	26.540	7,816.75	7,816.75	9,183	1,366	0.19		0.00	0
CSX	126408103 CSX CORP	313.000000	26.910	7,909.51	7,909.51	8,423	513	0.17	188	2.23	0
CVS	126650100 CVS/CAREMARK CORPORATION	376.000000	67.720	14,505.96	14,505.96	25,463	10,957	0.52	414	1.62	0
CBT	127055101 CABOT CORP	91.000000	48.670	3,884.41	3,884.41	4,429	545	0.09	73	1.64	0
CVX	166764100 CHEVRON CORP	130.000000	111.630	8,036.40	8,036.40	14,512	6,476	0.29	520	3.58	0
CLC	179895107 CLARCOR INC	158.000000	55.420	8,803.76	8,803.76	8,756	47-	0.18	107	1.23	0
CCE	19122T109 COCA-COLA ENTERPRISES INC	198.000000	43.290	7,971.48	7,971.48	8,571	600	0.17	158	1.85	0
CTSH	192446102 COGNIZANT TECHNOLOGY SOLUTIONS CL A	156.000000	96.910	13,278.04	13,278.04	15,118	1,840	0.31		0.00	0
CNS	19247A100 COHEN & STEERS INC.	237.000000	36.070	8,176.00	8,176.00	8,549	373	0.17	190	2.22	0
CMCSK	20030N200 COMCAST CORP SPECIAL CL A	368.000000	52.350	16,257.65	16,257.65	19,265	3,007	0.39	331	1.72	0
CPSI	205306103 COMPUTER PROGRAMS & SYSTEMS INC	242.000000	66.820	14,340.26	14,340.26	16,170	1,830	0.33	552	3.41	0
CPRT	217204106 COPART INC	530.000000	34.280	17,521.03	17,521.03	18,168	647	0.37		0.00	0

COST	22160K105 COSTCO WHOLESALE CORP	179.000000	112.360	20,555.34	20,555.34	20,112	443-	0.41	222	1.10	01
CVD	222816100 COVANCE INC	280.000000	94.560	24,380.27	24,380.27	26,477	2,097	0.54		0.00	01
CMI	231021106 CUMMINS INC	75.000000	126.980	9,942.86	9,942.86	9,524	419-	0.19	188	1.97	01
DHI	23331A109 D R HORTON INC	509.000000	23.480	9,608.29	9,608.29	11,951	2,343	0.24	76	0.64	01
DHR	235851102 DANAHER CORP DEL	504.000000	74.390	31,138.08	31,138.08	37,493	6,354	0.76	50	0.13	01
DRI	237194105 DARDEN RESTAURANTS INC	112.000000	49.440	5,182.24	5,182.24	5,537	355	0.11	246	4.45	01
DVA	23918K108 DAVITA HEALTHCARE PARTNERS INC	339.000000	64.930	19,666.11	19,666.11	22,011	2,345	0.45		0.00	01
DIS	254687106 WALT DISNEY CO	147 000000	72.610	8,301.08	8,301.08	10,674	2,373	0.22	126	1.18	01
EMN	277432100 EASTMAN CHEMICAL CO	131.000000	77.960	10,307.08	10,307.08	10,213	94-	0.21	183	1.80	01
EV	278265103 EATON VANCE CORP COM NON VTG	195.000000	38.070	7,500.13	7,500.13	7,424	76-	0.15	172	2.31	01
SATS	278768106 ECHOSTAR CORPORATION	129.000000	47.030	6,106.22	6,106.22	6,067	39-	0.12		0.00	01
ECL	278865100 ECOLAB INC	232.000000	100.540	22,897.75	22,897.75	23,325	428	0.47	255	1.09	01
EXPO	30214U102 EXPONET INC	217.000000	72.220	15,187.25	15,187.25	15,672	484	0.32	130	0.83	01
ESRX	30219G108 EXPRESS SCRIPTS HOLDING CO	765.000000	74.690	47,473.20	47,473.20	57,138	9,665	1.16		0.00	01
XOM	30231G102 EXXON MOBIL CORP	294 000000	92.160	20,157.23	20,157.23	27,095	6,938	0.55	741	2.73	01
FTI	30249U101 FMC TECHNOLOGIES INC	420.000000	49.440	23,792.47	23,792.47	20,765	3,028-	0.42		0.00	01
FDS	303075105 FACTSET RESH SYSTEM INC	148.000000	105.770	16,565.58	16,565.58	15,654	912-	0.32	207	1.32	01
FII	314211103 FEDERATED INVS INC PA CL B	575.000000	26.890	15,460.83	15,460.83	15,462	1	0.31	575	3.72	01
FIS	31620M106 FIDELITY NATIONAL	139.000000	50.700	6,423.19	6,423.19	7,047	624	0.14	133	1.89	01

	INFORMATION										
FLR	343412102 FLUOR CORP	412 000000	75.960	29,523.40	29,523.40	31,296	1,772	0.63	264	0.84	0
FOSL	34988V106 FOSSIL GROUP INC	153.000000	111.830	18,059.44	18,059.44	17,110	949-	0.35		0.00	0
BEN	354613101 FRANKLIN RESOURCES	222.000000	52.010	11,427.69	11,427.69	11,546	119	0.23	107	0.92	0
GMT	361448103 GATX CORP	143.000000	57.900	6,727.24	6,727.24	8,280	1,552	0.17	189	2.28	0
GD	369550108 GENERAL DYNAMICS CORP	61.000000	101.310	5,238.68	5,238.68	6,180	941	0.13	137	2.21	0
GIS	370334104 GENERAL MILLS INC	377.000000	48.020	18,058.85	18,058.85	18,104	45	0.37	573	3.17	0
GILD	375558103 GILEAD SCIENCES INC	263.000000	80.650	19,028.00	19,028.00	21,211	2,183	0.43		0.00	0
GPN	37940X102 GLOBAL PMTS INC	87.000000	66.090	4,932.90	4,932.90	5,750	817	0.12	7	0.12	0
GS	38141G104 GOLDMAN SACHS GROUP INC	152.000000	164.120	24,150.51	24,150.51	24,946	796	0.50	334	1.34	0
GOOGL	38259P508 GOOGLE INC CL A	36.000000	1,180.970	30,585.84	30,585.84	42,515	11,929	0.86		0.00	0
HAE	405024100 HAEMONETICS CORP	359.000000	37.890	14,290.54	14,290.54	13,603	688-	0.28		0.00	0
JKHY	426281101 HENRY JACK & ASSOC INC	393.000000	55.780	20,469.24	20,469.24	21,922	1,452	0.44	314	1.43	0
HIBB	428567101 HIBBETT SPORTS INC	194.000000	60.010	11,318.36	11,318.36	11,642	324	0.24		0.00	0
HITT	43365Y104 HITTITE MICROWAVE CORP	294.000000	57.350	18,692.99	18,692.99	16,861	1,832-	0.34		0.00	0
HON	438516106 HONEYWELL INTERNATIONAL INC	216 000000	91.230	16,408.60	16,408.60	19,706	3,297	0.40	389	1.97	0
TEG	45822P105 INTEGRYS ENERGY GROUP INC	113.000000	54.340	6,267.13	6,267.13	6,140	127-	0.12	307	5.01	0
ICE	45866F104 INTERCONTINENTAL EXCHANGE GROUP INC	48.000000	208.790	9,159.39	9,159.39	10,022	863	0.20	125	1.25	0
IBM	459200101 INTERNATIONAL BUSINESS MACHINES	75.000000	176.680	13,852.50	13,852.50	13,251	602-	0.27	285	2.15	0

IGT	459902102 INTERNATIONAL GAME TECHNOLOGY	269.000000	14.430	5,090.76	5,090.76	3,882	1,209-	0.08	118	3.05	0
INTU	461202103 INTUIT INC	154.000000	73.250	10,227.14	10,227.14	11,281	1,053	0.23	117	1.04	0
ISRG	46120E602 INTUITIVE SURGICAL INC	64.000000	407.580	23,328.05	23,328.05	26,085	2,757	0.53		0.00	0
JPM	46625H100 J P MORGAN CHASE & CO	710.000000	55.360	28,154.13	28,154.13	39,306	11,151	0.80	1,079	2.75	0
JNJ	478160104 JOHNSON & JOHNSON	259.000000	88.470	15,964.76	15,964.76	22,914	6,949	0.46	684	2.98	0
JCI	478366107 JOHNSON CTLS INC	226.000000	46.120	9,277.29	9,277.29	10,423	1,146	0.21	199	1.91	0
JOY	481165108 JOY GLOBAL INC	125.000000	52.790	6,435.00	6,435.00	6,599	164	0.13	88	1.33	0
KEY	493267108 KEYCORP	556.000000	12.760	6,384.82	6,384.82	7,095	710	0.14	122	1.72	0
LSTR	515098101 LANDSTAR SYS INC COM	246.000000	57.440	13,575.55	13,575.55	14,130	555	0.29	59	0.42	0
EL	518439104 LAUDER ESTEE COS INC CL A	330.000000	68.740	23,086.80	23,086.80	22,684	403-	0.46	264	1.16	0
LECO	533900106 LINCOLN ELEC HLDGS INC	64 000000	69.200	4,365.29	4,365.29	4,429	64	0.09	59	1.33	0
LMT	539830109 LOCKHEED MARTIN CORP	193.000000	150.910	23,550.82	23,550.82	29,126	5,575	0.59	1,027	3.53	0
LO	544147101 LORILLARD INC.	449.000000	49.220	20,451.95	20,451.95	22,100	1,648	0.45	988	4.47	0
MAS	574599106 MASCO CORP	339.000000	21.160	6,665.77	6,665.77	7,173	507	0.15	102	1.42	0
MCD	580135101 MCDONALDS CORP	52.000000	94.170	5,032.55	5,032.55	4,897	136-	0.10	168	3.44	0
MJN	582839106 MEAD JOHNSON NUTRITION COMPANY	335.000000	76.890	25,104.05	25,104.05	25,758	654	0.52	456	1.77	0
MD	58502B106 MEDNAX, INC MEDNAX	101.000000	55.640	5,141.77	5,141.77	5,620	478	0.11		0.00	0
MET	59156R108 METLIFE INC	400.000000	49.050	14,619.95	14,619.95	19,620	5,000	0.40	440	2.24	0
MORN	617700109 MORNINGSTAR INC	157.000000	77.200	12,359.04	12,359.04	12,120	239-	0.25	107	0.88	0

MUR	626717102 MURPHY OIL CORP	73.000000	56.610	4,530.38	4,530.38	4,133	398-	0.08	91	2.21	0
NVR	62944T105 NVR INC	13.000000	1,153.410	12,021.32	12,021.32	14,994	2,973	0.30		0.00	0
NDAQ	631103108 NASDAQ OMX GROUP INC	293.000000	38.150	11,218.77	11,218.77	11,178	41-	0.23	152	1.36	0
NATI	636518102 NATIONAL INSTRS CORP	427.000000	29.000	13,229.98	13,229.98	12,383	847-	0.25	256	2.07	0
NTAP	64110D104 NETAPP INC	442.000000	42.340	18,699.76	18,699.76	18,714	15	0.38	265	1.42	0
NFX	651290108 NEWFIELD EXPL CO	198.000000	24.770	5,584.78	5,584.78	4,904	680-	0.10		0.00	0
OXY	674599105 OCCIDENTAL PETE CORP	130.000000	87.570	12,313.60	12,313.60	11,384	930-	0.23	333	2.92	0
ORCL	68389X105 ORACLE CORPORATION	453 000000	36.900	11,031.95	11,031.95	16,716	5,684	0.34	217	1.30	0
OMI	690732102 OWENS & MINOR INC	341.000000	34.640	11,740.40	11,740.40	11,812	72	0.24	327	2.77	0
PFE	717081103 PFIZER INC	1,057.000000	30.400	30,345.67	30,345.67	32,133	1,787	0.65	1,099	3.42	0
PM	718172109 PHILIP MORRIS INTERNATIONAL INC	350.000000	78.140	31,869.40	31,869.40	27,349	4,520-	0.55	1,316	4.81	0
POOL	73278L105 POOL CORPORATION	146.000000	54.180	7,997.29	7,997.29	7,910	87-	0.16	111	1.40	0
PGR	743315103 PROGRESSIVE CORP OHIO	225.000000	23.240	6,127.05	6,127.05	5,229	898-	0.11	111	2.12	0
PRU	744320102 PRUDENTIAL FINANCIAL INC	106.000000	84.390	9,525.67	9,525.67	8,945	580-	0.18	225	2.51	0
QCOM	747525103 QUALCOMM INC	436.000000	74.220	16,191.97	16,191.97	32,360	16,168	0.65	610	1.89	0
RLI	749607107 RLI CORP	324.000000	41.660	13,909.86	13,909.86	13,498	412-	0.27	220	1.63	0
RES	749660106 RPC INC	600.000000	17.030	9,644.34	9,644.34	10,218	574	0.21	252	2.47	0
RJF	754730109 RAYMOND JAMES FINL INC	161.000000	50.910	6,574.01	6,574.01	8,197	1,623	0.17	103	1.26	0
ROLL	75524B104 RBC BEARINGS INC.	160.000000	64.840	10,294.93	10,294.93	10,374	79	0.21		0.00	0
RGA	759351604	85.000000	74.670	5,901.02	5,901.02	6,347	446	0.13	102	1.61	0

	REINSURANCE GROUP OF AMERICA										
RSG	760759100 REPUBLIC SVCS INC CL A	254 000000	32.030	8,364.22	8,364.22	8,136	229-	0.16	264	3.25	01
ROL	775711104 ROLLINS INC	138.000000	28.820	3,676.32	3,676.32	3,977	301	0.08	58	1.46	01
ROP	776696106 ROPER INDS INC NEW	167.000000	137.240	21,857.41	21,857.41	22,919	1,062	0.46	134	0.58	01
STJ	790849103 ST JUDE MED INC	68.000000	60.730	3,846.76	3,846.76	4,130	283	0.08	68	1.65	01
CRM	79466L302 SALESFORCE.COM INC	375.000000	60.530	19,889.70	19,889.70	22,699	2,809	0.46		0.00	01
SLB	806857108 SCHLUMBERGER LTD	340.000000	87.570	17,083.59	17,083.59	29,774	12,690	0.60	544	1.83	01
SCHW	808513105 CHARLES SCHWAB CORP NEW	1,179.000000	24.820	25,431.29	25,431.29	29,263	3,831	0.59	283	0.97	01
SMG	810186106 SCOTTS MIRACLE-GRO CO	90.000000	59.390	5,005.80	5,005.80	5,345	339	0.11	158	2.95	01
SEE	81211K100 SEALED AIR CORP NEW	302.000000	31.190	8,141.92	8,141.92	9,419	1,277	0.19	157	1.67	01
SIRO	82966C103 SIRONA DENTAL SYSTEMS INC	184.000000	71.940	12,786.94	12,786.94	13,237	450	0.27		0.00	01
SNA	833034101 SNAP ON INC	105.000000	100.150	10,440.53	10,440.53	10,516	75	0.21	185	1.76	01
SCCO	84265V105 SOUTHERN COPPER CORPORATION	184.000000	27.980	5,008.48	5,008.48	5,148	140	0.10	103	2.00	01
SBUX	855244109 STARBUCKS CORP	383.000000	71.120	29,582.03	29,582.03	27,239	2,343-	0.55	398	1.46	01
STT	857477103 STATE STREET CORP	129.000000	66.950	8,534.97	8,534.97	8,637	102	0.17	134	1.55	01
SRCL	858912108 STERICYCLE INC	205.000000	117.060	23,567.24	23,567.24	23,997	430	0.49		0.00	01
SF	860630102 STIFEL FINL CORP	158.000000	45.150	6,502.58	6,502.58	7,134	631	0.14		0.00	01
SNPS	871607107 SYNOPSYS INC	149.000000	39.860	5,599.42	5,599.42	5,939	340	0.12		0.00	01
TJX	872540109 TJX COS INC NEW	233.000000	57.360	13,199.45	13,199.45	13,365	165	0.27	135	1.01	01
TGT	87612E106 TARGET CORP	198.000000	56.640	13,113.16	13,113.16	11,215	1,898-	0.23	341	3.04	01

TECH	878377100 TECHNE CORP	208.000000	90.870	16,772.18	16,772.18	18,901	2,129	0.38	258	1.36	01
TMO	883556102 THERMO FISHER SCIENTIFIC, INC.	167.000000	115.140	9,377.61	9,377.61	19,228	9,851	0.39	100	0.52	01
THO	885160101 THOR INDS INC	96.000000	51.370	5,522.23	5,522.23	4,932	591-	0.10	88	1.79	01
MMM	88579Y101 3M CO	106.000000	128.190	8,432.21	8,432.21	13,588	5,156	0.27	363	2.67	01
TTC	891092108 TORO CO	293.000000	63.360	15,971.43	15,971.43	18,564	2,593	0.38	234	1.26	01
TRV	89417E109 TRAVELERS COMPANIES, INC.	221.000000	81.280	9,911.15	9,911.15	17,963	8,052	0.36	442	2.46	01
URS	903236107 URS CORP NEW	100.000000	50.200	5,377.92	5,377.92	5,020	358-	0.10	84	1.67	01
UPS	911312106 UNITED PARCEL SERVICE INC CL B	151.000000	95.230	13,642.85	13,642.85	14,380	737	0.29	374	2.60	01
UTX	913017109 UNITED TECHNOLOGIES CORP	169.000000	114.020	9,289.93	9,289.93	19,269	9,979	0.39	399	2.07	01
VAL	920355104 VALSPAR CORP	143.000000	70.280	9,486.42	9,486.42	10,050	564	0.20	149	1.48	01
VZ	92343V104 VERIZON COMMUNICATIONS	428.000000	48.020	13,987.50	13,987.50	20,553	6,565	0.42	907	4.41	01
V	92826C839 VISA INC - CLASS A SHRS	169.000000	215.430	12,566.77	12,566.77	36,408	23,841	0.74	270	0.74	01
WFC	949746101 WELLS FARGO & CO	826.000000	45.340	30,101.87	30,101.87	37,451	7,349	0.76	991	2.65	01
WLL	966387102 WHITING PETROLEUM CORP	98.000000	58.380	6,190.66	6,190.66	5,721	469-	0.12		0.00	01
WFM	966837106 WHOLE FOODS MKT INC	475.000000	52.260	28,166.19	28,166.19	24,824	3,343-	0.50	228	0.92	01
XLNX	983919101 XILINX INC	185.000000	46.420	8,619.37	8,619.37	8,588	32-	0.17	185	2.15	01
NBR	G6359F103 NABORS INDUSTRIES LTD	406.000000	17.080	6,897.94	6,897.94	6,934	37	0.14	65	0.94	01
	Total For Common Stock	36,297.000000		1,909,853.26	1,909,853.26	2,146,448	236,594		31,435		

Foreign Stock

ABB	000375204 ABB LTD SPON ADR	556.000000	24.840	13,027.08	13,027.08	13,811	784	0.28	391	2.83	01
ADDYY	00687A107 ADIDAS AG	242.000000	55.890	13,283.38	13,283.38	13,525	242	0.27	153	1.13	01
AHKSY	043400100 ASAHI CHEM INDUS	437.000000	15.394	6,925.75	6,925.75	6,727	199-	0.14	93	1.38	01
ALPMY	04623U102 ASTELLAS PHARMA INC UNSP ADR	481.000000	15.684	6,002.88	6,002.88	7,544	1,541	0.15	129	1.72	01
ANZBY	052528304 AUSTRALIA & NEW ZEALAND BKG GR SPONSORED ADR ONE ADR RPRS 5 ORD SHS	403.000000	26.289	11,725.55	11,725.55	10,594	1,131-	0.21	587	5.54	01
BBL	05545E209 BHP BILLITON PLC SPONSORED ONE ADR REPRS 2 ORD SHARES	346.000000	58.960	19,969.25	19,969.25	20,400	431	0.41	803	3.93	01
BP	055622104 BP PLC SPONSORED ADR ONE ADR REPRS 6 ORDINARY SHS	192.000000	46.890	8,136.96	8,136.96	9,003	866	0.18	438	4.86	01
BNPQY	05565A202 BNP PARIBAS SPONSORED ADR	187.000000	38.737	6,529.98	6,529.98	7,244	714	0.15	127	1.75	01
BBD	059460303 BANCO BRADESCO BANCO BRADESCO S.A.	483.000000	10.530	6,742.86	6,742.86	5,086	1,657-	0.10		0.00	01
SAN	05964H105 BANCO SANTANDER S.A. ADR ONE ADR REPRS ONE ORD SHS	950.000000	8.640	8,174.97	8,174.97	8,208	33	0.17	598	7.28	01
BACHY	06426M104 BANK OF CHINA LTD - UNSPON ADR	769.000000	10.593	8,963.32	8,963.32	8,146	817-	0.16	451	5.54	01
BCS	06738E204 BARCLAYS PLC SPONSORED ADR ONE ADR REPRS 4 ORD SHARES	381.000000	17.900	6,701.31	6,701.31	6,820	119	0.14	151	2.21	01
BAYRY	072730302 BAYER A G SPONSORED ADRS ONE ADR REPRS 1 ORD SH	120.000000	132.009	14,030.40	14,030.40	15,841	1,811	0.32	217	1.37	01
BAMXY	072743206 BAYERISHE MOTOREN WERKE BMW - UNSPONSORED ADR	238.000000	36.330	8,579.90	8,579.90	8,647	67	0.18	176	2.03	01
BTI	110448107 BRITISH AMERN TOB PLC SPONSORED ADR	123.000000	95.990	12,708.36	12,708.36	11,807	902-	0.24	532	4.51	01

	EACH ADR REPRS TWO ORDINARY SHS										
CP	13645T100 CANADIAN PACIFIC RAILWAY LTD	110.000000	151.480	13,715.52	13,715.52	16,663	2,947	0.34	139	0.83	0
CMPGY	20449X203 COMPASS GROUP PLC SPON ADR NEW	814.000000	14.964	11,102.96	11,102.96	12,181	1,078	0.25	284	2.33	0
CS	225401108 CREDIT SUISSE GROUP SPONSORED ADR EACH ADR RPRS 1 REGISTERED SHR	238.000000	30.150	7,447.96	7,447.96	7,176	272-	0.15	25	0.35	0
DTEGY	251566105 DEUTSCHE TELEKOM AG - SPON ADR	467.000000	16.183	7,159.47	7,159.47	7,557	398	0.15	418	5.54	0
DPSGY	25157Y202 DEUTSCHE POST AG	268.000000	34.617	8,837.17	8,837.17	9,277	440	0.19	238	2.56	0
DEO	25243Q205 DIAGEO PLC-SPONSORED ADR EACH ADR REPRS FOUR ORD SHS	72.000000	120.050	9,019.44	9,019.44	8,644	376-	0.17	230	2.66	0
RDY	256135203 DR REDDYS LABS LTD	101.000000	41.720	3,928.88	3,928.88	4,214	285	0.09	23	0.54	0
E	26874R108 ENI S P A EACH ADR REPRS 10 ORD SHS	138.000000	45.400	6,462.42	6,462.42	6,265	197-	0.13	319	5.09	0
ENGGY	29248L104 ENAGAS UNSPON ADR	501.000000	13.688	6,207.39	6,207.39	6,857	650	0.14	281	4.09	0
GBOOY	40052P107 GRUPO FINANCIERO BANORTE -SPON ADR	250.000000	31.543	8,102.50	8,102.50	7,886	217-	0.16	97	1.23	0
HSBC	404280406 HSBC HOLDINGS PLC SPONS ADR NEW ONE ADR REPRS 5 ORD SHS	132 000000	51.490	7,225.68	7,225.68	6,797	429-	0.14	317	4.66	0
HTHIY	433578507 HITACHI LTD SPONSORED ADR EACH ADR REPRS 10 COMMON SHS	84.000000	77.659	6,931.68	6,931.68	6,523	408-	0.13	72	1.11	0
HUWHY	448415208 HUTCHISON WHAMPOA LTD UNSPONSORED ADR ONE ADR REPRES FIVE ORD SHS	682.000000	24.817	16,991.10	16,991.10	16,925	66-	0.34	327	1.93	0
IDCBY	455807107 IND & COMM BK OF CHINA UNSPONSOR	386.000000	12.389	5,476.66	5,476.66	4,782	695-	0.10	250	5.23	0

	ADR										
INFY	456788108 INFOSYS LIMITED SPON ADR 1/4 SHARE	172.000000	58.580	10,004.75	10,004.75	10,076	71	0.20	128	1.27	0
ING	456837103 ING GROEP N V SPONSORED ADR ONE ADR REPRS ONE ORDINARY SHS	541.000000	13.210	6,303.06	6,303.06	7,147	844	0.14		0.00	0
ITOCY	465717106 ITOCHU CORP UNSPON ADR	490.000000	24.808	11,715.90	11,715.90	12,156	440	0.25	327	2.69	0
KEP	500631106 KOREA ELECTRIC POWER CORP SPONSORED ADR ONE ADR REPRS 1/2 ORD SHS	662.000000	16.310	9,033.16	9,033.16	10,797	1,764	0.22		0.00	0
LVMUY	502441306 LVMH MOET HENNESSY LOUIS VUITTON - ADR	310 000000	35.642	12,273.24	12,273.24	11,049	1,224-	0.22	180	1.63	0
LNVGY	526250105 LENOVO GROUP LTD ADR	461.000000	25.912	9,777.81	9,777.81	11,945	2,168	0.24	219	1.84	0
MGA	559222401 MAGNA INT'L INC CL A	105 000000	84.850	8,858.85	8,858.85	8,909	50	0.18	134	1.51	0
MEOH	59151K108 METHANEX CORP	149.000000	59.920	7,746.64	7,746.64	8,928	1,181	0.18	119	1.34	0
MGDDY	59410T106 MICHELIN (CGDE) - UNSPON ADR	311.000000	21.124	6,789.75	6,789.75	6,570	220-	0.13	148	2.26	0
MTU	606822104 MITSUBISHI UF J FINL GRP-ADR	1,707.000000	6.040	10,847.75	10,847.75	10,310	537-	0.21	217	2.10	0
NSRGY	641069406 NESTLE SA - SPONS ADR	268.000000	72.655	18,427.68	18,427.68	19,472	1,044	0.39	487	2.50	0
NTES	64110W102 NETEASE, INC. ADR	43.000000	74.970	3,120.94	3,120.94	3,224	103	0.07		0.00	0
NTT	654624105 NIPPON TELEG & TEL CORP SPONSORED ADR EACH ADR REPRS 1/200TH OF AN ORDINARY SH	218.000000	26.960	5,693.73	5,693.73	5,877	184	0.12	159	2.71	0
NSANY	654744408 NISSAN MOTOR CO LTD SPONSORED ADR ONE ADR REPRESENTS 2 ORDINARY SH	301.000000	17.356	6,047.09	6,047.09	5,224	823-	0.11	140	2.68	0

LUKOY	677862104 LUKOIL SPONSORED ADR 1 ADR REPRS 4 COMMON SHS	228.000000	56.489	14,499.68	14,499.68	12,879	1,620-	0.26	834	6.47	0
IX	686330101 ORIX CORP	84.000000	76.560	7,068.19	7,068.19	6,431	637-	0.13	50	0.78	0
PEXNY	69364V106 PTT EXPLOATION & PR SP ADR	328.000000	9.270	3,552.24	3,552.24	3,041	512-	0.06	102	3.35	0
PUK	74435K204 PRUDENTIAL PLC ADR	252.000000	40.360	9,693.76	9,693.76	10,171	477	0.21	236	2.32	0
RICOY	765658307 RICOH COMPANY, LTD ADR	118.000000	53.488	6,965.54	6,965.54	6,312	654-	0.13	179	2.83	0
RHHBY	771195104 ROCHE HOLDINGS LTD SPONSORED ADR ONE ADR REPRS 1/100TH OF A GENUSSCHEIN SHS	206.000000	68.818	13,647.50	13,647.50	14,177	529	0.29	335	2.36	0
RYCEY	775781206 ROLLS-ROYCE HOLDINGS PLC SPONSORED ADR ONE ADR REPRS 5 ORD SHS	108.000000	97.538	9,890.78	9,890.78	10,534	643	0.21		0.00	0
RY	780087102 ROYAL BANK OF CANADA	214.000000	61.880	13,886.79	13,886.79	13,242	644-	0.27	537	4.06	0
SKM	78440P108 SK TELECOM LTD SPONSORED ADR ONE ADR REPRS 1/90TH OF AN ORD SHS	442.000000	21.940	10,479.96	10,479.96	9,697	782-	0.20	26	0.26	0
SAXPY	79588J102 SAMPO OYJ - A SHS-UNSP ADR	374.000000	23.229	8,231.74	8,231.74	8,688	456	0.18	260	2.99	0
SAP	803054204 SAP AG ONE ADR REPRS 1/12TH OF A PREF SHARE	128.000000	76.420	9,423.36	9,423.36	9,782	358	0.20	102	1.04	0
SGAMY	815794102 SEGA SAMMY HOLDINGS INC.	1,140.000000	6.033	7,076.66	7,076.66	6,878	199-	0.14	88	1.28	0
SKHSY	816078307 SEKISUI HOUSE SPONS-ADR	468.000000	14.061	7,023.64	7,023.64	6,581	443-	0.13	78	1.18	0
SVNDY	81783H105 SEVEN & I HOLDINGS CO.,LTD. SEVEN & I HOLDINGS	194.000000	80.443	14,123.20	14,123.20	15,606	1,483	0.32	216	1.38	0
SHPG	82481R106 SHIRE PLC	76.000000	149.620	11,415.56	11,415.56	11,371	44-	0.23	40	0.35	0

	SPONSORED ADR ONE ADR REPRES 5 ORD SHS										
SNN	83175M205 SMITH & NEPHEW P L C	154.000000	72.240	11,404.41	11,404.41	11,125	279-	0.22	200	1.80	0
SCGLY	83364L109 SOCIETE GENERALE FRANCE SPONSORED ADR ONE ADR REPRS 1/5TH OF A SHARE	661.000000	11.349	6,967.63	6,967.63	7,502	534	0.15	58	0.78	0
STO	85771P102 STATOIL ASA -SPON ADR	400.000000	23.710	9,080.00	9,080.00	9,484	404	0.19	344	3.62	0
SUBCY	864323100 SUBSEA 7 SA -SPON ADR	268.000000	17.139	5,869.20	5,869.20	4,593	1,276-	0.09	155	3.38	0
SWDBY	870195104 SWEDBANK AB	263.000000	26.168	6,430.35	6,430.35	6,882	452	0.14	338	4.91	0
SSREY	870886108 SWISS RE LTD. -SPN ADR	92.000000	86.568	7,678.32	7,678.32	7,964	286	0.16	343	4.31	0
TTDKY	872351408 TDK CORP ONE ADR REPRESENTS 1 ORDINARY SH	146.000000	45.987	7,354.02	7,354.02	6,714	640-	0.14	73	1.09	0
TSM	874039100 TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR	314.000000	16.920	5,547.72	5,547.72	5,313	235-	0.11	126	2.37	0
TTNDY	87873R101 TECHTRONIC INDUSTRIES COMPANY	755.000000	12.911	9,958.45	9,958.45	9,748	211-	0.20	89	0.91	0
TELNY	87944W105 TELENOR ASA-ADS	119.000000	62.101	8,345.47	8,345.47	7,390	955-	0.15	308	4.17	0
TS	88031M109 TENARIS SA-ADR	120.000000	44.480	5,536.80	5,536.80	5,338	199-	0.11	103	1.93	0
TCEHY	88032Q109 TENCENT HOLDINGS LTD UNSPONSOR ADR	103.000000	69.995	5,587.75	5,587.75	7,209	1,622	0.15	12	0.17	0
TKOMY	889094108 TOKIO MARINE HOLDINGS - ADR	228.000000	29.750	7,257.63	7,257.63	6,783	475-	0.14	111	1.63	0
TM	892331307 TOYOTA MOTOR CORP SPON ADR	46.000000	114.760	5,869.84	5,869.84	5,279	591-	0.11	108	2.04	0
UOVEY	911271302 UNITED OVERSEAS BK LTD SPONSORED ADR	137.000000	31.294	4,484.01	4,484.01	4,287	197-	0.09	130	3.03	0
VOD.OLD	92857W209	208 000000	37.060	7,429.44	7,429.44	7,708	279	0.16	336	4.35	0

	VODAFONE GROUP PLC SP ADR										
WEIGY	94876Q106 THE WEIR GROUP PLC UNSP ADR	344.000000	17.207	6,203.82	6,203.82	5,919	285-	0.12	98	1.66	0
ACN	G1151C101 ACCENTURE PLC SEDOL #B4BNMY3 ISIN #IE00B4NMY34	558.000000	79.880	42,974.57	42,974.57	44,573	1,598	0.90	1,038	2.33	0
COV	G2554F113 COVIDIEN PLC SEDOL:B68SQD2 ISIN:IE00B68SQD29	226.000000	68.240	14,274.93	14,274.93	15,422	1,147	0.31	289	1.88	0
DLPH	G27823106 DELPHI AUTOMOTIVE PLC	156.000000	60.890	9,016.80	9,016.80	9,499	482	0.19	156	1.64	0
G	G3922B107 GENPACT LIMITED	809.000000	16.970	15,437.70	15,437.70	13,729	1,709-	0.28		0.00	0
RNR	G7496G103 RENAISSANCE RE HLDGS LTD	61.000000	90.710	5,570.96	5,570.96	5,533	38-	0.11	68	1.23	0
ACE	H0023R105 ACE LTD	126.000000	93.810	11,683.44	11,683.44	11,820	137	0.24	318	2.69	0
TYC	H89128104 TYCO INTERNATIONAL LTD	330.000000	40.490	11,533.50	11,533.50	13,362	1,828	0.27	211	1.58	0
UBS	H89231338 UBS AG-NEW SEDOL #B18YFJ4	298.000000	19.870	5,846.76	5,846.76	5,921	75	0.12	48	0.81	0
CLB	N22717107 CORE LABORATORIES N V	132 000000	178.920	22,913.41	22,913.41	23,617	704	0.48	264	1.12	0
	Total For Foreign Stock	27,303.000000		803,986.66	803,986.66	814,938	10,952		18,530		
	Mutual Funds - Fixed Income										
IVHIX	466000122 IVY HIGH INCOME FUND CL I	10,129.155000	8.650	87,818.83	87,818.83	87,617	202-	1.76	6,321	7.21	0
TGBAX	880208400 TEMPLETON GLOBAL BOND FUND ADV	13,415.359000	12.700	174,802.03	174,802.03	170,375	4,427-	3.43	6,882	4.04	0
	Total For Mutual Funds - Fixed Income	23,544.514000		262,620.86	262,620.86	257,992	4,629-		13,203		
	Mutual Funds - International										
HIEMX	92828T889	12,958.728000	8.980	133,182.22	133,182.22	116,369	16,813-	2.35	1,361	1.17	0

VIRTUS EMERGING MARKETS OPPORTUNITY-I								
Total For Mutual Funds - International	12,958.728000	133,182.22	133,182.22	116,369	16,813-		1,361	
Total Portfolio		4,686,357.78	4,686,357.78	4,937,404	251,046	100.00	111,418	2.26

Back Save Mail

Form **8868**
(Rev. January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions is at *www.irs gov/form8868*

OMB No 1545-1709

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ ☐

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

Enter filer's identifying number, see instructions

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

Name of exempt organization or other filer, see instructions.
STOKES AND SARAH BROWN CHARITABLE
FOUNDATION 2055002233

Employer identification number (EIN) or
26-0110679

Number, street, and room or suite no If a P O box, see instructions
REGIONS BANK TRUST DEPT PO BCX 2886

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions
MOBILE, AL 36652-2886

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

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

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . . . . ▶ ☐ . If it is for part of the group, check this box . . . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 09/15, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☐ calendar year 20 ____ or
▶ ☒ tax year beginning 02/01, 2013, and ending 01/31, 20 14.

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 11,584.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior yeai overpayment allowed as a credit.	3b	$ 744.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ 10,840.

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

For Privacy Act and Paperwork Reduction Act Notice, see instructions. Form **8868** (Rev 1-2014)

JSA
3F8054 2 000

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions. STOKES AND SARAH BROWN CHARITABLE FOUNDATION 2055002233	Employer identification number (EIN) or 26-0110679
	Number, street, and room or suite no If a P O. box, see instructions REGIONS BANK TRUST DEPT PO BOX 2886	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions MOBILE, AL 36652-2886	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ REGIONS BANK TRUST DEPARTMENT
  Telephone No. ▶ (251)690-1024 Fax No. ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 12/15 , 20 14 .

5 For calendar year ______ , or other tax year beginning 02/01 , 20 13 , and ending 01/31 , 20 14 .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS REQUESTED IN ORDER TO GATHER THE NECESSARY INFORMATION TO PREPARE A COMPLETE AND ACCURATE TAX RETURN.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 25,084.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 11,584.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	$ 13,500.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Julie S Ehmka Title ▶ TRUSTEE Date ▶ 09/12/2014