



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning APR 1, 2014, and ending MAR 31, 2015

Name of foundation
BELLE G ROBERTS CHARITABLE TR
REGIONS BANK TRUST DEP'T #1255001017

Number and street (or P.O. box number if mail is not delivered to street address)
P.O. DRAWER 1628

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
MOBILE, AL 36633-1628

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 16,933,381. (Part I, column (d) must be on cash basis)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)

A Employer identification number
72-6214520

B Telephone number
251-431-8309

C If exemption application is pending, check here ☐

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

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	42.	42.		STATEMENT 1
	4 Dividends and interest from securities	290,089.	286,189.		STATEMENT 2
	5a Gross rents	78,750.	78,750.		STATEMENT 3
	b Net rental income or (loss) 68,742.				STATEMENT 4
	6a Net gain or (loss) from sale of assets not on line 10	1,320,601.			
	b Gross sales price for all assets on line 6a 7,451,040.				
	7 Capital gain net income (from Part IV, line 2)		1,320,601.		
	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)					
11 Other income	<19,749.>	<19,749.>		STATEMENT 5	
12 Total Add lines 1 through 11	1,669,733.	1,665,833.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	210,599.	163,985.		46,614.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 6	13,788.	7,875.		5,913.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 7	27,675.	1,059.		0.
	19 Depreciation and depletion	9,923.	9,923.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	5,723.	5,723.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	267,708.	188,565.		52,527.
25 Contributions, gifts, grants paid	707,699.			707,699.	
26 Total expenses and disbursements. Add lines 24 and 25	975,407.	188,565.		760,226.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	694,326.				
b Net investment income (if negative, enter -0-)		1,477,268.			
c Adjusted net income (if negative, enter -0-)			N/A		

423501
11-24-14

LHA For Paperwork Reduction Act Notice, see instructions

Form 990-PF (2014)

BELLE G ROBERTS CHARITABLE TR

Form 990-PF (2014)

REGIONS BANK TRUST DEP'T

#1255001017

72-6214520

Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		247,502.	646,846.	646,846.
	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				
	7	Other notes and loans receivable ▶				
		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 STMT 10		1,376,407.	1,928,486.	1,966,787.
	b	Investments - corporate stock STMT 11		8,444,387.	7,556,185.	11,337,804.
	c	Investments - corporate bonds STMT 12		1,058,016.	1,449,774.	1,493,724.
	11	Investments - land, buildings, and equipment basis ▶ 696,122.				
	Less accumulated depreciation STMT 13 ▶ 107,657.		598,388.	588,465.	630,000.	
12	Investments - mortgage loans					
13	Investments - other STMT 14		488,585.	739,071.	855,461.	
14	Land, buildings, and equipment: basis ▶ 5.					
	Less accumulated depreciation ▶		5.	5.	2,759.	
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		12,213,290.	12,908,832.	16,933,381.	
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				
	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 ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		12,213,290.	12,908,832.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31					
	27	Capital stock, trust principal, or current funds				
	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		12,213,290.	12,908,832.	
31	Total liabilities and net assets/fund balances		12,213,290.	12,908,832.		

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	12,213,290.
2	Enter amount from Part I, line 27a	2	694,326.
3	Other increases not included in line 2 (itemize) ▶ TIMING DIFFERENCE - GAIN ON SALE	3	1,355.
4	Add lines 1, 2, and 3	4	12,908,971.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	139.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,908,832.

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	P		
b CAPITAL GAINS DIVIDENDS			
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 7,450,253.		6,130,439.	1,319,814.
b 787.			787.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) F.M.V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any	
a			1,319,814.
b			787.
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	1,320,601.
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). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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))
2013	699,500.	15,494,562.	.045145
2012	686,629.	14,204,554.	.048339
2011	685,857.	14,091,757.	.048671
2010	636,542.	13,786,265.	.046172
2009	683,017.	13,336,256.	.051215

2 Total of line 1, column (d)	2	.239542
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	.047908
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	16,527,608.
5 Multiply line 4 by line 3	5	791,805.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,773.
7 Add lines 5 and 6	7	806,578.
8 Enter qualifying distributions from Part XII, line 4	8	760,226.

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.

BELLE G ROBERTS CHARITABLE TR

Form 990-PF (2014)

REGIONS BANK TRUST DEP'T

#1255001017

72-6214520

Page **4**

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	29,545.
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	29,545.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	29,545.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014		6a	17,360.
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	17,360.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	12,185.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	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>	1b	X
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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
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>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) AL		
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>	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

N/A

Form **990-PF** (2014)

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 ► NONE	13	X	
14	The books are in care of ► REGIONS BANK TRUST DEPARTMENT Telephone no. ► 251-431-8309 Located at ► 11 N WATER STREET, 28TH 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 N/A			
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) N/A	2b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2014 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 2014.) N/A	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 2014?	4b	X

Form 990-PF (2014)

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 4945(d)(4)(A)? (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)?
Organizations relying on a current notice regarding disaster assistance check hereN/A
▶ ☐

5b

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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

X

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

7b

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

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.

(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 15		210,599.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

0

Form 990-PF (2014)

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

3 Five highest-paid independent contractors for professional services. 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 **0**

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form **990-PF** (2014)

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	15,038,044.
b	Average of monthly cash balances	1b	431,972.
c	Fair market value of all other assets	1c	1,309,281.
d	Total (add lines 1a, b, and c)	1d	16,779,297.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	16,779,297.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	251,689.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,527,608.
6	Minimum investment return. Enter 5% of line 5	6	826,380.

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	826,380.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	29,545.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	29,545.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	796,835.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	796,835.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	796,835.

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	760,226.
b	Program-related investments - total from Part IX-B	1b	0.
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	760,226.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	760,226.

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.

Form 990-PF (2014)

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				796,835.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			707,699.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 760,226.				
a Applied to 2013, but not more than line 2a			707,699.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				52,527.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				744,308.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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)

2 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) 2014	(b) 2013	(c) 2012	(d) 2011	
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).)

NONE

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.

NONE

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:

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
INFIRMARY HEALTH SYSTEMS 5 MOBILE INFIRMARY CIRCLE MOBILE, AL 36607		PUBLIC	IMAGING EQUIPMENT	353,849.
UMS-WRIGHT CORPORATION 65 N MOBILE ST. MOBILE, AL 36607		PUBLIC	CLASSROOM & LIBRARY RENOVATIONS	353,850.
Total			3a	707,699.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVI-A

Enter gross amounts unless otherwise indicated.

- 1 Program service revenue:
 - a _____
 - b _____
 - c _____
 - d _____
 - e _____
 - f _____
 - g Fees and contracts from government agencies
- 2 Membership dues and assessments
- 3 Interest on savings and temporary cash investments
- 4 Dividends and interest from securities
- 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
- 9 Net income or (loss) from special events
- 10 Gross profit or (loss) from sales of inventory
- 11 Other revenue:
 - a _____
 - b _____
 - c _____
 - d _____
 - e _____

12 Subtotal. Add columns (b), (d), and (e)

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

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

Part XVI-B[illegible]

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

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?		Yes	No
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
		N/A	

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
N/A		

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		May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee Regions Bank by Roger E. Cole, V.P. Signature of officer or trustee	Date 8/10/15 Date	

Paid Preparer Use Only	Print/Type preparer's name J WILBERT JORDAN, JR	Preparer's signature <i>J Wilbert Jordan</i>	Date 08/03/15	Check <input type="checkbox"/> if self-employed	PTIN P00275848
	Firm's name SMITH DUKES & BUCKALEW LLP			Firm's EIN 63-0191630	
	Firm's address 3800 AIRPORT BLVD MOBILE, AL 36608-1667			Phone no. (251) 343-1200	

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MONEY MARKET FUND	42.	42.	
TOTAL TO PART I, LINE 3	42.	42.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CORPORATE DIVIDENDS	223,138.	787.	222,351.	218,451.	
CORPORATE INTEREST	58,167.	0.	58,167.	58,167.	
U.S. GOVERNMENT INTEREST	9,571.	0.	9,571.	9,571.	
TO PART I, LINE 4	290,876.	787.	290,089.	286,189.	

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
2051 GOVERNMENT ST., MOBILE, AL	1	78,750.
TOTAL TO FORM 990-PF, PART I, LINE 5A		78,750.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		9,923.	
INSURANCE		72.	
MISC. FEES		13.	
- SUBTOTAL -	1		10,008.
TOTAL RENTAL EXPENSES			10,008.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			68,742.

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
REGIONS SE TIMBER FD II (27-2911665)	<20,764.>	<20,764.>	
SECURITIES LITIGATION PROCEEDS	1,015.	1,015.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<19,749.>	<19,749.>	

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION FEE	3,288.	0.		3,288.
AUDIT FEE	10,500.	7,875.		2,625.
TO FORM 990-PF, PG 1, LN 16B	13,788.	7,875.		5,913.

FORM 990-PF	TAXES	STATEMENT	7
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,059.	1,059.		0.
EXCISE TAX - 2013	9,256.	0.		0.
EXCISE TAX - 2014				
ESTIMATES	17,360.	0.		0.
TO FORM 990-PF, PG 1, LN 18	27,675.	1,059.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADR FEES	391.	391.		0.
INVESTMENT MANAGEMENT FEES	5,247.	5,247.		0.
INSURANCE	72.	72.		0.
MISC. FEES	13.	13.		0.
TO FORM 990-PF, PG 1, LN 23	5,723.	5,723.		0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
-------------	--	-----------	---

DESCRIPTION	AMOUNT
TIMING DIFFERENCE - INTEREST AND DIVIDENDS	90.
NONTAXABLE DIVIDENDS	49.
TOTAL TO FORM 990-PF, PART III, LINE 5	139.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	X		1,928,486.	1,966,787.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,928,486.	1,966,787.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,928,486.	1,966,787.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	7,556,185.	11,337,804.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,556,185.	11,337,804.

FORM 990-PF CORPORATE BONDS STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	1,449,774.	1,493,724.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,449,774.	1,493,724.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 13

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LAND - 2051 GOVERNMENT & HOLCOMB	17,830.	0.	17,830.
LAND - 2051 GOVERNMENT	296,272.	0.	296,272.
BUILDING - 2051 GOVERNMENT	319,471.	101,717.	217,754.
LAND - 410 HOLCOMBE	11,366.	0.	11,366.
AIR CONDITIONER	10,198.	3,400.	6,798.
ROOF - 2051 GOVERNMENT	40,985.	2,540.	38,445.
TOTAL TO FM 990-PF, PART II, LN 11	696,122.	107,657.	588,465.

Belle G. Roberts Charitable Trust
72-6214520
2014

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST
FIXED Government			
3128LXBH2 FEDERAL HOME LOAN MTG CORP POOL #G01840 DTD 06/01/2005 5% 07/01/2035	**	14,986 470	16,691 03 16,290 75
3128M6T73 FEDERAL HOME LOAN MORTGAGE CORP POOL #G04774 DTD 10/01/2008 4 5% 01/01/2038	**	9,980 490	10,920 65 10,733 71
3128MCWR2 FEDERAL HOME LOAN MORTGAGE CORP POOL #G14056 DTD 02/01/2011 4% 08/01/2025	**	15,227 420	16,222 08 16,112 52
3128MJL24 FEDERAL HOME LOAN MORTGAGE CORP POOL #G08344 DTD 05/01/2009 4 5% 05/01/2039	**	7,078 030	7,719 16 7,511 56
3128MJQR4 FEDERAL HOME LOAN MORTGAGE CORP POOL #G08463 DTD 10/01/2011 4% 10/01/2041	**	12,900 470	13,820 53 13,662 42
3128MMS20 FEDERAL HOME LOAN MORTGAGE CORP POOL #G18536 DTD 01/01/2015 2.5% 01/01/2030	**	71,932 820	73,836 88 74,203 19
3128PW8W7 FEDERAL HOME LOAN MORTGAGE CORP POOL #J16353 DTD 08/01/2011 3 5% 08/01/2026	**	20,731 570	22,040 15 21,683 93
31359MH89 FEDERAL NATIONAL MORTGAGE ASSN 5% 03/15/2016	Aaa	196,000 000	204,624 00 202,744 90
31371LSG5 FEDERAL NATIONAL MORTGAGE ASSN POOL # 255319 5% 08/01/2019	**	10,432 900	11,062 42 10,860 00

Belle G. Roberts Charitable Trust
72-6214520
2014

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST
FIXED Government			
3138A8SR8 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026	**	17,214 640	18,347 02 18,086 13
3138E2MD4 FEDERAL NATIONAL MORTGAGE ASSN POOL #AJ9355 DTD 01/01/2012 3% 01/01/2027	**	19,848 490	20,844 49 20,459.46
3138EGNK6 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4 5% 06/01/2041	**	12,169 540	13,452 33 12,945 37
3138LUTA3 FEDERAL NATIONAL MORTGAGE ASSN POOL #A04144 DTD 06/01/2012 4% 06/01/2042	**	19,774 930	21,182 71 20,474 77
3138MFTC1 FEDERAL NATIONAL MORTGAGE ASSN POOL #AQ0546 DTD 11/01/2012 3 5% 11/01/2042	**	23,812 650	25,043 05 23,756 84
3138WPJG0 FEDERAL NATIONAL MORTGAGE ASSN POOL #AT2062 DTD 04/01/2013 2 5% 04/01/2028	**	24,606 550	25,321 37 24,652 68
3138WQAW2 FEDERAL NATIONAL MORTGAGE ASSN POOL #AT2720 DTD 05/01/2013 3% 05/01/2043	**	73,683 070	75,522 94 75,893 56
3138X3EH1 FEDERAL NATIONAL MORTGAGE ASSN POOL #AU3735 DTD 08/01/2013 3% 08/01/2043	**	38,056 750	38,967 45 38,032 95
31402CVV1 FEDERAL NATIONAL MORTGAGE ASSN POOL #725228 DTD 02/01/2004 6% 03/01/2034	**	3,491 850	4,042 27 3,854 11
31402RDV8 FEDERAL NATIONAL MORTGAGE ASSN POOL #735516 DTD 04/01/05 5% 02/01/2020	**	5,192 850	5,521 40 5,525 51
31402RFV6 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035	**	15,528 780	17,355 12 16,749 24
31403DLV9 FEDERAL NATIONAL MORTGAGE ASSN POOL # 745640 6% 06/01/2036	**	66,001 590	75,575 12 69,311 99

Belle G. Roberts Charitable Trust
72-6214520
2014

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST
FIXED Government			
31410G7C1 FEDERAL NATIONAL MORTGAGE ASSN POOL #889291 DTD 03/01/2008 5% 04/01/2023	**	3,274 740	3,560 92 3,513 17
31410KGB4 FEDERAL NATIONAL MORTGAGE ASSN POOL #889494 DTD 05/01/2008 5 5% 01/01/2037	**	19,388 100	21,892 46 21,596 52
31415P3Y2 FEDERAL NATIONAL MORTGAGE ASSN POOL #985615 DTD 06/01/2008 5 5% 04/01/2034	**	4,496 620	5,091 61 4,899 91
31416RBE2 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 06/01/2039	**	10,792.120	11,538 07 11,414 35
31419AGR2 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0207 DTD 07/01/2010 4 5% 11/01/2033	**	11,178 960	12,283 44 12,024 35
31419BCT0 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0981 DTD 02/01/2011 3 5% 03/01/2041	**	23,606 240	24,842 73 24,930 40
31419DMQ1 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3 5% 09/01/2025	**	17,739 900	18,845 63 18,406 14
912828H52 UNITED STATES TREASURY N/B DTD 01/31/2015 1.25% 01/31/2020	Aaa	27,000 000	26,860 68 26,572 85
912828NR7 UNITED STATES TREASURY N/B DTD 08/02/10 2 375% 07/31/2017	Aaa	364,000 000	378,388 92 377,194 73
912828PC8 UNITED STATES TREASURY N/B DTD 11/15/2010 2.625% 11/15/2020	Aaa	109,000.000	115,480.05 106,688 23
912828PJ3 UNITED STATES TREASURY DTD 11/30/2010 1 375% 11/30/2015	Aaa	341,000.000	343,635 93 344,643 79
912828VB3 UNITED STATES TREASURY DTD 05/15/2013 1 75% 05/15/2023	Aaa	192,000 000	190,965 12 177,845 63
912828VL1 UNITED STATES TREASURY N/B DTD 07/15/2013 625% 07/15/2016	Aaa	95,000 000	95,289 75 95,211 34
		SUB- TOTAL	1,966,787.48 1,828,485.89

Belle G. Roberts Charitable Trust
 72-6214520
 2014

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST
EQUITIES			
CONSUMER DISCRETIONARY			
00687A107 ADIDAS AG	ADDYY	108.000	4,273.78 3,105.00
053332102 AUTOZONE INC	AZO	23.000	15,689.68 9,221.99
109641100 BRINKER INTL INC	EAT	290.000	17,852.40 8,511.32
217204106 COPART INC	CPRT	870.000	32,685.90 18,016.00
24872B100 DENSO CORP ADR ONE ADR REPRESENTS 4 SHARES	DNZOY	162.000	3,703.32 2,369.25

04/01/2015 #38

Belle G. Roberts Charitable Trust

72-6214520

2014



DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST
CONSUMER DISCRETIONARY			
254687106 WALT DISNEY CO	DIS	1,800 000	188,802 00 113,039 82
256677105 DOLLAR GENERAL CORP	DG	120 000	9,045 60 6,631 69
256746108 DOLLAR TREE INC	DLTR	130 000	10,548 85 6,640 09
30214U102 EXPONET INC	EXPO	282 000	25,069 80 7,592 22
345370860 FORD MOTOR COMPANY COM PAR \$0 01	F	12,010 000	193,841 40 190,778 35
36318L104 GALAXY ENTERTAINMENT GROUP LTD ADR	GXYEY	98 000	4,462 04 4,263 85
364760108 THE GAP, INC	GPS	161 000	6,976 13 3,589 50
39137B109 GREAT WALL MOTOR CO UNSP ADR	GWLLY	99 000	6,997 52 3,988 05
40049J206 GRUPO TELEvisa SA DE CV GLB DEP 144A	TV	179 000	5,908.79 3,326 61
428567101 HIBBETT SPORTS INC	HIBB	283 000	13,883 98 16,962 14
500255104 KOHLS CORP	KSS	130 000	10,172 50 7,277.40
517834107 LAS VEGAS SANDS CORP	LVS	100 000	5,504 00 8,025 60
55616P104 MACY'S INC	M	350 000	22,718 50 18,615 19
62944T105 NVR INC	NVR	18 000	23,915.88 18,290 56
654106103 NIKE INC CL B	NKE	1,900 000	190,627 00 179,113 00

Belle G. Roberts Charitable Trust
72-6214520
2014

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST
CONSUMER DISCRETIONARY			
655664100 NORDSTROM INC	JWN	780.000	62,649.60 61,406.35
67103H107 O'REILLY AUTOMOTIVE, INC	ORLY	40.000	8,649.60 8,184.00
73278L105 POOL CORPORATION	POOL	206.000	14,370.56 3,808.05
73942H100 PRADA SPA -UNSP ADR	PRDSY	327.000	3,964.55 5,064.69
743476202 PROSIEBENSAT 1(MEDIA AG - UNSP ADR	PBSFY	397.000	4,871.98 4,042.70
74463M106 PUBLICIS GROUP SPONSORED ADR	PUBGY	457.000	8,813.70 5,960.63
758205207 REED ELSEVIER PLC SPONSORED ADR	RUK	131.000	9,023.28 4,095.01
758766109 REGAL ENTMT GROUP CL A	RGC	6,000.000	137,040.00 126,610.80
778296103 ROSS STORES INC	ROST	100.000	10,536.00 2,299.50
825690100 SHUTTERSTOCK INC	SSTK	383.000	26,300.61 23,242.28
83084V106 BRITISH SKY BROADCAST SP ADR	SKYAY	204.000	12,028.66 10,395.13
855244109 STARBUCKS CORP	SBUX	2,000.000	189,400.00 145,895.40
85571Q102 STARZ - LIBERTY SERIES A COMMON STOCK	STRZA	200.000	6,882.00 6,775.98
870123106 SWATCH GROUP AG THE-UNSP ADR	SWGAY	141.000	2,991.17 3,075.21
891092108 TORO CO	TTC	354.000	24,822.48 13,885.68

Belle G. Roberts Charitable Trust

72-6214520

2014



DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST
CONSUMER DISCRETIONARY			
892331307 TOYOTA MOTOR CORP SPON ADR	TM	42 000	5,875 38 3,491 95
918204108 VF CORP	VFC	100 000	7,531 00 7,482.99
92937A102 WPP PLC - SPONSORED ADR	WPPGY	99 000	11,263 23 4,968 71
G60754101 MICHAEL KORS HOLDINGS LIMITED ISIN VGG607541015 SEDOL B7341C6	KORS	90 000	5,917 50 6,585 89
TOTAL CONSUMER DISCRETIONARY		SUB- TOTAL	1,345,610.37 1,076,628.58
CONSUMER STAPLES			
10552T107 BRF SA-ADR	BRFS	155 000	3,065 90 3,503 66
110448107 BRITISH AMERN TOB PLC SPONSORED ADR EACH ADR REPRS TWO ORDINARY SHS	BTI	79 000	8,197 83 6,017 17
126650100 CVS HEALTH CORPORATION	CVS	2,308 000	238,208 68 75,807.41
142795202 CARLSBERG A/S - B - SPON ADR	CABGY	400 000	6,601 60 7,942 30
163086101 CHEFS WAREHOUSE HOLDINGS, INC	CHEF	381 000	8,545 83 8,933 64
191085208 COCA-COLA AMATIL LTD -SP ADR	OCLAY	272 000	2,239 92 2,418 08
20449X302 COMPASS GROUP PLC ADR	CMPGY	380 000	6,611 24 2,341 75
344419106 FOMENTO ECONOMICO MEX SPONSORED ONE ADR REPRS 10 ORD SHR	FMX	29 000	2,711 50 1,439 78
427866108 THE HERSHEY COMPANY	HSY	1,500 000	151,365 00 151,674 95
471105205 JAPAN TOBACCO INC UNSPONSORED ADR	JAPAY	283 000	4,642 59 4,575 75

Belle G. Roberts Charitable Trust

72-6214520

2014

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST
CONSUMER STAPLES			
501044101 KROGER CO/THE	KR	154 000	11,805.64 4,036.32
582839106 MEAD JOHNSON NUTRITION COMPANY	MJN	870 000	87,461.10 85,963.30
713448108 PEPSICO INC	PEP	2,005 000	191,718.10 94,472.73
742718109 PROCTER & GAMBLE CO	PG	3,000 000	245,820.00 46,892.76
904784709 UNILEVER N V NY SHS NEW ONE NY REPRS ONE UNILEVER NV SH	UN	113 000	4,718.88 3,466.30
966837106 WHOLE FOODS MKT INC	WFM	2,000 000	104,160.00 77,159.80
G16962105 BUNGE LIMITED	BG	84 000	6,918.24 5,248.48
TOTAL CONSUMER STAPLES		SUB- TOTAL	1,084,792.05 581,894.18
ENERGY			
126132109 CNOOC LTD - ADR ONE ADR REPRS 100 CLASS H SHARES	CEO	12 000	1,701.84 1,657.68
15135U109 CENOVUS ENERGY INC	CVE	112 000	1,890.56 3,306.96
15639K300 CENTRICA PLC-SP ADR	CPYYY	234 000	3,515.38 4,163.72
166764100 CHEVRON CORP	CVX	1,404 000	147,391.82 6,778.83
171798101 CIMAREX ENERGY CO	XEC	70 000	8,056.30 7,652.40
292505104 ENCANA CORP	ECA	382 000	4,259.30 6,828.41
30231G102 EXXON MOBIL CORP	XOM	1,820 000	154,700.00 4,369.10

Belle G. Roberts Charitable Trust

72-6214520

2014



DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST
ENERGY			
423452101 HELMERICH & PAYNE INC	HP	70 000	4,764 90 5,510 40
718546104 PHILLIPS 66	PSX	1,200 000	94,320 00 69,257 27
723787107 PIONEER NATURAL RESOURCES	PXD	37 000	6,049 87 2,304 23
749660106 RPC INC	RES	300 000	3,843 00 6,854 97
780259107 ROYAL DUTCH SHELL PLC-ADR B	RDS B	91 000	5,705 70 5,636 33
806857108 SCHLUMBERGER LTD	SLB	2,500 000	208,600 00 110,567 69
867224107 SUNCOR ENERGY INC	SU	222 000	6,493 50 7,559 74
N22717107 CORE LABORATORIES N V	CLB	241 000	25,182 09 26,074 07
TOTAL ENERGY		SUB-TOTAL	676,474.36 268,521.80
FINANCIALS			
00300A104 ABERDEEN ASSET MGMT PLC ADR	ABDNY	432 000	5,911 92 6,254 91
018805101 ALLIANZ SE ONE ADR REPRESENTS 1/10 ORD SH	AZSEY	316 000	5,493 03 4,552 22
02376R102 AMERICAN AIRLINES GROUP	AAL	178 000	9,394 84 3,202 20
025816109 AMERICAN EXPRESS CO	AXP	2,025 000	158,193 00 46,827 87
026874784 AMERICAN INTL GROUP INC	AIG	1,600 000	87,664 00 87,072 00
03076C106 AMERIPRISE FINANCIAL INC	AMP	114 000	14,915 76 4,100 38

Belle G. Roberts Charitable Trust

72-6214520

2014

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST
FINANCIALS			
04316A108 ARTISAN PARTNERS ASSET MGMT	APAM	580 000	26,366.80 26,699.35
059460303 BANCO BRADESCO BANCO BRADESCO S.A.	BBD	625 000	5,800.00 9,039.17
063904106 BANK OF OZARKS INC	OZRK	400 000	14,772.00 10,198.29
09247X101 BLACKROCK INC	BLK	295 000	107,922.80 56,775.64
115236101 BROWN & BROWN INC	BRO	503 000	16,654.33 9,137.96
12504L109 CBRE GROUP INC	CBG	659 000	25,509.89 9,998.91
166744201 CHEUNG KONG HOLDINGS LTD	CHEUY	323 000	6,615.69 4,147.32
171778202 CIELO SA -SPONSORED ADR	CIOXY	286 000	4,088.66 2,796.90
172967424 CITIGROUP INC	C	4,000 000	206,080.00 189,195.20
19247A100 COHEN & STEERS INC	CNS	220.000	9,009.00 4,366.71
251542106 DEUTSCHE BOERSE AG DEUTSCHE BOERSE	DBOEY	730 000	5,963.37 4,535.96
316773100 FIFTH THIRD BANCORP	FITB	689 000	12,987.65 12,563.92
416515104 HARTFORD FINL SVCS GROUP INC	HIG	189 000	8,322.18 3,449.68
455807107 IND & COMM BK OF CHINA UNSPONSOR ADR	IDCBY	393 000	5,799.11 5,595.62
46625H100 J P MORGAN CHASE & CO	JPM	3,200 000	193,856.00 8,242.80

Belle G. Roberts Charitable Trust
72-6214520
2014



DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST
FINANCIALS			
47102X105 JANUS CAPITAL GROUP INC	JNS	579 000	9,953 01 3,306 09
48020Q107 JONES LANG LASALLE INC	JLL	104 000	17,721 60 11,539 16
48137C108 JULIUS BAER GROUP, LTD - UN ADR	JBAXY	504 000	5,060 16 2,883 45
485785109 KASIKORNBANK PUBLIC CO LMTD UNSPON ADR	KPCPY	275 000	7,741 25 6,429 44
492051305 KEPPEL CORP LTD SPONSORED ONE ADR REPRS 2 ORD SHRS	KPELY	360 000	4,723 92 4,126 44
57060D108 MARKETAXESS HOLDINGS INC	MKTX	395 000	32,745 50 19,957 60
69367U105 PT BANK MANDIRI UNSPON ADR	PPERY	590 000	5,629 19 3,660 00
74144T108 PRICE T ROWE GROUP INC	TROW	90 000	7,288 20 6,942 49
74164M108 PRIMERICA INC	PRI	496 000	25,246 40 22,893 96
744320102 PRUDENTIAL FINANCIAL INC	PRU	1,040 000	83,522 40 53,391 10
749607107 RLI CORP	RLI	557 000	29,192 37 18,148 09
78486Q101 SVB FINANCIAL GROUP	SIVB	120 000	15,244 80 11,421 90
82669G104 SIGNATURE BANK	SBNY	60 000	7,774 80 4,070 13
867914103 SUNTRUST BKS INC	STI	180 000	7,396 20 6,370 23
911271302 UNITED OVERSEAS BK LTD SPONSORED ADR	UOVEY	190 000	6,371 65 6,783 00

Belle G. Roberts Charitable Trust

72-6214520

2014

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST
FINANCIALS			
949746101 WELLS FARGO & CO	WFC	4,700,000	255,680 00 159,204 70
G491BT108 INVESCO LTD	IVZ	5,178,000	205,514 82 175,385 99
G7496G103 RENAISSANCE RE HLDGS LTD	RNR	69 000	6,881 37 6,260 84
H42097107 UBS GROUP AG	UBS	350 000	6,569 50 6,480 88
TOTAL FINANCIALS		SUB- TOTAL	1,671,577.17 1,040,008.50
HEALTH CARE			
002567105 ABAXIS, INC	ABAX	303,000	19,425 33 8,493 31
00287Y109 ABBVIE INC	ABBV	2,600 000	152,204 00 163,514 00
015351109 ALEXION PHARMACEUTICALS INC	ALXN	60 000	10,398 00 6,911 54
03073E105 AMERISOURCEBERGEN CORP	ABC	150 000	17,050 50 5,480 92
067383109 CR BARD INC	BCR	50,000	8,367 50 5,063 90
110122108 BRISTOL MYERS SQUIBB CO	BMJ	1,300 000	83,850 00 80,469 22
125509109 CIGNA CORP	CI	70 000	9,060 80 6,458 20
151020104 CELGENE CORP	CELG	1,977 000	227,908 56 157,265 31
30219G108 EXPRESS SCRIPTS HOLDING CO	ESRX	90,000	7,809 30 3,467 95
375558103 GILEAD SCIENCES INC	GILD	1,670,000	163,877 10 104,367 03

Belle G. Roberts Charitable Trust
72-6214520
2014



DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST
HEALTH CARE			
478160104 JOHNSON & JOHNSON	JNJ	1,800 000	181,080 00 6,801 21
58155Q103 MCKESSON CORP	MCK	740 000	167,388 00 81,663 60
58501N101 MEDIVATION INC MEDIVATION	MDVN	60 000	7,744 20 5,017 20
58933Y105 MERCK & CO INC NEW	MRK	3,035 000	174,451 80 105,647 44
66987V109 NOVARTIS A G ADR ONE ADR REPRS 1/20TH OF A SHARE	NVS	45 000	4,437 45 2,012 44
690732102 OWENS & MINOR INC	OMI	504 000	17,055 36 15,572 36
771195104 ROCHE HOLDINGS LTD SPONSORED ADR ONE ADR REPRS 1/100TH OF A GENUSSCHEIN SHS	RHHBY	190 000	6,555 57 3,860 80
790849103 ST JUDE MED INC	STJ	110 000	7,194 00 7,061 99
82966C103 SIRONA DENTAL SYSTEMS INC	SIRO	340 000	30,596 60 23,730 10
83175M205 SMITH & NEPHEW P L C	SNN	144 000	4,920 48 2,806 08
863667101 STRYKER CORP	SYK	1,090 000	100,552 50 42,946 84
881624209 TEVA PHARMACEUTICAL INDS SPONS ADR ONE ADR REPRS ONE ORD SHARE	TEVA	225 000	14,017 50 11,151 88
883556102 THERMO FISHER SCIENTIFIC, INC	TMO	700 000	94,038 00 33,611 27
92532F100 VERTEX PHARMACEUTICALS INC	VRTX	80 000	9,437 60 4,999 19
G0083B108 ACTAVIS PLC	ACT	30 000	8,928 60 6,452 40

Belle G. Roberts Charitable Trust
72-6214520
2014

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST
HEALTH CARE			
G50871105 JAZZ PHARMACEUTICALS PLC	JAZZ	50 000	8,639 50 7,208 50
N59465109 MYLAN NV	MYL	1,760 000	104,456 00 101,560.80
TOTAL HEALTH CARE		SUB- TOTAL	1,641,444.25 1,003,595.48
INDUSTRIALS			
000375204 ABB LTD SPON ADR	ABB	292 000	6,181 64 6,835 33
011659109 ALASKA AIR GROUP INC	ALK	240 000	15,883 20 3,159.36
018581108 ALLIANCE DATA SYSTEMS CORP	ADS	80 000	23,700 00 14,266 04
073302101 B/E AEROSPACE, INC	BEAV	157 000	9,988 34 5,668 47
105105100 BRAMBLES LTD - UNSPONS ADR	BMBLY	268 000	4,717 07 3,735 07
120738406 BUNZL PLC SPONS ADR	BZLFY	125 000	3,397 63 1,276 00
136375102 CANADIAN NATIONAL RAILWAY	CNI	81 000	5,416 47 2,035 12
167250109 CHICAGO BRIDGE & IRON CO N V	CBI	112 000	5,517 12 6,466 67
179895107 CLARCOR INC	CLC	253 000	16,713 18 12,829 45
247361702 DELTA AIR LINES INC	DAL	180.000	8,092.80 6,861 58
25157Y202 DEUTSCHE POST AG	DPSGY	114 000	3,562.27 2,694 96
307305102 FANUC CORPORATION	FANUY	94.000	3,429 21 1,857 64

Belle G. Roberts Charitable Trust
72-6214520
2014

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST
INDUSTRIALS			
31428X106 FEDEX CORP	FDX	1,000 000	165,450 00 173,569.90
34354P105 FLOWERVE CORP	FLS	185 000	10,450 65 5,832 85
369604103 GENERAL ELECTRIC CO	GE	3,290 000	81,624 90 60,423 48
384109104 GRACO INC	GGG	167 000	12,050 72 12,127 64
39945C109 GROUP CGI INC CL A SUB VTG	GIB	191 000	8,107.95 4,593 66
438516106 HONEYWELL INTERNATIONAL INC	HON	1,700 000	177,327 00 133,037 07
448415208 HUTCHISON WHAMPOA LTD UNSPONSORED ADR ONE ADR REPRES FIVE ORD SHS	HUWHY	349 000	9,687 19 6,357 21
44980X109 IPG PHOTONICS CORPORATION	IPGP	100 000	9,270 00 6,916 00
482539103 KLX INC	KLXI	78 000	3,006 12 2,026 18
495724403 KINGFISHER PLC	KGFHY	525 000	5,932 50 4,032 51
500458401 KOMATSU LTD SPON ADR NEW ONE ADR REPRS FOUR ORDINARY SHS	KMTUY	228 000	4,491.60 4,591 27
515098101 LANDSTAR SYS INC COM	LSTR	159 000	10,541 70 7,407 73
533900106 LINCOLN ELEC HLDGS INC	LECO	86 000	5,623 54 2,250 49
539830109 LOCKHEED MARTIN CORP	LMT	100 000	20,296.00 17,242 99
563571108 MANITOWOC INC	MTW	250 000	5,390 00 7,870 48

Belle G. Roberts Charitable Trust
72-6214520
2014

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST
INDUSTRIALS			
696429307 PALL CORP	PLL	90 000	9,035 10 6,001 62
773903109 ROCKWELL INTERNATIONAL	ROK	60 000	6,959 40 5,233 11
775711104 ROLLINS INC	ROL	319 000	7,888 87 2,692 10
776696106 ROPER INDS INC NEW	ROP	44 000	7,568 00 5,370 64
80687P106 SCHNEIDER ELECTRIC SE UNSP ADR	SBGSY	392 000	6,092 07 5,249 67
858912108 STERICYCLE INC	SRCL	58 000	8,144 94 6,460 36
88579Y101 3M CO	MMM	1,100 000	181,445 00 15,189 02
907818108 UNION PAC CORP	UNP	825 000	89,355 75 64,991 85
910047109 UNITED CONTINENTAL HOLDINGS, INC	UAL	140 000	9,415 00 2,897 43
913017109 UNITED TECHNOLOGIES CORP	UTX	1,585 000	185,762 00 129,760 83
94106L109 WASTE MANAGEMENT INC	WM	1,600 000	86,768 00 84,959 84
TOTAL INDUSTRIALS		SUB-TOTAL	1,234,282.93 844,771.62
INFORMATION TECHNOLOGY			
00846U101 AGILENT TECHNOLOGIES INC	A	160 000	6,648 00 4,822 27
021441100 ALTERA CORP	ALTR	200 000	8,582 00 6,711.98
02263T104 AMADEUS IT HOLDING UNSP ADR	AMADY	110 000	4,720 87 1,861.78

Belle G. Roberts Charitable Trust
72-6214520
2014



DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST
INFORMATION TECHNOLOGY			
03662Q105 ANSYS INC	ANSS	367 000	32,365 73 17,598 81
037833100 APPLE INC	AAPL	2,490 000	309,830 70 175,636 70
038222105 APPLIED MATERIALS INC	AMAT	320 000	7,219 20 6,774 37
045327103 ASPEN TECHNOLOGY INC	AZPN	574 000	22,093 26 19,558 46
052769106 AUTO DESK INC	ADSK	1,565 000	91,771 60 60,406 65
056752108 BAIDU, INC ADR	BIDU	29 000	6,043 60 3,019 99
09227Q100 BLACKBAUD INC	BLKB	146 000	6,917 48 3,191 36
12514G108 CDW CORP/DE	CDW	773 000	28,786 52 23,091 97
17275R102 CISCO SYSTEMS INC	CSCO	4,130 000	113,678 25 64,660 45
177376100 CITRIX SYSTEM INC	CTXS	2,600 000	166,062 00 158,832 20
192446102 COGNIZANT TECHNOLOGY SOLUTIONS CL A	CTSH	2,215 000	138,193 85 97,946 13
205306103 COMPUTER PROGRAMS & SYSTEMS INC	CPSI	369 000	20,021 94 16,216 80
268648102 E M C CORP MASS	EMC	3,557 000	90,916 92 51,141 69
294821608 ERICSSON (LM) TEL SP ADR	ERIC	478 000	5,998 90 5,521 65
303075105 FACTSET RESH SYSTEM INC	FDS	195 000	31,044 00 14,267 34

Belle G. Roberts Charitable Trust

72-6214520

2014

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST
INFORMATION TECHNOLOGY			
38259P706 GOOGLE INC CL C - W/	GOOG	160 000	87,680.00 62,235 51
426281101 HENRY JACK & ASSOC INC	JKHY	416 000	29,074 24 10,152 62
458140100 INTEL CORP	INTC	5,000 000	156,350 00 74,769 23
461202103 INTUIT INC	INTU	1,304 000	126,435 84 83,615 18
595017104 MICROCHIP TECHNOLOGY INC	MCHP	140.000	6,846 00 5,221 99
67066G104 NVIDIA CORP	NVDA	381 000	7,972 43 3,945 37
68369X105 ORACLE CORPORATION	ORCL	4,423 000	190,852 45 93,676 14
747525103 QUALCOMM INC	QCOM	2,418 000	167,664 12 101,549 55
803054204 SAP SE ONE ADR REPRS 1/12TH OF A PREF SHARE	SAP	101 000	7,289 17 5,118 69
874039100 TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR	TSM	348 000	8,171 04 4,006 12
928298108 VISHAY INTERTECHNOLOGY	VSH	450 000	6,219 00 6,857 95
958102105 WESTERN DIGITAL CORP	WDC	71 000	6,461 71 1,764 85
983919101 XILINX INC	XLNX	169 000	7,148 70 4,857 62
98433V102 YAHOO JAPAN CORPORATION - UNSPON ADR	YAHOO	676 000	5,591 87 4,928 04
Y0486S104 AVAGO TECHNOLOGIES LTD	AVGO	54 000	6,856.92 1,791 00
TOTAL INFORMATION TECHNOLOGY		SUB- TOTAL	1,911,508.31 1,195,850.46

Belle G. Roberts Charitable Trust
72-6214520
2014

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST
MATERIALS			
013817101 ALCOA INC	AA	420 000	5,426 40 6,829 16
02341R302 AMCOR LTD - SPONS ADR	AMCRY	181 000	7,765 44 6,938 07
038336103 APTARGROUP INC	ATR	178 000	11,306 56 6,800 31
058498106 BALL CORP	BLL	106 000	7,487 84 4,871 71
277432100 EASTMAN CHEMICAL CO	EMN	79 000	5,471 54 5,299 28
278865100 ECOLAB INC	ECL	1,720 000	196,733 60 185,885 25
670100205 NOVO NORDISK A/S SPONSORED ADR ONE ADR REPRS 1/2 OF CL 'B' SHS	NVO	92 000	4,911 88 1,187 53
74005P104 PRAXAIR INC	PX	1,405 000	169,639 70 129,375 21
75524B104 RBC BEARINGS INC	ROLL	242 000	18,522 68 5,582 07
87160A100 SYNGENTA AG SPONSORED ADR	SYT	84 000	5,696 04 4,234 82
N53745100 LYONDELLBASELL INDUSTRIES - CL A SEDOL #B3SPXZ3 ISIN #NL0009434992	LYB	2,000 000	175,600 00 150,967 81
TOTAL MATERIALS		SUB-TOTAL	608,561.68 507,971.22
TELECOMMUNICATION SERVICES			
00206R102 AT&T INC	T	5,000 000	163,250 00 173,703 50
92343V104 VERIZON COMMUNICATIONS	VZ	3,280 000	159,506 40 127,910.15
TOTAL TELECOMMUNICATION SERVICES		SUB-TOTAL	322,756.40 301,613.65

Belle G. Roberts Charitable Trust
72-6214520
2014

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST
UNCLASSIFIED			
81369Y886 SPDR SPDR TR UTILITIES	XLU	166.000	7,375.38 6,663.26
TOTAL UNCLASSIFIED		SUB- TOTAL	7,375.38 6,663.26

UTILITIES			
15189T107 CENTERPOINT ENERGY INC	CNP	280.000	5,714.80 6,950.18
65339F101 NEXTERA ENERGY, INC	NEE	2,005.000	208,620.25 106,684.04
816851109 SEMPRA ENERGY	SRE	139.000	15,153.78 8,032.18
976657106 WISCONSIN ENERGY CORP	WEC	310.000	15,345.00 11,159.90
TOTAL UTILITIES		SUB- TOTAL	244,833.83 132,826.30

UNCLASSIFIED			
921937702 VANGUARD SHORT TERM INDEX -ADM FUND 5132	"	55,790.262	588,587.26 595,840.00
TOTAL UNCLASSIFIED		SUB- TOTAL	588,587.26 595,840.00

Totals cost 7,556,185.05
 fmv 11,337,803.99

Belle G. Roberts Charitable Trust
72-6214520
2014

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST
FIXED Corporate			
CONSUMER DISCRETIONARY			
20030NAZ4 COMCAST CORP DTD 06/18/09 5 7% 07/01/2019	A3	34,000 000	39,333 24 35,846 13
345397WR0 FORD MOTOR CREDIT DTD 06/06/2014 1 724% 12/06/2017	Baa3	40,000 000	39,911 60 40,037 74
87612EAP1 TARGET CORP CALLABLE 5 375% 05/01/2017	A2	35,000 000	38,157 00 36,257 09
TOTAL CONSUMER DISCRETIONARY		SUB-TOTAL	117,401.84 112,140.96
CONSUMER STAPLES			
03523TBA5 ANHEUSER-BUSCH INBEV WOR DTD 01/27/2011 2.875% 02/15/2016	A2	38,000 000	38,754 30 38,315 11
50075NBB9 KRAFT FOOD INC DTD 02/08/2010 4 125% 02/09/2016	Baa1	37,000 000	37,997 15 37,317 02
50076QAK2 KRAFT FOODS INC DTD 12/04/2012 1 625% 06/04/2015	Baa2	39,000 000	39,065 52 39,175 25
60871RAC4 MOLSON COORS BREWING CO DTD 05/03/2012 3.5% 05/01/2022	Baa2	38,000 000	39,179 14 38,363 67
931427AH1 WALGREENS BOOTS ALLIANCE CALLABLE DTD 11/18/2014 3 8% 11/18/2024-2024	Baa2	35,000 000	36,188 25 35,226 43
TOTAL CONSUMER STAPLES		SUB-TOTAL	191,184.36 188,397.48
TELECOMMUNICATION SERVICES			
00206RAM4 AT&T INC DTD 05/13/08 5 6% 05/15/2018	Baa1	33,000 000	36,663 66 34,525 66
TOTAL TELECOMMUNICATION SERVICES		SUB-TOTAL	36,663.66 34,525.66
UTILITIES			
26441CAG0 DUKE ENERGY CORPORATION DTD 11/17/2011 2.15% 11/15/2016	A3	39,000 000	39,780 39 39,329 23
TOTAL UTILITIES		SUB-TOTAL	39,780.39 39,329.23



Belle G. Roberts Charitable Trust
72-6214520
2014

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST
FIXED Corporate			
ENERGY			
166764AA8 CHEVRON CORP CALLABLE DTD 12/05/2012 1 104% 12/05/2017-2017	Aa1	40,000 000	40,035.60 40,002 33
42809HAB3 HESS CORPORATION DTD 2/3/09 8 125% 02/15/2019	Baa2	31,000 000	37,220 15 35,248 32
565849AJ5 MARATHON OIL CORP DTD 10/29/2012 .9% 11/01/2015	Baa1	40,000 000	40,008 40 40,035 47
71645WAP6 PETROBRAS INTL FIN CO DTD 10/30/09 5 75%-01/20/2020	Ba2	37,000 000	34,320 46 38,005 80
87425EAL7 TALISMAN ENERGY INC DTD 6/1/09 7 75% 06/01/2019	Baa3	32,000 000	36,926 08 36,251 30
TOTAL ENERGY		SUB- TOTAL	188,510.69 189,543.22
FINANCIALS			
0258M0DA4 AMERICAN EXPRESS CREDIT CORP SERIES MTN DTD 09/13/2010 2 75% 09/15/2015	A2	38,000 000	38,368.98 38,204 60
172967GG0 CITIGROUP INC DTD 01/10/2013 1 25% 01/15/2016	Baa2	40,000 000	40,110 80 40,090 51
25152RYD9 DEUTSCHE BANK AG LONDON DTD 02/13/2015 1.875% 02/13/2018	A3	39,000 000	39,054.99 39,016 80
369622SM8 GENERAL ELECTRIC CAPITAL CORP DTD 02/11/11 5 3% 02/11/2021	A2	34,000 000	39,274 42 35,578 63
38141EA25 GOLDMAN SACHS GROUP INC DTD 2/5/09 7.5% 02/15/2019	Baa1	23,000.000	27,450.04 24,188.82
59018YN64 MERRILL LYNCH & CO INC SERIES MTN DTD 04/25/08 6 875% 04/25/2018	Baa2	34,000 000	38,891.24 35,859 14
61761JVL0 MORGAN STANLEY DTD 10/23/2014 3 7% 10/23/2024	Baa2	72,000 000	75,065 76 72,192 71

Belle G. Roberts Charitable Trust
72-6214520
2014



DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ TAX COST
FIXED Corporate			
74432QBP9 PRUDENTIAL FINANCIAL DTD 11/18/2010 4.5% 11/15/2020	Baa1	36,000 000	40,060 44 36,977 44
78011DAC8 ROYAL BANK OF CANADA DTD 09/19/2012 1 2% 09/19/2017	Aaa	77,000 000	77,038 50 76,906 65
867914BE2 SUNTRUST BKS INC DTD 11/01/2011 3 5% 01/20/2017	Baa1	38,000 000	39,559.14 38,564.65
89233P5F9 TOYOTA MOTOR CREDIT CORP SERIES MTN DTD 09/15/2011 3.4% 09/15/2021	Aa3	38,000 000	40,409 20 38,450 23
929903DT6 WACHOVIA CORP DTD 06/08/07 5 75% 06/15/2017	A2	35,000 000	38,495 45 34,717 37
TOTAL FINANCIALS		SUB-TOTAL	533,778.96 510,747.55
INDUSTRIALS			
149123BQ3 CATERPILLAR INC DTD 12/05/08 7 9% 12/15/2018	A2	30,000 000	36,572 40 33,243 82
24422ESS9 JOHN DEERE CAPITAL CORP SERIES MTN DTD 09/15/2014 2.3% 09/16/2019	A2	38,000 000	38,798 76 37,992.57
TOTAL INDUSTRIALS		SUB-TOTAL	75,371.16 71,236.39
INFORMATION TECHNOLOGY			
037833AJ9 APPLE INC DTD 05/03/2013 1% 05/03/2018	Aa1	41,000 000	40,760 97 40,708 08
12673PAC9 CA INC DTD 11/13/09 5 375% 12/01/2019	Baa2	35,000 000	39,140 50 36,639 70
17275FAC6 CISCO SYSTEMS INC CALLABLE 5 5% 02/22/2016	A1	36,000 000	37,578 60 37,701 48
428236BE2 HEWLETT-PACKARD CO DTD 12/02/2010 2.2% 12/01/2015	Baa1	39,000 000	39,341.25 39,161 40
458140AJ9 INTEL CORP DTD 09/19/2011 3.3% 10/01/2021	A1	38,000 000	40,451.76 38,397 83
459200GX3 INTERNATIONAL BUSINESS MACHINES DTD 07/22/2011 1.95% 07/22/2016	Aa3	74,000 000	75,344.58 75,080 01
68389XAC9 ORACLE CORPORATION DTD 04/09/08 5.75% 04/15/2018	A1	34,000 000	38,415.24 36,165 27
TOTAL INFORMATION TECHNOLOGY		SUB-TOTAL	311,032.80 303,853.87

Corp bond totals
Cost 1,449,774.36
fmv 1,493,723.96

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	14
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
REGIONS SOUTHEAST TIMBER FUND	COST	739,071.	855,461.
TOTAL TO FORM 990-PF, PART II, LINE 13		739,071.	855,461.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	15
-------------	---	-----------	----

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
REGIONS BANK P. O. BOX 2527 MOBILE, AL 36622	TRUSTEE 5.00	97,937.	0.	0.
J. MANSON MURRAY P. O. BOX 2568 MOBILE, AL 36652-2568	TRUSTEE 5.00	88,518.	0.	0.
REGIONS BANK - CUSTODIAN FEES P. O. BOX 2527 MOBILE, AL 36622	TRUSTEE 5.00	24,144.	0.	0.
SARAH L. DAMSON P.O. BOX 160947 MOBILE, AL 36616	DIST. COMM 0.10	0.	0.	0.
ALLEN LADD P. O. BOX 6989 MOBILE, AL 36660	DIST. COMM 0.10	0.	0.	0.
T.K. JACKSON III P.O. BOX 173 MOBILE, AL 36601-0173	DIST. COMM 0.10	0.	0.	0.
JOHN C. JOHNSON 3601 LONGVIEW LANE MOBILE, AL 36608	DIST. COMM 0.10	0.	0.	0.
JOY M. GRODNICK 112 PINEBROOK DRIVE WEST MOBILE, AL 36608	DIST. COMM 0.10	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		210,599.	0.	0.

2014 DEPRECIATION AND AMORTIZATION REPORT

2051 GOVERNMENT ST., MOBILE, AL

RENT

1

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	LAND - 2051					17,830.			17,830.			0.
2	GOVERNMENT & HOLCOM	111002L				296,272.			296,272.			0.
3	GOVERNMENT BUILDING - 2051	111002L				319,471.			319,471.	93,525.		8,192.
9	GOVERNMENT	111002SL		39.00	16	11,366.			11,366.			0.
11	LAND - 410 HOLCOMBE	111002L				10,198.			10,198.	2,720.		680.
14	AIR CONDITIONER ROOF - 2051	040110SL		15.00	16	40,985.			40,985.	1,489.		1,051.
	* TOTAL 990-PF RENTAL DEPR	110712SL		39.00	16	696,122.		0.	696,122.	97,734.	0.	9,923.

428102
05-01-14

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

18.1