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

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , 2015, and ending , 20

Name of foundation: LOUISE B. DISMUKES CHARITABLE TRUST 1055002831

A Employer identification number: 31-1691254

Number and street (or P.O. box number if mail is not delivered to street address): C/O 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 ▶ [ ]

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 ▶ [ ]

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: [X] 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) ▶ $ 2,761,666.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify)
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ [X] if the foundation is not required to attach Sch B.				
3	Interest on savings and temporary cash investments	16.	16.		STMT 1
4	Dividends and interest from securities	63,725.	55,337.		STMT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	237,939.			
b	Gross sales price for all assets on line 6a 1,163,176.				
7	Capital gain net income (from Part IV, line 2)		237,939.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	301,680.	293,292.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	23,430.	18,744.		4,686.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 3	1,025.	NONE	NONE	1,025.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 4	992.	485.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule)				
24	**Total operating and administrative expenses.** Add lines 13 through 23	25,447.	19,229.	NONE	5,711.
25	Contributions, gifts, grants paid	139,742.			139,742.
26	Total expenses and disbursements Add lines 24 and 25	165,189.	19,229.	NONE	145,453.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	136,491.			
b	**Net investment income** (if negative, enter -0-)		274,063.		
c	**Adjusted net income** (if negative, enter -0-)				

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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	162,471.	101,822.	101,822.
	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			
	10a Investments - U S and state government obligations (attach schedule) STMT 5	436,556.	510,756.	519,056.
	b Investments - corporate stock (attach schedule) STMT 6	967,095.	923,246.	1,385,490.
	c Investments - corporate bonds (attach schedule) STMT 8	589,501.	747,716.	755,298.
	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)	2,155,623.	2,283,540.	2,761,666.
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	2,155,623.	2,283,540.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	2,155,623.	2,283,540.	
	31 Total liabilities and net assets/fund balances (see instructions)	2,155,623.	2,283,540.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,155,623.
2 Enter amount from Part I, line 27a	2	136,491.
3 Other increases not included in line 2 (itemize) ▶ ACCRETION ADJUSTMENT	3	178.
4 Add lines 1, 2, and 3	4	2,292,292.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	8,752.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,283,540.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,163,176.		925,237.	237,939.
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				237,939.
b				
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	237,939.
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))
2014	124,535.	2,862,246.	0.043510
2013	125,406.	2,724,283.	0.046033
2012	124,594.	2,586,863.	0.048164
2011	122,466.	2,553,159.	0.047966
2010	108,064.	2,489,409.	0.043410

2	**Total** of line 1, column (d)	2	0.229083
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	0.045817
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	2,808,499.
5	Multiply line 4 by line 3	5	128,677.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,741.
7	Add lines 5 and 6	7	131,418.
8	Enter qualifying distributions from Part XII, line 4	8	145,453.

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	2,741.
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	2,741.
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	2,741.
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 — 6a: 1,744.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	1,744.
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	997.
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 2016 estimated tax** ▶ NONE **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) ▶ 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 *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 2015 or the taxable year beginning in 2015 (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 DEPT Telephone no ▶ (251)690-1024

Located at ▶ 11 N. WATER ST., 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 2015, 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 FinCEN Form 114 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 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	☐ 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 2015 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 2015.)*		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 2015?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

		Yes	No
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)? **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**		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
REGIONS BANK TRUST DEPARTMENT 1900 5TH AVENUE NORTH, BIRMINGHAM, AL 35203	TRUSTEE 1	23,430.	-0-	-0-

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		-0-	-0-	-0-

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	2,851,268.
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	2,851,268.
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	2,851,268.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	42,769.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,808,499.
6	**Minimum investment return.** Enter 5% of line 5	6	140,425.

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	140,425.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	2,741.		
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,741.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	137,684.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	137,684.
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	137,684.

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	145,453.
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	145,453.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	2,741.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	142,712.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				137,684.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			105,579.	
b Total for prior years 20 13 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2015				
a From 2010 . . . . . . NONE				
b From 2011 . . . . . . NONE				
c From 2012 . . . . . . NONE				
d From 2013 . . . . . . NONE				
e From 2014 . . . . . . NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 145,453.				
a Applied to 2014, but not more than line 2a			105,579.	
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 2015 distributable amount				39,874.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2015 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	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 2014 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				97,810.
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)	NONE			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2011 . . . NONE				
b Excess from 2012 . . . NONE				
c Excess from 2013 . . . NONE				
d Excess from 2014 . . . NONE				
e Excess from 2015 . . . 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 2015, 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 (a) 2015	Prior 3 years (b) 2014	(c) 2013	(d) 2012	(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).)

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 ▶ [X] 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 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*				
HUNTER STREET BAPTIST CHURCH ATTN: MORRELL DO 2600 HIGHWAY 150 HOOVER AL 35244	NONE	PC	RELIGIOUS	139,742.
Total . . . . ▶ **3a**				139,742.
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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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			14	16.	
4 Dividends and interest from securities			14	63,725.	
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	237,939.	
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)				301,680.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 301,680.

(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

Julie S Chmka | 05/11/2016 | 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	16.	16.
TOTAL	16.	16.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST FROM SECURITIES	63,725.	55,337.
TOTAL	63,725.	55,337.

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	1,025.			1,025.
TOTALS	1,025.	NONE	NONE	1,025.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL ESTIMATES - PRINCIPAL	992.	
FOREIGN TAXES ON QUALIFIED FOR		396.
FOREIGN TAXES ON NONQUALIFIED		89.
TOTALS	992.	485.

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

DESCRIPTION		BEGINNING BOOK VALUE
US TREAS 6.25% 8/15/23		28,204.
US TREAS N/B 3.5% 2/15/39		7,851.
FHLM 2.875% 2/9/15		50,571.
US TREAS 4.125% 5/15/15		19,361.
US TREAS 1.375% 11/30/15		136,418.
US TREAS 2.875% 5/15/43		52,838.
US TREAS 1.75% 5/15/23		39,234.
US TREASURY 2.375% 7/31/17		102,079.
	TOTALS	436,556.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE
CVS/CAREMARK CORP (DEL)	10,310.
CHEVRON CORP	13,547.
EXXON MOBIL CORP	19,253.
GENERAL ELECTRIC CO	16,557.
INTEL CORP	15,263.
JOHNSON & JOHNSON	11,655.
PIONEER SELECT MID GR A	79,171.
NORFOLK SOUTHERN CORP	8,933.
PROCTER & GAMBLE CO	14,971.
PEPSICO INC	20,355.
PRUDENTIAL FINANCIAL	11,786.
QUALCOMM INC	14,959.
STATE STREET CORP	11,900.
UNITED TECHNOLOGIES CORP	7,704.
CISCO SYSTEMS	8,177.
J P MORGAN CHASE	17,834.
ORACLE CORP	9,450.
STRYKER CORP	11,851.
3M CORP	18,060.
VERIZON COMM	16,993.
OPPENHIEMER MAIN ST MID CAP	80,999.
E M C COPR MASS	12,042.
MFS RESH INTL FD CL I	115,999.
MERCK & CO INC	11,986.
NEXTRA ENERGY INC	11,812.
SCHLUMBERGER LTD	15,061.
VISA INC CLASS A SHRS	14,858.
BLACKROCK INC	12,310.
EMERSON ELECTRIC CO	8,629.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE
GOOGLE INC CL A	8,743.
PRAXAIR INC	9,961.
TEXAS INSTRS INC	16,670.
THERMO FISHER SCIENTIFIC INC	11,191.
TRAVELERS COMPANIES	14,820.
AMERICAN EUROPACIFIC GRTH-F2	64,999.
TARGET CORP	15,148.
WELLS FARGO & CO	15,174.
VIRTUS EMERGING MKTS OPP-I	47,999.
APPLE INC	13,040.
WALT DISNEY CO	18,201.
EXPRESS SCRIPTS HOLDING CO	10,291.
FORD MOTOR COMPANY COM	9,036.
GILEAD SCIENCES INC	10,416.
INTUIT INC	9,998.
LOWE'S COMPANIES INC	15,045.
MCDONALDS CORP	18,002.
TJX COS INC NEW	9,009.
ACCENTURE PLC SEDOL	18,206.
GOOGLE INC CL C - W/I	8,721.
TOTALS	967,095.

LOUISE B. DISMUKES CHARITABLE TRUST 31-1691254

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE
INTEL CORP 3.3% 10/1/21	9,962.
ABBOTT LABS 5.125% 04/01/2019	19,405.
CATERPILLAR INC 7.9% 12/15/18	8,441.
MERRILL LYNCH 6.875% 4/25/18	8,967.
ORACLE CORP 5.75% 4/15/18	9,234.
TARGET CORP 5.375% 5/1/17	9,073.
WACHOVIA CORP 5.75% 6/15/17	9,544.
PIMCO TOTAL RETURN INSTL #35	30,000.
AT&T INC 5.6% 5/15/18	18,612.
BARCLAYS BANK 3.9% 4/7/2015	10,000.
GOLDMAN SACHS 7.5% 2/15/2019	9,516.
CITIGROUP INC 1.25%	21,071.
AFLAC INC 8.5% 5/15/19	9,177.
BOEING CO 4.875% 2/15/20	10,070.
CISCO SYS CALL 5.5% 2/22/1	19,913.
GENERAL ELEC CAP 5.3% 2/11/21	9,043.
JP MORGAN CHASE 6.3% 4/23/19	9,816.
MORGAN STANLEY 5.625% 9/23/19	9,231.
TOYOTA MOTOR CRD 3.4% 9/15/21	9,975.
WACHOVIA BANK 5.85% 2/1/37	8,198.
WALMART STORES 5.875% 4/5/27	8,886.
FEDERATED INSTL SHRS FD # 16	45,408.
FHLM 4.5% 8/1/40	4,548.
FHLM 5% 12/1/36	4,147.
FNMA 4% 3/1/26	7,711.
FNMA 4.5% 6/1/41	5,518.
FNMA 5.5% 4/1/34	26,243.
FNMA 5% 6/1/35	5,356.
FNMA 6% 9/1/36	16,766.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		BEGINNING BOOK VALUE
FNMA 6% 7/1/37		2,567.
FNMA 5% 6/1/23		4,562.
FNMA 4% 6/1/39		4,873.
FNMA 3% 5/1/27		7,188.
FNMA 5% 2/1/24		6,763.
FNMA 4.5% 6/1/40		4,612.
FNMA 5.5 % 5/1/25		11,512.
FNMA 3.5% 9/1/25		7,639.
CHEVRON CORP 1.104%		10,019.
INTL BUS MACHINES 1.95%		20,324.
ROYAL BK OF CAN 1.2%		20,997.
BHP BILLITON FIN 1%		20,964.
FNMA 4% 6/1/42		8,187.
FNMA 3.5% 11/1/42		9,772.
FNMA 5% 6/1/35		6,959.
FNMA 3.5% 3/1/41		8,074.
APPLE INC 1%		10,987.
FNMA 2.5% 4/1/28		9,313.
FNMA 3% 8/1/43		10,360.
BRANCH BANKING & TRUST 1%		9,971.
JOHN DEERE CAPITAL CORP 2.3%		9,998.
MORGAN STANLEY 3.7% 10/23/24		10,029.
	TOTALS	589,501.

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

DESCRIPTION	AMOUNT
AMORTIZATION PREMIUM ADJUSTMENT	8,681.
RETURN OF CAPITAL BASIS ADJ	64.
ROUNDING ADJUSTMENT	7.
TOTAL	8,752.

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	2,900,624.		
FEBRUARY	2,991,578.		
MARCH	2,969,887.		
APRIL	2,964,822.		
MAY	2,872,083.		
JUNE	2,832,045.		
JULY	2,856,711.		
AUGUST	2,752,315.		
SEPTEMBER	2,715,706.		
OCTOBER	2,800,789.		
NOVEMBER	2,796,986.		
DECEMBER	2,761,666.		
TOTAL	34,215,212.		
AVERAGE FMV	2,851,268.		

REGIONS TRUST

REGIONS BANK

Asset Details

Run on 5/10/2016 8:18:51 AM

As of 12/31/2015

Combined Portfolios

Settlement Date Basis

Account: 1055002831
AS TRUSTEE LOUISE BRANNON DISMUKES CHARITABLE TRUST UNDER WILL DATED 02/18/1991

Administrator: CARA GOBER @ 205-264-7132

Investment Officer: RONALD WILLIAMS @ 205-264-5132

Investment Authority: Sole

Investment Objective: BALANCED (45E/55F)

Lot Select Method: LTHC

Sort By: Security Type

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value	Unrealized Gain/Loss	% of Portfolio	Est. Income	Yield	Prici Da
	Cash										
	CASH									0.00	
	Total For Cash	0.000000									
	Short Term Investments										
	999990484 REGIONS TRUST CASH SWEEP	101,822.140000	1.000	101,822.14	101,822.14	101,822		3.69	61	0.06	01/01/19
	Total For Short Term Investments	101,822.140000		101,822.14	101,822.14	101,822			61		
	U S Government Obligations										
	912810EQ7 UNITED STATES TREASURY 6.25% 08/15/2023	31,000.000000	P 129.070	38,196.55	38,196.55	40,012	1,815	1.45	1,938	4.84	12/31/20
	912810QA9 UNITED STATES TREASURY N/B DTD 02/17/09 3.5% 02/15/2039	11,000.000000	110.609	10,073.37	10,073.37	12,167	2,094	0.44	385	3.16	12/31/20
	912810RB6 UNITED STATES TREASURY DTD 05/15/2013 2.875% 05/15/2043	93,000.000000	97.500	84,937.95	84,937.95	90,675	5,737	3.28	2,674	2.95	12/31/20
	912828NR7 UNITED STATES TREASURY N/B DTD 07/31/2010 2.375% 07/31/2017	315,000.000000	P 102.109	324,653.04	324,653.04	321,643	3,010-	11.65	7,481	2.33	12/31/20

912828VB3 UNITED STATES TREASURY DTD 05/15/2013 1.75% 05/15/2023	56,000.000000	97.426	52,894.94	52,894.94	54,559	1,664	1.98	980	1.80	12/31/20
Total For U S Government Obligations	506,000.000000		510,755.85	510,755.85	519,056	8,300		13,458		
Mortgage Backed Securities										
3128M74W3 FEDERAL HOME LOAN MORTGAGE CORP POOL #G05937 DTD 07/01/2010 4.5% 08/01/2040 OFV 16,000	3,217.110000	107.889	3,430.24	3,430.24	3,471	41	0.13	145	4.17	12/31/20
3128M7KV7 FEDERAL HOME LOAN MORTGAGE CORP POOL #G05408 DTD 04/01/2009 5% 12/01/2036 OFV 30,000	2,814.910000	109.811	3,050.21	3,050.21	3,091	41	0.11	141	4.55	12/31/20
3128MJU81 FEDERAL HOME LOAN MORTGAGE CORP POOL #G08606 DTD 09/01/2014 4% 09/01/2044 OFV 10,000	7,868.400000	105.729	8,421.66	8,421.66	8,319	102-	0.30	315	3.78	12/31/20
3128MMS20 FEDERAL HOME LOAN MORTGAGE CORP POOL #G18536 DTD 01/01/2015 2.5% 01/01/2030 OFV 20,000	17,852.740000	101.008	18,416.23	18,416.23	18,033	384-	0.65	446	2.48	12/31/20
3128MMTP8 FEDERAL HOME LOAN MORTGAGE CORP POOL #G18557 DTD 06/01/2015 3% 06/01/2030 OFV 13,000	12,371.480000	103.157	12,839.28	12,839.28	12,762	77-	0.46	371	2.91	12/31/20
31335ACR7 FEDERAL HOME LOAN MTG CORP POOL# G60080 DTD 05/01/2015 3.5% 06/01/2045 OFV	11,518.600000	103.258	11,984.74	11,984.74	11,894	91-	0.43	403	3.39	12/31/20

12,000										
3138A8SR8 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 OFV 25,000	5,516.190000	106.064	5,795.47	5,795.47	5,851	55	0.21	221	3.77	12/31/20
3138EGNK6 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4.5% 06/01/2041 OFV 11,000	4,187.930000	108.721	4,454.92	4,454.92	4,553	98	0.16	188	4.14	12/31/20
3138LUTA3 FEDERAL NATIONAL MORTGAGE ASSN POOL #A04144 DTD 06/01/2012 4% 06/01/2042 OFV 13,000	6,233.660000	106.081	6,454.27	6,454.27	6,613	158	0.24	249	3.77	12/31/20
3138MFTC1 FEDERAL NATIONAL MORTGAGE ASSN POOL #AQ0546 DTD 11/01/2012 3.5% 11/01/2042 OFV 12,000	8,462.990000	103.363	8,443.17	8,443.17	8,748	304	0.32	296	3.39	12/31/20
3138WPJG0 FEDERAL NATIONAL MORTGAGE ASSN POOL #AT2062 DTD 04/01/2013 2.5% 04/01/2028 OFV 11,000	8,043.310000	101.324	8,058.41	8,058.41	8,150	91	0.30	201	2.47	12/31/20
3138WQAW2 FEDERAL NATIONAL MORTGAGE ASSN POOL #AT2720 DTD 05/01/2013 3% 05/01/2043 OFV 23,000	18,739.650000	100.449	19,301.85	19,301.85	18,824	478-	0.68	562	2.99	12/31/20
3138X3EH1 FEDERAL NATIONAL MORTGAGE ASSN POOL #AU3735 DTD 08/01/2013 3%	9,547.410000	100.205	9,541.43	9,541.43	9,567	26	0.35	286	2.99	12/31/20

08/01/2043 OFV 11,000										
31402C4H2 FEDERAL NATIONAL MORTGAGE ASSN POOL #725424 DTD 04/01/04 5.5% 04/01/2034 OFV 395,000	18,430.490000	112.464	20,164.10	20,164.10	20,728	564	0.75	1,014	4.89	12/31/20
31402RF87 FEDERAL NATIONAL MORTGAGE ASSN POOL #735591 DTD 05/01/2005 5% 06/01/2035 OFV 49,000	3,748.030000	110.530	4,097.65	4,097.65	4,143	45	0.15	187	4.52	12/31/20
31402RFV6 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035 OFV 64,000	4,951.310000	110.543	5,340.43	5,340.43	5,473	133	0.20	248	4.52	12/31/20
31407JDQ2 FEDERAL NATIONAL MORTGAGE ASSN POOL #831811 DTD 10/01/06 6% 09/01/2036 OFV 230,000	12,541.300000	113.206	13,084.06	13,084.06	14,198	1,113	0.51	752	5.30	12/31/20
31412LQ94 FEDERAL NATIONAL MORTGAGE ASSN POOL #928480 6% 07/01/2037 OFV 20,000	1,732.220000	113.036	1,841.02	1,841.02	1,958	117	0.07	104	5.31	12/31/20
31414DZQ2 FEDERAL NATIONAL MORTGAGE ASSN POOL #963451 5% 06/01/2023 OFV 34,000	3,289.250000	107.384	3,377.14	3,377.14	3,532	155	0.13	164	4.66	12/31/20
31416RBE2 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 06/01/2039 OFV 14,000	3,585.140000	105.854	3,791.84	3,791.84	3,795	3	0.14	143	3.78	12/31/20
31418AFC7 FEDERAL	5,700.560000	103.548	5,969.56	5,969.56	5,903	67-	0.21	171	2.90	12/31/20

NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 05/01/2027 OFV 11,000										
31418MLS9 FEDERAL NATIONAL MORTGAGE ASSN POOL #AD0336 DTD 10/01/2009 5% 02/01/2024 OFV 41,000	4,482.670000	107.619	4,845.48	4,845.48	4,824	21-	0.17	224	4.65	12/31/20
31418UEE0 FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4.5% 06/01/2040 OFV 16,000	3,273.160000	108.234	3,486.97	3,486.97	3,543	56	0.13	147	4.16	12/31/20
31419AM46 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0378 DTD 09/01/2010 5.5% 05/01/2025 OFV 54,000	6,048.760000	104.211	6,622.92	6,622.92	6,303	319-	0.23	333	5.28	12/31/20
31419BCT0 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0981 DTD 02/01/2011 3.5% 03/01/2041 OFV 15,000	6,420.300000	103.413	6,780.44	6,780.44	6,639	141-	0.24	225	3.38	12/31/20
31419DMQ1 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE3066 DTD 09/01/2010 3.5% 09/01/2025 OFV 27,000	5,761.650000	104.909	5,977.73	5,977.73	6,044	67	0.22	202	3.34	12/31/20
Total For Mortgage Backed Securities	196,339.220000		205,571.22	205,571.22	206,958	1,387		7,740		
Corporate Bonds										
002824AU4 ABBOTT LABS DTD 3/3/09 5.125%	24,000.000000	109.499	25,769.13	25,769.13	26,280	511	0.95	1,230	4.68	12/31/20

04/01/2019										
0258M0DX4 AMERICAN EXPRESS CREDIT CORP CALLABLE DTD 09/14/2015 2.6% 09/14/2020-2020	20,000.000000	100.231	20,016.40	20,016.40	20,046	30	0.73	520	2.59	12/31/20
037833AJ9 APPLE INC DTD 05/03/2013 1% 05/03/2018	14,000.000000	99.188	13,951.80	13,951.80	13,886	65-	0.50	140	1.01	12/31/20
07330NAH8 BRANCH BANKING & TRUST CALLABLE DTD 03/04/2014 1% 04/03/2017-2017	14,000.000000	99.461	13,966.28	13,966.28	13,925	42-	0.50	140	1.01	12/31/20
097023AZ8 BOEING CO DTD 07/28/09 4.875% 02/15/2020	11,000.000000	111.372	12,150.88	12,150.88	12,251	100	0.44	536	4.38	12/31/20
149123BQ3 CATERPILLAR INC DTD 12/05/08 7.9% 12/15/2018	10,000.000000	117.003	10,697.92	10,697.92	11,700	1,002	0.42	790	6.75	12/31/20
166764AA8 CHEVRON CORP CALLABLE DTD 12/05/2012 1.104% 12/05/2017-2017	14,000 000000	99.312	14,011.26	14,011.26	13,904	108-	0.50	155	1.11	12/31/20
166764BC3 CHEVRON CORP DTD 11/17/2015 1.344% 11/09/2017	12,000 000000	99.776	12,001.64	12,001.64	11,973	29-	0.43	161	1.35	12/31/20
17275RAC6 CISCO SYSTEMS INC CALLABLE 5.5% 02/22/2016	26,000 000000	100.638	26,484.04	26,484.04	26,166	318-	0.95	1,430	5.47	01/01/19
20030NAZ4 COMCAST CORP DTD 06/18/09 5.7% 07/01/2019	23,000.000000	112.121	26,403.56	26,403.56	25,788	616-	0.93	1,311	5.08	12/31/20
24422ESS9 JOHN DEERE CAPITAL CORP SERIES MTN DTD 09/15/2014 2.3% 09/16/2019	13,000 000000	100.380	13,032.73	13,032.73	13,049	17	0.47	299	2.29	12/31/20
25152RYD9 DEUTSCHE BANK AG LONDON DTD 02/13/2015 1.875% 02/13/2018	14,000.000000	99.150	14,008.18	14,008.18	13,881	127-	0.50	263	1.89	12/31/20

369622SM8 GENERAL ELECTRIC CAPITAL CORP DTD 02/11/11 5.3% 02/11/2021	12,000.000000	112.762	12,443.54	12,443.54	13,531	1,088	0.49	636	4.70	12/31/20
375558BF9 GILEAD SCIENCES INC CALLABLE DTD 09/14/2015 3.65% 03/01/2026-2025	12,000.000000	100.848	11,974.44	11,974.44	12,102	127	0.44	438	3.62	12/31/20
38141EA25 GOLDMAN SACHS GROUP INC DTD 2/5/09 7.5% 02/15/2019	11,000.000000	114.426	11,752.39	11,752.39	12,587	834	0.46	825	6.55	12/31/20
458140AJ9 INTEL CORP DTD 09/19/2011 3.3% 10/01/2021	13,000.000000	103.582	13,101.87	13,101.87	13,466	364	0.49	429	3.19	12/31/20
459200GX3 INTERNATIONAL BUSINESS MACHINES DTD 07/22/2011 1.95% 07/22/2016	27,000.000000	100.598	27,259.08	27,259.08	27,161	98-	0.98	527	1.94	12/31/20
46625HHL7 J P MORGAN CHASE & CO DTD 04/23/09 6.3% 04/23/2019	12,000.000000	112.130	13,043.43	13,043.43	13,456	412	0.49	756	5.62	12/31/20
61747YCJ2 MORGAN STANLEY SERIES: MTN DTD 9/23/09 5.625% 09/23/2019	11,000.000000	110.360	11,424.87	11,424.87	12,140	715	0.44	619	5.10	12/31/20
61761JVL0 MORGAN STANLEY DTD 10/23/2014 3.7% 10/23/2024	13,000.000000	100.481	13,057.58	13,057.58	13,063	5	0.47	481	3.68	12/31/20
68389XAC9 ORACLE CORPORATION DTD 04/09/08 5.75% 04/15/2018	12,000.000000	109.113	12,484.91	12,484.91	13,094	609	0.47	690	5.27	12/31/20
713448DB1 PEPSICO INC SERIES: 1 DTD 10/14/2015 1% 10/13/2017	12,000.000000	99.479	11,984.76	11,984.76	11,937	47-	0.43	120	1.01	12/31/20
78011DAC8 ROYAL BANK OF CANADA DTD 09/19/2012 1.2% 09/19/2017	27,000.000000	99.527	26,993.74	26,993.74	26,872	121-	0.97	324	1.21	12/31/20

	87612EAP1 TARGET CORP CALLABLE 5.375% 05/01/2017	13,000.000000	105.571	13,308.80	13,308.80	13,724	415	0.50	699	5.09	12/31/20
	89114QAM0 TORONTO-DOMINION BANK SERIES MTN DTD 09/10/2013 2.625% 09/10/2018	24,000.000000	101.914	24,523.30	24,523.30	24,459	64-	0.89	630	2.58	12/31/20
	89233P5F9 TOYOTA MOTOR CREDIT CORP SERIES MTN DTD 09/15/2011 3.4% 09/15/2021	13,000.000000	103.622	13,141.98	13,141.98	13,471	329	0.49	442	3.28	12/31/20
	91324PCK6 UNITED HEALTH GROUP INC DTD 07/23/2015 1.45% 07/17/2017	12,000.000000	100.003	12,014.29	12,014.29	12,000	14-	0.43	174	1.45	12/31/20
	92976GAG6 WACHOVIA BANK NA DTD 01/29/2007 5.85% 02/01/2037	10,000.000000	119.470	10,657.28	10,657.28	11,947	1,290	0.43	585	4.90	12/31/20
	929903DT6 WACHOVIA CORP DTD 06/08/07 5.75% 06/15/2017	12,000.000000	105.861	12,533.76	12,533.76	12,703	170	0.46	690	5.43	12/31/20
	931142CH4 WAL MART STORES INC 5.875% 04/05/2027	11,000 000000	122.188	12,606.73	12,606.73	13,441	834	0.49	646	4.81	12/31/20
	Total For Corporate Bonds	452,000.000000		466,800.57	466,800.57	474,003	7,202		16,685		
	Common Stock										
ABBV	00287Y109 ABBVIE INC	151.000000	59.240	9,872.36	9,872.36	8,945	927-	0.32	344	3.85	12/31/20
GOOG	02079K107 ALPHABET INC CA-CL C	20.000000	758.880	5,798.02	5,798.02	15,178	9,380	0.55		0.00	12/31/20
GOOGL	02079K305 ALPHABET INC CA-CL A	20.000000	778.010	5,828.53	5,828.53	15,560	9,732	0.56		0.00	12/31/20
AXP	025816109 AMERICAN EXPRESS CO	112.000000	69.550	7,965.43	7,965.43	7,790	176-	0.28	130	1.67	12/31/20
AAPL	037833100	217.000000	105.260	13,039.53	13,039.53	22,841	9,802	0.83	451	1.98	12/31/20

	APPLE INC										
ADSK	052769106 AUTO DESK INC	122.000000	60.930	7,980.01	7,980.01	7,433	547-	0.27		0.00	12/31/20
BLK	09247X101 BLACKROCK INC	65.000000	340.520	12,309.70	12,309.70	22,134	9,824	0.80	567	2.56	12/31/20
CVS	126650100 CVS HEALTH CORPORATION	283.000000	97.770	4,271.88	4,271.88	27,669	23,397	1.00	481	1.74	12/31/20
CSCO	17275R102 CISCO SYSTEMS INC	529.000000	27.155	8,177.39	8,177.39	14,365	6,188	0.52	444	3.09	12/31/20
DIS	254687106 WALT DISNEY CO	335.000000	105.080	18,200.55	18,200.55	35,202	17,001	1.28	476	1.35	12/31/20
ESRX	30219G108 EXPRESS SCRIPTS HOLDING CO	165.000000	87.410	10,290.92	10,290.92	14,423	4,132	0.52		0.00	12/31/20
XOM	30231G102 EXXON MOBIL CORP	480.000000	77.950	19,252.80	19,252.80	37,416	18,163	1.36	1,402	3.75	12/31/20
FB	30303M102 FACEBOOK INC - A	75.000000	104.660	7,966.49	7,966.49	7,850	117-	0.28		0.00	12/31/20
FDX	31428X106 FEDEX CORP	77.000000	148.990	11,956.25	11,956.25	11,472	484-	0.42	77	0.67	12/31/20
F	345370860 FORD MOTOR COMPANY COM PAR $0.01	550.000000	14.090	9,036.45	9,036.45	7,750	1,287-	0.28	330	4.26	12/31/20
GE	369604103 GENERAL ELECTRIC CO	955.000000	31.150	16,557.00	16,557.00	29,748	13,191	1.08	879	2.95	12/31/20
HFC	436106108 HOLLYFRONTIER CORPORATION	332.000000	39.890	15,992.44	15,992.44	13,243	2,749-	0.48	438	3.31	12/31/20
HON	438516106 HONEYWELL INTERNATIONAL INC	115.000000	103.570	12,037.04	12,037.04	11,911	126-	0.43	274	2.30	12/31/20
INTC	458140100 INTEL CORP	827 000000	34.450	15,263.46	15,263.46	28,490	13,227	1.03	794	2.79	12/31/20
INTU	461202103 INTUIT INC	160.000000	96.500	9,998.38	9,998.38	15,440	5,442	0.56	192	1.24	12/31/20
JPM	46625H100 J P MORGAN CHASE & CO	615.000000	66.030	17,833.89	17,833.89	40,608	22,775	1.47	1,082	2.67	12/31/20
JNJ	478160104 JOHNSON & JOHNSON	215 000000	102.720	11,655.15	11,655.15	22,085	10,430	0.80	645	2.92	12/31/20
MRK	58933Y105	349.000000	52.820	11,985.99	11,985.99	18,434	6,448	0.67	642	3.48	12/31/20

	MERCK & CO. INC. NEW										
NEE	65339F101 NEXTERA ENERGY, INC.	222.000000	103.890	11,811.73	11,811.73	23,064	11,252	0.84	684	2.96	12/31/20
JWN	655664100 NORDSTROM INC	128.000000	49.810	9,945.20	9,945.20	6,376	3,570-	0.23	189	2.97	12/31/20
NSC	655844108 NORFOLK SOUTHERN CORP	248.000000	84.590	8,932.96	8,932.96	20,978	12,045	0.76	585	2.79	12/31/20
ORCL	68389X105 ORACLE CORPORATION	602.000000	36.530	9,450.32	9,450.32	21,991	12,541	0.80	361	1.64	12/31/20
PEP	713448108 PEPSICO INC	247.000000	99.920	10,055.37	10,055.37	24,680	14,625	0.89	694	2.81	12/31/20
PFE	717081103 PFIZER INC	488.000000	32.280	16,013.72	16,013.72	15,753	261-	0.57	586	3.72	12/31/20
PX	74005P104 PRAXAIR INC	100.000000	102.400	9,960.98	9,960.98	10,240	279	0.37	286	2.79	12/31/20
PG	742718109 PROCTER & GAMBLE CO	295.000000	79.410	14,970.72	14,970.72	23,426	8,455	0.85	782	3.34	12/31/20
PRU	744320102 PRUDENTIAL FINANCIAL INC	304.000000	81.410	11,786.08	11,786.08	24,749	12,963	0.90	851	3.44	12/31/20
QCOM	747525103 QUALCOMM INC	373.000000	49.985	14,959.46	14,959.46	18,644	3,685	0.68	716	3.84	12/31/20
RGC	758766109 REGAL ENTMT GROUP CL A	444.000000	18.870	9,976.64	9,976.64	8,378	1,598-	0.30	391	4.66	12/31/20
SLB	806857108 SCHLUMBERGER LTD	235.000000	69.750	15,061.15	15,061.15	16,391	1,330	0.59	470	2.87	12/31/20
SBUX	855244109 STARBUCKS CORP	130.000000	60.030	8,032.69	8,032.69	7,804	229-	0.28	104	1.33	12/31/20
SYK	863667101 STRYKER CORP	311.000000	92.940	11,851.09	11,851.09	28,904	17,053	1.05	473	1.64	12/31/20
TGT	87612E106 TARGET CORP	235.000000	72.610	15,148.05	15,148.05	17,063	1,915	0.62	526	3.08	12/31/20
TMO	883556102 THERMO FISHER SCIENTIFIC, INC.	205.000000	141.850	11,190.95	11,190.95	29,079	17,888	1.05	123	0.42	12/31/20
MMM	88579Y101 3M CO	152.000000	150.640	9,803.73	9,803.73	22,897	13,094	0.83	623	2.72	12/31/20
UTX	913017109 UNITED TECHNOLOGIES CORP	150.000000	96.070	7,704.19	7,704.19	14,411	6,706	0.52	384	2.66	12/31/20

VZ	92343V104 VERIZON COMMUNICATIONS	575.000000	46.220	16,993.05	16,993.05	26,577	9,583	0.96	1,300	4.89	12/31/20
WFC	949746101 WELLS FARGO & CO	445.000000	54.360	15,174.28	15,174.28	24,190	9,016	0.88	668	2.76	12/31/20
	Total For Common Stock	12,658.000000		502,092.02	502,092.02	821,582	319,490		20,444		
	Foreign Stock										
IVZ	G491BT108 INVESCO LTD	236.000000	33.480	7,988.58	7,988.58	7,901	87-	0.29	255	3.23	12/31/20
ACE	H0023R105 ACE LTD	136.000000	116.850	15,978.63	15,978.63	15,892	87-	0.58	364	2.29	12/31/20
LYB	N53745100 LYONDELLBASELL INDUSTRIES - CL A SEDOL #B3SPXZ3 ISIN #NL0009434992	83.000000	86.900	8,018.62	8,018.62	7,213	806-	0.26	259	3.59	12/31/20
	Total For Foreign Stock	455.000000		31,985.83	31,985.83	31,006	980-		878		
	Mutual Funds - Fixed Income										
FICMX	314199100 FEDERATED GOVERNMENT INCOME TRUST IS #36	4,577.463000	10.240	45,407.50	45,407.50	46,873	1,466	1.70	1,126	2.40	12/31/20
PTTRX	693390700 PIMCO TOTAL RETURN INSTL FD #35	2,727.273000	10.070	29,936.22	29,936.22	27,464	2,473-	0.99	821	2.99	12/31/20
	Total For Mutual Funds - Fixed Income	7,304.736000		75,343.72	75,343.72	74,337	1,007-		1,947		
	Mutual Funds - Equity										
OPMYX	68381F409 OPPENHEIMER MAIN STREET MID-CAP FD CL Y	5,351.768000	25.760	80,999.02	80,999.02	137,862	56,863	4.99	963	0.70	12/31/20
PGOFX	72387W408 PIONEER SELECT MID CAP GROWTH FUND CLASS A FD #0060	3,860.140000	34.480	79,171.17	79,171.17	133,098	53,926	4.82		0.00	12/31/20
	Total For Mutual Funds - Equity	9,211.908000		160,170.19	160,170.19	270,959	110,789		963		

	Mutual Funds - International										
AEPFX	29875E100 AMERICAN EUROPACIFIC GRTH-F2	1,627 511000	45.250	64,999.43	64,999.43	73,645	8,645	2.67	1,504	2.04	12/31/20
MRSIX	552983470 MFS RESH INTL FD CL I	8,927.718000	16.190	115,999.29	115,999.29	144,540	28,540	5.24	2,732	1.89	12/31/20
HIEMX	92828T889 VIRTUS EMERGING MARKETS OPPORTUNITY-I	4,883.779000	8.960	47,999.36	47,999.36	43,759	4,241-	1.58	410	0.94	12/31/20
	Total For Mutual Funds - International	15,439.008000		228,998.08	228,998.08	261,943	32,945		4,646		
	Total Portfolio			2,283,539.62	2,283,539.62	2,761,666	478,126	100.00	66,822	2.42	

P = Pledged Asset