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OMB No 1545-0052

2018

Open to Public Inspection

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.

Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2018 or tax year beginning

02/01, 2018, and ending

01/31, 2019

Name of foundation

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

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

P O BOX 11647

City or town, state or province, country, and ZIP or foreign postal code

BIRMINGHAM, AL 35202

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) \$ 4,751,369.

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

26-0110679

B Telephone number (see instructions)

205-420-7753

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) (see instructions))(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

1 Contributions, gifts, grants, etc., received (attach schedule)

2 Check ☒ if the foundation is not required to
attach Sch. B.

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all
assets on line 6a

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns
and allowances

b Less Cost of goods sold

c Gross profit or (loss) (attach schedule)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach schedule)

c Other professional fees (attach schedule)

17 Interest

18 Taxes (attach schedule) (see instructions)

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

24 Total operating and administrative expenses.

Add lines 13 through 23.

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

107,596.

107,596.

STMT 1

114,633

114,633.

222,241.

222,241.

STMT 2

44,982.

35,986.

8,996.

12.

12.

222,241.

222,241.

44,982.

35,986.

800.

NONE

NONE

6,065.

6,065.

NONE

7,825.

2,659.

1,133.

1,133.

60,805.

45,843.

NONE

9,796.

235,000.

235,000.

295,805.

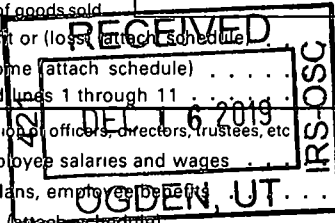
45,843.

NONE

244,796.

-73,564.

176,398.

ENVELOPE DEC 10 2019
POSTMARK DATESCANNED FEB 20 2020
Operating and Administrative Expenses

940

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		44.		
	2	Savings and temporary cash investments		148,915.	70,162.	70,162.
	3	Accounts receivable ▶				
		Loss 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 7	331,903.		
	b	Investments - corporate stock (attach schedule)	STMT 8	1,192,113.		
	c	Investments - corporate bonds (attach schedule)	STMT 11	1,029,749.		
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	STMT 15	1,823,650.	4,382,776.	4,681,207.	
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		4,526,374.	4,452,938.	4,751,369.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)			NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>					
	and complete lines 24 through 26, and lines 30 and 31					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> X					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		4,526,374.	4,452,938.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)		4,526,374.	4,452,938.		
31	Total liabilities and net assets/fund balances (see instructions)		4,526,374.	4,452,938.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,526,374.
2	Enter amount from Part I, line 27a	2	-73,564.
3	Other increases not included in line 2 (itemize) ▶ COST BASIS ADJ	3	128.
4	Add lines 1, 2, and 3	4	4,452,938.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,452,938.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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)
1 a 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 1,273,807.		1,159,174.	114,633.		
b					
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))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			114,633.		
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	114,633.	
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 doesn't qualify under section 4940(e). Do not complete this part.

(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))
2017	237,654.	4,873,455.	0.048765
2016	244,382.	4,627,483.	0.052811
2015	258,349.	4,787,759.	0.053960
2014	261,554.	4,949,602.	0.052843
2013	186,110.	4,817,107.	0.038635
2 Total of line 1, column (d)			2 0.247014
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			3 0.049403
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 4,828,941.
5 Multiply line 4 by line 3.			5 238,564.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,764.
7 Add lines 5 and 6			7 240,328.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 244,796.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,764.
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	NONE
3	Add lines 1 and 2	3	1,764.
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	1,764.
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	4,487.
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	4,487.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,723.
11	Enter the amount of line 10 to be Credited to 2019 estimated tax <input checked="" type="checkbox"/> 1,764. Refunded <input checked="" type="checkbox"/> 959.	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition		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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by <i>General Instruction T</i>		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions <input checked="" type="checkbox"/> TN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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		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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► REGIONS BANK TRUST DEPARTMENT Telephone no ► (205) 420-7753 Located at ► 201 MILAN PARKWAY, BIRMINGHAM, AL ZIP+4 ► 35211		
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
16 At any time during calendar year 2018, 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 If "Yes," enter the name of the foreign country ►		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		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 2018?		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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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)		
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 2018 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 2018)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2018?		X

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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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 here	<input type="checkbox"/>	
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		<input checked="" type="checkbox"/>
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 23		44,982.		

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	4,902,478.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	4,902,478.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d.	3	4,902,478.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	73,537.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,828,941.
6	Minimum investment return. Enter 5% of line 5	6	241,447.

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	241,447.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	1,764.
b	Income tax for 2018 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b.	2c	1,764.
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	239,683.
4	Recoveries of amounts treated as qualifying distributions.	4	NONE
5	Add lines 3 and 4	5	239,683.
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	239,683.

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	244,796.
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	244,796.
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	1,764.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	243,032.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				239,683.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2018				
a From 2013	NONE			
b From 2014	NONE			
c From 2015	9,052.			
d From 2016	20,620.			
e From 2017	NONE			
f Total of lines 3a through e	29,672.			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 244,796.				
a Applied to 2017, but not more than line 2a . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2018 distributable amount				239,683.
e Remaining amount distributed out of corpus. . .	5,113.			
5 Excess distributions carryover applied to 2018 (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	34,785.			
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 2017 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019.				NONE
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 2013 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	34,785.			
10 Analysis of line 9				
a Excess from 2014 . . .	NONE			
b Excess from 2015 . . .	9,052.			
c Excess from 2016 . . .	20,620.			
d Excess from 2017 . . .	NONE			
e Excess from 2018 . . .	5,113.			

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 2018, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

Tax year	Prior 3 years				(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets.					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income.					

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

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

N/A

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

N/A

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

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

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

SEE STATEMENT 26

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines.

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
NORTHCREST MEDICAL CENTER FDN 100 NORTHCREST DRIVE SPRINGFIELD TN 37172	NONE	SO I	GENERAL OPERATING	145,000.
ROBERTSON COUNTY YMCA 3332 TOM AUSTIN HWY SPRINGFIELD TN 37172	NONE	PC	GENERAL OPERATING	20,000.
ROBERTSON COUNTY SENIOR CENTER 601 S LOCUST ST SPRINGFIELD TN 37172	NONE	PC	GENERAL OPERATING	10,000.
COMMUNITY SPIRIT, INC. 4727 GOODMAN RD. ADAMS TN 37010-4905	NONE	PC	GENERAL OPERATING	10,000.
MR. J. STOKES BROWN PUBLIC LIBRARY 203 FIFTH AVE E SPRINGFIELD TN 37172	NONE	PC	GENERAL OPERATING	15,000.
ROBERTSON COUNTY HISTORY MUSEUM P O BOX 1022 SPRINGFIELD TN 37172	NONE	PC	GENERAL OPERATING	35,000.
Total			3a	235,000.
b Approved for future payment				
Total			3b	



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) (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 | | |


[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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

<p>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.</p>			
Sign Here		<u>06/19/2019</u>	 <u>TRUST OFFICER</u>
	Signature of officer or trustee	Date	Title
<u>REGIONS BANK, TRUSTEE</u>			

May the IRS discuss this return with the preparer shown below?
See instructions ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	SHAWN P. HANLON	 S.P.H.	06/19/2019		P00965923
	Firm's name	▶ PRICEWATERHOUSECOOPERS LLP		Firm's EIN	▶ 13-4008324
	Firm's address	▶ 600 GRANT STREET PITTSBURGH, PA 15219		Phone no	412-355-6000

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INTEREST & DIVIDENDS	107,596.	107,596.
	-----	-----
TOTAL	107,596.	107,596.
	=====	=====

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PROCEEDS FROM SEC LITIGATION	12.	12.
	-----	-----
TOTALS	12.	12.
	=====	=====

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	800.			800.
TOTALS	800.	NONE	NONE	800.
	=====	=====	=====	=====

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT MGMT FEES-SUBJECT T	6,065.	6,065.
TOTALS	----- 6,065. =====	----- 6,065. =====

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	189.	189.
FEDERAL TAX PAYMENT - PRIOR YE	679.	
FEDERAL ESTIMATES - PRINCIPAL	4,487.	
FOREIGN TAXES ON QUALIFIED FOR	2,470.	2,470.
	-----	-----
TOTALS	7,825.	2,659.
	=====	=====

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT EXPENSES	1,133.	1,133
TOTALS	----- 1,133. =====	----- 1,133. =====

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

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

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----
UNITED STATES TREASURY DTD	63,423.
UNITED STATES TREASURY DTD	134,076.
UNITED STATES TREASURY DTD	60,875.
UNITED STATES TREASURY DTD	6,932.
UNITED STATES TREASURY DTD	13,804.
UNITED STATES TREASURY NOTE/BO	15,454.
UNITED STATES TREASURY NOTE/BO	37,339

TOTALS	331,903
	=====

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----
ABBVIE INC	4,167.
ALPHABET INC CA-CL A	12,709.
ALPHABET INC CA-CL C	2,894.
APPLE INC	19,114.
BB&T CORP	2,495.
BOEING CO	4,020.
BOK FINANCIAL CORPORATION	4,710.
CARDINAL HEALTH INC	3,958.
CELGENE CORP	10,450.
CHARLES SCHWAB CORP	8,484.
CHEVRON CORP	6,361.
CHUBB LIMITED	5,847.
CISCO SYSTEMS INC	8,901.
CONOCOPHILLIPS	8,112.
EATON CORP PLC ISIN:	4,040.
EDWARDS LIFESCIENCES CORP	8,047.
ELI LILLY & CO	9,090.
EXELON CORP	6,106.
HARRIS CORP	2,616.
HELMERICH & PAYNE INC	6,797.
J P MORGAN CHASE & CO	3,033.
JOHNSON & JOHNSON	616.
L BRANDS INC.	11,101.
LYONDELLBASELL INDUSTRIES - CL	5,914.
M & T BK CORP	7,580.
METLIFE INC	6,150.
MICROSOFT CORP	5,412.
MORGAN STANLEY GROUP INC	9,294.
MOSAIC CO - WI	11,789.

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----
NOVO NORDISK A/S SPONSORED ADR	5,360.
OCCIDENTAL PETE CORP	12,235.
PACKAGING CORP OF AMERICA	2,029.
PEPSICO INC	5,546.
PRICELINE GROUP, INC	17,066.
PROCTER & GAMBLE CO	3,925.
QUALCOMM INC	28,662.
REPUBLIC SVCS INC CL A	1,811.
SCHLUMBERGER LTD	27,451.
STANLEY BLACK & DECKER INC.	2,057.
TEXAS INSTRUMENTS INC	1,782.
UNION PAC CORP	3,789.
US BANCORP DEL	7,979.
VALERO ENERGY CORP	6,033.
VANGUARD S & P 500 ETF	613,183.
VERIZON COMMUNICATIONS	359.
VISA INC - CLASS A SHRS	7,231.
WAL MART STORES INC	10,121.
AMGEN INC	4,706.
ASTRAZENECA ADR EACH REP 1 ORD	3,948.
BERKSHIRE HATHAWAY B SHARES	29,364.
BLACK KNIGHT INC	1,247.
BP ADR(CNV INTO 6 ORD USD0.25	4,547.
BRIGHTHOUSE FINANCIAL INC	718.
COGNIZANT TECHNOLOGY SOLUTIONS	8,814.
CORE LABORATORIES NV	15,961.
ENCOMPASS HEALTH CORPORATION C	3,781.
FASTENAL CO	20,504.
FNF GROUP	3,381.

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----
GILEAD SCIENCES INC	5,841
HP INC	6,554.
INTEL CORP	8,764.
INTERNATIONAL BUSINESS MACHINE	5,752.
KRAFT HEINZ CO/THE	17,834.
NIELSEN HOLDINGS PLC	5,539.
PAYPAL HOLDINGS INC	12,549.
PHILIPS ELECTRONICS (KONINKLIJK	9,606.
ROSS STORES INC	14,937.
TAPESTRY INC COM	3,764.
TJX COS INC	12,444.
TRACTOR SUPPLY CO	21,043.
VERISK ANALYTICS INC	14,089.

TOTALS	1,192,113.
	=====

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----
AMERICAN EXPRESS CREDIT CORP	14,002
AMGEN INC CALLABLE DTD	14,975.
ANHEUSER-BUSCH INBEV FIN DTD	29,000.
AT&T INC CALLABLE DTD 05/04/20	14,555.
AT&T INC DTD 05/13/08 5.6%	14,144.
BANK OF AMERICA CORP DTD	11,528.
BANK OF MONTREAL SERIES: MTN D	14,984.
CISCO SYSTEMS INC CALLABLE DTD	14,966.
CISCO SYSTEMS INC DTD 02/29/20	15,020.
CITIGROUP INC DTD 10/26/2015 2	21,975.
COMCAST CORP DTD 06/18/09 5.7%	14,532.
DEUTSCHE BANK AG DTD 02/13/201	14,978.
FIFTH THIRD BANK CALLABLE DTD	15,005.
FORD MOTOR CREDIT DTD 06/06/20	14,245.
GENERAL ELECTRIC CAPITAL CORP	13,307.
GILEAD SCIENCES INC CALLABLE D	14,073.
GOLDMAN SACHS GROUP INC DTD	14,854.
INTEL CORP DTD 09/19/2011 3.3%	14,057.
JOHN DEERE CAPITAL CORP SERIES	15,018.
KROGER CO/THE CALLABLE DTD	15,891.
LOCKHEED MARTIN CORP CALLABLE	14,791.
MOLSON COORS BREWING CO DTD	13,110.
MORGAN STANLEY DTD 10/23/2014	14,033.
ORACLE CORPORATION DTD 04/09/0	14,164.
PRUDENTIAL FINANCIAL DTD	14,124.
SHELL INTL FIN DTD 05/10/2016	14,961.
SUNTRUST BKS INC CALLABLE DTD	14,982.
TORONTO-DOMINION BANK SERIES M	14,115.
TOYOTA MOTOR CREDIT CORP SERIE	14,082.

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION

BEGINNING

BOOK VALUE

VALERO ENERGY CORP CALLABLE D	14,810.
VERIZON COMMUNICATIONS DTD	12,342.
WALGREENS BOOTS ALLIANCE	14,073.
WELLS FARGO & COMPANY DTD	13,922.
APPLE INC 2.1% 12 SEP 2022	14,885.
APPLE INC 2.3% 11 MAY 2022	14,980.
ASTRAZENECA PLC 1.75% 16 NOV 2	15,005.
BANK OF AMERICA CORP 6.875% 25	14,189.
BIOGEN INC 2.9% 15 SEP 2020	29,681.
CAPITAL ONE FINANCIAL CORP 2.5	15,003.
DUKE ENERGY CORP 2.4% 15 AUG 2	13,683.
GOLDMAN SACHS GROUP INC/THE VA	13,830.
INTERNATIONAL BUSINESS MACHINE	13,989.
JPMORGAN CHASE & CO VARIABLE 3	29,777.
MORGAN STANLEY 2.75% 19 MAY 20	15,120.
ORACLE CORP 2.625% 15 FEB 2023	13,965.
ROYAL BANK OF CANADA 2.5% 19 J	14,000.
WELLS FARGO BANK NA 2.6% 15 JA	13,996.
FANNIE MAE POOL FN 190370 6% 0	2,280.
FANNIE MAE POOL FN 725424 5.5%	3,788.
FANNIE MAE POOL FN 725598 5.5%	581.
FANNIE MAE POOL FN 735580 5% 0	2,982.
FANNIE MAE POOL FN 735997 5.5%	8,720.
FANNIE MAE POOL FN 739821 5% 0	8,831.
FANNIE MAE POOL FN 745079 5% 0	1,202.
FANNIE MAE POOL FN 745870 5% 0	3,242.
FANNIE MAE POOL FN 888029 6% 0	1,057.
FANNIE MAE POOL FN 888268 6% 0	1,275.
FANNIE MAE POOL FN 888677 5.5%	667.

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION

BEGINNING
BOOK VALUE

FANNIE MAE POOL FN 896597 5% 0	94.
FANNIE MAE POOL FN 938134 6% 0	714.
FANNIE MAE POOL FN 959596 6% 0	453.
FANNIE MAE POOL FN 995018 5.5%	2,815.
FANNIE MAE POOL FN 995244 4.5%	2,892.
FANNIE MAE POOL FN AA7236 4% 0	2,187.
FANNIE MAE POOL FN AB1251 5% 0	1,281.
FANNIE MAE POOL FN AB2052 3.5%	5,608.
FANNIE MAE POOL FN AB6782 2.5%	1,382.
FANNIE MAE POOL FN AD3808 4.5%	4,693.
FANNIE MAE POOL FN AD6432 4.5%	1,794.
FANNIE MAE POOL FN AD9638 4.5%	1,461.
FANNIE MAE POOL FN AE0981 3.5%	5,485.
FANNIE MAE POOL FN AE3066 3.5%	3,058.
FANNIE MAE POOL FN AH3645 4% 0	7,795.
FANNIE MAE POOL FN AH5575 4% 0	4,547.
FANNIE MAE POOL FN AH5800 3.5%	3,347.
FANNIE MAE POOL FN AH6827 4% 0	2,976.
FANNIE MAE POOL FN AJ1441 3.5%	1,406.
FANNIE MAE POOL FN AJ7715 3% 0	12,221.
FANNIE MAE POOL FN AL0393 4.5%	2,784.
FANNIE MAE POOL FN AL8418 4% 0	1,348.
FANNIE MAE POOL FN AO0800 3% 0	1,368.
FANNIE MAE POOL FN AO7975 3% 0	3,250.
FANNIE MAE POOL FN AQ0546 3.5%	6,203.
FANNIE MAE POOL FN AS2953 4% 0	1,378.
FANNIE MAE POOL FN AS5892 3.5%	1,439.
FANNIE MAE POOL FN AS6191 3.5%	10,630.
FANNIE MAE POOL FN AT2062 2.5%	8,948.

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----
FANNIE MAE POOL FN AT2720 3% 0	8,874.
FANNIE MAE POOL FN AU1629 3% 0	1,359.
FANNIE MAE POOL FN AU3735 3% 0	8,800.
FANNIE MAE POOL FN MA1062 3% 0	3,351.
FEDERAL HOME LOAN MORTGAGE COR	44,002.
FHLMC PC GOLD COMB 30 4.500 01	1,228.
FREDDIE MAC GOLD POOL FG A9062	2,271.
FREDDIE MAC GOLD POOL FG A9509	1,642.
FREDDIE MAC GOLD POOL FG A9514	3,453.
FREDDIE MAC GOLD POOL FG E0902	1,444.
FREDDIE MAC GOLD POOL FG G0540	1,658.
FREDDIE MAC GOLD POOL FG G0550	2,321.
FREDDIE MAC GOLD POOL FG G0593	1,833.
FREDDIE MAC GOLD POOL FG G0859	2,957.
FREDDIE MAC GOLD POOL FG G0863	1,125.
FREDDIE MAC GOLD POOL FG G0867	1,372.
FREDDIE MAC GOLD POOL FG G0868	19,051.
FREDDIE MAC GOLD POOL FG G0868	1,546.
FREDDIE MAC GOLD POOL FG G1852	8,304.
FREDDIE MAC GOLD POOL FG G1853	15,159.
FREDDIE MAC GOLD POOL FG G1854	1,371.
FREDDIE MAC GOLD POOL FG G1855	1,357.
FREDDIE MAC GOLD POOL FG G1860	4,883.
FREDDIE MAC GOLD POOL FG G6008	9,213.
FREDDIE MAC GOLD POOL FG G6034	3,247.
FREDDIE MAC GOLD POOL FG J1750	11,298.
FREDDIE MAC GOLD POOL FG V8098	1,727.
TOTALS	----- 1,029,749. =====

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION -----	COST/ FMV C OR F -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
ADVISERS INVT TR JOHCM INTL SL	C	363,580.		
ARTISAN MID CAP FUND	C	113,314.		
BARON EMERGING MARKETS FUND	C	240,412.		
INVESCO INTERNATIONAL GROWTH F	C	369,156.		
JPMORGAN MID CAP VALUE FUND	C	100,978.		
PRUDENTIAL HIGH YIELD FUND	C	153,364.		
PRUDENTIAL QMA SMALL-CAP VALUE	C	118,471.		
TEMPLETON GLOBAL BOND FUND/UNI	C	82,505.		
VANGUARD MID-CAP INDEX FUND	C	93,280.		
VANGUARD SMALL-CAP INDEX FUND	C	93,700.		
VICTORY RS SM CAP GROW	C	94,890.		
231021106 CUMMINS ENGINE INC	C		9,800	10,445.
24422ESS9 JOHN DEERE CAPITAL C	C		11,996.	11,976.
26078JAB6 DOWDUPONT INC 4.205%	C		12,002.	12,438.
3128MMTF0 FG G18549 2 5% 01 AP	C		1,158.	1,125.
3132L6CX7 FG V80986 4% 01 FEB	C		1,494.	1,473.
3134A4KX1 FEDERAL HOME LN MTG	C		38,939.	37,496.
3135G0K36 FED NATL MTG ASSN	C		12,005.	12,466.
3138A5BP6 FNMA AH3645	C		6,892.	6,943.
3138ASS78 FNMA POOL # AJ1441	C		1,065.	1,047.
H84989104 TE CONNECTIVITY LTD	C		4,997.	5,343.
31410TDA0 FN 896597 5% 01 AUG	C		55.	57
31416BS90 FNMA POOL 099524	C		2,358	2,314.
40434L105 H P INC	C		5,616.	6,851.
44932HAM5 IBM CREDIT LLC 3 6%	C		12,998.	13,183.
59022CAJ2 MERRILL LYNCH & CO I	C		10,436.	12,905.
674599105 OCCIDENTAL PETROLEUM	C		9,530.	10,017.
78012KKU0 ROYAL BANK OF CANADA	C		12,000	11,904.
85771PAN2 STATOIL ASA	C		12,157.	12,390.

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION -----	COST/ FMV C OR F -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
89233P5F9 TOYOTA MOTOR CREDIT	C		11,993.	12,164.
74440Y801 PRUDENTIAL HIGH YIEL	C		136,502.	143,427.
747525103 QUALCOMM INC	C		18,010.	17,183.
90384S303 ULTA SALON COSMETICS	C		13,705.	14,012.
907818108 UNION PACIFIC CORP	C		3,524.	6,999.
912810SA7 US TREASURY N/B 3% 1	C		25,306.	25,941.
931142ED1 WALMART INC 3.55% 26	C		11,973.	12,343.
00206RCP5 AT&T INC	C		12,599.	12,279.
00770G847 JOHCM INTERNATIONAL	C		311,530.	317,578.
312943WG4 FG A95147 4% 01 NOV	C		2,955.	2,943.
31335ACR7 FHLMC POOL #G6-008	C		7,954.	7,834.
31368HMT7 FNMA POOL 019037	C		1,806.	1,917.
3138ETK88 FN AL8418 4% 01 APR	C		1,119.	1,094.
31402RFV6 FNMA POOL 735580	C		2,368.	2,451.
31419BCT0 FNMA POOL 0AE098	C		4,738.	4,620.
31419DMQ1 FNMA POOL 0AE3066	C		2,312.	2,333.
31677QBG3 FIFTH THIRD BANK	C		12,997.	12,758.
46625HRY8 JPMORGAN CHASE & CO	C		26,571.	25,897.
521865204 LEAR CORP W/I	C		5,185.	5,849.
55261F104 M & T BK CORP	C		6,957.	11,024.
60871R209 MOLSON COORS BREWING	C		5,673.	5,728.
695156109 PACKAGING CORP AMER	C		5,189.	5,471.
70450Y103 PAYPAL HOLDINGS INC	C		8,180.	16,953.
743606105 PROSPERITY BANCSHARE	C		5,862.	5,905.
875921306 TARGET PORTFOLIO TR	C		96,439.	77,196.
902973304 US BANCORP DEL	C		4,928.	6,446.
92647Q405 VICTORY RS SM CAP GR	C		71,738.	80,471.
931142103 WAL MART STORES INC	C		6,278.	9,583.
031162100 AMGEN INC	C		7,061.	7,110.

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

FORM 990PF, PART II - OTHER INVESTMENTS

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DESCRIPTION -----	COST/ FMV C OR F -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
11282X103 BROOKFIELD PROPERTY	C		3,583.	3,767.
17275R102 CISCO SYS INC	C		7,145.	14,471.
311900104 FASTENAL CO COMMON	C		15,254.	20,738.
3128M7NZ5 FG G05508 5% 01 FEB	C		1,867.	1,852.
3128MMS20 FHLMC GOLD G18536	C		12,608.	12,263.
312943UP6 FG A95090 4.5% 01 NO	C		1,370.	1,357.
89236TEU5 TOYOTA MOTOR CREDIT	C		11,993.	12,037.
912828Y79 US TREASURY N/B 2.87	C		12,027.	12,260.
92343V104 VERIZON COMMUNICATIO	C		5,654.	8,259.
00287Y109 ABBVIE INC	C		4,983.	5,861.
046353108 ASTRAZENECA PLC SPON	C		3,712.	4,097.
09062XAC7 BIOGEN INC	C		25,359.	24,972.
110709BN1 BRITISH COLUMBIA PRO	C		12,882.	12,997.
126408HJ5 CSX CORP 3.8% 01 MAR	C		12,974.	13,024.
156700106 CENTURYTEL INC	C		5,444.	4,443.
20030NCK5 COMCAST CORP 4% 01 M	C		13,333.	13,172.
26078J100 DOWDUPONT INC	C		4,838.	3,713.
3128MJXF2 FHLMC POOL #G0-867	C		1,135.	1,108.
3128MJXR6 FHLMC POOL #G0-868	C		1,331.	1,295.
3138A7NS3 FN AH5800 3.5% 01 FE	C		2,583.	2,546.
3138A8SR8 FNMA POOL AH6827	C		2,160.	2,194.
3138EGNK6 FNMA POOL AL0393	C		2,253.	2,300.
3138MFTC1 FNMA POOL AQ0546	C		5,422.	5,497.
3138X0Y36 F N M A POOL AU1629	C		1,206.	1,164.
31402C4H2 FEDERAL NAT'L MTGE A	C		3,175.	3,476.
31402V4E7 FEDERAL NAT'L MTGE A	C		7,070.	7,150.
G29183103 EATON CORP PLC	C		5,313.	7,396.
31410FZ99 FNMA POOL 888268	C		988.	1,055.
31413YRR4 FEDERAL NAT'L MTGE A	C		367.	401.

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STATEMENT 17

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

FORM 990PF, PART II - OTHER INVESTMENTS

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DESCRIPTION -----	COST/ FMV C OR F -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
922908363 VANGUARD INDEX TR	C		589,705.	728,901.
931427AH1 WALGREENS BOOTS ALLI	C		13,031.	12,977.
02665WCD1 AMERICAN HONDA FINAN	C		18,965.	18,936.
037833100 APPLE COMPUTER INC C	C		21,653.	28,628.
04314H600 ARTISAN FDS INC MID	C		101,015.	88,111.
10373QAB6 BP CAP MARKETS AMERI	C		13,012.	13,395.
20825C104 CONOCOPHILLIPS	C		2,009.	3,385.
258620509 DOUBLELINE EMG MKTS	C		74,997.	73,352.
3128MJXK1 FHLMC GOLD G08681	C		16,543.	16,236.
3128MMTK9 FG G18553 2.5% 01 MA	C		1,150.	1,128.
312938VU4 FG A90627 4.5% 01 JA	C		1,830.	1,816.
3138A7FR4 FNMA POOL 0AH557	C		3,918.	3,969.
3138WFRN8 FN AS5892 3 5% 01 OC	C		1,255.	1,221.
3138WQAW2 FNMA POOL AT2720 3%	C		7,653.	7,409.
31402RUW7 FN 735997 5.5% 01 NO	C		6,882.	7,145.
G51502105 JOHNSON CONTROLS INT	C		7,291.	6,653.
3140Q75P8 FN CA0853 3.5% 01 DE	C		24,031.	24,417.
31410GJW4 FNMA POOL 888677	C		433.	445.
31412XV35 FN 938134 6% 01 JUL	C		520.	567.
31416BK72 FNMA POOL 0995018	C		2,224.	2,363.
31418RGS4 FNMA POOL 0AD3808	C		3,893.	3,926.
38141GWM2 GOLDMAN SACHS GROUP	C		12,836.	12,722.
501044DE8 KROGER CO 2.65% 15 O	C		13,894.	12,615.
166764100 CHEVRONTXACO CORP	C		7,387.	9,745.
17275RBL5 CISCO SYSTEMS INC 2.	C		12,958.	12,396.
20030N101 COMCAST CORP NEW CL	C		5,519.	5,705.
28176E108 EDWARDS LIFESCIENCES	C		20,597.	28,460.
3128M7KV7 FG G05408 5% 01 DEC	C		1,320.	1,354.
31294UAW3 FHLMC GOLD E09021	C		1,173.	1,139.

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

FORM 990PF, PART II - OTHER INVESTMENTS

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DESCRIPTION -----	COST/ FMV C OR F -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
H1467J104 CHUBB LTD	C		4,560.	5,189.
375558103 GILEAD SCIENCES INC	C		7,468.	7,141.
458140AJ9 INTEL CORP	C		11,974.	12,225.
459200JG7 I B M CORP	C		12,921.	12,972.
61761JVL0 MORGAN STANLEY	C		13,021.	13,096.
778296103 ROSS STORES INC	C		8,444.	13,357.
922908645 VANGUARD IDX TR MID-	C		157,230.	172,016.
00912XAU8 AIR LEASE CORP 2.125	C		12,797.	12,881.
0258MODX4 AMERICAN EXPRESS CRE	C		11,990.	11,954.
037833DC1 APPLE INC 2.1% 12 SE	C		12,900.	12,716.
054937107 BB&T CORP COM	C		2,495.	3,709.
12541W209 C H ROBINSON WORLDWI	C		12,979.	12,148.
126650DA5 CVS HEALTH CORP 3.12	C		12,010.	12,010.
14040HBP9 CAPITAL ONE FINANCIA	C		12,995.	12,908.
172967424 CITIGROUP INC	C		9,203.	8,573.
172967KB6 CITIGROUP INC	C		18,969.	18,860.
3128MJV72 FG G08637 4% 01 APR	C		895.	884.
3128MSR5 FG G18527 3% 01 OCT	C		6,746.	6,591.
3128MMU27 FG G18600 2.5% 01 MA	C		4,174.	4,067.
3128PXXV7 FHLMC GOLD J17508	C		8,795.	8,583.
31335ALX4 FG G60342 4.5% 01 MA	C		2,725.	2,682.
3138WCH71 FNMA POOL # AS2953	C		1,158.	1,132.
3138WKUK9 FN AS9585 4% 01 MAY	C		23,816.	24,090.
008882771 AIM INTERNATIONAL GR	C		358,509.	331,404.
02079K305 ALPHABET INC/CA	C		11,861.	16,888.
026874784 AMERICAN INTERNATIONAL	C		9,554.	7,133.
031162CH1 AMGEN INC	C		12,976.	12,454.
06416CAB4 BANK OF NOVA SCOTIA	C		12,757.	12,856.
151020104 CELGENE CORP	C		16,284.	12,827.

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

FORM 990PF, PART II - OTHER INVESTMENTS

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DESCRIPTION -----	COST/ FMV C OR F -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
31403DT33 FNMA POOL 0745870	C		2,671.	2,634.
31416RBE2 FNMA POOL AA7236	C		1,883.	1,892.
31417DRC9 FN AB6782 2.5% 01 NO	C		1,050.	1,020.
31418XV88 FN AD9638 4 5% 01 SE	C		1,183.	1,162.
31620R303 FNF GROUP	C		2,332.	3,616.
375558BF9 GILEAD SCIENCES INC	C		11,974.	12,032.
494368103 KIMBERLY-CLARK CORP	C		3,168.	3,119.
539439AR0 LLOYDS BANKING GROUP	C		13,003.	12,944.
617446448 MORGAN STANLEY DEAN	C		10,091.	9,644.
679580100 OLD DOMINION FGHT LI	C		13,665.	12,641.
68389XBR5 ORACLE CORP 2.625% 1	C		12,924.	12,861.
912810RB6 U S TREASURY NOTE	C		65,306.	74,575.
912828WZ9 U S TREASURY NOTE	C		18,410.	18,595.
91913YAU4 VALERO ENERGY CORP 3	C		12,831.	12,391.
92826C839 VISA INC	C		5,414.	24,977.
02079K107 ALPHABET INC	C		1,240.	3,349.
055622104 BP P L C SPONS ADR	C		2,439.	3,331.
09857L108 BOOKING HOLDINGS INC	C		19,008.	21,994.
25746U109 DOMINION RES INC VA	C		7,092.	6,743.
26441CAW5 DUKE ENERGY CORP 2.4	C		12,700.	12,567.
31335AM96 FHLMC PC GOLD COMB 3	C		1,012.	972.
3138LQ3J1 FNMA POOL AO0800	C		1,051.	1,027.
3138LY2H9 FN AO7975 3% 01 JUN	C		2,573.	2,520.
3138X3EH1 FNMA POOL 0AU3735	C		7,894.	7,800.
G5960L103 MEDTRONIC PLC	C		7,521.	8,309.
31416XH60 FNMA POOL 0AB205	C		4,231.	4,221.
345397XK4 FORD MOTOR CREDIT CO	C		13,151.	12,789.
423452101 HELMERICH & PAYNE IN	C		3,966.	3,415.
458140100 INTEL CORPORATION	C		6,946.	9,471.

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

FORM 990PF, PART II - OTHER INVESTMENTS

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DESCRIPTION -----	COST/ FMV C OR F -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
459200101 INTERNATIONAL BUSINE	C		3,463.	3,764.
500472303 KONINKLIJKE PHILIPS	C		8,290.	11,238.
59156R108 METLIFE INC	C		6,797.	9,043.
60871RAD2 MOLSON COORS BREWING	C		13,014.	12,922.
61744YAH1 MORGAN STANLEY 2 75%	C		13,080.	12,806.
713448108 PEPSICO INC	C		4,303.	5,070.
74432QBP9 PRUDENTIAL FINANCIAL	C		11,954.	12,310.
808513105 SCHWAB CHARLES CORP	C		13,237.	18,006.
808513AW5 THE CHARLES SCHWAB C	C		12,008.	12,087.
876030107 TAPESTRY INC	C		9,451.	8,129.
369622SM8 GENERAL ELEC CAP COR	C		12,082.	12,300.
609207105 MONDELEZ INTERNATION	C		5,175.	5,783.
718546104 PHILLIPS 66	C		5,043.	5,152.
806857108 SCHLUMBERGER LIMITED	C		10,402.	7,295.
867914BM4 SUNTRUST BANKS INC 2	C		12,953.	12,777.
876664103 TAUBMAN CTRS INC COM	C		7,403.	6,175.
892356106 TRACTOR SUPPLY CO	C		15,039.	21,606.
87236YAH1 TD AMERITRADE HOLDIN	C		11,973.	12,259.
87612E106 TARGET CORP	C		8,922.	8,906.
880208400 TEMPLETON GLOBAL BD	C		73,450.	71,489.
912828R36 U S TREASURY NOTE	C		25,238.	25,359.
922908686 VANGUARD INDEX TR	C		111,315.	129,636.
92343VAW4 VERIZON COMMUNICATIO	C		11,195.	12,355.
037833CQ1 APPLE INC 2.3% 11 MA	C		12,977.	12,823.
05561Q201 BOK FINL CORP COM NE	C		4,710.	7,314.
06828M876 BARON EMERGING MARKE	C		448,352.	495,942.
192446102 COGNIZANT TECHNOLOGY	C		8,276.	9,686.
30303M102 FACEBOOK INC	C		30,578.	31,004.
3128M74W3 FG G05937 4.5% 01 AU	C		1,529.	1,557.

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

FORM 990PF, PART II - OTHER INVESTMENTS

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DESCRIPTION -----	COST/ FMV C OR F -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
3128MJUS7 FG G08592 4% 01 JUN	C		2,493.	2,440.
3138E0SD2 FN AJ7715 3% 01 DEC	C		9,485.	9,250.
3138WF2Z8 FNMA POOL # AS6191	C		9,214	8,990.
31402DDB3 FEDERAL NAT'L MTGE A	C		482.	530.
31403CXG1 FNMA POOL 745079	C		582.	613.
3140GYKA6 FN BH9288 4% 01 FEB	C		25,070.	25,073.
31410FSS5 FNMA POOL 888029	C		847.	926.
31418AFC7 FN MA1062 3% 01 MAY	C		2,586.	2,562
3138WPJG0 FNMA POOL # AT2062	C		7,402.	7,320
31416WL91 FNMA POOL 0AB1251	C		1,027	1,009.
31418UEE0 FNMA POOL 0AD6432	C		1,475	1,504.
339128100 JP MORGAN MID CAP VA	C		86,398.	84,031.
67077M108 NUTRIEN LTD	C		8,403	8,343.
94974BGE4 WELLS FARGO & COMPAN	C		12,921.	13,071.
94988J5N3 WELLS FARGO BANK NA	C		11,996.	11,907
962166104 WEYERHAEUSER CO COM	C		5,691.	4,382.
084670702 BERKSHIRE HATHAWAY I	C		27,957.	32,681
035240AR1 ANHEUSER BUSCH	C		12,036.	12,496.
084664CR0 BERKSHIRE HATHAWAY	C		12,894.	13,466.
TOTALS		1,823,650.	4,382,776	4,681,207.

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

=====

OFFICER NAME:

REGIONS BANK, TRUSTEE

ADDRESS:

201 MILAN PKWY

BIRMINGHAM, AL 35211

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 44,982.

OFFICER NAME:

VIRGINIA SORY BROWN

ADDRESS:

3730 BURNS COURT

ANN ARBOR, MI 48105

TITLE:

ADVISORY COMM MBR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

EVELYN A. SMITH

ADDRESS:

3730 BURNS COURT

ANN ARBOR, MI 48105

TITLE:

ADVISORY COMM MBR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

JOE GASTON

ADDRESS:

5876 OWENS CHAPEL ROAD

SPRINGFIELD, TN 37172

TITLE:

ADVISORY COMM MBR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

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

=====

OFFICER NAME:

WILLIAM R. GOODMAN III

ADDRESS:

122 6TH AVENUE WEST

SPRINGFIELD, TN 37172

TITLE:

ADVISORY COMM MBR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION:

44,982.

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STATEMENT 24

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

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MONTH -----	LINE 1a-FMV SECURITIES -----	LINE 1b-FMV CASH BALANCES -----	LINE 1c-FMV OTHER ASSETS -----
JANUARY	4,902,478.	NONE	NONE
	-----	-----	-----
TOTAL	4,902,478.	NONE	NONE
	=====	=====	=====
AVERAGE FMV	4,902,478.	NONE	NONE
	=====	=====	=====

STOKES AND SARAH BROWN CHARITABLE FOUNDATION
FORM 990PF, PART XV - LINES 2a - 2d
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26-0110679

RECIPIENT NAME:

REGIONS BANK, TRUSTEE

ADDRESS:

150 4TH AVENUE NORTH

NASHVILLE, TN 37219

RECIPIENT'S PHONE NUMBER: 615-748-2922

FORM, INFORMATION AND MATERIALS:

APPLICATION FORM IS AVAILABLE AT THE ABOVE
ADDRESS

SUBMISSION DEADLINES:

APPLICATION FORM SHOULD BE SUBMITTED PRIOR
TO AUGUST 1.

RESTRICTIONS OR LIMITATIONS ON AWARDS:

THE ORGANIZATION'S EXEMPT PURPOSE IS TO SUPPORT PUBLIC CHARITIES
& PROMOTE CHARITABLE PURPOSES DESIGNED TO BENEFIT RESIDENTS OF
ROBERTSON CO, TENNESSEE & SURROUNDING COMMUNITIES.

STATEMENT 26