Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , **and ending**

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: HCE FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address) | Room/suite: P.O. BOX 692352

City or town, state, and ZIP code: STOCKTON, CA 95269

A Employer identification number: 68-0405005

B Telephone number: (209)477-6029

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 ▶ ☐

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) ▶$ 1,208,509.

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))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	8,869.	8,869.		STATEMENT 1
	4 Dividends and interest from securities	36,663.	36,663.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<358,650.>			
	b Gross sales price for all assets on line 6a 1,025,006.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	1,832.	223.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	<311,286.>	45,755.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	3,300.	3,300.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	3,550.	0.		3,550.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	914.	914.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	14,631.	8,435.		6,194.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	22,395.	12,649.		9,744.
	25 Contributions, gifts, grants paid	63,500.			63,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	85,895.	12,649.		73,244.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<397,181.>			
	b **Net investment income** (if negative, enter -0-)		33,106.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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923501 02-02-10 LHA **For Privacy Act and Paperwork Reduction Act Notice, see the instructions.** Form **990-PF** (2009)

12020505 758669 28350 2009.03051 HCE FOUNDATION, INC. 28350__2

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	52,341.	20,208.	20,208.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 7	1,168,898.	684,287.	738,040.
	c Investments - corporate bonds STMT 8	311,674.	431,237.	450,261.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	1,532,913.	1,135,732.	1,208,509.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	1,596,962.	1,596,962.	
	29 Retained earnings, accumulated income, endowment, or other funds	<64,049.>	<461,230.>	
	30 **Total net assets or fund balances**	1,532,913.	1,135,732.	
	31 **Total liabilities and net assets/fund balances**	1,532,913.	1,135,732.	

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	1,532,913.
2	Enter amount from Part I, line 27a	2	<397,181.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,135,732.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,135,732.

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				
b	SEE ATTACHED STATEMENT			
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				
b				
c				
d				
e	1,025,006.		1,383,656.	<358,650.>

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				
b				
c				
d				
e				<358,650.>

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** <358,650.>

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 **3** N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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))
2008	87,295.	1,448,603.	.060262
2007	91,378.	1,838,840.	.049693
2006	73,635.	1,720,796.	.042791
2005	74,585.	1,603,155.	.046524
2004	67,291.	1,550,398.	.043402

2	**Total** of line 1, column (d)	2	.242672
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	.048534
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,128,588.
5	Multiply line 4 by line 3	5	54,775.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	331.
7	Add lines 5 and 6	7	55,106.
8	Enter qualifying distributions from Part XII, line 4	8	73,244.

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 ▶ [X] and enter 1% of Part I, line 27b		1	331.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3	Add lines 1 and 2		3	331.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5	**Tax based on investment income** Subtract line 4 from line 3 If zero or less, enter -0-		5	331.
6	Credits/Payments			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 500.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	500.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	169.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶	169. Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

		Line	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 definition)? *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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *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? N/A	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) ▶ CA			
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 2009 or the taxable year beginning in 2009 (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

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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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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 ▶ BERNICE WAHLER Telephone no ▶ (209) 477-6029

Located at ▶ 8233 SAN PABLO WAY, STOCKTON, CA ZIP+4 ▶ 95209

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

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 page 20 of the instructions)?	N/A	1b		
	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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ 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)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______ , ______ , ______ , ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ 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)?	N/A	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? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	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.

(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 9		3,300.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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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. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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

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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	1,024,207.
b	Average of monthly cash balances	1b	121,568.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,145,775.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,145,775.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	17,187.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,128,588.
6	**Minimum investment return.** Enter 5% of line 5	6	56,429.

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	56,429.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 331.		
b	Income tax for 2009 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	331.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	56,098.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	56,098.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	56,098.

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	73,244.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	73,244.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	331.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	72,913.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				56,098.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			63,457.	
b Total for prior years ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 73,244.				
a Applied to 2008, but not more than line 2a			63,457.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				9,787.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				46,311.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a 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 the 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 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*				
SEE STATEMENT 10				
Total			▶ 3a	63,500.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income
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					8,869.
4 Dividends and interest from securities					36,663.
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					1,832.
8 Gain or (loss) from sales of assets other than inventory					<358,650.>
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)		0.		0.	<311,286.>

13 Total. Add line 12, columns (b), (d), and (e) 13 <311,286.>

(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)
3-4	THE FOUNDATION USES INTEREST AND DIVIDEND INCOME AS WELL AS STOCK
8	SALES TO PROVIDE GRANTS TO 501(C)(3) ORGANIZATIONS.

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
		N/A	

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Lee Tahler 5-12-10 Pres

Signature of officer or trustee Date Title

Paid Preparer's Use Only

Preparer's signature [signature] Date 5/11/10 Check if self-employed ☐ Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code BOWMAN & COMPANY, LLP 10100 TRINITY PARKWAY, SUITE 310 STOCKTON, CA 95219 EIN Phone no (209)473-1040

Form 990-PF (2009)

923622 07-02-10

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	BANK OF THE WEST - SEE ATTACHED	P	VARIOUS	VARIOUS
b	BANK OF THE WEST - SEE ATTACHED	P	VARIOUS	VARIOUS
c	BANK OF STOCKTON - SEE ATTACHED	P	VARIOUS	VARIOUS
d	BANK OF STOCKTON - SEE ATTACHED	P	VARIOUS	VARIOUS
e	UBS FINANCIAL SERVICES - SEE ATTACHED	P	VARIOUS	VARIOUS
f	UBS FINANCIAL SERVICES - SEE ATTACHED	P	VARIOUS	VARIOUS
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
l				
m				
n				
o				

	(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	103,703.		109,332.	<5,629.>
b	130,462.		179,109.	<48,647.>
c	634,628.		886,225.	<251,597.>
d	138,484.		139,064.	<580.>
e	3,418.		6,306.	<2,888.>
f	13,806.		63,620.	<49,814.>
g	505.			505.
h				
i				
j				
k				
l				
m				
n				
o				

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				<5,629.>
b				<48,647.>
c				<251,597.>
d				<580.>
e				<2,888.>
f				<49,814.>
g				505.
h				
i				
j				
k				
l				
m				
n				
o				

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	<358,650.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

923591
04-24-09

Account Name:

HCE FOUNDATION, INC BHK-61U074012

Account Number: 61U074012

Tax I.D. Number: XX-XXX5005

BANK OF THE WEST

THE FOLLOWING ARE THE DETAILS OF THE SALES REPORTED TO THE IRS ON THE 2009 FORM 1099-B.

Units	Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
	SHORT-TERM SALES REPORTED ON FORM 1099-B					
10 000	CLASS ACTION SETTLEMENT ON APACHE CORP	04/18/2008	02/17/2009	687 59	1,408.00	-720.41
50.000	BMC SOFTWARE INC	04/18/2008	02/17/2009	1,460.49	1,704.00	-243 51
40 000	CISCO SYS INC	04/18/2008	02/17/2009	612 80	990.80	-378.00
60.000	CITIGROUP, INC F/K/A TRAVELERS GROUP, INC	04/18/2008	02/12/2009	210 60	1,539.60	-1,329.00
33 000	COCA COLA CO	02/17/2009	05/13/2009	1,439 85	1,410.75	29.10
50.000	DISNEY WALT CO	04/18/2008	02/17/2009	893 49	1,575.00	-681 51
25,000 000	FEDERAL HOME LOAN BKS CONS BDS 5.50% DTD 03/19/2008 DUE 03	02/27/2008	01/26/2009	25,000 00	25,000.00	
25.000	FEDEX CORP COM F/K/A FDX #31304N107	08/08/2008	02/17/2009	1,239.24	2,177.48	-938 24
677.942	ACCESSOR FRONTIER MARKETS FUND - ADV	04/30/2009	06/10/2009	8,860.70	7,077.71	1,782.99
19.000	GAMESTOP CORP NEW CL A	11/24/2008	02/17/2009	473 28	369 93	103 35
392.950	GOLDMAN SACHS FIN SQ MMF #474	06/15/2009	07/31/2009	392 95	392.95	
2,700 088	GOLDMAN SACHS US MORTGAGES FUND - INST #2053	04/20/2009	06/10/2009	25,002 82	25,000 00	2 82
66.000	HEWLETT PACKARD CO	08/08/2008	02/17/2009	2,305 37	3,030 42	-725.05
15 000	ITT IND. INC	04/18/2008	02/17/2009	621.00	870.90	-249.90
190 000	ISHARES TR MSCI EMERGING MKTS INDEX FD	04/24/2009	04/29/2009	5,312.26	5,325.66	-13.40
15 000	MEMC ELECTR MATLS INC COM	04/18/2008	02/17/2009	217.34	1,160.55	-943 21
25.000	MEDTRONIC INC	04/18/2008	02/17/2009	855.99	1,250.75	-394.76
20.000	METLIFE INC COM	04/18/2008	02/17/2009	499.59	1,233 00	-733.41
97 000	MORGAN STANLEY, DEAN WITTER, DISCOVER & CO F/K/A DEAN WITT	02/17/2009	05/13/2009	2,467.83	2,017 60	450 23
25 000	OCCIDENTAL PETE CORP	04/18/2008	02/17/2009	1,318 74	2,078.97	-760 23
10 000	PRUDENTIAL FINL INC COM	08/26/2008	02/17/2009	234.99	695.72	-460 73
32 000	ROHM & HAAS CO	02/17/2009	04/02/2009	2,496 00	1,907 20	588 80
0 319	SIMON PROPERTY GROUP INC COM	06/19/2009	06/30/2009	16 17	16 86	-0.69
60 000	STARBUCKS CORP	04/18/2008	02/17/2009	572.99	1,098 60	-525 61
2,322 880	VANGUARD INTRM TRM CORPORATE FD #71	04/29/2009	06/10/2009	20,511.03	20,000 00	511 03
	TOTAL SHORT-TERM SALES REPORTED ON 1099-B			103,703 11	109,332 45	-5,629 34

IMPORTANT TAX RETURN DOCUMENT ENCLOSED

Account Name:

HCE FOUNDATION, INC BHK-61U074012

Account Number: 61U074012

Tax I.D. Number: XX-XXX5005

BANK OF THE WEST

THE FOLLOWING ARE THE DETAILS OF THE SALES REPORTED TO THE IRS ON THE 2009 FORM 1099-B.

Units	Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
	LONG-TERM SALES REPORTED ON FORM 1099-B:					
	15% MAXIMUM RATE SALES REPORTED ON FORM 1099-B.					
22.000	ALLEGHENY TECHNOLOGIES INC COM	07/20/2006	02/17/2009	506 65	1,286 82	-780.17
25.000	CLASS ACTION SETTLEMENT ON APACHE CORP	12/22/2006	02/17/2009	1,718.99	1,666 75	52 24
55 000	BAKER HUGHES W/PFD STK PUR RTS	11/08/2007	02/17/2009	1,703 89	4,484 20	-2,780.31
140.000	CISCO SYS INC	11/08/2007	02/17/2009	2,144 78	3,899 99	-1,755.21
41 000	COACH INC COM	07/07/2006	02/17/2009	566.20	1,166 86	-600 66
82 000	COGNIZANT TECH SOLUTIONS CRP COM	11/08/2007	02/17/2009	1,610.47	2,862.79	-1,252.32
53.000	DANAHER CORP	11/08/2007	02/17/2009	2,885.30	3,751.42	-866.12
69 000	DISNEY WALT CO	12/22/2006	02/17/2009	1,233 02	2,348 99	-1,115.97
80 000	EMERSON ELEC CO	11/08/2007	02/17/2009	2,414.38	4,010.40	-1,596.02
25,000.000	FEDERAL HOME LN MTG CORP MEDIUM TERM NTS 5.00% DTD 03/03/2	02/27/2008	03/03/2009	25,000.00	25,000.00	
17.000	FEDEX CORP COM F/K/A FDX #31304N107	01/21/2005	02/17/2009	842.68	1,539.58	-696.90
542.287	ACCESSOR STRATEGIC ALTERNATIVES FUND INSTL	03/25/2008	04/24/2009	5,298.14	6,599.63	-1,301.49
726.664	ACCESSOR STRATEGIC ALTERNATIVES FUND INSTL	03/25/2008	04/30/2009	7,070 44	8,843.50	-1,773.06
374.342	ACCESSOR STRATEGIC ALTERNATIVES FUND INSTL	03/25/2008	06/10/2009	3,874 44	4,555.74	-681 30
1,663.008	ACCESSOR SMALL TO MID CAP FUND-INSTL	10/12/2006	06/10/2009	33,110.49	54,783.91	-21,673 42
72.000	FRANKLIN RES INC	09/18/2007	02/17/2009	3,720.21	8,555.82	-4,835 61
41.000	GENERAL DYNAMICS CORP	12/22/2006	02/17/2009	2,167 65	3,043.02	-875 37
1,194.773	GOLDMAN SACHS US MORTGAGES FUND - INST #2053	04/17/2008	06/03/2009	11,254 76	11,493 72	-238 96
884 229	GOLDMAN SACHS US MORTGAGES FUND - INST #2053	04/17/2008	06/10/2009	8,187.96	8,506 28	-318 32
78 000	HEWLETT PACKARD CO	11/08/2007	02/17/2009	2,724 52	3,468 72	-744.20
47 000	ITT IND. INC	09/25/2006	02/17/2009	1,945 78	2,294.63	-348.85
29 000	MCKESSON HBOC INC F/K/A MCKESSON CORP NEW COM	12/22/2006	02/17/2009	1,298.03	1,481 61	-183.58
52 000	METLIFE INC COM	12/22/2006	02/17/2009	1,298.95	3,063 32	-1,764 37
15.000	PEPSICO INC	09/23/2005	05/13/2009	744 63	815 46	-70 83
78.000	PROCTER & GAMBLE CO	09/18/2007	02/17/2009	3,908 55	4,778 71	-870.16
8.000	PROCTER & GAMBLE CO	09/18/2007	05/13/2009	407.61	547 44	-139.83
106.000	TEXAS INSTRS INC	07/07/2006	02/17/2009	1,671.61	3,082 33	-1,410.72
24.000	WAL MART STORES INC	09/18/2007	02/17/2009	1,151.75	1,177.17	-25 42
	TOTAL 15% MAXIMUM RATE SALES REPORTED ON 1099-B			130,461 88	179,108.81	-48,646 93
	TOTAL LONG-TERM SALES REPORTED ON FORM 1099-B			130,461.88	179,108 81	-48,646.93

IMPORTANT TAX RETURN DOCUMENT ENCLOSED

2009 Year End Summary

UBS

UBS Financial Services Inc
2800 W MARCH LANE
SUITE 110
STOCKTON CA 95219-8220

APZ3002641931 1209 X15 FT 0

Account name: HCE FOUNDATION INC
Account number: FT 30287 30

Your Financial Advisor
RODWAY,CALVERT J
Phone 209-473-0588/800-545-7173

HCE FOUNDATION INC
P O BOX 692352
STOCKTON CA 95269-2352

Summary of gains and losses

	Amount ($)
Short term	-2,887 70
Long term	-49,814 90
Total	**$-52,702.60**

Realized gains and losses

Estimated 2009 gains and losses for transactions with trade dates through 12/31/09 have been incorporated into this statement To calculate gains and losses, we liquidate the oldest security lot first This is known as the first-in first-out or FIFO accounting method We use this method unless you specified which tax lot to close when you placed your order This is known as a versus purchases or VSP order *See Important information about your statement* on the last page of this statement for more information

We may not adjust gains and losses for all capital changes Cost basis for coupon tax-exempt municipal securities, include securities subject to AMT, has been adjusted for mandatory amortization of bond premium Estimates in the Unclassified section can not be classified as short term or long term because information is missing, or the product is one in which the gain/loss calculation is not provided

Short-term capital gains and losses

Security description	Method	Quantity or face value ($)	Purchase date	Sale date	Sale amount ($)	Purchase amount ($)	Loss ($)	Gain ($)	Net gain or loss ($)
PNC FINANCIAL SERVICES GROUP	LIFO	0 432	May 23, 08	Jan 02, 09	20 96	60 60	-39 64		
SLM CORP VTG	FIFO	165 000	Aug 18, 08	Mar 20, 09	738 68	2,637 49	-1,898 81		

continued next page

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UBS

Account name: HCE FOUNDATION INC
Account number: FT 30287 30

Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value ($)	Purchase date	Sale date	Sale amount ($)	Purchase amount ($)	Loss ($)	Gain ($)	Net gain or loss ($)
	FIFO	225 000	Aug 18, 08	Jan 16, 09	2,652 96	3,596 58	-943 62		
WELLS FARGO & CO NEW	LIFO	0 203	Jul 17, 08	Jan 02, 09	5 64	11.27	-5 63		
Total					**$3,418.24** (2)	**$6,305.94** (1)	**-$2,887.70**		**-$2,887.70**

Long-term capital gains and losses

Security description	Method	Quantity or face value ($)	Purchase date	Sale date	Sale amount ($)	Purchase amount ($)	Loss ($)	Gain ($)	Net gain or loss ($)
BOSTON SCIENTIFIC CORP	FIFO	250 000	Jun 11, 07	May 28, 09	2,271 09	4,042 50	-1,771 41		
CITIGROUP INC	FIFO	220 000	Nov 01, 07	Mar 30, 09	522 49	8,497 39	-7,974 90		
	FIFO	180 000	Nov 08, 07	Mar 30, 09	427 50	5,689 26	-5,261 76		
CONSECO INC NEW	FIFO	225 000	Jun 13, 07	Mar 06, 09	90 87	4,590 00	-4,499 13		
FORD MOTOR CO COM NEW	FIFO	868 000	Jun 11, 07	Mar 18, 09	2,169 11	7,308 56	-5,139 45		
KT CORP SPON ADR	FIFO	120 000	Jul 10, 01	Feb 27, 09	1,463 14	2,487 36	-1,024 22		
MCCLATCHY CO (HOLDING CO) CL A	FIFO	180 000	Jun 13, 07	Mar 30, 09	107 99	4,792 32	-4,684 33		
	FIFO	175 000	Oct 12, 07	Mar 30, 09	105 00	3,443 16	-3,338 16		
MITSUI SUMITOMO UNSPONS ADR	FIFO	100 000	Dec 06, 06	Mar 09, 09	941 65	2,027 15	-1,085 50		
NORTEL NETWORKS CORP NEW (HOLDING CO) (NEW)	FIFO	20 000	Dec 07, 05	Jan 22, 09	1 63	607 21	-605 58		
	FIFO	157 000	May 12, 06	Jan 22, 09	12 82	4,104 55	-4,091 73		
	FIFO	330 000	Sep 07, 07	Jan 22, 09	26 95	5,678 90	-5,651 95		
SANOFI-AVENTIS SA SPON ADR	FIFO	100 000	Nov 02, 05	Apr 06, 09	2,736 08	3,970 54	-1,234 46		
SUMITOMO MITSUI FINANCIAL GROUP INC ADR	FIFO	810 000	Aug 20, 07	Apr 06, 09	2,929 18	6,381 50	-3,452 32		
Total					**$13,805.50** (2)	**$63,620.40** (1)	**-$49,814.90**		**-$49,814.90**
Net capital gains/losses.									**-$52,702.60**

Σ2 = $17,223.74

Σ1 = $69,926.34

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ACCOUNT 61-0009-01-1 HCB FOUNDATION
TAX IDENT NO 680-40-5005
ADM OFFICER RF1
INV OFFICER DF1

FEDERAL LOSS CARRYOVER
ST .00
LT .00

SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX PURPOSES

TRANSACTION DESCRIPTION	DATE SOLD DATE ACQ	NET PROCEEDS FEDERAL TAX COST STATE TAX COST	GAIN/LOSS FEDERAL SHORT TERM STATE SHORT TERM	GAIN/LOSS FEDERAL LONG TERM STATE LONG TERM FEDERAL 5 YR GAIN STATE 5 YR GAIN	
INVESTED PRINCIPAL ASSETS ========================					
REC'D 0.985 OF 1 SH OF PFIZER INC STOCK MERGER OF WYETH ACQUISITION PFIZER INC	00/00/00 10/20/09	3,178.80- 3,178.80- 3,178.80-			
STOCK MERGER SCHERING-PLOUGH CORP ACQUIRED BY MERCK SCHERING-PLOUGH CORP.	00/00/00 09/15/08				
REC'D .5767 OF 1 SH OF MERCK AS PART OF STK MERGER OF SCHERING-PLOUGH CORP ACQUISITION MERCK	00/00/00 00/00/00				
LONG TERM CAPITAL GAINS DIST AT $ .065 PER SHARE GOLDMAN SACHS SHT DUR GOV-IN 447 **RECORD DATE 12/14/2009	00/00/00 00/00/00	318.69		318.69 318.69	FL SL
LONG TERM CAPITAL GAINS DIST AT $ .099 PER SHARE PIMCO COMMODITY REAL RETURN FD INST **RECORD DATE 12/09/2009	00/00/00 00/00/00	186.72		186.72 186.72	FL SL
SOLD 707 SHS 06/24/09 TO CAPITAL INSTITUTIONAL SERVICES @ 5.67 AEGON N. V.	06/24/09 11/03/04	3,937.88 8,365.33 8,365.33		4,427.45- 4,427.45-	FL SL

ACCOUNT 61-0009-01-1 HCE FOUNDATION
TAX IDENT NO 680-40-5005
ADM OFFICER RF1
INV OFFICER DP1

FEDERAL LOSS CARRYOVER
ST .00
LT .00

SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX PURPOSES

TRANSACTION DESCRIPTION	DATE SOLD DATE ACQ	NET PROCEEDS FEDERAL TAX COST STATE TAX COST	GAIN/LOSS: FEDERAL SHORT TERM STATE SHORT TERM	GAIN/LOSS: FEDERAL LONG TERM STATE LONG TERM FEDERAL 5 YR GAIN STATE 5 YR GAIN	
SOLD 205 SHS 06/24/09 TO CAPITAL INSTITUTIONAL SERVICES @ 43.16 AKZO NOBEL ADR	06/24/09 09/05/08	8,827.07 8,824.97 8,824.97	1,259.63- 1,259.63-	1,261.73 1,261.73	FL SL
SOLD 2095 SHS 06/24/09 TO CAPITAL INSTITUTIONAL SERVICES @ 2.53 ALCATEL LUCENT ADR	06/24/09 08/09/06	5,090.71 22,924.14 22,924.14		17,833.43- 17,833.43-	FL SL
SOLD 150 SHS 06/24/09 TO CAPITAL INSTITUTIONAL SERVICES @ 21.7 BB&T CORP	06/24/09 06/08/09	3,239.91 3,352.88 3,352.88	112.97- 112.97-		
SOLD 23 SHS 06/24/09 TO CAPITAL INSTITUTIONAL SERVICES @ 73.32 CR BARD INC	06/24/09 11/11/11	1,684.01 2,253.89 2,253.89	569.88- 569.88-		
SOLD 180 SHS 06/24/09 TO CAPITAL INSTITUTIONAL SERVICES @ 2.42 CIT GROUP	06/24/09 09/11/07	417.58 6,385.59 6,385.59		5,968.01- 5,968.01-	FL SL
SOLD 140 SHS 06/24/09 TO CAPITAL INSTITUTIONAL SERVICES @ 33.6 CANON ADR	06/24/09 05/25/09	4,689.87 3,907.10 3,907.10	782.77 782.77		
SOLD 51 SHS 06/24/09 TO CAPITAL INSTITUTIONAL SERVICES	06/24/09 11/11/11	991.41 1,055.52		64.11-	FL

ACCOUNT 61-0009-01-1 HCE FOUNDATION
TAX IDENT NO 680-40-5005
ADM OFFICER RF1
INV OFFICER DF1

FEDERAL LOSS CARRYOVER
ST .00
LT .00

SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX PURPOSES

TRANSACTION DESCRIPTION	DATE SOLD DATE ACQ	NET PROCEEDS FEDERAL TAX COST STATE TAX COST	GAIN/LOSS FEDERAL SHORT TERM STATE SHORT TERM	GAIN/LOSS FEDERAL LONG TERM STATE LONG TERM FEDERAL 5 YR GAIN STATE 5 YR GAIN
@ 19.54 CHESAPEAKE ENERGY		1,055.52		64.11- SL
SOLD 220 SHS 06/24/09 TO CAPITAL INSTITUTIONAL SERVICES @ 29.42 FUJIFILM HLDGS ADR	06/24/09 09/09/08	6,450.23 6,324.27 6,324.27	125.96 125.96	
SOLD 90 SHS 06/24/09 TO CAPITAL INSTITUTIONAL SERVICES @ 31.32 HITACHI LTD	06/24/09 08/21/03	2,809.72 4,828.96 4,828.96		2,019.24- FL 2,019.24- SL
SOLD 180 SHS 06/24/09 TO CAPITAL INSTITUTIONAL SERVICES @ 20.42 J SAINSBURY PLC	06/24/09 09/05/08	3,657.50 4,313.45 4,313.45	655.95- 655.95-	
SOLD 569 SHS 06/24/09 TO CAPITAL INSTITUTIONAL SERVICES @ 11.29 KONINKLIJKE AHLD ADR	06/24/09 10/25/04	6,366.94 4,770.50 4,770.50		1,596.44 FL 1,596.44 SL
SOLD 637 SHS 06/24/09 TO CAPITAL INSTITUTIONAL SERVICES @ 9.58 MARKS & SPENCER GP ADR	06/24/09 03/27/08	6,038.60 8,957.39 8,957.39		2,918.79- FL 2,918.79- SL
SOLD 950 SHS 06/24/09 TO CAPITAL INSTITUTIONAL SERVICES @ 6.22 MITSUBISHI FINL ADR	06/24/09 09/19/07	5,813.84 9,653.49 9,653.49		3,839.65- FL 3,839.65- SL

ACCOUNT 61-0009-01-1 HCE FOUNDATION
TAX IDENT NO 680-40-5005
ADM OFFICER RF1
INV OFFICER DF1

FEDERAL LOSS CARRYOVER
ST .00
LT .00

SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX PURPOSES

TRANSACTION DESCRIPTION	DATE SOLD DATE ACQ	NET PROCEEDS FEDERAL TAX COST STATE TAX COST	GAIN/LOSS FEDERAL SHORT TERM STATE SHORT TERM	GAIN/LOSS FEDERAL LONG TERM STATE LONG TERM FEDERAL 5 YR GAIN STATE 5 YR GAIN
SOLD 740 SHS 06/24/09 TO CAPITAL INSTITUTIONAL SERVICES @ 13.17 MITSUI SUMITOMO ADR	06/24/09 03/23/07	9,671.54 15,042.12 15,042.12		5,370.58- FL 5,370.58- SL
SOLD 1120 SHS 06/24/09 TO CAPITAL INSTITUTIONAL SERVICES @ 4.94 MIZUHO FINL GRP ADR	06/24/09 05/17/07	5,420.65 14,001.34 14,001.34		8,580.69- FL 8,580.69- SL
SOLD 60 SHS 06/24/09 TO CAPITAL INSTITUTIONAL SERVICES @ 52.99 NIKE INC.	06/24/09 11/11/11	3,173.31 2,739.24 2,739.24	434.07 434.07	
SOLD 560 SHS 06/24/09 TO CAPITAL INSTITUTIONAL SERVICES @ 14.63 NOKIA CORPORATION	06/24/09 12/11/08	8,136.58 8,561.44 8,561.44	424.86- 424.86-	
SOLD 65 SHS 06/24/09 TO CAPITAL INSTITUTIONAL SERVICES @ 11.51 ROYAL BK OF SCOTLAND ADR	06/24/09 02/28/08	741.63 12,048.60 12,048.60		11,306.97- FL 11,306.97- SL
SOLD 192 SHS 06/24/09 TO CAPITAL INSTITUTIONAL SERVICES @ 28.93 SNAP-ON TOOLS	06/24/09 11/11/11	5,535.21 5,268.48 5,268.48	266.73 266.73	
SOLD 965 SHS 06/24/09 TO CAPITAL INSTITUTIONAL SERVICES	06/24/09 06/09/06	6,918.86 15,302.96		8,384.10- FL

ACCOUNT 61-0009-01-1 HCE FOUNDATION
TAX IDENT NO 680-40-5005
ADM OFFICER RF1
INV OFFICER DF1

FEDERAL LOSS CARRYOVER
ST .00
LT .00

SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX PURPOSES

TRANSACTION DESCRIPTION	DATE SOLD DATE ACQ	NET PROCEEDS FEDERAL TAX COST STATE TAX COST	GAIN/LOSS FEDERAL SHORT TERM STATE SHORT TERM	GAIN/LOSS FEDERAL LONG TERM STATE LONG TERM FEDERAL 5 YR GAIN STATE 5 YR GAIN	
@ 7.27 STMICROELECTRONIC ADR		15,302.96		8,384.10-	SL
SOLD 312 SHS 06/24/09 TO CAPITAL INSTITUTIONAL SERVICES @ 26.94 TOKIO MARINE ADR	06/24/09 04/23/02	8,373.86 4,625.18 4,625.18		3,748.68 3,748.68	FL SL
SOLD 347 SHS 06/24/09 TO CAPITAL INSTITUTIONAL SERVICES @ 24.28 UNILEVER NV NY SHARE F NEW	06/24/09 05/10/06	8,390.24 7,758.77 7,758.77		631.47 631.47	FL SL
SOLD 430 SHS 06/24/09 TO CAPITAL INSTITUTIONAL SERVICES @ 31.7747 SANOFI-ADVENTIS CORP ADR	06/24/09 06/24/09	13,619.76 18,407.65 18,407.65		4,787.89- 4,787.89-	FL SL
SOLD 13 SHS 06/25/09 TO CAPITAL INSTITUTIONAL SERVICES @ 31.44 AMERICAN TOWER CORP	06/25/09 11/11/11	407.40 526.48 526.48	119.08- 119.08-		
SOLD 70 SHS 06/25/09 TO CAPITAL INSTITUTIONAL SERVICES @ 1.27 CONTAX PARTICIP ADR	06/25/09 09/06/05	81.89 42.00 42.00		39.89 39.89	FL SL
SOLD 800 SHS 06/25/09 TO CAPITAL INSTITUTIONAL SERVICES @ 11.36 DEUTSCHE TELEKOM ADR	06/25/09 05/10/06	9,007.76 13,458.08 13,458.08		4,450.32- 4,450.32-	FL SL

ACCOUNT 61-0009-01-1 HCE FOUNDATION
TAX IDENT NO 680-40-5005
ADM OFFICER RF1
INV OFFICER DF1

FEDERAL LOSS CARRYOVER
ST .00
LT .00

SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX PURPOSES

TRANSACTION DESCRIPTION	DATE SOLD DATE ACQ	NET PROCEEDS FEDERAL TAX COST STATE TAX COST	GAIN/LOSS FEDERAL SHORT TERM STATE SHORT TERM	GAIN/LOSS FEDERAL LONG TERM STATE LONG TERM FEDERAL 5 YR GAIN STATE 5 YR GAIN
SOLD 405 SHS 06/25/09 TO CAPITAL INSTITUTIONAL SERVICES @ 22.41 FRANCE TELECOM ADR	06/25/09 02/07/06	9,035.31 8,763.21 8,763.21		272.10 FL 272.10 SL
SOLD 180 SHS 06/25/09 TO CAPITAL INSTITUTIONAL SERVICES @ 14.11 KT CORP ADR	06/25/09 07/10/01	2,521.73 3,731.04 3,731.04		1,209.31- FL 1,209.31- SL
SOLD 290 SHS 06/25/09 TO CAPITAL INSTITUTIONAL SERVICES @ 19.9 NIPPON TEL & TEL ADR	06/25/09 10/30/07	5,741.85 6,256.17 6,256.17		514.32- FL 514.32- SL
SOLD 459 SHS 06/25/09 TO CAPITAL INSTITUTIONAL SERVICES @ 9.21 PORTUGAL TELECOM ADR	06/25/09 03/05/01	4,181.38 4,509.50 4,509.50		328.12- FL 328.12- SL
SOLD 70 SHS 06/25/09 TO CAPITAL INSTITUTIONAL SERVICES @ 15.27 TELE NORTE LESTE ADR	06/25/09 07/11/07	1,061.87 1,504.30 1,504.30		442.43- FL 442.43- SL
SOLD 916 SHS 06/25/09 TO CAPITAL INSTITUTIONAL SERVICES @ 13.53 TELECOM ITALIA ADR	06/25/09 02/12/07	12,301.56 27,850.77 27,850.77		15,549.21- FL 15,549.21- SL
SOLD 70 SHS 06/25/09 TO CAPITAL INSTITUTIONAL SERVICES	06/25/09 09/11/98	766.48 3,287.47		2,520.99- FL

ACCOUNT 61-0009-01-1 HCE FOUNDATION
TAX IDENT NO 680-40-5005
ADM OFFICER RF1
INV OFFICER DF1

FEDERAL LOSS CARRYOVER
ST .00
LT .00

SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX PURPOSES

TRANSACTION DESCRIPTION	DATE SOLD DATE ACQ	NET PROCEEDS FEDERAL TAX COST STATE TAX COST	GAIN/LOSS: FEDERAL SHORT TERM STATE SHORT TERM	GAIN/LOSS: FEDERAL LONG TERM STATE LONG TERM FEDERAL 5 YR GAIN STATE 5 YR GAIN	
@ 11.05 TELEBRAS ADR		3,287.47		2,520.99-	SL
SOLD 72 SHS 06/25/09 TO CAPITAL INSTITUTIONAL SERVICES @ 66.6 TELEFONICA ADR	06/25/09 05/15/02	4,787.87 2,030.73 2,030.73		2,757.14 2,757.14	FL SL
SOLD 120 SHS 06/25/09 TO CAPITAL INSTITUTIONAL SERVICES @ 15.22 TELEFONOS DE MEXICO ADR	06/25/09 09/10/03	1,814.35 1,012.30 1,012.30		802.05 802.05	FL SL
SOLD 2 SHS 06/25/09 TO CAPITAL INSTITUTIONAL SERVICES @ 48.27 TELEMIG CELULAR PART ADR	06/25/09 09/11/98	96.13 295.37 295.37		199.24- 199.24-	FL SL
SOLD 120 SHS 06/25/09 TO CAPITAL INSTITUTIONAL SERVICES @ 11.61 TELMEX INTL SAB ADS	06/25/09 09/10/03	1,381.16 838.66 838.66		542.50 542.50	FL SL
SOLD 5 SHS 06/25/09 TO CAPITAL INSTITUTIONAL SERVICES @ 17.2 TIM PARTICIPACOES ADR	06/25/09 11/11/11	85.49		85.49 85.49	FL SL
SOLD 10 SHS 06/25/09 TO CAPITAL INSTITUTIONAL SERVICES @ 17.88 VIVO PARTICIPACO ADR	06/25/09 12/10/04	177.79 85.83 85.83		91.96 91.96	FL SL

ACCOUNT 61-0009-01-1 HCE FOUNDATION
TAX IDENT NO 680-40-5005
ADM OFFICER RF1
INV OFFICER DF1

FEDERAL LOSS CARRYOVER
ST .00
LT .00

SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX PURPOSES

TRANSACTION DESCRIPTION	DATE SOLD DATE ACQ	NET PROCEEDS FEDERAL TAX COST STATE TAX COST	GAIN/LOSS FEDERAL SHORT TERM STATE SHORT TERM	GAIN/LOSS FEDERAL LONG TERM STATE LONG TERM FEDERAL 5 YR GAIN STATE 5 YR GAIN
SOLD 100 SHS 07/06/09 TO CAPITAL INSTITUTIONAL SERVICES @ 70.95 EVEREST RE GROUP LTD	07/06/09 05/08/03	7,084.82 6,852.00 6,852.00		232.82 FL 232.82 SL
SOLD 35 SHS 07/06/09 TO CAPITAL INSTITUTIONAL SERVICES @ 16.76 TYCO ELECTRONICS LTD	07/06/09 06/30/06	583.08 1,107.47 1,107.47		524.39- FL 524.39- SL
SOLD 105 SHS 07/06/09 TO CAPITAL INSTITUTIONAL SERVICES @ 23.03 AMERICAN EXPRESS CO	07/06/09 04/16/09	2,407.59 2,093.46 2,093.46	314.13 314.13	
SOLD 45 SHS 07/06/09 TO CAPITAL INSTITUTIONAL SERVICES @ 44.99 BIOGEN IDEC INC	07/06/09 11/11/11	2,020.00 2,974.50 2,974.50	954.50- 954.50-	
SOLD 905 SHS 07/06/09 TO CAPITAL INSTITUTIONAL SERVICES @ 9.8 BOSTON SCIENTIFIC CORP	07/06/09 06/11/07	8,778.27 14,633.85 14,633.85		5,855.58- FL 5,855.58- SL
SOLD 592 SHS 07/06/09 TO CAPITAL INSTITUTIONAL SERVICES @ 19.54 BRISTOL MYERS SQUIBB CO	07/06/09 11/11/11	11,508.18 15,123.36 15,123.36	514.22- 514.22-	3,100.96- FL 3,100.96- SL
SOLD 100 SHS 07/06/09 TO CAPITAL INSTITUTIONAL SERVICES	07/06/09 01/31/07	3,129.92 6,437.00		3,307.08- FL

ACCOUNT 61-0009-01-1 HCE FOUNDATION
TAX IDENT NO 680-40-5005
ADM OFFICER RF1
INV OFFICER DF1

FEDERAL LOSS CARRYOVER
ST .00
LT .00

SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX PURPOSES

TRANSACTION DESCRIPTION	DATE SOLD DATE ACQ	NET PROCEEDS FEDERAL TAX COST STATE TAX COST	GAIN/LOSS FEDERAL SHORT TERM STATE SHORT TERM	FEDERAL LONG TERM STATE LONG TERM FEDERAL 5 YR GAIN STATE 5 YR GAIN
		6,437.00		3,307.08- SL
@ 31.4 CATERPILLAR, INC.				
SOLD 65 SHS 07/06/09 TO CAPITAL INSTITUTIONAL SERVICES @ 40.03 CONOCOPHILLIPS	07/06/09 11/11/11	2,595.38 4,990.95 4,990.95	2,395.57- 2,395.57-	
SOLD 595 SHS 07/06/09 TO CAPITAL INSTITUTIONAL SERVICES @ 13.27 DELL INC	07/06/09 01/23/08	7,835.95 14,361.65 14,361.65		6,525.70- FL 6,525.70- SL
SOLD 45 SHS 07/06/09 TO CAPITAL INSTITUTIONAL SERVICES @ 16.18 EBAY INC	07/06/09 03/05/09	723.58 482.00 482.00	241.58 241.58	
SOLD 340 SHS 07/06/09 TO CAPITAL INSTITUTIONAL SERVICES @ 6.76 FIFTH THIRD BANCORP	07/06/09 06/11/07	2,264.34 14,490.29 14,490.29		12,225.95- FL 12,225.95- SL
SOLD 455 SHS 07/06/09 TO CAPITAL INSTITUTIONAL SERVICES @ 11.36 GENERAL ELEC CO	07/06/09 11/11/11	5,123.17 11,094.06 11,094.06	4,253.11- 4,253.11-	1,717.78- FL 1,717.78- SL
SOLD 135 SHS 07/06/09 TO CAPITAL INSTITUTIONAL SERVICES @ 34.84 GLAXO PLC SPN ADR	07/06/09 06/26/07	4,689.78 6,677.98 6,677.98		1,988.20- FL 1,988.20- SL

ACCOUNT 61-0009-01-1 HCE FOUNDATION
TAX IDENT NO 680-40-5005
ADM OFFICER RF1
INV OFFICER DF1

FEDERAL LOSS CARRYOVER
ST .00
LT .00

SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX PURPOSES

TRANSACTION DESCRIPTION	DATE SOLD / DATE ACQ	NET PROCEEDS / FEDERAL TAX COST / STATE TAX COST	GAIN/LOSS: FEDERAL SHORT TERM / STATE SHORT TERM	GAIN/LOSS: FEDERAL LONG TERM / STATE LONG TERM / FEDERAL 5 YR GAIN / STATE 5 YR GAIN	
SOLD 248 SHS 07/06/09 TO CAPITAL INSTITUTIONAL SERVICES @ 13.3 HUDSON CITY BANCORP INC COM	07/06/09 11/11/11	3,273.52 2,837.12 2,837.12		436.40 436.40	FL SL
SOLD 241 SHS 07/06/09 TO CAPITAL INSTITUTIONAL SERVICES @ 16.4 INTEL CORP	07/06/09 06/11/07	3,928.20 5,302.00 5,302.00		1,373.80- 1,373.80-	FL SL
SOLD 50 SHS 07/06/09 TO CAPITAL INSTITUTIONAL SERVICES @ 38.14 JACOBS ENGINEERING GROUP	07/06/09 12/23/05	1,901.95 1,716.50 1,716.50		185.45 185.45	FL SL
SOLD 99 SHS 07/06/09 TO CAPITAL INSTITUTIONAL SERVICES @ 56.24 JOHNSON & JOHNSON	07/06/09 11/07/01	5,557.72 5,910.30 5,910.30		352.58- 352.58-	FL SL
SOLD 305 SHS 07/06/09 TO CAPITAL INSTITUTIONAL SERVICES @ 5.03 KEYCORP	07/06/09 07/10/08	1,503.61 3,479.18 3,479.18	235.16- 235.16-	1,740.41- 1,740.41-	FL SL
SOLD 350 SHS 07/06/09 TO CAPITAL INSTITUTIONAL SERVICES @ 8.72 MASCO CORP	07/06/09 03/07/08	3,016.92 6,494.46 6,494.46		3,477.54- 3,477.54-	FL SL
SOLD 20 SHS 07/06/09 TO CAPITAL INSTITUTIONAL SERVICES	07/06/09 03/04/09	545.99 458.20	87.79		

ACCOUNT 61-0009-01-1 HCB FOUNDATION
TAX IDENT NO 680-40-5005
ADM OFFICER RP1
INV OFFICER DF1

FEDERAL LOSS CARRYOVER
ST .00
LT .00

SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX PURPOSES

TRANSACTION DESCRIPTION	DATE SOLD DATE ACQ	NET PROCEEDS FEDERAL TAX COST STATE TAX COST	GAIN/LOSS: FEDERAL SHORT TERM STATE SHORT TERM	GAIN/LOSS: FEDERAL LONG TERM STATE LONG TERM FEDERAL 5 YR GAIN STATE 5 YR GAIN	
@ 27.4 MERCK AND CO INC		458.20	87.79		
SOLD 523 SHS 07/06/09 TO CAPITAL INSTITUTIONAL SERVICES @ 22.98 MICROSOFT CORP.	07/06/09 06/11/07	11,965.93 16,209.38 16,209.38		4,243.45- 4,243.45-	FL SL
SOLD 1310 SHS 07/06/09 TO CAPITAL INSTITUTIONAL SERVICES @ 6.07 MOTOROLA INC	07/06/09 06/24/08	7,820.50 18,223.33 18,223.19		10,402.83- 10,402.69-	FL SL
SOLD 47 SHS 07/06/09 TO CAPITAL INSTITUTIONAL SERVICES @ 37.36 P N C BANK CORP	07/06/09 05/23/08	1,751.17 18,740.75 18,740.75		16,989.58- 16,989.58-	FL SL
SOLD 700 SHS 07/06/09 TO CAPITAL INSTITUTIONAL SERVICES @ 14.32 PFIZER INC	07/06/09 06/11/07	9,946.74 18,473.00 18,473.00		8,526.26- 8,526.26-	FL SL
SOLD 210 SHS 07/06/09 TO CAPITAL INSTITUTIONAL SERVICES @ 24.82 SCHERING-PLOUGH CORP.	07/06/09 09/15/08	5,191.07 3,824.54 3,824.54	1,366.53 1,366.53		
SOLD 36 SHS 07/06/09 TO CAPITAL INSTITUTIONAL SERVICES @ 48.9 SIMON PPTY GROUP INC NEW	07/06/09 11/11/11	1,756.75 1,263.60 1,263.60		493.15 493.15	FL SL

ACCOUNT 61-0009-01-1 HCE FOUNDATION
TAX IDENT NO 680-40-5005
ADM OFFICER RF1
INV OFFICER DF1

FEDERAL LOSS CARRYOVER
ST .00
LT .00

SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX PURPOSES

TRANSACTION DESCRIPTION	DATE SOLD DATE ACQ	NET PROCEEDS FEDERAL TAX COST STATE TAX COST	GAIN/LOSS FEDERAL SHORT TERM STATE SHORT TERM	GAIN/LOSS FEDERAL LONG TERM STATE LONG TERM FEDERAL 5 YR GAIN STATE 5 YR GAIN
SOLD 38 SHS 07/06/09 TO CAPITAL INSTITUTIONAL SERVICES @ 36.05 SOUTHWESTERN ENERGY CO COM	07/06/09 11/11/11	1,366.06 1,486.52 1,486.52		120.46- FL 120.46- SL
SOLD 183 SHS 07/06/09 TO CAPITAL INSTITUTIONAL SERVICES @ 15.42 SUNTRUST BANKS	07/06/09 11/11/11	2,803.49 2,809.92 2,809.92		6.43- FL 6.43- SL
SOLD 270 SHS 07/06/09 TO CAPITAL INSTITUTIONAL SERVICES @ 12.48 SUPERVALU INC.	07/06/09 10/11/07	3,342.51 9,838.07 9,838.07		6,495.56- FL 6,495.56- SL
SOLD 1020 SHS 07/06/09 TO CAPITAL INSTITUTIONAL SERVICES @ 2.6 TENET HEALTHCARE CORP	07/06/09 06/11/07	2,549.93 7,017.60 7,017.60		4,467.67- FL 4,467.67- SL
SOLD 100 SHS 07/06/09 TO CAPITAL INSTITUTIONAL SERVICES @ 60.49 3M CO	07/06/09 12/23/05	6,038.84 7,881.00 7,881.00		1,842.16- FL 1,842.16- SL
SOLD 99 SHS 07/06/09 TO CAPITAL INSTITUTIONAL SERVICES @ 48.79 UNITED PARCEL SERVICE CL. B	07/06/09 11/11/11	4,820.19 4,574.82 4,574.82	245.37 245.37	
SOLD 90 SHS 07/06/09 TO CAPITAL INSTITUTIONAL SERVICES	07/06/09 03/04/09	1,460.66 1,620.00	159.34-	

ACCOUNT 61-0009-01-1 HCE FOUNDATION
TAX IDENT NO 680-40-5005
ADM OFFICER RF1
INV OFFICER DF1

FEDERAL LOSS CARRYOVER
ST .00
LT .00

SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX PURPOSES

TRANSACTION DESCRIPTION	DATE SOLD DATE ACQ	NET PROCEEDS FEDERAL TAX COST STATE TAX COST	GAIN/LOSS: FEDERAL SHORT TERM STATE SHORT TERM	GAIN/LOSS: FEDERAL LONG TERM STATE LONG TERM FEDERAL 5 YR GAIN STATE 5 YR GAIN
@ 16.33 VALERO ENERGY CORP NEW		1,620.00	159.34-	
SOLD 326 SHS 07/06/09 TO CAPITAL INSTITUTIONAL SERVICES @ 22.74 WELLS FARGO & CO.	07/06/09 07/02/08	7,380.45 18,080.84 18,080.84		10,700.39- FL 10,700.39- SL
SOLD 400 SHS 07/06/09 TO CAPITAL INSTITUTIONAL SERVICES @ 44.88 WYETH	07/06/09 09/05/07	17,911.54 19,010.97 19,010.97		1,099.43- FL 1,099.43- SL
SOLD 540 SHS 10/15/09 TO CAPITAL INSTITUTIONAL SERVICES @ 4.44 EASTMAN KODAK CO	10/15/09 06/11/07	2,343.54 14,326.20 14,326.20		11,982.66- FL 11,982.66- SL
SOLD 6 SHS 10/15/09 TO CAPITAL INSTITUTIONAL SERVICES @ 53.29 FPL GROUP	10/15/09 11/11/11	319.13 309.80 309.80	9.33 9.33	
SOLD 17 SHS 10/15/09 TO CAPITAL INSTITUTIONAL SERVICES @ 96.15 INTERCONTINENTALEXCH ICE	10/15/09 11/11/11	1,632.81 1,768.21 1,768.21	135.40- 135.40-	
SOLD 100 SHS 10/15/09 TO CAPITAL INSTITUTIONAL SERVICES @ 29.15	10/15/09 03/13/07	2,904.93 6,420.00 6,420.00		3,515.07- FL 3,515.07- SL

ACCOUNT 61-0009-01-2 HCE FOUNDATION
TAX IDENT NO 680-40-5005
ADM OFFICER RF1
INV OFFICER DF1

FEDERAL LOSS CARRYOVER
ST .00
LT .00

SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX PURPOSES

TRANSACTION DESCRIPTION	DATE SOLD DATE ACQ	NET PROCEEDS FEDERAL TAX COST STATE TAX COST	GAIN/LOSS FEDERAL SHORT TERM STATE SHORT TERM	GAIN/LOSS FEDERAL LONG TERM STATE LONG TERM FEDERAL 5 YR GAIN STATE 5 YR GAIN
MCGRAW HILL INC.				
SOLD 1465 SHS 10/15/09 TO CAPITAL INSTITUTIONAL SERVICES @ 3.55 SUMITOMO MITSUI FINANCIAL ADR	10/15/09 08/29/07	5,054.12 11,442.35 11,442.35		6,388.23- FL 6,388.23- SL
SOLD 534.439 SHS 10/19/09 @ 29.05 GOLDMAN SACHS MID CAP VALUE FD #864	10/19/09 12/14/07	15,525.45 14,539.12 14,539.12		986.33 FL 986.33 SL
SOLD 879.765 SHS 10/19/09 @ 6.82 GOLDMAN SACHS HIGH YIELD FD	10/19/09 11/11/11	6,000.00 4,820.39 4,820.39		1,179.61 FL 1,179.61 SL
SOLD 1583.531 SHS 10/19/09 @ 12.63 TEMPLETON GLOBAL BOND	10/19/09 06/25/09	20,000.00 18,463.97 18,463.97	1,536.03 1,536.03	
SOLD 1320 SHS 10/19/09 TO CAPITAL INSTITUTIONAL SERVICES @ 8.0108 MICRON TECHNOLOGY	10/19/09 06/11/07	10,441.99 15,826.80 15,826.80		5,384.81- FL 5,384.81- SL
CASH MERGER WYETH ACQUIRED BY PFIZER INC WYETH	10/20/09 11/11/11	9,118.80 7,917.00 7,917.00		1,201.80 FL 1,201.80 SL
SOLD .857 SHS 10/20/09 TO CAPITAL INSTITUTIONAL SERVICES @ 56.97	10/20/09 01/10/07	48.73 76.50 76.50		27.77- FL 27.77- SL

ACCOUNT 61-0009-01-1 HCE FOUNDATION
TAX IDENT NO 680-40-5005
ADM OFFICER RF1
INV OFFICER DF1

FEDERAL LOSS CARRYOVER
ST .00
LT .00

SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX PURPOSES

TRANSACTION DESCRIPTION	DATE SOLD DATE ACQ	NET PROCEEDS FEDERAL TAX COST STATE TAX COST	GAIN/LOSS FEDERAL SHORT TERM STATE SHORT TERM	GAIN/LOSS FEDERAL LONG TERM STATE LONG TERM FEDERAL 5 YR GAIN STATE 5 YR GAIN
HSBC HOLDINGS PLC ADS				
SOLD .300 SHS 10/30/09 TO CAPITAL INSTITUTIONAL SERVICES @ 17.22 PFIZER INC	10/30/09 10/15/09	5.14 5.38 5.38	.24- .24-	
SOLD 627 SHS 11/03/09 TO CAPITAL INSTITUTIONAL SERVICES @ 14.22 BANK OF AMERICA CORP.	11/03/09 07/03/08	8,853.01 34,152.10 34,152.10		25,299.09- FL 25,299.09- SL
SOLD 620 SHS 11/03/09 TO CAPITAL INSTITUTIONAL SERVICES @ 14.02 CENTRAIS ELETR ADR	11/03/09 09/11/98	8,630.18 4,491.36 4,491.36		4,138.82 FL 4,138.82 SL
SOLD 215 SHS 11/03/09 TO CAPITAL INSTITUTIONAL SERVICES @ 23.3 DOW CHEMICAL	11/03/09 06/11/07	4,987.87 9,743.80 9,743.80		4,755.93- FL 4,755.93- SL
SOLD 42 SHS 11/03/09 TO CAPITAL INSTITUTIONAL SERVICES @ 46.04 EXELON CORPORATION	11/03/09 11/11/11	1,929.43 2,350.36 2,350.36	420.93- 420.93-	
SOLD 72 SHS 11/03/09 TO CAPITAL INSTITUTIONAL SERVICES @ 42.41 FIRSTENERGY CORP	11/03/09 11/11/11	3,046.24 3,489.12 3,489.12	442.88- 442.88-	

ACCOUNT 61-0009-01-1 HCB FOUNDATION
TAX IDENT NO 680-40-5005
ADM OFFICER RF1
INV OFFICER DF1

FEDERAL LOSS CARRYOVER
ST .00
LT .00

SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX PURPOSES

TRANSACTION DESCRIPTION	DATE SOLD DATE ACQ	NET PROCEEDS FEDERAL TAX COST STATE TAX COST	GAIN/LOSS FEDERAL SHORT TERM STATE SHORT TERM	GAIN/LOSS FEDERAL LONG TERM STATE LONG TERM FEDERAL 5 YR GAIN STATE 5 YR GAIN	
SOLD 470 SHS 11/03/09 TO CAPITAL INSTITUTIONAL SERVICES @ 9.82 GANNETT INC	11/03/09 10/12/07	4,568.28 25,597.42 25,597.42		21,029.14- 21,029.14-	FL SL
SOLD 148 SHS 11/03/09 TO CAPITAL INSTITUTIONAL SERVICES @ 25.5 NYSE EURONEXT	11/03/09 11/11/11	3,759.10 4,603.89 4,603.89	844.79- 844.79-		
SOLD 87 SHS 11/03/09 TO CAPITAL INSTITUTIONAL SERVICES @ 71.2 V F CORPORATION	11/03/09 11/11/11	6,185.54 4,625.79 4,625.79	1,559.75 1,559.75		
CASH MERGER .4233 OF 1 SH OF MERCK AS PART OF ACQUISITION OF SCHERING-PLOUGH CORP SCHERING-PLOUGH CORP.	11/06/09 09/15/08	3,150.00 2,312.75 2,312.75		837.25 837.25	FL SL
SOLD 100 SHS 11/11/09 TO CAPITAL INSTITUTIONAL SERVICES @ 43.6 NOBLE CORPORATION BAAR NA	11/11/09 07/06/09	4,349.89 2,828.00 2,828.00	1,521.89 1,521.89		
SOLD 443 SHS 11/11/09 TO CAPITAL INSTITUTIONAL SERVICES @ 26.5 AT&T INC	11/11/09 11/11/11	11,694.90 13,973.85 13,973.85	1,111.53- 1,111.53-	1,167.42- 1,167.42-	FL SL
SOLD 175 SHS 11/11/09 TO CAPITAL INSTITUTIONAL SERVICES	11/11/09 05/25/07	7,999.04 9,359.07		1,360.03-	FL

ACCOUNT 61-0009-01-1 HCE FOUNDATION
TAX IDENT NO 680-40-5005
ADM OFFICER RF1
INV OFFICER DF1

FEDERAL LOSS CARRYOVER
ST .00
LT .00

SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX PURPOSES

TRANSACTION DESCRIPTION	DATE SOLD DATE ACQ	NET PROCEEDS FEDERAL TAX COST STATE TAX COST	GAIN/LOSS: FEDERAL SHORT TERM STATE SHORT TERM	GAIN/LOSS: FEDERAL LONG TERM STATE LONG TERM FEDERAL 5 YR GAIN STATE 5 YR GAIN
		9,359.07		1,360.03- SL
@ 45.81 ASTRAZENECA PLC ADR				
SOLD 24 SHS 11/11/09 TO CAPITAL INSTITUTIONAL SERVICES @ 81.95 COLGATE PALMOLIVE CO	11/11/09 11/11/11	1,964.35 1,880.49 1,880.49	83.86 83.86	
SOLD 300 SHS 11/11/09 TO CAPITAL INSTITUTIONAL SERVICES @ 15.8 CORNING INC.	11/11/09 12/23/05	4,709.88 6,050.58 6,050.58		1,340.70- FL 1,340.70- SL
SOLD 80 SHS 11/11/09 TO CAPITAL INSTITUTIONAL SERVICES @ 73.14 EXXON MOBIL CORP.	11/11/09 06/02/98	5,843.05 2,820.00 2,820.00		3,023.05 FL 3,023.05 SL
SOLD 50 SHS 11/11/09 TO CAPITAL INSTITUTIONAL SERVICES @ 39.36 HELMERICH & PAYNE INC	11/11/09 07/06/09	1,962.95 1,399.00 1,399.00	563.95 563.95	
SOLD 35 SHS 11/11/09 TO CAPITAL INSTITUTIONAL SERVICES @ 52.83 KELLOGG CO	11/11/09 11/11/11	1,845.50 1,404.55 1,404.55	440.95 440.95	
SOLD 33 SHS 11/11/09 TO CAPITAL INSTITUTIONAL SERVICES @ 41.54 NUCOR CORP	11/11/09 11/11/11	1,367.48 1,346.40 1,346.40	21.08 21.08	

ACCOUNT 61-0009-01-1 HCE FOUNDATION
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FEDERAL LOSS CARRYOVER
ST .00
LT .00

SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX PURPOSES

TRANSACTION DESCRIPTION	DATE SOLD DATE ACQ	NET PROCEEDS FEDERAL TAX COST STATE TAX COST	GAIN/LOSS FEDERAL SHORT TERM STATE SHORT TERM	GAIN/LOSS FEDERAL LONG TERM STATE LONG TERM FEDERAL 5 YR GAIN STATE 5 YR GAIN	
SOLD 177 SHS 11/11/09 TO CAPITAL INSTITUTIONAL SERVICES @ 17.76 PFIZER INC	11/11/09 10/15/09	3,125.74 3,173.42 3,173.42	47.68- 47.68-		
SOLD 221 SHS 11/11/09 TO CAPITAL INSTITUTIONAL SERVICES @ 61.77 PROCTER & GAMBLE COMPANY	11/11/09 11/07/01	13,628.72 7,721.07 7,721.07		5,907.65 5,907.65	FL SL
SOLD 930 SHS 11/11/09 TO CAPITAL INSTITUTIONAL SERVICES @ 12.02 SARA LEE CORP	11/11/09 06/11/07	11,085.31 16,461.00 16,461.00		5,375.69- 5,375.69-	FL SL
SOLD 83 SHS 11/11/09 TO CAPITAL INSTITUTIONAL SERVICES @ 27.29 SYSCO CORPORATION	11/11/09 11/11/11	2,256.71 1,918.96 1,918.96	337.75 337.75		
SOLD 435 SHS 11/11/09 TO CAPITAL INSTITUTIONAL SERVICES @ 25.13 TEXAS INSTRS INC	11/11/09 10/23/08	10,887.77 8,450.57 8,450.57		2,437.20 2,437.20	FL SL
SOLD 28 SHS 11/11/09 TO CAPITAL INSTITUTIONAL SERVICES @ 52.61 WAL MART STORES, INC	11/11/09 11/11/11	1,470.24 1,225.56 1,225.56	244.68 244.68		
SOLD 49 SHS 11/12/09 TO CAPITAL INSTITUTIONAL SERVICES	11/12/09 11/11/11	3,056.54 3,048.15		8.39	FL

ACCOUNT 61-0009-01-1 HCB FOUNDATION
TAX IDENT NO 680-40-5005
ADM OFFICER RF1
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FEDERAL LOSS CARRYOVER
ST .00
LT .00

SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX PURPOSES

TRANSACTION DESCRIPTION	DATE SOLD DATE ACQ	NET PROCEEDS FEDERAL TAX COST STATE TAX COST	GAIN/LOSS FEDERAL SHORT TERM STATE SHORT TERM	GAIN/LOSS FEDERAL LONG TERM STATE LONG TERM FEDERAL 5 YR GAIN STATE 5 YR GAIN	
@ 62.48 PEPSICO INC		3,048.15		8.39	SL
SOLD 173 SHS 11/12/09 TO CAPITAL INSTITUTIONAL SERVICES @ 33.15 MERCK	11/12/09 11/04/09	5,717.50 3,150.70 3,150.70	2,566.80 2,566.80		
SOLD 100 SHS 11/25/09 TO CAPITAL INSTITUTIONAL SERVICES @ 47.08 FISERV INC	11/25/09 05/09/06	4,697.88 4,478.00 4,478.00		219.88 219.88	FL SL
SOLD 400 SHS 11/25/09 TO CAPITAL INSTITUTIONAL SERVICES @ 52.12 I SHARES: S&P SMALLCAP 600	11/25/09 10/15/09	20,807.46 21,616.00 21,616.00	808.54- 808.54-		
SOLD 150 SHS 11/25/09 TO CAPITAL INSTITUTIONAL SERVICES @ 36.03 JACOBS ENGINEERING GROUP	11/25/09 12/23/05	5,389.36 5,149.50 5,149.50		239.86 239.86	FL SL
SOLD 215 SHS 11/25/09 TO CAPITAL INSTITUTIONAL SERVICES @ 27.1 SONY CORP-SPON ADR	11/25/09 12/11/08	5,804.85 6,072.16 6,072.16	435.18 435.18	702.49- 702.49-	FL SL
CASH IN LIEU OF FRACTIONAL SHS MERCK	12/01/09 11/04/09	.33 .18 .18	.15 .15		

ACCOUNT 61-0009-01-1 HCE FOUNDATION
TAX IDENT NO 680-40-5005
ADM OFFICER RF1
INV OFFICER DF1

FEDERAL LOSS CARRYOVER
ST .00
LT .00

SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX PURPOSES

TRANSACTION DESCRIPTION	DATE SOLD DATE ACQ	NET PROCEEDS FEDERAL TAX COST STATE TAX COST	GAIN/LOSS FEDERAL SHORT TERM STATE SHORT TERM	GAIN/LOSS FEDERAL LONG TERM STATE LONG TERM FEDERAL 5 YR GAIN STATE 5 YR GAIN	
SOLD 2784.695 SHS 12/07/09 @ 22.78 VANGUARD MID-CAP INDEX FD SIGNAL	12/07/09 10/15/09	63,435.35 59,800.00 59,800.00	735.29- 735.29-	4,370.64 4,370.64	FL SL
SOLD 65000.000 @ $1.00000 BANK OF STOCKTON MONEY MKT DEPOSITS	12/10/09 07/03/09	65,000.00 65,000.00 65,000.00			
SOLD 7497.922 SHS 12/10/09 @ 6.89 GOLDMAN SACHS HIGH YIELD FD	12/10/09 06/25/09	51,660.68 42,422.42 42,422.42	2,434.78 2,434.78	6,803.48 6,803.48	FL SL
INVESTED PRINCIPAL ASSETS TOTAL		773,617.11 1,025,288.98 1,025,288.84	580.44- 580.44-	251,091.43- 251,091.29-	FL SL
GRAND TOTALS		773,617.11 1,025,288.98 1,025,288.84	580.44- 580.44-	251,091.43- 251,091.29-	FL SL

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

SOURCE	AMOUNT
BANK OF STOCKTON	5,087.
BANK OF THE WEST	2,656.
BANK OF THE WEST	1,126.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	8,869.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF STOCKTON	23,411.	505.	22,906.
BANK OF THE WEST	3,519.	0.	3,519.
UBS FINANCIAL SERVICES	10,238.	0.	10,238.
TOTAL TO FM 990-PF, PART I, LN 4	37,168.	505.	36,663.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CLASS ACTION PROCEEDS TYCO INTL LTD	223.	223.	
FEDERAL TAX REFUND	1,609.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,832.	223.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,550.	0.		3,550.
TO FORM 990-PF, PG 1, LN 16B	3,550.	0.		3,550.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES & LICENSES	30.	30.		0.
FOREIGN TAX	884.	884.		0.
TO FORM 990-PF, PG 1, LN 18	914.	914.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POSTAGE	106.	0.		104.
MEETING EXPENSES	901.	0.		901.
INVESTMENT FEES	11,735.	8,435.		3,300.
INSURANCE	1,797.	0.		1,797.
OFFICE SUPPLIES	92.	0.		92.
TO FORM 990-PF, PG 1, LN 23	14,631.	8,435.		6,194.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	684,287.	738,040.
TOTAL TO FORM 990-PF, PART II, LINE 10B	684,287.	738,040.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	431,237.	450,261.
TOTAL TO FORM 990-PF, PART II, LINE 10C	431,237.	450,261.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT SALTER, M.D. 4260 PINEHURST CIRCLE STOCKTON, CA 95219	DIRECTOR 1.00	300.	0.	0.
CAROL NAKASHIMA, M.D. 999 S. FAIRMONT #200 LODI, CA 95240	DIRECTOR 1.00	350.	0.	0.
JOHN LANDIS P.O. BOX 166 PINEGROVE, CA 95665	DIRECTOR 1.00	350.	0.	0.
BERNICE WAHLER 8233 SAN PABLO STOCKTON, CA 95209	PRESIDENT 6.00	450.	0.	0.
PAUL WANDEL 3640 WOOD DUCK CIRCLE STOCKTON, CA 95207	DIRECTOR 1.00	450.	0.	0.
ELAINE MOROZUMI 4066 GLEN ABBY CIRCLE STOCKTON, CA 95219	DIRECTOR, SECRETARY 1.00	350.	0.	0.
ROBERT LEWIS 3863 BROOKVALLEY CIRCLE STOCKTON, CA 95219	DIRECTOR 1.00	400.	0.	0.
JACKIE GROVE 3150 DARTMOUTH CT STOCKTON, CA 95207	DIRECTOR 1.00	450.	0.	0.

ROBERT KELLAR, M.D. 630 CAROLINA WOODBRIDGE, CA 95258	DIRECTOR 1.00	200.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		3,300.	0.	0.

FORM 990-PF — GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR — STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN CANCER SOCIETY, STOCKTON, CA 207 E. ALPINE AVENUE STOCKTON, CA 95204	NONE TRANSPORTATION FOR CANCER PATIENTS/TOBACCO PREVENTION	PUBLIC CHARITY	9,000.
AMERICAN LUNG ASSOCIATION, STOCKTON, CA 343 E. MAIN STREET, SUITE 906 STOCKTON, CA 95202	NONE ASTHMA EDUCATION PROGRAMS FOR SCHOOLS	PUBLIC CHARITY	1,500.
HOSPICE OF SAN JOAQUIN, STOCKTON, CA 3888 PACIFIC AVENUE STOCKTON, CA 95204	NONE SUPPORT FOR CHILDREN'S BEREAVEMENT PROGRAM AND DAY CAMP	PUBLIC CHARITY	7,500.
AMERICAN RED CROSS, STOCKTON, CA 747 N. PERSHING AVENUE STOCKTON, CA 95203	NONE MATERIALS THAT ASSIST IN CPR TRAINING	PUBLIC CHARITY	4,000.
LODI MEMORIAL HOSPITAL SALVATION ARMY CLINIC, LODI, CA P.O. BOX 3004 LODI, CA 95241	NONE INCREASE CLINIC OPERATING HOURS	PUBLIC CHARITY	15,000.
ST. MARY'S INTERFAITH DINING ROOM, STOCKTON, CA 545 WEST SONORA STREET STOCKTON, CA 95203	NONE PURCHASE MEDICATION FOR THE VIRGIL GIANELLI MED. CLINIC	PUBLIC CHARITY	20,000.
Y.M.C.A, STOCKTON, CA 6135 TAM O'SHANTER DR STOCKTON, CA 95210	NONE FUNDING FOR CHEADLE FAMILY CENTER'S HEALTH FAIR	PUBLIC CHARITY	2,500.

LOEL CENTER & GARDENS, LODI CALIFORNIA 105 SOUTH WASHINGTON STREET LODI, CA 95240	NONE OFFERS FREE AND LOW COST PROGRAMS AND SERVICES TO SENIORS	PUBLIC CHARITY	4,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			63,500.