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 , 2009, and ending , 20

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

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

Name of foundation
THE H H AND EDNA HOUSEMAN CHARITABLE TRUST
430213017

Number and street (or P O. box number if mail is not delivered to street address) | Room/suite
PO BOX 61540 TRUST TAX COMPLIANCE

City or town, state, and ZIP code
NEW ORLEANS, LA 70161

A Employer identification number
76-0636804

B Telephone number (see page 10 of the instructions)
(866) 442-3764

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) ▶ $ 6,298,959.

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	5,902,780.			
	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	89,201.	89,179.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-166,798.			
	b Gross sales price for all assets on line 6a 3,051,120.				
	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	5,825,183.	89,179.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	25,217.	13,870.		11,348.
	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) STMT 4	1,250.			1,250.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 5	672.	672.		
	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	27,139.	14,542.		12,598.
	25 Contributions, gifts, grants paid				
	26 **Total expenses and disbursements** Add lines 24 and 25	27,139.	14,542.		12,598.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	5,798,044.			
	b **Net investment income** (if negative, enter -0-)		74,637.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year	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	7,958.	293,826.	293,826.
	3 Accounts receivable ▶			
	Less. allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)		2,370,517.	2,662,686.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	190,941.	3,332,871.	3,342,447.
	14 Land, buildings, and equipment basis ▶			
	Less. accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)	269.		
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	199,168.	5,997,214.	6,298,959.
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)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
	27 Capital stock, trust principal, or current funds		5,997,214.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	199,168.		
	30 **Total net assets or fund balances** (see page 17 of the instructions)	199,168.	5,997,214.	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	199,168.	5,997,214.	

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	199,168.
2	Enter amount from Part I, line 27a	2	5,798,044.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	2.
4	Add lines 1, 2, and 3	4	5,997,214.
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	5,997,214.

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	SEE PART IV DETAIL			
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				
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
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	-166,798.
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	7,196.	168,204.	0.04278138451
2007	4,579.	153,927.	0.02974786750
2006	1,505.	94,420.	0.01593941961
2005	NONE	88,767.	NONE
2004	2,958.	NONE	NONE

2 **Total** of line 1, column (d)	2	0.08846867162
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.01769373432
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,241,042.
5 Multiply line 4 by line 3	5	21,959.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	746.
7 Add lines 5 and 6	7	22,705.
8 Enter qualifying distributions from Part XII, line 4	8	12,598.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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 ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	1,493.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	1,493.
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	1,493.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a		
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 . TAX PAID W/O R. $ 3,754.	7	3,754.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	45.
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	2,216.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ Refunded ▶	11	2,216.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ ______ (2) On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 7			
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 on page 27)? *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* STMT 8	10	X	

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the 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 ▶ CAPITAL ONE, N.A. Telephone no. ▶ (866)442-3764

Located at ▶ P.O. BOX 61540, NEW ORLEANS, LA ZIP + 4 ▶ 70161

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

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)?	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 page 20 of the instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)*	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)*

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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 9		25,217.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the 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 page 23 of the 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 page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	1,174,749.
b	Average of monthly cash balances	1b	85,192.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	1,259,941.
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	1,259,941.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	18,899.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,241,042.
6	**Minimum investment return.** Enter 5% of line 5	6	62,052.

Part XI Distributable Amount (see page 25 of the 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	62,052.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,493.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,493.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	60,559.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	60,559.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	60,559.

Part XII Qualifying Distributions (see page 25 of the 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	12,598.
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	12,598.
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 page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	12,598.

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				60,559.
2	Undistributed income, if any, as of the end of 2009.				
a	Enter amount for 2008 only			NONE	
b	Total for prior years 20____, 20____, 20____		NONE		
3	Excess distributions carryover, if any, to 2009				
a	From 2004 NONE				
b	From 2005 NONE				
c	From 2006 NONE				
d	From 2007 NONE				
e	From 2008 NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 12,598.				
a	Applied to 2008, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d	Applied to 2009 distributable amount				12,598.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e	Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				47,961.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9				
a	Excess from 2005 NONE				
b	Excess from 2006 NONE				
c	Excess from 2007 NONE				
d	Excess from 2008 NONE				
e	Excess from 2009 NONE				

Part XIV Private Operating Foundations (see page 27 of the 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 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
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of 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).)

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 ▶ [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 page 28 of the 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

76-0636804

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*				
Total . . . . . . ▶ 3a				
b *Approved for future payment*				
Total . . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	89,201.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-166,798.	
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)				-77,597.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 -77,597.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Karlyn A Tiny — 04/21/2011 — TRUSTEE

Signature of officer or trustee CAPITAL ONE, N.A. BY: Date Title

Paid Preparer's Use Only

Preparer's signature	Date 04/21/2011	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00260194
Firm's name (or yours if self-employed), address, and ZIP code	THOMSON REUTERS (TAX & ACCOUNTING) 35 THOMSON PLACE, 1ST FLOOR BOSTON, MA 02210		EIN ▶ 75-1297386 Phone no. 617-856-2811

Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization	Employer identification number
THE H H AND EDNA HOUSEMAN CHARITABLE TRUST	76-0636804

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization: THE H H AND EDNA HOUSEMAN CHARITABLE TRUST

Employer identification number: 76-0636804

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	EDNA HOUSMAN IRREVOCABLE TRUST C/O CAPITAL ONE, N.A. NEW ORLEANS, LA 70161	$ 5,902,780.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
THE H H AND EDNA HOUSEMAN CHARITABLE TRUST	76-0636804

Part II **Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	VARIOUS STOCKS AND BONDS TRANSFERRED FROM T IRREVOCABLE TRUST.	$ 5,502,780.	06/16/2009
		$	
		$	
		$	
		$	
		$	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABBOTT LABS NT 5.875% DTD 05/12/2006 DUE	2,727.	2,727.
AMERICAN GEN FIN CORP MEDIUM TERM SR NOT	2,665.	2,665.
APACHE CORP	185.	185.
BANC AMER CMBS SER 2001 PB1 CL E 6.228%	98.	98.
BLACKROCK INC COM	429.	429.
BOEING CO	611.	611.
BOSTON PPTYS INC COM	245.	223.
CSX CORP COMMON STOCK	244.	244.
CATERPILLAR INC	571.	571.
CHEVRON TEXACO CORP COM	731.	731.
CISCO SYS INC SR NT 5.50% DTD 02/22/2006	1,756.	1,756.
THE COCA-COLA COMPANY COM	1,009.	1,009.
CONOCOPHILLIPS COM	999.	999.
COSTCO WHOLESALE CORP COM	292.	292.
DEVON ENERGY CORP COM	208.	208.
DISNEY WALT CO SR NT 4.50% DTD 12/22/200	1,779.	1,779.
EXELON CORPORATION COM	927.	927.
EXXON MOBIL CORP COM	575.	575.
FPL GROUP INC	574.	574.
FEDERAL HOME LN MTG CORP MEDIUM TERM NTS	6,075.	6,075.
FEDERAL HOME LN MTG CORP REFERENCE NT 5.	3,117.	3,117.
FEDERATED ULTRASHORT BOND FD IS #108	237.	237.
FEDEX CORPORATION COM	86.	86.
FIDELITY ADV GROWTH & INC FD A #272	77.	77.
FIDELITY ADVISOR MID CAP II FUND CLASS A	1,034.	1,034.
FIDELITY ADVISOR INVESTMENT GRADE BOND F	486.	486.
FIDELITY ADVISOR GOVERNMENT INCOME FUND	391.	391.
FLUOR CORP (NEW) COM	161.	161.
FLOWSERVE CORP	165.	165.
GENERAL DYNAMICS CORP NT 5.25% DTD 12/15	3,765.	3,765.
GENERAL ELEC CO COM	483.	483.
GENERAL ELEC CAP CORP MEDIUM TERM NTS TR	1,603.	1,603.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GENERAL ELEC CAP CORP MTN FR 6.00% DTD 0	-883.	-883.
GENERAL MLS INC	392.	392.
HONEYWELL INTERNATIONAL INC COM	495.	495.
IBM INTL GROUP CAP LLC NT 5.05% DTD 10/2	932.	932.
INTERNATIONAL BUSINESS MACHS	498.	498.
ISHARES TR MSCI EAFE INDEX FD	149.	149.
ISHARES TR RUSSELL 2000 VALUE INDEX FD	1,213.	1,213.
J P MORGAN CHASE & CO NT	170.	170.
J P MORGAN CHASE & CO NTS 4.50% DTD 11/0	607.	607.
J P MORGAN CHASE COML MTG SECS TR 2007 C	2,872.	2,872.
JOHNSON & JOHNSON	813.	813.
JOHNSON & JOHNSON 5.55% DTD 08/16/2007 D	2,754.	2,754.
LOCKHEED MARTIN CORPORATION	464.	464.
MEDTRONIC INC	327.	327.
MERIDIAN VALUE FUND	4,000.	4,000.
MERRILL LYNCH MTG TR 2005 CKI1 COML MTG	8,163.	8,163.
MONSANTO CO NEW COM	144.	144.
MOSAIC CO COM	626.	626.
NOBLE ENERGY INC COM	86.	86.
ORACLE CORP COM	155.	155.
PEPSICO INC	682.	682.
PROCTER & GAMBLE CO	880.	880.
PROLOGIS TRUST COM	410.	410.
QUALCOMM INC	334.	334.
ROYCE PENNSYLVANIA MUTUAL FUND #260	186.	186.
SBC COMMUNICATIONS INC GLOBAL NT 4.125%	1,402.	1,402.
S & P 500 DEPOSITORY RECEIPT	180.	180.
SCHLUMBERGER LTD	248.	248.
STRYKER CORP COM	46.	46.
SYSCO CORP	796.	796.
TJX COS INC NEW	67.	67.
TARGET CORP COM	337.	337.
TEXAS INSTRUMENTS, INC COMMON STOCK	468.	468.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TEXTRON FINL CORP MEDIUM TERM NTS TRANCH	2,585.	2,585.
THORNBURG INTERNATIONAL VALUE FUND CLASS	4,114.	4,114.
US BANCORP DEL COM NEW	153.	153.
US TREASURY NOTE 4.750% DTD 05/15/04 DUE	464.	464.
US TREASURY NOTE 4.250% DTD 11/15/04 DUE	7,024.	7,024.
US TREASURY NOTE 4.250% DTD 01/17/06 DUE	-2,928.	-2,928.
US TREASURY NOTE 4.250% DTD 10/01/07 DUE	1,501.	1,501.
US TREASURY NOTE 4.250% DTD 11/15/07 DUE	1,276.	1,276.
US TREASURY NOTE 1.25% DTD 11/30/2008 DU	254.	254.
US TREASURY NOTE 3.125% DTD 05/15/2009 D	875.	875.
VANGUARD TOTAL BOND MARKET INDEX FUND -	384.	384.
VANGUARD SMALL CAP GRWTH IDX FD #861	449.	449.
VERIZON COMMUNICATIONS COM	1,161.	1,161.
VERIZON PA INC DEB SER A 5.65% DTD 11/13	2,492.	2,492.
VODAFONE GROUP PLC NEW SPONSORED ADR NEW	1,182.	1,182.
WAL MART STORES INC	267.	267.
WELLS FARGO & CO NEW COM	75.	75.
WELLS FARGO & CO NEW SUB NT 4.625% DTD 0	2,355.	2,355.
YUM! BRANDS INC COM	360.	360.
BUNGE LIMITED COM	196.	196.
FIDELITY INST PRIME MMKT CL III #691	644.	644.
TOTAL	89,201.	89,179.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	1,250.	1,250.
TOTALS	1,250.	1,250.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES ON QUALIFIED FOR	672.	672.
TOTALS	672.	672.

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

DESCRIPTION		AMOUNT
ROUNDING ADJUSTMENT		2.
	TOTAL	2.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
TX

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS
===

NAME AND ADDRESS

EDNA HOUSMAN IRREVOCABLE TRUST
C/O CAPITAL ONE, N.A.
NEW ORLEANS, LA 70161

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

OFFICER NAME:
CAPITAL ONE, N.A.
ADDRESS:
P.O. BOX 61540
NEW ORLEANS, LA 70161
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 25,217.

TOTAL COMPENSATION: 25,217.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					25.	
		435. AMGEN INC PROPERTY TYPE: SECURITIES					07/09/2009	11/02/2009
23,185.00		25,217.00					-2,032.00	
		285. APACHE CORP PROPERTY TYPE: SECURITIES					09/04/2008	11/02/2009
27,322.00		22,824.00					4,498.00	
		5. APPLE COMPUTER INC COMMON STOCK PROPERTY TYPE: SECURITIES					06/27/2008	11/17/2009
1,033.00		829.00					204.00	
		5. BLACKROCK INC COM PROPERTY TYPE: SECURITIES					09/11/2008	11/17/2009
1,187.00		1,074.00					113.00	
		145. BOEING CO PROPERTY TYPE: SECURITIES					06/27/2008	11/02/2009
6,984.00		9,854.00					-2,870.00	
		10. BOEING CO PROPERTY TYPE: SECURITIES					06/27/2008	11/17/2009
519.00		666.00					-147.00	
		10. BOSTON PPTYS INC COM PROPERTY TYPE: SECURITIES					09/04/2008	07/09/2009
446.00		1,011.00					-565.00	
		10. BOSTON PPTYS INC COM PROPERTY TYPE: SECURITIES					09/04/2008	11/17/2009
669.00		1,011.00					-342.00	
		170. CSX CORP COMMON STOCK PROPERTY TYPE: SECURITIES					09/18/2007	11/02/2009
7,341.00		6,774.00					567.00	
		30. CSX CORP COMMON STOCK PROPERTY TYPE: SECURITIES					09/18/2007	11/17/2009
1,483.00		1,195.00					288.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		210. CATERPILLAR INC PROPERTY TYPE: SECURITIES					09/04/2008	11/02/2009
11,660.00		13,452.00					-1,792.00	
		270. CELGENE CORP COM PROPERTY TYPE: SECURITIES					12/11/2007	11/02/2009
13,790.00		13,688.00					102.00	
		255. CHEVRON TEXACO CORP COM PROPERTY TYPE: SECURITIES					10/03/2008	11/02/2009
19,618.00		20,868.00					-1,250.00	
		355. CISCO SYS INC PROPERTY TYPE: SECURITIES					11/26/2007	11/02/2009
8,141.00		9,867.00					-1,726.00	
		100000. CISCO SYS INC SR NT 5.50% DTD 02 PROPERTY TYPE: SECURITIES					02/20/2009	06/26/2009
107,496.00		104,798.00					2,698.00	
		130. THE COCA-COLA COMPANY COM PROPERTY TYPE: SECURITIES					06/27/2008	07/09/2009
6,317.00		6,781.00					-464.00	
		275. THE COCA-COLA COMPANY COM PROPERTY TYPE: SECURITIES					10/03/2008	11/02/2009
14,740.00		12,638.00					2,102.00	
		405. CONOCOPHILLIPS COM PROPERTY TYPE: SECURITIES					09/04/2008	11/02/2009
20,270.00		14,387.00					5,883.00	
		165. COSTCO WHOLESALE CORP COM PROPERTY TYPE: SECURITIES					06/27/2008	11/02/2009
9,486.00		11,212.00					-1,726.00	
		345. DEVON ENERGY CORP COM PROPERTY TYPE: SECURITIES					07/09/2009	11/02/2009
22,564.00		17,673.00					4,891.00	
		5. DEVON ENERGY CORP COM PROPERTY TYPE: SECURITIES					07/09/2009	11/17/2009
354.00		256.00					98.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		275. DISNEY WALT PROPERTY TYPE: SECURITIES					03/14/2007	11/02/2009
7,552.00		9,105.00					-1,553.00	
		40. DISNEY WALT PROPERTY TYPE: SECURITIES					03/14/2007	11/17/2009
1,229.00		1,324.00					-95.00	
		415. EXELON CORPORATION COM PROPERTY TYPE: SECURITIES					11/26/2007	11/02/2009
19,286.00		33,287.00					-14,001.00	
		255. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES					06/08/2005	07/09/2009
16,907.00		14,604.00					2,303.00	
		210. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES					09/04/2008	11/02/2009
15,114.00		14,516.00					598.00	
		80. FPL GROUP INC PROPERTY TYPE: SECURITIES					11/26/2007	07/09/2009
4,321.00		5,440.00					-1,119.00	
		350. FPL GROUP INC PROPERTY TYPE: SECURITIES					11/26/2007	11/02/2009
17,092.00		23,799.00					-6,707.00	
		200000. FEDERAL HOME LN MTG CORP MEDIUM PROPERTY TYPE: SECURITIES					02/06/2004	11/17/2009
200,000.00		200,518.00					-518.00	
		100000. FEDERAL HOME LN MTG CORP REFEREN PROPERTY TYPE: SECURITIES					11/15/2007	07/08/2009
109,290.00		104,298.00					4,992.00	
		582.072 FEDERATED ULTRASHORT BOND FD IS PROPERTY TYPE: SECURITIES					07/05/2007	01/26/2009
5,012.00		5,454.00					-442.00	
		1229.702 FEDERATED ULTRASHORT BOND FD IS PROPERTY TYPE: SECURITIES					10/12/2007	06/26/2009
10,944.00		11,438.00					-494.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		5. FEDEX CORPORATION COM PROPERTY TYPE: SECURITIES					11/26/2007	07/09/2009
270.00		461.00					-191.00	
		30. FEDEX CORPORATION COM PROPERTY TYPE: SECURITIES					11/26/2007	11/17/2009
2,554.00		2,765.00					-211.00	
		1207.488 FIDELITY ADV GROWTH & INC FD A PROPERTY TYPE: SECURITIES					06/27/2008	07/09/2009
14,586.00		28,755.00					-14,169.00	
		482.38 FIDELITY ADV GROWTH & INC FD A #2 PROPERTY TYPE: SECURITIES					12/15/2008	07/09/2009
5,827.00		5,500.00					327.00	
		2549.111 FIDELITY ADV GROWTH & INC FD A PROPERTY TYPE: SECURITIES					06/26/2008	07/09/2009
30,793.00		66,155.00					-35,362.00	
		32.958 FIDELITY ADVISOR MID CAP II FUND PROPERTY TYPE: SECURITIES					06/15/2007	03/03/2009
289.00		686.00					-397.00	
		29.662 FIDELITY ADVISOR MID CAP II FUND PROPERTY TYPE: SECURITIES					06/15/2007	03/04/2009
266.00		592.00					-326.00	
		15552.733 FIDELITY ADVISOR MID CAP II FU PROPERTY TYPE: SECURITIES					11/04/2009	11/17/2009
222,404.00		210,798.00					11,606.00	
		10982.267 FIDELITY ADVISOR MID CAP II FU PROPERTY TYPE: SECURITIES					10/03/2008	11/17/2009
157,046.00		191,259.00					-34,213.00	
		3924.647 FIDELITY ADVISOR INVESTMENT GRA PROPERTY TYPE: SECURITIES					01/26/2009	06/26/2009
26,099.00		25,000.00					1,099.00	
		1077.126 FIDELITY ADVISOR GOVERNMENT INC PROPERTY TYPE: SECURITIES					05/08/2008	01/26/2009
11,698.00		11,612.00					86.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

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		2892.874 FIDELITY ADVISOR GOVERNMENT INC PROPERTY TYPE: SECURITIES					10/12/2007	01/26/2009
31,417.00		30,139.00					1,278.00	
		576.082 FIDELITY ADVISOR GOVERNMENT INCO PROPERTY TYPE: SECURITIES					05/08/2008	06/26/2009
6,199.00		6,211.00					-12.00	
		195. FLUOR CORP (NEW) COM PROPERTY TYPE: SECURITIES					08/19/2008	11/02/2009
8,684.00		14,064.00					-5,380.00	
		120. FLOWSERVE CORP PROPERTY TYPE: SECURITIES					09/04/2008	11/02/2009
11,784.00		13,665.00					-1,881.00	
		35. FREEPORT MCMORAN COPPER & GOLD CLASS PROPERTY TYPE: SECURITIES					09/04/2008	11/02/2009
2,624.00		2,631.00					-7.00	
		15. FREEPORT MCMORAN COPPER & GOLD CLASS PROPERTY TYPE: SECURITIES					09/04/2008	11/17/2009
1,259.00		1,127.00					132.00	
		770. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES					05/03/2006	11/02/2009
11,084.00		25,482.00					-14,398.00	
		55. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES					05/21/2002	11/17/2009
879.00		1,788.00					-909.00	
		100000. GENERAL ELEC CAP CORP MEDIUM TER PROPERTY TYPE: SECURITIES					10/24/2007	06/26/2009
96,983.00		101,846.00					-4,863.00	
		215. GENERAL MLS INC PROPERTY TYPE: SECURITIES					10/03/2008	11/02/2009
14,132.00		15,114.00					-982.00	
		450. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES					09/04/2008	11/02/2009
19,224.00		10,442.00					8,782.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

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		10. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES					07/09/2009	11/17/2009
473.00		448.00					25.00	
		5. GOOGLE INC CL A PROPERTY TYPE: SECURITIES					06/27/2008	07/09/2009
2,060.00		2,587.00					-527.00	
		5. GOOGLE INC CL A PROPERTY TYPE: SECURITIES					06/27/2008	11/02/2009
2,668.00		2,587.00					81.00	
		480. HONEYWELL INTERNATIONAL INC COM PROPERTY TYPE: SECURITIES					11/26/2007	11/02/2009
17,343.00		25,628.00					-8,285.00	
		15. HONEYWELL INTERNATIONAL INC COM PROPERTY TYPE: SECURITIES					11/26/2007	11/17/2009
593.00		801.00					-208.00	
		100000. IBM INTL GROUP CAP LLC NT 5.05% PROPERTY TYPE: SECURITIES					10/25/2007	06/26/2009
107,640.00		100,661.00					6,979.00	
		125. INTERNATIONAL BUSINESS MACHS PROPERTY TYPE: SECURITIES					09/04/2008	11/02/2009
15,109.00		11,574.00					3,535.00	
		15. INTUITIVE SURGICAL INC COM NEW PROPERTY TYPE: SECURITIES					04/21/2008	11/02/2009
3,731.00		4,386.00					-655.00	
		10. INTUITIVE SURGICAL INC COM NEW PROPERTY TYPE: SECURITIES					04/21/2008	11/17/2009
2,804.00		2,924.00					-120.00	
		145. ISHARES TR MSCI EAFE INDEX FD PROPERTY TYPE: SECURITIES					11/13/2008	07/09/2009
6,448.00		5,907.00					541.00	
		975. ISHARES TR RUSSELL 2000 VALUE INDEX PROPERTY TYPE: SECURITIES					07/09/2009	11/02/2009
51,238.00		43,124.00					8,114.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		2199. ISHARES TR RUSSELL 2000 VALUE INDE PROPERTY TYPE: SECURITIES					06/27/2008	11/02/2009
115,562.00		149,152.00					-33,590.00	
		405. J P MORGAN CHASE & CO NT PROPERTY TYPE: SECURITIES					04/11/2008	11/02/2009
17,177.00		17,516.00					-339.00	
		100000. J P MORGAN CHASE & CO NTS 4.50% PROPERTY TYPE: SECURITIES					10/26/2007	06/26/2009
102,789.00		99,645.00					3,144.00	
		585. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					09/04/2008	11/02/2009
34,846.00		37,956.00					-3,110.00	
		170. JUNIPER NETWORKS INC COM PROPERTY TYPE: SECURITIES					06/27/2008	07/09/2009
3,919.00		3,797.00					122.00	
		95. JUNIPER NETWORKS INC COM PROPERTY TYPE: SECURITIES					06/27/2008	11/02/2009
2,453.00		2,122.00					331.00	
		25. LOCKHEED MARTIN CORPORATION PROPERTY TYPE: SECURITIES					06/27/2008	11/02/2009
1,727.00		2,506.00					-779.00	
		10. LOCKHEED MARTIN CORPORATION PROPERTY TYPE: SECURITIES					06/27/2008	11/17/2009
758.00		1,002.00					-244.00	
		20. MCAFEE INC COM PROPERTY TYPE: SECURITIES					06/02/2009	07/09/2009
802.00		777.00					25.00	
		20. MCAFEE INC COM PROPERTY TYPE: SECURITIES					06/02/2009	11/02/2009
835.00		777.00					58.00	
		380. MEDTRONIC INC PROPERTY TYPE: SECURITIES					11/26/2007	11/02/2009
13,692.00		17,714.00					-4,022.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

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		15. MEDTRONIC INC PROPERTY TYPE: SECURITIES					05/21/2002	11/17/2009
594.00		684.00					-90.00	
		225000. MERRILL LYNCH MTG TR 2005 CKI1 C PROPERTY TYPE: SECURITIES					10/25/2007	11/12/2009
230,625.00		226,021.00					4,604.00	
		15. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES					11/26/2007	11/17/2009
1,152.00		1,347.00					-195.00	
		50. MOSAIC CO COM PROPERTY TYPE: SECURITIES					07/09/2009	11/02/2009
2,391.00		2,143.00					248.00	
		295. NOVARTIS AG SPONSORED ADR PROPERTY TYPE: SECURITIES					10/05/2007	11/02/2009
15,453.00		16,062.00					-609.00	
		50. ORACLE CORP COM PROPERTY TYPE: SECURITIES					07/09/2009	11/02/2009
1,047.00		1,017.00					30.00	
		5. ORACLE CORP COM PROPERTY TYPE: SECURITIES					07/09/2009	11/17/2009
113.00		102.00					11.00	
		245. PEPSICO INC PROPERTY TYPE: SECURITIES					10/03/2008	11/02/2009
14,857.00		14,896.00					-39.00	
		375. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES					09/04/2008	11/02/2009
21,917.00		14,102.00					7,815.00	
		140. PROLOGIS TRUST COM PROPERTY TYPE: SECURITIES					03/20/2007	11/02/2009
1,596.00		9,077.00					-7,481.00	
		170. PROLOGIS TRUST COM PROPERTY TYPE: SECURITIES					11/26/2007	11/17/2009
2,369.00		10,994.00					-8,625.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

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		20. QUALCOMM INC PROPERTY TYPE: SECURITIES					11/26/2007	11/17/2009
916.00		788.00					128.00	
		100. RESEARCH IN MOTION LTD COM PROPERTY TYPE: SECURITIES					09/04/2008	11/02/2009
5,537.00		10,611.00					-5,074.00	
		10. RESEARCH IN MOTION LTD COM PROPERTY TYPE: SECURITIES					12/06/2007	11/17/2009
618.00		1,039.00					-421.00	
		15825. ROYCE PENNSYLVANIA MUTUAL FUND #2 PROPERTY TYPE: SECURITIES					11/04/2009	11/17/2009
146,223.00		138,311.00					7,912.00	
		100000. SBC COMMUNICATIONS INC GLOBAL NT PROPERTY TYPE: SECURITIES					10/31/2007	06/26/2009
100,525.00		99,868.00					657.00	
		100. S & P 500 DEPOSITORY RECEIPT PROPERTY TYPE: SECURITIES					12/01/2008	07/09/2009
8,841.00		8,577.00					264.00	
		295. SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES					09/04/2008	11/02/2009
18,642.00		16,871.00					1,771.00	
		630. SIGMA ALDRICH CORP COM PROPERTY TYPE: SECURITIES					10/03/2008	07/09/2009
29,518.00		35,349.00					-5,831.00	
		385. STRYKER CORP COM PROPERTY TYPE: SECURITIES					09/04/2008	11/02/2009
17,978.00		25,362.00					-7,384.00	
		1135. SYSCO CORP PROPERTY TYPE: SECURITIES					09/04/2008	11/02/2009
30,131.00		36,485.00					-6,354.00	
		230. TARGET CORP COM PROPERTY TYPE: SECURITIES					09/26/2007	11/02/2009
11,214.00		14,331.00					-3,117.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

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		230. TEXAS INSTRUMENTS, INC COMMON STOCK					07/09/2009	11/02/2009
		PROPERTY TYPE: SECURITIES						
5,398.00		4,733.00					665.00	
		50. TEXAS INSTRUMENTS, INC COMMON STOCK					06/02/2009	11/17/2009
		PROPERTY TYPE: SECURITIES						
1,286.00		1,009.00					277.00	
		585. US BANCORP DEL COM NEW					10/03/2008	11/02/2009
		PROPERTY TYPE: SECURITIES						
13,807.00		21,337.00					-7,530.00	
		100000. US TREASURY NOTE 4.750% DTD 05/1					11/21/2007	06/26/2009
		PROPERTY TYPE: SECURITIES						
110,313.00		105,101.00					5,212.00	
		150000. US TREASURY NOTE 4.250% DTD 10/0					10/29/2007	06/26/2009
		PROPERTY TYPE: SECURITIES						
161,988.00		150,942.00					11,046.00	
		50000. US TREASURY NOTE 4.250% DTD 11/15					02/06/2008	07/20/2009
		PROPERTY TYPE: SECURITIES						
52,660.00		52,425.00					235.00	
		135. VALERO REFNG & MARKETING CO					09/04/2008	07/09/2009
		PROPERTY TYPE: SECURITIES						
2,167.00		4,574.00					-2,407.00	
		625. VALERO REFNG & MARKETING CO					06/27/2008	07/09/2009
		PROPERTY TYPE: SECURITIES						
10,032.00		25,882.00					-15,850.00	
		2009.504 VANGUARD TOTAL BOND MARKET INDE					06/01/2009	06/26/2009
		PROPERTY TYPE: SECURITIES						
20,437.00		20,315.00					122.00	
		6.69 VANGUARD TOTAL BOND MARKET INDEX FU					10/31/2009	11/02/2009
		PROPERTY TYPE: SECURITIES						
70.00		68.00					2.00	
		755. VERIZON COMMUNICATIONS COM					06/27/2008	11/02/2009
		PROPERTY TYPE: SECURITIES						
22,213.00		27,395.00					-5,182.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

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		840. VODAFONE GROUP PLC NEW SPONSORED AD PROPERTY TYPE: SECURITIES					11/26/2007	11/02/2009
18,625.00		24,546.00					-5,921.00	
		350. WAL MART STORES INC PROPERTY TYPE: SECURITIES					11/26/2007	11/02/2009
17,574.00		15,816.00					1,758.00	
		100. YUM! BRANDS INC COM PROPERTY TYPE: SECURITIES					06/27/2008	07/09/2009
3,475.00		3,256.00					219.00	
		115. YUM! BRANDS INC COM PROPERTY TYPE: SECURITIES					11/14/2005	11/02/2009
3,812.00		2,802.00					1,010.00	
		205. BUNGE LIMITED COM PROPERTY TYPE: SECURITIES					09/02/2008	11/02/2009
11,755.00		18,006.00					-6,251.00	
		505. NOBLE CORPORATION BAAR NAMEN AKT PROPERTY TYPE: SECURITIES					11/02/2009	11/17/2009
22,448.00		20,967.00					1,481.00	
		220. TRANSOCEAN LTD ZUG NAMEN AKT PROPERTY TYPE: SECURITIES					07/09/2009	11/02/2009
18,640.00		15,166.00					3,474.00	
TOTAL GAIN(LOSS)							-166,798.	