JBm 43-0118-01-8

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

ENVELOPE POSTMARK DATE MAY 12 2010

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

Name of foundation
H. E. AND KATE DISHMAN CHARITABLE FOUNDATION TRUST

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P.O. BOX 3928

City or town, state, and ZIP code
BEAUMONT, TX 77704-3928

A Employer identification number
76-6024806

B Telephone number
(409) 880-1415

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 2,895,236.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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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 ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	43,741.	43,732.		STATEMENT 1
	4 Dividends and interest from securities	32,147.	32,120.		STATEMENT 2
	5a Gross rents	40.	40.		STATEMENT 3
	b Net rental income or (loss) 40.				
	6a Net gain or (loss) from sale of assets not on line 10	<136,613.>			
	b Gross sales price for all assets on line 6a 946,860.				
	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	136.	135.		STATEMENT 4
	12 **Total.** Add lines 1 through 11	<60,549.>	76,027.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	26,269.	26,269.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 5	1,850.	1,850.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 6	1,276.	1,276.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	192.	192.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	29,587.	29,587.		0.
	25 Contributions, gifts, grants paid	107,000.			107,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	136,587.	29,587.		107,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<197,136.>			
	b **Net investment income** (if negative, enter -0-)		46,440.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

SCANNED MAY 15 2010

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923501 02-02-10 LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions

Form **990-PF** (2009)

09460511 794052 19765 2009.03051 H. E. AND KATE DISHMAN CHAR 19765__1

21

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	304,114.	227,320.	227,320.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	818,092.	680,171.	700,024.
	b Investments - corporate stock STMT 9	1,165,309.	867,344.	1,022,191.
	c Investments - corporate bonds STMT 10	197,636.	205,257.	215,737.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	369,425.	678,313.	722,055.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 12)	8,216.	7,909.	7,909.
	16 **Total assets** (to be completed by all filers)	2,862,792.	2,666,314.	2,895,236.
Liabilities	17 Accounts payable and accrued expenses		658.	
	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.	658.	
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	1,886,116.	1,886,116.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	976,676.	779,540.	
	30 **Total net assets or fund balances**	2,862,792.	2,665,656.	
	31 **Total liabilities and net assets/fund balances**	2,862,792.	2,666,314.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,862,792.
2	Enter amount from Part I, line 27a	2	<197,136.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,665,656.
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	2,665,656.

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	HEMF MANAGEMENT, L.L.C.	P	VARIOUS	VARIOUS
b	HEMF MANAGEMENT, L.L.C.	P	VARIOUS	VARIOUS
c	CAPITAL ONE, N.A. (SEE ATTACHED)	P	VARIOUS	VARIOUS
d	CAPITAL ONE, N.A. (SEE ATTACHED)	P	VARIOUS	VARIOUS
e	CAPITAL GAINS DIVIDENDS			

	(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	469.			469.
b	18.			18.
c	138,896.		175,912.	<37,016.>
d	806,926.		907,561.	<100,635.>
e	551.			551.

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				469.
b				18.
c				<37,016.>
d				<100,635.>
e				551.

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	<136,613.>
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	163,603.	3,021,252.	.054151
2007	172,000.	3,490,728.	.049273
2006	165,000.	3,307,885.	.049881
2005	164,720.	3,237,751.	.050875
2004	151,206.	3,216,310.	.047012

2 Total of line 1, column (d)	2	.251192
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	.050238
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,691,724.
5 Multiply line 4 by line 3	5	135,227.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	464.
7 Add lines 5 and 6	7	135,691.
8 Enter qualifying distributions from Part XII, line 4	8	107,000.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ____ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	929.
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	929.
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	929.
6	Credits/Payments:				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	6,523.		
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	6,523.
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	5,594.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶	5,594.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for 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. ▶ $ 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) ▶ TX			
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

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 ▶ CAPITAL ONE, NATIONAL ASSOCIATION Telephone no. ▶ 409-880-1415

Located at ▶ 510 PARK, BEAUMONT, TX ZIP+4 ▶ 77701

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** No: 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
CAPITAL ONE P.O. BOX 3928 BEAUMONT, TX 77704-3928	TRUSTEE 20.00	26,269.	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

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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	2,419,764.
b	Average of monthly cash balances		1b	265,717.
c	Fair market value of all other assets		1c	47,234.
d	**Total** (add lines 1a, b, and c)		1d	2,732,715.
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	2,732,715.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	40,991.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	2,691,724.
6	**Minimum investment return.** Enter 5% of line 5		6	134,586.

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	134,586.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 929.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	929.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	133,657.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	133,657.
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	133,657.

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	107,000.
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	107,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	107,000.

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				133,657.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004 — 4,319.				
b From 2005 — 5,059.				
c From 2006 — 6,240.				
d From 2007 — 4,367.				
e From 2008 — 13,494.				
f **Total** of lines 3a through e	33,479.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 107,000.				
a Applied to 2008, but not more than line 2a			0.	
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				107,000.
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).)	26,657.			26,657.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,822.			
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				0.
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	6,822.			
10 Analysis of line 9.				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008 — 6,822.				
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 ▶ ☐ 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:

CAPITAL ONE, NATIONAL ASSOCIATION
P.O. BOX 3928, BEAUMONT, TX 77704-3928 (409-880-1415)

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

NONE

c Any submission deadlines

NONE

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

NONE

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 13				
Total			▶ 3a	107,000.
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 (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (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					43,741.
4 Dividends and interest from securities					32,147.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					40.
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					136.
8 Gain or (loss) from sales of assets other than inventory					<136,613.>
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.	<60,549.>

13 **Total.** Add line 12, columns (b), (d), and (e) 13 <60,549.>

(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)
3-8	ALL AMOUNTS REPRESENT EARNINGS ON INVESTMENTS AND GAINS AND LOSSES
	ON THE SALE OF INVESTMENTS, WHICH PROVIDE FUNDS SOLELY FOR THE
	ACCOMPLISHMENT OF THE ORGANIZATION'S CHARITABLE PURPOSES.

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

Capital One, N.A. Trustee
By: [signature]
Jean Moncla
Vice President and Trust Officer

5/12/10

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	[signature]	Date MAY 11 2010	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	COOK PARKER, P.L.L.C. P.O. BOX 7343 BEAUMONT, TX 77726-7343		EIN	
			Phone no. (409) 899-1040	

Form **990-PF** (2009)

923622
02-02-10

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

SOURCE	AMOUNT
CAPITAL ONE, N.A.	43,732.
HEMF MANAGEMENT, LLC TAX-EXEMPT INTEREST	9.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	43,741.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CAPITAL ONE, N.A.	32,222.	551.	31,671.
HEMF MANAGEMENT, LLC	476.	0.	476.
TOTAL TO FM 990-PF, PART I, LN 4	32,698.	551.	32,147.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
HEMF MANAGEMENT, LLC	1	40.
TOTAL TO FORM 990-PF, PART I, LINE 5A		40.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
HEMF MANAGEMENT, LLC	452.	452.	
HEMF MANAGEMENT, LLC	1.	0.	
HEMF MANAGEMENT, LLC	<350.>	<350.>	
HEMF MANAGEMENT, LLC	33.	33.	
TOTAL TO FORM 990-PF, PART I, LINE 11	136.	135.	

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,850.	1,850.		0.
TO FORM 990-PF, PG 1, LN 16B	1,850.	1,850.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SEVERANCE TAX	22.	22.		0.
EXCISE TAX	477.	477.		0.
FOREIGN TAXES PAID	777.	777.		0.
TO FORM 990-PF, PG 1, LN 18	1,276.	1,276.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OPERATING EXPENSE	22.	22.		0.
OVERHEAD EXPENSE	19.	19.		0.
PORTFOLIO EXPENSES	150.	150.		0.
ADMINISTRATIVE EXPENSES	1.	1.		0.
TO FORM 990-PF, PG 1, LN 23	192.	192.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FEDERATED ULTRASHORT BOND FD IS #108	X		72,722.	70,551.
FEDERAL HOME LOAN MORTGAGE	X		99,861.	108,329.
FEDERAL NATIONAL MORTGAGE	X		100,857.	104,375.
FEDERAL NATIONAL MORTGAGE	X		99,878.	107,157.
FEDERAL HOME LOAN BANKS CONS	X		99,768.	108,047.
FEDERAL HOME LOAN MORTGAGE	X		84,191.	88,551.
AMERICAN GEN FIN CORP MEDIUM TERM	X		122,894.	113,014.
TOTAL U.S. GOVERNMENT OBLIGATIONS			680,171.	700,024.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			680,171.	700,024.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BOEING CO COM	16,454.	15,698.
CISCO SYS INC COM	13,248.	15,082.
CONOCOPHILLIPS COM	11,234.	14,555.
EXXON MOBIL CORP COM	2,673.	18,411.
FEDEX CORP COM	12,045.	15,021.
GENERAL ELEC COM	7,562.	14,373.
INTERNATIONAL BUSINESS MACHS CORP	5,840.	23,562.
JOHNSON & JOHNSON COM	13,493.	15,780.
LOCKHEED MARTIN CORP COM	11,041.	12,433.
MEDTRONIC INC COM	11,129.	11,215.
PEPSICO INC COM	3,321.	14,896.
PROCTOR & GAMBLE CO COM	4,582.	17,037.
QUALCOMM INC COM	12,560.	15,266.
SCHLUMBERGER LTD COM	4,734.	9,763.
VERIZON COMMUNICATIONS INC COM	4,063.	10,966.
WAL MART STORES INC COM	12,879.	15,233.
YUM BRAND INC COM	8,527.	12,240.
APACHE CORP COM	9,472.	15,475.
APPLE COMPUTER INC COM	6,297.	28,449.
COCA COLA CO.	1,547.	15,390.
GILEAD SCIENCES INC COM	7,464.	9,087.
GOOGLE INC CL A	15,834.	27,899.
TARGET CORP COM	19,509.	19,348.
TEXAS INSTRS INC COM	15,846.	20,457.

JUNIPER NETWORKS INC COM	6,830.	10,268.
BERKSHIRE HATHAWAY INC.	48,998.	42,718.
BLACKROCK INC	16,633.	18,576.
CSX CORP	6,502.	9,698.
CELGENE CORP	9,375.	10,579.
COSTCO WHOLESALE CORP	18,476.	17,159.
DISNEY WALT COMPANY	15,828.	15,802.
EXELON CORP	22,814.	15,883.
FPL GROUP INC.	12,682.	10,300.
FREEPORT-MCMORAN COPPER & GOLD INC.	12,265.	14,613.
HONEYWELL INTERNATIONAL INC.	13,251.	9,996.
MONSANTO COMPANY	16,704.	16,350.
NOVARTIS AG SPONSORED	21,857.	25,582.
PROLOGIS	11,135.	7,256.
RESEARCH IN MOTION LTD	16,339.	11,144.
STRYKER CORP	9,837.	10,074.
SYSCO CORP	11,525.	10,338.
VODAFONE GROUP PLC	15,974.	14,893.
US BANCORP DEL COM NEW	22,137.	14,632.
GENERAL MILLS INC COM	9,600.	10,621.
INTUITIVE SURGICAL INC COM NEW	8,037.	16,689.
JP MORGAN CHASE & CO COM	25,390.	29,586.
CHEVRON CORP NEW COM	14,712.	15,013.
FLUOR CORP NEW COM	14,499.	10,134.
FLOWSERVE CORP COM	9,173.	8,980.
BUNGE LIMITED COM	14,032.	10,851.
BOSTON PPTYS INC COM	10,468.	7,378.
CATERPILLAR INC COM	11,002.	11,968.
TRANSOCEAN LTD ZUG NAMEN AKT	7,198.	9,522.
ABBOTT LABS COM	15,232.	15,387.
AMGEN INC COM	7,098.	7,637.
BMC SOFTWARE INC	14,067.	15,438.
CVS CAREMARK CORP COM	9,989.	10,629.
CAMERON INTL CORP COM	10,053.	10,241.
DEVON ENERGY CORP NEW COM	9,914.	15,435.
GENZYME CORP COM	10,189.	9,802.
KIMBERLY CLARK CORP COM	10,060.	9,875.
MASTERCARD INC CL A	10,398.	11,519.
MCAFEE INC COM	9,126.	9,534.
MORGAN STANLEY COM NEW	15,010.	13,172.
MOSAIC CO COM	9,049.	11,946.
NOBLE ENERGY INC COM	15,106.	16,025.
ORACLE CORP COM	11,889.	16,312.
PROGRESS ENERGY INC COM	15,164.	16,199.
TJX COS INC NEW COM	10,010.	9,503.
WELLS FARGO & CO NEW COM	20,363.	19,298.
TOTAL TO FORM 990-PF, PART II, LINE 10B	867,344.	1,022,191.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NUCOR CORP SENIOR	99,636.	107,751.
ORACLE CORP OZARK HLDG INC	105,621.	107,986.
TOTAL TO FORM 990-PF, PART II, LINE 10C	205,257.	215,737.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HEMF MANAGEMENT LLC	COST	39,325.	39,325.
THORNBURG INTERNATIONAL VALUE FUND CLASS I	COST	209,372.	247,235.
FIDELITY ADVISOR MID CAP II FUND CLASS A	COST	90,675.	82,933.
MERIDIAN VALUE FUND	COST	170,781.	175,025.
ROYCE PENNSYLVANIA MUTUAL FUND	COST	100,895.	105,705.
VANGUARD SMALL CAP GROWTH INDX FUND #861	COST	67,265.	71,832.
TOTAL TO FORM 990-PF, PART II, LINE 13		678,313.	722,055.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
RECEIVABLE FROM COMMON TRUST FUND	1,216.	1,386.	1,386.
EXCISE TAX DEPOSIT	7,000.	6,523.	6,523.
TO FORM 990-PF, PART II, LINE 15	8,216.	7,909.	7,909.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN CANCER SOCIETY 755 SOUTH 11TH STREET, SUITE 212 BEAUMONT, TX 77701	N/A FUNDING FOR CANCER RESEARCH	501(C)(3)	10,000.
BEAUMONT CHILDREN'S MUSEUM P.O. BOX 7293 BEAUMONT, TX 77726-7293	N/A FUNDING FOR THE CHILDREN'S MUSEUM	501(C)(3)	28,000.
GIRL SCOUTS OF SAN JACINTO COUNCIL 3110 SOUTHWEST FREEWAY HOUSTON, TX 77098	N/A FUNDING FOR COMMUNITY OUTREACH PROGRAMS	501(C)(3)	5,000.
HABITAT FOR HUMANITY INC. P.O. BOX 3174 BEAUMONT, TX 77704	N/A FUNDING FOR COMMUNITY HOUSING	501(C)(3)	10,000.
IEA 595 ORLEANS, STE. 920 BEAUMONT, TX 77701	N/A FOR THE MINNIE ROGERS JUVENILE JUSTICE CENTER	501(C)(3)	3,000.
JASON ALLIANCE OF SOUTHEAST TEXAS 855 EAST FLORIDA, BOX 9 BEAUMONT, TX 77705	N/A PROJECT FUNDING MYSTERIES OF EARTH AND MARS	501(C)(3)	8,500.
JULIE ROGERS "GIFT OF LIFE" PROGRAM 765 PEARL STREET BEAUMONT, TX 77701	N/A FOR EDUCATIONAL MATERIALS AND EQUIPMENT	501(C)(3)	7,500.
KVLU LAMAR UNIVERSITY 4400 MARTIN LUTHER KING PRWY BEAUMONT, TX 77710	N/A FUNDING FOR DIGITAL COMPATIBILITY EQUIPMENT	501(C)(3)	10,000.

TEXAS ENERGY MUSEUM 600 MAIN STREET BEAUMONT, TX 77701	N/A FUNDING FOR INFORMATION SCIENCE EDUCATION PROGRAMS	501(C)(3)	25,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			107,000.

TAX PREPARER 617
TRUST ADMINISTRATOR. JBM
INVESTMENT OFFICER RPT

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
195.0000 AMGEN INC - 031162100 - MINOR = 477						
SOLD		11/17/2009	10919 93			
ACQ	195 0000	03/27/2009	10919 93	10252 17	667.76	ST
110 0000 APACHE CORP - 037411105 - MINOR = 467						
SOLD		11/17/2009	11054.09			
ACQ	15.0000	06/27/2008	1507.38	2053 95	-546 57	LT15
	35.0000	09/04/2008	3517.21	3873 80	-356 59	LT15
	60 0000	04/20/2005	6029 50	3555 84	2473 66	LT15
20.0000 APPLE COMPUTER INC COMMON STOCK - 037833100 - MINOR = 484						
SOLD		03/23/2009	2103 19			
ACQ	20 0000	04/20/2005	2103.19	742 24	1360 95	LT15
25.0000 APPLE COMPUTER INC COMMON STOCK - 037833100 - MINOR = 484						
SOLD		11/17/2009	5167 17			
ACQ	25 0000	06/27/2008	5167 17	4144 50	1022 67	LT15
815 0000 BANK OF AMERICA CORP COM - 060505104 - MINOR = 471						
SOLD		02/05/2009	3615.89			
ACQ	285.0000	11/26/2007	1264.45	11984 25	-10719 80	LT15
	530.0000	06/27/2008	2351.44	13116 49	-10765.05	ST
30.0000 BLACKROCK INC COM - 09247X101 - MINOR = 469						
SOLD		03/23/2009	3689.27			
ACQ	30.0000	09/11/2008	3689 27	6446 11	-2756 84	ST
5.0000 BLACKROCK INC COM - 09247X101 - MINOR = 469						
SOLD		03/27/2009	657.30			
ACQ	5.0000	09/11/2008	657 30	1074 35	-417.05	ST
85 0000 BOEING CO - 097023105 - MINOR = 410						
SOLD		03/23/2009	2918 35			
ACQ	85 0000	08/05/2004	2918 35	4324 61	-1406 26	LT15
25 0000 BOEING CO - 097023105 - MINOR = 410						
SOLD		03/27/2009	944.51			
ACQ	25 0000	08/05/2004	944 51	1271 94	-327 43	LT15
40 0000 BOSTON PPTYS INC COM - 101121101 - MINOR = 475						
SOLD		03/23/2009	1515 59			
ACQ	40 0000	09/04/2008	1515 59	4045.36	-2529 77	ST
10.0000 BOSTON PPTYS INC COM - 101121101 - MINOR = 475						
SOLD		11/17/2009	669.20			
ACQ	10 0000	09/04/2008	669 20	1011 34	-342 14	LT15
100000.0000 CIT GROUP INC NEW SR NT 4 125% DTD 11/03/2004 DUE 11/03/2009 - 125581AM0 - MINOR = 240						
SOLD		07/16/2009	56500.00			
ACQ	100000 0000	11/29/2007	56500.00	99452 74	-42952.74	LT15
20.0000 CSX CORP COMMON STOCK - 126408103 - MINOR = 420						
SOLD		03/27/2009	550 60			
ACQ	20 0000	09/18/2007	550.60	796 93	-246.33	LT15
265 0000 CSX CORP COMMON STOCK - 126408103 - MINOR = 420						
SOLD		11/17/2009	13095.51			
ACQ	265 0000	09/18/2007	13095.51	10559 30	2536.21	LT15
10.0000 CATERPILLAR INC - 149123101 - MINOR = 417						
SOLD		03/27/2009	304 30			
ACQ	10 0000	09/04/2008	304.30	640 57	-336 27	ST
75 0000 CATERPILLAR INC - 149123101 - MINOR = 417						
SOLD		11/17/2009	4451 84			
ACQ	75 0000	09/04/2008	4451.84	4804 29	-352 45	LT15
185 0000 CELGENE CORP COM - 151020104 - MINOR = 477						
SOLD		11/17/2009	9930.79			
ACQ	185 0000	12/11/2007	9930 79	9379 15	551 64	LT15
5 0000 CHEVRON TEXACO CORP COM - 166764100 - MINOR = 464						
SOLD		03/27/2009	344.55			
ACQ	5 0000	10/03/2008	344.55	409 17	-64.62	ST
60 0000 CHEVRON TEXACO CORP COM - 166764100 - MINOR = 464						
SOLD		04/08/2009	4090.38			
ACQ	60 0000	10/03/2008	4090 38	4910 09	-819 71	ST
55 0000 CHEVRON TEXACO CORP COM - 166764100 - MINOR = 464						
SOLD		11/17/2009	4332.00			
ACQ	55 0000	10/03/2008	4332 00	4500 91	-168 91	LT15
80 0000 CISCO SYS INC - 17275R102 - MINOR = 489						
SOLD		03/23/2009	1312 79			
ACQ	80 0000	11/26/2007	1312 79	2223 54	-910 75	LT15
25 0000 CISCO SYS INC - 17275R102 - MINOR = 489						
SOLD		03/27/2009	424 00			
ACQ	25 0000	11/26/2007	424 00	694 85	-270 85	LT15
125 0000 CISCO SYS INC - 17275R102 - MINOR = 489						
SOLD		11/17/2009	2992 51			
ACQ	125.0000	11/26/2007	2992 51	3474 28	-481 77	LT15
50 0000 THE COCA-COLA COMPANY COM - 191216100 - MINOR = 462						
SOLD		03/23/2009	2166 65			
ACQ	50 0000	03/27/1987	2166 65	286.41	1880 24	LT15
5 0000 THE COCA-COLA COMPANY COM - 191216100 - MINOR = 462						
SOLD		03/27/2009	223 45			
ACQ	5 0000	03/27/1987	223 45	28 64	194 81	LT15
260 0000 THE COCA-COLA COMPANY COM - 191216100 - MINOR = 462						
SOLD		11/17/2009	14737.38			
ACQ	15.0000	10/03/2008	850 23	793 40	56 83	LT15
	100 0000	06/27/2008	5668 22	5215 87	452 35	LT15
	145 0000	03/27/1987	8218 92	830 58	7388 34	LT15

ACCT A387 430118018
FROM 01/01/2009
TO 12/31/2009

CAPITAL ONE, N. A.
STATEMENT OF CAPITAL GAINS AND LOSSES
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RUN 02/01/2010
01 50 50 PM

TRUST YEAR ENDING 12/31/2009

TAX PREPARER 617
TRUST ADMINISTRATOR JBM
INVESTMENT OFFICER: RPT

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
355 0000 CONOCOPHILLIPS COM - 20825C104 - MINOR = 464						
SOLD		03/23/2009	14139.50			
ACQ	300 0000	11/29/1999	11948 87	8521 49	3427 38	LT15
	55.0000	09/04/2008	2190 63	4228 40	-2037 77	ST
190 0000 CONOCOPHILLIPS COM - 20825C104 - MINOR = 464						
SOLD		11/17/2009	10179 29			
ACQ	190.0000	04/08/2009	10179 29	7489 02	2690 27	ST
15 0000 COSTCO WHOLESALE CORP COM - 22160K105 - MINOR = 461						
SOLD		03/27/2009	715 65			
ACQ	15.0000	11/26/2007	715 65	983.43	-267 78	LT15
20 0000 COSTCO WHOLESALE CORP COM - 22160K105 - MINOR = 461						
SOLD		11/17/2009	1207 79			
ACQ	20.0000	06/27/2008	1207 79	1390 17	-182.38	LT15
65.0000 DEVON ENERGY CORP COM - 25179M103 - MINOR = 467						
SOLD		11/17/2009	4602 06			
ACQ	65 0000	04/08/2009	4602 06	3070 58	1531.48	ST
105.0000 DISNEY WALT - 254687106 - MINOR = 445						
SOLD		03/23/2009	1935 14			
ACQ	105 0000	03/14/2007	1935 14	3476 48	-1541.34	LT15
10 0000 DISNEY WALT - 254687106 - MINOR = 445						
SOLD		03/27/2009	185 40			
ACQ	10 0000	03/14/2007	185.40	331.09	-145 69	LT15
200 0000 DISNEY WALT - 254687106 - MINOR = 445						
SOLD		11/17/2009	6146.32			
ACQ	200 0000	03/14/2007	6146.32	6621 88	-475 56	LT15
5 0000 EXELON CORPORATION COM - 30161N101 - MINOR = 492						
SOLD		03/27/2009	228.05			
ACQ	5 0000	11/26/2007	228.05	401.05	-173 00	LT15
145 0000 EXELON CORPORATION COM - 30161N101 - MINOR = 492						
SOLD		11/17/2009	6806 89			
ACQ	145 0000	11/26/2007	6806 89	11630 56	-4823 67	LT15
10 0000 EXXON MOBIL CORP COM - 30231G102 - MINOR = 464						
SOLD		03/27/2009	698 50			
ACQ	10.0000	05/30/1989	698 50	98 99	599.51	LT15
270 0000 EXXON MOBIL CORP COM - 30231G102 - MINOR = 464						
SOLD		04/08/2009	18664 86			
ACQ	270.0000	05/30/1989	18664 86	2672 85	15992 01	LT15
70.0000 EXXON MOBIL CORP COM - 30231G102 - MINOR = 464						
SOLD		11/17/2009	5242 49			
ACQ	65.0000	09/04/2008	4868 03	4967 12	-99.09	LT15
	5.0000	05/30/1989	374 46	49 50	324 96	LT15
80 0000 FPL GROUP INC - 302571104 - MINOR = 492						
SOLD		03/23/2009	4007 98			
ACQ	80.0000	11/26/2007	4007 98	5439 76	-1431 78	LT15
5 0000 FPL GROUP INC - 302571104 - MINOR = 492						
SOLD		03/27/2009	254 10			
ACQ	5 0000	11/26/2007	254 10	339 98	-85.88	LT15
225 0000 FPL GROUP INC - 302571104 - MINOR = 492						
SOLD		11/17/2009	11535 30			
ACQ	225.0000	11/26/2007	11535 30	15299 33	-3764 03	LT15
702 0100 FEDERAL HOME LN MTG CORP PARTN GOLD GROUP #J06523 5 500% DTD 12/01/07 - 3128PJG84 - MINOR = 053						
SOLD		01/15/2009	702 01			
ACQ	702.0100	12/21/2007	702 01	707 44	-5 43	LT15
3261 4000 FEDERAL HOME LN MTG CORP PARTN GOLD GROUP #J06523 5 500% DTD 12/01/07 - 3128PJG84 - MINOR = 053						
SOLD		02/15/2009	3261 40			
ACQ	3261 4000	12/21/2007	3261 40	3286.49	-25 09	LT15
5605 4900 FEDERAL HOME LN MTG CORP PARTN GOLD GROUP #J06523 5.500% DTD 12/01/07 - 3128PJG84 - MINOR = 053						
SOLD		03/15/2009	5605 49			
ACQ	5605.4900	12/21/2007	5605 49	5648 35	-42 86	LT15
7104 6000 FEDERAL HOME LN MTG CORP PARTN GOLD GROUP #J06523 5 500% DTD 12/01/07 - 3128PJG84 - MINOR = 053						
SOLD		04/15/2009	7104 60			
ACQ	7104 6000	12/21/2007	7104 60	7158 60	-54 00	LT15
2641 8300 FEDERAL HOME LN MTG CORP PARTN GOLD GROUP #J06523 5 500% DTD 12/01/07 - 3128PJG84 - MINOR = 053						
SOLD		05/15/2009	2641 83			
ACQ	2641.8300	12/21/2007	2641 83	2661 79	-19 96	LT15
2375 4000 FEDERAL HOME LN MTG CORP PARTN GOLD GROUP #J06523 5.500% DTD 12/01/07 - 3128PJG84 - MINOR = 053						
SOLD		06/15/2009	2375 40			
ACQ	2375 4000	12/21/2007	2375 40	2393 24	-17 84	LT15
2304 3000 FEDERAL HOME LN MTG CORP PARTN GOLD GROUP #J06523 5.500% DTD 12/01/07 - 3128PJG84 - MINOR = 053						
SOLD		07/15/2009	2304 30			
ACQ	2304 3000	12/21/2007	2304 30	2321 50	-17 20	LT15
5240 0300 FEDERAL HOME LN MTG CORP PARTN GOLD GROUP #J06523 5 500% DTD 12/01/07 - 3128PJG84 - MINOR = 053						
SOLD		08/15/2009	5240 03			
ACQ	5240 0300	12/21/2007	5240 03	5278 91	-38 88	LT15
3132 5100 FEDERAL HOME LN MTG CORP PARTN GOLD GROUP #J06523 5 500% DTD 12/01/07 - 3128PJG84 - MINOR = 053						
SOLD		09/15/2009	3132 51			
ACQ	3132 5100	12/21/2007	3132 51	3155 61	-23 10	LT15
555 7100 FEDERAL HOME LN MTG CORP PARTN GOLD GROUP #J06523 5 500% DTD 12/01/07 - 3128PJG84 - MINOR = 053						
SOLD		10/15/2009	555 71			
ACQ	555.7100	12/21/2007	555 71	559 78	-4.07	LT15
2592 2900 FEDERAL HOME LN MTG CORP PARTN GOLD GROUP #J06523 5.500% DTD 12/01/07 - 3128PJG84 - MINOR = 053						
SOLD		11/15/2009	2592 29			
ACQ	2592 2900	12/21/2007	2592 29	2611.17	-18 88	LT15

ACCT A387 430118018
FROM 01/01/2009
TO 12/31/2009

CAPITAL ONE, N A
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01 50 50 PM

TRUST YEAR ENDING 12/31/2009

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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
3498 7500 FEDERAL HOME LN MTG CORP PARTN GOLD GROUP #J06523 5 500% DTD 12/01/07 - 3128PJG84 - MINOR = 053						
SOLD		12/15/2009	3498.75			
ACQ	3498.7500	12/21/2007	3498 75	3524 07	-25 32	LT15
100000 0000 FEDERAL HOME LN MTG CORP REFERENCE NTS 4.125% DTD 11/09/2007 DUE - 3137EABB4 - MINOR = 055						
SOLD		11/30/2009	100000 00			
ACQ	100000.0000	11/08/2007	100000.00	99929 00	71.00	LT15
10 0000 FEDEX CORPORATION COM - 31428X106 - MINOR = 411						
SOLD		03/27/2009	458.20			
ACQ	10 0000	11/26/2007	458.20	921 63	-463.43	LT15
105 0000 FEDEX CORPORATION COM - 31428X106 - MINOR = 411						
SOLD		11/17/2009	8937.45			
ACQ	25 0000	11/26/2007	2127.96	2304 08	-176 12	LT15
	80 0000	08/05/2004	6809 49	6388 00	421 49	LT15
380.0000 FIDELITY ADVISOR MID CAP II FUND CLASS A - 315807537 - MINOR = 570						
SOLD		03/27/2009	3800 00			
ACQ	380 0000	11/29/2006	3800.00	6854 37	-3054 37	LT15
180.0000 FIDELITY ADVISOR MID CAP II FUND CLASS A - 315807537 - MINOR = 570						
SOLD		11/17/2009	2574.00			
ACQ	180.0000	11/29/2006	2574 00	3246.80	-672.80	LT15
30.0000 FLUOR CORP (NEW) COM - 343412102 - MINOR = 413						
SOLD		03/23/2009	1113 02			
ACQ	30 0000	08/19/2008	1113 02	2163.75	-1050.73	ST
5.0000 FLUOR CORP (NEW) COM - 343412102 - MINOR = 413						
SOLD		03/27/2009	189 20			
ACQ	5 0000	08/19/2008	189 20	360 63	-171.43	ST
115.0000 FLUOR CORP (NEW) COM - 343412102 - MINOR = 413						
SOLD		11/17/2009	5178.80			
ACQ	115 0000	08/19/2008	5178 80	8294 38	-3115 58	LT15
20 0000 FLOWSERVE CORP - 34354P105 - MINOR = 417						
SOLD		03/23/2009	1177.20			
ACQ	20.0000	09/04/2008	1177 20	2277.45	-1100.25	ST
55.0000 FLOWSERVE CORP - 34354P105 - MINOR = 417						
SOLD		11/17/2009	5823 34			
ACQ	55 0000	09/04/2008	5823 34	6262 98	-439 64	LT15
50.0000 FREEPORT MCMORAN COPPER & GOLD CLASS B - 35671D857 - MINOR = 404						
SOLD		03/23/2009	2069 99			
ACQ	50 0000	03/21/2007	2069 99	3064.81	-994.82	LT15
25 0000 FREEPORT MCMORAN COPPER & GOLD CLASS B - 35671D857 - MINOR = 404						
SOLD		11/17/2009	2097 98			
ACQ	25 0000	09/04/2008	2097.98	1879 00	218 98	LT15
280.0000 GENENTECH INC COM NEW - 368710406 - MINOR = 477						
SOLD		03/26/2009	26600 00			
ACQ	230.0000	07/28/2006	21850.00	18690 19	3159 81	LT15
	40 0000	11/26/2007	3800 00	3002 00	798 00	LT15
	10 0000	06/27/2008	950 00	729 40	220 60	ST
55 0000 GENERAL ELEC CO COM - 369604103 - MINOR = 416						
SOLD		03/27/2009	592 35			
ACQ	55 0000	01/03/1986	592 35	165.23	427 12	LT15
245 0000 GENERAL ELEC CO COM - 369604103 - MINOR = 416						
SOLD		11/17/2009	3915 00			
ACQ	245 0000	06/27/2008	3915 00	6474 47	-2559 47	LT15
70.0000 GENERAL MLS INC - 370334104 - MINOR = 459						
SOLD		11/17/2009	4723.40			
ACQ	70 0000	10/03/2008	4723 40	4920 68	-197 28	LT15
175 0000 GILEAD SCIENCES INC COM - 375558103 - MINOR = 477						
SOLD		11/17/2009	8274 03			
ACQ	175.0000	10/20/2005	8274 03	3946.18	4327.85	LT15
10 0000 GOOGLE INC CL A - 38259P508 - MINOR = 487						
SOLD		03/23/2009	3427 77			
ACQ	10 0000	10/20/2005	3427.77	3026 98	400 79	LT15
5 0000 GOOGLE INC CL A - 38259P508 - MINOR = 487						
SOLD		11/17/2009	2879 47			
ACQ	5 0000	06/27/2008	2879 47	2587 20	292.27	LT15
20 0000 HONEYWELL INTERNATIONAL INC COM - 438516106 - MINOR = 410						
SOLD		03/23/2009	562 00			
ACQ	20 0000	11/26/2007	562 00	1067.85	-505 85	LT15
25 0000 HONEYWELL INTERNATIONAL INC COM - 438516106 - MINOR = 410						
SOLD		03/27/2009	742 25			
ACQ	25.0000	11/26/2007	742.25	1334 81	-592 56	LT15
175 0000 HONEYWELL INTERNATIONAL INC COM - 438516106 - MINOR = 410						
SOLD		11/17/2009	6920 69			
ACQ	175 0000	11/26/2007	6920 69	9343 67	-2422 98	LT15
65 0000 INTERNATIONAL BUSINESS MACHS - 459200101 - MINOR = 484						
SOLD		03/23/2009	6267 16			
ACQ	65 0000	03/22/1996	6267 16	1873 95	4393 21	LT15
50 0000 INTERNATIONAL BUSINESS MACHS - 459200101 - MINOR = 484						
SOLD		11/17/2009	6417 80			
ACQ	25 0000	09/04/2008	3208 90	2879 97	328.93	LT15
	25 0000	03/22/1996	3208 90	720 75	2488.15	LT15
35.0000 INTUITIVE SURGICAL INC COM NEW - 46120E602 - MINOR = 479						
SOLD		11/17/2009	9813 30			
ACQ	20 0000	04/21/2008	5607 60	5847 40	-239 80	LT15
	15 0000	04/24/2008	4205 70	4234 15	-28 45	LT15

ACCT A387 430118018
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LEGEND F - FEDERAL S - STATE I - INHERITED
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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
65 0000 ISHARES TR RUSSELL 2000 VALUE INDEX FD - 464287630 - MINOR = 541						
SOLD		03/27/2009	2654.72			
ACQ	31 0000	05/30/2008	1266 10	2173 41	-907 31	ST
	34.0000	06/13/2008	1388 62	2316.82	-928.20	ST
1470 0000 ISHARES TR RUSSELL 2000 VALUE INDEX FD - 464287630 - MINOR = 541						
SOLD		11/17/2009	82572 48			
ACQ	1150.0000	06/13/2008	64597 52	78363.07	-13765 55	LT15
	35.0000	06/27/2008	1966 01	2264.95	-298 94	LT15
	285.0000	03/23/2009	16008 95	11302.87	4706 08	ST
80 0000 J P MORGAN CHASE & CO NT - 46625H100 - MINOR = 471						
SOLD		03/23/2009	2082.39			
ACQ	80.0000	04/11/2008	2082.39	3459 95	-1377.56	ST
55 0000 J P MORGAN CHASE & CO NT - 46625H100 - MINOR = 471						
SOLD		03/27/2009	1579 04			
ACQ	55 0000	04/11/2008	1579 04	2378.72	-799.68	ST
45 0000 J P MORGAN CHASE & CO NT - 46625H100 - MINOR = 471						
SOLD		11/17/2009	1936 77			
ACQ	45 0000	04/11/2008	1936 77	1946 22	-9.45	LT15
240 0000 JOHNSON & JOHNSON - 478160104 - MINOR = 482						
SOLD		11/17/2009	14897 90			
ACQ	40 0000	09/04/2008	2482 98	2826 40	-343 42	LT15
	30 0000	06/27/2008	1862 24	1920 60	-58 36	LT15
	170.0000	08/05/2004	10552 68	9397 52	1155.16	LT15
95 0000 JUNIPER NETWORKS INC COM - 48203R104 - MINOR = 489						
SOLD		03/23/2009	1518 09			
ACQ	95 0000	07/27/2006	1518 09	1291.45	226.64	LT15
160 0000 JUNIPER NETWORKS INC COM - 48203R104 - MINOR = 489						
SOLD		11/17/2009	4120 21			
ACQ	160 0000	06/27/2008	4120 21	3573.34	546 87	LT15
50 0000 LOCKHEED MARTIN CORPORATION - 539830109 - MINOR = 410						
SOLD		03/23/2009	3414 71			
ACQ	50 0000	08/05/2004	3414 71	2691.50	723.21	LT15
5 0000 LOCKHEED MARTIN CORPORATION - 539830109 - MINOR = 410						
SOLD		03/27/2009	360 45			
ACQ	5 0000	08/05/2004	360 45	269.15	91.30	LT15
190 0000 MEDTRONIC INC - 585055106 - MINOR = 479						
SOLD		11/17/2009	7524 07			
ACQ	190 0000	08/05/2004	7524 07	9482.90	-1958.83	LT15
190 0000 MICROSOFT CORP - 594918104 - MINOR = 487						
SOLD		03/23/2009	3357 28			
ACQ	95 0000	11/26/2007	1678 64	3162.75	-1484.11	LT15
	95.0000	08/03/2004	1678 64	2678 05	-999 41	LT15
115 0000 MICROSOFT CORP - 594918104 - MINOR = 487						
SOLD		03/27/2009	2080 34			
ACQ	115 0000	08/03/2004	2080 34	3241 85	-1161 51	LT15
168 0000 MICROSOFT CORP - 594918104 - MINOR = 487						
SOLD		06/02/2009	3596 37			
ACQ	155 0000	08/03/2004	3318 08	4369 45	-1051 37	LT15
	13 0000	11/05/2003	278 29	339 82	-61 53	LT15
677 0000 MICROSOFT CORP - 594918104 - MINOR = 487						
SOLD		06/02/2009	14410 86			
ACQ	647 0000	11/05/2003	13772 27	16912 58	-3140 31	LT15
	30 0000	10/03/2008	638 59	808 49	-169 90	ST
40 0000 MONSANTO CO NEW COM - 61166W101 - MINOR = 402						
SOLD		03/23/2009	3361 91			
ACQ	40 0000	11/26/2007	3361 91	3591 83	-229 92	LT15
20 0000 MOSAIC CO COM - 61945A107 - MINOR = 402						
SOLD		03/27/2009	982 04			
ACQ	20 0000	03/23/2009	982 04	887.46	94 58	ST
215 0000 NOVARTIS AG SPONSORED ADR - 66987V109 - MINOR = 482						
SOLD		11/17/2009	11463.76			
ACQ	215.0000	10/05/2007	11463 76	11705 85	-242 09	LT15
15 0000 ORACLE SYSTEM CORP - 68389X105 - MINOR = 487						
SOLD		03/27/2009	271 35			
ACQ	15 0000	02/13/2009	271 35	268 26	3.09	ST
45 0000 ORACLE SYSTEM CORP - 68389X105 - MINOR = 487						
SOLD		11/17/2009	1018.85			
ACQ	45.0000	02/13/2009	1018 85	804 79	214 06	ST
30 0000 PEPSICO INC - 713448108 - MINOR = 462						
SOLD		03/23/2009	1524 59			
ACQ	30 0000	09/06/1991	1524 59	406 68	1117.91	LT15
10 0000 PEPSICO INC - 713448108 - MINOR = 462						
SOLD		03/27/2009	526 40			
ACQ	10 0000	09/06/1991	526 40	135 56	390 84	LT15
160.0000 PEPSICO INC - 713448108 - MINOR = 462						
SOLD		11/17/2009	9966 94			
ACQ	15 0000	10/03/2008	934 40	1056 08	-121 68	LT15
	75.0000	06/27/2008	4672 00	4815 23	-143 23	LT15
	70 0000	09/06/1991	4360 54	948 93	3411 61	LT15
20.0000 PROCTER & GAMBLE CO - 742718109 - MINOR = 457						
SOLD		03/27/2009	974 39			
ACQ	20 0000	04/13/1994	974 39	265 48	708 91	LT15
250 0000 PROCTER & GAMBLE CO - 742718109 - MINOR = 457						
SOLD		11/17/2009	15545 95			
ACQ	250 0000	04/13/1994	15545 95	3318 56	12227 39	LT15

TAX PREPARER 617
TRUST ADMINISTRATOR JBM
INVESTMENT OFFICER: RPT

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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
175 0000 PROLOGIS TRUST COM - 743410102 - MINOR = 475						
SOLD		11/17/2009	2438.46			
ACQ	175 0000	03/20/2007	2438 46	11346 06	-8907.60	LT15
70 0000 QUALCOMM INC - 747525103 - MINOR = 489						
SOLD		03/23/2009	2666 28			
ACQ	25 0000	11/26/2007	952 24	985 50	-33 26	LT15
	10 0000	01/30/2007	380.90	371.50	9 40	LT15
	35 0000	08/05/2004	1333.14	1226 10	107 04	LT15
25 0000 RESEARCH IN MOTION LTD COM - 760975102 - MINOR = 489						
SOLD		11/17/2009	1544.92			
ACQ	5 0000	06/27/2008	308.98	597.65	-288 67	LT15
	5 0000	09/04/2008	308.98	539.95	-230.97	LT15
	15 0000	12/06/2007	926.95	1559.12	-632.17	LT15
40 0000 SCHLUMBERGER LTD - 806857108 - MINOR = 466						
SOLD		03/23/2009	1795.27			
ACQ	25 0000	01/30/2007	1122.04	1587 50	-465 46	LT15
	15 0000	08/05/2004	673.23	473 40	199 83	LT15
20 0000 SCHLUMBERGER LTD - 806857108 - MINOR = 466						
SOLD		03/27/2009	874 20			
ACQ	20 0000	08/05/2004	874 20	631.20	243 00	LT15
115.0000 SCHLUMBERGER LTD - 806857108 - MINOR = 466						
SOLD		11/17/2009	7698 45			
ACQ	55.0000	09/04/2008	3681 87	4801.50	-1119.63	LT15
	60.0000	08/05/2004	4016.58	1893.60	2122 98	LT15
375 0000 SIGMA ALDRICH CORP COM - 826552101 - MINOR = 402						
SOLD		03/23/2009	13958.40			
ACQ	235 0000	08/04/2008	8747.26	13879.57	-5132 31	ST
	45.0000	09/04/2008	1675.01	2394 45	-719.44	ST
	95.0000	10/03/2008	3536.13	4739.55	-1203.42	ST
25 0000 STRYKER CORP COM - 863667101 - MINOR = 479						
SOLD		03/27/2009	864.00			
ACQ	25 0000	04/19/2007	864.00	1646.40	-782.40	LT15
175 0000 STRYKER CORP COM - 863667101 - MINOR = 479						
SOLD		11/17/2009	8622 94			
ACQ	20 0000	09/04/2008	985 48	1320.20	-334 72	LT15
	155 0000	04/19/2007	7637.46	10207.70	-2570 24	LT15
85.0000 SYSCO CORP - 871829107 - MINOR = 456						
SOLD		03/23/2009	1973 69			
ACQ	85.0000	03/12/2007	1973 69	2733.88	-760 19	LT15
10 0000 SYSCO CORP - 871829107 - MINOR = 456						
SOLD		03/27/2009	236 70			
ACQ	10 0000	03/12/2007	236.70	321 63	-84.93	LT15
350 0000 SYSCO CORP - 871829107 - MINOR = 456						
SOLD		11/17/2009	9530 39			
ACQ	350 0000	03/12/2007	9530 39	11257 16	-1726.77	LT15
20.0000 TARGET CORP COM - 87612E106 - MINOR = 438						
SOLD		03/23/2009	650 40			
ACQ	20 0000	09/26/2007	650 40	1247 39	-596 99	LT15
40 0000 TARGET CORP COM - 87612E106 - MINOR = 438						
SOLD		03/27/2009	1361 32			
ACQ	40 0000	09/26/2007	1361 32	2494 79	-1133 47	LT15
95 0000 TARGET CORP COM - 87612E106 - MINOR = 438						
SOLD		11/17/2009	4594 58			
ACQ	80 0000	09/26/2007	3869.12	4989 58	-1120 46	LT15
	15 0000	05/02/2007	725 46	892 05	-166 59	LT15
580 0000 TEXAS INSTRUMENTS, INC COMMON STOCK - 882508104 - MINOR = 490						
SOLD		02/13/2009	9858.26			
ACQ	40 0000	01/30/2007	679 88	1235 19	-555 31	LT15
	40 0000	11/26/2007	679 88	1224.80	-544 92	LT15
	340 0000	05/15/2003	5778 98	6670 80	-891 82	LT15
	50 0000	06/27/2008	849 85	1412 57	-562 72	ST
	110 0000	09/04/2008	1869 67	2473 90	-604 23	ST
175 0000 TEXAS INSTRUMENTS, INC COMMON STOCK - 882508104 - MINOR = 490						
SOLD		11/17/2009	4500 88			
ACQ	175 0000	06/02/2009	4500 88	3532 64	968 24	ST
3955 0000 THORNBURG INTERNATIONAL VALUE FUND CLASS I - 885215566 - MINOR = 572						
SOLD		11/17/2009	101959 90			
ACQ	2682 1890	11/09/2007	69146 83	99589 66	-30442 83	LT15
	1272 8110	07/16/2007	32813.07	44624 76	-11811 69	LT15
100 0000 US BANCORP DEL COM NEW - 902973304 - MINOR = 469						
SOLD		03/23/2009	1463.99			
ACQ	100 0000	10/03/2008	1463 99	3647 28	-2183 29	ST
55 0000 US BANCORP DEL COM NEW - 902973304 - MINOR = 469						
SOLD		03/27/2009	885 49			
ACQ	55 0000	10/03/2008	885 49	2006 00	-1120 51	ST
20.0000 VALERO REFNG & MARKETING CO - 91913Y100 - MINOR = 468						
SOLD		03/27/2009	389 40			
ACQ	20.0000	11/26/2007	389 40	1282 75	-893.35	LT15
450 0000 VALERO REFNG & MARKETING CO - 91913Y100 - MINOR = 468						
SOLD		04/08/2009	8840 29			
ACQ	5 0000	11/26/2007	98 23	320 69	-222.46	LT15
	15 0000	06/27/2008	294 68	595 06	-300.38	ST
	330 0000	06/27/2008	6482 88	13083 71	-6600 83	ST
	75 0000	09/04/2008	1473 38	2541 05	-1067.67	ST
	25 0000	03/23/2009	491 13	459 75	31.38	ST

TAX PREPARER - 617
TRUST ADMINISTRATOR JBM
INVESTMENT OFFICER - RPT

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
30 0000 VERIZON COMMUNICATIONS COM - 92343V104 - MINOR = 429						
SOLD		03/23/2009	914 69			
ACQ	30.0000	11/26/2007	914 69	1234.86	-320.17	LT15
235 0000 VERIZON COMMUNICATIONS COM - 92343V104 - MINOR = 429						
SOLD		11/17/2009	7132 07			
ACQ	105.0000	11/26/2007	3186 67	4322.02	-1135 35	LT15
	50.0000	06/27/2008	1517 46	1722.24	-204.78	LT15
	80 0000	01/03/1986	2427 94	959 95	1467.99	LT15
390 0000 VODAFONE GROUP PLC NEW SPONSORED ADR NEW - 92857W209 - MINOR = 427						
SOLD		11/17/2009	9145 34			
ACQ	390 0000	05/02/2007	9145 34	11296 62	-2151.28	LT15
30 0000 WAL MART STORES INC - 931142103 - MINOR = 461						
SOLD		03/23/2009	1519 49			
ACQ	30.0000	11/26/2007	1519 49	1355.64	163 85	LT15
20 0000 WAL MART STORES INC - 931142103 - MINOR = 461						
SOLD		03/27/2009	1047 79			
ACQ	20.0000	11/26/2007	1047 79	903.76	144.03	LT15
80 0000 WAL MART STORES INC - 931142103 - MINOR = 461						
SOLD		11/17/2009	4288 74			
ACQ	80 0000	11/26/2007	4288 74	3615.04	673 70	LT15
120.0000 YUM! BRANDS INC COM - 988498101 - MINOR = 448						
SOLD		03/23/2009	3316.33			
ACQ	120.0000	11/14/2005	3316 33	2923.48	392 85	LT15
35.0000 YUM! BRANDS INC COM - 988498101 - MINOR = 448						
SOLD		03/27/2009	1020.59			
ACQ	35.0000	11/14/2005	1020 59	852.68	167 91	LT15
85 0000 YUM! BRANDS INC COM - 988498101 - MINOR = 448						
SOLD		11/17/2009	3042 10			
ACQ	45 0000	06/27/2008	1610.52	1557.56	52 96	LT15
	40.0000	11/14/2005	1431 58	974 49	457.09	LT15
135 0000 ACCENTURE LTD COM - G1150G111 - MINOR = 488						
SOLD		03/23/2009	4226.26			
ACQ	135.0000	09/18/2008	4226 26	4699 65	-473 39	ST
14 0000 ACCENTURE LTD COM - G1150G111 - MINOR = 488						
SOLD		06/02/2009	436 95			
ACQ	14 0000	09/18/2008	436 95	487 37	-50 42	ST
601.0000 ACCENTURE LTD COM - G1150G111 - MINOR = 488						
SOLD		06/02/2009	18702.94			
ACQ	536.0000	09/18/2008	16680 16	18659 33	-1979.17	ST
	65.0000	03/27/2009	2022.78	1820 28	202.50	ST
90.0000 BUNGE LIMITED COM - G16962105 - MINOR = 454						
SOLD		03/23/2009	5295 39			
ACQ	90.0000	09/02/2008	5295 39	7904 96	-2609 57	ST
95 0000 TRANSOCEAN LTD ZUG NAMEN AKT - H8817H100 - MINOR = 465						
SOLD		11/17/2009	8453.71			
ACQ	95 0000	03/23/2009	8453 71	5960 28	2493 43	ST
		TOTALS	945821 74	1083472 88		

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
SUBTOTAL FROM ABOVE	-37016 03	0 00	-100635.11	0 00	0 00	0 00*
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIVIDENDS	361 29	0 00	173 15			16 90
	-36654 74	0 00	-100461 96	0 00	0 00	16.90
STATE						
SUBTOTAL FROM ABOVE	-37016 03	0 00	-100635 11	0.00	0 00	0 00*
COMMON TRUST FUND	0 00	0 00	0 00			0.00
CAPITAL GAIN DIVIDENDS	361 29	0 00	173 15			16.90
	-36654 74	0 00	-100461.96	0 00	0 00	16 90

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0.00	0 00
TEXAS	N/A	N/A