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43-8384-01-8

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 BSO

2009

For calendar year 2009, or tax year beginning 02/01/09 **, and ending** 01/31/10

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

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

Name of foundation
CHAMBERS FOUNDATION
CAPITAL ONE, N. A.

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
20-2123840

B Telephone number (see page 10 of the instructions)
409-880-1416

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) ▶ $ 11,367,250

J Accounting method ☐ Cash [X] 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)
1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ [X] if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	179,865	179,865	179,865	
4	Dividends and interest from securities	97,737	97,737	97,737	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-370,195			
b	Gross sales price for all assets on line 6a 5,564,321				
7	Capital gain net income (from Part IV, line 2)		0		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns & allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) STMT 1	103,590	91,795	103,590	
12	**Total.** Add lines 1 through 11	10,997	369,397	381,192	
13	Compensation of officers, directors, trustees, etc	79,703	39,852		39,851
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) SEE STMT 2	9,749	4,874		4,875
b	Accounting fees (attach schedule) STMT 3	3,573	1,787		1,786
c	Other professional fees (attach schedule) STMT 4	28,664	11,938		16,726
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) STMT 5	19,380	5,325		8,105
19	Depreciation (attach schedule) and depletion				
20	Occupancy	29,550			29,550
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att. sch) STMT 6	82,303	7,355		74,948
24	**Total operating and administrative expenses.** Add lines 13 through 23	252,922	71,131		175,841
25	Contributions, gifts, grants paid	379,839			379,839
26	**Total expenses and disbursements.** Add lines 24 and 25	632,761	71,131	0	555,680
27	Subtract line 26 from line 12.				
a	**Excess of revenue over expenses and disbursements**	-621,764			
b	**Net investment income** (if negative, enter -0-)		298,266		
c	**Adjusted net income** (if negative, enter -0-)			381,192	

Revenue — lines 1–12; Operating and Administrative Expenses — lines 13–26

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For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. Form **990-PF** (2009)

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Part II Balance Sheets

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

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	799,556	322,883	322,883
	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 (att schedule) ▶			
		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 (attach schedule) STMT 7	4,351,839	3,757,649	3,925,845
	b	Investments—corporate stock (attach schedule) SEE STMT 8	5,754,175	5,962,376	6,116,140
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ 9,011			
		Less accumulated depreciation (attach sch) ▶ STMT 9	9,011	9,011	9,492
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) SEE STATEMENT 10	2,890	2,890	2,890
	14	Land, buildings, and equipment basis ▶ 774,417			
		Less accumulated depreciation (attach sch) ▶ STMT 11	532,019	774,417	990,000
	15	Other assets (describe ▶ SEE STATEMENT 12)	1,500		
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	11,450,990	10,829,226	11,367,250
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)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	11,997,604	11,997,604	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-546,614	-1,168,378	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	11,450,990	10,829,226	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	11,450,990	10,829,226	

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	11,450,990
2	Enter amount from Part I, line 27a	2	-621,764
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,829,226
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	10,829,226

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 WORKSHEET			
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	-370,195
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	-35,234

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	570,903	10,871,299	0.052515
2007	671,513	12,462,016	0.053885
2006	921,828	12,297,050	0.074963
2005	447,339	11,720,182	0.038168
2004			

2	**Total** of line 1, column (d)	2	0.219531
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	0.054883
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	9,811,140
5	Multiply line 4 by line 3	5	538,465
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,983
7	Add lines 5 and 6	7	541,448
8	Enter qualifying distributions from Part XII, line 4	8	555,680

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

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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 letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	2,983
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	2,983
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	2,983
6	Credits/Payments				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	13,147		
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	13,147
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	10,164
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 10,164 **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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? 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 page 19 of the 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 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	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 ▶ 409-880-1416
P. O. BOX 3928
Located at ▶ BEAUMONT, TX ZIP+4 ▶ 77704-3928

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)?	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?	N/A	1c		
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 ▶ 20 , 20 , 20 , 20				
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)	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 ▶ 20 , 20 , 20 , 20				
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)? (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)? 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 (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
CAPITAL ONE, N.A. BEAUMONT P O BOX 3928 TX 77704-3928	TRUSTEE 6 00	79,703	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				

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

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		
Total number of others receiving over $50,000 for professional services ▶		

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 SEE STATEMENT 13	112,603
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 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 N/A	
2	
All other program-related investments See page 24 of the instructions 3	
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	9,389,420
b	Average of monthly cash balances	1b	539,525
c	Fair market value of all other assets (see page 24 of the instructions)	1c	31,603
d	**Total** (add lines 1a, b, and c)	1d	9,960,548
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	9,960,548
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	149,408
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,811,140
6	**Minimum investment return.** Enter 5% of line 5	6	490,557

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	490,557
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 2,983		
b	Income tax for 2009 (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	2,983
3	Distributable amount before adjustments Subtract line 2c from line 1	3	487,574
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	487,574
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	487,574

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	555,680
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	
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	555,680
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	2,983
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	552,697

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					487,574
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only					
b Total for prior years 20 ____ , 20 ____ , 20 ____					
3 Excess distributions carryover, if any, to 2009					
a From 2004					
b From 2005					
c From 2006					
d From 2007	64,230				
e From 2008	32,061				
f **Total** of lines 3a through e		96,291			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 555,680					
a Applied to 2008, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)					
d Applied to 2009 distributable amount					487,574
e Remaining amount distributed out of corpus		68,106			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		164,397			
b Prior years' undistributed income Subtract line 4b from line 2b					
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					
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions					
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions					
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) (see page 27 of the instructions)					
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)					
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		164,397			
10 Analysis of line 9					
a Excess from 2005					
b Excess from 2006					
c Excess from 2007	64,230				
d Excess from 2008	32,061				
e Excess from 2009	68,106				

DAA

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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				
BEAUMONT HERITAGE SOCIETY 3025 FRENCH ROAD BEAUMONT TX 77706		501(C)(3)	HISTORICAL PROPERTY PRESERVATION	227,903
TYRRELL HISTORICAL LIBRAR 395 N. PEARL BEAUMONT TX 77701			HISTORICAL BUILDING & LIBRARY	37,984
AMERICAN RED CROSS-BEAUMO 706 MAGNOLIA STREET BEAUMONT TX 77701			HUMANITARIAN SERVICES TO THE NEEDY	37,984
ART MUSEUM OF S.E. TEXAS 500 MAIN BEAUMONT TX 77701			ARTS	37,984
FIRST UNITED METHODIST CH 701 CALDER BEAUMONT TX 77701			RELIGIOUS ORGANIZATION	37,984
Total			▶ 3a	379,839
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
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					179,865
4 Dividends and interest from securities			14	97,737	
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			15	29,507	62,288
8 Gain or (loss) from sales of assets other than inventory					-370,195
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b AVERILL LOTS			25	11,752	
c OTHER INCOME					43
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		138,996	-127,999

13 **Total.** Add line 12, columns (b), (d), and (e) 13 10,997

(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)
N/A	

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] Ben Woodhead, Jr. President-Bmt Personal Trust

Signature of officer or trustee — Date: DEC 7 2010 — Title: TRUSTEE

Paid Preparer's Use Only

Preparer's signature	[signature] Allen W. Fehnel	Date 12/2/10	Check if self-employed ☒
Preparer's identifying number (see Signature on page 30 of the instructions)	P00023187		
Firm's name (or yours if self-employed), address, and ZIP code	MCCLELLAND SAMUEL FEHNEL & BUSCH, L.L.P. P.O. BOX 7570 BEAUMONT, TX 77726-7570	EIN ▶ 76-0280553	Phone no 409-899-4900

Capital Gains and Losses for Tax on Investment Income

Form **990-PF** **2009**

For calendar year 2009, or tax year beginning 02/01/09 , and ending 01/31/10

Name
CHAMBERS FOUNDATION
CAPITAL ONE, N. A.

Employer Identification Number
20-2123840

	(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)
(1)	2005 BANK OF AMERICA CORP	P	11/26/07	02/05/09
(2)	1790 BANK OF AMERICA CORP	P	06/27/08	02/05/09
(3)	1450 TEXAS INSTRS INC	P	06/25/04	02/13/09
(4)	620 TEXAS INSTRS INC	P	09/09/08	02/13/09
(5)	6176.02 FED HOME LN MTG CORP	P	10/24/07	02/15/09
(6)	327426.99 FED HOME LN MTG CORP	P	10/24/07	02/20/09
(7)	980 GENENTECH INC COM	P	07/28/06	03/26/09
(8)	25 GENENTECH INC COM	P	09/09/08	03/26/09
(9)	160 CHEVRON CORP	P	10/03/08	04/08/09
(10)	75 VALERO ENERGY CORP	P	11/26/07	04/08/09
(11)	1520 VALERO ENERGY CORP	P	09/09/08	04/08/09
(12)	965 EXXON MOBIL CORP	P	05/02/04	04/08/09
(13)	200000FED HOME LOAN BKS BDS	P	10/24/07	04/24/09
(14)	100000 US TREASURY NOTE 4.25%	P	11/16/07	05/07/09
(15)	808 MICROSOFT CORP	P	11/26/07	06/02/09

	(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)
(1)	4,902		46,538	-41,636
(2)	7,942		44,299	-36,357
(3)	24,646		36,496	-11,850
(4)	10,538		15,122	-4,584
(5)	6,176		6,130	46
(6)	336,841		325,001	11,840
(7)	93,100		78,705	14,395
(8)	2,375		1,934	441
(9)	10,907		13,094	-2,187
(10)	1,473		4,810	-3,337
(11)	29,861		58,446	-28,585
(12)	66,710		41,625	25,085
(13)	200,000		200,000	
(14)	108,563		100,769	7,794
(15)	17,297		24,979	-7,682

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))
(1)				-41,636
(2)				-36,357
(3)				-11,850
(4)				-4,584
(5)				46
(6)				11,840
(7)				14,395
(8)				441
(9)				-2,187
(10)				-3,337
(11)				-28,585
(12)				25,085
(13)				
(14)				7,794
(15)				-7,682

Form 990-PF Capital Gains and Losses for Tax on Investment Income 2009

For calendar year 2009, or tax year beginning 02/01/09 , and ending 01/31/10

Name: CHAMBERS FOUNDATION
CAPITAL ONE, N. A.

Employer Identification Number: 20-2123840

	(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)
(1)	3032 MICROSOFT CORP	P	06/25/04	06/02/09
(2)	230 MICROSOFT CORP	P	10/03/08	06/02/09
(3)	56 ACCENTURE LTD	P	09/18/08	06/02/09
(4)	2379 ACCENTURE LTD	P	09/18/08	06/02/09
(5)	100000FED HOME LOAN BKS BDS	P	10/24/07	07/08/09
(6)	80 APPLE INC	P	06/27/08	07/09/09
(7)	15 BLACKROCK INC	P	09/11/08	07/09/09
(8)	55 BMC SOFTWARE INC	P	06/02/09	07/09/09
(9)	100 BOSTON PPTYS INC	P	09/09/08	07/09/09
(10)	980 CONOCOPHILLIPS	P	05/26/05	07/09/09
(11)	115 CONOCOPHILLIPS	P	09/03/08	07/09/09
(12)	145 CSX CORP	P	09/18/07	07/09/09
(13)	315 DISNEY WALT CO	P	03/14/07	07/09/09
(14)	100000 FEDERAL NATL MTG ASSN	P	10/24/07	07/09/09
(15)	90 FREEPORT-MCMORAN C&G INC	P	03/21/07	07/09/09

	(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)
(1)	64,540		86,836	-22,296
(2)	4,896		6,198	-1,302
(3)	1,748		1,949	-201
(4)	74,034		82,818	-8,784
(5)	104,764		100,193	4,571
(6)	10,976		13,262	-2,286
(7)	2,465		3,223	-758
(8)	1,756		1,941	-185
(9)	4,463		10,297	-5,834
(10)	39,857		51,775	-11,918
(11)	4,677		9,075	-4,398
(12)	4,657		5,778	-1,121
(13)	7,015		10,429	-3,414
(14)	109,133		101,319	7,814
(15)	4,231		5,517	-1,286

	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))
(1)				-22,296
(2)				-1,302
(3)				-201
(4)				-8,784
(5)				4,571
(6)				-2,286
(7)				-758
(8)				-185
(9)				-5,834
(10)				-11,918
(11)				-4,398
(12)				-1,121
(13)				-3,414
(14)				7,814
(15)				-1,286

Capital Gains and Losses for Tax on Investment Income

Form **990-PF** **2009**

For calendar year 2009, or tax year beginning 02/01/09 , and ending 01/31/10

Name
CHAMBERS FOUNDATION
CAPITAL ONE, N. A.

Employer Identification Number
20-2123840

	(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)
(1)	125 FEDEX CORP	P	11/26/07	07/09/09
(2)	125 FLUOR CORP	P	08/19/08	07/09/09
(3)	100000 FED NATL MTG ASSN NTS	P	10/25/07	07/09/09
(4)	100000 FED NATL MTG ASSN NTS	P	09/04/08	07/09/09
(5)	395 FPL GROUP INC	P	11/26/07	07/09/09
(6)	30 GOOGLE INC	P	06/27/08	07/09/09
(7)	85 IBM CORP	P	06/25/04	07/09/09
(8)	605 JUNIPER NETWORKS INC	P	06/27/08	07/09/09
(9)	520 COCA COLA CO	P	06/27/08	07/09/09
(10)	180 MCAFEE INC	P	06/02/09	07/09/09
(11)	180 PEPSICO INC	P	06/27/08	07/09/09
(12)	50 PROCTER & GAMBLE	P	06/25/04	07/09/09
(13)	1320 SIGMA ALDRICH CORP	P	10/03/08	07/09/09
(14)	5 SCHLUMBERGER LTD	P	01/30/07	07/09/09
(15)	10 TARGET CORP	P	09/26/07	07/09/09

	(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)
(1)	6,742		11,461	-4,719
(2)	6,016		9,016	-3,000
(3)	108,858		100,052	8,806
(4)	108,858		103,092	5,766
(5)	21,335		26,859	-5,524
(6)	12,360		14,449	-2,089
(7)	8,616		7,664	952
(8)	13,945		13,512	433
(9)	25,267		26,943	-1,676
(10)	7,220		6,990	230
(11)	9,830		11,557	-1,727
(12)	2,618		2,186	432
(13)	61,847		74,185	-12,338
(14)	254		317	-63
(15)	386		624	-238

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(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	
(1)				-4,719
(2)				-3,000
(3)				8,806
(4)				5,766
(5)				-5,524
(6)				-2,089
(7)				952
(8)				433
(9)				-1,676
(10)				230
(11)				-1,727
(12)				432
(13)				-12,338
(14)				-63
(15)				-238

Capital Gains and Losses for Tax on Investment Income

Form **990-PF** | For calendar year 2009, or tax year beginning 02/01/09 , and ending 01/31/10 | **2009**

Name
CHAMBERS FOUNDATION
CAPITAL ONE, N. A.

Employer Identification Number
20-2123840

	(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)
(1)	110 TEXAS INSTRS INC	P	06/02/09	07/09/09
(2)	400000 US TREASURY NOTE 4.25%	P	12/13/07	07/09/09
(3)	465 YUM BRANDS INC	P	06/27/08	07/09/09
(4)	150000 US TREASURY NOTE 4.25%	P	10/29/07	08/20/09
(5)	100000 SBC COMM INC	P	10/31/07	09/15/09
(6)	5 BERKSHIRE HATHAWAY CL B	P	11/26/07	11/02/09
(7)	45 APPLE INC	P	09/09/08	11/02/09
(8)	815 AMGEN INC	P	07/09/09	11/02/09
(9)	555 APACHE CORP	P	09/03/08	11/02/09
(10)	350 BOEING CO	P	09/03/08	11/02/09
(11)	420 BUNGE LIMITED	P	09/02/08	11/02/09
(12)	20 BLACKROCK INC	P	09/11/08	11/02/09
(13)	445 CATERPILLAR INC	P	09/09/08	11/02/09
(14)	545 CELGENE CORP	P	12/11/07	11/02/09
(15)	160 CONOCOPHILLIPS	P	09/09/08	11/02/09

	(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)
(1)	2,256		2,221	35
(2)	435,938		403,500	32,438
(3)	16,160		12,815	3,345
(4)	162,293		150,903	11,390
(5)	100,000		100,000	
(6)	16,330		22,656	-6,326
(7)	8,556		7,310	1,246
(8)	43,438		47,245	-3,807
(9)	53,205		44,351	8,854
(10)	16,857		23,271	-6,414
(11)	24,084		36,890	-12,806
(12)	4,357		4,297	60
(13)	24,707		27,912	-3,205
(14)	27,836		27,630	206
(15)	8,008		12,049	-4,041

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))
(1)				35
(2)				32,438
(3)				3,345
(4)				11,390
(5)				
(6)				-6,326
(7)				1,246
(8)				-3,807
(9)				8,854
(10)				-6,414
(11)				-12,806
(12)				60
(13)				-3,205
(14)				206
(15)				-4,041

Form **990-PF** | **Capital Gains and Losses for Tax on Investment Income** | **2009**

For calendar year 2009, or tax year beginning 02/01/09 , and ending 01/31/10

Name	Employer Identification Number
CHAMBERS FOUNDATION CAPITAL ONE, N. A.	20-2123840

	(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)
(1)	665 CONOCOPHILLIPS	P	04/08/09	11/02/09
(2)	390 COSTCO WHSL CORP	P	09/03/08	11/02/09
(3)	830 CISCO SYS INC	P	11/26/07	11/02/09
(4)	375 CSX CORP	P	09/09/08	11/02/09
(5)	515 CHEVRON CORP	P	10/03/08	11/02/09
(6)	645 DISNEY WALT CO	P	03/14/07	11/02/09
(7)	685 DEVON ENERGY CORP	P	07/09/09	11/02/09
(8)	845 EXELON CORP	P	11/26/07	11/02/09
(9)	115 FREEPORT-MCMORAN C&G INC	P	09/09/08	11/02/09
(10)	415 FLUOR CORP	P	08/19/08	11/02/09
(11)	240 FLOWSERVE CORP	P	09/09/08	11/02/09
(12)	690 FPL GROUP INC	P	11/26/07	11/02/09
(13)	1690 GENERAL ELEC CO	P	05/02/04	11/02/09
(14)	875 GILEAD SCIENCES INC	P	09/03/08	11/02/09
(15)	440 GENERAL MILLS INC	P	10/03/08	11/02/09

	(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)
(1)	33,283		26,212	7,071
(2)	22,422		26,429	-4,007
(3)	19,033		23,069	-4,036
(4)	16,193		16,157	36
(5)	39,621		42,145	-2,524
(6)	17,712		21,356	-3,644
(7)	44,801		34,691	10,110
(8)	39,268		67,778	-28,510
(9)	8,621		7,785	836
(10)	18,481		29,932	-11,451
(11)	23,568		23,504	64
(12)	33,696		46,918	-13,222
(13)	24,327		50,899	-26,572
(14)	37,381		27,775	9,606
(15)	28,921		30,930	-2,009

	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))
(1)				7,071
(2)				-4,007
(3)				-4,036
(4)				36
(5)				-2,524
(6)				-3,644
(7)				10,110
(8)				-28,510
(9)				836
(10)				-11,451
(11)				64
(12)				-13,222
(13)				-26,572
(14)				9,606
(15)				-2,009

Form 990-PF Capital Gains and Losses for Tax on Investment Income 2009

For calendar year 2009, or tax year beginning 02/01/09 , and ending 01/31/10

Name
CHAMBERS FOUNDATION
CAPITAL ONE, N. A.

Employer Identification Number
20-2123840

	(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)
(1)	20 GOOGLE INC	P	09/09/08	11/02/09
(2)	955 HONEYWELL INTER INC	P	11/26/07	11/02/09
(3)	285 IBM CORP	P	09/09/08	11/02/09
(4)	45 INTUITIVE SURGICAL INC	P	04/21/08	11/02/09
(5)	4435 ISHARES TR RUSS 2000 VAL IDX	P	06/13/08	11/02/09
(6)	1315 ISHARES TR RUSS 2000 VAL IDX	P	07/09/09	11/02/09
(7)	1135 JOHNSON & JOHNSON	P	09/09/08	11/02/09
(8)	290 JUNIPER NETWORKS INC	P	06/27/08	11/02/09
(9)	935 J P MORGAN CHASE	P	10/03/08	11/02/09
(10)	580 COCA COLA CO	P	10/03/08	11/02/09
(11)	85 LOCKHEED MARTIN CORP	P	06/27/08	11/02/09
(12)	775 MEDTRONIC INC	P	06/25/04	11/02/09
(13)	110 MCAFEE INC	P	06/02/09	11/02/09
(14)	155 MOSAIC CO	P	07/09/09	11/02/09
(15)	680 NOVARTIS AG	P	10/05/07	11/02/09

	(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)
(1)	10,670		8,380	2,290
(2)	34,505		50,990	-16,485
(3)	34,449		28,330	6,119
(4)	11,193		13,157	-1,964
(5)	233,067		300,923	-67,856
(6)	69,106		58,162	10,944
(7)	67,607		68,711	-1,104
(8)	7,488		6,477	1,011
(9)	39,655		41,007	-1,352
(10)	31,088		30,019	1,069
(11)	5,871		7,799	-1,928
(12)	27,924		38,087	-10,163
(13)	4,593		4,272	321
(14)	7,411		6,644	767
(15)	35,620		37,023	-1,403

	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))
(1)				2,290
(2)				-16,485
(3)				6,119
(4)				-1,964
(5)				-67,856
(6)				10,944
(7)				-1,104
(8)				1,011
(9)				-1,352
(10)				1,069
(11)				-1,928
(12)				-10,163
(13)				321
(14)				767
(15)				-1,403

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2009

For calendar year 2009, or tax year beginning 02/01/09 , and ending 01/31/10

Name
CHAMBERS FOUNDATION
CAPITAL ONE, N. A.

Employer Identification Number
20-2123840

	(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)
(1)	300 ORACLE CORP	P	07/09/09	11/02/09
(2)	515 PEPSICO INC	P	10/03/08	11/02/09
(3)	755 PROCTER & GAMBLE	P	09/03/08	11/02/09
(4)	440 PROLOGIS SH	P	03/20/07	11/02/09
(5)	45 QUALCOMM INC	P	09/09/08	11/02/09
(6)	435 TRANSOCEAN LTD	P	07/09/09	11/02/09
(7)	225 RESEARCH IN MOTION	P	09/03/08	11/02/09
(8)	590 SCHLUMBERGER LTD	P	09/09/08	11/02/09
(9)	775 STRYKER CORP	P	09/03/08	11/02/09
(10)	2165 SYSCO CORP	P	09/03/08	11/02/09
(11)	530 TARGET CORP	P	09/26/07	11/02/09
(12)	990 THORNBURG INTER VAL FD	P	11/09/07	11/02/09
(13)	665 TEXAS INSTRS INC	P	06/02/09	11/02/09
(14)	1245 US BANCORP	P	10/03/08	11/02/09
(15)	1715 VODAFONE GROUP PLC	P	05/02/07	11/02/09

	(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)
(1)	6,282		6,101	181
(2)	31,231		30,596	635
(3)	44,126		34,663	9,463
(4)	5,017		28,527	-23,510
(5)	1,876		2,045	-169
(6)	36,856		29,988	6,868
(7)	12,458		23,869	-11,411
(8)	37,284		34,413	2,871
(9)	36,190		51,218	-15,028
(10)	57,475		69,676	-12,201
(11)	25,840		32,867	-7,027
(12)	24,196		36,759	-12,563
(13)	15,608		13,424	2,184
(14)	29,383		45,409	-16,026
(15)	38,027		49,676	-11,649

	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))
(1)				181
(2)				635
(3)				9,463
(4)				-23,510
(5)				-169
(6)				6,868
(7)				-11,411
(8)				2,871
(9)				-15,028
(10)				-12,201
(11)				-7,027
(12)				-12,563
(13)				2,184
(14)				-16,026
(15)				-11,649

Capital Gains and Losses for Tax on Investment Income

Form **990-PF** | **2009**

For calendar year 2009, or tax year beginning 02/01/09 , and ending 01/31/10

Name: CHAMBERS FOUNDATION
CAPITAL ONE, N. A.

Employer Identification Number: 20-2123840

	(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)
(1)	1460 VERIZON COMM INC	P	06/27/08	11/02/09
(2)	710 WAL MART STORES INC	P	11/26/07	11/02/09
(3)	460 EXXON MOBIL CORP	P	09/03/08	11/02/09
(4)	315 YUM BRANDS INC	P	10/03/08	11/02/09
(5)	350000 MERRILL LYNCH MTG TR 2005	P	10/25/07	11/12/09
(6)	5 APPLE INC	P	05/26/05	11/17/09
(7)	15 BOEING CO	P	06/25/04	11/17/09
(8)	10 BLACKROCK INC	P	09/11/08	11/17/09
(9)	15 BOSTON PPTYS INC	P	09/09/08	11/17/09
(10)	50 CSX CORP	P	09/18/07	11/17/09
(11)	70 DISNEY WALT CO	P	03/14/07	11/17/09
(12)	5 DEVON ENERGY CORP	P	04/08/09	11/17/09
(13)	25 FREEPORT-MCMORAN C&G INC	P	09/09/08	11/17/09
(14)	55 FEDEX CORP	P	06/25/04	11/17/09
(15)	22444.14 FIDELITY ADVISOR MID CAP II	P	06/18/04	11/17/09

	(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)
(1)	42,955		53,473	-10,518
(2)	35,649		32,083	3,566
(3)	33,106		29,397	3,709
(4)	10,442		8,454	1,988
(5)	358,750		351,584	7,166
(6)	1,033		204	829
(7)	779		768	11
(8)	2,374		2,149	225
(9)	1,004		1,545	-541
(10)	2,471		1,992	479
(11)	2,151		2,318	-167
(12)	354		236	118
(13)	2,098		1,692	406
(14)	4,681		4,421	260
(15)	320,951		358,606	-37,655

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))
(1)				-10,518
(2)				3,566
(3)				3,709
(4)				1,988
(5)				7,166
(6)				829
(7)				11
(8)				225
(9)				-541
(10)				479
(11)				-167
(12)				118
(13)				406
(14)				260
(15)				-37,655

Form **990-PF**	**Capital Gains and Losses for Tax on Investment Income** For calendar year 2009, or tax year beginning 02/01/09 , and ending 01/31/10	**2009**

Name	Employer Identification Number
CHAMBERS FOUNDATION CAPITAL ONE, N. A.	20-2123840

	(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)
(1)	21935.86 FIDELITY ADVISOR MID CAP II	P	11/04/09	11/17/09
(2)	100 GENERAL ELEC CO	P	05/02/04	11/17/09
(3)	25 GILEAD SCIENCES INC	P	10/20/05	11/17/09
(4)	25 HONEYWELL INTER INC	P	11/26/07	11/17/09
(5)	10 INTUITIVE SURGICAL INC	P	04/21/08	11/17/09
(6)	20 LOCKHEED MARTIN CORP	P	06/25/04	11/17/09
(7)	25 MEDTRONIC INC	P	06/25/04	11/17/09
(8)	20 MONSANTO CO	P	09/09/08	11/17/09
(9)	850 NOBLE CORP BAAR NAMEN	P	11/02/09	11/17/09
(10)	15 ORACLE CORP	P	07/09/09	11/17/09
(11)	26460 ROYCE PENN MUTUAL FUND	P	11/04/09	11/17/09
(12)	290 PROLOGIS SH	P	11/26/07	11/17/09
(13)	40 QUALCOMM INC	P	11/26/07	11/17/09
(14)	15 RESEARCH IN MOTION	P	12/06/07	11/17/09
(15)	90 TEXAS INSTRS INC	P	06/02/09	11/17/09

	(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)
(1)	313,683		297,889	15,794
(2)	1,598		3,012	-1,414
(3)	1,182		564	618
(4)	989		1,335	-346
(5)	2,804		2,924	-120
(6)	1,517		1,044	473
(7)	990		1,229	-239
(8)	1,536		1,845	-309
(9)	37,784		35,291	2,493
(10)	340		305	35
(11)	244,490		231,260	13,230
(12)	4,041		18,636	-14,595
(13)	1,832		1,577	255
(14)	927		1,559	-632
(15)	2,315		1,817	498

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(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	
(1)				15,794
(2)				-1,414
(3)				618
(4)				-346
(5)				-120
(6)				473
(7)				-239
(8)				-309
(9)				2,493
(10)				35
(11)				13,230
(12)				-14,595
(13)				255
(14)				-632
(15)				498

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2009

For calendar year 2009, or tax year beginning 02/01/09 , and ending 01/31/10

Name
CHAMBERS FOUNDATION
CAPITAL ONE, N. A.

Employer Identification Number
20-2123840

	(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)
(1)	MUTUAL FUND CAPITAL GAIN DIST			
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

	(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)
(1)	1,351			1,351
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

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))
(1)				1,351
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
OTHER CONTRIBUTIONS	$ 2,088	$ 2,088	$ 2,088
OIL & GAS LEASE BONUS	60,200	60,200	60,200
NET ROYALTIES	29,507	29,507	29,507
AVERILL LOTS	11,752		11,752
OTHER INCOME	43		43
TOTAL	$ 103,590	$ 91,795	$ 103,590

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ATTORNEY FEE	$ 9,749	$ 4,874	$	$ 4,875
TOTAL	$ 9,749	$ 4,874	$ 0	$ 4,875

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TAX PREPARATION FEES	$ 3,573	$ 1,787	$	$ 1,786
TOTAL	$ 3,573	$ 1,787	$ 0	$ 1,786

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
REAL ESTATE FEES	$ 6,626	$ 6,626	$	$
APPRAISAL FEE	1,700	1,700		
PROPERTY MANAGEMENT FEES	16,726			16,726
MINERAL MANAGEMENT FEE-SAMSON LA	3,612	3,612		
TOTAL	$ 28,664	$ 11,938	$ 0	$ 16,726

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
OIL & GAS PRODUCTION TAXES	$ 1,513	$ 1,513	$	$
PROPERTY TAXES-CHARITABLE PURPOS	8,105			8,105
PROPERTY TAXES-INVESTMENT PROPER	3,812	3,812		
FEDERAL EXCISE TAX	5,950			
TOTAL	$ 19,380	$ 5,325	$ 0	$ 8,105

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
BLANKET INSURANCE	776	776		
FEES	33	33		
INSURANCE - CHARITABLE PURPOS	8,732			8,732
PRODUCTION EXPENSES	6,546	6,546		
REPAIRS TO PROPERTY	64,716			64,716
MISCELLANEOUS - AVERILL LOTS	1,500			1,500
TOTAL	$ 82,303	$ 7,355	$ 0	$ 74,948

Statement 7 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
USA SVGS SER EE	$ 178,277	$ 178,277	COST	$ 225,901
MUNICIPAL BONDS	3,312,666	3,083,352	COST	3,197,311
US TREASURY NOTES	860,896	496,020	COST	502,633
TOTAL	$ 4,351,839	$ 3,757,649		$ 3,925,845

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ABBOTT LABS COM	$	$ 53,989	COST	$ 56,116
ACCENTURE	84,768		COST	
BUNGE LIMITED COM	71,074	47,681	COST	37,626
AMGEN INC COM		29,265	COST	29,532
APACHE CORP.	52,170	37,922	COST	55,805
APPLE COMPUTER INC.	41,426	20,649	COST	96,992
BMC SOFTWARE INC		51,261	COST	55,642
BANK OF AMERICA CORP.	90,837		COST	
BERKSHIRE HATHAWAY INC	126,814	145,873	COST	152,860
BLACKROCK INC	73,604	63,935	COST	67,353
BOEING CO	66,271	52,279	COST	65,448
BOSTON PPTYS INC	54,060	42,827	COST	27,245
CSX CORP	54,210	30,283	COST	32,574
CATERPILLAR INC	50,806	36,164	COST	41,270
CELGENE CORP	53,740	34,841	COST	39,746
CHEVRON CORP	65,468	48,501	COST	51,926
CISCO SYS INC.	76,016	56,279	COST	53,142
COCA COLA CO.	107,183	51,074	COST	54,250

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CONOCOPHILLIPS	$ 72,899	$ 42,068	COST	$ 50,880
COSTCO WHSL CORP	68,388	62,089	COST	62,024
DISNEY WALT CO	94,044	59,941	COST	54,372
EXELON CORP	110,460	73,018	COST	55,200
EXXON MOBIL CORP.	103,977	49,566	COST	65,010
FPL GROUP INC	119,599	46,594	COST	35,595
FEDEX CORP.	67,180	52,756	COST	52,103
FLUOR CORP	91,448	55,206	COST	38,086
FLOWSERVE CORP	55,678	32,814	COST	32,010
FREEPORT-MCMORAN COPPER & GOLD INC	58,261	43,267	COST	44,882
GENENTECH INC.	80,639		COST	
GENERAL ELECTRIC CO.	111,334	72,287	COST	56,843
GENERAL MILLS INC	43,935	34,846	COST	39,577
GENZYME CORP COM		38,130	COST	40,695
GILEAD SCIENCES INC.	29,241	34,762	COST	38,375
GOOGLE INC.	78,010	55,180	COST	87,441
HONEYWELL INTERNATIONAL INC	88,013	42,922	COST	36,708
INTERNATIONAL BUSINESS MACHS CORP.	93,348	58,639	COST	80,777
INTUITIVE SURGICAL INC	52,892	47,606	COST	67,252
ISHARES TR RUSSELL 2000 VALUE INDEX	300,923		COST	
J P MORGAN CHASE & CO	106,868	93,407	COST	102,802
JOHNSON & JOHNSON COM.	96,982	51,029	COST	57,203
JUNIPER NETWORKS	41,623	23,835	COST	35,879
LOCKHEED MARTIN CORP.	36,000	34,981	COST	46,202
MEDTRONIC INC.	64,605	39,421	COST	40,746
MICROSOFT CORP.	118,014		COST	

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MONSANTO CO	$ 44,947	$ 61,975	COST	$ 57,289
MORGAN STANLEY COM NEW		52,573	COST	44,455
MOSAIC CO		32,448	COST	40,400
NOBLE ENERGY INC COM		56,104	COST	62,110
NOVARTIS AG SPONSORED ADR	89,200	85,530	COST	94,480
ORACLE CORP COM		45,759	COST	57,419
PEPSICO INC.	90,063	50,412	COST	54,254
PROCTER & GAMBLE CO.	83,022	46,173	COST	64,997
PROGRESS ENERGY INC COM		55,180	COST	57,481
PROLOGIS SH BEN INT	71,658	35,105	COST	24,948
QUALCOMM INC.	37,034	45,591	COST	48,204
RESEARCH IN MOTION LTD	68,725	54,681	COST	38,375
SCHLUMBERGER LTD.	52,363	17,968	COST	35,538
SIGMA ALDRICH CORP.	74,185		COST	
STRYKER CORP.	69,987	36,869	COST	39,719
SYSCO CORP	92,319	36,867	COST	38,626
TJX COS INC NEW COM		37,398	COST	36,870
TARGET CORP.	106,984	77,127	COST	77,161
TEXAS INSTRS INC.	51,618	59,146	COST	65,925
TRANSOCEAN, LTD ZUG NAMEN AKT		29,601	COST	36,014
US BANCORP DEL	88,082	65,517	COST	61,070
VALERO ENERGY CORP	63,256		COST	
VERIZON COMMUNICATIONS INC.	75,262	39,296	COST	36,628
VODAFONE GROUP PLC	83,628	56,995	COST	51,719
WAL MART STORES INC.	66,652	48,764	COST	56,636
WELLS FARGO & CO NEW COM		74,401	COST	76,192

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
YUM BRANDS INC.	$ 53,305	$ 32,036	COST	$ 44,986
FIDELITY ADVISOR MID CAP II FUND	358,606	291,976	COST	299,360
MERIDAN VALUE FUND		638,373	COST	628,610
ROYCE PENNSYLVANIA MUTUAL FUND		356,740	COST	370,209
THORNBURG INTERNATIONAL VALUE FUND	780,471	1,017,507	COST	882,494
VANGUARD SMALL CAP GRWTH IDX FD		251,420	COST	258,758
CVS CAREMARK CORP COM		42,934	COST	40,139
CAMERON INTL CORP COM		37,749	COST	34,647
DEVON ENERGY CORP NEW COM		37,533	COST	53,193
KIMBERLY CLARK CORP COM		36,190	COST	34,446
MASTERCARD INC CL A		36,730	COST	41,234
MCAFEE INC COM		34,521	COST	33,365
TOTAL	$ 5,754,175	$ 5,962,376		$ 6,116,140

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Statement 9 - Form 990-PF, Part II, Line 11 - Land, Building, and Equipment Investments

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
LAND IN JEFFERSON COUNTY, TX	$ 860	$ 860	$	$ 860
LAND IN HARDIN COUNTY, TX	7,010	7,010		7,010
LAND IN HARRIS COUNTY, TX	130	130		611
LAND IN LIBERTY COUNTY, TX	1,002	1,002		1,002
OIL&GAS MINERAL INT,HARDIN COTX, MI	2	2		2
OIL&GAS MINERAL INT,OUACHITA CO,AR	1	1		1
OIL&GAS MINERAL INT,CALCASIEU PA,LA	1	1		1
OIL&GAS MINERAL INT,LIBERTY CO, TX	1	1		1
OIL&GAS MINERAL INT,CALCASIEU PA, LA	1	1		1
OIL&GAS MINERAL INT, JEFFERSON COTX	2	2		2
OIL&GAS MINERAL INC,CALIBORNE PA, LA	1	1		1
TOTAL	$ 9,011	$ 9,011	$ 0	$ 9,492

Statement 10 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MINOR OIL COMPANY STOCK CERTIFICATES	$ 2,890	$ 2,890	COST	$ 2,890
TOTAL	$ 2,890	$ 2,890		$ 2,890

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Statement 11 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
LAND & HISTORICAL HOME -AVERILL ADDITION, JEFFERSON COUNTY, TX	$ 532,019	$ 774,417	$	$ 990,000
TOTAL	$ 532,019	$ 774,417	$ 0	$ 990,000

Statement 12 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
EARNEST MONEY FOR LOTS 10, 11, & 12 IN AVERILL ADDITION	$ 1,500	$	$
TOTAL	$ 1,500	$ 0	$ 0

Federal Statements

Statement 13 - Form 990-PF, Part IX-A, Line 1 - Summary of Direct Charitable Activities

Description
AMOUNTS PAID TO MAINTAIN AND RESTORE THE HISTOTICAL SITE LOCATED AT 2240 CALDER AVE, BEAUMONT, TEXAS. THIS PROPERTY IS OWNED BY THE FOUNDATION BUT SERVES AS THE HEADQUARTERS FOR THE BEAUMONT HERITAGE SOCIETY. THE PROPERTY IS USED TO EDUCATE THE PUBLIC ON THE HISTORY OF THE BEAUMONT AREA.