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

2010

For calendar year 2010, or tax year beginning 07/01/10 **, and ending** 06/30/11

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

Name of foundation
RUDOLPH C MILLER COMMUNITY FUND

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

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

A **Employer identification number** 74-1983753

B Telephone number (see page 10 of the instructions) 409-880-1413

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) ▶ $ 4,533,470

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)
Revenue	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				
	4	Dividends and interest from securities	96,060	96,060	96,060	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	86,445			
	b	Gross sales price for all assets on line 6a 1,381,974				
	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 2	152,636	152,636	152,636	
	12	**Total.** Add lines 1 through 11	335,141	248,696	248,696	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	47,286			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 3	550			550
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 4	13,225	7,420		5,805
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) STMT 5	6,241	5,941		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	67,302	13,361	0	6,355
	25	Contributions, gifts, grants paid	223,493			223,493
	26	**Total expenses and disbursements.** Add lines 24 and 25	290,795	13,361	0	229,848
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	44,346			
	b	**Net investment income** (if negative, enter -0-)		235,335		
	c	**Adjusted net income** (if negative, enter -0-)			248,696	

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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	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	114,613	132,723	132,723
	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 15 of the instructions)			
	7	Other notes and loans receivable (att schedule) ▶			
		Less: allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	1,651	3,000	3,000
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) SEE STMT 6	1,343,929	1,478,826	1,857,265
	c	Investments—corporate bonds (attach schedule) SEE STMT 7	1,367,593	1,245,485	1,300,952
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) SEE STATEMENT 8	923,086	935,184	1,239,530
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	3,750,872	3,795,218	4,533,470
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	3,750,872	3,795,218	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	3,750,872	3,795,218	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,750,872	3,795,218	

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	3,750,872
2	Enter amount from Part I, line 27a	2	44,346
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,795,218
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	3,795,218

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (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	N/A			
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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	173,027	3,827,945	0.045201
2008	180,366	3,406,996	0.052940
2007	239,572	4,585,725	0.052243
2006	213,657	4,445,195	0.048065
2005	191,884	4,191,130	0.045783

2 **Total** of line 1, column (d)	2	0.244232
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	0.048846
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	4,257,058
5 Multiply line 4 by line 3	5	207,940
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,353
7 Add lines 5 and 6	7	210,293
8 Enter qualifying distributions from Part XII, line 4	8	229,848

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	2,353
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	2,353
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	2,353
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 3,000		
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	3,000
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	647
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 647 **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 2010 or the taxable year beginning in 2010 (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 PRIVATE CLIENT GROUP Telephone no ▶ 409-880-1413
PO BOX 3928
Located at ▶ BEAUMONT TX ZIP+4 ▶ 77704

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶			

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 22 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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ 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 22 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 2010 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 2010.)	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 2010?		4b		X

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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 | | X (No)

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 PRIVATE CLIENT GROUP PO BOX 3928	BEAUMONT TX 77704	TRUSTEE 10.00	47,286	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 ▶ 0

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

3 Five highest-paid independent contractors for professional services (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 N/A	
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	4,231,222
b	Average of monthly cash balances	1b	90,656
c	Fair market value of all other assets (see page 25 of the instructions)	1c	8
d	**Total** (add lines 1a, b, and c)	1d	4,321,886
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	4,321,886
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	64,828
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,257,058
6	**Minimum investment return.** Enter 5% of line 5	6	212,853

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	212,853
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 2,353		
b	Income tax for 2010 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	2,353
3	Distributable amount before adjustments Subtract line 2c from line 1	3	210,500
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	210,500
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	210,500

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	229,848
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	229,848
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	2,353
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	227,495

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.

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Part XIII Undistributed Income (see page 26 of the instructions)

			(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7					210,500
2	Undistributed income, if any, as of the end of 2010:					
a	Enter amount for 2009 only					
b	Total for prior years: 20____ , 20____ , 20____					
3	Excess distributions carryover, if any, to 2010:					
a	From 2005					
b	From 2006					
c	From 2007	2,561				
d	From 2008	12,314				
e	From 2009					
f	**Total** of lines 3a through e		14,875			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 229,848					
a	Applied to 2009, 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 2010 distributable amount					210,500
e	Remaining amount distributed out of corpus		19,348			
5	Excess distributions carryover applied to 2010 (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		34,223			
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 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions					
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)					
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		34,223			
10	Analysis of line 9:					
a	Excess from 2006					
b	Excess from 2007	2,561				
c	Excess from 2008	12,314				
d	Excess from 2009					
e	Excess from 2010	19,348				

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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	(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 ▶ ☒ 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				
CITY OF BEAUMONT 801 MAIN STREET, SUITE 11 BEAUMONT TX 77701	NONE	N/A	LIBRARY UPKEEP	223,493
Total			▶ 3a	223,493
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	96,060	
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	152,636	
8 Gain or (loss) from sales of assets other than inventory			18	86,445	
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		335,141	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 335,141

(See worksheet in line 13 instructions on page 29 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] 11-15-2011
Signature of officer or trustee — Ben Woodhead, Jr — Date — Title
President-Bmt Personal Trust

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
TERRY S. WHIDDON, CPA	TERRY S. WHIDDON, CPA	11/15/11	

Firm's name ▶	FUNCHESS, MILLS, WHITE & CO., PC, CPA'S	PTIN	P00012831
Firm's address ▶	1150 NORTH ELEVENTH STREET	Firm's EIN ▶	76-0154479
	BEAUMONT, TX 77702-1207	Phone no	409-838-3755

DAA

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
20 SH BUNGE LIMITED COM			PURCHASE				
	VARIOUS	2/01/11	$ 1,377	$ 1,757	$	$	$ -380
45 SH HERBALIFE LTD COM USD			PURCHASE				
	VARIOUS	6/17/11	2,387	2,353			34
225 SH ALLERGAN INC COM			PURCHASE				
	VARIOUS	4/06/11	16,762	16,616			146
10 SH ALTERA CORP COM			PURCHASE				
	VARIOUS	6/17/11	429	420			9
SH AMERICAN INTL GROUP INC. COM			PURCHASE				
	VARIOUS	9/24/10	71				71
140 SH AMERICAN TOWER CORP CL A			PURCHASE				
	VARIOUS	2/01/11	7,241	5,998			1,243
5 SH AMERICAN TOWER CORP CL A			PURCHASE				
	VARIOUS	6/17/11	251	213			38
195 SH AMGEN INC COM			PURCHASE				
	VARIOUS	8/31/10	10,039	10,273			-234
10 SH APACHE CORP COM			PURCHASE				
	VARIOUS	2/01/11	1,181	689			492
75 SH APACHE CORP COM			PURCHASE				
	VARIOUS	5/24/11	9,199	4,801			4,398
5 SH APPLE INC COM			PURCHASE				
	VARIOUS	2/01/11	1,724	186			1,538
20 SH BERKSHIRE HATHAWAY INC DEL CL			PURCHASE				
	VARIOUS	2/01/11	1,656	1,812			-156
680 SH BERKSHIRE HATHAWAY INC DEL CL			PURCHASE				
	VARIOUS	6/17/11	51,291	50,539			752
25 SH BOING CO COM			PURCHASE				
	VARIOUS	6/17/11	1,858	1,666			192
165 SH BOSTON PPTYS INC COM			PURCHASE				
	VARIOUS	2/01/11	15,431	15,829			-398
15 SH CSX CORP COM			PURCHASE				
	VARIOUS	2/01/11	1,073	598			475
25 SH CSX CORP COM			PURCHASE				
	VARIOUS	6/17/11	620	332			288
40 SH CVS CAREMARK CORP COM			PURCHASE				
	VARIOUS	6/17/11	1,500	1,211			289

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
15 SH CABOT OIL & GAS CORP CL A	VARIOUS	6/17/11	PURCHASE	$ 910	$ 811	$	$	$ 99
390 SH CAMERON INTL CORP COM	VARIOUS	2/01/11	PURCHASE	21,139	15,860			5,279
5 SH CATERPILLAR INC COM	VARIOUS	2/01/11	PURCHASE	486	320			166
30 SH CELGENE CORP COM	VARIOUS	6/17/11	PURCHASE	1,759	1,521			238
15 SH CHARLES RIV LABORATORIES INTL	VARIOUS	6/17/11	PURCHASE	590	566			24
15 SH CHEVRON CORP NEW COM	VARIOUS	6/17/11	PURCHASE	1,497	1,228			269
40 SH CISCO SYS INC COM	VARIOUS	2/01/11	PURCHASE	858	777			81
900 SH CISCO SYS INC COM	VARIOUS	2/23/11	PURCHASE	16,488	17,743			-1,255
0.5 SH CITIGROUP INC COM NEW	VARIOUS	6/02/11	PURCHASE	20	25			-5
15 SH CITIGROUP INC COM NEW	VARIOUS	6/17/11	PURCHASE	571	741			-170
5 SH COCA COLA CO COM	VARIOUS	2/01/11	PURCHASE	315	103			212
150 SH COCA COLA CO COM	VARIOUS	5/24/11	PURCHASE	10,083	3,100			6,983
560 SH CONOCOPHILLIPS COM	VARIOUS	6/17/11	PURCHASE	40,413	45,668			-5,255
15 SH COSTCO WHSL CORP NEW COM	VARIOUS	2/01/11	PURCHASE	1,086	983			103
215 SH DEVON ENERGY CORP NEW COM	VARIOUS	10/01/10	PURCHASE	14,017	10,149			3,868
115 SH DOMINION RES INV VA NEW COM	VARIOUS	2/01/11	PURCHASE	5,015	5,066			-51
25 SH DOMINION RES INV VA NEW COM	VARIOUS	6/17/11	PURCHASE	1,194	1,101			93
5 SH DU PONT E I DE NEMOURS & CO COM	VARIOUS	2/01/11	PURCHASE	258	224			34

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
35 SH E M C CORP MASS COM	VARIOUS	2/01/11	PURCHASE $ 887	$ 688	$	$	$ 199
105 SH E M C CORP MASS COM	VARIOUS	3/01/11	PURCHASE 2,833	2,065			768
650 SH EDISON INTL COM	VARIOUS	9/29/10	PURCHASE 22,470	21,213			1,257
365 SH ENSCO PLC	VARIOUS	2/01/11	PURCHASE 19,246	16,127			3,119
450 SH EXELON CORP COM	VARIOUS	9/29/10	PURCHASE 19,248	32,942			-13,694
90 SH EXXON MOBIL CORP COM	VARIOUS	5/24/11	PURCHASE 7,330	5,063			2,267
5 SH FEDEX CORP COM	VARIOUS	2/01/11	PURCHASE 465	485			-20
5 SH F5 NETWORKS INC COM	VARIOUS	2/01/11	PURCHASE 554	368			186
5 SH F5 NETWORKS INC COM	VARIOUS	6/17/11	PURCHASE 492	368			124
30 SH FLOUR CORP NEW COM	VARIOUS	6/17/11	PURCHASE 1,828	2,010			-182
155 SH FLOWSERVE CORP COM	VARIOUS	2/02/11	PURCHASE 19,791	14,460			5,331
5 SH FREEPORT-MCMORAN COPPER & GOLD	VARIOUS	2/01/11	PURCHASE 569	376			193
505 SH GENERAL MILLS INC COM	VARIOUS	5/24/11	PURCHASE 19,932	17,071			2,861
5 SH GENZYME CORP COM	VARIOUS	2/01/11	PURCHASE 363	255			108
275 SH GENZYME CORP COM	VARIOUS	2/16/11	PURCHASE 20,742	14,009			6,733
5 SH GILEAD SCIENCES INC COM	VARIOUS	6/17/11	PURCHASE 198	193			5
5 SH GOOGLE INC CL A	VARIOUS	2/01/11	PURCHASE 3,063	2,251			812
5 SH GOOGLE INC CL A	VARIOUS	6/17/11	PURCHASE 2,474	2,251			223

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
5 SH HANSEN NATURAL CORP COM			PURCHASE				
	VARIOUS	6/17/11	$ 357	$ 348	$	$	$ 9
25 SH HONEYWELL INTERNATIONAL INC CO			PURCHASE				
	VARIOUS	2/01/11	1,416	1,335			81
5 SH INTERNATIONAL BUSINESS MACHS CO			PURCHASE				
	VARIOUS	2/01/11	815	324			491
85 SH INTERNATIONAL BUSINESS MACHS C			PURCHASE				
	VARIOUS	3/01/11	13,781	5,515			8,266
5 SH INTERNATIONAL BUSINESS MACHS CO			PURCHASE				
	VARIOUS	6/17/11	823	324			499
90 SH J P MORGAN CHASE & CO COM			PURCHASE				
	VARIOUS	2/01/11	4,118	3,892			226
145 SH J P MORGAN CHASE & CO COM			PURCHASE				
	VARIOUS	6/17/11	5,917	6,271			-354
440 SH JOHNSON & JOHNSON COM			PURCHASE				
	VARIOUS	4/07/11	26,062	27,047			-985
235 SH KIMBERLY CLARK CORP COM			PURCHASE				
	VARIOUS	2/01/11	15,100	15,223			-123
145 SH LIFE TECHNOLOGIES CORP COM			PURCHASE				
	VARIOUS	9/29/10	6,882	8,057			-1,175
10 SH LOCKHEED MARTIN CORP COM			PURCHASE				
	VARIOUS	2/01/11	802	1,002			-200
220 SH LOCKHEED MARTIN CORP COM			PURCHASE				
	VARIOUS	3/03/11	17,672	14,932			2,740
210 SH MACYS INC COM			PURCHASE				
	VARIOUS	3/14/11	4,850	4,833			17
5 SH MASTERCARD INC CL A			PURCHASE				
	VARIOUS	6/17/11	1,345	1,155			190
295 SH MONSANTO CO NEW COM			PURCHASE				
	VARIOUS	10/01/10	14,159	23,955			-9,796
270 SH MORGAN STANLEY COMNEW			PURCHASE				
	VARIOUS	2/01/11	8,019	9,107			-1,088
590 SH MORGAN STANLEY COMNEW			PURCHASE				
	VARIOUS	6/17/11	13,358	18,034			-4,676
10 SH MOSAIC CO COM			PURCHASE				
	VARIOUS	2/01/11	838	513			325

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	Sale Price	How Received	Cost	Expense	Depreciation	Net Gain / Loss
325 SH MOSAIC CO COM	VARIOUS	5/23/11	$ 21,448	PURCHASE	$ 14,631	$	$	$ 6,817
10 SH NII HLDGS INC COM NEW	VARIOUS	2/01/11	423	PURCHASE	413			10
10 SH NII HLDGS INC COM NEW	VARIOUS	6/17/11	394	PURCHASE	413			-19
225 SH NOBLE ENERGY INC COM	VARIOUS	2/01/11	20,492	PURCHASE	15,106			5,386
115 SH NORTHEAST UTILITIES COM	VARIOUS	2/01/11	3,862	PURCHASE	3,441			421
15 SH NORTHEAST UTILITIES COM	VARIOUS	6/17/11	520	PURCHASE	449			71
180 SH NOVARTIS AG SPONSORED ADR	VARIOUS	1/19/11	10,282	PURCHASE	9,620			662
445 SH OCCIDENTAL PETE CORP COM	VARIOUS	4/11/11	45,483	PURCHASE	39,122			6,361
55 SH ORACLE CORP COM	VARIOUS	2/01/11	1,821	PURCHASE	984			837
110 SH PEPSICO INC COM	VARIOUS	5/24/11	7,801	PURCHASE	1,998			5,803
40 SH PEPSICO INC COM	VARIOUS	6/17/11	2,756	PURCHASE	727			2,029
10 SH PROCTER & GAMBLE CO COM	VARIOUS	2/01/11	633	PURCHASE	153			480
5 SH PROCTER & GAMBLE CO COM	VARIOUS	6/17/11	324	PURCHASE	77			247
316 SH PROLOGIS INC COM	VARIOUS	6/17/11	10,594	PURCHASE	17,066			-6,472
0.944 SH PROLOGIS INC COM	VARIOUS	6/28/11	30	PURCHASE	25			5
45 SH PROLOGIS SH BEN INT	VARIOUS	2/01/11	663	PURCHASE	2,918			-2,255
5 SH QUALCOMM INC COM	VARIOUS	2/01/11	274	PURCHASE	229			45
285 SH ROCHE HOLDING LTD SPONS ADR	VARIOUS	2/28/11	10,729	PURCHASE	10,297			432

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description / Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
5 SH SALESFORCE COM INC COM	VARIOUS	2/01/11	PURCHASE	$ 661	$ 461	$	$	$ 200
40 SH SALESFORCE COM INC COM	VARIOUS	4/07/11	PURCHASE	5,354	3,691			1,663
245 SH SCHLUMBERGER LTD COM	VARIOUS	2/01/11	PURCHASE	21,935	8,616			13,319
155 SH SMITHFIELD FOODS INC COM	VARIOUS	6/17/11	PURCHASE	3,386	3,106			280
80 SH SPECTRA ENERGY CORP COM	VARIOUS	2/01/11	PURCHASE	2,098	1,744			354
105 SH SPECTRA ENERGY CORP COM	VARIOUS	6/17/11	PURCHASE	2,795	2,175			620
55 SH STARBUCKS CORP COM	VARIOUS	6/17/11	PURCHASE	1,950	1,526			424
15 SH STRYKER CORP COM	VARIOUS	2/01/11	PURCHASE	875	988			-113
270 SH STRYKER CORP COM	VARIOUS	3/29/11	PURCHASE	16,423	14,447			1,976
600 SH SYSCO CORP COM	VARIOUS	5/24/11	PURCHASE	19,285	18,486			799
410 SH TJX COS INC NEW COM	VARIOUS	1/14/11	PURCHASE	18,791	16,103			2,688
640 SH TARGET CORP COM	VARIOUS	3/14/11	PURCHASE	32,544	30,602			1,942
320 SH TEVA PHARMACEUTICAL INDS LTD	VARIOUS	2/15/11	PURCHASE	16,478	18,472			-1,994
165 SH TEXAS INSTRS INC COM	VARIOUS	2/01/11	PURCHASE	5,719	3,331			2,388
500 SH TEXAS INSTRS INC COM	VARIOUS	3/01/11	PURCHASE	17,787	10,093			7,694
285 SH US BANCORP DEL COM NEW	VARIOUS	2/01/11	PURCHASE	7,836	10,395			-2,559
240 SH US BANCORP DEL COM NEW	VARIOUS	6/17/11	PURCHASE	5,873	8,753			-2,880
10 SH VMWARE INC CL A COM	VARIOUS	2/01/11	PURCHASE	868	694			174

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
115 SH VMWARE INC CL A COM			PURCHASE				
	VARIOUS	4/07/11	$ 9,233	$ 7,980	$	$	$ 1,253
915 SH VODAFONE GROUP PLC NEW SPONSO			PURCHASE				
	VARIOUS	9/29/10	22,974	24,606			-1,632
125 SH VODAFONE GROUP PLC NEW SPONSO			PURCHASE				
	VARIOUS	9/29/10	3,135	2,680			455
145 SH WAL MART STORES INC COM			PURCHASE				
	VARIOUS	3/14/11	7,555	6,552			1,003
265 SH WELLPOINT INC COM			PURCHASE				
	VARIOUS	1/19/11	16,425	15,802			623
245 SH WELLS FARGO & CO NEW COM			PURCHASE				
	VARIOUS	2/01/11	8,171	6,978			1,193
90 SH WELLS FARGO & CO NEW COM			PURCHASE				
	VARIOUS	6/17/11	2,460	2,563			-103
5 SH WHIRLPOOL CORP COM			PURCHASE				
	VARIOUS	6/17/11	379	414			-35
80 SH YUM BRANDS INC COM			PURCHASE				
	VARIOUS	6/17/11	4,393	2,020			2,373
200 SH JANUS ENTERPRISE FUND CLASS T			PURCHASE				
	VARIOUS	2/01/11	12,250	9,606			2,644
65 SH MERIDIAN VALUE FUND			PURCHASE				
	VARIOUS	2/01/11	1,936	1,554			382
310 SH MERIDIAN VALUE FUND			PURCHASE				
	VARIOUS	6/17/11	8,779	7,412			1,367
20 SH ROYCE PENNSYLVANIA MUUTAL FUND			PURCHASE				
	VARIOUS	2/01/11	240	180			60
1160 SH ROYCE PENNSYLVANIA MUUTAL FU			PURCHASE				
	VARIOUS	6/17/11	13,734	10,463			3,271
220 SH VANGUARD SMALL CAP GRWTH INDX			PURCHASE				
	VARIOUS	2/01/11	4,970	3,467			1,503
100000AMERICAN GEN FIN CORP MEDIUM			PURCHASE				
	VARIOUS	3/15/11	100,000	100,000			
PRINFEDERAL HOME LN MTG CORP PARTN G			PURCHASE				
	VARIOUS	7/15/10	5,422	5,460			-38
PRINFEDERAL HOME LN MTG CORP PARTN G			PURCHASE				
	VARIOUS	8/16/10	3,739	3,765			-26

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received				
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
PRINFEDERAL HOME LN MTG CORP PARTN G			PURCHASE				
	VARIOUS	9/15/10	$ 446	$ 449	$	$	$ -3
PRINFEDERAL HOME LN MTG CORP PARTN G			PURCHASE				
	VARIOUS	10/15/10	4,120	4,148			-28
PRINFEDERAL HOME LN MTG CORP PARTN G			PURCHASE				
	VARIOUS	11/15/10	453	456			-3
PRINFEDERAL HOME LN MTG CORP PARTN G			PURCHASE				
	VARIOUS	12/15/10	432	435			-3
PRINFEDERAL HOME LN MTG CORP PARTN G			PURCHASE				
	VARIOUS	1/18/11	471	475			-4
PRINFEDERAL HOME LN MTG CORP PARTN G			PURCHASE				
	VARIOUS	2/15/11	4,946	4,979			-33
PRINFEDERAL HOME LN MTG CORP PARTN G			PURCHASE				
	VARIOUS	3/15/11	949	955			-6
PRINFEDERAL HOME LN MTG CORP PARTN G			PURCHASE				
	VARIOUS	4/15/11	420	422			-2
PRINFEDERAL HOME LN MTG CORP PARTN G			PURCHASE				
	VARIOUS	5/16/11	2,671	2,689			-18
PRINFEDERAL HOME LN MTG CORP PARTN G			PURCHASE				
	VARIOUS	6/15/11	2,496	2,512			-16
100000FEDERAL FARM CR BKS CONS SYSTE			PURCHASE				
	10/10/97	10/12/10	100,000	100,000			
100000FEDERAL NATL MTG ASSN			PURCHASE				
	1/20/06	2/15/11	100,000	100,857			-857
100000FEDEATED ULTRASHORT BOND FD IS			PURCHASE				
	VARIOUS	10/12/10	100,000	98,957			1,043
TOTAL			$ 1,381,974	$ 1,295,529	$ 0	$ 0	$ 86,445

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Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
OIL & GAS LEASE BONUS	$ 22,741	$ 22,741	$ 22,741
OIL & GAS ROYALITIES	129,895	129,895	129,895
TOTAL	$ 152,636	$ 152,636	$ 152,636

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FORM 990-PF PREP FEE	$ 550	$	$	$ 550
TOTAL	$ 550	$ 0	$ 0	$ 550

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TAXES FOR 6/30/2009 FORM 990-PF	$ 5,805	$	$	$ 5,805
OIL & GAS PRODUCTION TAX	7,237	7,237		
AD VELOREM TAXES	62	62		
FOREIGN TAX	121	121		
TOTAL	$ 13,225	$ 7,420	$ 0	$ 5,805

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
MINERAL FEES	4,858	4,558		
MINERAL MANAGEMENT FEES	1,364	1,364		
MISCELLANEOUS	19	19		
TOTAL	$ 6,241	$ 5,941	$ 0	$ 0

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE STOCK	$ 1,343,929	$ 1,478,826	COST	$ 1,857,265
TOTAL	$ 1,343,929	$ 1,478,826		$ 1,857,265

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE BONDS	$ 1,367,593	$ 1,245,485	COST	$ 1,300,952
TOTAL	$ 1,367,593	$ 1,245,485		$ 1,300,952

Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ROYALTIES & MINERAL INTEREST	$ 8	$ 8	COST	$ 8
MUTUAL FUNDS	923,078	935,176	COST	1,239,522
TOTAL	$ 923,086	$ 935,184		$ 1,239,530