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

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation: HILDEBRAND FOUNDATION

A Employer identification number: 76-0699250

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 1308

Room/suite:

B Telephone number (see instructions): (713) 209-2400

City or town, state, and ZIP code: HOUSTON, TX 77251-1308

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 73,863,032.

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here ▶ ☐

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 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)	43,856,203.			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	650,135.	655,477.	ATCH 1	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,830,902.			
	b Gross sales price for all assets on line 6a 33,061,688.				
	7 Capital gain net income (from Part IV, line 2)		4,830,902.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total** Add lines 1 through 11	49,337,240.	5,486,379.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 2	9,505.	4,752.		4,753.
	c Other professional fees (attach schedule)	96,512.	96,512.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) **	94,178.	3,178.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	1,418.			
	24 **Total operating and administrative expenses.** Add lines 13 through 23	201,613.	104,442.		4,753.
	25 Contributions, gifts, grants paid	2,989,784.			2,989,784.
	26 **Total expenses and disbursements** Add lines 24 and 25	3,191,397.	104,442.	0	2,994,537.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	46,145,843.			
	b **Net investment income** (if negative, enter -0-)		5,381,937.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,665,114.	7,926,530.	7,926,530.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 10,947.			
	Less allowance for doubtful accounts ▶		10,947.	10,947.
	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 instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 6	19,580,219.	59,453,699.	65,925,555.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	21,245,333.	67,391,176.	73,863,032.
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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	21,245,333.	67,391,176.	
	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			
	30 **Total net assets or fund balances** (see instructions)	21,245,333.	67,391,176.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	21,245,333.	67,391,176.	

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	21,245,333.
2	Enter amount from Part I, line 27a	2	46,145,843.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	67,391,176.
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	67,391,176.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
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** 4,830,902.

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 instructions) If (loss), enter -0- in Part I, line 8 **3** 0

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 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))
2010	1,711,214.	18,561,595.	0.092191
2009	1,514,345.	13,327,971.	0.113622
2008	1,793,236.	15,242,389.	0.117648
2007	1,454,833.	14,373,740.	0.101215
2006	684,226.	10,157,125.	0.067364

2	**Total** of line 1, column (d)	2	0.492040
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	0.098408
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	26,883,524.
5	Multiply line 4 by line 3	5	2,645,554.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	53,819.
7	Add lines 5 and 6	7	2,699,373.
8	Enter qualifying distributions from Part XII, line 4	8	2,994,537.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	53,819.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	53,819.
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	53,819.
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 58,055.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 30,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	88,055.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] 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	34,236.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 34,236. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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 ▶ JOHN LARSEN Telephone no ▶ 713-209-2400

Located at ▶ 1201 LOUISIANA, SUITE 1400 HOUSTON, TX ZIP + 4 ▶ 77002-5600

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

		Line	Yes	No
16	At any time during calendar year 2011, 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 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.

			Line	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 instructions)?		1b		X
	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 2011?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
	If "Yes," list the years ▶				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 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 2011)*		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 2011?		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 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 instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** 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? **7b** No: X

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 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
ATTACHMENT 7		0	0	0

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0
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 instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	25,411,662.
b	Average of monthly cash balances	1b	1,881,256.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	27,292,918.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	27,292,918.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	409,394.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	26,883,524.
6	**Minimum investment return.** Enter 5% of line 5	6	1,344,176.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	1,344,176.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	53,819.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	53,819.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,290,357.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,290,357.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,290,357.

Part XII **Qualifying Distributions**(see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	2,994,537.
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	2,994,537.
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 instructions)	5	53,819.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,940,718.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,290,357.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09 ,20 08 ,20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006 . . . 194,676.				
b From 2007 . . . 743,494.				
c From 2008 . . . 1,037,861.				
d From 2009 . . . 852,612.				
e From 2010 . . . 853,696.				
f Total of lines 3a through e	3,682,339.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 2,994,537.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)	2,994,537.	ATCH 8		
d Applied to 2011 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	1,290,357.			1,290,357.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,386,519.			
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 instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	5,386,519.			
10 Analysis of line 9				
a Excess from 2007 . . .				
b Excess from 2008 . . . 685,674.				
c Excess from 2009 . . . 852,612.				
d Excess from 2010 . . . 853,696.				
e Excess from 2011 . . . 2,994,537.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 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))

JEFFERY & MELINDA HILDEBRAND

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 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

ATTACHMENT 9

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

ATTACHMENT 10

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*				
SEE ATTACHMENT 11				2,989,784.
Total ▶ 3a				2,989,784.
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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	650,135.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	4,830,902.	
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)				5,481,037.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 5,481,037.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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		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

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) is based on all information of which preparer has any knowledge

Signature of officer or trustee — Date: 7-2-12 — Title: PRESIDENT

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
THOMAS M. WRIGHT		6/27/2012		P01344098
Firm's name ▶ MARGOLIS, PHIPPS & WRIGHT P.C.			Firm's EIN ▶ 76-0324056	
Firm's address ▶ 1400 POST OAK BLVD., STE 900 HOUSTON, TX 77056-3009			Phone no 713-625-3500	

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	**Schedule of Contributors** ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.	OMB No 1545-0047 2011

Name of the organization	Employer identification number
HILDEBRAND FOUNDATION	76-0699250

Organization type (check one)

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization HILDEBRAND FOUNDATION

Employer identification number 76-0699250

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JEFF AND MINDY HILDEBRAND 1201 LOUISIANA, SUITE 1400 HOUSTON, TX 77002	$ 31,016,253.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	JEFF AND MINDY HILDEBRAND 1201 LOUISIANA, SUITE 1400 HOUSTON, TX 77002	$ 11,119,582.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
3	JEFF AND MINDY HILDEBRAND 1201 LOUISIANA, SUITE 1400 HOUSTON, TX 77002	$ 519,230.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
4	JEFF AND MINDY HILDEBRAND 1201 LOUISIANA, SUITE 1400 HOUSTON, TX 77002	$ 1,201,138.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization HILDEBRAND FOUNDATION

Employer identification number 76-0699250

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	SEE ATTACHMENT 12	$ 16,703,622.	11/15/2011
3	SEE ATTACHMENT 12	$ 623,455.	11/16/2011
4	SEE ATTACHMENT 13	$ 1,654,832.	11/17/2011
		$	
		$	
		$	

Name of organization HILDEBRAND FOUNDATION

Employer identification number 76-0699250

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BNY MELLON, N.A. - EQUITY	271,136.	271,136.
BNY MELLON, N.A. - FIXED INCOME	194,948.	194,948.
BOND AMORTIZATION - TEI	-12,960.	
BNY MELLON, N.A. - FIXED INCOME - OID	2,726.	2,726.
BOND AMORTIZATION - TEI	-26,966.	
BNY MELLON, N.A. - FIXED INCOME - TEI	34,811.	
TRUSTEE FEES ALLOCATE TO TEI	-227.	
BNY MELLON, N.A. - EQUITY INCOME	181,935.	181,935.
ACCRETION OF DISCOUNT	4,732.	4,732.
TOTAL	650,135.	655,477.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREP FEES	9,505.	4,752.		4,753.
TOTALS	9,505.	4,752.		4,753.

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT FEES	77,766.	77,766.
ADMINISTRATIVE FEES	2,493.	2,493.
*MANAGEMENT FEES	16,253.	16,253.
TOTALS	96,512.	96,512.

* A CORPORATION OWNED BY MR. AND MRS. HILDEBRAND IS PAID A FEE TO PROVIDE BOOKKEEPING AND ADMINISTATIVE SERVICES FOR THE FOUNDATION.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	3,178.	3,178.
EXCISE TAX	91,000.	
TOTALS	94,178.	3,178.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
MISCELLANEOUS EXPENSES	1,418.
TOTALS	1,418.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BNY MELLON EQUITY ATCH 6A	27,418,745.	32,665,940.
BNY MELLON FIXED ATCH 6B	10,896,623.	11,058,946.
BNY MELLON EQUITY CUST ATCH 6C	21,138,331.	22,200,669.
TOTALS	59,453,699.	65,925,555.

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
	EQUITIES					
	INDIVIDUAL EQUITY HOLDINGS					
	ENERGY					
15,514 00	C&J ENERGY SERVICES INC CUSIP 12467B304	326,396 85	324,708 02	20 9300	0 00	0 00
8,772 00	CHEVRON CORPORATION CUSIP 166764100	696,839 37	933,340 80	106 4000	0 00	3 05
8,088 00	CONOCOPHILLIPS CUSIP 20825C104	446,827 87	589,372 56	72 8700	0 00	3 62
14,906 00	EXXON MOBIL CORP CUSIP 30231G102	1,006,866 66	1,263,432 56	84 7600	0 00	2 22
7,319 00	HALLIBURTON CO CUSIP 406216101	264,042 02	252,578 69	34 5100	0 00	1 04
	TOTAL ENERGY	2,740,972 77	3,363,432 63		0 00	2 39
	MATERIALS					
4,888 00	BALL CORP CUSIP 058498106	163,562 41	174,550 48	35 7100	0 00	0 79

ATTACHMENT 6A

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
9,430 00	DU PONT (E I) DE NEMOURS CUSIP 263534109	435,334 49	431,705 40	45 7800	0 00	3 58
1,616 00	PRAXAIR INC CUSIP 74005P104	160,479 85	172,750 40	106 9000	0 00	1 87
	TOTAL MATERIALS	759,376 75	779,006 28		0 00	2 58
	INDUSTRIALS					
7,672 00	CATERPILLAR INC CUSIP 149123101	631,466 37	695,083 20	90 6000	0 00	2 03
4,639 00	DEERE & CO CUSIP 244199105	365,052 38	358,826 65	77 3500	1,901 99	2 12
5,144 00	UNITED PARCEL SERVICE CL B CUSIP 911312106	292,373 96	376,489 36	73 1900	0 00	2 84
7,697 00	UNITED TECHNOLOGIES CORP CUSIP 913017109	447,467 89	562,573 73	73 0900	0 00	2 63
	TOTAL INDUSTRIALS	1,736,360 60	1,992,972 94		1,901 99	2 37
	CONSUMER DISCRETIONARY					
933 00	AUTOZONE INC CUSIP 053332102	301,763 43	303,197 01	324 9700	0.00	0 00
5,974 00	BED BATH & BEYOND INC CUSIP 075896100	342,622 61	346,312 78	57 9700	0 00	0 00
15,778 00	HOME DEPOT INC CUSIP 437076102	463,416 65	663,307 12	42 0400	0 00	2 76
14,770 00	MC DONALD'S CORPORATION CUSIP 580135101	1,073,387 38	1,481,874 10	100 3300	0 00	2 79

ATTACHMENT 6A

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
13,005 00	STARBUCKS CORP CUSIP 855244109	465,992 83	598,360 05	46 0100	0 00	1 48
0 00	TIFFANY & CO NEW CUSIP 886547108	0 00	0.00	66 2600	752 26	0 00
	TOTAL CONSUMER DISCRETIONARY	2,647,182 90	3,393,051 06		752 26	2 02
	CONSUMER STAPLES					
14,827 00	COCA - COLA CO CUSIP 191216100	795,585 21	1,037,445 19	69 9700	0 00	2 69
6,180 00	COSTCO WHSL CORP NEW CUSIP 22160K105	379,292 61	514,917 60	83 3200	0 00	1 15
10,612 00	PEPSICO INC CUSIP 713448108	597,407 02	704,106 20	66 3500	3,180 64	3 11
23,557 00	PHILIP MORRIS INTERNAT-W/I CUSIP 718172109	1,263,806 56	1,848,753 36	78 4800	18,138 89	3 93
5,575 00	PROCTER & GAMBLE CO CUSIP 742718109	351,906 81	371,908 25	66 7100	0 00	3 15
13,254 00	WAL MART STORES INC CUSIP 931142103	699,783 56	792,059 04	59 7600	2,815 25	2 44
20,995 00	WALGREEN CO CUSIP 931422109	698,496 19	694,094 70	33 0600	0 00	2 72
	TOTAL CONSUMER STAPLES	4,786,277 96	5,963,284 34		24,134 78	2 99
	HEALTHCARE					
6,034 00	ABBOTT LABORATORIES CUSIP 002824100	319,420 84	339,291 82	56 2300	0 00	3 42

ATTACHMENT 6A

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
12,962 00	BRISTOL-MYERS SQUIBB CO CUSIP 110122108	400,955 55	456,780 88	35 2400	0 00	3 86
4,870 00	CELGENE CORP CUSIP 151020104	310,953 09	329,212 00	67 6000	0 00	0 00
9,153 00	JOHNSON & JOHNSON CUSIP 478160104	537,857 81	600,253 74	65 5800	0 00	3 48
9,786 00	MERCK & CO INC CUSIP 58933Y105	341,921 36	368,932 20	37 7000	2,391 90	4 46
17,355 00	PFIZER INC CUSIP 717081103	325,342 22	375,562 20	21 6400	0 00	4 07
9,733 00	UNITEDHEALTH GROUP INC CUSIP 91324P102	457,514 97	493,268 44	50 6800	0 00	1 28
4,386 00	WATSON PHARMACEUTICALS INC CUSIP 942683103	283,902 40	264,651 24	60 3400	0 00	0 00
	TOTAL HEALTHCARE	2,977,868 24	3,227,952 52		2,391 90	2 73
	FINANCIALS					
14,867 00	AMERICAN EXPRESS CO CUSIP 025816109	647,313 32	701,276 39	47 1700	0 00	1 53
5,671 00	CHUBB CORP CUSIP 171232101	333,371 56	392,546 62	69 2200	2,211.69	2 25
2,467 00	INTERCONTINENTALEXCHANGE INC CUSIP 45865V100	293,816 50	297,396 85	120 5500	0 00	0 00
29,843 00	JP MORGAN CHASE & CO CUSIP 46625H100	836,026 67	992,279 75	33 2500	0 00	3 01
8,761 00	NORTHERN TR CORP CUSIP 665859104	325,591 59	347,461 26	39 6600	1,427 72	2 83

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
12,912 00	US BANCORP CUSIP 902973304	329,375 68	349,269 60	27 0500	1,614 00	1 85
	TOTAL FINANCIALS	2,765,495 32	3,080,230 47		5,253 41	2 13
	INFORMATION TECHNOLOGY					
2,560 00	APPLE INC CUSIP 037833100	421,439 49	1,036,800 00	405 0000	0 00	0 00
45,597 00	CISCO SYSTEMS INC CUSIP 17275R102	819,133 14	824,393 76	18 0800	0 00	1 33
19,406 00	E M C CORP MASS CUSIP 268648102	450,011 86	418,005 24	21 5400	0 00	0 00
2,108 00	GOOGLE INC - CL A CUSIP 38259P508	1,071,196 39	1,361,557 20	645 9000	0 00	0 00
23,770 00	INTEL CORP CUSIP 458140100	407,328 44	576,422 50	24 2500	0 00	3 46
7,529 00	INTERNATIONAL BUSINESS MACHINES CORP CUSIP 459200101	963,572 23	1,384,432 52	183 8800	0 00	1 63
3,418 00	MASTERCARD INC-CLASS A CUSIP 57636Q104	1,188,649 66	1,274,298 76	372 8200	0 00	0 16
35,607 00	MICROSOFT CORPORATION CUSIP 594918104	800,791 95	924,357 72	25 9600	0 00	3 08
6,501 00	QUALCOMM INC CUSIP 747525103	339,470 53	355,604 70	54 7000	0 00	1 57
3,898 00	VISA INC-CLASS A SHRS CUSIP 92826C839	362,604 36	395,763 94	101 5300	0 00	0 87
	TOTAL INFORMATION TECHNOLOGY	6,824,198 05	8,551,636 34		0 00	1 09

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
	TELECOMMUNICATIONS SERVICES					
16,696 00	AT&T INC CUSIP 00206R102	476,377 47	504,887 04	30 2400	0 00	5 82
9,139 00	VERIZON COMMUNICATIONS INC CUSIP 92343V104	337,683 71	366,656 68	40 1200	0 00	4 99
	TOTAL TELECOMMUNICATIONS SERVICES	814,061 18	871,543 72		0 00	5 47
	INTERNATIONAL					
3,763 00	BHP LTD CUSIP 088606108	203,011 65	265,780 69	70 6300	0 00	2 86
5,660 00	NOVARTIS AG-ADR CUSIP 66987V109	280,173 44	323,582 20	57 1700	0 00	3 51
3,702 00	SCHLUMBERGER LTD CUSIP 806857108	276,369 48	252,883 62	68 3100	538 75	1 46
9,231 00	UNILEVER NV NEW YORK SHS ADR NEW CUSIP 904784709	304,038 03	317,269 47	34 3700	0 00	3 07
19,352 00	WEATHERFORD INTL LTD CUSIP H27013103	295,759 69	283,313 28	14 6400	0 00	0 00
	TOTAL INTERNATIONAL	1,359,352 29	1,442,829 26		538 75	2 25
	TOTAL INDIVIDUAL EQUITY HOLDINGS	27,411,146 06	32,665,939 56		34,973.09	2 21
	TOTAL EQUITIES	27,411,146 06	32,665,939 56		34,973 09	2 21
		7,598 41 wash sale loss disallowed				
		27,418,744 47				

ATTACHMENT 6A

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
	FIXED INCOME					
	FIXED INCOME INDIVIDUAL HOLDINGS					
	TAX EXEMPT					
	MUNICIPAL					
250,000 00	HOUSTON TEX HEALTH 7 125% 2/15/34 CUSIP 442376AH2	279,999 76	285,995 00	114 3980	6,729 17	6 23
100,000 00	MASSACHUSETTS ST SPL 5 375% 6/01/20 CUSIP 576004EG6	102,089 66	102,141 00	102 1410	447 92	5 26
300,000 00	UNIVERSITY TEX PERM 5 25% 7/01/19 CUSIP 915115M22	300,000 00	300,042 00	100 0140	7,875 00	5.25
	TOTAL MUNICIPAL	682,089 42	688,178 00		15,052 09	5 66
	TOTAL TAX EXEMPT	682,089 42	688,178 00		15,052 09	5 66
	TAXABLE					
	MUNICIPAL					
200,000 00	ARIZONA ST TRANSPRTN 0 954% 7/01/13 CUSIP 040654UP8	200,000 00	200,132 00	100 0660	169 60	0 95

ATTACHMENT 6B

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
100,000 00	BALTIMORE CNTY MD 2 4% 11/01/13 CUSIP 05914FFW5	100,906 00	102,958 00	102 9580	400 00	2 33
400,000 00	BALTIMORE CNTY MD 3 875% 11/01/16 CUSIP 05914FFB1	421,732 00	444,664 00	111 1660	2,583 33	3 49
300,000 00	COLORADO SPRINGS CO 3 574% 11/15/15 CUSIP 196632MG5	321,972 00	320,643 00	106 8810	1,370 03	3 34
300,000 00	GEORGIA ST 2 97% 10/01/18 CUSIP 373384RQ1	300,000 00	315,747 00	105 2490	2,227 50	2 82
200,000 00	GREENSBORO N C 3 263% 10/01/19 CUSIP 395460V21	200,000 00	207,752 00	103 8760	1,631 50	3 14
100,000 00	JOHNSON CNTY KANS UNI 4 25% 9/01/19 CUSIP 478718D55	100,000 00	109,891 00	109 8910	1,416 67	3 87
200,000 00	KING CNTY WASH SCH DI 2 55% 6/01/17 CUSIP 494836HT9	200,600 00	206,422 00	103 2110	425 00	2 47
275,000 00	MADISON WIS 2 0% 10/01/15 CUSIP 55844RDC5	277,329 25	282,843 00	102 8520	1,375 00	1 95
300,000 00	MAINE MUN BD BK 2 925% 11/01/17 CUSIP 5604596X2	300,000 00	300,528 00	100 1760	1,462 50	2 92
350,000 00	METROPOLITAN COUNCIL 2 0% 12/01/14 CUSIP 591852QL5	350,000 00	357,430 50	102 1230	583 33	1 96
200,000 00	RICHLAND CNTY S C 2 5% 3/01/17 CUSIP 763631B72	201,174 00	207,682 00	103 8410	1,666 67	2 41
285,000 00	TEXAS ST 3 194% 10/01/19 CUSIP 882722J69	285,000 00	301,618 35	105 8310	3,565 30	3 02
300,000 00	VIRGINIA ST HSG DEV 2 298% 3/01/17 CUSIP 92812QV87	300,000 00	300,651 00	100 2170	172 35	2 29
500,000 00	VIRGINIA ST HSG DEV 4 504% 3/01/23 CUSIP 92812QW60	500,000 00	507,205 00	101 4410	563 00	4 44

ATTACHMENT 6B

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
	TOTAL MUNICIPAL	4,058,713 25	4,166,166 85		19,611 78	2 88
	U S GOVERNMENT					
59,470 42	FHLMC REMIC 2394 MC 6 0% 12/15/16 CUSIP 31339LFD7	63,949 28	63,532 25	106 8300	297 35	5 62
18,692 92	FHLMC REMIC 2530 BH 5 0% 11/15/17 CUSIP 31393F6K7	19,927 48	19,982 36	106 8980	77 89	4 68
91,604 03	FHLMC REMIC 2647 A 3 25% 4/15/32 CUSIP 31394GBQ5	90,313 64	94,484 98	103 1450	248 09	3 15
620,093 02	FHLMC REMIC 3440 JE 4 0% 10/15/17 CUSIP 31397T5M0	645,090 52	642,484 58	103 6110	2,066 98	3 86
64,925 49	FHLMC REMIC 3634 BA 4 5% 8/15/27 CUSIP 31398WE34	67,441 35	67,422 52	103 8460	243 47	4 33
50,011 41	FHLMC REMIC 3642 DA 4 0% 5/15/24 CUSIP 31398V6L5	51,668 04	52,166 40	104 3090	166 70	3 84
509,657 42	FHLMC REMIC 3774 AB 3 5% 12/15/20 CUSIP 3137A3V30	536,095 90	542,581 29	106 4600	1,486 50	3 29
198,808 91	FHLMC REMIC 3864 PG 3 5% 5/15/26 CUSIP 3137ABEC1	206,699 14	211,327 91	106 2970	579 86	3 29
29,448 24	FNMA POOL # 814101 2 375% 1/1/35 CUSIP 31406MNS1	29,089 64	30,852 92	104 7700	58 28	2 27
127,408 41	FNMA REMIC 2008-45 AV 5 0% 5/25/19 CUSIP 31397LUP2	134,774 23	133,718 95	104 9530	530 87	4 77
210,099 18	FNMA REMIC 2009-89 BV 4 5% 12/25/20 CUSIP 31398FY70	226,250 54	222,652 61	105 9750	787 87	4 25
2,871 94	GNMA REMIC 2004-20 C 4 43% 4/16/34 CUSIP 38373MLA6	2,769 52	2,874 98	100 1060	10 60	4 43

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
56,635 74	GNMA REMIC 2005-29 A 4 919% 9/16/34 CUSIP 38373MPU8	55,329 95	62,076 17	109 6060	232 16	4 49
425,000 00	U S TREASURY NOTE 1 875% 8/31/17 CUSIP 912828NW6	443,012 78	444,822 00	104 6640	2,692 74	1 79
450,000 00	U S TREASURY NOTE 1 875% 10/31/17 CUSIP 912828PF1	468,316 41	470,497 50	104 5550	1,437 16	1 79
450,000 00	U S TREASURY NOTE 2 625% 8/15/20 CUSIP 912828NT3	479,865 24	485,334 00	107 8520	4,461 79	2 43
370,000 00	U S TREASURY NOTE 1 375% 10/15/12 CUSIP 912828LR9	372,361 72	373,600 10	100 9730	1,084 87	1 36
450,000 00	UNITED STATES T-NOTE 2 625% 4/30/18 CUSIP 912828QG8	487,335 94	489,973 50	108 8830	2,012 02	2 41
500,000 00	US TREASURY NOTE 1 75% 10/31/18 CUSIP 912828RP7	510,585 94	514,610 00	102 9220	1,490 38	1 70
	TOTAL U S GOVERNMENT	4,890,877 26	4,924,995 02		19,965 58	2 75
	CORPORATE					
100,000 00	ANDREW W MELLON FOUND 3 95% 8/01/14 CUSIP 03444RAA6	102,710 00	107,586 00	107 5860	1,645 83	3 67
500,000 00	STANFORD UNIVERSITY 3 625% 5/01/14 CUSIP 854403AA0	534,380 00	533,665 00	106 7330	3,020 83	3 40
	TOTAL CORPORATE	637,090 00	641,251 00		4,666 66	3 44
	TOTAL TAXABLE	9,586,680 51	9,732,412 87		44,244 02	2 85
	INTERNATIONAL					

ATTACHMENT 6B

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
500,000 00	STATE OF ISRAEL 5 5% 9/18/23 CUSIP 46513EFF4	627,853 00	638,355 00	127 6710	7,868 06	4 31
	TOTAL INTERNATIONAL	627,853 00	638,355 00		7,868 06	4 31
	TOTAL FIXED INCOME INDIVIDUAL HOLDINGS	10,896,622 93	11,058,945 87		67,164 17	3 11
	TOTAL FIXED INCOME	10,896,622 93	11,058,945 87		67,164 17	3 11

ATTACHMENT 6B

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
	FIXED INCOME					
	FIXED INCOME MUTUAL FUNDS					
	TAXABLE					
7,774 00	ISHARES IBOXX H/Y CORP BOND CUSIP 464288513	692,191 29	695,228 82	89 4300	4,156 89	7 51
6,867 00	ISHARES IBOXX INV GR CORP BD CUSIP 464287242	770,919 73	781,189 92	113 7600	2,661 95	4 39
	TOTAL TAXABLE	1,463,111 02	1,476,418 74		6,818 84	5 86
	TOTAL FIXED INCOME MUTUAL FUNDS	1,463,111 02	1,476,418 74		6,818 84	5 86
	TOTAL FIXED INCOME	1,463,111 02 (1)	1,476,418 74 (2)		6,818 84	5 86
	EQUITIES					
	INDIVIDUAL EQUITY HOLDINGS					
	ENERGY					

ATTACHMENT 6C

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
4,705 00	CHEVRON CORPORATION CUSIP 166764100	449,751 10	500,612 00	106 4000	0 00	3 05
9,820 00	CONOCOPHILLIPS CUSIP 20825C104	688,564 19	715,583 40	72 8700	0 00	3 62
10,057 00	MARATHON OIL CORP CUSIP 565849106	285,792 43	294,368 39	29 2700	0 00	2 05
	TOTAL ENERGY	1,424,107 72	1,510,563 79		0 00	3 13
	MATERIALS					
4,637 00	DU PONT (E I) DE NEMOURS CUSIP 263534109	221,763 35	212,281 86	45 7800	0 00	3 58
6,841 00	INTERNATIONAL PAPER CO CUSIP 460146103	199,060 00	202,493 60	29 6000	0 00	3 55
7,297 00	MEADWESTVACO CORP CUSIP 583334107	222,088 25	218,545 15	29 9500	0 00	3 34
	TOTAL MATERIALS	642,911 60	633,320 61		0 00	3 49
	INDUSTRIALS					
28,061 00	GENERAL ELECTRIC COMPANY CUSIP 369604103	452,840 95	502,572 51	17 9100	4,770 37	3 80
4,141 00	LOCKHEED MARTIN CORP CUSIP 539830109	318,293 98	335,006 90	80 9000	0 00	4 95
	TOTAL INDUSTRIALS	771,134 93	837,579 41		4,770 37	4 26
	CONSUMER DISCRETIONARY					

ATTACHMENT 6C

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
4,023 00	GENUINE PARTS CO CUSIP 372460105	229,401 48	246,207 60	61 2000	1,039 95	2 94
4,842 00	MC DONALD'S CORPORATION CUSIP 580135101	405,073 20	485,797 86	100 3300	0 00	2 79
	TOTAL CONSUMER DISCRETIONARY	634,474 68	732,005 46		1,039 95	2 84
	CONSUMER STAPLES					
40,029 00	ALTRIA GROUP INC CUSIP 02209S103	1,140,901 26	1,186,859 85	29 6500	16,411 89	5 53
7,910 00	COCA - COLA CO CUSIP 191216100	531,374 42	553,462 70	69 9700	0 00	2 69
5,155 00	DR PEPPER SNAPPLE GROUP-W/I CUSIP 26138E109	199,203 01	203,519 40	39 4800	947 52	3 24
7,569 00	HEINZ H J CO CUSIP 423074103	401,843 02	409,028 76	54 0400	3,633.12	3 55
4,245 00	KIMBERLY CLARK CORP CUSIP 494368103	297,492 02	312,262 20	73 5600	1,706 60	3 81
11,797 00	KRAFT FOODS INC CL A CUSIP 50075N104	419,992 77	440,735 92	37 3600	3,421 13	3 11
10,297 00	PHILIP MORRIS INTERNAT-W/I CUSIP 718172109	682,341 64	808,108 56	78 4800	7,928 69	3 93
5,592 00	PROCTER & GAMBLE CO CUSIP 742718109	360,758 89	373,042 32	66 7100	0 00	3 15
24,413 00	REYNOLDS AMERICAN INC CUSIP 761713106	975,043 59	1,011,186 46	41 4200	7,851 76	5 41
5,660 00	SYSCO CORP CUSIP 871829107	168,825 45	166,007 80	29 3300	0 00	3 68

ATTACHMENT 6C

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
	TOTAL CONSUMER STAPLES	5,177,776 07	5,464,213 97		41,900 71	4 24
	HEALTHCARE					
10,277 00	BRISTOL-MYERS SQUIBB CO CUSIP 110122108	321,704 03	362,161 48	35 2400	0 00	3 86
9,752 00	LILLY ELI & CO CUSIP 532457108	382,334 87	405,293 12	41 5600	0 00	4.72
7,607 00	MERCK & CO INC CUSIP 58933Y105	272,041 19	286,783 90	37 7000	1,834 98	4 46
23,458 00	PFIZER INC CUSIP 717081103	475,624 85	507,631 12	21 6400	0 00	4 07
	TOTAL HEALTHCARE	1,451,704 94	1,561,869 62		1,834 98	4 26
	FINANCIALS					
3,805 00	EQUITY RESIDENTIAL CUSIP 29476L107	217,422 99	216,999 15	57 0300	1,239 99	3 98
12,547 00	HCP INC CUSIP 40414L109	478,564 69	519,822 21	41 4300	0 00	4 64
6,200 00	JP MORGAN CHASE & CO CUSIP 46625H100	196,728 29	206,150 00	33 2500	0 00	3 01
7,569 00	MARSH & MCLENNAN COS INC CUSIP 571748102	228,429 35	239,331 78	31 6200	0 00	2 78
8,417 00	NATIONAL RETAIL PROPERTIES CUSIP 637417106	218,208 27	222,040 46	26 3800	0 00	5 84
14,661 00	VALLEY NATL BANCORP CUSIP 919794107	181,366 23	181,356 57	12 3700	1,452 45	5 58

ATTACHMENT 6C

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
5,251 00	VENTAS INC CUSIP 92276F100	280,801 81	289,487 63	55 1300	0 00	4 17
8,660 00	WEINGARTEN REALTY INVESTMENT CUSIP 948741103	199,921 40	188,961 20	21 8200	0 00	5.04
	TOTAL FINANCIALS	2,001,443 03	2,064,149 00		2,692 44	4 37
	INFORMATION TECHNOLOGY					
19,568 00	INTEL CORP CUSIP 458140100	452,351 36	474,524 00	24 2500	0 00	3 46
12,070 00	MICROSOFT CORPORATION CUSIP 594918104	311,959 05	313,337 20	25 9600	0 00	3 08
	TOTAL INFORMATION TECHNOLOGY	764,310 41	787,861 20		0 00	3 31
	TELECOMMUNICATIONS SERVICES					
27,482 00	AT&T INC CUSIP 00206R102	808,628 06	831,055 68	30 2400	0 00	5 82
22,422 00	VERIZON COMMUNICATIONS INC CUSIP 92343V104	846,846 14	899,570 64	40 1200	0 00	4 99
	TOTAL TELECOMMUNICATIONS SERVICES	1,655,474 20	1,730,626 32		0 00	5 39
	UTILITIES					
24,906 00	CENTERPOINT ENERGY INC CUSIP 15189T107	477,488 07	500,361 54	20 0900	0 00	3 93
7,569 00	CONSOLIDATED EDISON INC CUSIP 209115104	433,527 53	469,505 07	62 0300	0 00	3 87

ATTACHMENT 6C

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
6,206 00	DOMINION RES INC VA NEW CUSIP 25746U109	309,361 48	329,414 48	53 0800	0 00	3 71
20,185 00	DUKE ENERGY CORP CUSIP 26441C105	407,874 99	444,070 00	22 0000	0 00	4 55
6,574 00	EXELON CORP CUSIP 30161N101	279,271 63	285,114 38	43 3700	0 00	4 84
4,501 00	PINNACLE WEST CAP CORP CUSIP 723484101	206,901 13	216,858 18	48 1800	0 00	4 36
4,160 00	PROGRESS ENERGY INC CUSIP 743263105	215,044 29	233,043 20	56 0200	1,077 44	4 43
4,501 00	SCANA CORP NEW CUSIP 80589M102	190,397 43	202,815 06	45 0600	1,253 73	4 31
9,615 00	SOUTHERN CO CUSIP 842587107	411,652 63	445,078 35	46 2900	0 00	4 08
10,365 00	TECO ENERGY INC CUSIP 872375100	192,578 07	198,386 10	19 1400	0 00	4 49
	TOTAL UTILITIES	3,124,097 25	3,324,646 36		2,331 17	4 20
	INTERNATIONAL					
2,523 00	DIAGEO PLC SPONSORED ADR NEW CUSIP 25243Q205	205,516 53	220,560 66	87 4200	0 00	2 97
7,718 00	GLAXO SMITHKLINE PLC SPONS ADR CUSIP 37733W105	341,218 27	352,172 34	45 6300	1,400 89	4 84
9,752 00	ROYAL DUTCH SHELL PLC-ADR B CUSIP 780259107	700,612 88	741,249 52	76 0100	0 00	4 42
10,251 00	VODAFONE GROUP PLC-SP ADR CUSIP 92857W209	281,617 15	287,335 53	28 0300	2,183 87	5 15

ATTACHMENT 6C

SHARES/ PAR VALUE	DESCRIPTION	COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME	YIELD ON MARKET
	TOTAL INTERNATIONAL	1,528,964 83	1,601,318 05		3,584 76	4 44
	TOTAL INDIVIDUAL EQUITY HOLDINGS	19,176,399 66	20,248,153 79		58,154 38	4 17
	EQUITY MUTUAL FUNDS					
	DOMESTIC					
13,366 00	ISHARES S&P PREF STK INDX FN CUSIP 464288687	498,820 28	476,096 92	35 6200	2,439 96	6 98
	TOTAL DOMESTIC	498,820 28	476,096 92		2,439 96	6 98
	TOTAL EQUITY MUTUAL FUNDS	498,820 28	476,096 92		2,439 96	6 98
	TOTAL EQUITIES	19,675,219 94 (1)	20,724,250 71 (2)		60,594 34	4 23

$\Sigma (1) = 21138330.96$ $\Sigma (2) = 22200669.45$

ATTACHMENT 6C

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

ATTACHMENT 7

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JEFFERY D. HILDEBRAND 1201 LOUISIANA, SUITE 1400 HOUSTON, TX 77002	PRESIDENT 2.00	0	0	0
A CORPORATION OWNED BY MR. & MRS HILDEBRAND IS PAID A FEE TO PROVIDE BOOKKEEPING AND ADMINISTRATIVE SERVICES FOR THE FOUNDATION.				
MELINDA B. HILDEBRAND 1201 LOUISIANA, SUITE 1400 HOUSTON, TX 77002	VICE PRESIDENT 1.00	0	0	0
A CORPORATION OWNED BY MR. & MRS HILDEBRAND IS PAID A FEE TO PROVIDE BOOKKEEPING AND ADMINISTRATIVE SERVICES FOR THE FOUNDATION.				
JEAN-PAUL BUDINGER 1201 LOUISIANA, SUITE 1400 HOUSTON, TX 77002	DIRECTOR 1.00	0	0	0
	GRAND TOTALS	0	0	0

ATTACHMENT 8

FORM 990PF, PART XIII - DISTRIBUTION FROM CORPUS ELECTION

THE TAXPAYER HEREBY ELECTS TO TREAT THE CURRENT YEAR QUALIFYING DISTRIBUTIONS AS DISTRIBUTIONS MADE OUT OF CORPUS AS ALLOWED BY TREASURY REGULATIONS SECTION 53.4942(A)-3(D)(2). ACCORDINGLY, THE TAXPAYER'S PRIOR YEARS' EXCESS DISTRIBUTIONS WILL SATISFY THE 2011 DISTRIBUTION OF INCOME REQUIREMENT.

ATTACHMENT 9

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

JOHN LARSEN
1201 LOUISIANA, SUITE 1400
HOUSTON, TX 77002

ATTACHMENT 10

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

CHARITIES SHOULD SUBMIT A REQUEST IN WRITING, ON THE CHARITY'S LETTERHEAD, REQUESTING THE DONATION THEY ARE SEEKING AS WELL AS THE PURPOSE THE DONATION WILL SERVE.

Recipient Name and Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
A Great Cathedral For A Great City PO Box 907, Houston, TX 77001-0907	Public Charity	Capital Campaign	(200,000 00)
Amazing Place 3735 Drexel, Houston, TX 77027	Public Charity	Unrestricted Operating Expenses	(3,000 00)
Arrow Child & Family Ministries 2929 FM 2920 Rd, Spring, TX 77388	Public Charity	Unrestricted Operating Expenses	(5,000 00)
Boys and Girls Country 18806 Roberts Road, Hockley, TX 77447	Public Charity	Spring Festival Underwriting	(10,000.00)
Bread of Life 1703 Gray St, Houston, TX 77003	Public Charity	Unrestricted Operating Expenses	(100,000 00)
Brookwood Community 1752 FM 1489, Brookshire, TX 77423	Public Charity	Unrestricted Operating Expenses	(24,650 00)
Inspire Women 1415 South Voss, Suite 110-516, Houston, TX 77057	Public Charity	Unrestricted Operating Expenses	(500 00)
Interfaith Care Partners 701 N Post Oak Road, Suite 330, Houston, TX 77024	Public Charity	Unrestricted Operating Expenses	(2,500 00)
Catholic Charities 2900 Louisiana Street, Houston, TX 77006	Public Charity	Unrestricted Operating Expenses	(10,000 00)
Camp Aranzazu 5420 FM 1781, Rockport, TX 78382-7622	Public Charity	Unrestricted Operating Expenses	(25,000 00)
Catholic Charities 2900 Louisiana Street, Houston, TX 77006	Public Charity	HIV/AIDS Minsitry	(10,000 00)
Catholic Charities 2900 Louisiana Street, Houston, TX 77006	Public Charity	Reaching out in Faith Campaign	(200,000 00)
Catholic Relief Service 228 West Lexington Street, Baltimore, MD 21201-3443	Public Charity	Japan Aid	(10,000 00)

Recipient Name and Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Catholic Relief Service 228 West Lexington Street, Baltimore, MD 21201-3443	Public Charity	Somalia Aid	(10,000 00)
Christian Community Service Center PO Box 27924, Houston, TX 77227	Public Charity	Unrestricted Operating Expenses	(1,250 00)
Christian Community Service Center PO Box 27924, Houston, TX 77227	Public Charity	Unrestricted Operating Expenses	(2,500 00)
Christus Foundation for Healthcare PO Box 1919, Houston, TX 77251	Public Charity	Unrestricted Operating Expenses	(50,000 00)
Cristo Rey Jesuit 6700 Mount Carmel Street, Houston, TX 77087	Public Charity	Gulfstream Major Underwriter	(50,000 00)
Faith in Practice 2427 Broadway, San Diego, CA 92102	Public Charity	Moorheads mission trip to Guatemala	(2,500 00)
Episcopal High School 4650 Bissonnet St, Bellaire, TX 77401	Public Charity	Unrestricted Operating Expenses	(26,000 00)
Episcopal High School 4650 Bissonnet St, Bellaire, TX 77401	Public Charity	Capital Campaign	(500,000 00)
Episcopal High School 4650 Bissonnet St, Bellaire, TX 77401	Public Charity	Choices Program	(75,000 00)
Global Media Outreach 910 E. Hamilton Ave, Suite 120, Campbell, CA 95008	Public Charity	Unrestricted Operating Expenses	(500 00)
Mission Yahweh 10247 Algiers, Houston, TX 77041	Public Charity	Unrestricted Operating Expenses	(15,000 00)
Fellowship of Christian Athletes 8701 Leeds Road, Kansas City, MO 64129	Public Charity	Unrestricted Operating Expenses	(68,000 00)
Krist Samaritan Center 17555 El Camino Real, Houston, TX 77058	Public Charity	Counseling Assistance Fund	(500 00)
Intervarsity Christian Fellowship 6400 Schroeder Road, PO Box 7895, Madison WI 53707	Public Charity	Unrestricted Operating Expenses	(5,000 00)

Recipient Name and Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Lifehouse of Houston P O Box 27127, Houston, TX 77227	Public Charity	Unrestricted Operating Expenses	(1,500 00)
Lifehouse of Houston P O Box 27127, Houston, TX 77227	Public Charity	Unrestricted Operating Expenses	(10,000 00)
Majella Society 11615 Angus Rd, Suite 102, Austin, TX 78759	Public Charity	Unrestricted Operating Expenses	(15,000 00)
Memorial Assistance Ministries 1625 Blalock Road, Houston, TX 77080	Public Charity	Next Step Capital Campaign	(200,000 00)
Lord of the Streets Episcopal Church 3401 Fannin St, Houston, TX 77004	Public Charity	Community of the Streets Outreach	(15,000 00)
Mission Enablers International PO Box 1311, Fayetteville, AR 72702	Public Charity	Unrestricted Operating Expenses	(5,000 00)
Nehemiah Center 5015 Fannin, Houston, TX 77004	Public Charity	Unrestricted Operating Expenses	(5,000 00)
Open Door Mission Foundation PO Box 849, Houston, TX 77001	Public Charity	Unrestricted Operating Expenses	(10,000 00)
Pine Cove Christian Camp PO Box 9055, Tyler, TX 75711	Public Charity	Outback Youth Camp	(250,000 00)
Small Steps Nurturing Center 1709 DePelchin, Houston, TX 77007	Public Charity	Commission Camping Program	(10,000.00)
St Luke's Center for Counseling 2714 Joanel St Houston, TX 77027	Public Charity	Unrestricted Operating Expenses	(2,500 00)
Pregnancy Center of Fort Bend Co 4203 Ave H Suite 16, Rosenberg, TX 77471	Public Charity	Unrestricted Operating Expenses	(2,500.00)
St Mary's Catholic Center Texas A&M 603 Church Avenue, College Station, TX 77840	Public Charity	Unrestricted Operating Expenses	(5,000.00)
River Oaks Baptist School 2300 Willowick, Houston, TX 77027	Public Charity	Endowment	(200,000 00)

Recipient Name and Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
River Oaks Baptist School 2300 Willowick, Houston, TX 77027	Public Charity	Unrestricted Operating Expenses	(10,000 00)
San Jose Clinic 2615 Fannin Street, Houston, TX 77002	Public Charity	Unrestricted Operating Expenses	(15,000 00)
SeAM P O Box 267, South Houston, TX 77587	Public Charity	Unrestricted Operating Expenses	(1,500 00)
Sarah's House PO Box 4995, Pasadena, TX 77502	Public Charity	Unrestricted Operating Expenses	(5,000 00)
Search Homeless Services 2505 fannin St, Houston, TX 77002	Public Charity	Unrestricted Operating Expenses	(5,000.00)
St. Anne Catholic Community 2140 Westheimer Rd, Houston, TX 77098	Public Charity	Faith in Action capital campaign	(10,000 00)
St. James House 5800 West Baker Road, Baytown, TX 77520	Public Charity	Unrestricted Operating Expenses	(5,000 00)
Star of Hope PO Box 1308, Houston, TX 77251	Public Charity	Unrestricted Operating Expenses	(49,900 00)
Star of Hope PO Box 1308, Houston, TX 77251	Public Charity	Unrestricted Operating Expenses	(200,000 00)
St Mary's Catholic Church 533 East Main Street, Aspen, CO 81611	Public Charity	Unrestricted Operating Expenses	(20,000 00)
St Michael Catholic Church 1801 Sage Road, Houston, TX 77056	Public Charity	Unrestricted Operating Expenses	(20,000 00)
St Michael Catholic Church 1801 Sage Road, Houston, TX 77056	Public Charity	Building on Faith & Formation Campaign	(150,000 00)
The Forge 3150 Yellowstone Blvd, Houston, TX 77054	Public Charity	Unrestricted Operating Expenses	(20,000 00)
St Theresa Catholic Church 6622 Haskell Street, Houston, TX 77007	Public Charity	Fundraising Event - Mardi Gras in the Park	(1,500 00)

HILDEBRAND FOUNDATION 76-0699250
FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Recipient Name and Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
The Bridge Over Troubled Waters 3811 Allen-Genoa Rd, Pasadena, TX 77504	Public Charity	Brighter future Capital Campaign	(50,000 00)
The Work Faith Connection 1500 N Post Oak Rd, Houston, TX 77055	Public Charity	Unrestricted Operating Expenses	(150,000 00)
Trees of Hope 4804 NE 10th Ave, Fort Lauderdale, FL 33334	Public Charity	Children's Program	(10,000.00)
WARM 31315 FM 2920, Suite 11, Waller, TX 77484	Public Charity	Capital Campaign	(25,000 00)
Wellsprings Village, Inc PO Box 311017, Houston, TX 77231	Public Charity	Unrestricted Operating Expenses	(15,000 00)
Young Life PO Box 2920, Colorado Springs, CO 80901	Public Charity	Unrestricted Operating Expenses	(51,484 00)
Young Life PO Box 2920, Colorado Springs, CO 80901	Public Charity	Unrestricted Operating Expenses	(10,000 00)
Yellowstone Academy 3000 Trulley Street, Houston, TX 77004	Public Charity	Unrestricted Operating Expenses	(500 00)
Yellowstone Academy 3000 Trulley Street, Houston, TX 77004	Public Charity	10th Anniversary Fund	(4,000 00)
Youth With a Mission 100 West 35th Street, Suite C, National City, CA 91950	Public Charity	Costa Rica Homes of Hope Tools	(7,500.00)
Youth With a Mission 100 West 35th Street, Suite C, National City, CA 91950	Public Charity	Unrestricted Operating Expenses	(15,000 00)
Total Contributions Paid			(2,989,784 00)

ATTACHMENT 11

Stock Contribution from Jeff and Melinda Hildebrand

Transfer Date 11/15/2011

Security	Shares	High	Low	Average	GIFT VALUE	Cost Basis
AAPL	2,453	389.50	379.45	384.48	943,117	527,312
AXP	14,149	50.39	49.02	49.71	703,276	594,910
BHP	3,581	76.60	75.19	75.90	271,780	178,588
CB	5,397	67.15	66.23	66.69	359,926	286,269
COP	10,491	72.50	71.42	71.96	754,932	508,278
COST	5,882	84.73	83.15	83.94	493,735	274,430
CVX	6,175	107.33	102.46	104.90	647,727	415,784
GOOG	735	618.08	610.50	614.29	451,503	258,123
HD	15,016	38.74	37.85	38.30	575,038	328,652
IBM	5,272	189.97	185.64	187.81	990,108	475,163
INTC	27,545	25.46	24.62	25.04	689,727	387,221
JNJ	8,711	65.29	64.51	64.90	565,344	484,521
KO	10,913	68.45	67.48	67.97	741,702	520,962
MCD	15,034	94.91	93.70	94.31	1,417,781	870,463
MSFT	13,414	26.94	26.40	26.67	357,751	248,790
NVS	5,407	55.46	54.80	55.13	298,088	242,545
ORCL	15,905	33.16	32.14	32.65	519,298	265,935
PEP	4,642	64.92	63.09	64.01	297,111	231,008
PFE	24,202	20.00	19.72	19.86	480,652	420,515
PM	26,807	73.17	71.06	72.12	1,933,187	1,149,257
SBUX	10,080	43.89	42.95	43.42	437,674	309,977
UPS	4,896	71.05	70.07	70.56	345,462	231,648
UTX	7,325	79.80	78.14	78.97	578,455	358,125
WMT	12,614	58.05	57.23	57.64	727,071	623,362
XOM	14,186	79.85	78.50	79.18	1,123,177	927,744
Grand Total					16,703,622	11,119,582
Transfer Date 11/16/2011						
CAT	6,434	98.20	95.60	96.90	623,455	519,230
Grand Total					17,327,076	11,638,812

Stock Contribution from Jeff and Melinda Hildebrand
11/17/2011

Security	# shares	High	Low	Average	Gift Value	Cost Basis
MON	140	72.63	69.68	71.155	9,961.70	7838.59
AAPL	380	384.58	375.5	380.04	144,415.20	80031.8
ABC	40	38.18	37.36	37.77	1,510.80	716.4
ACN	430	57.13	55.36	56.245	24,185.35	16834.46
ADP	370	50.8	49.67	50.235	18,586.95	15333.38
AJG	290	30.95	30.19	30.57	8,865.30	7122.4
AMCX	42	37.35	36.38	36.865	1,548.33	980.43
AMP	60	45.26	43.9	44.58	2,674.80	1612.2
AMT	90	57.93	56.69	57.31	5,157.90	3948.7
AMZN	150	205.34	197.11	201.225	30,183.75	20460.48
AON	82	46.83	46.2	46.515	3,814.23	2973.4
ARCC	1030	15.17	14.85	15.01	15,460.30	13884.4
ATVI	340	12.38	12.05	12.215	4,153.10	3348.08
AXP	250	48.21	46.36	47.285	11,821.25	10171.59
BAX	160	53.84	51.13	52.485	8,397.60	6809.58
BBBY	20	61.58	59.7	60.64	1,212.80	560.6
BMRN	200	31.23	30.24	30.735	6,147.00	3319.98
BMY	796	30.89	30.32	30.605	24,361.58	20515.37
BWA	20	66.17	63.73	64.95	1,299.00	608.4
CAT	320	96.06	92.8	94.43	30,217.60	18829.4
CBE	90	52.84	51.23	52.035	4,683.15	3999.6
CBS	50	25.12	24.3	24.71	1,235.50	684.5
CEG	80	39.86	39	39.43	3,154.40	1629.5
CLF	72	72.09	66.55	69.32	4,991.04	2924.63
CLX	90	65.2	64.44	64.82	5,833.80	4843.62
CMCSA	1170	21.73	21.13	21.43	25,073.10	20065.5
CMI	90	98.38	94.02	96.2	8,658.00	4195.8
COH	190	63	60.58	61.79	11,740.10	6871.6
COL	20	54.14	52.45	53.295	1,065.90	583.6
COV	230	47.32	45.83	46.575	10,712.25	9103.38
CRM	80	133.64	124.27	128.955	10,316.40	6078.2
CTL	304	37.46	36.72	37.09	11,275.36	9909.21
CTSH	150	68.73	66.76	67.745	10,161.75	6792
CTXS	120	75.11	71.2	73.155	8,778.60	5083.2
CVS	230	38.88	38.15	38.515	8,858.45	6932.18
D	220	51.37	50.38	50.875	11,192.50	8477.78
DD	250	47.22	45.55	46.385	11,596.25	9772.5
DE	200	77.09	74.3	75.695	15,139.00	10961.98
DELL	710	15.12	14.65	14.885	10,568.35	8360.82
DTV	200	47.41	46.27	46.84	9,368.00	6917.83
DUK	694	20.33	19.92	20.125	13,966.75	11303.5

EAT	170	23.55	23	23.275	3,956.75	2660.48
EBAY	230	30.52	29.09	29.805	6,855.15	5485.5
ED	100	58.33	57.34	57.835	5,783.50	4456
EMC	710	23.98	22.88	23.43	16,635.30	12608.03
EMN	180	39.66	37.66	38.66	6,958.80	4797
EMR	290	50.58	49.13	49.855	14,457.95	12562.77
ETN	240	44.91	43.4	44.155	10,597.20	7427.7
FAST	40	40.96	39.8	40.38	1,615.20	841.8
GGG	110	42.86	41.16	42 01	4,621.10	3420.8
GGP	420	13.5	12.86	13.18	5,535.60	4401.21
GIS	220	39.06	38.42	38.74	8,522.80	6750.2
GWW	40	177.04	173.75	175.395	7,015.80	3918.8
HD	780	38.09	37.24	37.665	29,378.70	22732.52
HON	320	53.67	52.1	52.885	16,923.20	12678.37
IBM	560	188.83	183.39	186.11	104,221.60	73838.14
IGT	100	17.11	16.49	16.8	1,680.00	852.8
INTC	2400	24.95	24.12	24.535	58,884.00	49040.7
INTU	180	53.42	51.29	52.355	9,423.90	5392.68
JCP	320	32.58	31.46	32.02	10,246.40	7296.29
JOYG	70	89.25	84.95	87.1	6,097.00	3574.6
JWN	200	48.29	46.57	47.43	9,486.00	7100.39
KBR	30	29.04	27.93	28.485	854.55	409.1
KFT	450	35.27	34.73	35	15,750.00	12304.7
KMB	302	70.55	69.55	70.05	21,155.10	17803.38
LBTYA	120	41.89	40.92	41.405	4,968.60	2624.35
LLY	430	37.1	36.51	36.805	15,826.15	13674.39
LOW	70	23.92	23.23	23.575	1,650.25	987.7
LTD	110	43.69	41.29	42.49	4,673.90	2901.8
LVS	200	47.53	45.44	46.485	9,297.00	3303.65
M	140	31.14	30.14	30.64	4,289.60	2247.2
MAT	170	28.24	27.58	27.91	4,744.70	3253.9
MCD	20	93.55	91.72	92.635	1,852.70	1265
MCHP	540	36.77	34.76	35.765	19,313.10	15433.2
MCK	70	81.13	79.59	80.36	5,625.20	4698.4
MCO	130	33.12	32.36	32.74	4,256.20	2868.69
MHP	190	43.74	42.66	43.2	8,208.00	6030.79
MJN	110	71.02	69.59	70.305	7,733.55	4842.19
MMC	160	29.85	29.04	29.445	4,711.20	3822.3
MO	480	27.86	27.42	27.64	13,267.20	9838.49
MRK	50	35.18	34.42	34.8	1,740.00	1243
MSFT	70	26.04	25.44	25.74	1,801.80	1113.7
MSI	137	46.1	45.29	45.695	6,260.22	4087.15
NCR	260	18.5	17.29	17.895	4,652.70	2402.37
NKE	110	93.68	90.9	92.29	10,151.90	7255.59
NOC	140	58.24	56.32	57.28	8,019.20	6824.8
NWSA	310	16.94	16.51	16.725	5,184.75	4190
ORCL	300	32	30.47	31.235	9,370.50	7347

PCLN	10	541	511.41	526.205	5,262.05	2217.09
PFE	2420	19.67	19.26	19.465	47,105.30	39955.4
PFG	50	23.64	22.66	23.15	1,157.50	587.3
PG	165	63.65	62.54	63.095	10,410.68	8876.25
PGN	170	52.78	51.77	52.275	8,886.75	6674.2
PH	90	83.16	80.35	81.755	7,357.95	4909.5
PM	710	73.46	71.47	72.465	51,450.15	34690.53
PPDI	360	33.1	33.1	33.1	11,916.00	8410.47
PX	80	98.82	95.41	97.115	7,769.20	6489.59
QCOM	630	57.17	55.41	56.29	35,462.70	29178.6
RAI	280	40.42	39.76	40.09	11,225.20	7558.6
RHT	110	51.8	49.21	50.505	5,555.55	3495.79
ROK	130	72.52	69.88	71.2	9,256.00	6032.8
ROST	100	87.96	85.4	86.68	8,668.00	4328.99
RPM	140	23.22	22.51	22.865	3,201.10	2477.99
SBUX	280	43.02	41.65	42.335	11,853.80	6571.6
SLE	500	18.36	18.01	18.185	9,092.50	6080.96
SNDK	140	51	48.1	49.55	6,937.00	3728.2
SO	309	43.32	42.8	43.06	13,305.54	10255.3
T	690	28.85	28.43	28.64	19,761.60	16927.78
TFX	100	60.12	59.02	59.57	5,957.00	4519
TIF	160	76.76	74.31	75.535	12,085.60	6644.39
TJX	160	60.5	58.84	59.67	9,547.20	5908.78
TWC	210	61.42	60.33	60.875	12,783.75	9920.49
TWX	244	34.11	33.08	33.595	8,197.18	6980.44
TXN	410	31.49	30.11	30.8	12,628.00	10465.16
TYC	310	47.19	45.78	46.485	14,410.35	11070.07
UNH	720	45.27	44.05	44.66	32,155.20	22017.74
UPS	280	69.81	68.49	69.15	19,362.00	16145.37
USB	241	25.99	24.96	25.475	6,139.48	5212.81
UTX	100	77.42	74.93	76.175	7,617.50	6637.99
V	128	94.01	90.86	92.435	11,831.68	9078.88
VFC	30	134.97	130.86	132.915	3,987.45	2077.8
VIA B	330	46.12	44.48	45.3	14,949.00	10466.66
VMW	50	100.91	96.55	98.73	4,936.50	2892
VVC	300	29.52	28.95	29.235	8,770.50	7059.65
VZ	755	37.08	36.45	36.765	27,757.58	21227.84
WDR	210	27.21	26.17	26.69	5,604.90	4760.7
WMT	810	57.19	56.26	56.725	45,947.25	40436.74
WSM	190	38.75	36.53	37.64	7,151.60	5111
YUM	200	54.69	53.12	53.905	10,781.00	7057.98
Grand Total					**$ 1,654,832.48**	**$ 1,201,138.62**

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust	Employer identification number
HILDEBRAND FOUNDATION	76-0699250

Note: *Form 5227 filers need to complete* ***only*** *Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-67,153.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-67,153.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	4,894,727.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	3,328.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	4,898,055.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2011**

JSA
1F1210 2 000

Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-67,153.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			4,898,055.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			4,830,902.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet,** as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust) , the **smaller** of·

a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if·*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col. (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)		17		
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18			
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19			
20	Add lines 18 and 19	20			
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21			
22	Subtract line 21 from line 20 If zero or less, enter -0-		22		
23	Subtract line 22 from line 17 If zero or less, enter -0-		23		
24	Enter the **smaller** of the amount on line 17 or $2,300		24		
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23		25		
26	Subtract line 25 from line 24		26		
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22		27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)		28		
29	Subtract line 28 from line 27		29		
30	Multiply line 29 by 15% (.15)			30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			31	
32	Add lines 30 and 31			32	
33	Figure the tax on the amount on line 17 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: HILDEBRAND FOUNDATION

Employer identification number: 76-0699250

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a BNY EQUITY - SEE STATEMENT D-1	VARIOUS	VARIOUS	371,795.	437,494.	-65,699.
BNY EQUITY - SEE STATEMENT D-2	VARIOUS	VARIOUS	7,702,379.	7,764,176.	-61,797.
BNY EQUITY - SEE STATEMENT D-2	VARIOUS	VARIOUS	147,263.	147,551.	-288.
BNY FIXED INCOME - SEE STATEMENT D-3	VARIOUS	VARIOUS	6,489,157.	6,428,526.	60,631.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -67,153.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side | Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a BNY EQUITY - SEE STATEMENT D-2	VARIOUS	VARIOUS	17,355,866.	12,474,129.	4,881,737.
BNY FIXED INCOME - SEE STATEMENT D-3	VARIOUS	VARIOUS	991,900.	978,910.	12,990.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 4,894,727.

Income for 2011

This section reports your proceeds from sales dunng the year We are not required nor do we report your net gains and losses to the Internal Revenue Service. An astensk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. A schedule of your net gains and losses is shown below Please note that if you have sold an asset for which we do not have cost basis information, it is either shown separately in the section entitled Cost Not Available or it may appear with a zero tax cost Please review these carefully before preparing your tax return.

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
CINCINNATI FINL CORP	172062101	2120	05/18/11	06/03/11	$62,618 08	$66,043 09	$-3,425 01
NEW YORK CMNTY BANCORP INC	649445103	3507	05/18/11	07/28/11	$47,578 90	$57,549 87	$-9,970 97
ISHARES IBOXX INVEST GRADE	464287242	340	05/18/11	09/27/11	$38,219 75	$37,739 63	$480 12
R R DONNELLEY & SONS COMPANY COM	257867101	3605	05/18/11	09/27/11	$52,706 96	$75,452 65	$-22,745 69
WASTE MANAGEMENT INC NEW	94106L109	1755	05/18/11	11/29/11	$53,445 39	$68,611 73	$-15,166 34
WASTE MANAGEMENT INC NEW	94106L109	1145	11/17/11	11/29/11	$34,868 93	$35,438 67	$-569 74
WASTE MANAGEMENT INC NEW	94106L109	116	11/17/11	11/30/11	$3,611.68	$3,590 29	$21 39
PITNEY BOWES INCORPORATED	724479100	2439	05/18/11	12/07/11	$45,826 46	$60,340 86	$-14,514 40
PITNEY BOWES INCORPORATED	724479100	1752	11/17/11	12/07/11	$32,918 40	$32,727 36	$191 04
Total short term gain/loss:					$371,794 55	$437,494 15	$-65,699 60

Income for 2011

This section reports your proceeds from sales during the year. We are not required nor do we report your net gains and losses to the Internal Revenue Service. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. A schedule of your net gains and losses is shown below. Please note that if you have sold an asset for which we do not have cost basis information, it is either shown separately in the section entitled Cost Not Available or it may appear with a zero tax cost. Please review these carefully before preparing your tax return

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
GOOGLE INC	38259P508	4	12/01/10	01/13/11	$2,460 63	$2,271 77	$188 86
FORD MOTOR CO DEL	345370860	232	11/03/10	01/13/11	$4,301 20	$3,510 28	$790 92
AMAZON COM INC	023135106	11	12/01/10	01/13/11	$2,036 94	$1,954 48	$82.46
ALCOA INC	013817101	15	01/11/11	01/13/11	$234 74	$245 18	$-10 44
APPLE COMPUTER INC COM	037833100	23	12/01/10	01/13/11	$7,934 63	$7,288 70	$645 93
GENERAL ELECTRIC CO	369604103	26	09/29/10	01/13/11	$482 05	$427 70	$54 35
CHUBB CORPORATION COM	171232101	28	12/01/10	01/13/11	$1,606 89	$1,622 04	$-15 15
EMERSON ELECTRIC COMPANY	291011104	28	12/01/10	01/13/11	$1,615 29	$1,565 48	$49 81
KOHLS CORP	500255104	28	12/01/10	01/13/11	$1,438 33	$1,573 88	$-135 55
TRAVELERS COS INC	89417E109	28	11/03/10	01/13/11	$1,525 13	$1,562 67	$-37 54
HEINZ H J COMPANY COMMON	423074103	33	09/29/10	01/13/11	$1,609 05	$1,582 02	$27.03
INTERNATIONAL BUSINESS MACHINES CORI	459200101	33	12/01/10	01/13/11	$4,897 11	$4,779 06	$118 05
UNITED TECHNOLOGIES CORP	913017109	37	09/29/10	01/13/11	$2,934 05	$2,647 35	$286 70
CATERPILLAR INC	149123101	38	12/01/10	01/13/11	$3,565 47	$3,328 04	$237 43
NOVARTIS AG SPNSRD ADR	66987V109	42	09/29/10	01/13/11	$2,393 11	$2,436 42	$-43 31
BHP BILLITON LIMITED	088606108	48	12/01/10	01/13/11	$4,341 52	$4,104 48	$237 04
COSTCO WHSL CORP NEW	22160K105	53	12/01/10	01/13/11	$3,779 89	$3,632 09	$147 80

Short term gains and losses

This category includes sales of assets held 12 months or less.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
STARBUCKS CORP COM	855244109	53	12/01/10	01/13/11	$1,708 16	$1,685 93	$22 23
TEVA PHARMACEUTICAL INDS ADR	881624209	67	09/29/10	01/13/11	$3,646 07	$3,532 91	$113 16
MC DONALDS CORPORATION COMMON	580135101	70	09/29/10	01/13/11	$5,073 51	$5,216 40	$-142 89
AMERICAN EXPRESS COMPANY	025816109	74	12/01/10	01/13/11	$3,327 72	$3,269 32	$58 40
EXXON MOBIL CORP	30231G102	74	12/01/10	01/13/11	$5,649 80	$5,278 42	$371 38
HEWLETT PACKARD COMPANY	428236103	75	12/01/10	01/13/11	$3,409 44	$3,200 25	$209 19
OCCIDENTAL PETROLEUM CORPORATION C	674599105	76	12/01/10	01/13/11	$7,313 35	$6,868 88	$444 47
HOME DEPOT INC USD 0 05	437076102	78	09/29/10	01/13/11	$2,742.43	$2,483.47	$258 96
WAL MART STORES INC	931142103	92	12/01/10	01/13/11	$5,031 39	$5,038 84	$-7 45
PHILIP MORRIS INTERNATIONAL	718172109	116	12/01/10	01/13/11	$6,522.56	$6,714 08	$-191 52
BRISTOL MYERS SQUIBB CO COM	110122108	119	09/29/10	01/13/11	$3,074 90	$3,254 65	$-179 75
NVIDIA CORP	67066G104	138	01/11/11	01/13/11	$3,216.72	$2,861 32	$355 40
ORACLE CORPORATION	68389X105	141	09/29/10	01/13/11	$4,356 82	$3,829 55	$527 27
J P MORGAN CHASE & CO	46625H100	147	09/29/10	01/13/11	$6,503 21	$5,687 36	$815 85
WELLS FARGO & CO NEW	949746101	173	12/01/10	01/13/11	$5,499 62	$4,743 66	$755 96
INTEL CORPORATION	458140100	197	12/01/10	01/13/11	$4,174 35	$4,251 26	$-76 91
MICROSOFT CORP COM	594918104	211	11/04/10	01/13/11	$5,920 55	$5,738 52	$182 03
PFIZER INC COM	717081103	10	11/04/10	01/13/11	$181 29	$173 75	$7 54
AMAZON COM INC	023135106	39	12/01/10	02/01/11	$6,725 91	$6,929 52	$-203 61
AMAZON COM INC	023135106	94	09/29/10	02/01/11	$16,211 17	$14,932 00	$1,279 17
KOHLS CORP	500255104	38	12/01/10	02/02/11	$1,927.14	$2,135 98	$-208 84
KOHLS CORP	500255104	1288	11/12/10	02/02/11	$65,320 05	$65,754 07	$-434 02
BRISTOL MYERS SQUIBB CO COM	110122108	168	12/01/10	02/02/11	$4,250 00	$4,304 16	$-54 16
BRISTOL MYERS SQUIBB CO COM	110122108	849	09/29/10	02/02/11	$21,477.67	$23,220 15	$-1,742 48
KOHLS CORP	500255104	1165	12/02/10	02/02/11	$59,082 19	$64,678 24	$-5,596 05
ABBOTT LABORATORIES	002824100	381	09/29/10	02/11/11	$17,324 31	$19,998 69	$-2,674 38

Short term gains and losses

This category includes sales of assets held 12 months or less.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
AMGEN INC	031162100	231	12/01/10	02/11/11	$12,407 16	$12,360 81	$46 35
AMGEN INC	031162100	506	09/29/10	02/11/11	$27,177 60	$27,834 55	$-656 95
HEINZ H J COMPANY COMMON	423074103	348	09/29/10	02/11/11	$16,654 26	$16,683 12	$-28 86
NORTHERN TRUST CORP	665859104	301	12/01/10	02/11/11	$15,863 54	$15,489 46	$374 08
NORTHERN TRUST CORP	665859104	660	09/29/10	02/11/11	$34,783 84	$31,878.00	$2,905 84
ABBOTT LABORATORIES	002824100	174	12/01/10	02/11/11	$7,911 89	$8,191 92	$-280 03
HEWLETT PACKARD COMPANY	428236103	90	12/01/10	03/07/11	$3,783 53	$3,840 30	$-56 77
EXXON MOBIL CORP	30231G102	95	12/01/10	03/07/11	$8,066 29	$6,776.35	$1,289 94
FORD MOTOR CO DEL	345370860	469	11/03/10	03/07/11	$6,594 01	$7,096 20	$-502 19
MICROSOFT CORP COM	594918104	273	11/04/10	03/07/11	$6,985 98	$7,424 73	$-438 75
INTEL CORPORATION	458140100	256	12/01/10	03/07/11	$5,401.49	$5,524 48	$-122 99
GENERAL ELECTRIC CO	369604103	239	09/29/10	03/07/11	$4,848 02	$3,931 55	$916 47
WELLS FARGO & CO NEW	949746101	224	12/01/10	03/07/11	$7,109 62	$6,142 08	$967.54
BANK AMER CORP	060505104	221	02/07/11	03/07/11	$3,089 52	$3,243 37	$-153 85
J P MORGAN CHASE & CO	46625H100	191	09/29/10	03/07/11	$8,616 13	$7,389 69	$1,226 44
ORACLE CORPORATION	68389X105	190	09/29/10	03/07/11	$6,074 18	$5,160 38	$913 80
PFIZER INC COM	717081103	179	11/04/10	03/07/11	$3,500 28	$3,110 16	$390 12
PHILIP MORRIS INTERNATIONAL	718172109	151	12/01/10	03/07/11	$9,615 49	$8,739 88	$875 61
GOOGLE INC	38259P508	5	12/01/10	03/07/11	$2,947 54	$2,839 70	$107 84
DEERE & COMPANY	244199105	19	02/16/11	03/07/11	$1,714 33	$1,820 68	$-106 35
BOEING COMPANY	097023105	28	01/19/11	03/07/11	$1,964 72	$2,004 63	$-39 91
APPLE COMPUTER INC COM	037833100	29	12/01/10	03/07/11	$10,260 87	$9,190.10	$1,070.77
CHUBB CORPORATION COM	171232101	36	12/01/10	03/07/11	$2,128 27	$2,085 48	$42 79
TRAVELERS COS INC	89417E109	36	11/03/10	03/07/11	$2,125 39	$2,009 15	$116 24
EMERSON ELECTRIC COMPANY	291011104	38	12/01/10	03/07/11	$2,240 43	$2,124 58	$115 85
QUALCOMM INC	747525103	42	01/13/11	03/07/11	$2,395 21	$2,178 51	$216 70

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
INTERNATIONAL BUSINESS MACHINES CORI	459200101	43	12/01/10	03/07/11	$6,854 49	$6,227 26	$627 23
CATERPILLAR INC	149123101	49	12/01/10	03/07/11	$4,980.26	$4,291 42	$688 84
UNITED TECHNOLOGIES CORP	913017109	49	09/29/10	03/07/11	$4,022.82	$3,505 95	$516 87
NOVARTIS AG SPNSRD ADR	66987V109	54	09/29/10	03/07/11	$3,033 66	$3,132 54	$-98 88
JUNIPER NETWORKS INC	48203R104	55	02/02/11	03/07/11	$2,410 05	$2,096 72	$313 33
GENERAL MOTORS CO	37045V100	61	02/01/11	03/07/11	$1,930 00	$2,244 53	$-314 53
BHP BILLITON LIMITED	088606108	62	12/01/10	03/07/11	$5,854 54	$5,301 62	$552 92
STARBUCKS CORP COM	855244109	67	12/01/10	03/07/11	$2,250 48	$2,131.27	$119 21
COSTCO WHSL CORP NEW	22160K105	69	12/01/10	03/07/11	$5,006 54	$4,728 57	$277 97
TEVA PHARMACEUTICAL INDS ADR	881624209	87	09/29/10	03/07/11	$4,289 88	$4,587 51	$-297 63
MC DONALDS CORPORATION COMMON	580135101	94	09/29/10	03/07/11	$7,152 32	$7,004 88	$147 44
AMERICAN EXPRESS COMPANY	025816109	90	12/01/10	03/07/11	$3,931 12	$3,976.20	$-45 08
AMERICAN EXPRESS COMPANY	025816109	5	11/10/10	03/07/11	$218 40	$216 79	$1 61
HEWLETT PACKARD COMPANY	428236103	7	09/29/10	03/07/11	$294 27	$298 62	$-4 35
OCCIDENTAL PETROLEUM CORPORATION C	674599105	98	12/01/10	03/07/11	$10,169 26	$8,857 24	$1,312 02
HOME DEPOT INC USD 0 05	437076102	101	09/29/10	03/07/11	$3,728 84	$3,215 78	$513 06
NVIDIA CORP	67066G104	103	01/11/11	03/07/11	$2,075 41	$2,135 62	$-60 21
WAL MART STORES INC	931142103	120	12/01/10	03/07/11	$6,225 48	$6,572 40	$-346 92
ALCOA INC	013817101	132	01/11/11	03/07/11	$2,127 79	$2,157 62	$-29.83
NVIDIA CORP	67066G104	6817	01/11/11	03/08/11	$136,952 94	$141,345 04	$-4,392 10
APPLE COMPUTER INC COM	037833100	182	09/29/10	03/23/11	$61,467 95	$52,257 08	$9,210 87
APPLE COMPUTER INC COM	037833100	35	12/01/10	03/23/11	$11,820 76	$11,091.50	$729.26
TEVA PHARMACEUTICAL INDS ADR	881624209	390	09/29/10	03/23/11	$19,162 48	$20,564 70	$-1,402.22
TEVA PHARMACEUTICAL INDS ADR	881624209	290	12/01/10	03/23/11	$14,249 02	$14,569 60	$-320 58
MICROSOFT CORP COM	594918104	3027	11/04/10	03/24/11	$77,974 63	$82,324 71	$-4,350 08
INTERNATIONAL BUSINESS MACHINES CORI	459200101	1575	03/15/11	03/24/11	$251,450 38	$249,624 27	$1,826 11

Short term gains and losses

This category includes sales of assets held 12 months or less.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
INTERNATIONAL BUSINESS MACHINES CORI	459200101	69	12/01/10	03/24/11	$11,015 92	$9,992 58	$1,023 34
FORD MOTOR CO DEL	345370860	5275	07/28/10	03/24/11	$79,050 68	$68,619 84	$10,430 84
INTERNATIONAL BUSINESS MACHINES CORI	459200101	271	09/29/10	03/24/11	$43,265 43	$36,731 21	$6,534.22
FORD MOTOR CO DEL	345370860	10525	11/03/10	03/24/11	$157,726 72	$159,248 51	$-1,521 79
OCCIDENTAL PETROLEUM CORPORATION C	674599105	611	09/29/10	03/25/11	$61,855 84	$46,869 81	$14,986 03
OCCIDENTAL PETROLEUM CORPORATION C	674599105	154	12/01/10	03/25/11	$15,590 51	$13,918 52	$1,671 99
BHP BILLITON LIMITED	088606108	98	12/01/10	03/25/11	$8,897 22	$8,379 98	$517 24
BHP BILLITON LIMITED	088606108	390	09/29/10	03/25/11	$35,407 30	$29,979 53	$5,427 77
FLUOR CORP NEW	343412102	404	09/29/10	03/25/11	$29,893 24	$20,165 66	$9,727 58
FLUOR CORP NEW	343412102	184	12/01/10	03/25/11	$13,614 74	$11,006 88	$2,607 86
COSTCO WHSL CORP NEW	22160K105	432	09/29/10	03/25/11	$30,994 84	$27,974 16	$3,020 68
COSTCO WHSL CORP NEW	22160K105	29	12/01/10	03/25/11	$2,080 67	$1,987 37	$93 30
HEWLETT PACKARD COMPANY	428236103	601	09/29/10	03/30/11	$24,758 50	$25,638 66	$-880 16
INTEL CORPORATION	458140100	402	12/01/10	03/30/11	$8,147 26	$8,675 16	$-527 90
WAL MART STORES INC	931142103	749	09/29/10	03/31/11	$38,915 49	$39,970 83	$-1,055 34
WAL MART STORES INC	931142103	188	12/01/10	03/31/11	$9,767 84	$10,296 76	$-528 92
PHILIP MORRIS INTERNATIONAL	718172109	237	12/01/10	04/05/11	$15,561 11	$13,717 56	$1,843 55
NORDSTROM INC	655664100	14	03/04/11	04/05/11	$640 34	$613.87	$26 47
ORACLE CORPORATION	68389X105	94	09/29/10	04/05/11	$3,200 64	$2,553 03	$647 61
PPG INDUSTRIES INC	693506107	11	03/31/11	04/05/11	$1,063 89	$1,053 49	$10 40
PNC FINANCIAL SERVICES GROUP INC	693475105	83	03/31/11	04/05/11	$5,242 17	$5,235 17	$7.00
PFIZER INC COM	717081103	322	11/04/10	04/05/11	$6,591 73	$5,594 81	$996 92
PRAXAIR INC	74005P104	10	03/31/11	04/05/11	$1,031 08	$1,019 19	$11 89
PROCTER & GAMBLE CO COM	742718109	63	03/29/11	04/05/11	$3,883 24	$3,863 15	$20 09
QUALCOMM INC	747525103	75	01/13/11	04/05/11	$3,967 42	$3,890 20	$77.22
SCHLUMBERGER LIMITED COM	806857108	40	03/30/11	04/05/11	$3,716 72	$3,735 07	$-18 35

Short term gains and losses

This category includes sales of assets held 12 months or less.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
STARBUCKS CORP COM	855244109	27	12/01/10	04/05/11	$980 08	$858 87	$121 21
STARBUCKS CORP COM	855244109	96	11/08/10	04/05/11	$3,484 73	$2,952 16	$532 57
TRAVELERS COS INC	89417E109	66	11/03/10	04/05/11	$3,908 44	$3,683 44	$225 00
UNITED TECHNOLOGIES CORP	913017109	89	09/29/10	04/05/11	$7,597.78	$6,367 95	$1,229 83
VERIZON COMMUNICATIONS INC	92343V104	105	03/24/11	04/05/11	$4,029 82	$3,910 08	$119 74
WELLS FARGO & CO NEW	949746101	139	12/01/10	04/05/11	$4,440 96	$3,811 38	$629 58
WELLS FARGO & CO NEW	949746101	266	11/19/10	04/05/11	$8,498 54	$7,277 73	$1,220.81
WEATHERFORD INTERNATIONL LTD	H27013103	97	03/30/11	04/05/11	$2,195 06	$2,149 43	$45 63
ALCOA INC	013817101	237	01/11/11	04/05/11	$4,242 21	$3,873 91	$368 30
AT&T INC	00206R102	189	03/24/11	04/05/11	$5,819 44	$5,408 86	$410 58
AMERICAN EXPRESS COMPANY	025816109	171	11/10/10	04/05/11	$7,754 70	$7,414 12	$340 58
BANK AMER CORP	060505104	544	02/07/11	04/05/11	$7,294 89	$7,983 69	$-688 80
BERKSHIRE HATHAWAY INC DEL CL B	084670702	60	03/23/11	04/05/11	$4,934 30	$5,070 17	$-135 87
BED BATH & BEYOND INC	075896100	42	02/04/11	04/05/11	$2,047 88	$2,016.84	$31 04
BOEING COMPANY	097023105	54	01/19/11	04/05/11	$3,967 84	$3,866 08	$101.76
CATERPILLAR INC	149123101	89	12/01/10	04/05/11	$10,007 41	$7,794 62	$2,212 79
CHUBB CORPORATION COM	171232101	57	12/01/10	04/05/11	$3,523.10	$3,302 01	$221 09
CHUBB CORPORATION COM	171232101	8	09/29/10	04/05/11	$494 47	$455 12	$39 35
COCA-COLA CO USD	191216100	137	03/25/11	04/05/11	$9,246 20	$8,952 99	$293 21
DEERE & COMPANY	244199105	55	03/31/11	04/05/11	$5,398 69	$5,308 09	$90 60
DISNEY (WALT) COMPANY HOLDING CO	254687106	47	03/31/11	04/05/11	$1,992.29	$2,013 97	$-21 68
E I DU PONT DE NEMOURS & CO COMM	263534109	72	03/25/11	04/05/11	$4,039 12	$3,910 22	$128 90
EMC CORP(MASS) USD 0 01	268648102	142	03/16/11	04/05/11	$3,684 82	$3,625 40	$59 42
EXXON MOBIL CORP	30231G102	54	12/01/10	04/05/11	$4,627 17	$3,851 82	$775 35
EMERSON ELECTRIC COMPANY	291011104	58	12/01/10	04/05/11	$3,418 45	$3,242 78	$175 67
EMERSON ELECTRIC COMPANY	291011104	9	11/03/10	04/05/11	$530 45	$489 74	$40 71

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
EXPRESS SCRIPTS INC COMMON STOCK	302182100	64	03/23/11	04/05/11	$3,646 00	$3,415 28	$230 72
FORD MOTOR CO DEL	345370860	418	07/28/10	04/05/11	$6,570.83	$5,437 55	$1,133 28
GOOGLE INC	38259P508	7	12/01/10	04/05/11	$3,967 03	$3,975 59	$-8 56
GOOGLE INC	38259P508	2	09/29/10	04/05/11	$1,133 44	$1,056 60	$76 84
GENERAL MOTORS CO	37045V100	108	02/01/11	04/05/11	$3,532 61	$3,973 91	$-441 30
GENERAL ELECTRIC CO	369604103	430	09/29/10	04/05/11	$8,758 93	$7,073 50	$1,685 43
HALLIBURTON COMPANY COM	406216101	90	03/04/11	04/05/11	$4,470 21	$4,192 93	$277 28
HOME DEPOT INC USD 0 05	437076102	182	09/29/10	04/05/11	$6,837 60	$5,794 77	$1,042 83
JUNIPER NETWORKS INC	48203R104	104	02/02/11	04/05/11	$4,117 28	$3,964 70	$152 58
J P MORGAN CHASE & CO	46625H100	344	09/29/10	04/05/11	$16,023 21	$13 309 19	$2,714 02
LOWES COMPANIES INC COM	548661107	84	03/04/11	04/05/11	$2,251 15	$2,192 95	$58 20
MC DONALDS CORPORATION COMMON	580135101	171	09/29/10	04/05/11	$13,074 40	$12,742 92	$331 48
MICROSOFT CORP COM	594918104	405	11/04/10	04/05/11	$10,448 79	$11,014 70	$-565 91
NOVARTIS AG SPNSRD ADR	66987V109	98	09/29/10	04/05/11	$5,370 29	$5,684 98	$-314.69
PHILIP MORRIS INTERNATIONAL	718172109	34	09/29/10	04/05/11	$2,232 40	$1,922 02	$310 38
ALCOA INC	013817101	2694	01/11/11	05/18/11	$44,827 29	$44,035 05	$792 24
WEATHERFORD INTERNATIONL LTD	H27013103	1023	03/30/11	05/18/11	$19,752 83	$22,668 76	$-2,915 93
AMERICAN EXPRESS COMPANY	025816109	1948	11/10/10	05/18/11	$99,248 69	$84,460 21	$14,788 48
BANK AMER CORP	060505104	6188	02/07/11	05/18/11	$72,583 84	$90,814 47	$-18,230 63
BED BATH & BEYOND INC	075896100	309	02/04/11	05/18/11	$16,994 67	$14,838 18	$2,156 49
BED BATH & BEYOND INC	075896100	158	02/03/11	05/18/11	$8,689 83	$7,584 85	$1,104 98
BERKSHIRE HATHAWAY INC DEL CL B	084670702	617	03/23/11	05/18/11	$49,051 35	$52,138 23	$-3,086 88
BOEING COMPANY	097023105	619	01/19/11	05/18/11	$47,761.12	$44,316 75	$3,444 37
CATERPILLAR INC	149123101	1	12/01/10	05/18/11	$105 38	$87 58	$17 80
CATERPILLAR INC	149123101	1004	11/19/10	05/18/11	$105,800 49	$83,770 75	$22,029 74
CHUBB CORPORATION COM	171232101	219	09/29/10	05/18/11	$14,394 59	$12,458.91	$1,935 68

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
CHUBB CORPORATION COM	171232101	524	08/03/10	05/18/11	$34,441 86	$27,794 11	$6,647 75
COMCAST CORP NEW	20030N200	815	03/04/11	05/18/11	$19,412 92	$19,564 24	$-151 32
DEERE & COMPANY	244199105	373	03/31/11	05/18/11	$32,222 85	$35,998 53	$-3,775 68
DEERE & COMPANY	244199105	235	02/16/11	05/18/11	$20,301 26	$22,518 97	$-2,217 71
DELL INC	24702R101	2148	04/07/11	05/18/11	$36,064 22	$32,001 76	$4,062 46
DISNEY (WALT) COMPANY HOLDING CO	254687106	528	03/31/11	05/18/11	$21,832 86	$22,625 06	$-792 20
EMC CORP(MASS) USD 0 01	268648102	1688	03/16/11	05/18/11	$46,891 73	$43,096 33	$3,795 40
EMERSON ELECTRIC COMPANY	291011104	763	11/03/10	05/18/11	$41,263 23	$41,518 80	$-255 57
EXPRESS SCRIPTS INC COMMON STOCK	302182100	580	03/23/11	05/18/11	$34,944 32	$30,950 95	$3,993 37
FORD MOTOR CO DEL	345370860	1407	07/28/10	05/18/11	$21,259 64	$18,302 96	$2,956 68
FORD MOTOR CO DEL	345370860	2149	09/29/10	05/18/11	$32,471 19	$26,712 07	$5,759 12
GENERAL ELECTRIC CO	369604103	796	09/29/10	05/18/11	$15,728 66	$13,094 20	$2,634 46
GENERAL ELECTRIC CO	369604103	408	07/28/10	05/18/11	$8,061.92	$6,546 60	$1,515 32
GENERAL MOTORS CO	37045V100	1218	02/01/11	05/18/11	$38,313 40	$44,816 92	$-6,503 52
GOOGLE INC	38259P508	29	09/29/10	05/18/11	$15,340 12	$15,320 70	$19 42
HALLIBURTON COMPANY COM	406216101	959	03/04/11	05/18/11	$44,991 38	$44,677 99	$313 39
HOME DEPOT INC USD 0 05	437076102	270	09/29/10	05/18/11	$10,095 11	$8,596 64	$1,498 47
HOME DEPOT INC USD 0 05	437076102	337	12/01/10	05/18/11	$12,600 19	$10,682 90	$1,917 29
J P MORGAN CHASE & CO	46625H100	511	09/29/10	05/18/11	$22,488 68	$19,770 33	$2,718 35
J P MORGAN CHASE & CO	46625H100	638	12/01/10	05/18/11	$28,077 84	$24,333 32	$3,744 52
JUNIPER NETWORKS INC	48203R104	1175	02/02/11	05/18/11	$45,788 87	$44,793 47	$995 40
LOWES COMPANIES INC COM	548661107	856	03/04/11	05/18/11	$21,373 90	$22,347 16	$-973 26
MICROSOFT CORP COM	594918104	1881	11/04/10	05/18/11	$46,403 37	$51,157 18	$-4,753 81
NORDSTROM INC	655664100	510	03/04/11	05/18/11	$23,485 04	$22,362 43	$1,122 61
NOVARTIS AG SPNSRD ADR	66987V109	146	09/29/10	05/18/11	$8,971 53	$8,469 46	$502 07
NOVARTIS AG SPNSRD ADR	66987V109	181	12/01/10	05/18/11	$11,122.24	$9,801 15	$1,321 09

Short term gains and losses

This category includes sales of assets held 12 months or less.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
PNC FINANCIAL SERVICES GROUP INC	693475105	944	03/31/11	05/18/11	$59,338 70	$59,542 14	$-203 44
PPG INDUSTRIES INC	693506107	242	03/31/11	05/18/11	$21,525.48	$23,176 85	$-1,651 37
PRAXAIR INC	74005P104	111	03/31/11	05/18/11	$11,569 86	$11,312 99	$256 87
QUALCOMM INC	747525103	851	01/13/11	05/18/11	$48,097 59	$44,140 77	$3,956 82
SANOFI-SYNTHELABO	80105N105	1213	04/13/11	05/18/11	$46,881 54	$45,113 77	$1,767 77
SCHLUMBERGER LIMITED COM	806857108	485	03/30/11	05/18/11	$40,559.77	$45,287 70	$-4,727 93
STARBUCKS CORP COM	855244109	1387	11/08/10	05/18/11	$50,569 04	$42,652 61	$7,916 43
TRAVELERS COS INC	89417E109	744	11/03/10	05/18/11	$46,744 62	$41,522 42	$5,222.20
UNITED PARCEL SVC INC CL B	911312106	96	12/01/10	05/18/11	$7,102 90	$6,864 96	$237 94
UNITED TECHNOLOGIES CORP	913017109	15	09/29/10	05/18/11	$1,309 02	$1,073 25	$235 77
WELLS FARGO & CO NEW	949746101	4590	11/19/10	05/18/11	$132,282 63	$125,581 94	$6,700 69
WELLS FARGO & CO NEW	949746101	3	09/29/10	05/18/11	$86 46	$75 63	$10 83
BANK AMER CORP	060505104	13280	02/07/11	05/26/11	$152,042 45	$194,895 95	$-42,853 50
WELLS FARGO & CO NEW	949746101	926	09/29/10	06/17/11	$25,190 70	$23,344 46	$1,846 24
BERKSHIRE HATHAWAY INC DEL CL B	084670702	1324	03/23/11	06/21/11	$101,172 97	$111,881 70	$-10,708 73
EMERSON ELECTRIC COMPANY	291011104	1639	11/03/10	06/21/11	$88,211 42	$89,186 51	$-975 09
NORDSTROM INC	655664100	1094	03/04/11	06/21/11	$50,345.89	$47,969 60	$2,376 29
DISNEY (WALT) COMPANY HOLDING CO	254687106	38	03/31/11	07/06/11	$1,498 69	$1,628 32	$-129 63
EMC CORP(MASS) USD 0 01	268648102	122	03/16/11	07/06/11	$3,386 04	$3,114 78	$271.26
EXPRESS SCRIPTS INC COMMON STOCK	302182100	42	03/23/11	07/06/11	$2,278 45	$2,241 28	$37 17
GENERAL ELECTRIC CO	369604103	353	07/28/10	07/06/11	$6,724 52	$5,664 10	$1,060 42
GENERAL MOTORS CO	37045V100	88	02/01/11	07/06/11	$2,752 58	$3,238 00	$-485 42
HALLIBURTON COMPANY COM	406216101	70	03/04/11	07/06/11	$3,664 42	$3,261 17	$403 25
JOHNSON & JOHNSON COM	478160104	36	12/01/10	07/06/11	$2,430 67	$2,246.76	$183 91
JUNIPER NETWORKS INC	48203R104	85	02/02/11	07/06/11	$2,690 19	$3,240 38	$-550 19
LOWES COMPANIES INC COM	548661107	63	03/04/11	07/06/11	$1,465 98	$1,644 71	$-178 73

BNY MELLON
WEALTH MANAGEMENT

FOUNDATION AVALON EQUITY-CUST

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
MERCK & CO INC	58933Y105	98	03/31/11	07/06/11	$3,476.97	$3,253 80	$223 17
MICROSOFT CORP COM	594918104	338	11/04/10	07/06/11	$8,872 32	$9,192 52	$-320 20
COCA-COLA CO USD	191216100	110	03/25/11	07/06/11	$7,541 45	$7,188 53	$352 92
PFIZER INC COM	717081103	265	11/04/10	07/06/11	$5,514.54	$4,604 43	$910 11
PRAXAIR INC	74005P104	8	03/31/11	07/06/11	$875 50	$815 35	$60 15
PROCTER & GAMBLE CO COM	742718109	53	03/29/11	07/06/11	$3,430 62	$3,249 95	$180 67
QUALCOMM INC	747525103	62	01/13/11	07/06/11	$3,633 13	$3,215 90	$417 23
SANOFI-SYNTHELABO	80105N105	87	04/13/11	07/06/11	$3,481 67	$3,235.70	$245 97
SCHLUMBERGER LIMITED COM	806857108	35	03/30/11	07/06/11	$3,105 84	$3,268 18	$-162 34
PNC FINANCIAL SERVICES GROUP INC	693475105	69	03/31/11	07/06/11	$4,139 23	$4,352 13	$-212.90
PPG INDUSTRIES INC	693506107	17	03/31/11	07/06/11	$1,579 94	$1,628 13	$-48 19
STARBUCKS CORP COM	855244109	101	11/08/10	07/06/11	$4,084 36	$3,105 92	$978 44
TRAVELERS COS INC	89417E109	55	11/03/10	07/06/11	$3,225 13	$3,069.53	$155 60
UNITED PARCEL SVC INC CL B	911312106	14	12/01/10	07/06/11	$1,046 06	$1,001 14	$44 92
UNITED PARCEL SVC INC CL B	911312106	35	09/29/10	07/06/11	$2,615 14	$2,339.40	$275 74
UNITED HEALTH GROUP INC	91324P102	91	06/23/11	07/06/11	$4,832 00	$4,623 04	$208 96
VERIZON COMMUNICATIONS INC	92343V104	87	03/24/11	07/06/11	$3,258 11	$3,239 78	$18 33
WEATHERFORD INTERNATIONL LTD	H27013103	74	03/30/11	07/06/11	$1,374 15	$1,639 77	$-265 62
AT&T INC	00206R102	159	03/24/11	07/06/11	$4,955 93	$4,550 31	$405 62
DELL INC	24702R101	155	04/07/11	07/06/11	$2,607 04	$2,309 25	$297 79
ALCOA INC	013817101	196	01/11/11	07/06/11	$3,167 82	$3,203 74	$-35 92
AMERICAN EXPRESS COMPANY	025816109	142	11/10/10	07/06/11	$7,480 41	$6,156 75	$1,323 66
BED BATH & BEYOND INC	075896100	34	02/03/11	07/06/11	$2,010 38	$1,632 18	$378 20
BOEING COMPANY	097023105	45	01/19/11	07/06/11	$3,372 68	$3,221 73	$150.95
BRISTOL MYERS SQUIBB CO COM	110122108	123	03/31/11	07/06/11	$3,590 92	$3,279 59	$311 33
CATERPILLAR INC	149123101	73	11/19/10	07/06/11	$8,008 67	$6,090 90	$1,917.77

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
CHUBB CORPORATION COM	171232101	55	08/03/10	07/06/11	$3,410 48	$2,917 32	$493 16
COMCAST CORP NEW	20030N200	68	03/04/11	07/06/11	$1,670 72	$1,632 35	$38 37
CONOCOPHILLIPS	20825C104	77	09/29/10	07/06/11	$5,841 10	$4,435 20	$1,405 90
DEERE & COMPANY	244199105	44	02/16/11	07/06/11	$3,722 76	$4,216 32	$-493 56
E I DU PONT DE NEMOURS & CO COMM	263534109	59	03/25/11	07/06/11	$3,275 61	$3,204 21	$71 40
JUNIPER NETWORKS INC	48203R104	2436	02/02/11	07/20/11	$75,689 45	$92,865 43	$-17,175 98
GENERAL MOTORS CO	37045V100	2525	02/01/11	08/01/11	$70,026 24	$92,908 64	$-22,882 40
LOWES COMPANIES INC COM	548661107	1775	03/04/11	08/03/11	$36,027 90	$46,339 04	$-10,311 14
DISNEY (WALT) COMPANY HOLDING CO	254687106	1094	03/31/11	08/09/11	$36,549 29	$46,878 45	$-10,329 16
COMCAST CORP NEW	20030N200	1933	03/04/11	08/09/11	$37,991 80	$46,402 05	$-8,410.25
ALCOA INC	013817101	5587	01/11/11	08/09/11	$65,748 22	$91,322 86	$-25,574 64
BOEING COMPANY	097023105	1282	01/19/11	08/11/11	$74,688 02	$91,783 64	$-17,095 62
PPG INDUSTRIES INC	693506107	112	03/31/11	08/16/11	$8,465 07	$10,726 47	$-2,261 40
PPG INDUSTRIES INC	693506107	385	04/13/11	08/16/11	$29,098 66	$35,964 85	$-6,866 19
DIAGEO PLC SPON ADR NEW	25243Q205	212	09/29/10	08/17/11	$16,491 67	$14,734 00	$1,757 67
DELL INC	24702R101	4425	04/07/11	08/18/11	$59,305 81	$65,925 43	$-6,619 62
DELL INC	24702R101	6777	07/29/11	08/18/11	$90,828 35	$112,108 52	$-21,280 17
EXPRESS SCRIPTS INC COMMON STOCK	302182100	1202	03/23/11	09/20/11	$50,598 78	$64,143 16	$-13,544 38
PNC FINANCIAL SERVICES GROUP INC	693475105	1958	03/31/11	09/23/11	$91,886 97	$123,499 47	$-31,612 50
TRAVELERS COS INC	89417E109	121	12/01/10	09/23/11	$5,669 66	$6,652 33	$-982 67
SANOFI-SYNTHELABO	80105N105	2490	04/13/11	09/23/11	$79,092.32	$92,607 83	$-13,515 51
TRAVELERS COS INC	89417E109	1423	11/03/10	09/23/11	$66,677 08	$79,417 21	$-12,740 13
MERCK & CO INC	58933Y105	165	03/31/11	09/23/11	$5,119 55	$5,478 33	$-358 78
PFIZER INC COM	717081103	2869	11/04/10	09/23/11	$49,960 66	$49,849 45	$111 21
ACCENTURE PLC IRELAND SHS CL A	G1151C101	50	08/10/11	10/13/11	$2,852 94	$2,654 45	$198 49
WATSON PHARMACEUTICALS INC	942683103	149	09/29/11	10/13/11	$10,052 83	$10,565 49	$-512 66

Short term gains and losses

This category includes sales of assets held 12 months or less.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
AMAZON COM INC	023135106	12	09/22/11	10/13/11	$2,852 70	$2,718 79	$133 91
AMERICAN EXPRESS COMPANY	025816109	129	11/10/10	10/13/11	$5,976 45	$5,593 10	$383 35
APPLE COMPUTER INC COM	037833100	37	07/29/11	10/13/11	$15,023 93	$14,545 51	$478 42
AUTOZONE INC	053332102	8	09/22/11	10/13/11	$2,615 54	$2,525 90	$89 64
BALL CORP	058498106	42	09/30/11	10/13/11	$1,404 45	$1,323 44	$81 01
BED BATH & BEYOND INC	075896100	52	10/04/11	10/13/11	$3,087 70	$2,798 41	$289 29
BHP BILLITON LIMITED	088606108	33	10/04/11	10/13/11	$2,493 76	$2,143 46	$350 30
BRISTOL MYERS SQUIBB CO COM	110122108	112	10/04/11	10/13/11	$3,669 04	$3,534 27	$134 77
CELGENE CORP	151020104	42	09/23/11	10/13/11	$2,797 98	$2,622.32	$175 66
CHEVRONTEXACO CORP	166764100	76	09/14/11	10/13/11	$7,380 97	$7,339 74	$41 23
CHUBB CORPORATION COM	171232101	49	10/04/11	10/13/11	$3,039 41	$2,813 39	$226 02
CISCO SYS INC	17275R102	126	09/09/11	10/13/11	$2,178 49	$1,991 58	$186 91
CONOCOPHILLIPS	20825C104	71	10/04/11	10/13/11	$4,721 40	$4,268 26	$453 14
COSTCO WHSL CORP NEW	22160K105	54	10/04/11	10/13/11	$4,404 15	$4,345 69	$58 46
GOOGLE INC	38259P508	12	07/29/11	10/13/11	$6,623 63	$7,350 04	$-726 41
HOME DEPOT INC USD 0 05	437076102	137	10/04/11	10/13/11	$4,701 99	$4,324 56	$377 43
INTEL CORPORATION	458140100	206	10/04/11	10/13/11	$4,791 46	$4,273 45	$518 01
INTERCONTINENTALEXCHANGE INC	45865V100	21	09/23/11	10/13/11	$2,598 07	$2,526 91	$71 16
INTERNATIONAL BUSINESS MACHINES CORI	459200101	65	10/04/11	10/13/11	$12,178 81	$11,116 44	$1,062.37
J P MORGAN CHASE & CO	46625H100	259	10/04/11	10/13/11	$8,098 77	$7,479 71	$619 06
JOHNSON & JOHNSON COM	478160104	79	12/01/10	10/13/11	$5,051 95	$4,930 39	$121 56
COCA-COLA CO USD	191216100	129	07/29/11	10/13/11	$8,672 50	$8,857 84	$-185 34
MASTERCARD INC	57636Q104	29	08/16/11	10/13/11	$9,792 82	$9,687 41	$105 41
MC DONALDS CORPORATION COMMON	580135101	128	10/04/11	10/13/11	$11,466 01	$10,854 52	$611.49
NORTHERN TRUST CORP	665859104	76	09/29/11	10/13/11	$2,795.22	$2,684 90	$110 32
NOVARTIS AG SPNSRD ADR	66987V109	49	10/04/11	10/13/11	$2,841 21	$2,663 45	$177 76

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
ORACLE CORPORATION	68389X105	145	10/04/11	10/13/11	$4,470 26	$4,017.14	$453 12
PFIZER INC COM	717081103	151	11/04/10	10/13/11	$2,817 60	$2,623 66	$193 94
PHILIP MORRIS INTERNATIONAL	718172109	205	10/04/11	10/13/11	$13,626 08	$12,672 32	$953 76
POTASH CORP SASK INC	73755L107	49	08/04/11	10/13/11	$2,420 55	$2,641 77	$-221.22
PROCTER & GAMBLE CO COM	742718109	48	10/04/11	10/13/11	$3,091.14	$2,993 05	$98 09
QUALCOMM INC	747525103	56	01/13/11	10/13/11	$2,940 50	$2,904 68	$35 82
STARBUCKS CORP COM	855244109	33	10/05/11	10/13/11	$1,355 61	$1,222 02	$133 59
STARBUCKS CORP COM	855244109	80	10/04/11	10/13/11	$3,286 34	$2,901 44	$384 90
TIFFANY & CO NEW	886547108	39	09/22/11	10/13/11	$2,747 88	$2,641 47	$106 41
UNILEVER NV NY SHARE F NEW	904784709	81	08/18/11	10/13/11	$2,673 75	$2,670 98	$2 77
UNITED TECHNOLOGIES CORP	913017109	67	10/04/11	10/13/11	$4,900 95	$4,547 64	$353 31
VISA INC	92826C839	34	07/28/11	10/13/11	$3,135 41	$3,008 18	$127 23
WAL MART STORES INC	931142103	115	10/04/11	10/13/11	$6,309 92	$5,970 55	$339 37
AT&T INC	00206R102	145	03/24/11	10/13/11	$4,188 97	$4,149 65	$39 32
EXXON MOBIL CORP	30231G102	129	10/04/11	10/13/11	$9,815 42	$9,078 27	$737 15
ABBOTT LABORATORIES	002824100	52	09/22/11	10/13/11	$2,709 66	$2,626 88	$82 78
EXXON MOBIL CORP	30231G102	686	10/04/11	11/17/11	$54,261 35	$48,276 70	$5,984 65
COSTCO WHSL CORP NEW	22160K105	284	10/04/11	11/17/11	$23,407 20	$22,855 10	$552 10
HOME DEPOT INC USD 0 05	437076102	726	10/04/11	11/17/11	$27,421 15	$22,916 98	$4,504 17
INTEL CORPORATION	458140100	1094	10/04/11	11/17/11	$27,021.28	$22,694 92	$4,326 36
INTERNATIONAL BUSINESS MACHINES CORI	459200101	545	08/18/11	11/17/11	$101,733 19	$88,066 50	$13,666 69
INTERNATIONAL BUSINESS MACHINES CORI	459200101	342	10/04/11	11/17/11	$63,839 91	$58,489 60	$5,350 31
JOHNSON & JOHNSON COM	478160104	81	12/01/10	11/17/11	$5,200 10	$5,055 21	$144 89
JOHNSON & JOHNSON COM	478160104	501	10/04/11	11/17/11	$32,163 58	$30,617 91	$1,545.67
MC DONALDS CORPORATION COMMON	580135101	680	10/04/11	11/17/11	$63,510 44	$57,664 61	$5,845 83
MICROSOFT CORP COM	594918104	228	10/04/11	11/17/11	$5,900 55	$5,626 33	$274.22

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
NOVARTIS AG SPNSRD ADR	66987V109	258	10/04/11	11/17/11	$14,216 95	$14,023 90	$193 05
ORACLE CORPORATION	68389X105	759	10/04/11	11/17/11	$23,954 03	$21,027 64	$2,926 39
PEPSICO INC	713448108	1472	07/29/11	11/17/11	$93,981 12	$94,225 22	$-244.10
PEPSICO INC	713448108	365	10/04/11	11/17/11	$23,303 74	$21,826.96	$1,476 78
PHILIP MORRIS INTERNATIONAL	718172109	1084	10/04/11	11/17/11	$79,262 94	$67,008 76	$12,254.18
STARBUCKS CORP COM	855244109	667	08/08/11	11/17/11	$28,507 03	$23,464 13	$5,042 90
STARBUCKS CORP COM	855244109	587	10/04/11	11/17/11	$25,087 90	$21,289 32	$3,798 58
UNITED PARCEL SVC INC CL B	911312106	282	10/04/11	11/17/11	$19,632 91	$17,597 79	$2,035 12
UNITED TECHNOLOGIES CORP	913017109	354	10/04/11	11/17/11	$27,109 75	$24,027 82	$3,081 93
WAL MART STORES INC	931142103	610	10/04/11	11/17/11	$34,744.93	$31,669.86	$3,075 07
APPLE COMPUTER INC COM	037833100	201	07/29/11	11/17/11	$77,140 30	$79,017 50	$-1,877 20
APPLE COMPUTER INC COM	037833100	83	10/04/11	11/17/11	$31,853 96	$30,209 72	$1,644 24
APPLE COMPUTER INC COM	037833100	215	08/08/11	11/17/11	$82,064 98	$77,931.27	$4,133 71
APPLE COMPUTER INC COM	037833100	144	10/04/11	11/17/11	$54,964 45	$52,412 04	$2,552 41
AMERICAN EXPRESS COMPANY	025816109	814	10/04/11	11/17/11	$38,694 05	$34,128 58	$4,565 47
BHP BILLITON LIMITED	088606108	173	10/04/11	11/17/11	$12,710 44	$11,236 94	$1,473 50
CATERPILLAR INC	149123101	402	11/19/10	11/17/11	$38,240 80	$33,541 67	$4,699 13
CHEVRONTEXACO CORP	166764100	797	09/14/11	11/17/11	$80,312 14	$76,970 67	$3,341 47
CHEVRONTEXACO CORP	166764100	16	10/04/11	11/17/11	$1,612 29	$1,408 28	$204 01
CHEVRONTEXACO CORP	166764100	461	10/04/11	11/17/11	$46,271 98	$40,576 02	$5,695 96
CHUBB CORPORATION COM	171232101	262	10/04/11	11/17/11	$17,278 25	$15,043 05	$2,235 20
COCA-COLA CO USD	191216100	322	03/25/11	11/17/11	$21,497 92	$21,042 80	$455 12
COCA-COLA CO USD	191216100	776	07/29/11	11/17/11	$51,808 65	$53,284 35	$-1,475.70
COCA-COLA CO USD	191216100	279	10/04/11	11/17/11	$18,627 08	$17,875 53	$751 55
COCA-COLA CO USD	191216100	526	10/04/11	11/17/11	$35,371.98	$33,700 82	$1,671 16
CONOCOPHILLIPS	20825C104	372	10/04/11	11/17/11	$26,296 17	$22,363.26	$3,932.91

Short term gains and losses

This category includes sales of assets held 12 months or less.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
GOOGLE INC	38259P508	74	10/04/11	11/17/11	$44,818 72	$36,051 00	$8,767 72
ACCENTURE PLC IRELAND SHS CL A	G1151C101	1448	08/10/11	12/01/11	$83,797 04	$76,873 02	$6,924 02
ACCENTURE PLC IRELAND SHS CL A	G1151C101	360	10/04/11	12/01/11	$20,833 52	$19,007 60	$1,825 92
ACCENTURE PLC IRELAND SHS CL A	G1151C101	92	11/17/11	12/01/11	$5,324 12	$5,241 24	$82 88
ACCENTURE PLC IRELAND SHS CL A	G1151C101	983	11/17/11	12/01/11	$56,887 08	$55,765 59	$1,121 49
AMAZON COM INC	023135106	359	09/22/11	12/09/11	$68,760 89	$81,337 27	$-12,576 38
AMAZON COM INC	023135106	72	10/04/11	12/09/11	$13,790 49	$14,746 31	$-955 82
AMAZON COM INC	023135106	208	11/17/11	12/09/11	$39,839 18	$43,051 84	$-3,212 66
POTASH CORP SASK INC	73755L107	1480	08/04/11	12/14/11	$58,595 92	$79,792 28	$-21,196 36
POTASH CORP SASK INC	73755L107	1484	11/17/11	12/14/11	$58,754 29	$65,414 72	$-6,660 43
POTASH CORP SASK INC	73755L107	303	10/04/11	12/14/11	$11,996 33	$12,335 86	$-339 53
TIFFANY & CO NEW	886547108	1181	09/22/11	12/20/11	$74,338 74	$79,989 25	$-5,650 51
TIFFANY & CO NEW	886547108	235	10/04/11	12/20/11	$14,792 21	$14,054 86	$737 35
TIFFANY & CO NEW	886547108	72	11/17/11	12/20/11	$4,532 08	$5,457 60	$-925 52
TIFFANY & CO NEW	886547108	1863	12/19/11	12/20/11	$117,267 64	$116,844 19	$423 45
TIFFANY & CO NEW	886547108	946	11/17/11	12/20/11	$59,546 53	$71,763 56	$-12,217 03
ORACLE CORPORATION	68389X105	6969	12/19/11	12/21/11	$175,453 75	$201,751 85	$-26,298.10
Total short term gain/loss:					$7,702,378 68	$7,764,176 23	$-61,797 55

Short term transactions with loss disallowed due to wash sale

This category includes sales of assets held 12 months or less.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss / Wash sale loss disallowed
MICROSOFT CORP COM	594918104	309	11/04/10	10/13/11	$8,345.92	$8,403 81	$-57 89 $57.89

BNY MELLON
WEALTH MANAGEMENT

FOUNDATION AVALON EQUITY-CUST

Short term transactions with loss disallowed due to wash sale

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss / Wash sale loss disallowed
WEATHERFORD INTERNATIONL LTD	H27013103	168	03/30/11	10/13/11	$2,311 63	$3,722 73	$-1,411 10 $1,411 10
CATERPILLAR INC	149123101	67	11/19/10	10/13/11	$5,448 33	$5,590 28	$-141 95 $141 95
DEERE & COMPANY	244199105	40	02/16/11	10/13/11	$2,847 94	$3,833 02	$-985 08 $985.08
E I DU PONT DE NEMOURS & CO COMM	263534109	82	03/25/11	10/13/11	$3,571 85	$4,453 31	$-881 46 $881 46
EMC CORP(MASS) USD 0 01	268648102	169	07/29/11	10/13/11	$3,875 94	$4,423 46	$-547 52 $547 52
HALLIBURTON COMPANY COM	406216101	64	03/04/11	10/13/11	$2,218 19	$2,981 64	$-763 45 $763 45
MERCK & CO INC	58933Y105	85	03/31/11	10/13/11	$2,770 09	$2,822 17	$-52 08 $52.08
WALGREEN COMPANY COMMON	931422109	75	08/01/11	10/13/11	$2,471 20	$2,914 85	$-443 65 $443 65
PEPSICO INC	713448108	92	07/29/11	10/13/11	$5,728 72	$5,889 08	$-160 36 $160 36
PRAXAIR INC	74005P104	14	03/31/11	10/13/11	$1,408 51	$1,426 86	$-18 35 $18 35
SCHLUMBERGER LIMITED COM	806857108	32	03/30/11	10/13/11	$2,127 31	$2,988 05	$-860 74 $860 74
US BANCORP DEL	902973304	112	07/29/11	10/13/11	$2,722.66	$2,940 04	$-217 38 $217 38
UNITED HEALTH GROUP INC	91324P102	84	06/23/11	10/13/11	$3,895 00	$4,267 42	$-372 42 $372 42

STATEMENT D-2

Short term transactions with loss disallowed due to wash sale

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss / Wash sale loss disallowed
VERIZON COMMUNICATIONS INC	92343V104	79	03/24/11	10/13/11	$2,911 09	$2,941 87	$-30 78 $30 78
GOOGLE INC	38259P508	127	07/29/11	11/17/11	$76,918 61	$77,787 97	$-869 36 $581 85
GOOGLE INC	38259P508	29	07/29/11	11/17/11	$17,690 24	$17,762 61	$-72 37 $72 37
Total short term gain/loss from sales·					$147,263 23	$155,149 17	$-7,885 94
Total short term loss disallowed from wash sales:							$7,598 43

Long term gains and losses

This category includes sales of assets held more than 12 months

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
DIAGEO PLC SPON ADR NEW	25243Q205	22	03/02/07	01/13/11	$1,697 93	$1,702 13	$-4 20
PEPSICO INC	713448108	23	12/30/09	01/13/11	$1,537 52	$1,409 67	$127 85
UNITED PARCEL SVC INC CL B	911312106	25	03/06/08	01/13/11	$1,802 46	$1,805 11	$-2.65
CHEVRONTEXACO CORP	166764100	27	10/16/06	01/13/11	$2,481 79	$1,755 54	$726 25
COCA-COLA CO USD	191216100	31	05/18/07	01/13/11	$1,957 30	$1,626 88	$330 42
NORTHERN TRUST CORP	665859104	69	08/13/08	01/13/11	$3,839 78	$5,253 52	$-1,413 74
ABBOTT LABORATORIES	002824100	40	10/08/08	01/13/11	$1,893 56	$2,198 38	$-304 82
FLUOR CORP NEW	343412102	43	03/17/08	01/13/11	$3,006 50	$2,674 46	$332 04
JOHNSON & JOHNSON COM	478160104	45	12/30/09	01/13/11	$2,826 85	$2,919 14	$-92 29
AMGEN INC	031162100	53	01/04/10	01/13/11	$2,981 72	$3,057 73	$-76 01
CONOCOPHILLIPS	20825C104	38	03/04/08	01/13/11	$2,544 06	$3,052.94	$-508 88

Long term gains and losses

This category includes sales of assets held more than 12 months

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
AMAZON COM INC	023135106	878	01/21/09	02/01/11	$151,419 25	$43,125 78	$108,293.47
NORTHERN TRUST CORP	665859104	1043	01/22/09	02/02/11	$54,138 90	$56,954 89	$-2,815 99
NORTHERN TRUST CORP	665859104	606	01/21/10	02/02/11	$31,455 58	$32,689 70	$-1,234 12
NORTHERN TRUST CORP	665859104	427	10/16/08	02/02/11	$22,164 25	$24,697 51	$-2,533 26
NORTHERN TRUST CORP	665859104	171	10/08/08	02/02/11	$8,876 08	$9,568 15	$-692 07
NORTHERN TRUST CORP	665859104	768	09/26/08	02/02/11	$39,864 50	$56,330 19	$-16,465.69
NORTHERN TRUST CORP	665859104	220	08/13/08	02/02/11	$11,419 52	$16,750 34	$-5,330 82
BRISTOL MYERS SQUIBB CO COM	110122108	200	03/03/09	02/02/11	$5,059 52	$3,479 74	$1,579 78
BRISTOL MYERS SQUIBB CO COM	110122108	150	07/16/09	02/02/11	$3,794 64	$2,985 00	$809 64
BRISTOL MYERS SQUIBB CO COM	110122108	4446	01/21/10	02/02/11	$112,473 19	$111,336 29	$1,136 90
BRISTOL MYERS SQUIBB CO COM	110122108	13 91	09/26/08	02/02/11	$351 89	$286 69	$65 20
BRISTOL MYERS SQUIBB CO COM	110122108	0 09	09/26/08	02/02/11	$2 28	$1.85	$0 43
BRISTOL MYERS SQUIBB CO COM	110122108	400	10/27/08	02/02/11	$10,119 05	$7,226 24	$2,892 81
BRISTOL MYERS SQUIBB CO COM	110122108	4187	02/12/09	02/02/11	$105,921 10	$92,432 21	$13,488 89
NORTHERN TRUST CORP	665859104	862	12/30/09	02/11/11	$45,429 80	$45,323 96	$105 84
ABBOTT LABORATORIES	002824100	659	10/01/04	02/11/11	$29,965.14	$27,836 16	$2,128 98
ABBOTT LABORATORIES	002824100	27	10/08/08	02/11/11	$1,227 71	$1,483 90	$-256 19
ABBOTT LABORATORIES	002824100	169	03/26/08	02/11/11	$7,684 54	$9,138 91	$-1,454 37
ABBOTT LABORATORIES	002824100	26	03/06/07	02/11/11	$1,182.24	$1,377 96	$-195 72
NORTHERN TRUST CORP	665859104	992	01/21/10	02/11/11	$52,281 16	$53,511 85	$-1,230 69
AMGEN INC	031162100	3900	01/04/10	02/11/11	$209,471 60	$225,003 09	$-15,531 49
HEINZ H J COMPANY COMMON	423074103	180	03/03/09	02/11/11	$8,614 27	$5,689 44	$2,924 83
HEINZ H J COMPANY COMMON	423074103	10	05/12/09	02/11/11	$478 57	$361 30	$117 27
HEINZ H J COMPANY COMMON	423074103	1769	01/27/09	02/11/11	$84,659 17	$65,052 50	$19,606 67
HEINZ H J COMPANY COMMON	423074103	1798	10/24/08	02/11/11	$86,047 03	$71,256 36	$14,790 67

Long term gains and losses

This category includes sales of assets held more than 12 months

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
ABBOTT LABORATORIES	002824100	2051	01/05/07	02/11/11	$93,260 25	$102,090 17	$-8,829 92
COCA-COLA CO USD	191216100	43	05/18/07	03/07/11	$2,802 25	$2,256 64	$545 61
CHEVRONTEXACO CORP	166764100	35	10/16/06	03/07/11	$3,626 63	$2,275 70	$1,350 93
UNITED PARCEL SVC INC CL B	911312106	33	03/06/08	03/07/11	$2,361 43	$2,382 75	$-21 32
PEPSICO INC	713448108	31	12/30/09	03/07/11	$1,964 74	$1,899 99	$64 75
DIAGEO PLC SPON ADR NEW	25243Q205	29	03/02/07	03/07/11	$2,245 42	$2,243.72	$1 70
CONOCOPHILLIPS	20825C104	52	03/04/08	03/07/11	$4,135 48	$4,177 71	$-42 23
FLUOR CORP NEW	343412102	55	03/17/08	03/07/11	$3,818 11	$3,420 82	$397 29
JOHNSON & JOHNSON COM	478160104	59	12/30/09	03/07/11	$3,562 94	$3,827 31	$-264 37
APPLE COMPUTER INC COM	037833100	10	07/16/09	03/23/11	$3,377 36	$1,459 00	$1,918 36
APPLE COMPUTER INC COM	037833100	195	03/28/05	03/23/11	$65,858 52	$8,357 70	$57,500 82
TEVA PHARMACEUTICAL INDS ADR	881624209	1159	06/04/09	03/23/11	$56,946 95	$54,813 86	$2,133 09
TEVA PHARMACEUTICAL INDS ADR	881624209	284	06/05/09	03/23/11	$13,954 21	$13,659 69	$294 52
TEVA PHARMACEUTICAL INDS ADR	881624209	725	06/03/09	03/23/11	$35,622 55	$33,610 71	$2,011 84
APPLE COMPUTER INC COM	037833100	34	08/21/06	03/23/11	$11,483 02	$2,269 46	$9,213 56
INTERNATIONAL BUSINESS MACHINES CORF	459200101	38	01/16/08	03/24/11	$6,066 74	$3,887 40	$2,179 34
INTERNATIONAL BUSINESS MACHINES CORF	459200101	149	06/28/07	03/24/11	$23,788 00	$15,853 90	$7,934.10
OCCIDENTAL PETROLEUM CORPORATION C	674599105	563	09/26/08	03/25/11	$56,996 46	$42,706 36	$14,290 10
OCCIDENTAL PETROLEUM CORPORATION C	674599105	721	06/05/09	03/25/11	$72,991 92	$49,625 42	$23,366 50
OCCIDENTAL PETROLEUM CORPORATION C	674599105	294	09/05/08	03/25/11	$29,763 69	$21,482.52	$8,281 17
OCCIDENTAL PETROLEUM CORPORATION C	674599105	1569	08/08/08	03/25/11	$158,840 94	$118,236.39	$40,604 55
BHP BILLITON LIMITED	088606108	788	03/09/09	03/25/11	$71,540 91	$28,937 72	$42,603 19
BHP BILLITON LIMITED	088606108	1255	03/09/09	03/25/11	$113,938 88	$46,087 37	$67,851 51
COSTCO WHSL CORP NEW	22160K105	846	10/16/06	03/25/11	$60,698 23	$45,167 94	$15,530.29
COSTCO WHSL CORP NEW	22160K105	353	10/16/08	03/25/11	$25,326 80	$20,425 39	$4,901 41

Long term gains and losses

This category includes sales of assets held more than 12 months

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
FLUOR CORP NEW	343412102	259	03/17/08	03/25/11	$19,164 23	$16,108 96	$3,055 27
FLUOR CORP NEW	343412102	587	12/30/09	03/25/11	$43,433 99	$26,552 01	$16,881 98
FLUOR CORP NEW	343412102	47	10/07/08	03/25/11	$3,477 68	$2,003 38	$1,474 30
COSTCO WHSL CORP NEW	22160K105	77	03/06/07	03/25/11	$5,524.54	$4,297 37	$1,227 17
COSTCO WHSL CORP NEW	22160K105	216	10/08/08	03/25/11	$15,497 42	$12,404 49	$3,092 93
HEWLETT PACKARD COMPANY	428236103	2142	01/22/09	03/30/11	$88,240 78	$75,319 15	$12,921 63
HEWLETT PACKARD COMPANY	428236103	1222	10/24/08	03/30/11	$50,340 91	$39,368 81	$10,972 10
INTEL CORPORATION	458140100	535	03/01/07	03/30/11	$10,842 74	$10,523 45	$319 29
INTEL CORPORATION	458140100	2814	02/10/10	03/30/11	$57,030 80	$55,878 73	$1,152 07
INTEL CORPORATION	458140100	3108	02/03/10	03/30/11	$62,989 24	$60,863 34	$2,125.90
WAL MART STORES INC	931142103	512	03/20/08	03/31/11	$26,601 78	$26,638 03	$-36 25
WAL MART STORES INC	931142103	10	03/26/08	03/31/11	$519 57	$532.58	$-13 01
WAL MART STORES INC	931142103	863	10/24/08	03/31/11	$44,838 55	$44,111.13	$727 42
OCCIDENTAL PETROLEUM CORPORATION C	674599105	71	06/05/09	04/05/11	$7,323 50	$4,886 83	$2,436 67
JOHNSON & JOHNSON COM	478160104	105	12/30/09	04/05/11	$6,276 77	$6,811 32	$-534 55
PEPSICO INC	713448108	57	12/30/09	04/05/11	$3,738 55	$3,493 53	$245 02
TEVA PHARMACEUTICAL INDS ADR	881624209	80	06/03/09	04/05/11	$4,043 92	$3,708 77	$335 15
UNITED PARCEL SVC INC CL B	911312106	60	03/06/08	04/05/11	$4,462 71	$4,332.27	$130 44
WAL MART STORES INC	931142103	148	10/24/08	04/05/11	$7,811 28	$7,564 83	$246 45
APPLE COMPUTER INC COM	037833100	37	03/28/05	04/05/11	$12,537 95	$1,585 82	$10,952 13
APPLE COMPUTER INC COM	037833100	4	04/04/05	04/05/11	$1,355 45	$164 32	$1,191 13
BHP BILLITON LIMITED	088606108	44	03/09/09	04/05/11	$4,330 83	$1,615 81	$2,715 02
COSTCO WHSL CORP NEW	22160K105	74	10/16/06	04/05/11	$5,534 35	$3,950 86	$1,583 49
CHEVRONTEXACO CORP	166764100	65	10/16/06	04/05/11	$7,114.76	$4,226 30	$2,888 46
CONOCOPHILLIPS	20825C104	93	03/04/08	04/05/11	$7,466 82	$7,471 68	$-4 86

STATEMENT D-2

Long term gains and losses

This category includes sales of assets held more than 12 months.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
DIAGEO PLC SPON ADR NEW	25243Q205	52	03/02/07	04/05/11	$4,064 24	$4,023 23	$41 01
EXXON MOBIL CORP	30231G102	41	10/16/06	04/05/11	$3,513 22	$2,855 24	$657 98
EXXON MOBIL CORP	30231G102	77	01/21/10	04/05/11	$6,598 00	$5,161 88	$1,436 12
FLUOR CORP NEW	343412102	60	10/07/08	04/05/11	$4,420 11	$2,557 51	$1,862 60
HEWLETT PACKARD COMPANY	428236103	66	10/24/08	04/05/11	$2,669 64	$2,126 30	$543 34
INTEL CORPORATION	458140100	278	02/03/10	04/05/11	$5,479 52	$5,444 02	$35 50
INTERNATIONAL BUSINESS MACHINES CORI	459200101	64	01/16/08	04/05/11	$10,504 11	$6,547 20	$3,956 91
ORACLE CORPORATION	68389X105	248	08/08/08	04/05/11	$8,444 23	$5,823 76	$2,620 47
APPLE COMPUTER INC COM	037833100	43	04/04/05	05/18/11	$14,636 34	$1,766.44	$12,869 90
WAL MART STORES INC	931142103	913	02/14/08	05/18/11	$50,241 42	$45,642.88	$4,598 54
BHP BILLITON LIMITED	088606108	493	03/09/09	05/18/11	$46,705 92	$18,104 44	$28,601 48
COSTCO WHSL CORP NEW	22160K105	809	10/16/06	05/18/11	$67,339 86	$43,192 51	$24,147 35
EXXON MOBIL CORP	30231G102	1953	01/21/10	05/18/11	$159,654 68	$130,924 05	$28,730 63
FLUOR CORP NEW	343412102	378	10/07/08	05/18/11	$25,918 96	$16,112.28	$9,806 68
FLUOR CORP NEW	343412102	290	02/18/09	05/18/11	$19,884 92	$11,235 79	$8,649 13
FORD MOTOR CO DEL	345370860	1178	02/04/10	05/18/11	$17,799 47	$13,359 70	$4,439 77
GOOGLE INC	38259P508	54	01/07/09	05/18/11	$28,564 37	$17,420 74	$11,143 63
GOOGLE INC	38259P508	18	01/07/09	05/18/11	$9,521 46	$5,806 91	$3,714.55
HEWLETT PACKARD COMPANY	428236103	764	10/24/08	05/18/11	$27,786 14	$24,613 56	$3,172 58
HOME DEPOT INC USD 0 05	437076102	1460	01/22/09	05/18/11	$54,588 35	$31,871 95	$22,716 40
INTERNATIONAL BUSINESS MACHINES CORI	459200101	345	01/16/08	05/18/11	$58,795 91	$35,293 50	$23,502 41
INTERNATIONAL BUSINESS MACHINES CORI	459200101	332	02/12/09	05/18/11	$56,580 41	$31,051 10	$25,529 31
INTERNATIONAL BUSINESS MACHINES CORI	459200101	49	10/08/08	05/18/11	$8,350 72	$4,495 32	$3,855 40
J P MORGAN CHASE & CO	46625H100	2761	01/21/09	05/18/11	$121,509 27	$57,001 95	$64,507 32
JOHNSON & JOHNSON COM	478160104	226	03/26/08	05/18/11	$15,019 67	$14,613 34	$406 33

STATEMENT D-2

Long term gains and losses

This category includes sales of assets held more than 12 months.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
JOHNSON & JOHNSON COM	478160104	69	10/07/08	05/18/11	$4,585 65	$4,409 79	$175 86
JOHNSON & JOHNSON COM	478160104	270	12/30/09	05/18/11	$17,943 85	$17,514 82	$429 03
JOHNSON & JOHNSON COM	478160104	635	10/16/08	05/18/11	$42,201.29	$40,364 35	$1,836 94
MC DONALDS CORPORATION COMMON	580135101	318	10/07/08	05/18/11	$25,853 41	$17,871 57	$7,981 84
NOVARTIS AG SPNSRD ADR	66987V109	786	10/07/08	05/18/11	$48,298 77	$41,318 52	$6,980 25
OCCIDENTAL PETROLEUM CORPORATION C	674599105	544	06/05/09	05/18/11	$55,608 63	$37,442 76	$18,165 87
OCCIDENTAL PETROLEUM CORPORATION C	674599105	247	01/22/09	05/18/11	$25,248 77	$13,477 46	$11,771 31
OCCIDENTAL PETROLEUM CORPORATION C	674599105	3	10/08/08	05/18/11	$306 67	$155 99	$150 68
ORACLE CORPORATION	68389X105	1816	07/08/09	05/18/11	$61,524 89	$37,381 81	$24,143 08
ORACLE CORPORATION	68389X105	1052	08/08/08	05/18/11	$35,641 07	$24,704 01	$10,937 06
ORACLE CORPORATION	68389X105	1018	09/05/08	05/18/11	$34,489 17	$20,634 76	$13,854 41
PEPSICO INC	713448108	100	01/03/05	05/18/11	$7,120 86	$5,244 00	$1,876 86
PEPSICO INC	713448108	50	01/31/05	05/18/11	$3,560 43	$2,694 50	$865 93
PEPSICO INC	713448108	200	04/20/05	05/18/11	$14,241 72	$10,894 00	$3,347 72
PEPSICO INC	713448108	203	12/30/09	05/18/11	$14,455 35	$12,441 87	$2,013 48
PEPSICO INC	713448108	57	12/29/08	05/18/11	$4,058 89	$3,071 73	$987 16
PEPSICO INC	713448108	29	10/16/08	05/18/11	$2,065 05	$1,518 83	$546 22
TEVA PHARMACEUTICAL INDS ADR	881624209	739	06/03/09	05/18/11	$36,698 03	$34,259 74	$2,438 29
TEVA PHARMACEUTICAL INDS ADR	881624209	161	03/10/09	05/18/11	$7,995 11	$6,936.54	$1,058.57
UNITED PARCEL SVC INC CL B	911312106	578	03/06/08	05/18/11	$42,765 40	$41,734 20	$1,031 20
UNITED TECHNOLOGIES CORP	913017109	10	03/15/06	05/18/11	$872 68	$578 50	$294 18
UNITED TECHNOLOGIES CORP	913017109	13	03/16/06	05/18/11	$1,134 49	$750 50	$383 99
UNITED TECHNOLOGIES CORP	913017109	20	03/23/06	05/18/11	$1,745 37	$1,169 77	$575 60
UNITED TECHNOLOGIES CORP	913017109	20	09/10/09	05/18/11	$1,745 37	$1,238 60	$506.77
UNITED TECHNOLOGIES CORP	913017109	36	08/21/06	05/18/11	$3,141 68	$2,197 80	$943 86

Long term gains and losses

This category includes sales of assets held more than 12 months

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
UNITED TECHNOLOGIES CORP	913017109	90	05/12/09	05/18/11	$7,854 15	$4,685 40	$3,168 75
UNITED TECHNOLOGIES CORP	913017109	92	03/28/06	05/18/11	$8,028 69	$5,449 89	$2,578 80
UNITED TECHNOLOGIES CORP	913017109	712	10/21/08	05/18/11	$62,135 05	$36,490 50	$25,644 55
WAL MART STORES INC	931142103	823	10/24/08	05/18/11	$45,288 82	$42,066 57	$3,222 25
APPLE COMPUTER INC COM	037833100	411	06/24/05	05/18/11	$139,896 21	$15,934 43	$123,961 78
WELLS FARGO & CO NEW	949746101	7761	01/21/09	06/17/11	$211,128 51	$112,727 75	$98,400 76
WELLS FARGO & CO NEW	949746101	929	02/23/09	06/17/11	$25,272 31	$10,372 56	$14,899 75
WELLS FARGO & CO NEW	949746101	240	03/03/09	06/17/11	$6,528 91	$2,560 80	$3,968.11
APPLE COMPUTER INC COM	037833100	95	06/24/05	06/21/11	$30,828 94	$3,683 14	$27,145 80
APPLE COMPUTER INC COM	037833100	154	06/21/05	06/21/11	$49,975 33	$5,831 96	$44,143.37
FLUOR CORP NEW	343412102	48	02/18/09	07/06/11	$3,118 02	$1,859 72	$1,258 30
CHEVRONTEXACO CORP	166764100	53	10/16/06	07/06/11	$5,553 23	$3,446.06	$2,107 17
GOOGLE INC	38259P508	7	01/07/09	07/06/11	$3,756 12	$2,258 24	$1,497 88
HEWLETT PACKARD COMPANY	428236103	56	10/24/08	07/06/11	$2,023 24	$1,804 14	$219 10
HOME DEPOT INC USD 0 05	437076102	150	01/22/09	07/06/11	$5,483 89	$3,274 51	$2,209 38
INTEL CORPORATION	458140100	225	03/06/07	07/06/11	$5,105 15	$4,333 50	$771 65
INTERNATIONAL BUSINESS MACHINES CORI	459200101	52	10/08/08	07/06/11	$9,235 54	$4,770 54	$4,465 00
J P MORGAN CHASE & CO	46625H100	284	01/21/09	07/06/11	$11,493 28	$5,863 29	$5,629 99
JOHNSON & JOHNSON COM	478160104	51	10/16/08	07/06/11	$3,443 45	$3,241 86	$201 59
MC DONALDS CORPORATION COMMON	580135101	140	10/07/08	07/06/11	$12,027 16	$7,867 99	$4,159 17
NOVARTIS AG SPNSRD ADR	66987V109	81	10/07/08	07/06/11	$4,991 12	$4,258 02	$733 10
OCCIDENTAL PETROLEUM CORPORATION C	674599105	58	10/08/08	07/06/11	$6,125 26	$3,015.85	$3,109 41
ORACLE CORPORATION	68389X105	270	09/05/08	07/06/11	$8,920 63	$5,472 87	$3,447 76
ORACLE CORPORATION	68389X105	13	04/09/07	07/06/11	$429 51	$242 31	$187 20
PEPSICO INC	713448108	46	10/16/08	07/06/11	$3,226 37	$2,409 19	$817.18

BNY MELLON
WEALTH MANAGEMENT

FOUNDATION AVALON EQUITY-CUST

Long term gains and losses

This category includes sales of assets held more than 12 months.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
PHILIP MORRIS INTERNATIONAL	718172109	223	10/16/06	07/06/11	$15,257 36	$9,214 35	$6,043 01
TEVA PHARMACEUTICAL INDS ADR	881624209	66	03/10/09	07/06/11	$3,233 93	$2,843 55	$390 38
UNITED TECHNOLOGIES CORP	913017109	73	10/21/08	07/06/11	$6,604 91	$3,741 30	$2,863 61
WAL MART STORES INC	931142103	127	02/14/08	07/06/11	$6,827 38	$6,349 01	$478 37
EXXON MOBIL CORP	30231G102	142	01/21/10	07/06/11	$11,540 11	$9,519 31	$2,020 80
DIAGEO PLC SPON ADR NEW	25243Q205	43	12/30/09	07/06/11	$3,585 70	$2,988 93	$596 77
APPLE COMPUTER INC COM	037833100	26	06/21/05	07/06/11	$9,144 28	$984 62	$8,159 66
BHP BILLITON LIMITED	088606108	36	03/09/09	07/06/11	$3,418 49	$1,322 03	$2,096 46
COSTCO WHSL CORP NEW	22160K105	59	10/16/06	07/06/11	$4,869 17	$3,150 01	$1,719 16
FORD MOTOR CO DEL	345370860	345	02/04/10	07/06/11	$4,809 20	$3,912 65	$896 55
TEVA PHARMACEUTICAL INDS ADR	881624209	1865	03/10/09	08/02/11	$80,301 07	$80,351 85	$-50 78
HEWLETT PACKARD COMPANY	428236103	1386	10/24/08	08/04/11	$45,787 29	$44,652 34	$1,134 95
HEWLETT PACKARD COMPANY	428236103	40	10/27/08	08/04/11	$1,321 42	$1,269 20	$52 22
HEWLETT PACKARD COMPANY	428236103	160	03/03/09	08/04/11	$5,285 69	$4,502 00	$783 69
GENERAL ELECTRIC CO	369604103	9492	07/28/10	08/08/11	$149,630 90	$152,304 84	$-2,673 94
GENERAL ELECTRIC CO	369604103	110	03/03/09	08/08/11	$1,734 03	$773 03	$961 00
GENERAL ELECTRIC CO	369604103	530	07/16/09	08/08/11	$8,354 86	$6,370 60	$1,984 26
DIAGEO PLC SPON ADR NEW	25243Q205	126	10/08/08	08/17/11	$9,801 65	$7,534 33	$2,267 32
DIAGEO PLC SPON ADR NEW	25243Q205	319	10/16/08	08/17/11	$24,815 30	$18,764 35	$6,050.95
DIAGEO PLC SPON ADR NEW	25243Q205	355	12/30/09	08/17/11	$27,615 77	$24,676 09	$2,939 68
DIAGEO PLC SPON ADR NEW	25243Q205	140	03/23/09	08/17/11	$10,890 73	$6,112 40	$4,778 33
DIAGEO PLC SPON ADR NEW	25243Q205	77	02/23/09	08/17/11	$5,989 90	$3,700.04	$2,289 86
OCCIDENTAL PETROLEUM CORPORATION C	674599105	360	10/27/08	09/14/11	$29,114.41	$15,776 64	$13,337 77
OCCIDENTAL PETROLEUM CORPORATION C	674599105	615	10/16/08	09/14/11	$49,737 11	$27,838 84	$21,898 27
OCCIDENTAL PETROLEUM CORPORATION C	674599105	186	10/08/08	09/14/11	$15,042 44	$9,671 52	$5,370 92

Long term gains and losses

This category includes sales of assets held more than 12 months

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
OCCIDENTAL PETROLEUM CORPORATION C	674599105	487	02/23/09	09/14/11	$39,385 32	$23,175 06	$16,210 26
FORD MOTOR CO DEL	345370860	1300	05/12/09	09/20/11	$13,665 21	$7,072 00	$6,593 21
FORD MOTOR CO DEL	345370860	140	07/16/09	09/20/11	$1,471 64	$831 60	$640 04
FORD MOTOR CO DEL	345370860	8375	02/04/10	09/20/11	$88,035 47	$94,980 87	$-6,945 40
ORACLE CORPORATION	68389X105	3519	04/09/07	09/20/11	$101,621 48	$65,590 65	$36,030 83
FLUOR CORP NEW	343412102	92	10/08/08	09/23/11	$4,617 43	$3,538 78	$1,078 65
FLUOR CORP NEW	343412102	297	10/16/08	09/23/11	$14,906 26	$10,930 25	$3,976 01
FLUOR CORP NEW	343412102	895	02/18/09	09/23/11	$44,919 54	$34,675 97	$10,243 57
FLUOR CORP NEW	343412102	100	10/27/08	09/23/11	$5,018 94	$3,392 75	$1,626 19
NOVARTIS AG SPNSRD ADR	66987V109	661	10/07/08	09/23/11	$35,299 49	$34,747 51	$551 98
NOVARTIS AG SPNSRD ADR	66987V109	90	10/08/08	09/23/11	$4,806 29	$4,458 34	$347 95
NOVARTIS AG SPNSRD ADR	66987V109	16	10/16/08	09/23/11	$854 45	$784 96	$69 49
UNITED PARCEL SVC INC CL B	911312106	45	09/29/10	10/13/11	$3,059 94	$3,007 80	$52 14
COSTCO WHSL CORP NEW	22160K105	426	12/26/06	11/17/11	$35,191 18	$22,467 24	$12,723 94
COSTCO WHSL CORP NEW	22160K105	2305	01/21/09	11/17/11	$190,412 39	$108,610 45	$81,801 94
CUMMINS ENGINE INC	231021106	90	12/30/09	11/17/11	$8,713 63	$4,195 80	$4,517 83
DELL INC	24702R101	20	03/03/09	11/17/11	$298 39	$178 80	$119.59
DELL INC	24702R101	690	10/27/08	11/17/11	$10,294 60	$8,182 02	$2,112.58
DIRECTV - CLASS A	25490A101	90	07/19/10	11/17/11	$4,252 41	$3,216 60	$1,035 81
DIRECTV - CLASS A	25490A101	110	12/30/09	11/17/11	$5,197 40	$3,701 23	$1,496 17
DOMINION RES INC VA NEW	25746U109	60	12/30/09	11/17/11	$3,070 14	$2,375 40	$694 74
DOMINION RES INC VA NEW	25746U109	160	12/08/09	11/17/11	$8,187 04	$6,102 38	$2,084 66
DUKE ENERGY HLDG CORP	26441C105	4	10/27/08	11/17/11	$80 98	$63 40	$17 58
DUKE ENERGY HLDG CORP	26441C105	690	04/09/10	11/17/11	$13,969 26	$11,240 10	$2,729 16
EASTMAN CHEMICAL CO	277432100	180	07/19/10	11/17/11	$7,055 86	$4,797 00	$2,258 86

BNY MELLON
WEALTH MANAGEMENT

FOUNDATION AVALON EQUITY-CUST

Long term gains and losses

This category includes sales of assets held more than 12 months

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
EATON CORPORATION COMMON	278058102	20	03/03/09	11/17/11	$888 58	$342 30	$546 28
EATON CORPORATION COMMON	278058102	40	07/19/10	11/17/11	$1,777 17	$1,345 20	$431 97
EATON CORPORATION COMMON	278058102	180	12/30/09	11/17/11	$7,997 24	$5,740 20	$2,257 04
EBAY INC	278642103	230	12/30/09	11/17/11	$6,849.26	$5,485 50	$1,363 76
EMERSON ELECTRIC COMPANY	291011104	290	12/30/09	11/17/11	$14,575 11	$12,562 77	$2,012.34
EXXON MOBIL CORP	30231G102	516	10/16/08	11/17/11	$40,814 66	$34,425 46	$6,389 20
EXXON MOBIL CORP	30231G102	95	01/21/10	11/17/11	$7,514 33	$6,368 55	$1,145 78
EXXON MOBIL CORP	30231G102	2362	10/18/10	11/17/11	$186,829 90	$156,195 04	$30,634 86
EXXON MOBIL CORP	30231G102	6587	10/18/10	11/17/11	$514,566 55	$435,587 12	$78,979 43
FASTENAL CO COMMON	311900104	40	12/30/09	11/17/11	$1,623 16	$841 80	$781.36
GENERAL GROWTH PROPERTIES	370023103	420	07/19/10	11/17/11	$5,837 88	$4,401 21	$1,436 67
GENERAL MILLS INC COM	370334104	40	03/03/09	11/17/11	$1,557 57	$1,040 40	$517 17
GENERAL MILLS INC COM	370334104	40	09/10/09	11/17/11	$1,557 57	$1,203 20	$354 37
GENERAL MILLS INC COM	370334104	140	10/27/08	11/17/11	$5,451 49	$4,506 60	$944.89
GOOGLE INC	38259P508	123	09/15/10	11/17/11	$74,495 98	$59,140 88	$15,355 10
GOOGLE INC	38259P508	16	02/03/09	11/17/11	$9,690 53	$5,459 72	$4,230 81
GRACO INC	384109104	40	07/19/10	11/17/11	$1,687 57	$1,178 00	$509 57
GRACO INC	384109104	70	04/09/10	11/17/11	$2,953 24	$2,242 80	$710 44
W W GRAINGER INCORPORATED	384802104	40	12/30/09	11/17/11	$7,031 86	$3,918 80	$3,113 06
HOME DEPOT INC USD 0 05	437076102	325	03/23/09	11/17/11	$12,275 31	$7,354 75	$4,920 56
HOME DEPOT INC USD 0 05	437076102	10	07/16/09	11/17/11	$377 70	$240 90	$136 80
HOME DEPOT INC USD 0 05	437076102	770	12/30/09	11/17/11	$29,083 03	$22,491 62	$6,591 41
HOME DEPOT INC USD 0 05	437076102	2823	01/22/09	11/17/11	$106,625 20	$62,162 46	$44,462 74
HOME DEPOT INC USD 0 05	437076102	2769	01/22/09	11/17/11	$104,749 26	$60,447 55	$44,301 71
HOME DEPOT INC USD 0 05	437076102	290	01/22/09	11/17/11	$10,970 49	$6,385 80	$4,584 69

Long term gains and losses

This category includes sales of assets held more than 12 months.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
HOME DEPOT INC USD 0 05	437076102	3913	01/22/09	11/17/11	$148,025 94	$85,421 18	$62,604 76
HONEYWELL INTL INC	438516106	320	12/30/09	11/17/11	$17,030 07	$12,678 37	$4,351 70
INTEL CORPORATION	458140100	2370	12/30/09	11/17/11	$58,537 87	$48,585 00	$9,952 87
INTEL CORPORATION	458140100	1946	02/03/10	11/17/11	$48,065 28	$38,108 13	$9,957 15
INTEL CORPORATION	458140100	324	03/06/07	11/17/11	$8,020 47	$6,240 24	$1,780 23
INTEL CORPORATION	458140100	524	10/08/08	11/17/11	$12,971 37	$8,384 21	$4,587 16
INTEL CORPORATION	458140100	1251	10/16/08	11/17/11	$30,967 91	$19,756 04	$11,211 87
INTEL CORPORATION	458140100	2310	10/27/08	11/17/11	$57,182 95	$33,752 80	$23,430 15
INTEL CORPORATION	458140100	2976	02/03/10	11/17/11	$73,669 46	$58,278.41	$15,391 05
INTEL CORPORATION	458140100	236	03/23/09	11/17/11	$5,842 07	$3,555 25	$2,286 82
INTEL CORPORATION	458140100	30	05/12/09	11/17/11	$742 64	$455 70	$286 94
INTEL CORPORATION	458140100	98	12/29/08	11/17/11	$2,425 94	$1,378 62	$1,047 32
INTEL CORPORATION	458140100	32	12/29/08	11/17/11	$797 42	$450 16	$347 26
INTEL CORPORATION	458140100	927	01/21/09	11/17/11	$23,100 40	$11,878 21	$11,222 19
INTEL CORPORATION	458140100	4869	01/22/09	11/17/11	$121,333 14	$62,810 10	$58,523 04
INTEL CORPORATION	458140100	4676	01/21/09	11/17/11	$116,523 68	$59,916 39	$56,607 29
INTERNATIONAL BUSINESS MACHINES CORF	459200101	531	12/30/09	11/17/11	$99,119 86	$70,054 77	$29,065 09
INTERNATIONAL BUSINESS MACHINES CORF	459200101	7	10/08/08	11/17/11	$1,308 98	$642 19	$666 79
INTERNATIONAL BUSINESS MACHINES CORF	459200101	269	10/16/08	11/17/11	$50,302 22	$24,468 40	$25,833 82
INTERNATIONAL BUSINESS MACHINES CORF	459200101	10	04/09/10	11/17/11	$1,869 97	$1,276 70	$593 27
INTERNATIONAL BUSINESS MACHINES CORF	459200101	19	12/30/09	11/17/11	$3,552 95	$2,506 67	$1,046 28
INTERNATIONAL BUSINESS MACHINES CORF	459200101	2119	01/21/09	11/17/11	$396,246 87	$191,812 10	$204,434 77
INTERNATIONAL GAME TECHNOLOGY COM	459902102	100	03/03/09	11/17/11	$1,690 96	$852 80	$838 16
INTUIT INC COM	461202103	20	03/03/09	11/17/11	$1,048 78	$453 80	$594 98
INTUIT INC COM	461202103	30	12/08/09	11/17/11	$1,573 17	$882 23	$690 94

Long term gains and losses

This category includes sales of assets held more than 12 months.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
INTUIT INC COM	461202103	130	12/30/09	11/17/11	$6,817 06	$4,056 65	$2,760 41
JOHNSON & JOHNSON COM	478160104	200	02/27/02	11/17/11	$12,839 75	$12,083 00	$756 75
JOHNSON & JOHNSON COM	478160104	100	10/25/02	11/17/11	$6,419 88	$5,815 50	$604 38
JOHNSON & JOHNSON COM	478160104	100	09/01/04	11/17/11	$6,419.88	$5,774 00	$645.88
JOHNSON & JOHNSON COM	478160104	95	11/01/04	11/17/11	$6,098 88	$5,564 15	$534 73
JOHNSON & JOHNSON COM	478160104	50	11/01/04	11/17/11	$3,209 94	$2,932 00	$277 94
JOHNSON & JOHNSON COM	478160104	50	11/29/04	11/17/11	$3,209 94	$3,046 50	$163 44
JOHNSON & JOHNSON COM	478160104	100	01/27/06	11/17/11	$6,419 88	$5,884 00	$535 88
JOHNSON & JOHNSON COM	478160104	50	04/03/06	11/17/11	$3,209 94	$2,970 50	$239 44
JOHNSON & JOHNSON COM	478160104	183	03/06/07	11/17/11	$11,748.37	$11,325 87	$422 50
JOHNSON & JOHNSON COM	478160104	213	10/08/08	11/17/11	$13,674 34	$13,258 87	$415 47
JOHNSON & JOHNSON COM	478160104	430	09/29/10	11/17/11	$27,605 47	$26,810 50	$794 97
JOHNSON & JOHNSON COM	478160104	94	02/28/06	11/17/11	$6,034 68	$5,424 51	$610 17
JOHNSON & JOHNSON COM	478160104	100	03/27/03	11/17/11	$6,416 88	$5,677 00	$739 88
JOHNSON & JOHNSON COM	478160104	100	09/10/04	11/17/11	$6,416.88	$5,728 31	$688 57
JOHNSON & JOHNSON COM	478160104	100	10/01/04	11/17/11	$6,416 88	$5,657 00	$759 88
JOHNSON & JOHNSON COM	478160104	130	10/05/04	11/17/11	$8,341 94	$7,482 80	$859 14
JOHNSON & JOHNSON COM	478160104	31	02/28/06	11/17/11	$1,989 23	$1,788 94	$200 29
JOHNSON & JOHNSON COM	478160104	3584	01/21/09	11/17/11	$229,980 86	$200,239 87	$29,740 99
JOY GLOBAL INC	481165108	10	12/30/09	11/17/11	$881.28	$525.40	$355.88
JOY GLOBAL INC	481165108	60	12/08/09	11/17/11	$5,287 70	$3,049 20	$2,238 50
KBR INC	48242W106	20	03/03/09	11/17/11	$577.19	$236 00	$341 19
KBR INC	48242W106	10	05/12/09	11/17/11	$288 59	$173 10	$115 49
KIMBERLY-CLARK CORP COM	494368103	50	09/10/09	11/17/11	$3,519 43	$2,926 50	$592 93
KIMBERLY-CLARK CORP COM	494368103	60	05/12/09	11/17/11	$4,223 32	$3,099 60	$1,123 72

Long term gains and losses

This category includes sales of assets held more than 12 months.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
KIMBERLY-CLARK CORP COM	494368103	192	04/09/10	11/17/11	$13,514 62	$11,777 28	$1,737 34
KRAFT FOODS INC	50075N104	50	12/30/09	11/17/11	$1,757 97	$1,377 00	$380 97
KRAFT FOODS INC	50075N104	70	12/08/09	11/17/11	$2,461 15	$1,868 30	$592 85
KRAFT FOODS INC	50075N104	80	07/16/09	11/17/11	$2,812 74	$2,202 40	$610 34
KRAFT FOODS INC	50075N104	250	10/27/08	11/17/11	$8,789 83	$6,857 00	$1,932 83
LAS VEGAS SANDS CORP	517834107	30	04/09/10	11/17/11	$1,405 77	$734 10	$671 67
LAS VEGAS SANDS CORP	517834107	170	12/30/09	11/17/11	$7,966 04	$2,569.55	$5,396 49
LIBERTY GLOBAL INC	530555101	120	12/30/09	11/17/11	$4,970 30	$2,624 35	$2,345 95
ELI LILLY & CO COM	532457108	430	10/27/08	11/17/11	$15,922 59	$13,674 39	$2,248 20
LIMITED INC	532716107	110	04/09/10	11/17/11	$4,639 71	$2,901 80	$1,737 91
LOWES COMPANIES INC COM	548661107	70	03/03/09	11/17/11	$1,658 26	$987 70	$670 56
MACYS INC	55616P104	20	03/03/09	11/17/11	$612 39	$142 40	$469 99
MACYS INC	55616P104	120	12/30/09	11/17/11	$3,674 32	$2,104 80	$1,569 52
MARSH & MCLENNAN COS INC	571748102	20	12/30/09	11/17/11	$592 19	$443 40	$148 79
MARSH & MCLENNAN COS INC	571748102	10	07/19/10	11/17/11	$296 09	$225 10	$70 99
MARSH & MCLENNAN COS INC	571748102	130	04/09/10	11/17/11	$3,849 22	$3,153 80	$695 42
MATTEL INC	577081102	20	03/03/09	11/17/11	$563 79	$219 40	$344 39
MATTEL INC	577081102	150	12/30/09	11/17/11	$4,228 41	$3,034 50	$1,193.91
MC DONALDS CORPORATION COMMON	580135101	119	05/21/08	11/17/11	$11,114 33	$7,028 14	$4,086 19
MC DONALDS CORPORATION COMMON	580135101	2792	06/03/09	11/17/11	$260,766 39	$169,821 72	$90,944 67
MC DONALDS CORPORATION COMMON	580135101	270	12/21/09	11/17/11	$25,217 38	$16,972 36	$8,245 02
MC DONALDS CORPORATION COMMON	580135101	20	12/30/09	11/17/11	$1,867 95	$1,265 00	$602 95
MC DONALDS CORPORATION COMMON	580135101	742	01/22/09	11/17/11	$69,301 10	$43,656 31	$25,644 79
MC DONALDS CORPORATION COMMON	580135101	3284	01/07/08	11/17/11	$305,800 20	$190,035 56	$115,764 64
MC DONALDS CORPORATION COMMON	580135101	128	04/21/08	11/17/11	$11,919 13	$7,493 12	$4,426 01

Long term gains and losses

This category includes sales of assets held more than 12 months.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
MC DONALDS CORPORATION COMMON	580135101	1130	01/21/09	11/17/11	$105,223 58	$65,415 14	$39,808 44
MC DONALDS CORPORATION COMMON	580135101	1608	01/22/09	11/17/11	$149,734 08	$94,608 29	$55,125 79
MC DONALDS CORPORATION COMMON	580135101	261	10/21/09	11/17/11	$24,303 85	$15,264 27	$9,039 58
MC DONALDS CORPORATION COMMON	580135101	116	06/23/08	11/17/11	$10,801 71	$6,645 64	$4,156 07
MC GRAW-HILL COMPANIES INC	580645109	20	03/03/09	11/17/11	$872 58	$357 80	$514 78
MC GRAW-HILL COMPANIES INC	580645109	20	07/19/10	11/17/11	$872 58	$588 00	$284 58
MC GRAW-HILL COMPANIES INC	580645109	150	12/30/09	11/17/11	$6,544 37	$5,084 99	$1,459 38
MCKESSON CORPORATION	58155Q103	70	07/19/10	11/17/11	$5,674 09	$4,698 40	$975 69
MEAD JOHNSON NUTRITION CO-A	582839106	110	12/30/09	11/17/11	$7,687 75	$4,842 19	$2,845 56
MICROSOFT CORP COM	594918104	327	11/04/10	11/17/11	$8,462 63	$8,893 36	$-430 73
MICROSOFT CORP COM	594918104	3518	11/16/10	11/17/11	$91,044 44	$90,846 02	$198 42
MICROCHIP TECHNOLOGY INC	595017104	540	04/09/10	11/17/11	$19,104 83	$15,433 20	$3,671 63
MONSANTO CO NEW	61166W101	140	07/19/10	11/17/11	$10,064 40	$7,838 59	$2,225 81
MOODYS CORP	615369105	10	09/10/09	11/17/11	$330 39	$247 90	$82.49
MOODYS CORP	615369105	120	07/19/10	11/17/11	$3,964 72	$2,620 79	$1,343 93
MOTOROLA INC	620076307	27	12/30/09	11/17/11	$1,237 65	$846 15	$391 50
MOTOROLA INC	620076307	27 14	05/12/09	11/17/11	$1,244 21	$657 70	$586 51
MOTOROLA INC	620076307	82 86	07/19/10	11/17/11	$3,798 09	$2,583 30	$1,214.79
NCR CORP	62886E108	260	12/08/09	11/17/11	$4,653 91	$2,402 37	$2,251.54
NEWS CORP	65248E104	80	07/19/10	11/17/11	$1,347.97	$1,016 00	$331 97
NEWS CORP	65248E104	230	12/30/09	11/17/11	$3,875 42	$3,174 00	$701 42
NIKE INC CL B	654106103	110	12/30/09	11/17/11	$10,218 80	$7,255 59	$2,963 21
NORDSTROM INC	655664100	80	07/19/10	11/17/11	$3,802 32	$2,517 60	$1,284 72
NORDSTROM INC	655664100	120	12/30/09	11/17/11	$5,703 49	$4,582 79	$1,120 70
NORTHROP GRUMMAN CORP	666807102	20	03/03/09	11/17/11	$1,155 38	$638 80	$516 58

Long term gains and losses

This category includes sales of assets held more than 12 months

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
NORTHROP GRUMMAN CORP	666807102	120	12/30/09	11/17/11	$8,932 26	$6,186 00	$746 26
NOVARTIS AG SPNSRD ADR	66987V109	406	10/16/08	11/17/11	$22,372 40	$19,918 36	$2,454 04
NOVARTIS AG SPNSRD ADR	66987V109	746	10/09/08	11/17/11	$41,107.91	$35,121 98	$5,985 93
NOVARTIS AG SPNSRD ADR	66987V109	388	10/09/08	11/17/11	$21,296 91	$18,267 19	$3,029.72
NOVARTIS AG SPNSRD ADR	66987V109	2113	01/21/09	11/17/11	$115,980 34	$96,003 73	$19,976 61
ORACLE CORPORATION	68389X105	1275	04/09/07	11/17/11	$40,238 99	$23,764 73	$16,474 26
ORACLE CORPORATION	68389X105	110	12/29/08	11/17/11	$3,471 60	$1,888 43	$1,583 17
ORACLE CORPORATION	68389X105	90	05/12/09	11/17/11	$2,840 40	$1,651 50	$1,188 90
ORACLE CORPORATION	68389X105	120	04/09/10	11/17/11	$3,787 20	$3,100 80	$686 40
ORACLE CORPORATION	68389X105	180	07/19/10	11/17/11	$5,680 80	$4,246 20	$1,434 60
ORACLE CORPORATION	68389X105	1898	01/21/09	11/17/11	$59,900 87	$31,734 94	$28,165 93
ROCKWELL COLLINS INC	774341101	20	03/03/09	11/17/11	$1,067 17	$583 60	$483 57
PARKER HANNIFIN CORP	701094104	90	12/30/09	11/17/11	$7,398 75	$4,909 50	$2,489 25
PENNEY J C CO INC	708160106	30	03/03/09	11/17/11	$960 99	$431 10	$529 89
PENNEY J C CO INC	708160106	110	12/30/09	11/17/11	$3,523 64	$2,950 19	$573 45
PENNEY J C CO INC	708160106	180	07/19/10	11/17/11	$5,765 95	$3,915 00	$1,850 95
PFIZER INC COM	717081103	5305	11/04/10	11/17/11	$103,976 00	$92,175 44	$11,800 56
PFIZER INC COM	717081103	7669	11/04/10	11/17/11	$149,849 37	$133,250 41	$16,598 96
PFIZER INC COM	717081103	8908	11/04/10	11/17/11	$172,945 49	$154,778 28	$18,167 21
PFIZER INC COM	717081103	153	11/04/10	11/17/11	$2,970 44	$2,658 41	$312 03
PHARMACEUTICAL PROD DEV INC COM	717124101	360	04/09/10	11/17/11	$11,922 97	$8,410 47	$3,512 50
PHILIP MORRIS INTERNATIONAL	718172109	720	12/21/09	11/17/11	$52,646 97	$35,528 47	$17,118 50
PHILIP MORRIS INTERNATIONAL	718172109	1889	03/03/10	11/17/11	$138,125 18	$94,396 73	$43,728 45
PHILIP MORRIS INTERNATIONAL	718172109	280	04/30/10	11/17/11	$20,473 82	$13,778 10	$6,695 72
PHILIP MORRIS INTERNATIONAL	718172109	626	08/21/09	11/17/11	$45,471 77	$29,313 58	$16,158 19

Long term gains and losses

This category includes sales of assets held more than 12 months.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
PHILIP MORRIS INTERNATIONAL	718172109	291	09/21/09	11/17/11	$21,137 83	$14,081 49	$7,056.34
PHILIP MORRIS INTERNATIONAL	718172109	729	04/27/10	11/17/11	$52,953 54	$35,749 14	$17,204 40
PHILIP MORRIS INTERNATIONAL	718172109	453	04/30/10	11/17/11	$32,905 29	$22,291 00	$10,614.29
PHILIP MORRIS INTERNATIONAL	718172109	750	05/04/10	11/17/11	$54,478 95	$36,741 60	$17,737 35
PHILIP MORRIS INTERNATIONAL	718172109	531	05/06/10	11/17/11	$38,571 10	$25,042 60	$13,528 50
PHILIP MORRIS INTERNATIONAL	718172109	348	05/18/10	11/17/11	$25,278 23	$15,947 10	$9,331 13
PHILIP MORRIS INTERNATIONAL	718172109	710	12/30/09	11/17/11	$51,573 41	$34,690 53	$16,882 88
PHILIP MORRIS INTERNATIONAL	718172109	2470	01/21/09	11/17/11	$179,417 35	$102,132 77	$77,284 58
PHILIP MORRIS INTERNATIONAL	718172109	9810	01/21/09	11/17/11	$703,657 78	$405,636 64	$298,021 14
PHILIP MORRIS INTERNATIONAL	718172109	600	10/16/06	11/17/11	$43,037 17	$24,791 97	$18,245 20
PRICELINE COM INC	741503403	10	12/30/09	11/17/11	$5,229 59	$2,217 09	$3,012 50
PRINCIPAL FINL GROUP INC	74251V102	20	07/16/09	11/17/11	$465.19	$383 60	$81 59
PRINCIPAL FINL GROUP INC	74251V102	30	03/03/09	11/17/11	$697 78	$203 70	$494 08
PROGRESS ENERGY INC	743263105	170	04/09/10	11/17/11	$8,948 62	$6,674 20	$2,274 42
RPM INTERNATIONAL INC	749685103	140	07/19/10	11/17/11	$3,218 53	$2,477 99	$740 54
ORACLE CORPORATION	68389X105	7367	01/21/09	11/17/11	$234,413 43	$123,177 72	$111,235 71
RED HAT INC	756577102	110	07/19/10	11/17/11	$5,562 59	$3,495 79	$2,066.80
REYNOLDS AMERN INC	761713106	280	04/09/10	11/17/11	$11,292 18	$7,558 60	$3,733 58
ROCKWELL INTL CORP NEW	773903109	10	03/03/09	11/17/11	$716 29	$187 90	$528 39
ROCKWELL INTL CORP NEW	773903109	50	07/19/10	11/17/11	$3,581 43	$2,536 00	$1,045.43
ROCKWELL INTL CORP NEW	773903109	70	12/30/09	11/17/11	$5,014 00	$3,308 90	$1,705 10
ROSS STORES INC	778296103	100	12/30/09	11/17/11	$8,716 83	$4,328 99	$4,387 84
SALESFORCE COM INC	79466L302	10	07/19/10	11/17/11	$1,286 58	$923 40	$363 18
SALESFORCE COM INC	79466L302	70	12/30/09	11/17/11	$9,006 03	$5,154 80	$3,851 23
SANDISK CORP COM	80004C101	20	05/12/09	11/17/11	$989 38	$249 40	$739 98

Long term gains and losses

This category includes sales of assets held more than 12 months

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
SANDISK CORP COM	80004C101	120	12/30/09	11/17/11	$5,936 28	$3,478 80	$2,457 48
SARA LEE CORP COM	803111103	50	12/30/09	11/17/11	$911 48	$622 50	$288 98
SARA LEE CORP COM	803111103	450	12/08/09	11/17/11	$8,203 34	$5,458 46	$2,744 88
SOUTHERN COMPANY	842587107	4 47	08/11/06	11/17/11	$193 28	$149 39	$43 89
SOUTHERN COMPANY	842587107	4 54	08/11/06	11/17/11	$196 31	$151 72	$44 59
SOUTHERN COMPANY	842587107	4 76	04/15/05	11/17/11	$205 82	$153 26	$52 56
SOUTHERN COMPANY	842587107	75 23	04/15/05	11/17/11	$3,252 88	$2,422 13	$830 75
SOUTHERN COMPANY	842587107	220	04/09/10	11/17/11	$9,512 61	$7,378 80	$2,133 81
STARBUCKS CORP COM	855244109	2150	11/08/10	11/17/11	$91,889 23	$66,116 16	$25,773 07
STARBUCKS CORP COM	855244109	647	11/08/10	11/17/11	$27,549 31	$19,896 35	$7,652 96
STARBUCKS CORP COM	855244109	2872	11/08/10	11/17/11	$122,290 00	$88,318 88	$33,971 12
TJX COS INC NEW	872540109	160	12/30/09	11/17/11	$9,574 21	$5,908 78	$3,665 43
TELEFLEX INC	879369106	100	07/16/09	11/17/11	$5,948 13	$4,519 00	$1,429 13
TEXAS INSTRUMENTS INC	882508104	150	07/19/10	11/17/11	$4,627 41	$3,764 99	$862 42
TEXAS INSTRUMENTS INC	882508104	260	12/30/09	11/17/11	$8,020 84	$6,700 17	$1,320 67
TIME WARNER INC	887317303	0 67	12/29/08	11/17/11	$22 58	$13 38	$9 20
TIME WARNER INC	887317303	140	09/10/09	11/17/11	$4,738 91	$3,858 94	$879 97
TIME WARNER INC	887317303	3 33	09/02/08	11/17/11	$112 82	$117 13	$-4.31
TIME WARNER INC	887317303	100	07/19/10	11/17/11	$3,384 93	$2,990 99	$393 94
TIME WARNER CABLE INC	88732J207	100	12/30/09	11/17/11	$6,126 83	$4,227 99	$1,898 84
TIME WARNER CABLE INC	88732J207	110	04/09/10	11/17/11	$6,739 52	$5,692 50	$1,047 02
UNITED PARCEL SVC INC CL B	911312106	167	09/05/08	11/17/11	$11,626 58	$10,604 40	$1,022.18
UNITED PARCEL SVC INC CL B	911312106	103	10/08/08	11/17/11	$7,170 89	$5,913 09	$1,257 80
UNITED PARCEL SVC INC CL B	911312106	260	10/16/08	11/17/11	$18,101 27	$13,348.17	$4,753 10
UNITED PARCEL SVC INC CL B	911312106	111	12/30/09	11/17/11	$7,727 85	$6,452 43	$1,275 42

Long term gains and losses

This category includes sales of assets held more than 12 months

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
UNITED PARCEL SVC INC CL B	911312106	162	09/29/10	11/17/11	$11,278 48	$10,828 08	$450 40
UNITED PARCEL SVC INC CL B	911312106	270	12/30/09	11/17/11	$18,797 47	$15,759 87	$3,037 60
UNITED PARCEL SVC INC CL B	911312106	188	01/22/09	11/17/11	$13,088 61	$8,976 44	$4,112 17
UNITED PARCEL SVC INC CL B	911312106	816	01/22/09	11/17/11	$56,368 20	$38,961 55	$17,406 65
UNITED PARCEL SVC INC CL B	911312106	1457	01/21/09	11/17/11	$100,647 62	$68,807.26	$31,840 36
UNITED TECHNOLOGIES CORP	913017109	97	08/21/09	11/17/11	$7,428 38	$5,682 26	$1,746 12
UNITED TECHNOLOGIES CORP	913017109	100	07/19/10	11/17/11	$7,658 12	$6,637 99	$1,020 13
UNITED TECHNOLOGIES CORP	913017109	1439	10/21/08	11/17/11	$110,200 38	$73,749 76	$36,450 62
UNITED TECHNOLOGIES CORP	913017109	135	10/21/08	11/17/11	$10,417 75	$6,918 85	$3,498 90
UNITED TECHNOLOGIES CORP	913017109	40	12/29/08	11/17/11	$3,086 74	$2,028 80	$1,057 94
UNITED TECHNOLOGIES CORP	913017109	1509	01/22/09	11/17/11	$116,447 29	$74,122 08	$42,325 21
UNITED TECHNOLOGIES CORP	913017109	1717	01/21/09	11/17/11	$132,498 34	$83,559 52	$48,938 82
V F CORPORATION COM	918204108	10	07/16/09	11/17/11	$1,344.47	$596 20	$748 27
V F CORPORATION COM	918204108	20	12/30/09	11/17/11	$2,688 95	$1,481 60	$1,207 35
VECTREN CORP	92240G101	100	09/10/09	11/17/11	$2,905 94	$2,326 99	$578 95
VECTREN CORP	92240G101	200	07/16/09	11/17/11	$5,811 89	$4,732 66	$1,079 23
VIACOM INC NEW	92553P201	60	12/30/09	11/17/11	$2,752 15	$1,796 99	$955 16
VIACOM INC NEW	92553P201	270	07/19/10	11/17/11	$12,384 65	$8,669 67	$3,714 98
VMWARE INC	928563402	10	07/19/10	11/17/11	$986 08	$726 80	$259 28
VMWARE INC	928563402	40	04/09/10	11/17/11	$3,944.32	$2,165 20	$1,779 12
WADDELL & REED FINL INC CL A	930059100	210	07/19/10	11/17/11	$5,657 19	$4,760 70	$896 49
WAL MART STORES INC	931142103	3454	02/14/08	11/17/11	$196,736 06	$172,673 06	$24,063 00
WAL MART STORES INC	931142103	5857	02/14/08	11/17/11	$331,324 12	$292,804 32	$38,519 80
WILLIAMS SONOMA INC COM	969904101	90	07/19/10	11/17/11	$3,462 23	$2,169 00	$1,293 23
WILLIAMS SONOMA INC COM	969904101	100	04/09/10	11/17/11	$3,846 92	$2,942 00	$904 92

Long term gains and losses

This category includes sales of assets held more than 12 months

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
YUM BRANDS INC	988498101	200	12/30/09	11/17/11	$10,885 79	$7,057 98	$3,827.81
CONSTELLATION ENERGY GROUP INC	210371100	30	05/12/09	11/17/11	$1,191 27	$780 00	$411 27
CONSTELLATION ENERGY GROUP INC	210371100	50	03/03/09	11/17/11	$1,985 46	$849 50	$1,135 96
APPLE COMPUTER INC COM	037833100	401	09/15/10	11/17/11	$153,060 72	$108,125 56	$44,935 16
APPLE COMPUTER INC COM	037833100	380	12/30/09	11/17/11	$145,045 08	$80,031 80	$65,013 28
APPLE COMPUTER INC COM	037833100	291	03/03/10	11/17/11	$111,073 99	$60,729 43	$50,344.56
ARES CAP CORP	04010L103	1030	07/19/10	11/17/11	$15,439 40	$13,884 40	$1,555 00
AUTOMATIC DATA PROCESSING INC COMMC	053015103	60	12/30/09	11/17/11	$3,022.74	$2,593 20	$429 54
AUTOMATIC DATA PROCESSING INC COMMC	053015103	150	04/09/10	11/17/11	$7,556 85	$6,609 00	$947 85
AUTOMATIC DATA PROCESSING INC COMMC	053015103	160	09/10/09	11/17/11	$8,060 64	$6,131 18	$1,929 46
COOPER INDUSTRIES PLC-CL A	G24140108	90	07/19/10	11/17/11	$4,697 00	$3,999 60	$697 40
COVIDIEN PLC	G2554F113	230	07/19/10	11/17/11	$10,763 79	$9,103 38	$1,660 41
TYCO INTERNATIONAL LTD	H89128104	310	07/19/10	11/17/11	$14,411 62	$11,070 07	$3,341 55
AMC NETWORKS INC	00164V103	42	12/30/09	11/17/11	$1,561 67	$980 43	$581 24
ACTIVISION BLIZZARD INC	00507V109	340	03/03/09	11/17/11	$4,158 11	$3,348 08	$810 03
ALTRIA GROUP INC	02209S103	40	12/08/09	11/17/11	$1,110 38	$769 60	$340 78
ALTRIA GROUP INC	02209S103	150	12/30/09	11/17/11	$4,163 92	$2,975 99	$1,187 93
ALTRIA GROUP INC	02209S103	290	04/09/10	11/17/11	$8,050 24	$6,092 90	$1,957 34
AMERICAN EXPRESS COMPANY	025816109	597	11/10/10	11/17/11	$28,378 80	$25,884 37	$2,494 43
AMERICAN EXPRESS COMPANY	025816109	1704	11/10/10	11/17/11	$81,000 81	$73,881 01	$7,119 80
AMERICAN EXPRESS COMPANY	025816109	785	11/03/10	11/17/11	$37,315 51	$32,865 20	$4,450 31
AMERICAN EXPRESS COMPANY	025816109	2367	11/03/10	11/17/11	$113,590 15	$99,098 01	$14,492 14
AMERICAN EXPRESS COMPANY	025816109	4203	11/03/10	11/17/11	$201,698 09	$175,964 90	$25,733 19
AMERICAN TOWER CORP CL A	029912201	20	12/30/09	11/17/11	$1,147 98	$865 20	$282 78
AMERICAN TOWER CORP CL A	029912201	70	07/19/10	11/17/11	$4,017 92	$3,083 50	$934 42

Long term gains and losses

This category includes sales of assets held more than 12 months

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
AMERISOURCEBERGEN CORP	03073E105	40	05/12/09	11/17/11	$1,520 77	$716 40	$804 37
AMERIPRISE FINL INC	03076C106	30	03/03/09	11/17/11	$1,343 37	$441 30	$902 07
AMERIPRISE FINL INC	03076C106	30	12/30/09	11/17/11	$1,343 37	$1,170 90	$172 47
AON CORPORATION COM	037389103	82	03/03/09	11/17/11	$3,830 14	$2,973 40	$856 74
GALLAGHER ARTHUR J & CO	363576109	290	04/09/10	11/17/11	$8,841 93	$7,122 40	$1,719 53
BAXTER INTL INC COM	071813109	160	07/19/10	11/17/11	$8,430 23	$6,809 58	$1,620 65
BHP BILLITON LIMITED	088606108	750	07/08/09	11/17/11	$55,103 09	$37,403.25	$17,699 84
BHP BILLITON LIMITED	088606108	1663	07/08/09	11/17/11	$122,926 59	$82,935 47	$39,991 12
BIOMARIN PHARMACEUTICAL INC	09061G101	200	12/08/09	11/17/11	$6,094 52	$3,319 98	$2,774 54
BORG WARNER INC	099724106	20	12/08/09	11/17/11	$1,303 57	$608 40	$695 17
BRINKER INTL INC	109641100	170	07/19/10	11/17/11	$3,977 92	$2,660 48	$1,317 44
CBS CORP NEW	124857202	50	07/19/10	11/17/11	$1,248 97	$684 50	$564 47
CVS CORP	126650100	230	07/19/10	11/17/11	$8,877 82	$6,932 18	$1,945 64
CATERPILLAR INC	149123101	1615	11/16/10	11/17/11	$153,629 09	$130,332 12	$23,296 97
CATERPILLAR INC	149123101	2709	11/16/10	11/17/11	$257,697 34	$218,619 01	$39,078 33
CENTURYTEL INC	156700106	20	09/10/09	11/17/11	$744 79	$627 40	$117.39
CENTURYTEL INC	156700106	44 93	09/10/09	11/17/11	$1,673 09	$969 30	$703.79
CENTURYTEL INC	156700106	239 07	07/19/10	11/17/11	$8,902 87	$8,312 51	$590 36
CHEVRONTEXACO CORP	166764100	69	09/21/09	11/17/11	$6,925 74	$4,959 72	$1,966.02
CHEVRONTEXACO CORP	166764100	440	03/03/10	11/17/11	$44,164 15	$32,203 60	$11,960 55
CHEVRONTEXACO CORP	166764100	406	01/22/09	11/17/11	$40,751 47	$28,591 13	$12,160 34
CHEVRONTEXACO CORP	166764100	873	01/21/09	11/17/11	$88,824 12	$61,193.29	$27,630 83
CHEVRONTEXACO CORP	166764100	686	01/22/09	11/17/11	$69,797 65	$48,309 15	$21,488 50
CHEVRONTEXACO CORP	166764100	109	01/21/09	11/17/11	$11,090 30	$7,640 40	$3,449 90
CHUBB CORPORATION COM	171232101	1131	08/03/10	11/17/11	$74,586 66	$59,990 73	$14,595 93

Long term gains and losses

This category includes sales of assets held more than 12 months

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
CHUBB CORPORATION COM	171232101	409	08/03/10	11/17/11	$26,813 52	$21,694 26	$5,119 26
CHUBB CORPORATION COM	171232101	2097	08/03/10	11/17/11	$137,476 68	$111,229 49	$26,247 19
CITRIX SYS INC COM	177376100	120	12/30/09	11/17/11	$8,817 43	$5,083 20	$3,734 23
CLIFFS NATS RES INC	18683K101	72	12/08/09	11/17/11	$5,083 82	$2,924 63	$2,159 19
CLOROX COMPANY COMMON	189054109	10	03/03/09	11/17/11	$651 09	$471 30	$179 79
CLOROX COMPANY COMMON	189054109	80	10/27/08	11/17/11	$5,208 69	$4,372 32	$836 37
COACH INC	189754104	10	05/12/09	11/17/11	$622 29	$238.60	$383 69
COACH INC	189754104	180	12/30/09	11/17/11	$11,201 18	$6,633 00	$4,568 18
COCA-COLA CO USD	191216100	117	10/21/09	11/17/11	$7,867 91	$6,396 39	$1,471 52
COCA-COLA CO USD	191216100	131	11/23/09	11/17/11	$8,809 37	$7,624 20	$1,185 17
COCA-COLA CO USD	191216100	202	12/21/09	11/17/11	$13,583 91	$11,584 68	$1,999 23
COCA-COLA CO USD	191216100	209	03/19/10	11/17/11	$14,054 64	$11,461 58	$2,593 06
COCA-COLA CO USD	191216100	207	03/24/10	11/17/11	$13,920 15	$11,360 16	$2,559 99
COCA-COLA CO USD	191216100	208	03/31/10	11/17/11	$13,987 40	$11,444 16	$2,543 24
COCA-COLA CO USD	191216100	225	04/16/10	11/17/11	$15,130 60	$12,381 75	$2,748 85
COCA-COLA CO USD	191216100	108	09/15/10	11/17/11	$7,262 69	$6,212 16	$1,050 53
COCA-COLA CO USD	191216100	328	03/10/10	11/17/11	$22,057 05	$17,787 44	$4,269 61
COCA-COLA CO USD	191216100	131	03/06/07	11/17/11	$8,774 21	$6,113 62	$2,660 59
COCA-COLA CO USD	191216100	281	05/18/07	11/17/11	$18,821 02	$14,746.88	$4,074 14
COCA-COLA CO USD	191216100	105	08/21/09	11/17/11	$7,032.76	$5,235 30	$1,797 46
COCA-COLA CO USD	191216100	82	09/21/09	11/17/11	$5,492 25	$4,335.34	$1,156.91
COCA-COLA CO USD	191216100	1088	03/03/10	11/17/11	$72,872 84	$58,588 80	$14,284 04
COCA-COLA CO USD	191216100	97	03/10/10	11/17/11	$6,496 94	$5,260 31	$1,236 63
COCA-COLA CO USD	191216100	211	03/11/10	11/17/11	$14,132 51	$11,273 73	$2,858 78
COCA-COLA CO USD	191216100	207	03/17/10	11/17/11	$13,864 59	$11,165 58	$2,699 01

Long term gains and losses

This category includes sales of assets held more than 12 months.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
COCA-COLA CO USD	191216100	204	04/07/10	11/17/11	$13,663 66	$10,971 12	$2,692 54
COCA-COLA CO USD	191216100	205	04/27/10	11/17/11	$13,730 64	$10,925 48	$2,805 16
COCA-COLA CO USD	191216100	206	04/30/10	11/17/11	$13,797 61	$11,037 48	$2,760 13
COCA-COLA CO USD	191216100	211	05/04/10	11/17/11	$14,132.51	$11,217 82	$2,914 69
COCA-COLA CO USD	191216100	149	05/06/10	11/17/11	$9,979 83	$7,841.87	$2,137 96
COCA-COLA CO USD	191216100	98	05/18/10	11/17/11	$6,563 91	$5,215 07	$1,348 84
COCA-COLA CO USD	191216100	81	03/01/07	11/17/11	$5,425 28	$3,771 36	$1,653 92
COGNIZANT TECHNOLOGY SOLUTIONS	192446102	150	12/30/09	11/17/11	$10,220 80	$6,792 00	$3,428 80
COMCAST CORP NEW CL A	20030N101	1170	12/30/09	11/17/11	$25,121 17	$20,065 50	$5,055.67
CONOCOPHILLIPS	20825C104	407	10/16/08	11/17/11	$28,770 28	$21,051 91	$7,718.37
CONOCOPHILLIPS	20825C104	105	09/29/10	11/17/11	$7,422 31	$6,048 00	$1,374.31
CONOCOPHILLIPS	20825C104	468	03/10/10	11/17/11	$33,082 28	$24,128 91	$8,953 37
CONOCOPHILLIPS	20825C104	257	03/11/10	11/17/11	$18,166 98	$13,119 85	$5,047 13
CONOCOPHILLIPS	20825C104	253	03/31/10	11/17/11	$17,884.23	$12,961 19	$4,923 04
CONOCOPHILLIPS	20825C104	346	12/30/09	11/17/11	$24,458 27	$17,639 08	$6,819 19
CONOCOPHILLIPS	20825C104	301	12/30/09	11/17/11	$20,970 27	$15,344 98	$5,625 29
CONOCOPHILLIPS	20825C104	247	12/21/09	11/17/11	$17,208 16	$12,479 68	$4,728 48
CONOCOPHILLIPS	20825C104	1328	03/03/10	11/17/11	$92,519 98	$65,683 41	$26,836 57
CONOCOPHILLIPS	20825C104	695	01/22/09	11/17/11	$48,419 72	$33,734 12	$14,685 60
CONOCOPHILLIPS	20825C104	891	01/22/09	11/17/11	$62,074 78	$43,247 62	$18,827 16
CONOCOPHILLIPS	20825C104	2683	01/21/09	11/17/11	$186,921 01	$128,648 78	$58,272 23
CONSOLIDATED EDISON INC	209115104	100	04/09/10	11/17/11	$5,819 88	$4,456 00	$1,363 88
COSTCO WHSL CORP NEW	22160K105	891	10/16/06	11/17/11	$73,435 96	$47,570 49	$25,865 47
COSTCO WHSL CORP NEW	22160K105	60	10/27/08	11/17/11	$4,945 18	$3,184 44	$1,760 74
COSTCO WHSL CORP NEW	22160K105	282	12/26/06	11/17/11	$23,242 36	$14,872 68	$8,369 68

Long term gains and losses

This category includes sales of assets held more than 12 months

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
ACCENTURE PLC IRELAND SHS CL A	G1151C101	430	07/19/10	12/01/11	$24,884 48	$16,834 46	$8,050 02
AMAZON COM INC	023135106	150	12/30/09	12/09/11	$28,730 18	$20,460 48	$8,269 70
TIFFANY & CO NEW	886547108	120	07/19/10	12/20/11	$7,553 47	$4,661 99	$2,891 48
TIFFANY & CO NEW	886547108	40	04/09/10	12/20/11	$2,517 82	$1,982 40	$535 42
ORACLE CORPORATION	68389X105	501	01/21/09	12/21/11	$12,613 33	$8,376 82	$4,236 51
ORACLE CORPORATION	68389X105	923	02/23/09	12/21/11	$23,237 74	$14,702 37	$8,535 37
ORACLE CORPORATION	68389X105	1165	10/16/08	12/21/11	$29,330 41	$19,323 16	$10,007 25
ORACLE CORPORATION	68389X105	6640	01/21/09	12/21/11	$167,170 74	$111,022 13	$56,148 61
ORACLE CORPORATION	68389X105	473	10/08/08	12/21/11	$11,908 40	$7,790 78	$4,117 62
Total long term gain/loss for sales of assets:					$17,355,886 17	$12,474,129 37	$4,881,736 80

STATEMENT D-2

Income for 2011

This section reports your proceeds from sales during the year. We are not required nor do we report your net gains and losses to the Internal Revenue Service An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital A schedule of your net gains and losses is shown below. Please note that if you have sold an asset for which we do not have cost basis information, it is either shown separately in the section entitled Cost Not Available or it may appear with a zero tax cost. Please review these carefully before preparing your tax return.

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
U S TREASURY NOTE 3 0% 8/31/16	912828LL2	300000	05/18/10	01/13/11	$312,902 34	$306,468 75	$6,433 59
FHLMC REMIC 3634 BA 4.5% 8/15/27	31398WE34	3146 45	04/27/10	01/15/11	$3,146 45	$3,268 38	$-121 93
FHLMC REMIC 2647 A 3.25% 4/15/32	31394GBQ5	2387 2	04/20/10	01/15/11	$2,387 20	$2,348.41	$38 79
FHLMC REMIC 3642 DA 4 0% 5/15/24	31398V6L5	4300.75	04/27/10	01/15/11	$4,300 75	$4,443 21	$-142 46
FHLMC REMIC 2394 MC 6 0% 12/15/16	31339LFD7	2679 59	01/15/10	01/15/11	$2,679 59	$2,881 40	$-201 81
U S TREASURY NOTE 2 75% 11/30/16	912828MA5	50000	10/05/10	01/25/11	$51,097 66	$53,382 81	$-2,285 15
U S TREASURY NOTE 2 75% 11/30/16	912828MA5	67000	10/05/10	02/09/11	$67,211 99	$71,532 97	$-4,320 98
FHLMC REMIC 3634 BA 4 5% 8/15/27	31398WE34	1617 53	04/27/10	02/15/11	$1,617 53	$1,680 21	$-62 68
FHLMC REMIC 2647 A 3 25% 4/15/32	31394GBQ5	2633.99	04/20/10	02/15/11	$2,633 99	$2,591 19	$42 80
FHLMC REMIC 3642 DA 4 0% 5/15/24	31398V6L5	2153 61	04/27/10	02/15/11	$2,153 61	$2,224 95	$-71 34
U S TREASURY NOTE 2.75% 11/30/16	912828MA5	265000	10/05/10	03/10/11	$270,941 80	$282,928 91	$-11,987 11
U S TREASURY NOTE 3 0% 9/30/16	912828LP3	60000	07/16/10	03/11/11	$62,287 50	$62,929 69	$-642.19
U S TREASURY NOTE 2 75% 11/30/16	912828MA5	85000	10/05/10	03/11/11	$86,885.94	$90,750 78	$-3,864 84
U S TREASURY NOTE 3 0% 9/30/16	912828LP3	189000	07/16/10	03/14/11	$196,811 02	$198,228 52	$-1,417 50
FHLMC REMIC 3634 BA 4 5% 8/15/27	31398WE34	1263 7	04/27/10	03/15/11	$1,263 70	$1,312 67	$-48 97
FHLMC REMIC 3642 DA 4.0% 5/15/24	31398V6L5	1328 56	04/27/10	03/15/11	$1,328 56	$1,372 57	$-44 01
FHLMC REMIC 2647 A 3 25% 4/15/32	31394GBQ5	2278 76	04/20/10	03/15/11	$2,278 76	$2,241 73	$37 03

BNY MELLON
WEALTH MANAGEMENT

FOUNDATION AVALON FIXED-CUST-SUB

2011 Tax Information

Short term gains and losses

This category includes sales of assets held 12 months or less.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
U S TREASURY NOTES	912828JW1	130000	06/14/10	04/04/11	$131,345.70	$130,040 63	$1,305 07
FHLMC REMIC 3634 BA 4 5% 8/15/27	31398WE34	998 71	04/27/10	04/15/11	$998 71	$1,037 41	$-38 70
FHLMC REMIC 3642 DA 4 0% 6/15/24	31398V6L5	1274 93	04/27/10	04/15/11	$1,274 93	$1,317 16	$-42 23
FHLMC REMIC 2647 A 3 25% 4/15/32	31394GBQ5	2430 66	04/20/10	04/15/11	$2,430 66	$2,391 16	$39.50
FED NATL MTG ASSN 0 53563% 5/10/13	31398AR79	400000	01/06/11	05/10/11	$400,000 00	$400,320.00	$-320 00
UNITED STATES TREAS 2 625% 7/31/14	912828LC2	25000	08/19/10	05/19/11	$26,199 22	$26,511 72	$-312 50
HARRIS CNTY TEX 5 125% 8/15/14	414004JJ1	400000	12/28/10	05/19/11	$404,300 00	$404,100 31	$199 69
HARRIS CNTY TEX HEALT 5 75% 2/15/21	41315RES9	360000	12/27/10	05/19/11	$383,104 80	$380,809 48	$2,295.32
UNITED STATES TREAS 2 625% 7/31/14	912828LC2	1000000	10/05/10	05/19/11	$1,047,968 75	$1,067,421 88	$-19,453.13
TEXAS A & M UNIV REVS 5 0% 5/15/17	8821352S4	380000	03/09/11	05/19/11	$410,780 00	$409,690 11	$1,089 89
FED HOME LOAN BANK 0 5% 8/23/12	313371N44	500000	12/20/10	05/23/11	$500,000.00	$500,000 00	$0 00
U S TREASURY NOTE 3 0% 9/30/16	912828LP3	101000	07/16/10	06/22/11	$107,872 73	$105,931 64	$1,941 09
FHLMC REMIC 3864 PG 3 5% 5/15/26	3137ABEC1	1514 48	06/21/11	07/15/11	$1,514 48	$1,574 57	$-60 11
U S TREASURY NOTE 1 875% 2/28/14	912828KF6	250000	09/01/10	07/28/11	$258,544 92	$258,769 53	$-224 61
UNITED STATES TREAS 2 625% 7/31/14	912828LC2	200000	08/19/10	07/28/11	$211,632.81	$212,093 75	$-460 94
FHLMC REMIC 3864 PG 3 5% 5/15/26	3137ABEC1	1557 67	06/21/11	08/15/11	$1,557.67	$1,619 49	$-61 82
NORTH TEX TWY AUTH 2 306% 9/01/13	66285WGF7	380000	04/01/11	08/23/11	$389,101 00	$380,000 00	$9,101 00
PENNSYLVANIA ST 4 55% 7/15/21	70914PPF3	400000	12/16/10	08/23/11	$440,800 00	$398,328.00	$42,472 00
UPPER OCCOQUAN SEW AU 4 65% 7/01/22	916277KQ8	300000	12/30/10	08/23/11	$334,224.00	$300,000 00	$34,224 00
IMPERIAL IRR DIST CAL 5 64% 7/01/27	452874EF3	300000	03/11/11	08/30/11	$352,125.00	$343,896 00	$8,229 00
FHLMC REMIC 3864 PG 3 5% 5/15/26	3137ABEC1	1600 17	06/21/11	09/15/11	$1,600.17	$1,663.68	$-63 51
FHLMC REMIC 3864 PG 3.5% 5/15/26	3137ABEC1	1641 96	06/21/11	10/15/11	$1,641.96	$1,707 13	$-65 17
FNMA REMIC 2009-89 BV 4 5% 12/25/20	31398FY70	1595 53	09/08/11	10/25/11	$1,595.53	$1,718 19	$-122 66
FHLMC REMIC 3864 PG 3 5% 5/15/26	3137ABEC1	1682 99	06/21/11	11/15/11	$1,682 99	$1,749.78	$-66 79
FNMA REMIC 2009-89 BV 4 5% 12/25/20	31398FY70	1601 52	09/08/11	11/25/11	$1,601 52	$1,724 64	$-123 12
FHLMC REMIC 3864 PG 3.5% 5/15/26	3137ABEC1	1723 26	06/21/11	12/15/11	$1,723.26	$1,791 65	$-68 39

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
FNMA REMIC 2009-89 BV 4 5% 12/25/20 -	31398FY70	1607 52	09/08/11	12/25/11	$1,607 52	$1,731 10	$-123 58
Total short term gain/loss.					$6,489,156 70	$6,428,526 16	$60,630.54

Long term gains and losses

This category includes sales of assets held more than 12 months

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
FHLMC REMIC 2530BH 5 0% 11/15/17	31393F6K7	1024 87	06/22/09	01/15/11	$1,024.87	$1,068 56	$-43.69
GNMA REMIC 2004-20 C 4.43% 4/16/34	38373MLA6	12555 93	11/02/06	01/16/11	$12,555 93	$12,108 17	$447 76
GNMA REMIC 2005-29 A 4.919% 9/16/34	38373MPU8	2351.21	11/02/06	01/16/11	$2,351 21	$2,297.00	$54 21
GNMA REMIC 2003-96 4 8906% 4/16/31	38373MJN1	2385 47	11/13/06	01/16/11	$2,385 47	$2,345 47	$40 00
FNMA REMIC 2008-45 AV 5 0% 5/25/19	31397LUP2	1152 24	01/15/10	01/25/11	$1,152 24	$1,218.85	$-66.61
FHLMC REMIC 2394 MC 6 0% 12/15/16	31339LFD7	2168 94	01/15/10	02/15/11	$2,168 94	$2,332 29	$-163 35
FHLMC REMIC 2530BH 5.0% 11/15/17	31393F6K7	1057 86	06/22/09	02/15/11	$1,057 86	$1,102 95	$-45 09
GNMA REMIC 2004-20 C 4.43% 4/16/34	38373MLA6	296 46	11/02/06	02/16/11	$296 46	$285 89	$10.57
GNMA REMIC 2005-29 A 4.919% 9/16/34	38373MPU8	2958 03	11/02/06	02/16/11	$2,958 03	$2,889 83	$68 20
FED NATL MTG ASSN 3.05% 8/18/15	3136FJ5C1	100000	02/02/10	02/18/11	$100,000 00	$100,000 00	$0 00
FNMA REMIC 2008-45 AV 5 0% 5/25/19	31397LUP2	1157 04	01/15/10	02/25/11	$1,157 04	$1,223.93	$-66 89
FNMA POOL 814101 4 555% 1/01/35	31406MNS1	90 61	11/07/06	02/25/11	$90 61	$89 29	$1 32
FED HOME LOAN MTG CORP 3.0% 9/15/15	3133F4PN5	100000	03/04/10	03/15/11	$100,000 00	$100,000.00	$0 00
FHLMC REMIC 2530BH 5 0% 11/15/17	31393F6K7	774 1	06/22/09	03/15/11	$774 10	$807 10	$-33 00
FHLMC REMIC 2394 MC 6 0% 12/15/16	31339LFD7	2310.73	01/15/10	03/15/11	$2,310 73	$2,484.76	$-174 03
GNMA REMIC 2004-20 C 4.43% 4/16/34	38373MLA6	13888 49	11/02/06	03/16/11	$13,888 49	$13,393 21	$495 28
FED HOME LOAN MTG CORP 3.0% 3/16/15	3128X9F96	100000	02/19/10	03/16/11	$100,000 00	$100,000 00	$0 00
GNMA REMIC 2005-29 A 4 919% 9/16/34	38373MPU8	144.81	11/02/06	03/16/11	$144.81	$141 47	$3 34

Long term gains and losses

This category includes sales of assets held more than 12 months.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
FNMA REMIC 2008-45 AV 5 0% 5/25/19	31397LUP2	1161 86	01/15/10	03/25/11	$1,161 86	$1,229 03	$-67 17
FNMA POOL 814101 4 555% 1/01/35	31406MNS1	91 64	11/07/06	03/25/11	$91 64	$90 33	$1 31
FHLMC REMIC 2394 MC 6 0% 12/15/16	31339LFD7	2210 74	01/15/10	04/15/11	$2,210 74	$2,377 24	$-166 50
FHLMC REMIC 2530BH 5.0% 11/15/17	31393F6K7	749 45	08/22/09	04/15/11	$749 45	$789.24	$-39 79
GNMA REMIC 2004-20 C 4 43% 4/16/34	38373MLA6	10209 18	11/02/06	04/18/11	$10,209 18	$9,845 11	$364 07
GNMA REMIC 2005-29 A 4 919% 9/16/34	38373MPU8	145 44	11/02/06	04/18/11	$145 44	$142 09	$3.35
FNMA POOL 814101 4 555% 1/01/35	31406MNS1	91 7	11/07/06	04/25/11	$91 70	$90 41	$1 29
FNMA REMIC 2008-45 AV 5 0% 5/25/19	31397LUP2	1166.7	01/15/10	04/25/11	$1,166 70	$1,234 15	$-67.45
FHLMC REMIC 3634 BA 4 5% 8/15/27	31398WE34	838 4	04/27/10	05/15/11	$838 40	$870 89	$-32 49
FHLMC REMIC 2394 MC 6 0% 12/15/16	31339LFD7	2052 19	01/15/10	05/15/11	$2,052 19	$2,206 75	$-154.56
FHLMC REMIC 2530BH 5.0% 11/15/17	31393F6K7	749.12	08/22/09	05/15/11	$749 12	$788 89	$-39 77
FHLMC REMIC 2647 A 3.25% 4/15/32	31394GBQ5	1778 25	04/20/10	05/15/11	$1,778 25	$1,749 35	$28 90
FHLMC REMIC 3842 DA 4 0% 5/15/24	31398V6L5	1332 31	04/27/10	05/15/11	$1,332 31	$1,376 44	$-44 13
GNMA REMIC 2004-20 C 4.43% 4/16/34	38373MLA6	1938 31	11/02/06	05/16/11	$1,938.31	$1,869 19	$69.12
GNMA REMIC 2005-29 A 4 919% 9/16/34	38373MPU8	146 07	11/02/06	05/16/11	$146.07	$142.70	$3 37
FNMA POOL 814101 4 555% 1/01/35	31406MNS1	92.77	11/07/06	05/25/11	$92 77	$91 49	$1 28
FNMA REMIC 2008-45 AV 5 0% 5/25/19	31397LUP2	1171 56	01/15/10	05/25/11	$1,171 56	$1,239 29	$-67 73
FHLMC REMIC 2647 A 3 25% 4/15/32	31394GBQ5	1746 92	04/20/10	06/15/11	$1,746.92	$1,718 53	$28 39
FHLMC REMIC 2394 MC 6.0% 12/15/16	31339LFD7	2201 4	01/15/10	06/15/11	$2,201 40	$2,367 19	$-165 79
FHLMC REMIC 3634 BA 4 5% 8/15/27	31398WE34	901 19	04/27/10	06/15/11	$901 19	$936 11	$-34 92
FHLMC REMIC 2530BH 5 0% 11/15/17	31393F6K7	754 08	08/22/09	06/15/11	$754.08	$794 12	$-40 04
FHLMC REMIC 3842 DA 4 0% 5/15/24	31398V6L5	1068 01	04/27/10	06/15/11	$1,068 01	$1,103 39	$-35 38
GNMA REMIC 2005-29 A 4 919% 9/16/34	38373MPU8	146 7	11/02/06	06/16/11	$146 70	$143 32	$3 38
GNMA REMIC 2004-20 C 4 43% 4/16/34	38373MLA6	271 75	11/02/06	06/16/11	$271 75	$262 06	$9 69
FNMA POOL 814101 4 555% 1/01/35	31406MNS1	92 23	11/07/06	06/25/11	$92.23	$90.98	$1 25

Long term gains and losses

This category includes sales of assets held more than 12 months

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
FNMA REMIC 2008-45 AV 5 0% 5/25/19	31397LUP2	1176 44	01/15/10	06/25/11	$1,176.44	$1,244.45	$-68.01
FHLMC REMIC 3642 DA 4.0% 5/15/24	31398V6L5	1592 53	04/27/10	07/15/11	$1,592 53	$1,645 28	$-52 75
FHLMC REMIC 2394 MC 6 0% 12/15/16	31339LFD7	2236 75	01/15/10	07/15/11	$2,236 75	$2,405 21	$-168 46
FHLMC REMIC 2647 A 3 25% 4/15/32	31394GBQ5	2135.01	04/20/10	07/15/11	$2,135 01	$2,100 32	$34 69
FHLMC REMIC 2530BH 5 0% 11/15/17	31393F6K7	582 96	06/22/09	07/15/11	$582 96	$613 91	$-30 95
FHLMC REMIC 3634 BA 4.5% 8/15/27	31398WE34	1239 71	04/27/10	07/15/11	$1,239 71	$1,287 76	$-48 04
GNMA REMIC 2005-29 A 4 919% 9/16/34	38373MPU8	4371 38	11/02/06	07/16/11	$4,371 38	$4,270 59	$100 79
GNMA REMIC 2004-20 C 4 43% 4/16/34	38373MLA6	2437 14	11/02/06	07/16/11	$2,437 14	$2,350 23	$86 91
FNMA REMIC 2008-45 AV 5 0% 5/25/19	31397LUP2	1181 34	01/15/10	07/25/11	$1,181 34	$1,249 64	$-68 30
FNMA POOL 814101 4 555% 1/01/35	31406MNS1	1758 9	11/07/06	07/25/11	$1,758 90	$1,735.48	$23 42
FHLMC REMIC 2394 MC 6 0% 12/15/16	31339LFD7	1601 01	01/15/10	08/15/11	$1,601 01	$1,721.59	$-120 58
FHLMC REMIC 2647 A 3 25% 4/15/32	31394GBQ5	1507 66	04/20/10	08/15/11	$1,507 66	$1,486 42	$21 24
FHLMC REMIC 3634 BA 4 5% 8/15/27	31398WE34	1688.19	04/27/10	08/15/11	$1,688 19	$1,753 61	$-65 42
FHLMC REMIC 2530BH 5 0% 11/15/17	31393F6K7	656 04	06/22/09	08/15/11	$656 04	$699 37	$-43.33
FHLMC REMIC 3642 DA 4.0% 5/15/24	31398V6L5	1748.11	04/27/10	08/15/11	$1,748 11	$1,806.02	$-57.91
GNMA REMIC 2005-29 A 4 919% 9/16/34	38373MPU8	2706 05	11/02/06	08/16/11	$2,706.05	$2,643 66	$62 39
GNMA REMIC 2004-20 C 4 43% 4/16/34	38373MLA6	267 07	11/02/06	08/16/11	$267 07	$257 55	$9 52
UTAH ST RECAPITALIZIO 2 57% 7/01/14	917535AD8	100000	02/10/10	08/23/11	$104,052.00	$100,000 00	$4,052 00
FNMA REMIC 2008-45 AV 5 0% 5/25/19	31397LUP2	1186 27	01/15/10	08/25/11	$1,186 27	$1,254.85	$-68 58
FNMA POOL 814101 4 555% 1/01/35	31406MNS1	1676 58	11/07/06	08/25/11	$1,676 58	$1,654.65	$21 93
FHLMC REMIC 2530BH 5.0% 11/15/17	31393F6K7	720 56	06/22/09	09/15/11	$720.56	$768 15	$-47 59
FHLMC REMIC 2647 A 3 25% 4/15/32	31394GBQ5	2454 06	04/20/10	09/15/11	$2,454 06	$2,419 49	$34 57
FHLMC REMIC 2394 MC 6 0% 12/15/16	31339LFD7	2234 33	01/15/10	09/15/11	$2,234 33	$2,402 60	$-168 27
FHLMC REMIC 3634 BA 4.5% 8/15/27	31398WE34	1617 68	04/27/10	09/15/11	$1,617 68	$1,680 36	$-62 68
FHLMC REMIC 3642 DA 4 0% 5/15/24	31398V6L5	2431 73	04/27/10	09/15/11	$2,431 73	$2,512 28	$-80 55

Long term gains and losses

This category includes sales of assets held more than 12 months

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
GNMA REMIC 2005-29 A 4 919% 9/16/34	38373MPU8	840 62	11/02/06	09/16/11	$840.62	$821 24	$19.38
GNMA REMIC 2004-20 C 4 43% 4/16/34	38373MLA6	1642 88	11/02/06	09/16/11	$1,642.88	$1,584 29	$58 59
FNMA REMIC 2008-45 AV 5 0% 5/25/19	31397LUP2	1191 21	01/15/10	09/25/11	$1,191.21	$1,260 08	$-68 87
FNMA POOL 814101 4 555% 1/01/35	31406MNS1	84 94	11/07/06	09/25/11	$84 94	$83.85	$1 09
U S TREASURY NOTES	912828JW1	400000	06/14/10	10/06/11	$410,484 40	$400,125 00	$10,359 40
FHLMC REMIC 2647 A 3 25% 4/15/32	31394GBQ5	1875 01	04/20/10	10/15/11	$1,875 01	$1,848 60	$26 41
FHLMC REMIC 2394 MC 6 0% 12/15/16	31339LFD7	2250.6	01/15/10	10/15/11	$2,250 60	$2,420 10	$-169 50
FHLMC REMIC 2530BH 5 0% 11/15/17	31393F6K7	589 81	06/22/09	10/15/11	$589.81	$628.76	$-38 95
FHLMC REMIC 3842 DA 4 0% 5/15/24	31398V6L5	2764.96	04/27/10	10/15/11	$2,764 96	$2,856.55	$-91.59
FHLMC REMIC 3634 BA 4 5% 8/15/27	31398WE34	2496.46	04/27/10	10/15/11	$2,496 46	$2,593 20	$-96 74
GNMA REMIC 2004-20 C 4 43% 4/16/34	38373MLA6	11920 24	11/02/06	10/16/11	$11,920 24	$11,495 15	$425 09
GNMA REMIC 2005-29 A 4 919% 9/16/34	38373MPU8	1522 25	11/02/06	10/16/11	$1,522 25	$1,487 15	$35 10
FNMA REMIC 2008-45 AV 5.0% 5/25/19	31397LUP2	1196 17	01/15/10	10/25/11	$1,196 17	$1,265.32	$-69 15
FNMA POOL 814101 4 555% 1/01/35	31406MNS1	91 66	11/07/06	10/25/11	$91 66	$90 50	$1 16
FHLMC REMIC 3634 BA 4 5% 8/15/27	31398WE34	3153.04	04/27/10	11/15/11	$3,153 04	$3,275 22	$-122 18
FHLMC REMIC 2394 MC 6 0% 12/15/16	31339LFD7	1959 23	01/15/10	11/15/11	$1,959 23	$2,106 78	$-147 55
FHLMC REMIC 2530BH 5 0% 11/15/17	31393F6K7	1029.08	06/22/09	11/15/11	$1,029 08	$1,097 04	$-67 96
FHLMC REMIC 3842 DA 4 0% 5/15/24	31398V6L5	3684 07	04/27/10	11/15/11	$3,684 07	$3,806 10	$-122 03
FHLMC REMIC 2647 A 3 25% 4/15/32	31394GBQ5	1608 56	04/20/10	11/15/11	$1,608 56	$1,585 90	$22 66
GNMA REMIC 2004-20 C 4 43% 4/16/34	38373MLA6	562 23	11/02/06	11/16/11	$562 23	$542 18	$20 05
GNMA REMIC 2005-29 A 4 919% 9/16/34	38373MPU8	1874.8	11/02/06	11/16/11	$1,874 80	$1,831 57	$43 23
FNMA POOL 814101 4 555% 1/01/35	31406MNS1	100.4	11/07/06	11/25/11	$100 40	$99.15	$1 25
FNMA REMIC 2008-45 AV 5 0% 5/25/19	31397LUP2	1201.16	01/15/10	11/25/11	$1,201 16	$1,270 60	$-69.44
FHLMC REMIC 2647 A 3 25% 4/15/32	31394GBQ5	1907 33	04/20/10	12/15/11	$1,907 33	$1,880.46	$26 87
FHLMC REMIC 2530BH 5 0% 11/15/17	31393F6K7	701 79	06/22/09	12/15/11	$701.79	$748 14	$-46 35

Long term gains and losses

This category includes sales of assets held more than 12 months

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
FHLMC REMIC 2394 MC 6 0% 12/15/16	31339LFD7	1767 31	01/15/10	12/15/11	$1,767 31	$1,900.41	$-133 10
FHLMC REMIC 3634 BA 4 5% 8/15/27	31398WE34	3238 7	04/27/10	12/15/11	$3,236 70	$3,362 12	$-125.42
FHLMC REMIC 3642 DA 4 0% 5/15/24	31398V6L5	2425 37	04/27/10	12/15/11	$2,425 37	$2,505.71	$-80 34
GNMA REMIC 2004-20 C 4 43% 4/16/34	38373MLA6	1557 65	11/02/06	12/16/11	$1,557 65	$1,502 10	$55.55
GNMA REMIC 2005-29 A 4 919% 9/16/34	38373MPU8	140 18	11/02/06	12/16/11	$140 18	$136.95	$3 23
FNMA POOL 814101 4 555% 1/01/35	31406MNS1	100 23	11/07/06	12/25/11	$100 23	$99 01	$1 22
FNMA REMIC 2008-45 AV 5 0% 5/25/19	31397LUP2	1206.16	01/15/10	12/25/11	$1,206.16	$1,275.89	$-69.73
FNMA POOL 814101 4 555% 1/01/35	31406MNS1	2049 19	11/07/06	01/25/12	$2,049 19	$2,024 69	$24.50
Total long term gain/loss for sales of assets:					$991,899 95	$978,910 33	$12,989 62

STATEMENT D-3

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					3,328.	
		BNY EQUITY - SEE STATEMENT D-1 PROPERTY TYPE: SECURITIES					VARIOUS	VARIOUS
371,795.		437,494.					-65,699.	
		BNY EQUITY - SEE STATEMENT D-2 PROPERTY TYPE: SECURITIES					VARIOUS	VARIOUS
7,702,379.		7,764,176.					-61,797.	
		BNY EQUITY - SEE STATEMENT D-2 PROPERTY TYPE: SECURITIES					VARIOUS	VARIOUS
147,263.		147,551.					-288.	
		BNY EQUITY - SEE STATEMENT D-2 PROPERTY TYPE: SECURITIES					VARIOUS	VARIOUS
17355866.		12474129.					4,881,737.	
		BNY FIXED INCOME - SEE STATEMENT D-3 PROPERTY TYPE: SECURITIES					VARIOUS	VARIOUS
6,489,157.		6,428,526.					60,631.	
		BNY FIXED INCOME - SEE STATEMENT D-3 PROPERTY TYPE: SECURITIES					VARIOUS	VARIOUS
991,900.		978,910.					12,990.	
TOTAL GAIN (LOSS)							4,830,902.	

Form **8868**
(Rev January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)* You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions HILDEBRAND FOUNDATION	Employer identification number (EIN) or [X] 76-0699250
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions P.O. BOX 1308	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions HOUSTON, TX 77251-1308	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ JOHN LARSEN

Telephone No ▶ 713 209-2400 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ If this is for the whole group, check this box . . . . . . ▶ [ ] If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 12, to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ [X] calendar year 20 11 or
▶ [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 88,055.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	**3b**	$ 58,055.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	**3c**	$ 30,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions