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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 02-01-2011 , and ending 01-31-2012

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

Name of foundation
CHAMBERS FOUNDATION
CAPITAL ONE N A

A Employer identification number
20-2123840

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

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

City or town, state, and ZIP code
BEAUMONT, TX 777043928

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 12,144,941

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	145,578	145,578	145,578	
	4	Dividends and interest from securities	106,355	106,355	106,355	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	358,370			
	b	Gross sales price for all assets on line 6a 9,565,445				
	7	Capital gain net income (from Part IV, line 2)		358,370		
	8	Net short-term capital gain			99,458	
	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)	26,978	26,978	26,978	
	12	**Total.** Add lines 1 through 11	637,281	637,281	378,369	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	110,053	55,026		55,027
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	3,410	1,705		1,705
	c	Other professional fees (attach schedule)	7,314	7,314		
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	12,494	2,222		10,272
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	9,378	646		8,732
	24	**Total operating and administrative expenses.** Add lines 13 through 23	142,649	66,913		75,736
	25	Contributions, gifts, grants paid	448,056			448,056
	26	**Total expenses and disbursements.** Add lines 24 and 25	590,705	66,913		523,792
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	46,576			
	b	**Net investment income** (if negative, enter -0-)		570,368		
	c	**Adjusted net income** (if negative, enter -0-)			378,369	

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	12,841	123,618	123,618
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	1,061,458	782,871	915,856
	b	Investments—corporate stock (attach schedule)	5,811,927	5,879,659	6,943,065
	c	Investments—corporate bonds (attach schedule)	2,868,709	3,015,363	3,153,497
	11	Investments—land, buildings, and equipment basis ▶ 9,011 Less accumulated depreciation (attach schedule) ▶	9,011	9,011	16,015
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,890	2,890	2,890
	14	Land, buildings, and equipment basis ▶ 794,599 Less accumulated depreciation (attach schedule) ▶	794,599	794,599	990,000
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	10,561,435	10,608,011	12,144,941
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	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	11,997,604	1,197,604	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-1,436,169	9,410,407	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	10,561,435	10,608,011	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	10,561,435	10,608,011	

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	10,561,435
2	Enter amount from Part I, line 27a	2	46,576
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,608,011
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,608,011

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 Additional Data Table			
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	See Additional Data Table			
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	See Additional Data Table			
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	358,370
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	99,458

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	532,782	10,568,150	0 050414
2009	552,697	9,811,140	0 056334
2008	570,903	10,871,299	0 052515
2007	671,513	12,462,016	0 053885
2006	921,828	12,297,050	0 074963

2	**Total** of line 1, column (d)	2	0 288111
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 057622
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	11,039,130
5	Multiply line 4 by line 3	5	636,097
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,704
7	Add lines 5 and 6	7	641,801
8	Enter qualifying distributions from Part XII, line 4	8	523,792

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
	Date of ruling or determination letter ______ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	11,407
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	11,407
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	11,407
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,362		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	13,700		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	18,062
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	12
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	6,643
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	6,643	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
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		No
	*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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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 on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶CAPITAL ONE N A Telephone no ▶(409) 880-1416

Located at ▶P O BOX 3928 BEAUMONT TX ZIP+4 ▶777043928

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 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		

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.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **Yes** ☑ **No**			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ **Yes** ☑ **No**			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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 ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☑ **No**			
b	If "Yes," did it have excess business holdings in 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		No
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		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☑ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
CAPITAL ONE NA P O BOX 3928 BEAUMONT, TX 777043928	TRUSTEE 6 00	110,053	0	0

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

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 AMOUNTS PAID TO MAINTAIN AND RESTORE THE HISTOTICAL SITE LOCATED AT 2240 CALDER AVE, BEAUMONT, TEXAS THIS PROPERTY IS OWNED BY THE FOUNDATION BUT SERVES AS THE HEADQUARTERS FOR THE BEAUMONT HERITAGE SOCIETY THE PROPERTY IS USED TO EDUCATE THE PUBLIC ON THE HISTORY OF THE BEAUMONT AREA	19,004
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	

Total. Add lines 1 through 3. . . . . ▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	11,060,993
b	Average of monthly cash balances	1b	127,341
c	Fair market value of all other assets (see page 24 of the instructions)	1c	18,905
d	**Total** (add lines 1a, b, and c)	1d	11,207,239
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	11,207,239
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	168,109
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,039,130
6	**Minimum investment return.** Enter 5% of line 5	6	551,957

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	551,957
2a	Tax on investment income for 2011 from Part VI, line 5	2a	11,407		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	11,407
3	Distributable amount before adjustments Subtract line 2c from line 1			3	540,550
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	540,550
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	540,550

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	523,792
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	523,792
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	523,792

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

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

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					540,550
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only.					
b Total for prior years 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2011					
a From 2006.					
b From 2007.	64,230				
c From 2008.	32,061				
d From 2009.	68,106				
e From 2010.	9,674				
f **Total** of lines 3a through e.		174,071			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 523,792					
a Applied to 2010, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .					
d Applied to 2011 distributable amount.					523,792
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).)*		16,758			16,758
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		157,313			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.					
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .					
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions					
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)					
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		157,313			
10 Analysis of line 9					
a Excess from 2007. . . .	47,472				
b Excess from 2008. . . .	32,061				
c Excess from 2009. . . .	68,106				
d Excess from 2010. . . .	9,674				
e Excess from 2011. . . .					

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling . . . . . . ▶

b Check box to indicate whether the organization 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 organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

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

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

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 Additional Data Table				
Total . . . . ▶ **3a**				448,056
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					145,578
4 Dividends and interest from securities			14	106,355	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			15	26,978	
8 Gain or (loss) from sales of assets other than inventory					358,370
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)				133,333	503,948

13 Total. Add line 12, columns (b), (d), and (e) **13** 637,281

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the 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)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2012-11-27	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

		Date	Check if self-employed ☑	PTIN
Preparer's Signature	ALLEN W FEHNEL	2012-11-27		
Firm's name	MCCLELLAND SAMUEL FEHNEL & BUSCH LLP		Firm's EIN	
Firm's address	PO BOX 7570 BEAUMONT, TX 777267570		Phone no (409) 899-4900	

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☑ No

Additional Data

Software ID:
Software Version:
EIN: 20-2123840
Name: CHAMBERS FOUNDATION
CAPITAL ONE N A

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
46232 72BANC AMER CMBS SER 2001	P	2009-11-20	2011-08-11
3435 69MERRILL LYNCH MTG TR 2005	P	2007-10-25	2011-10-12
70"BOEING CO	P	2004-06-25	2011-06-17
35"COSTCO WHSL CORP	P	2007-11-26	2011-02-01
30"DU PONT E I DE NEMOURS	P	2010-10-01	2011-02-01
5"GOLDMAN SACHS GROUP	P	2010-06-21	2011-02-01
20"COCA COLA CO	P	2009-11-17	2011-02-01
555"NOBLE ENERGY INC	P	2009-11-02	2011-02-01
0 2"PROLOGIS INC	P	2009-07-09	2011-06-28
75THORNBURG INTER VAL FD	P	2007-11-09	2011-02-01
360"WAL MART STORES INC	P	2009-07-09	2011-03-14
305"BUNGE LIMITED	P	2011-06-17	2011-09-28
1125"DISNEY WALT CO	P	2011-06-17	2011-09-28
627"MARATHON PETE CORP	P	2011-06-17	2011-09-28
155"TEXAS INSTRS INC	P	2011-06-17	2011-09-28
105"BIOGEN IDEC INC	P	2011-02-28	2011-09-27
265"GILEAD SCIENCES INC	P	2010-08-31	2011-09-27
310"NATIONAL-OILWELL INC	P	2011-02-01	2011-09-27
270"THERMO FISHER CORP	P	2011-10-10	2011-12-13
254"ALIGN TECHNOLOGY INC	P	2011-09-06	2011-10-03
115"CEVA INC	P	2011-09-06	2011-10-03
54"EXPONENT INC	P	2011-09-23	2011-10-03
456"LO JACK CORP	P	2011-09-06	2011-10-03
163"MILLER HERMAN INC	P	2011-09-06	2011-10-03
125"NEENAH PAPER INC	P	2011-09-06	2011-10-03
59"PS BUSINESS PKS INC	P	2011-09-06	2011-10-03
181"TRAVELZOO INC	P	2011-09-06	2011-09-23
65"AUTOLIV INC	P	2011-09-06	2011-11-16
5"CHIPOTLE MEXICAN GRILL INC	P	2011-09-06	2011-10-05
225"FIDELITY NATL FINL INC	P	2011-09-06	2011-11-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
140"KEMPER CORP	P	2011-09-06	2012-01-19
148"NASDAQ OMX GROUP	P	2011-09-06	2011-10-05
151"SEALED AIR CORP	P	2011-09-06	2011-11-16
99"TRW AUTOMOTIVE HLDGS	P	2011-09-06	2011-11-16
68"WELLCARE HEALTH PLANS	P	2011-09-06	2011-10-05
103767 28BANC AMER CMBS SER 2001	P	2009-11-20	2011-09-12
2669 95MERRILL LYNCH MTG TR 2005	P	2007-10-25	2011-11-12
100M BANK AMER SUB NT 5 375%	P	2007-11-14	2011-08-15
5"COSTCO WHSL CORP	P	2007-11-26	2011-06-17
100000"MORGAN STANLEY 5 75%	P	2011-08-23	2011-12-12
135"HERBALIFE LTD	P	2011-05-24	2011-06-17
370"COCA COLA CO	P	2004-06-25	2011-05-24
30"NII HLDGS INC	P	2010-09-29	2011-02-01
10"QUALCOMM INC	P	2009-07-09	2011-02-01
400THORNBURG INTER VAL FD	P	2007-11-09	2011-06-17
10"WAL MART STORES INC	P	2007-11-26	2011-06-17
91"BLACKROCK INC	P	2011-10-13	2011-11-09
346"FREEPORT-MCMORAN C&G	P	2008-09-09	2011-09-28
940"OMNICOM GROUP INC	P	2011-06-17	2011-09-28
725"US BANCORP DEL	P	2010-06-21	2011-09-28
1230"CITIGROUP INC	P	2011-10-10	2011-12-27
245"GOLDMAN SACHS GROUP	P	2010-06-15	2011-09-27
240"NORTHEAST UTILITIES	P	2010-09-29	2011-09-27
485"TRAVELERS COS INC	P	2011-06-17	2011-09-27
47"ALASKA AIR GROUP INC	P	2011-09-06	2011-10-03
152"COLFAX CORP	P	2011-09-06	2011-10-03
91"FRESH DEL MONTE PRODUCE	P	2011-09-06	2011-10-03
6"LO JACK CORP	P	2011-09-06	2011-12-08
64"MUELLER INDS INC	P	2011-09-06	2011-10-03
104"NEENAH PAPER INC	P	2011-09-06	2011-12-08

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(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)
42"PRICESMART INC	P	2011-09-06	2011-10-03
123"VEECO INSTRS INC	P	2011-09-06	2011-10-03
124"AMERICAN GREETINGS CORP	P	2011-09-06	2011-10-05
90"CLECO CORP	P	2011-09-06	2011-10-05
53"GRACE W R & CO	P	2011-09-06	2011-10-05
176"KENNAMETAL INC	P	2011-09-06	2011-10-05
43"NETFLIX INC	P	2011-09-06	2011-09-20
76"SMITHFIELD FOODS INC	P	2011-09-06	2011-10-05
246"TESORO CORP	P	2011-09-06	2011-10-05
150"WERNER ENTERPRISES	P	2011-09-06	2011-10-05
1663 69 FHLM CORP NT 3%	P	2011-12-12	2012-01-15
3091 19MERRILL LYNCH MTG TR 2005	P	2007-10-25	2011-12-12
65"BUNGE LIMITED	P	2008-09-02	2011-02-01
35CHARLES RIV LAB INTL INC	P	2011-02-16	2011-06-17
95"E M C CORP	P	2010-04-29	2011-02-01
75"HONEYWELL INTERN	P	2007-11-26	2011-02-01
5"COCA COLA CO	P	2004-06-25	2011-06-17
30"NII HLDGS INC	P	2010-09-29	2011-06-17
705"ROCHE HOLDING LTD	P	2011-02-16	2011-02-28
415"TEXAS INSTRS INC	P	2009-06-02	2011-02-01
220"EXXON MOBIL CORP	P	2009-11-17	2011-05-24
201"CATERPILLAR INC	P	2008-09-09	2011-09-28
170"FEDEX CORP COM"	P	2008-06-27	2011-09-28
307"VERIFONE SYSTEMS	P	2011-09-28	2011-11-09
335"VMWARE INC	P	2010-06-23	2011-09-28
900"CARDINAL HEALTH INC	P	2011-06-17	2011-09-27
165"GOLDMAN SACHS GROUP	P	2011-10-10	2011-12-27
735"NOVARTIS AG	P	2011-02-01	2011-09-27
605"TEXAS INSTRS INC	P	2009-06-02	2011-09-27
112"ANDERSONS INC	P	2011-09-06	2011-10-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
33"CH ENERGY GROUP INC	P	2011-09-06	2011-10-03
76"FRESH DEL MONTE PRODUCE	P	2011-09-06	2011-12-08
373"LO JACK CORP	P	2011-09-06	2011-12-08
274"MAXIMUS INC	P	2011-09-06	2011-10-03
134"INSPERITY INC	P	2011-09-06	2011-10-03
100"ELIZABETH ARDEN INC	P	2011-09-06	2011-10-03
27"VEECO INSTRS INC	P	2011-09-06	2011-12-08
130"AFFILIATED MANAGERS GRP	P	2011-09-06	2011-10-05
146"CRANE CO	P	2011-09-06	2011-10-05
107"HOLLYFRONTIER CORP	P	2011-09-06	2011-10-05
23"L-3 COMM HLDGS	P	2011-09-06	2011-10-05
173"NISOURCE INC	P	2011-09-06	2011-10-05
136"SIGNET JEWELERS LTD	P	2011-09-06	2011-10-05
58"TESORO CORP	P	2011-09-06	2011-11-16
169"WORTHINGTON INDS	P	2011-09-06	2011-10-05
150M FHLM CORP NT 5 5%	P	2007-11-15	2011-06-17
2697 19MERRILL LYNCH MTG TR 2005	P	2007-10-25	2012-01-12
5"BIOGEN IDEC INC	P	2011-02-28	2011-06-17
650CHARLES RIV LAB INTL INC	P	2011-02-16	2011-07-07
265"E M C CORP	P	2010-04-29	2011-03-01
10"HONEYWELL INTERN	P	2007-11-26	2011-06-17
35"LOCKHEED MARTIN CORP	P	2009-07-09	2011-02-01
300"NORTHEAST UTILITIES	P	2010-09-29	2011-02-01
0 5"RAYONIER INC	P	2011-02-01	2011-09-13
1230"TEXAS INSTRS INC	P	2009-06-02	2011-03-01
210"YUM BRANDS INC	P	2005-11-14	2011-06-17
735"CELGENE CORP	P	2011-02-01	2011-09-28
430"F5 NETWORKS INC	P	2010-06-23	2011-09-28
314"VERIFONE SYSTEMS	P	2011-10-13	2011-12-21
388"VERIZON COMM INC	P	2011-02-01	2011-09-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
645"CHUBB CORP	P	2011-06-17	2011-09-27
515"HONEYWELL INTERN INC	P	2008-10-03	2011-09-27
950"NEWS CORP	P	2010-03-04	2011-09-27
215"VF CORP	P	2011-03-14	2011-09-27
121"ARTHROCARE CORP	P	2011-09-06	2011-10-03
147"COMTECH TELECOMMUNICATIONS	P	2011-09-06	2011-10-03
181"FIRST FINL BANKSHARES INC	P	2011-09-06	2011-10-03
74"LIQUIDITY SERVICES INC	P	2011-09-06	2011-10-03
192"MOLINA HEALTHCARE INC	P	2011-09-06	2011-10-03
148"OLD DOMINION FGHT LINES	P	2011-09-06	2011-10-03
212"STURM RUGER & CO	P	2011-09-06	2011-10-03
411"VONAGE HLDGS CORP	P	2011-09-06	2011-10-03
122"ALLIED WORLD ASSURANCE CO	P	2011-09-06	2011-10-05
92"COVENTRY HEALTH CARE	P	2011-09-06	2011-10-05
185"HOLLYFRONTIER CORP	P	2011-09-06	2012-01-19
113"MANPOWER INC	P	2011-09-06	2011-10-05
49"NEUSTAR INC	P	2011-09-06	2011-10-05
210"SIGNET JEWELERS LTD	P	2011-09-06	2012-01-19
233"TESORO CORP	P	2011-09-06	2012-01-19
98"WARNACO GROUP INC	P	2011-09-06	2011-10-05
10"GENZYME CORP	P	2009-11-02	2011-02-01
115"PROLOGIS INC	P	2008-09-03	2011-02-01
50"BERKSHIRE HATHAWAY INC	P	2007-11-26	2011-02-01
20"SALESFORCE COM	P	2010-06-23	2011-02-01
15"E M C CORP	P	2010-04-29	2011-06-17
20I B M CORP	P	2009-11-17	2011-02-01
540"LOCKHEED MARTIN CORP	P	2009-07-09	2011-03-03
60"NORTHEAST UTILITIES	P	2010-09-29	2011-06-17
155"STARBUCKS CORP	P	2011-02-01	2011-06-17
175000"US TREASURY NOTE 1 375%	P	2010-06-24	2011-12-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
345AMERICAN TOWER CORP	P	2010-02-12	2011-02-01
275"CLIFFS NAT RES INC	P	2011-05-23	2011-09-28
1260"GENERAL ELEC CO	P	2011-06-17	2011-09-28
24"PRICELINE COM INC	P	2011-06-17	2011-09-28
354"WALGREEN CO	P	2011-10-13	2011-11-09
305"CVS CAREMARK CORP	P	2009-11-02	2011-09-27
515"INTERNATIONAL PAPER CO	P	2011-10-10	2011-12-27
895"ORACLE CORP	P	2009-02-13	2011-09-27
810"VERIZON COMM INC	P	2010-09-29	2011-09-27
52"ARTHROCARE CORP	P	2011-09-06	2011-12-08
179"CUBIC CORP	P	2011-09-06	2011-10-03
138"FINISH LINE INC	P	2011-09-06	2011-10-03
746"LATTICE SEMICONDUCTOR	P	2011-09-06	2011-10-03
441"MATRIX SVC CO	P	2011-09-06	2011-10-03
53"OIL STATES INTER INC	P	2011-09-06	2011-10-03
23"STURM RUGER & CO	P	2011-09-06	2011-12-08
14246 701"VG SM CAP GRWTH IDX	P	2011-06-17	2011-09-02
199"AMERICAN WTR WKS CO	P	2011-09-06	2011-10-05
184"COVENTRY HEALTH CARE	P	2011-09-06	2011-11-16
183"HERBALIFE LTD	P	2011-09-06	2011-10-05
220"MATTEL INC	P	2011-09-06	2011-10-05
94"OWENS & MINOR INC	P	2011-09-06	2011-10-05
43"SVB FINL GROUP	P	2011-09-06	2011-10-05
71"TORO CO	P	2011-09-06	2011-10-05
26"WARNACO GROUP INC	P	2011-09-06	2011-11-16
675"GENZYME CORP	P	2009-11-02	2011-02-16
100000VERIZON PA INC DEB SER A	P	2007-10-26	2011-04-27
1675"BERKSHIRE HATHAWAY INC	P	2009-07-09	2011-06-17
105"SALESFORCE COM	P	2010-06-23	2011-04-07
25"FREEPORT-MCMORAN C & G	P	2008-09-09	2011-02-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
205I B M CORP	P	2004-06-25	2011-03-01
520"MACYS INC	P	2011-01-14	2011-03-14
5"NOVARTIS AG	P	2009-07-09	2011-06-17
210"SPECTRA ENERGY CORP	P	2010-06-21	2011-02-01
100000"US TREASURY NOTE 50%	P	2011-09-21	2011-12-16
905"ENSCO PLC"	P	2010-06-21	2011-02-01
440"CLIFFS NAT RES INC	P	2011-10-13	2011-11-16
130"GOOGLE INC	P	2008-09-09	2011-09-28
145"PEPSICO INC	P	2011-02-01	2011-09-28
555"WELLS FARGO & CO	P	2010-06-21	2011-09-28
195"CHEVRON CORP	P	2010-06-21	2011-09-27
905"J P MORGAN CHASE & CO	P	2010-06-21	2011-09-27
295"PEPSICO INC	P	2004-06-25	2011-09-27
385"WHIRLPOOL CORP	P	2011-02-02	2011-09-27
136"AMERICAN AXLE & MFG HLDGS	P	2011-09-06	2011-10-03
149"CUBIC CORP	P	2011-09-06	2011-12-08
105"NATIONAL BEVERAGE CORP	P	2011-09-06	2011-10-03
137"LTC PPTYS INC	P	2011-09-06	2011-10-03
56"MWI VETERINARY SUPPLY	P	2011-09-06	2011-10-03
21"OIL STATES INTER INC	P	2011-09-06	2011-12-08
75"RLI CORP	P	2011-09-06	2011-10-03
173"ENCORE WIRE CORP	P	2011-09-06	2011-10-03
401"BRANDYWINE RLTY TR	P	2011-09-06	2011-10-05
195"DILLARDS INC	P	2011-09-06	2011-10-05
58"HERBALIFE LTD	P	2011-09-06	2011-11-16
50"MATTEL INC	P	2011-09-06	2012-01-19
454"METROPCS COMMUNICATIONS	P	2011-09-06	2011-10-05
207"STEEL DYNAMICS INC	P	2011-09-06	2011-10-05
80"TORO CO	P	2011-09-06	2012-01-19
515"WILLIAMS-SONOMA INC	P	2011-09-06	2011-10-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
100M J P MORGAN CHASE COML MTG	P	2009-12-17	2011-03-25
15"APPLE INC	P	2005-05-26	2011-02-01
410"BOSTON PPTYS	P	2009-11-02	2011-02-01
105"CISCO SYS INC	P	2009-11-17	2011-02-01
25"FEDEX CORP	P	2004-06-25	2011-02-01
15I B M CORP	P	2004-06-25	2011-06-17
25"MASTERCARD INC	P	2009-11-17	2011-06-17
145"ORACLE CORP	P	2009-07-09	2011-02-01
280"SPECTRA ENERGY CORP	P	2010-02-12	2011-06-17
100000"US TREASURY NOTE 2 25%	P	2010-03-08	2011-12-13
30AMERICAN TOWER CORP	P	2010-02-12	2011-06-17
196"CUMMINS INC	P	2011-10-13	2011-12-21
250"GOLDMAN SACHS GROUP	P	2011-06-17	2011-09-28
578"QUALCOMM INC	P	2010-06-21	2011-09-28
169"WHOLE FOODS MARKET	P	2011-11-09	2011-12-21
220"DOMINION RES INC	P	2010-09-29	2011-09-27
385"MACYS INC	P	2011-01-14	2011-09-27
230"PROCTER & GAMBLE CO	P	2004-06-25	2011-09-27
175"WAL MART STORES INC	P	2007-11-26	2011-09-27
113"AMERICAN AXLE & MFG HLDGS	P	2011-09-06	2011-12-08
550"CVB FINL CORP	P	2011-09-06	2011-10-03
557"FNB CORP PA	P	2011-09-06	2011-10-03
114"LSB INDS INC	P	2011-09-06	2011-10-03
122"NASH FINCH CO	P	2011-09-06	2011-10-03
250"BANK OF THE OZARKS	P	2011-09-06	2011-10-03
165"MADDEN STEVEN LTD	P	2011-09-06	2011-10-03
112"W & T OFFSHORE INC	P	2011-09-06	2011-10-03
67"SOTHEBYS	P	2011-09-06	2011-10-05
236"DOUGLAS EMMETT INC	P	2011-09-06	2011-10-05
96"HEALTH NET INC	P	2011-09-06	2011-10-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
256"MILLER HERMAN INC	P	2011-11-16	2012-01-19
109"PLANTRONICS INC	P	2011-09-06	2011-10-05
398"STEEL DYNAMICS INC	P	2011-09-06	2011-11-16
67"DOMTAR CORP	P	2011-09-06	2011-10-05
98"DENTSPLY INTL INC	P	2011-09-06	2011-10-05
2642 86MERRILL LYNCH MTG TR 2005	P	2007-10-25	2011-02-12
5"ABBOTT LABS NT"	P	2009-11-02	2011-06-17
0 5"CITIGROUP INC	P	2011-02-01	2011-06-02
2220"CISCO SYS INC	P	2009-07-09	2011-02-23
5"FEDEX CORP	P	2004-06-25	2011-06-17
5"INTUITIVE SURGICAL INC	P	2008-04-24	2011-02-01
20"MEDTRONIC INC	P	2004-06-25	2011-06-17
1095"OCCIDENTAL PETE CORP	P	2011-02-01	2011-04-11
425"SMITHFIELD FOODS INC	P	2011-05-24	2011-06-17
725"US BANCORP DEL	P	2008-10-03	2011-02-01
40HANSEN NATURAL CORP	P	2011-05-24	2011-06-17
377"CABOT OIL & GAS CORP	P	2011-10-13	2011-12-21
646"HALLIBURTON CO	P	2011-06-17	2011-09-28
159"RAYONIER INC	P	2011-06-17	2011-09-28
116"WHIRLPOOL CORP	P	2011-09-28	2011-11-09
400"DU PONT E I	P	2011-06-17	2011-09-27
765"METLIFE INC	P	2011-06-17	2011-09-27
290"PERKINELMER INC	P	2011-04-07	2011-09-27
650"EXXON MOBIL CORP	P	2010-06-21	2011-09-27
129"BRINKS CO	P	2011-09-06	2011-10-03
147"DIME CMNTY BANCORP	P	2011-09-06	2011-10-03
59"GENESCO INC	P	2011-09-06	2011-10-03
82"LSB INDS INC	P	2011-09-06	2011-12-08
47"NACCO INDS INC	P	2011-09-06	2011-10-03
33206 888"ROYCE PENNS MUTUAL FD	P	2009-11-04	2011-09-02

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
199"TANGER FACTORY OUTLET	P	2011-09-06	2011-10-03
47"W & T OFFSHORE INC	P	2011-09-06	2011-12-08
184"SOTHEBYS	P	2011-09-06	2011-11-16
78"DYCOM INDS INC	P	2011-09-06	2011-10-05
215"HEALTH NET INC	P	2011-09-06	2012-01-19
176"MEDICIS PHARMACEUTICAL	P	2011-09-06	2011-10-05
106"PATTERSON-UTI ENERGY	P	2011-09-06	2011-10-05
117"TECH DATA CORP	P	2011-09-06	2011-10-05
64"DOMTAR CORP	P	2011-09-06	2012-01-19
147"CORN PRODS INTL	P	2011-09-06	2011-10-05
3447 5MERRILL LYNCH MTG TR 2005	P	2007-10-25	2011-03-12
100000"ABBOTT LABS NT 5 875%	P	2007-10-25	2011-12-12
45"CITIGROUP INC	P	2011-02-01	2011-06-17
40"CSX CORP	P	2007-09-18	2011-02-01
20"F5 NETWORKS INC	P	2010-06-23	2011-02-01
5"INTUITIVE SURGICAL INC	P	2008-04-24	2011-06-17
35"MOSAIC CO	P	2009-11-17	2011-02-01
255ROYCE PENNS MUTUAL FD	P	2009-11-04	2011-02-01
600"SCHLUMBERGER LTD	P	2010-06-21	2011-02-01
620"US BANCORP DEL	P	2009-11-17	2011-06-17
765"MEDCO HEALTH SOL INC	P	2011-06-17	2011-09-28
715"COACH INC COM"	P	2011-06-17	2011-09-28
919"HALLIBURTON CO	P	2011-10-13	2011-12-21
1210"STARBUCKS CORP	P	2010-10-01	2011-09-28
427"WESTLAKE CHEM CORP	P	2011-10-13	2011-11-09
540"DU PONT E I	P	2011-10-10	2011-12-27
420"MARATHON OIL CORP	P	2011-06-17	2011-09-27
445"RAYTHEON CO COM NEW"	P	2011-03-03	2011-09-27
470"ZIMMER HLDGS INC	P	2011-06-17	2011-09-27
108"BRINKS CO	P	2011-09-06	2011-12-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
123"DIME CMNTY BANCORP	P	2011-09-06	2011-12-08
125"G & K SVCS INC	P	2011-09-06	2011-10-03
34"CONTANGO OIL & GAS CO	P	2011-09-06	2011-10-03
26"NEWMARKET CORP	P	2011-09-06	2011-10-03
430"PIER 1 IMPORTS INC	P	2011-09-06	2011-10-03
152"SYNNEX CORP	P	2011-09-06	2011-10-03
74"ACI WORLDWIDE INC	P	2011-09-06	2011-10-05
52"BORG WARNER INC	P	2011-11-16	2012-01-19
58"EQT CORP	P	2011-09-06	2011-10-05
114"HILL ROM HLDGS	P	2011-09-06	2011-10-05
53"MEDICIS PHARMACEUTICAL	P	2011-09-06	2011-11-16
314"PATTERSON-UTI ENERGY	P	2011-09-06	2011-11-16
181"TERADYNE INC	P	2011-09-06	2011-10-05
77"UNITED THERAPEUTICS	P	2011-09-06	2011-10-05
434"ENSCO	P	2011-09-06	2011-10-05
2670 63MERRILL LYNCH MTG TR 2005	P	2007-10-25	2011-04-12
545"ALLERGAN INC	P	2011-02-15	2011-04-06
965"CAMERON INTL CORP	P	2010-06-21	2011-02-01
80"CSX CORP	P	2007-09-18	2011-06-17
25"F5 NETWORKS INC	P	2010-06-23	2011-06-17
535"JANUS ENTERPRISE FD	P	2010-06-21	2011-02-01
800"MOSAIC CO	P	2010-06-21	2011-05-23
3470ROYCE PENNS MUTUAL FD	P	2009-11-04	2011-06-17
5"SANDISK CORP	P	2011-03-01	2011-06-17
615VG SMALL CAP GRWTH IDX FD	P	2009-11-19	2011-02-01
75"APPLE INC	P	2005-05-26	2011-09-28
338"COSTCO WHSL CORP	P	2009-11-17	2011-09-28
95"INTUITIVE SURGICAL INC	P	2009-07-09	2011-09-28
255"SPECTRA ENERGY CORP	P	2010-06-21	2011-09-28
1170"YUM BRANDS INC	P	2011-02-01	2011-09-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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265"DISCOVER FINL SVCS	P	2011-06-17	2011-09-27
1270"MORGAN STANLEY	P	2011-10-10	2011-12-27
410"RAYONIER INC COM"	P	2011-02-01	2011-09-27
430"AMERICAN TOWER CORP	P	2010-02-12	2011-09-27
682"STRATEGIC HOTELS&RESORTS	P	2011-09-06	2011-10-03
274"DREW INDS INC	P	2011-09-06	2011-10-03
140"HSN INC	P	2011-09-06	2011-10-03
103"MEDICINES CO	P	2011-09-06	2011-10-03
299"NAT FINL PARTNERS	P	2011-09-06	2011-10-03
377"PNM RES INC	P	2011-09-06	2011-10-03
81"SOVRAN SELF STORAGE INC	P	2011-09-06	2011-10-03
55"ALLIANCE DATA SYSTEMS	P	2011-09-06	2011-10-05
92"CHICAGO BRDG & IRON CO	P	2011-09-06	2011-10-05
59"ITT EDUCATIONAL SVCS	P	2011-09-06	2011-10-05
153"IDACORP INC	P	2011-09-06	2011-10-05
170"MEDICIS PHARMACEUTICAL	P	2011-09-06	2012-01-19
392"RF MICRO DEVICES INC	P	2011-09-06	2011-10-05
27"TRIUMPH GROUP INC	P	2011-09-06	2011-10-05
697"VALUECLICK INC	P	2011-09-06	2011-10-05
20"HANSEN NATURAL CORP	P	2011-09-06	2011-10-05
2858 79MERRILL LYNCH MTG TR 2005	P	2007-10-25	2011-05-12
45"ALTERA CORP	P	2011-03-01	2011-06-17
20"CATERPILLAR INC	P	2008-09-09	2011-02-01
110"CVS CAREMARK	P	2009-11-02	2011-06-17
75"FLUOR CORP	P	2008-09-03	2011-06-17
1075"JOHNSON & JOHNSON	P	2011-02-01	2011-04-07
0 5MARATHON PETE CORP	P	2011-06-17	2011-07-26
275"PEPSICO INC	P	2009-11-17	2011-05-24
40"STRYKER CORP	P	2007-04-19	2011-02-01
25"VMWARE INC	P	2010-06-23	2011-02-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
855"AUTODESK INC	P	2011-04-07	2011-09-28
290"COSTCO WHSL CORP	P	2011-10-13	2011-12-21
1085"JUNIPER NETWORKS INC	P	2011-06-17	2011-09-28
436"SOLERA HOLDINGS INC	P	2011-10-13	2011-12-21
485"ABBOTT LABS	P	2009-11-02	2011-09-27
1510"E M C CORP MASS	P	2010-04-29	2011-09-27
590"MYRIAD GENETICS INC	P	2011-07-07	2011-09-27
455"SPECTRA ENERGY CORP	P	2010-02-12	2011-09-27
445"HANSEN NATURAL CORP	P	2011-05-24	2011-09-27
682"STRATEGIC HOTELS&RESORTS	P	2011-09-06	2011-12-08
229"DREW INDS INC	P	2011-09-06	2011-12-08
45"HSN INC	P	2011-09-06	2011-12-08
132"MGE ENERGY INC	P	2011-09-06	2011-10-03
146"NATIONAL HEALTH INVS	P	2011-09-06	2011-10-03
289"POLYONE CORPORATION -W/I	P	2011-09-06	2011-10-03
115"TELEDYNE TECHNOLOGIES INC	P	2011-09-06	2011-10-03
430"AUTODESK INC	P	2011-09-06	2011-10-05
64"CBOE HLDGS INC	P	2011-10-05	2011-11-16
31"ESSEX PPTY TR INC	P	2011-09-06	2011-10-05
7781 111"JANUS ENTERPRISE FD	P	2011-06-17	2011-09-07
20311 317"MERIDIAN VAL FD	P	2009-11-20	2011-09-07
852"RF MICRO DEVICES INC	P	2011-09-06	2012-01-19
285"TIBCO SOFTWARE INC	P	2011-09-06	2011-10-05
769"VALUECLICK INC	P	2011-09-06	2011-11-16
81"CORN PRODS INTL	P	2011-09-06	2011-11-16
2614 64MERRILL LYNCH MTG TR 2005	P	2007-10-25	2011-06-12
100M AMER GEN FIN CORP MED TERM	P	2007-10-26	2011-08-17
85"CELGENE CORP	P	2009-11-17	2011-06-17
45"CHEVRON CORP	P	2008-10-03	2011-06-17
375"FLOWSERVE CORP	P	2010-06-21	2011-02-02

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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100000JOHNSON & JOHNSON 5 55%	P	2008-10-09	2011-12-12
675"MORGAN STANLEY	P	2009-11-17	2011-02-01
115"PEPSICO INC	P	2004-06-25	2011-06-17
665"STRYKER CORP	P	2009-11-17	2011-03-29
285"VMWARE INC	P	2010-06-23	2011-04-07
430"ALTERA CORP	P	2011-03-01	2011-09-28
275"SALESFORCE COM	P	2010-06-23	2011-09-28
178"JOY GLOBAL INC	P	2011-10-13	2011-11-09
485"TERADYNE INC	P	2011-09-28	2011-11-09
65"APACHE CORP	P	2009-07-09	2011-09-27
220"FREEPORT-MCMORAN C&G	P	2007-03-21	2011-09-27
275"NOBLE ENERGY INC	P	2011-07-07	2011-09-27
1380"SMITHFIELD FOODS INC	P	2011-05-24	2011-09-27
480"NARA BANCORP INC	P	2011-09-06	2011-10-03
154"BUCKEYE TECHNOLOGIES INC	P	2011-09-06	2011-10-03
86"EL PASO ELEC CO	P	2011-09-06	2011-10-03
29"INTERDIGITAL INC	P	2011-09-06	2011-10-03
17"MGE ENERGY INC	P	2011-09-06	2011-12-08
201"NEW JERSEY RES CORP	P	2011-09-06	2011-10-03
136"POLYPORE INTL INC	P	2011-09-06	2011-10-03
122"TOMPKINS FINANCIAL CORP	P	2011-09-06	2011-10-03
95"AMERIGROUP CORP	P	2011-09-06	2011-10-05
78"COMMERCE BANCSHARES INC	P	2011-09-06	2011-10-05
1146"FAIRCHILD SEMICONDUCTOR	P	2011-09-06	2011-10-05
236 313"JANUS ENTERPRISE FD	P	2011-06-17	2011-10-05
616 919"MERIDIAN VAL FD	P	2010-12-15	2011-10-05
66"ROCKWOOD HLDGS INC	P	2011-09-06	2011-10-05
86"TIBCO SOFTWARE INC	P	2011-09-06	2011-11-16
284"VISHAY INTERTECHNOLOGY	P	2011-09-06	2011-10-05
195"CORN PRODS INTL	P	2011-09-06	2012-01-19

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(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)
2883 08MERRILL LYNCH MTG TR 2005	P	2007-10-25	2011-07-12
20"APACHE CORP	P	2009-11-17	2011-02-01
40"CABOT OIL & GAS CORP	P	2011-05-24	2011-06-17
150000CHEVRON CORP 3 45%	P	2009-05-08	2011-09-06
35"GILEAD SCIENCES INC	P	2011-02-01	2011-06-17
235"J P MORGAN CHASE & CO	P	2008-04-11	2011-02-01
1450"MORGAN STANLEY	P	2010-06-21	2011-06-17
25"PROCTER & GAMBLE	P	2004-06-25	2011-02-01
1485"SYSCO CORP	P	2011-02-01	2011-05-24
610"WELLS FARGO & CO	P	2009-11-17	2011-02-01
163"AMAZON COM INC	P	2011-10-13	2011-12-21
1137"CSX CORP	P	2007-09-18	2011-09-28
378"COCA COLA CO	P	2010-06-21	2011-09-28
780"THORATEC CORP	P	2011-06-17	2011-09-28
315"AMERICAN EXPRESS CO	P	2011-10-10	2011-12-27
355"FEDEX CORP	P	2004-06-25	2011-09-27
420"NEWFIELD EXPLORATION	P	2011-02-01	2011-09-27
535"SANDISK CORP	P	2011-03-01	2011-09-27
277"ARCTIC CAT INC	P	2011-09-06	2011-10-03
800"BOSTON PRIVATE FINL HOLDINGS	P	2011-09-06	2011-10-03
198"EMCOR GROUP INC	P	2011-09-06	2011-10-03
50"INTERDIGITAL INC	P	2011-09-06	2011-12-08
70"MAGELLAN HEALTH SVCS	P	2011-09-06	2011-10-03
75"NELNET INC	P	2011-09-06	2011-10-03
114"POLYPORE INTL INC	P	2011-09-06	2011-12-08
102"TOMPKINS FINANCIAL CORP	P	2011-09-06	2011-12-08
128"ASSURANT INC	P	2011-09-06	2011-10-05
0 55"COMMERCE BANCSHARES INC	P	2011-09-06	2011-12-22
136"FAMILY DLR STORES INC	P	2011-10-05	2012-01-19
84"KBR INC	P	2011-09-06	2011-10-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
93"MYRIAD GENETICS	P	2011-09-06	2011-10-05
145"ROCKWOOD HLDGS INC	P	2011-09-06	2011-11-16
186"TIMKEN CO	P	2011-09-06	2011-10-05
576"VISHAY INTERTECHNOLOGY	P	2011-09-06	2011-11-16
24330 548"THORNBURG INTER VAL	P	2010-06-21	2011-10-03
2640 96MERRILL LYNCH MTG TR 2005	P	2007-10-25	2011-08-12
180"APACHE CORP	P	2009-07-09	2011-05-24
705"CABOT OIL & GAS CORP	P	2011-05-24	2011-07-07
270"DOMINION RES INC	P	2010-09-29	2011-02-01
1245"GENERAL MILLS INC	P	2011-02-01	2011-05-24
415"J P MORGAN CHASE & CO	P	2008-04-11	2011-06-17
285"MERIDIAN VALUE FUND"	P	2009-11-20	2011-02-01
30"PROCTER & GAMBLE	P	2004-06-25	2011-06-17
785"TEVA PHARMACEUTICAL	P	2011-02-01	2011-02-15
270"WELLS FARGO & CO	P	2009-11-02	2011-06-17
980"BOEING CO	P	2009-07-09	2011-09-28
370"CVS CAREMARK CORP	P	2011-02-01	2011-09-28
155"MASTERCARD INC	P	2011-02-01	2011-09-28
855"TJX COS INC	P	2011-06-17	2011-09-28
4370"BANK OF AMERICA CORP	P	2011-10-10	2011-12-27
510"FLUOR CORP	P	2008-09-09	2011-09-27
250"NII HLDGS INC COM	P	2010-09-29	2011-09-27
620"AT&T INC	P	2011-10-10	2011-12-13
382"AMTRUST FIN SERVICES INC	P	2011-09-06	2011-10-03
65"BROADSOFT INC	P	2011-09-06	2011-10-03
264"ELECTRO SCIENTIFIC INDS	P	2011-09-06	2011-10-03
177"KAMAN CORP	P	2011-09-06	2011-10-03
471"MEADOWBROOK INS GRP	P	2011-09-06	2011-10-03
381"NORANDA ALUM HLDG	P	2011-09-06	2011-10-03
106"POST PPTYS INC	P	2011-09-06	2011-10-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
159"TENNANT CO	P	2011-09-06	2011-10-03
23"ALASKA AIR GROUP INC	P	2011-09-06	2011-10-05
378"CABOT CORP	P	2011-09-06	2011-10-05
149"FOOT LOCKER INC	P	2011-09-06	2011-10-05
71"KIRBY CORP	P	2011-09-06	2011-10-05
184"NCR CORP	P	2011-09-06	2011-10-05
169"RAYONIER INC	P	2011-09-06	2011-10-05
186"TRUSTMARK CORP	P	2011-09-06	2011-10-05
205"WEBSTER FINL CORP	P	2011-09-06	2011-10-05
PROCEEDS FROM CLASS ACTION	P		
2645 01MERRILL LYNCH MTG TR 2005	P	2007-10-25	2011-09-12
15"BOEING CO	P	2004-06-25	2011-02-01
1375"CONOCOPHILLIPS	P	2011-04-11	2011-06-17
90"DOMINION RES INC	P	2010-09-29	2011-06-17
25"GOOGLE INC CL A"	P	2008-09-09	2011-06-17
585"KIMBERLY CLARK CORP	P	2010-06-21	2011-02-01
1140"MERIDIAN VALUE FUND"	P	2009-11-20	2011-06-17
781"PROLOGIS INC	P	2009-07-09	2011-06-17
1575"TARGET CORP	P	2011-02-01	2011-03-14
10"WHIRLPOOL CORP	P	2011-02-02	2011-06-17
364"BECTON DICKINSON	P	2011-10-13	2011-12-21
722"DU PONT E I	P	2011-10-13	2011-12-21
940"MEDTRONIC INC	P	2011-02-01	2011-09-28
435"THERMO FISHER CORP	P	2011-10-13	2011-11-09
95"BUNGE LIMITED	P	2009-11-17	2011-09-27
340"GENERAL ELEC CO	P	2004-05-02	2011-09-27
395"NII HLDGS INC COM	P	2011-10-10	2011-12-13
185"THERMO FISHER CORP	P	2011-06-17	2011-09-27
24"AMTRUST FIN SERVICES INC	P	2011-09-06	2011-12-08
133"CASCADE CORP	P	2011-09-06	2011-10-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
220"ELECTRO SCIENTIFIC INDS	P	2011-09-06	2011-12-08
56"LACLEDE GROUP INC	P	2011-09-06	2011-10-03
393"MEADOWBROOK INS GRP	P	2011-09-06	2011-12-08
137"NORANDA ALUM HLDG	P	2011-09-06	2011-12-08
55"PAR PHARMACEUTICAL	P	2011-09-06	2011-10-03
58"TORO CO	P	2011-09-06	2011-10-03
34"AUTOLIV INC	P	2011-09-06	2011-10-05
105"SEACOR HOLDINGS INC	P	2011-10-05	2012-01-19
187"FIDELITY NATL FINL INC	P	2011-09-06	2011-10-05
65"KEMPER CORP	P	2011-09-06	2011-10-05
109"NCR CORP	P	2011-09-06	2012-01-19
67"SEALED AIR CORP	P	2011-09-06	2011-10-05
50"TRW AUTOMOTIVE HLDGS	P	2011-09-06	2011-10-05
49"WESCO INTER INC	P	2011-09-06	2011-10-05
	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
46,233		47,003	-770
3,436		3,450	-14
5,203		3,583	1,620
2,534		2,295	239
1,545		1,341	204
827		696	131
1,259		1,110	149
50,546		37,056	13,490
6		3	3
2,206		2,785	-579
18,758		17,132	1,626
18,166		25,951	-7,785
35,179		36,807	-1,628
18,905		25,869	-6,964
4,331		4,857	-526
10,112		7,190	2,922
10,560		8,610	1,950
17,633		23,143	-5,510
12,255		14,843	-2,588
3,650		4,419	-769
2,662		2,906	-244
2,140		2,170	-30
1,324		1,443	-119
2,761		2,949	-188
1,688		2,001	-313
2,784		2,998	-214
4,337		6,061	-1,724
3,487		3,323	164
1,479		1,538	-59
3,431		3,706	-275

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,234		3,346	888
3,430		3,173	257
2,632		2,642	-10
3,509		3,726	-217
2,532		2,961	-429
103,767		105,490	-1,723
2,670		2,681	-11
100,000		100,000	
400		328	72
97,531		105,214	-7,683
7,161		7,058	103
24,872		18,959	5,913
1,268		1,239	29
549		435	114
11,648		14,852	-3,204
531		452	79
14,335		13,895	440
11,809		11,711	98
36,575		43,056	-6,481
17,503		17,281	222
33,416		51,873	-18,457
24,310		32,799	-8,489
8,254		7,182	1,072
23,838		28,209	-4,371
2,423		2,520	-97
2,899		3,487	-588
2,062		2,078	-16
18		19	-1
2,334		2,755	-421
2,073		1,665	408

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,448		2,665	-217
2,958		3,969	-1,011
2,030		2,414	-384
3,036		3,068	-32
1,816		1,904	-88
5,662		5,792	-130
5,672		9,284	-3,612
1,524		1,591	-67
5,097		5,697	-600
3,204		3,295	-91
1,664		1,716	-52
3,091		3,104	-13
4,476		5,709	-1,233
1,377		1,320	57
2,406		1,869	537
4,248		4,004	244
330		256	74
1,181		1,239	-58
26,540		25,472	1,068
14,385		8,377	6,008
17,918		14,951	2,967
15,722		12,607	3,115
11,984		13,114	-1,130
13,152		11,749	1,403
28,878		23,245	5,633
39,444		37,863	1,581
15,283		20,738	-5,455
40,647		31,065	9,582
16,873		12,213	4,660
3,442		4,090	-648

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,690		1,764	-74
1,870		1,736	134
1,100		1,180	-80
9,346		9,576	-230
2,861		2,968	-107
2,910		2,925	-15
641		871	-230
10,022		10,340	-318
5,361		5,663	-302
2,902		3,696	-794
1,453		1,465	-12
3,655		3,602	53
5,108		4,985	123
1,452		1,343	109
2,505		2,413	92
151,892		156,414	-4,522
2,697		2,708	-11
474		342	132
27,271		24,514	2,757
7,151		5,212	1,939
560		534	26
2,808		2,739	69
10,074		8,977	1,097
20		20	
43,756		24,829	18,927
11,531		5,116	6,415
46,981		36,881	10,100
33,425		31,655	1,770
10,961		12,002	-1,041
14,395		14,042	353

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
38,615		40,733	-2,118
23,190		25,543	-2,353
15,658		13,035	2,623
28,114		20,719	7,395
3,306		3,704	-398
4,012		3,991	21
4,619		4,894	-275
2,187		2,298	-111
2,767		3,383	-616
4,144		4,421	-277
5,267		6,568	-1,301
1,019		1,314	-295
6,594		6,029	565
2,499		2,903	-404
5,071		6,390	-1,319
4,063		4,043	20
1,299		1,151	148
9,578		7,698	1,880
5,628		5,396	232
4,081		4,780	-699
725		508	217
1,695		5,968	-4,273
4,140		4,531	-391
2,644		1,845	799
389		295	94
3,262		2,186	1,076
43,376		29,892	13,484
2,081		1,795	286
5,496		4,317	1,179
176,989		175,840	1,149

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
17,844		14,706	3,138
16,199		23,186	-6,987
19,984		25,344	-5,360
12,235		11,067	1,168
11,349		12,008	-659
10,568		10,913	-345
15,234		13,379	1,855
26,760		16,006	10,754
29,767		26,435	3,332
1,497		1,592	-95
6,680		6,958	-278
2,669		2,607	62
3,652		3,872	-220
3,424		4,490	-1,066
2,511		3,148	-637
737		713	24
286,359		233,065	53,294
5,787		5,773	14
5,802		5,807	-5
9,190		10,059	-869
5,691		5,748	-57
2,722		2,667	55
1,605		1,814	-209
3,478		3,685	-207
1,262		1,268	-6
50,911		34,311	16,600
102,870		100,340	2,530
126,341		116,420	9,921
14,054		9,689	4,365
2,847		1,692	1,155

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
33,236		18,483	14,753
12,011		11,967	44
302		201	101
5,508		4,577	931
100,336		100,343	-7
47,720		40,195	7,525
31,896		35,666	-3,770
70,134		40,514	29,620
9,165		9,380	-215
13,925		15,750	-1,825
18,279		14,448	3,831
28,525		36,398	-7,873
18,420		16,246	2,174
20,462		31,898	-11,436
957		1,100	-143
6,328		5,792	536
1,583		1,666	-83
3,335		3,556	-221
3,704		3,948	-244
1,588		1,247	341
4,662		4,519	143
3,521		3,534	-13
2,771		3,609	-838
8,281		8,547	-266
3,346		3,188	158
1,405		1,306	99
3,700		4,599	-899
2,173		2,364	-191
5,142		4,152	990
15,510		15,785	-275

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
102,078		101,905	173
5,172		613	4,559
38,343		41,797	-3,454
2,251		2,562	-311
2,327		2,010	317
2,468		1,352	1,116
6,723		5,602	1,121
4,801		2,949	1,852
7,454		5,799	1,655
104,770		100,518	4,252
1,508		1,279	229
17,034		18,015	-981
24,977		34,694	-9,717
30,104		22,950	7,154
11,529		11,512	17
11,154		9,691	1,463
10,453		8,860	1,593
14,563		10,057	4,506
9,112		7,908	1,204
1,027		914	113
4,083		4,339	-256
4,601		4,545	56
3,031		4,217	-1,186
3,138		3,518	-380
5,165		5,275	-110
4,653		5,425	-772
1,429		2,126	-697
1,859		2,277	-418
3,769		4,066	-297
2,170		2,256	-86

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,093		5,560	-467
3,206		3,193	13
5,342		4,546	796
4,588		5,103	-515
2,999		3,251	-252
2,643		2,654	-11
259		254	5
20		25	-5
40,670		52,605	-11,935
435		402	33
1,680		1,411	269
769		983	-214
111,918		95,955	15,963
9,284		8,518	766
19,933		26,443	-6,510
2,859		2,786	73
28,486		24,986	3,500
22,204		29,460	-7,256
6,088		6,652	-564
6,123		6,184	-61
16,876		18,421	-1,545
22,232		30,865	-8,633
5,786		7,762	-1,976
47,484		31,014	16,470
2,849		2,990	-141
1,466		1,596	-130
2,979		2,781	198
2,348		3,033	-685
2,836		3,305	-469
351,661		290,228	61,433

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,954		5,390	-436
1,020		892	128
5,758		6,253	-495
1,230		1,349	-119
7,593		5,052	2,541
6,424		6,689	-265
1,770		2,368	-598
5,272		5,246	26
5,596		4,875	721
5,738		6,566	-828
3,448		3,462	-14
117,160		102,241	14,919
1,714		2,223	-509
2,861		1,594	1,267
2,218		1,472	746
1,741		1,411	330
2,934		1,585	1,349
3,060		2,229	831
53,717		20,420	33,297
15,171		20,324	-5,153
37,616		48,638	-11,022
41,895		38,746	3,149
30,183		40,958	-10,775
48,351		31,484	16,867
17,283		16,472	811
25,013		24,007	1,006
9,719		12,809	-3,090
18,005		23,179	-5,174
26,423		28,678	-2,255
2,645		2,503	142

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,414		1,335	79
3,133		3,235	-102
1,831		1,943	-112
3,827		4,066	-239
3,973		4,605	-632
3,870		3,714	156
1,990		2,011	-21
3,830		3,472	358
3,100		3,357	-257
3,504		3,124	380
1,743		2,014	-271
7,003		7,013	-10
2,067		2,002	65
2,877		3,276	-399
17,461		20,276	-2,815
2,671		2,682	-11
40,601		40,248	353
52,304		39,453	12,851
1,983		1,063	920
2,460		1,840	620
32,769		25,696	7,073
52,795		34,364	18,431
41,085		30,328	10,757
207		244	-37
13,893		9,692	4,201
30,155		3,067	27,088
28,683		18,478	10,205
36,863		16,253	20,610
6,426		5,558	868
63,518		30,934	32,584

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
6,487		6,183	304
19,723		19,178	545
15,541		16,178	-637
23,422		18,329	5,093
2,703		2,892	-189
5,232		5,156	76
4,385		4,250	135
1,702		1,426	276
3,012		3,495	-483
6,085		5,451	634
2,905		3,083	-178
4,955		4,945	10
2,627		3,057	-430
3,645		4,021	-376
5,868		5,490	378
5,585		6,461	-876
2,513		2,258	255
1,313		1,315	-2
10,942		10,309	633
1,634		1,697	-63
2,859		2,871	-12
1,931		1,892	39
1,945		1,254	691
4,124		3,936	188
4,569		5,385	-816
63,674		60,996	2,678
20		21	-1
19,502		15,443	4,059
2,332		2,634	-302
2,171		1,735	436

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
25,196		36,976	-11,780
24,110		14,588	9,522
21,125		43,439	-22,314
19,720		22,862	-3,142
24,759		24,679	80
32,478		29,699	2,779
11,146		13,966	-2,820
11,507		9,423	2,084
40,276		30,989	9,287
2,846		2,413	433
5,116		4,309	807
1,633		1,366	267
5,297		5,340	-43
5,976		6,287	-311
2,907		3,231	-324
5,356		5,818	-462
11,593		11,132	461
1,708		1,572	136
3,575		4,296	-721
436,520		381,520	55,000
530,120		485,644	44,476
4,053		4,907	-854
6,712		5,818	894
12,067		11,373	694
4,201		3,618	583
2,615		2,626	-11
100,000		100,000	
4,984		4,357	627
4,490		3,683	807
47,881		34,752	13,129

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
120,688		100,308	20,380
20,047		21,402	-1,355
7,922		6,333	1,589
40,450		30,283	10,167
22,882		19,775	3,107
15,236		18,078	-2,842
34,267		25,375	8,892
15,349		12,512	2,837
6,839		5,718	1,121
5,594		4,478	1,116
7,638		6,743	895
20,614		25,174	-4,560
25,789		27,658	-1,869
2,736		3,096	-360
3,723		3,835	-112
2,711		2,852	-141
1,295		1,936	-641
743		688	55
8,291		9,067	-776
7,154		7,760	-606
4,195		4,445	-250
3,760		4,342	-582
2,782		2,841	-59
12,991		14,176	-1,185
12,574		14,219	-1,645
15,399		15,022	377
2,378		3,077	-699
2,608		1,755	853
2,482		2,948	-466
10,602		8,710	1,892

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,883		2,895	-12
2,362		1,856	506
2,426		2,163	263
152,336		150,000	2,336
1,386		1,354	32
10,752		10,164	588
32,828		43,238	-10,410
1,583		1,093	490
47,731		39,377	8,354
20,343		17,032	3,311
28,831		37,988	-9,157
22,217		15,102	7,115
26,336		19,439	6,897
26,233		21,491	4,742
15,066		14,759	307
25,102		28,537	-3,435
18,249		31,181	-12,932
23,007		26,065	-3,058
3,914		4,049	-135
4,555		4,408	147
3,833		4,068	-235
2,126		3,338	-1,212
3,244		3,234	10
1,350		1,354	-4
5,567		6,504	-937
3,944		3,716	228
4,502		4,191	311
21		19	2
7,411		7,185	226
2,031		2,367	-336

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,781		1,707	74
6,551		6,760	-209
6,314		6,422	-108
6,004		5,979	25
560,333		765,141	-204,808
2,641		2,652	-11
22,077		12,401	9,676
46,847		38,117	8,730
11,774		11,894	-120
49,140		39,473	9,667
16,936		17,949	-1,013
8,490		6,814	1,676
1,945		1,312	633
40,423		45,543	-5,120
7,379		7,483	-104
62,191		47,160	15,031
12,862		11,732	1,130
52,312		34,636	17,676
49,785		42,209	7,576
23,903		28,354	-4,451
26,269		34,923	-8,654
7,560		10,324	-2,764
18,042		17,925	117
8,303		8,809	-506
1,863		1,872	-9
2,927		3,616	-689
4,708		5,583	-875
4,069		4,163	-94
2,638		3,863	-1,225
3,503		4,367	-864

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,284		6,282	-998
1,252		1,233	19
9,273		12,179	-2,906
3,017		2,873	144
3,769		3,639	130
3,119		2,904	215
6,123		6,679	-556
3,525		3,548	-23
3,334		3,257	77
13			13
2,645		2,656	-11
1,056		768	288
99,227		112,132	-12,905
4,299		3,965	334
12,371		10,476	1,895
37,589		36,505	1,084
32,284		27,257	5,027
26,183		22,727	3,456
80,090		80,861	-771
759		829	-70
26,852		27,337	-485
32,230		30,625	1,605
32,224		38,824	-6,600
21,525		22,863	-1,338
5,713		6,542	-829
5,338		10,240	-4,902
7,971		14,649	-6,678
9,594		10,326	-732
631		553	78
4,341		4,646	-305

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,649		3,014	-365
2,108		2,164	-56
4,033		3,474	559
1,094		1,389	-295
1,449		1,435	14
2,664		3,009	-345
1,676		1,738	-62
9,820		8,560	1,260
2,798		3,080	-282
1,584		1,553	31
1,900		1,720	180
1,097		1,172	-75
1,685		1,882	-197
1,701		1,949	-248

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-770
			-14
			1,620
			239
			204
			131
			149
			13,490
			3
			-579
			1,626
			-7,785
			-1,628
			-6,964
			-526
			2,922
			1,950
			-5,510
			-2,588
			-769
			-244
			-30
			-119
			-188
			-313
			-214
			-1,724
			164
			-59
			-275

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			888
			257
			-10
			-217
			-429
			-1,723
			-11
			72
			-7,683
			103
			5,913
			29
			114
			-3,204
			79
			440
			98
			-6,481
			222
			-18,457
			-8,489
			1,072
			-4,371
			-97
			-588
			-16
			-1
			-421
			408

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-217
			-1,011
			-384
			-32
			-88
			-130
			-3,612
			-67
			-600
			-91
			-52
			-13
			-1,233
			57
			537
			244
			74
			-58
			1,068
			6,008
			2,967
			3,115
			-1,130
			1,403
			5,633
			1,581
			-5,455
			9,582
			4,660
			-648

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-74
			134
			-80
			-230
			-107
			-15
			-230
			-318
			-302
			-794
			-12
			53
			123
			109
			92
			-4,522
			-11
			132
			2,757
			1,939
			26
			69
			1,097
			18,927
			6,415
			10,100
			1,770
			-1,041
			353

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-2,118
			-2,353
			2,623
			7,395
			-398
			21
			-275
			-111
			-616
			-277
			-1,301
			-295
			565
			-404
			-1,319
			20
			148
			1,880
			232
			-699
			217
			-4,273
			-391
			799
			94
			1,076
			13,484
			286
			1,179
			1,149

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			3,138
			-6,987
			-5,360
			1,168
			-659
			-345
			1,855
			10,754
			3,332
			-95
			-278
			62
			-220
			-1,066
			-637
			24
			53,294
			14
			-5
			-869
			-57
			55
			-209
			-207
			-6
			16,600
			2,530
			9,921
			4,365
			1,155

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			14,753
			44
			101
			931
			-7
			7,525
			-3,770
			29,620
			-215
			-1,825
			3,831
			-7,873
			2,174
			-11,436
			-143
			536
			-83
			-221
			-244
			341
			143
			-13
			-838
			-266
			158
			99
			-899
			-191
			990
			-275

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			173
			4,559
			-3,454
			-311
			317
			1,116
			1,121
			1,852
			1,655
			4,252
			229
			-981
			-9,717
			7,154
			17
			1,463
			1,593
			4,506
			1,204
			113
			-256
			56
			-1,186
			-380
			-110
			-772
			-697
			-418
			-297
			-86

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-467
			13
			796
			-515
			-252
			-11
			5
			-5
			-11,935
			33
			269
			-214
			15,963
			766
			-6,510
			73
			3,500
			-7,256
			-564
			-61
			-1,545
			-8,633
			-1,976
			16,470
			-141
			-130
			198
			-685
			-469
			61,433

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-436
			128
			-495
			-119
			2,541
			-265
			-598
			26
			721
			-828
			-14
			14,919
			-509
			1,267
			746
			330
			1,349
			831
			33,297
			-5,153
			-11,022
			3,149
			-10,775
			16,867
			811
			1,006
			-3,090
			-5,174
			-2,255
			142

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			79
			-102
			-112
			-239
			-632
			156
			-21
			358
			-257
			380
			-271
			-10
			65
			-399
			-2,815
			-11
			353
			12,851
			920
			620
			7,073
			18,431
			10,757
			-37
			4,201
			27,088
			10,205
			20,610
			868
			32,584

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			304
			545
			-637
			5,093
			-189
			76
			135
			276
			-483
			634
			-178
			10
			-430
			-376
			378
			-876
			255
			-2
			633
			-63
			-12
			39
			691
			188
			-816
			2,678
			-1
			4,059
			-302
			436

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-11,780
			9,522
			-22,314
			-3,142
			80
			2,779
			-2,820
			2,084
			9,287
			433
			807
			267
			-43
			-311
			-324
			-462
			461
			136
			-721
			55,000
			44,476
			-854
			894
			694
			583
			-11
			627
			807
			13,129

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			20,380
			-1,355
			1,589
			10,167
			3,107
			-2,842
			8,892
			2,837
			1,121
			1,116
			895
			-4,560
			-1,869
			-360
			-112
			-141
			-641
			55
			-776
			-606
			-250
			-582
			-59
			-1,185
			-1,645
			377
			-699
			853
			-466
			1,892

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-12
			506
			263
			2,336
			32
			588
			-10,410
			490
			8,354
			3,311
			-9,157
			7,115
			6,897
			4,742
			307
			-3,435
			-12,932
			-3,058
			-135
			147
			-235
			-1,212
			10
			-4
			-937
			228
			311
			2
			226
			-336

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			74
			-209
			-108
			25
			-204,808
			-11
			9,676
			8,730
			-120
			9,667
			-1,013
			1,676
			633
			-5,120
			-104
			15,031
			1,130
			17,676
			7,576
			-4,451
			-8,654
			-2,764
			117
			-506
			-9
			-689
			-875
			-94
			-1,225
			-864

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-998
			19
			-2,906
			144
			130
			215
			-556
			-23
			77
			13
			-11
			288
			-12,905
			334
			1,895
			1,084
			5,027
			3,456
			-771
			-70
			-485
			1,605
			-6,600
			-1,338
			-829
			-4,902
			-6,678
			-732
			78
			-305

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-365
			-56
			559
			-295
			14
			-345
			-62
			1,260
			-282
			31
			180
			-75
			-197
			-248

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
BEAUMONT HERITAGE SOCIETY 3025 FRENCH ROAD BEAUMONT,TX 77706		501(C)(3)	HISTORICAL PROPERTY PRESERVATION	268,833
TYRRELL HISTORICAL LIBRAR395 N PEARL BEAUMONT,TX 77701			HISTORICAL BUILDING & LIBRARY	44,805
AMERICAN RED CROSS-BEAUMO 706 MAGNOLIA STREET BEAUMONT,TX 77701			HUMANITARIAN SERVICES TO THE NEEDY	44,806
ART MUSEUM OF SE TEXAS500 MAIN BEAUMONT,TX 77701			ARTS	44,806
FIRST UNITED METHODIST CH701 CALDER BEAUMONT,TX 77701			RELIGIOUS ORGANIZATION	44,806
Total . . . . ▶ **3a**				448,056

TY 2011 Accounting Fees Schedule

Name: CHAMBERS FOUNDATION
CAPITAL ONE N A

EIN: 20-2123840

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEES	3,410	1,705		1,705

TY 2011 Compensation Explanation

Name: CHAMBERS FOUNDATION
CAPITAL ONE N A

EIN: 20-2123840

Person Name	Explanation
CAPITAL ONE NA	

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Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Gain/Loss from Sale of Other Assets Schedule

Name: CHAMBERS FOUNDATION
CAPITAL ONE N A

EIN: 20-2123840

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
		PURCHASE								
		PURCHASE								
		PURCHASE								

TY 2011 Investments Corporate Bonds Schedule

Name: CHAMBERS FOUNDATION
CAPITAL ONE N A

EIN: 20-2123840

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABS NT 5.875% DTD 05/12/06		
AMERICAN GEN FIN CORP MT NT 5.625%		
BANC AMER CMBS SER 2001 6.228%		
BANK AMER CORP SUB NT 5.375%		
BANK NEW YORK MTN BK ENT FR 4.30%	150,560	161,393
CHEVRON CORP SR NT 3.45% DTD 3/3/09		
CISCO SYS INC SR NT 5.5% DTD 2/22/06	103,407	117,476
CITIGROUP COML MTG SER 2006 C5 CL A	107,554	113,216
CONOCOPHILLIPS GTD NT 4.75%	101,214	108,280
DBUBS MTG TR SER 2011 LC3 A 2 3.642%	105,195	106,955
DISNEY WALT CO SR NT 4.5%	101,418	107,385
EMERSON ELEC CO NT 5.625%	181,624	189,695
FEDERAL HOME LOAN MTG CORP PARTN GOL	359,318	363,566
FEDERAL HOME LOAN BKS CONS BD 1.375%	102,372	102,464
FEDERAL HOME LN MTG CORP REF 5.50%		
FEDERAL HOME LN MTG CORP DEB 4.50%	153,424	167,287
FEDERAL NATL MTG ASSN	356,436	360,495
GENERAL DYNAMICS CORP NT 5.25%	152,930	163,188
GENERAL ELEC CAP CORP MED TERM 5.625	101,426	113,688
IBM INTL GROUP CAL LLC NT 5.05%	100,187	103,286
JPMORGAN CHASE & CO SR NT 4.95%	99,534	107,233
J P MORGAN CHASE COML MTG SECS 5.197		
JOHNSON & JOHNSON 5.55%		
MERRILL LYNCH MTG TR 5.2438%	110,856	113,639
NORTHERN TR CORP SR NT 3.45%	100,755	103,407
PROCTOR & GAMBLE CO NT 4.95%	100,091	111,193
UNITED PARCEL SERVICE INC NT 3.875%	101,655	106,643
VERIZON PA INC DEB SER A 5.65%	100,641	102,516
WELLS FARGO & CO NEW SUB NT 4.625%	99,766	105,356
FEDERATED ULTRASHORT BOND FUND	125,000	125,136

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TY 2011 Investments Corporate Stock Schedule

Name: CHAMBERS FOUNDATION
CAPITAL ONE N A

EIN: 20-2123840

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ACCENTURE PLC CL A	20,311	21,445
BUNGE LIMITED COM	17,847	18,326
COOPER INDUSTRIES PLC NEW IRELAND CO	12,882	15,371
COVIDIEN PLC	38,703	45,269
HERBALIFE LTD COM USD SHS	57,996	63,263
INVESCO LTD	21,398	29,002
ALLIED WORLD ASSURANCE COMPANY	9,686	12,060
AT&T INC COM	53,293	54,556
ABBOTT LABS COM	26,400	29,241
ACI WORLDWIDE INC COM	4,430	4,952
ADVANCE AUTO PTS INC COM	8,895	9,120
AEROVIRONMENT INC COM	2,540	2,257
ALASKA AIR GROUP INC COM	27,333	35,629
ALCOA INC COM	21,464	20,879
ALEXION PHARMACEUTICALS INC COM	18,569	21,800
ALIGN TECHNOLOGY INC COM	3,756	5,065
ALLIANCE DATA SYSTEMS CORP COM	10,430	12,853
ALTERA CORP COM	27,376	26,580
AMERICAN TOWER CORP CL A		
AMERICAN WTR WKS CO INC NEW COM	11,836	13,762
AMERIGROUP CORP COM	8,639	12,854
AMTRUST FINANCIAL SERVICES INC COM	6,780	7,623
ANADARKO PETE CORP COM	16,250	18,566
ANALOG DEVICES INC COM	22,416	25,943
ANDERSONS INC COM	3,475	3,849
ANIXTER INTL INC COM	4,187	4,520
APACHE CORP.	24,172	35,102
APPLE COMPUTER INC.	58,815	194,917
ARCHER DANIELS MIDLAND CO COM	12,834	14,172
ARTIC CAT INC COM	3,429	6,983

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ARTHROCARE CORP COM	1,530	1,546
ASSURANT INC COM	8,545	10,336
AUTODESK INC COM	13,071	15,840
AUTOMATIC DATA PROCESSING INC COM	15,668	17,639
AUTOZONE INC COM	24,726	26,439
BB&T CORP COM	28,590	35,211
BANK OF THE OZARKS INC COM	4,443	5,878
BAXTER INTL INC COM	31,412	31,346
BBCN BANCORP INC COM	2,616	4,084
BERKSHIRE HATHAWAY INC	43,009	46,630
BIG LOTS INC COM	13,296	14,809
BIOGEN IDEC INC COM	23,195	37,744
BLACKROCK INC	24,522	29,120
BOEING CO		
BOSTON PPTYS INC		
BOSTON PRIVATE FINL HOLDINGS COM	3,728	5,547
BRANDYWINE RLTY SH BEN INT NEW	10,602	12,534
BROADCOM CORP COM	12,490	12,194
BROADSOFT INC COM	2,684	2,339
BUCKEYE TECHNOLOGIES INC COM	3,193	4,292
CBOE HLDS INC COM	20,047	19,628
CF INDS HLDGS COM	16,852	17,383
CH ENERGY GROUP INC COM	1,497	1,593
CLECO CORP NEW COM	6,034	7,038
CSX CORP	10,318	16,191
CVB FINL CORP COM	3,661	4,875
CVS CAREMARK CORP COM	31,875	35,863
CABOT OIL & GAS CORP CL A	11,083	10,655
CADENCE DESIGN SYSTEM INC COM	27,820	29,304
CAMDEN PPTY TR SH BEN INT	7,030	7,547

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CAMERON INTL CORP COM	18,060	20,482
CAMERON INTL CORP COM		
CARDINAL HEALTH INC COM	46,521	47,419
CASCADE CORP COM	3,889	6,307
CATERPILLAR INC	22,177	59,252
CEVA INC COM	2,453	2,620
CELGENE CORP		
CHEVRON CORP	79,903	102,811
CHICAGO BRDG & IRON CO N V N Y REGIS	7,975	10,219
CHIPOTLE MEXICAN GRILL INC CL A	3,076	3,673
CHUBB CORP COM	27,688	29,660
CISCO SYS INC.	28,158	34,182
COCA COLA CO.	30,180	34,575
COCA COLA ENTERPRISES INC NEW COM	41,859	43,266
COLFAX CORP COM	2,922	3,856
COLGATE PALMOLIVE CO COM	25,571	25,402
COMCAST CORP CL A	40,111	47,578
COMMERCE BANCSHARES INC COM	5,480	6,134
COMMONWEALTH REIT COM SH BEN INT	7,392	8,399
COMTECH TELECOMMUNICATIONS COM	3,370	3,827
CONOCOPHILLIPS	39,881	41,949
CONTANGO OIL & GAS COMPANY COM NEW	1,657	1,806
COSTCO WHSL CORP		
CRANE CO COM	11,210	13,872
CYPRESS SEMICONDUCTOR CORP COM	8,457	9,836
DEERE & CO COM	17,669	19,987
DELUXE CORP COM	1,360	1,713
DENTSPLY INTL INC NEW COM	9,745	10,718
DISCOVER FINL SVCS COM	46,608	52,919
DISH NETWORK CORP CL A	27,938	27,725

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DISNEY WALT CO		
DOMINION RES INC VA NEW COM	36,354	40,282
DOMTAR CORP COM NEW	6,398	7,256
DOUGLASS EMMETT INC COM	9,424	11,438
DSW INC CL A	7,219	7,396
DUKE ENERGY HLDG CORP COM	9,044	9,632
DUPONT E I DE NEMOURS & CO		
DYCOM INDS INC COM	2,751	3,398
E M C CORP MASS COM	21,319	27,434
EAST WEST BANCORP INC COM	14,685	19,830
EASTMAN CHEM CO COM	4,347	6,139
EATON CORP COM	17,014	22,309
EL PASO ELEC COMPANY COM	2,421	2,540
ELECTRONICS ARTS INC COM	18,903	15,937
ELIZABETH ARDEN INC COM	2,464	3,021
EMCOR GROUP INC COM	3,436	4,815
ENCORE WIRE CORP COM	2,988	3,986
ENSCO PLC		
EQT CORP COM	7,235	6,315
ERIE INDTY CO CL A	4,621	4,677
ESSEX PPTY TR INC COM	9,285	9,648
EXPONENT INC COM	2,210	2,687
EXPRESS SCRIPTS INC COM	10,451	13,455
EXXON MOBIL CORP.	98,353	115,310
F5 NETWORKS INC COM		
FAIR ISAAC CORPORATION COM	6,948	9,386
FARO TECHNOLOGIES INC COM	4,306	4,939
FEDEX CORP.	12,541	14,638
FEI CO COM	4,286	4,582
FIDELITY NATL FINL INC NEW CL A	6,825	7,385

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FIFTH THIRD BANCORP COM	27,748	30,887
FINISH LINE INC CL A	2,213	2,475
FIRST FINL BANKSHARES INC COM	4,115	5,180
FLOWSERVE CORP		
FLUOR CORP	25,956	27,726
FNB CORP PA COM	3,838	5,497
FOOT LOCKER INC COM	43,280	52,008
FRANKLIN RES INC COM	8,198	8,594
FREEPORT-MCMORAN COPPER & GOLD INC	30,261	41,728
FUSION IO INC COM	2,051	1,595
G & K CVCS INC CL A	2,720	3,450
GARTNER INC COM	4,635	4,549
GENERAL DYNAMICS CORP COM	38,549	45,231
GENERAL ELECTRIC CO.	64,810	65,766
GENERAL MILLS INC		
GENESCO INC COM	2,356	3,053
GENUINE PARTS CO COM	6,911	7,590
GENZYME CORP COM		
GILEAD SCIENCES INC.	42,171	56,042
GOLDMAN SACHS GROUP INC COM		
GOOGLE INC.	21,218	19,724
GRACE W R & CO DEL NEW COM	4,168	6,211
GRAINGER W W INC COM	47,167	56,078
GRANITE CONSTR INC COM	4,990	5,592
HELIX ENERGY SOLUTIONS GROUP INC COM	3,191	3,948
HELMERICH & PAYNE INC COM	39,121	42,703
HEWLETT PACKARD CO COM	11,989	14,130
HEXCEL CORP NEW COM	4,055	4,162
HILL ROM HLDGS COM	5,781	6,965
HONEYWELL INTERNATIONAL INC	9,857	17,412

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HORMEL FOODS CORP COM	7,259	7,166
HSN INC COM	34,599	35,119
HUBBELL INC CL B	4,093	4,605
HUMANA INC COM	28,417	32,492
IDACORP INC COM	10,227	12,013
INSPERITY INC COM	2,506	3,166
INTEL CORP COM	50,770	59,445
INTERNATIONAL BUSINESS MACHS CORP.	56,598	98,804
INTERNATIONAL PAPER CO COM	5,538	6,633
INTUITIVE SURGICAL INC	16,168	17,017
ITRON INC COM	13,937	15,904
ITT EDUCATIONAL SVCS INC	10,500	10,210
J P MORGAN CHASE & CO	82,930	96,980
JABIL CIRCUIT INC COM	18,023	20,870
JOHNSON & JOHNSON COM.	47,305	48,773
KAMAN CORP COM	4,697	4,644
KBR INC COM	5,975	6,814
KENNAMETAL INC COM	13,165	17,244
KIMBERLY CLARK CORP COM		
KIRBY CORP COM	7,125	9,281
L-3 COMMUNICATIONS HLDGS INC COM	2,738	3,042
LACLEDE GROUP INC COM	1,778	1,916
LATTICE SEMICONDUCTOR CORP COM	3,279	4,284
LEAR CORP COM NEW	13,226	12,779
LIFE TECHNOLOGIES CORP COM	20,136	25,280
LILLY ELI & CO COM	33,569	35,766
LIQUIDITY SERVICES INC COM	43,876	45,829
LOCKHEED MARTIN CORP.		
LSB INDS INC COM	2,922	2,769
LSI CORP COM	4,267	4,610

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LTC PPTYS INC COM	2,988	3,674
MACYS INC COM	65,250	87,864
MADDEN STEVEN LTD COM	4,540	5,677
MAGELLAN HEALTH SERVICES INC COM NEW	2,680	2,831
MANPOWER INC WIS COM	7,227	8,102
MARATHON OIL CORP COM	28,686	30,448
MASTERCARD INC CL A	26,129	25,245
MASTERCARD INC CL A		
MATRIX SVC CO COM	5,390	6,169
MATTEL INC COM	9,825	11,656
MAXIMUS INC COM	8,051	10,357
MCDONALDS CORP COM	16,605	18,225
MCKESSON CORP COM	17,138	18,550
MEADWESTVACO CORP COM	5,668	5,299
MEDCO HEALTH SOLUTIONS INC COM		
MEDICINES CO COM	1,197	1,730
MEDICIS PHARMACEUTICAL CORP CL A NEW	4,637	4,037
MEDTRONIC INC.	13,210	14,849
MERIDAN VALUE FUND		
METLIFE INC COM	13,408	12,189
MGE ENERGY INC COM	3,762	4,172
MILLER HERMAN INC COM	2,481	2,891
MOLINA HEALTHCARE INC COM	2,858	4,959
MOLLYCORP INC DEL COM	41,740	37,393
MONSANTO CO	57,956	67,117
MONSTER BEVERAGE CORP COM	41,733	51,837
MORGAN STANLEY COM NEW		
MOSAIC CO		
MUELLER INDS INC COM	2,325	2,387
MWI VETERINARY SUPPLY INC COM	3,243	3,611

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MYRIAD GENETICS INC COM	20,034	21,270
NACCO INDS INC CL A	5,724	7,767
NASDAQ OMX CORP INC	6,882	7,948
NASH FINCH CO COM	2,999	3,038
NATIONAL BEVERAGE CORP COM	1,398	1,472
NATIONAL FINL PARTNERS CORP COM	2,938	3,865
NATIONAL HEALTH INVS INC COM	5,297	5,954
NATIONAL-OILWELL INC COM	45,389	52,082
NCR CORP NEW COM	4,813	5,713
NELNET INC CL A	2,945	3,426
NETGEAR INC COM	3,382	3,746
NEUSTAR INC CL A	1,903	2,957
NEW JERSEY RES CORP COM	7,625	8,065
NEWFIELD EXPLORATION COMPANY	19,759	11,343
NEWMARKET CORP COM	9,937	12,107
NEWS CORP CL A	34,267	44,533
NEXTERA ENERGY INC COM	58,433	64,039
NII HLDGS INC COM NEW		
NISOURCE INC COM	7,537	8,228
NOBLE ENERGY INC COM	23,854	26,678
NORANDA ALUM HLDG CORP COM	4,390	4,542
NORFOLK SOUTHN CORP COM	24,616	27,797
NORTHEAST UTILITIES COM	38,129	43,438
NORTHROP GRUMMAN CORP COM	12,601	13,642
NOVARTIS AG SPONSORED ADR	24,745	24,190
NUCOR CORP COM	15,285	16,684
OCCIDENTAL PETE CORP COM		
OCEANEERING INTL INC COM	9,805	9,864
OCWEN FINL CORP COM NEW	3,715	4,000
OIL STATES INTERNATIONAL INC COM	1,425	1,913

Name of Stock	End of Year Book Value	End of Year Fair Market Value
OLD DOMINION FGHT LINES INC COM	3,773	5,370
ORACLE CORP COM	82,430	90,921
OWENS & MINOR INC NEW COM	6,816	7,207
OYO GEOSPACE CORP COM	3,751	3,784
PAR PHARMACEUTICAL COS INC COM	1,174	1,625
PARKER HANNIFIN CORP COM	15,957	15,733
PEBBLEBROOK HOTEL TR COM	2,815	3,371
PENSKE AUTOMOTIVE GRP INC COM	6,538	8,437
PEPSICO INC.	11,802	13,791
PERKINELMER INC COM	17,396	16,786
PETSMART INC COM	8,835	8,622
PFIZER INC COM	58,435	69,871
PHILIP MORRIS INTL INC COM	64,699	74,770
PIER 1 IMPORTS INC COM	3,875	5,614
PLAINS EXPL & PRODTN CO COM	43,966	53,600
PLANTRONICS INC COM	6,269	7,969
PNC FINL SVCS GROUP INC COM	42,348	47,431
PNM RES INC COM	4,498	5,201
POLARIS INDS INC COM	41,836	49,202
POLYONE CORPORATION - W/I	2,704	3,490
POST PPTYS INC COM	3,706	4,022
PPG INDS INC COM	24,327	29,293
PRICELINE COM INC COM NEW	36,308	41,300
PRICESMART INC COM	2,158	2,266
PROCTER & GAMBLE CO.	41,900	56,484
PROLOGIS SH BEN INT		
PS BUSINESS PKS INC CALIF COM	2,490	3,045
PUBLIC STORAGE COM	28,741	34,715
QUALCOMM INC.	30,411	47,821
RAYONIER INC COM	64,590	73,580

Name of Stock	End of Year Book Value	End of Year Fair Market Value
RAYTHEON CO COM NEW	38,456	39,496
RED HAT INC COM	33,021	33,850
RLI CORP COM	3,735	4,422
ROCK TENN CO CL A	2,714	2,846
ROLLINS INC COM	3,648	3,465
SALESFORCE COM INC COM		
SANDISK CORP COM	15,194	14,452
SCHLUMBERGER LTD.		
SIMON PPTY GROUP INC NEW COM	47,471	56,789
SMITHFIELD FOODS INC COM	27,561	30,860
SOVRAN SELF STORAGE INC COM	2,550	3,117
SPECTRA ENERGY CORP	22,189	32,592
STANDARD MTR PRODS INC COM	2,017	2,069
STARBUCKS CORP		
STRYKER CORP.		
STURM RUGER & CO INC COM	6,506	8,327
SVB FINL GROUP COM	3,881	5,340
SXC HEALTH SOLUTIONS CORP COM	3,505	4,288
SYNNEX CORP COM	3,108	4,595
SYSCO CORP	21,573	24,600
TANGER FACTOR OUTLET CTRS INC COM	4,551	4,956
TARGET CORP.		
TECH DATA CORP COM	10,267	11,890
TELEDYNE TECHNOLOGIES INC COM	4,962	5,562
TEMPUR-PEDIC INTL INC COM	5,635	5,670
TENNANT CO COM	5,295	5,156
TERADYNE INC COM	9,220	13,129
TESORO CORP COM	5,674	6,132
TEVA PHARMACEUTICAL INDS LTD ADR		
TEXAS CAPITAL BANCSHARES INC COM	1,810	1,998

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TEXAS INSTRS INC.	14,604	22,342
TEXTRON INC COM	12,939	17,709
TIBCO SOFTWARE INC COM	9,757	12,461
TIME WARNER INC COM NEW	12,942	15,009
TIMKEN CO COM	11,325	16,016
TJX COS INC NEW COM	24,778	26,779
TORO CO INC	5,967	7,290
TRAVELERS COS INC COM	42,223	43,142
TREDEGAR CORP COM	3,708	4,266
TRIUMPH GROUP INC NEW COM	2,825	3,629
TRUSTMARK CORP	7,115	8,792
TRW AUTOMOTIVE HLDGS CORP COM	12,527	13,282
TYSON FOODS INC	3,882	3,970
UNITED STATES CELLULAR CORP COM	2,765	3,257
UNITED TECHNOLOGIES CORP COM	10,396	11,047
UNITED THERAPEUTICS CORP COM	5,659	6,541
US BANCORP DEL	49,218	63,918
VALERO ENERGY CORP NEW COM	22,893	27,660
VARIAN MED SYS INC COM	15,729	19,234
VEECO INSTRS INC DEL COM	4,292	3,247
VERIZON COMMUNICATIONS INC.	48,537	53,854
VF CORP COM	56,358	63,378
VISA INC COM CL A	27,832	29,186
VMWARE INC CL A	8,907	11,226
VODAFONE GROUP PLC	39,970	39,808
VONAGE HLDGS CORP COM	1,104	875
W & T OFFSHORE INC COM	2,696	3,069
WAL MART STORES INC.	12,647	15,954
WARNACO GROUP INC COM NEW	12,633	15,087
WEBSTER FINL CORP WATERBURY CONN COM	5,704	7,611

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WELLCARE HEALTH PLANS INC COM	7,271	9,980
WELLS FARGO & CO NEW COM	85,435	90,989
WERNER ENTERPRISES INC COM	6,195	7,369
WESCO INTERNATIONAL INC COM	4,296	6,791
WESTERN UN CO COM	17,440	20,743
WHIRLPOOL CORP COM	16,715	11,407
WISCONSIN ENERGY CORP COM	25,221	27,370
WORLD ACCEP CORP DEL COM	1,916	1,784
WORTHINGTON INDS INC COM	4,441	5,726
WYNDHAM WORLDWIDE CORP COM	16,905	21,669
WYNN RESORTS LTD COM	30,538	25,120
YUM BRANDS INC.		
ZIMMER HLDGS INC COM	15,765	16,099
JANUS ENTERPRISE FUND CLASS T		
ROYCE PENNSYLVANIA MUTUAL FUND		
THORNBURG INTERNATIONAL VALUE FUND	260,960	330,033
VANGUARD SMALL CAP GRWTH IDX FD		
WELLS FARGO ADVANTAGE EMERGING MKTS	303,195	345,917

TY 2011 Investments Government Obligations Schedule

Name:	CHAMBERS FOUNDATION CAPITAL ONE N A
EIN:	20-2123840
US Government Securities - End of Year Book Value:	782,871
US Government Securities - End of Year Fair Market Value:	915,856
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2011 Investments - Land Schedule

Name: CHAMBERS FOUNDATION
CAPITAL ONE N A

EIN: 20-2123840

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAND IN JEFFERSON COUNTY, TX	860		860	1,870
LAND IN HARDIN COUNTY, TX	7,010		7,010	7,340
LAND IN HARRIS COUNTY, TX	130		130	611
LAND IN LIBERTY COUNTY, TX	1,000		1,000	1,000
LAND IN LIBERTY COUNTY, TX	1		1	1,385
LAND IN LIBERTY COUNTY, X	1		1	3,800
OIL&GAS MINERAL INT,HARDIN COTX, MI	2		2	2
OIL&GAS MINERAL INT,OUACHITA CO,AR	1		1	1
OIL&GAS MINERAL INT,CALCASIEU PA,LA	1		1	1
OIL&GAS MINERAL INT,LIBERTY CO, TX	1		1	1
OIL&GAS MINERAL INT,CALCASIEU PA, LA	1		1	1
OIL&GAS MINERAL INT, JEFFERSON COTX	2		2	2
OIL&GAS MINERAL INC,CALIBORNE PA, LA	1		1	1

TY 2011 Investments - Other Schedule

Name: CHAMBERS FOUNDATION
CAPITAL ONE N A

EIN: 20-2123840

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MINOR OIL COMPANY STOCK CERTIFICATES	AT COST	2,890	2,890

TY 2011 Land, Etc. Schedule

Name: CHAMBERS FOUNDATION
CAPITAL ONE N A

EIN: 20-2123840

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAND & HISTORICAL HOME - AVERILL				
ADDITION, JEFFERSON COUNTY, TX	794,599		794,599	990,000

TY 2011 Other Expenses Schedule

Name: CHAMBERS FOUNDATION

CAPITAL ONE N A

EIN: 20-2123840

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BLANKET INSURANCE	643	643		
FEES	3	3		
INSURANCE - CHARITABLE PURPOS	8,732			8,732
REPAIRS TO CHARITABLE USE PRO				

TY 2011 Other Income Schedule

Name: CHAMBERS FOUNDATION

CAPITAL ONE N A

EIN: 20-2123840

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OIL & GAS ROYALTIES	26,978	26,978	26,978

TY 2011 Other Professional Fees Schedule

Name: CHAMBERS FOUNDATION
CAPITAL ONE N A

EIN: 20-2123840

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
REAL ESTATE FEES	6,540	6,540		
MINERAL MANAGEMENT FEE-SAMSON LA	774	774		

TY 2011 Taxes Schedule

Name: CHAMBERS FOUNDATION
CAPITAL ONE N A

EIN: 20-2123840

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OIL & GAS PRODUCTION TAXES	840	840		
PROPERTY TAXES-CHARITABLE PURPOS	10,272			10,272
PROPERTY TAXES-INVESTMENT PROPER	1,105	1,105		
FOREIGN TAXES	277	277		