43-0054-01-5

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 JBM

For calendar year 2011 or tax year beginning 07/01/11 **, and ending** 06/30/12

Name of foundation: RUDOLPH C MILLER COMMUNITY FUND

A Employer identification number: 74-1983753

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 instructions): 409-880-1413

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 4,504,678

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

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

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

	Line	Description	(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				
	4	Dividends and interest from securities	95,603	95,603	95,603	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	218,492			
	b	Gross sales price for all assets on line 6a 2,963,085				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns & allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) STMT 2	570,305	570,305	570,305	
	12	**Total.** Add lines 1 through 11	884,400	665,908	665,908	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	50,480			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 3	550			550
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 4	38,484	36,131		2,353
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) STMT 5	33,045	33,045		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	122,559	69,176	0	2,903
	25	Contributions, gifts, grants paid	583,213			583,213
	26	**Total expenses and disbursements.** Add lines 24 and 25	705,772	69,176	0	586,116
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	178,628			
	b	**Net investment income** (if negative, enter -0-)		596,732		
	c	**Adjusted net income** (if negative, enter -0-)			665,908	

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		-5	
	2	Savings and temporary cash investments	132,723	125,715	125,715
	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 instructions)			
	7	Other notes and loans receivable (att schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	3,000	2,400	2,400
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) SEE STMT 6	1,478,826	1,699,928	2,131,963
	c	Investments—corporate bonds (attach schedule) SEE STMT 7	1,245,485	1,635,557	1,679,032
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) SEE STATEMENT 8	935,184	510,251	565,568
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	3,795,218	3,973,846	4,504,678
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	3,795,218	3,973,846	
	30	**Total net assets or fund balances** (see instructions)	3,795,218	3,973,846	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,795,218	3,973,846	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,795,218
2	Enter amount from Part I, line 27a	2	178,628
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,973,846
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,973,846

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	N/A			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 3

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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	227,495	4,257,058	0.053439
2009	173,027	3,827,945	0.045201
2008	180,366	3,406,996	0.052940
2007	239,572	4,585,725	0.052243
2006	213,657	4,445,195	0.048065

2 **Total** of line 1, column (d)	2	0.251888
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	0.050378
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,385,719
5 Multiply line 4 by line 3	5	220,944
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,967
7 Add lines 5 and 6	7	226,911
8 Enter qualifying distributions from Part XII, line 4	8	586,116

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter. **(attach copy of letter if necessary—see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	5,967
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	5,967
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	5,967
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,400		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	2,400
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	3,567
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ CAPITAL ONE PRIVATE CLIENT GROUP Telephone no ▶ 409-880-1413
PO BOX 3928
Located at ▶ BEAUMONT TX ZIP+4 ▶ 77704

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ [ ]
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

				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 [X] No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	[ ] Yes [X] No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	[ ] Yes [X] No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	[ ] Yes [X] 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 [X] 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 [X] No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ [ ]			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	[ ] Yes [X] 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 instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	[ ] Yes [X] 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)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

5a	During the year did the foundation pay or incur any amount to.			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b	
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X (No)
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

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

(a) Name and address		(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CAPITAL ONE PRIVATE CLIENT GROUP PO BOX 3928	BEAUMONT TX 77704	TRUSTEE 10.00	50,480	0	0

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see 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 instructions 3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes			
a	Average monthly fair market value of securities		1a	4,254,459
b	Average of monthly cash balances		1b	198,040
c	Fair market value of all other assets (see instructions)		1c	8
d	**Total** (add lines 1a, b, and c)		1d	4,452,507
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0		
2	Acquisition indebtedness applicable to line 1 assets		2	0
3	Subtract line 2 from line 1d		3	4,452,507
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)		4	66,788
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	4,385,719
6	**Minimum investment return.** Enter 5% of line 5		6	219,286

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

1	Minimum investment return from Part X, line 6		1	219,286
2a	Tax on investment income for 2011 from Part VI, line 5	2a 5,967		
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	5,967
3	Distributable amount before adjustments Subtract line 2c from line 1		3	213,319
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	213,319
6	Deduction from distributable amount (see instructions)		6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	213,319

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	586,116
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	586,116
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	5,967
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	580,149

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					213,319
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	2,561				
c From 2008	12,314				
d From 2009					
e From 2010	19,348				
f **Total** of lines 3a through e		34,223			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 586,116					
a Applied to 2010, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions)					
c Treated as distributions out of corpus (Election required—see instructions)					
d Applied to 2011 distributable amount					213,319
e Remaining amount distributed out of corpus		372,797			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		407,020			
b Prior years' undistributed income. Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount—see instructions					
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		407,020			
10 Analysis of line 9:					
a Excess from 2007	2,561				
b Excess from 2008	12,314				
c Excess from 2009					
d Excess from 2010	19,348				
e Excess from 2011	372,797				

DAA

Part XIV Private Operating Foundations (see 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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year (a) 2011	Prior 3 years (b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon. a "Assets" alternative test—enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

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

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

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CITY OF BEAUMONT 801 MAIN STREET, SUITE 11 BEAUMONT TX 77701	NONE	N/A	LIBRARY UPKEEP	583,213
Total			▶ 3a	583,213
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	95,603	
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	570,305	
8 Gain or (loss) from sales of assets other than inventory					218,492
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		665,908	218,492

13 **Total.** Add line 12, columns (b), (d), and (e) 13 884,400

(See worksheet in line 13 instructions to verify calculations.)

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

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

DAA

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

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

Signature of officer or trustee — Date: 10/3/12 — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
TERRY S. WHIDDON, CPA	TERRY S. WHIDDON, CPA	09/28/12	
Firm's name ▶ FUNCHESS, MILLS, WHITE & CO., PC, CPA'S		PTIN	P00012831
Firm's address ▶ 1150 NORTH ELEVENTH STREET BEAUMONT, TX 77702-1207		Firm's EIN ▶	76-0154479
		Phone no	409-838-3755

DAA

Federal Statements

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

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
35 SH ACCNETURE PLC CLASS A	VARIOUS	1/25/12	PURCHASE	$ 1,949	$ 1,854	$	$	$ 95
30 SH BUNGE LIMITED COM	VARIOUS	5/15/12	PURCHASE	1,941	2,635			-694
30 SH COVIDIEN PLC	VARIOUS	5/15/12	PURCHASE	1,645	1,553			92
35 SH HERBALIFFE LTD COM	VARIOUS	1/25/12	PURCHASE	2,000	1,830			170
20 SH INVESCO LTD	VARIOUS	5/15/12	PURCHASE	456	486			-30
40 SH ABBOTT LABS	VARIOUS	5/15/12	PURCHASE	2,489	2,138			351
100 SH ALLSTATE CORP	VARIOUS	5/15/12	PURCHASE	3,467	3,111			356
80 SH ALTERA CORP COM	VARIOUS	1/25/12	PURCHASE	3,224	3,363			-139
80 SH AMAZON COM INC	VARIOUS	12/30/11	PURCHASE	14,137	16,961			-2,824
50 SH AMERICAN ELEC PWR	VARIOUS	5/15/12	PURCHASE	1,920	1,980			-60
5 SH AMERICAN TOWER CORP	VARIOUS	1/25/12	PURCHASE	307	213			94
190 SH AMERICAN TOWER CORP	VARIOUS	6/06/12	PURCHASE	11,895	8,265			3,630
60 SH ANADARKO PETE CORP	VARIOUS	5/31/12	PURCHASE	3,802	4,182			-380
20 SH APACHE CORP	VARIOUS	1/20/12	PURCHASE	1,920	1,933			-13
175 SH APACHE CORP	VARIOUS	2/22/12	PURCHASE	18,536	11,466			7,070
5 SH APPLE INC	VARIOUS	1/25/12	PURCHASE	2,108	186			1,922
10 SH APPLE INC	VARIOUS	5/15/12	PURCHASE	5,738	371			5,367
85 SH ANTODESK INC	VARIOUS	1/25/12	PURCHASE	2,989	3,676			-687

Federal Statements

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

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
30 SH BIOGEN IDEC	VARIOUS	1/25/12	PURCHASE $ 3,552	$ 2,681	$	$	$ 871
170 SH BIOGEN IDEC	VARIOUS	2/03/12	PURCHASE 20,041	11,954			8,087
40 SH BOEING CO	VARIOUS	1/25/12	PURCHASE 3,010	2,725			285
15 SH BOEING CO	VARIOUS	5/15/12	PURCHASE 1,111	999			112
185 SH CSX CORP COM	VARIOUS	5/15/12	PURCHASE 4,024	2,457			1,567
25 SH CVS CAREMARK	VARIOUS	1/25/12	PURCHASE 1,061	757			304
30 SH CVS CAREMARK CORP	VARIOUS	5/15/12	PURCHASE 1,375	1,053			322
290 SH CABOT OIL & GAS	VARIOUS	7/12/11	PURCHASE 19,270	15,679			3,591
10 SH CARDINAL HEALTH INC	VARIOUS	1/25/12	PURCHASE 430	410			20
30 SH CARDINAL HEALTH INC	VARIOUS	5/15/12	PURCHASE 1,270	1,269			1
65 SH CATERPILLAR INC COM	VARIOUS	1/25/12	PURCHASE 6,846	4,164			2,682
55 SH CELGENE CORP	VARIOUS	10/06/11	PURCHASE 3,339	2,832			507
35 SH CELGEN CORP	VARIOUS	1/25/12	PURCHASE 2,581	1,774			807
215 SH CELGENE CORP	VARIOUS	5/15/12	PURCHASE 15,218	10,845			4,373
270 SH CHARLES RIV LABORATORIES	VARIOUS	7/12/11	PURCHASE 11,328	10,183			1,145
10 SH CHEVRON CORP	VARIOUS	1/25/12	PURCHASE 1,065	818			247
35 SH CHEVRON CORP	VARIOUS	5/15/12	PURCHASE 3,637	3,374			263
5 SH CHUBB CORP	VARIOUS	1/25/12	PURCHASE 354	316			38

Federal Statements

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

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
480 SH CHUBB CORP	VARIOUS	2/13/12	PURCHASE $ 33,106	$ 30,015	$	$	$ 3,091
175 SH CISCO SYS INC	VARIOUS	1/25/12	PURCHASE 3,467	2,681			786
405 SH CITIGROUP INC	VARIOUS	12/30/11	PURCHASE 11,004	18,448			-7,444
370 SH CLIFFS NAT RES INC	VARIOUS	11/21/11	PURCHASE 26,821	27,551			-730
300 SH COACH INC	VARIOUS	10/06/11	PURCHASE 15,186	16,329			-1,143
385 SH COCA COLA CO	VARIOUS	5/15/12	PURCHASE 29,871	14,879			14,992
35 SH COSTCO WHLS CORP	VARIOUS	2/13/12	PURCHASE 2,940	2,295			645
35 SH COSTCO WHSL CORP	VARIOUS	5/15/12	PURCHASE 2,945	2,295			650
65 SH DEVON ENERGY CORP	VARIOUS	5/31/12	PURCHASE 3,902	4,801			-899
65 SH DISNEY WALT CO	VARIOUS	1/25/12	PURCHASE 2,551	2,057			494
35 SH DISNEY WALT CO	VARIOUS	5/15/12	PURCHASE 1,589	1,305			284
100 SH DISCOVER FINCL SVCS	VARIOUS	1/25/12	PURCHASE 2,720	2,333			387
465 SH DOMINION RES INC	VARIOUS	2/07/12	PURCHASE 23,471	21,046			2,425
465 SH DU PONT E I DE	VARIOUS	12/30/11	PURCHASE 21,547	20,377			1,170
280 SH E M C CORP MASS	VARIOUS	1/25/12	PURCHASE 6,472	5,507			965
40 SH EXXON MOBIL	VARIOUS	1/25/12	PURCHASE 3,478	2,546			932
495 SH EXXON MOBIL	VARIOUS	5/15/12	PURCHASE 41,159	20,619			20,540
45 SH FEDEX CORP	VARIOUS	1/25/12	PURCHASE 4,123	4,362			-239

Federal Statements

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

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
5 SH FEDEX CORP			PURCHASE				
	VARIOUS	5/15/12	$ 435	$ 485	$	$	$ -50
55 SH F5 NETWORKDS INC			PURCHASE				
	VARIOUS	1/25/12	6,636	4,049			2,587
70 SH FLOUR CORP			PURCHASE				
	VARIOUS	5/15/12	3,865	4,618			-753
10 SH FRANKLIN RES			PURCHASE				
	VARIOUS	1/25/12	1,021	965			56
5 SH FRANKLIN RES			PURCHASE				
	VARIOUS	5/15/12	578	482			96
75 SH FREEPORT-MCMORAN			PURCHASE				
	VARIOUS	1/25/12	3,241	2,819			422
10 SH FREEPORT-MCMORAN			PURCHASE				
	VARIOUS	5/15/12	355	376			-21
255 SH GENERAL ELEC CO			PURCHASE				
	VARIOUS	1/25/12	4,870	6,360			-1,490
35 SH GENERAL ELEC CO			PURCHASE				
	VARIOUS	5/15/12	669	778			-109
60 SH GILEND SCIENCES INC			PURCHASE				
	VARIOUS	1/25/12	2,827	1,950			877
340 SH GILEND SCIENCES INC			PURCHASE				
	VARIOUS	2/08/12	18,313	11,564			6,749
315 SH GOLDMAN SACHS			PURCHASE				
	VARIOUS	12/30/11	29,295	40,198			-10,903
5 SH GOOGLE INC			PURCHASE				
	VARIOUS	1/25/12	2,931	2,251			680
5 SH GOOGLE INC			PURCHASE				
	VARIOUS	5/15/12	3,072	2,251			821
135 SH HALLIBURTON CO			PURCHASE				
	VARIOUS	1/25/12	4,835	6,163			-1,328
15 SH HALLIBURTON CO			PURCHASE				
	VARIOUS	5/15/12	488	684			-196
40 SH HONEYWELL INTERNATIONAL			PURCHASE				
	VARIOUS	1/20/12	2,295	2,136			159
130 SH INTEL CORP COM			PURCHASE				
	VARIOUS	1/25/12	3,401	2,691			710

Federal Statements

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

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
20 SH INTEL CORP	VARIOUS	5/15/12	PURCHASE	$ 544	$ 414	$	$	$ 130
15 SH INTERNATIONAL BUSINESS	VARIOUS	1/25/12	PURCHASE	2,819	1,636			1,183
20 SH INTERNATIONAL BUSINESS	VARIOUS	5/15/12	PURCHASE	4,023	1,298			2,725
10 SH INTUITIVE SURGICAL	VARIOUS	1/31/12	PURCHASE	4,592	969			3,623
5 SH INTUITIVE SURGICAL	VARIOUS	5/15/12	PURCHASE	2,785	1,680			1,105
210 SH J P MORGAN CAHSE	VARIOUS	1/25/12	PURCHASE	7,751	8,794			-1,043
665 SH JARDEN CORP COM	VARIOUS	4/09/12	PURCHASE	27,117	26,827			290
80 SH JARDEN CORP	VARIOUS	5/15/12	PURCHASE	3,282	3,227			55
450 SH JUNIPER NETWORKS INC	VARIOUS	10/06/11	PURCHASE	7,788	17,904			-10,116
10 SH LOWES COS INC	VARIOUS	5/15/12	PURCHASE	301	270			31
120 SH MACYS INC	VARIOUS	1/25/12	PURCHASE	4,249	2,762			1,487
230 SH MACYS INC	VARIOUS	2/13/12	PURCHASE	8,238	5,293			2,945
110 SH MARATHON OIL	VARIOUS	1/25/12	PURCHASE	3,507	3,355			152
535 SH MARATHON OIL CORP	VARIOUS	5/15/12	PURCHASE	14,391	15,075			-684
260 SH MARATHON PETE CORP	VARIOUS	10/06/11	PURCHASE	6,939	10,727			-3,788
110 SH MARATHON PETE CORP	VARIOUS	5/31/12	PURCHASE	4,051	4,258			-207
15 SH MASTERCARD INC	VARIOUS	5/15/12	PURCHASE	6,338	3,466			2,872
320 SH MEDCO HEALTH SOLUTIONS	VARIOUS	10/06/11	PURCHASE	14,681	20,264			-5,583

Federal Statements

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

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
20 SH MEDTRONIC INC	VARIOUS	1/25/12	PURCHASE $ 793	$ 989	$	$	$ -196
35 SH MEDTRONIC INC	VARIOUS	5/15/12	PURCHASE 1,351	1,730			-379
115 SH METLIFE INC	VARIOUS	1/25/12	PURCHASE 4,167	4,640			-473
85 SH MOLYCORP INC	VARIOUS	1/25/12	PURCHASE 2,471	2,827			-356
60 SH MONSANTO CO	VARIOUS	5/15/12	PURCHASE 4,318	4,731			-413
45 SH MONSTER BEVERAGE	VARIOUS	1/25/12	PURCHASE 4,655	3,609			1,046
60 SH MONSTER BEVERAGE	VARIOUS	5/15/12	PURCHASE 4,446	2,406			2,040
45 SH MYRIAD GENETICS	VARIOUS	1/25/12	PURCHASE 999	1,065			-66
365 SH NII HLDGS INC	VARIOUS	12/16/11	PURCHASE 7,348	12,819			-5,471
40 SH NASDAQ OMX GROUP INC	VARIOUS	1/25/12	PURCHASE 1,013	994			19
545 SH NASDAQ OMX GROUP	VARIOUS	2/13/12	PURCHASE 14,122	13,549			573
60 SH NATIONAL-OILWELL	VARIOUS	1/25/12	PURCHASE 4,473	4,479			-6
280 SH NEWFIELD EXPLORATION	VARIOUS	10/06/11	PURCHASE 10,290	20,311			-10,021
155 SH NEWS CORP	VARIOUS	1/25/12	PURCHASE 2,971	2,128			843
40 SH NEWS CORP	VARIOUS	5/15/12	PURCHASE 819	615			204
60 SH NEXTERA ENERGY	VARIOUS	5/15/12	PURCHASE 3,895	3,612			283
15 SH NOBLE ENERGY	VARIOUS	1/25/12	PURCHASE 1,436	1,373			63
10 SH NOBLE ENERGY	VARIOUS	5/15/12	PURCHASE 910	915			-5

Federal Statements

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

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
45 SH NOBLE ENERGY	VARIOUS	5/31/12	PURCHASE $ 3,773	$ 4,119	$	$	$ -346
685 SH NORTHEAST UTILITIES	VARIOUS	2/07/12	PURCHASE 24,017	21,013			3,004
50 SH NOVARTIS AG	VARIOUS	5/15/12	PURCHASE 2,655	2,827			-172
70 SH OMNICOM GROUP	VARIOUS	1/25/12	PURCHASE 3,267	3,207			60
180 SH ORACLE CORP	VARIOUS	1/25/12	PURCHASE 5,143	3,356			1,787
255 SH PEPSIC INC	VARIOUS	10/06/11	PURCHASE 15,477	7,655			7,822
270 SH PERKINEIMER INC	VARIOUS	12/16/11	PURCHASE 4,938	7,227			-2,289
55 SH PERKINELMER INC	VARIOUS	1/25/12	PURCHASE 1,277	1,472			-195
500 SH PERKINELMER	VARIOUS	2/03/12	PURCHASE 11,987	9,375			2,612
5 SH PRICELINE COM	VARIOUS	5/15/12	PURCHASE 3,443	2,306			1,137
791 SH PROCTER & GAMBLE	VARIOUS	3/30/12	PURCHASE 53,083	31,951			21,132
5 SH PUBLIC STORAGE	VARIOUS	5/15/12	PURCHASE 698	671			27
105 SH QUALCOMM INC	VARIOUS	1/25/12	PURCHASE 6,059	4,815			1,244
35 SH QUALCOMM INC	VARIOUS	5/15/12	PURCHASE 2,191	1,605			586
.5 SH RAYONIER INC	VARIOUS	9/13/11	PURCHASE 20	21			-1
682 SH RAYONIER INC	VARIOUS	10/06/11	PURCHASE 24,540	27,570			-3,030
5 SH RAYTHEON CO	VARIOUS	1/25/12	PURCHASE 249	260			-11
35 SH RAYTHEON CO	VARIOUS	5/15/12	PURCHASE 1,834	1,823			11

Federal Statements

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

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
135 SH SALESFORCE COM	VARIOUS	11/16/11	PURCHASE $ 17,352	$ 12,858	$	$	$ 4,494
50 SH SANDISK CORP	VARIOUS	1/25/12	PURCHASE 2,616	2,436			180
385 SH SANDISK CORP	VARIOUS	4/25/12	PURCHASE 13,508	17,785			-4,277
5 SH SIMON PPTY	VARIOUS	1/25/12	PURCHASE 655	542			113
20 SH SIMON PPTY	VARIOUS	5/15/12	PURCHASE 3,111	2,166			945
120 SH SMITHFIELD FOODS	VARIOUS	5/15/12	PURCHASE 2,430	2,448			-18
40 SH SPECTRA ENERGY	VARIOUS	1/25/12	PURCHASE 1,256	872			384
25 SH SPECTRA ENERGY	VARIOUS	5/15/12	PURCHASE 755	545			210
70 SH STARBUCKS CORP	VARIOUS	1/25/12	PURCHASE 3,363	1,821			1,542
20 SH STARBUCKS CORP	VARIOUS	5/15/12	PURCHASE 1,099	520			579
20 SH TJX COS INC	VARIOUS	1/25/12	PURCHASE 1,329	1,086			243
190 SH TJX COS INC	VARIOUS	2/13/12	PURCHASE 6,511	5,028			1,483
45 SH TJX COS INC	VARIOUS	5/15/12	PURCHASE 1,882	1,110			772
575 SH TEXAS INSTRS	VARIOUS	10/06/11	PURCHASE 15,237	12,879			2,358
210 SH THERMO FISHER CORP	VARIOUS	12/16/11	PURCHASE 9,531	11,503			-1,972
75 SH THORATEC CORP	VARIOUS	5/15/12	PURCHASE 2,480	2,051			429
35 SH TRAVELERS COS	VARIOUS	1/25/12	PURCHASE 2,143	2,036			107
140 SH TRAVELERLS COS	VARIOUS	2/13/12	PURCHASE 8,364	8,143			221

Federal Statements

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

Description			How Received				
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
15 SH TRAVELERS COS			PURCHASE				
	VARIOUS	5/15/12	$ 970	$ 872	$	$	$ 98
40 SH TUPPERWARE BRANDS			PURCHASE				
	VARIOUS	5/15/12	2,331	2,537			-206
80 SH US BANCORP DEL			PURCHASE				
	VARIOUS	1/25/12	2,287	2,918			-631
65 SH US BANCORP DEL			PURCHASE				
	VARIOUS	5/15/12	2,076	2,371			-295
10 SH VF CORP COM			PURCHASE				
	VARIOUS	1/25/12	1,332	1,188			144
20 SH VF CORP COM			PURCHASE				
	VARIOUS	5/15/12	2,806	1,927			879
340 SH VERIZON COMMUNICATIONS INC			PURCHASE				
	VARIOUS	12/16/11	13,080	11,096			1,984
105 SH VERIZON COMMUNICATIONS			PURCHASE				
	VARIOUS	5/15/12	4,261	3,800			461
20 SH VMWARE INC			PURCHASE				
	VARIOUS	1/25/12	1,754	1,388			366
15 SH VMWARE INC			PURCHASE				
	VARIOUS	5/15/12	1,522	1,041			481
65 SH VODAFONE GROUP			PURCHASE				
	VARIOUS	5/15/12	1,804	1,799			5
5 SH WAL MART STORES			PURCHASE				
	VARIOUS	1/25/12	305	226			79
25 SH WELLPOINT INC			PURCHASE				
	VARIOUS	1/25/12	1,788	1,564			224
5 SH WELLPOINT INC			PURCHASE				
	VARIOUS	5/15/12	330	313			17
150 SH WELLS FARGO			PURCHASE				
	VARIOUS	1/25/12	4,529	4,272			257
10 SH WELLS FARGO			PURCHASE				
	VARIOUS	5/15/12	333	285			48
55 SH WHIRLPOOL CORP			PURCHASE				
	VARIOUS	1/25/12	2,993	4,557			-1,564
25 SH YUM BRANDS			PURCHASE				
	VARIOUS	1/25/12	1,561	1,089			472

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

Description / Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
20 SH YUM BRANDS INC	VARIOUS	5/15/12	PURCHASE	$ 1,428	$ 950	$	$	$ 478
30 SH ZIMMER HLDGS	VARIOUS	1/25/12	PURCHASE	1,680	1,842			-162
3595 SH HOMESTEAD SMALL-CO	VARIOUS	10/05/11	PURCHASE	71,073	74,956			-3,883
580.411 SH HOMESTEAD SMALL-CO	VARIOUS	4/23/12	PURCHASE	14,487	14,179			308
3320.984 SH JANUS ENTERPRISE FUND	VARIOUS	9/06/11	PURCHASE	181,126	164,564			16,562
7065 SH LEGG MASON CLEARBRIDGE	VARIOUS	10/05/11	PURCHASE	132,822	143,066			-10,244
1305 SH LEGG MASON CLEARBRIDGE	VARIOUS	1/23/12	PURCHASE	30,472	26,426			4,046
1166.464 SH LEGG MASON CLEARBRIDGE	VARIOUS	4/23/12	PURCHASE	28,835	23,621			5,214
8668.664 SH MERDIAN VALUDE FUND	VARIOUS	9/06/11	PURCHASE	221,397	207,377			14,020
13758.182 SH ROYCE PENNSYLVANIA	VARIOUS	9/06/11	PURCHASE	145,699	124,099			21,600
9980 SH THRONBURG INTERNATIONAL	VARIOUS	10/05/11	PURCHASE	229,041	245,693			-16,652
532.544 SH THORNBURG INTERNATIONAL	VARIOUS	4/23/12	PURCHASE	14,453	10,111			4,342
4956.877 SH THORNBURG INTERNATIONAL	VARIOUS	5/11/12	PURCHASE	128,086	89,819			38,267
2870 SH VANGUARD SMALL CAP	VARIOUS	10/05/11	PURCHASE	53,927	45,231			8,696
3031.343 SH VANGUARD SMALL CAP	VARIOUS	1/23/12	PURCHASE	68,902	51,971			16,931
WELLS FARGO AVANTAGE	VARIOUS	12/13/11	PURCHASE	1,441				1,441
668.213 SH WELLS FARGO ADVANTAGE	VARIOUS	4/23/12	PURCHASE	14,393	13,305			1,088
FEDERAL HOME LN MTTG	VARIOUS	7/15/11	PURCHASE	2,814	2,832			-18

Federal Statements

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

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
FEDERAL HOME LN MTG	VARIOUS	8/15/11	PURCHASE	$ 2,002	$ 2,014	$	$	$ -12
FEDERAL HOME LN MTG	VARIOUS	9/15/11	PURCHASE	10,474	10,540			-66
FEDERAL HOME LN MTG	VARIOUS	10/17/11	PURCHASE	1,639	1,649			-10
FEDERAL HOME LN MTG	VARIOUS	11/15/11	PURCHASE	4,038	4,063			-25
FEDERAL HOME LN MTG	VARIOUS	12/15/11	PURCHASE	3,367	3,388			-21
FEDERAL HOME LN MTG	VARIOUS	1/17/12	PURCHASE	280	282			-2
FEDERAL HOME LN MTG	VARIOUS	2/15/12	PURCHASE	333	335			-2
FEDERAL HOME LN MTG	VARIOUS	3/15/12	PURCHASE	352	354			-2
FEDERAL HOME LN MTG	VARIOUS	4/16/12	PURCHASE	3,792	3,815			-23
FEDERAL HOME LN MTG	VARIOUS	5/15/12	PURCHASE	1,017	1,023			-6
FEDERAL HOME LN MTG	VARIOUS	6/15/12	PURCHASE	290	292			-2
FEDERAL HOME LN MTG	VARIOUS	5/15/12	PURCHASE	1,551	1,622			-71
FEDERAL HOME LN MTG	VARIOUS	6/15/12	PURCHASE	1,715	1,792			-77
FEDERAL NATL MTG	VARIOUS	4/23/12	PURCHASE	101,657	99,878			1,779
GENERAL ELEC CAP CORP	VARIOUS	4/23/12	PURCHASE	136,631	126,657			9,974
NUCOR CORP SR	VARIOUS	4/23/12	PURCHASE	101,820	99,943			1,877
$45,000 FEDERATED ULTRASHORT	VARIOUS	11/17/11	PURCHASE	45,000	45,232			-232
$200,000 FEDERATED ULTRASHORT	VARIOUS	5/04/12	PURCHASE	200,000	199,557			443

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

Description: Whom Sold	Description: Date Acquired	Description: Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
LEGG MASON BW	VARIOUS	6/21/12	PURCHASE $ 852	$	$	$	$ 852
LEGG MASON BW	VARIOUS	6/21/12	PURCHASE 477				477
TOTAL			$ 2,963,085	$ 2,744,593	$ 0	$ 0	$ 218,492

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
OIL & GAS LEASE BONUS	$ 8,025	$ 8,025	$ 8,025
OIL & GAS ROYALITIES	562,280	562,280	562,280
TOTAL	$ 570,305	$ 570,305	$ 570,305

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

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

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TAXES FOR 6/30/2009 FORM 990-PF	$ 2,353	$	$	$ 2,353
OIL & GAS PRODUCTION TAX	31,231	31,231		
AD VELOREM TAXES	4,571	4,571		
FOREIGN TAX	329	329		
TOTAL	$ 38,484	$ 36,131	$ 0	$ 2,353

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
MINERAL FEES	32,408	32,408		
MINERAL MANAGEMENT FEES	614	614		
MISCELLANEOUS	23	23		
TOTAL	$ 33,045	$ 33,045	$ 0	$ 0

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE STOCK	$ 1,478,826	$ 1,699,928	COST	$ 2,131,963
TOTAL	$ 1,478,826	$ 1,699,928		$ 2,131,963

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE BONDS	$ 1,245,485	$ 1,635,557	COST	$ 1,679,032
TOTAL	$ 1,245,485	$ 1,635,557		$ 1,679,032

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

	Beginning	End of	Basis of	Fair Market