Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning 02/01 , 2016, and ending 01/31, 2017

Name of foundation: C HOMER AND EDITH FULLER CHAMBERS CHARITABLE FOUNDATION 438384018

A Employer identification number: 20-2123840

Number and street (or P O box number if mail is not delivered to street address): PO BOX 61540 TRUST TAX COMPLIANCE

Room/suite:

B Telephone number (see instructions): 866-442-3764

City or town, state or province, country, and ZIP or foreign postal code: NEW ORLEANS, LA 70161

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 ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 14,023,629.

J Accounting method: [X] 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 instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc, received (attach schedule)				
2	Check ▶ [X] if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	471,731.	468,008.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-21,346.			
b	Gross sales price for all assets on line 6a 7,566,341.				
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	7,477.	7,477.		STMT 10
12	**Total.** Add lines 1 through 11	457,862.	475,485.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	120,942.	66,518.		54,424.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) STMT 11	7,310.	3,608.		3,702.
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 12	20,411.	8,330.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 13	66,801.	66,801.		
24	**Total operating and administrative expenses.** Add lines 13 through 23	215,464.	145,257.		58,126.
25	Contributions, gifts, grants paid	541,780.			541,780.
26	**Total expenses and disbursements** Add lines 24 and 25	757,244.	145,257.		599,906.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-299,382.			
b	**Net investment income** (if negative, enter -0-)		330,228.		
c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	258,756.	330,479.	330,479.
	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 (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)			
	b Investments - corporate stock (attach schedule)	6,247,989.	5,215,818.	6,778,118.
	c Investments - corporate bonds (attach schedule)	5,135,513.	5,670,153.	5,495,901.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ 1,291,820.			
	Less accumulated depreciation (attach schedule) ▶	1,268,016.	1,291,820.	1,419,131.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	12,910,274.	12,508,270.	14,023,629.
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)		NONE	
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	12,910,274.	12,508,270.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	12,910,274.	12,508,270.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	12,910,274.	12,508,270.	

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	12,910,274.
2	Enter amount from Part I, line 27a	2	-299,382.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 14	3	25,534.
4	Add lines 1, 2, and 3	4	12,636,426.
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	128,156.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,508,270.

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)
1 a	PUBLICLY TRADED SECURITIES			
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	7,566,341.		7,587,687.	-21,346.
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				-21,346.
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	-21,346.
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))
2015	568,826.	14,062,478.	0.040450
2014	538,069.	14,148,171.	0.038031
2013	518,474.	13,234,872.	0.039175
2012	450,193.	11,322,452.	0.039761
2011	523,792.	11,039,130.	0.047449

2	**Total** of line 1, column (d)	2	0.204866
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	0.040973
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	13,654,673.
5	Multiply line 4 by line 3.	5	559,473.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,302.
7	Add lines 5 and 6	7	562,775.
8	Enter qualifying distributions from Part XII, line 4	8	599,906.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter: ________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	3,302.
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	3,302.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	3,302.
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	20,364.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	20,364.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	17,062.
11	Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶ 3,304. **Refunded** ▶			11	13,758.

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 Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			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, N.A. Telephone no. ▶ (866)442-3764
Located at ▶ P.O. BOX 61540, NEW ORLEANS, LA ZIP+4 ▶ 70161

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 2016, 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 FinCEN Form 114 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 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 2016?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 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 2016)*		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 2016?		4b		X

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

			Yes	No
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 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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, N.A. P.O. BOX 61540, NEW ORLEANS, LA 70161	TRUSTEE 1	120,942.	-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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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 NONE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	13,419,778.
b	Average of monthly cash balances	1b	442,834.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	13,862,612.
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	NONE
3	Subtract line 2 from line 1d	3	13,862,612.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	207,939.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,654,673.
6	**Minimum investment return.** Enter 5% of line 5	6	682,734.

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	682,734.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	3,302.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,302.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	679,432.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	679,432.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	679,432.

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	599,906.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	599,906.
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	3,302.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	596,604.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				679,432.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			313,964.	
b Total for prior years 20 14 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011 NONE				
b From 2012 NONE				
c From 2013 NONE				
d From 2014 NONE				
e From 2015 NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 599,906.				
a Applied to 2015, but not more than line 2a			313,964.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2016 distributable amount				285,942.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				393,490.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2012 NONE				
b Excess from 2013 NONE				
c Excess from 2014 NONE				
d Excess from 2015 NONE				
e Excess from 2016 NONE				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section [ ] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address 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*				
ART MUSEUM OF S.E. TEXAS C/O CAPITAL ONE, N.A. NEW ORLEANS LA 70161	NONE	501 C 3	CHARITABLE	55,065.
FIRST UNITED METHODIST CHURCH C/O CAPITAL ONE, N.A. NEW ORLEANS LA 70161	NONE	501 C 3	CHARITABLE	54,969.
TYRELL HISTORICAL LIBRARY ASSOC INC C/O CAPITAL ONE, N.A. NEW ORLEANS LA 70161	NONE	501 C 3	CHARITABLE	55,065.
BEAUMONT HERITAGE SOCIETY C/O CAPITAL ONE, N.A. NEW ORLEANS LA 70161	NONE	501 C 3	CHARITABLE	321,616.
AMERICAN RED CROSS - BMT CHAPTER C/O CAPITAL ONE, N.A. NEW ORLEANS LA 70161	NONE	501 C 3	CHARITABLE	55,065.
Total . . . . ▶ **3a**				541,780.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	471,731.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-21,346.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ROYALTY INCOME			14	7,477.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				457,862.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 457,862.

(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)
	NOT APPLICABLE

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Kathryn A Tinper (signature) | 10/05/2017 | TRUSTEE

Signature of officer or trustee | Date | Title

CAPITAL ONE, N.A. BY:

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JOSEPH J. CASTRIANO	(signature)	10/05/2017		P01251603

Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP — Firm's EIN ▶ 13-4008324

Firm's address ▶ 600 GRANT STREET PITTSBURGH, PA 15219 — Phone no 412-355-6000

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AFLAC INC COMMON STOCK	1,139.	1,139.
AT&T INC COM	1,108.	1,108.
ATN INTL INC COM	32.	32.
AZZ INC COM	125.	125.
AARONS INC COM PAR	15.	15.
ABBVIE INC COM	1,527.	1,527.
AETNA INC NEW SR NT 2.80% DTD 06/09/2016	1,025.	1,025.
ALLEGIANT TRAVEL CO COM	37.	37.
ALLIANT ENERGY CORP COM	465.	465.
AMERCO COM	30.	30.
AMERICAN ELEC PWR INC COM	1,015.	1,015.
AMERICAN STS WTR CO COM	254.	254.
AMGEN INC	1,024.	1,024.
APPLE COMPUTER INC COMMON STOCK	3,755.	3,755.
AQUILA THREE PEAKS HIGH INCOME CL Y #702	3,606.	3,606.
ASSOCIATED BANC CORP COM	374.	374.
ATLANTIC TELE NETWORK INC COM NEW	32.	32.
ATMOS ENERGY CORP COM	1,383.	1,383.
BANCFIRST CORP COM	291.	291.
BANCORPSOUTH INC COM	271.	271.
BANK OF AMERICA CORP COM	558.	558.
BANK NEW YORK MELLON CORP COM	572.	572.
BANK NEW YORK MELLON CORP SR NT STEP CPN	299.	299.
BEMIS INC COM	539.	539.
BIG LOTS INC COM	167.	167.
BLACKROCK INC COM	1,044.	1,044.
BOOZ ALLEN HAMILTON HLDG CORP CL A	102.	102.
BRADY CORP CL A	376.	376.
BRIGGS & STRATTON CORP (WI) COMMON STOCK	211.	211.
BRINKS CO COM	58.	58.
BRISTOL-MYERS SQUIBB CO	349.	349.
BROADRIDGE FINL SOLUTIONS COM LLC	154.	154.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CDW CORP COM	123.	123.
CME GROUP INC COM	1,695.	1,695.
CSG SYS INTL INC COM	233.	233.
CVS CORP	1,163.	1,163.
CVS CAREMARK CORPORATION SR NT 2.75% DTD	1,661.	1,661.
CABOT CORP	367.	367.
CABOT OIL & GAS CORP CL A	53.	53.
CALAVO GROWERS INC COM	221.	221.
CAPITOL FED FINL INC COM	404.	404.
CARDINAL HEALTH INC COMMON STOCK	177.	177.
CARLISLE COS INC COM	152.	152.
CARPENTER TECHNOLOGY CORP COM	114.	114.
CASH AMER INTL INC COM	25.	25.
CATHAY GEN BANCORP COM	335.	335.
CAUSEWAY INTERNATIONAL VALUE FUND INS #1	7,224.	7,224.
CELANESE CORP DEL COM SER A	126.	126.
CHEMED CORP NEW COM	24.	24.
CHEVRON TEXACO CORP COM	2,420.	2,420.
CHICAGO BRDG & IRON CO N V N Y REGISTRY	51.	51.
CISCO SYS INC	1,404.	1,404.
CISCO SYS INC SR NT 5.50% DTD 02/22/2006	2,336.	2,336.
CINTAS CORP	557.	557.
CITIGROUP COML MTG SER 2006 C5 CL A 4 5.	2,651.	2,651.
CITY HLDG CO COM	435.	435.
CLOROX CO. COMMON STOCK	1,202.	1,202.
COCA COLA ENTERPRISES INC NEW COM	259.	259.
COMMONWEALTH REIT SR NT 5.875% DTD 09/17	1,190.	1,190.
COMPASS MINERALS INTL INC COM	119.	119.
CONVERGYS CORP COM	478.	478.
COOPER TIRE & RUBR CO	101.	101.
CORE MARK HOLDING CO INC COM	101.	101.
CORNING INC	642.	642.
COSTCO WHOLESALE CORP COM	473.	473.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CUBESMART L P SR NT 4.375% DTD 12/17/201	3,461.	3,461.
CUMMINS ENGINE INC COMMON STOCK	802.	802.
DBUBS MTG TR SER 2011 LC3 CL A 2 3.642%	1,075.	1,075.
DST SYS INC DEL COM	213.	213.
DARDEN RESTAURANTS INC	220.	220.
DEERE & CO COMMON STOCK	1,125.	1,125.
DELUXE CORP COM	25.	25.
DENTSPLY SIRONA INC COM	90.	90.
DIGITAL RLTY TR INC COM	2,129.	2,129.
DISNEY WALT	1,630.	1,630.
DISNEY WALT CO MTNS FR 2.30% DTD 01/08/2	1,379.	1,379.
DOW CHEM CO COMMON STOCK	205.	205.
DREW INDS INC COM NEW	35.	35.
DU PONT E I DE NEMOURS & CO	264.	264.
EPR PPTYS COM SH BEN INT	406.	376.
EDWARDS LIFESCIENCES CORP SR NT 2.875% D	156.	156.
EXXON MOBIL CORP COM	4,294.	4,294.
FEDERAL NATL MTG ASSN 5.00% DTD 04/16/20	6,667.	6,667.
FEDERAL NATL MTG ASSN 0.875% DTD 10/30/2	1,614.	1,614.
FEDERAL HOME LN MTG CORP 3.75% DTD 03/27	3,750.	3,750.
FEDERAL HOME LN MTG CORP 2.375% DTD 01/1	5,938.	5,938.
FEDERAL SIGNAL CORP COM	91.	91.
FEDERATED INVS INC PA CL B	1,792.	1,792.
FEDERATED ULTRASHORT BOND FUND - IS #108	1,538.	1,538.
FIDELITY IMM GOVERNMENT FUND #2642	704.	704.
FIRST AMERN FINL CORP COM	1,206.	1,206.
FIRST FINL BANCORP OH COM	375.	375.
FIRST REP BK SAN FRAN CALI NEW COM	106.	106.
FIRSTCASH INC COM	64.	64.
FLUOR CORP (NEW) COM	273.	273.
FOOT LOCKER INC COM	111.	111.
FUTUREFUEL CORPORATION COM	2,409.	2,409.
GENERAL CABLE CORP DEL NEW COM	126.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GENERAL DYNAMICS CORP	1,081.	1,081.
GENERAL ELEC CO COM	2,482.	2,482.
GENERAL ELEC CAP CORP MEDIUM TERM NTS TR	5,369.	5,369.
GENUINE PARTS CO COM	125.	125.
GILEAD SCIENCES INC COM	512.	512.
GOLDMAN SACHS GROUP INC COM	202.	202.
GRACO INC COM	177.	177.
GREENHILL & CO INC COM	885.	885.
HANOVER INS GROUP INC COM	1,066.	1,066.
HARRIS CORP DEL	1,323.	1,323.
HEALTHCARE TR AMER INC CL A NEW	633.	518.
HIGHWOODS PPTYS INC COM	518.	518.
HILLENBRAND INC COM	490.	490.
HOME DEPOT INC	1,090.	1,090.
HONEYWELL INTERNATIONAL INC COM	522.	522.
HUNTINGTON INGALLS INDS INC COM	405.	405.
IDACORP INC COM	792.	792.
ILLINOIS TOOL WKS INC SR NT 1.95% DTD 02	1,964.	1,964.
INTERACTIVE BROKERS GROUP INC COM	29.	29.
INTERCONTINENTAL EXCHANGE, INC. COM	528.	528.
INTERDIGITAL INC COM	65.	65.
INTERNATIONAL BANCSHARES CORP COM	167.	167.
INTERNATIONAL BUSINESS MACHS	245.	245.
INTERPUBLIC GROUP COS INC	230.	230.
INTUIT COM	264.	264.
J P MORGAN CHASE & CO NT	2,710.	2,710.
JPMORGAN CHASE & CO SR NT 4.95% DTD 03/2	2,780.	2,780.
JABIL CIRCUIT INC COM	33.	
JANUS CAP GROUP INC COM	338.	338.
JOHNSON & JOHNSON	3,235.	3,235.
JOHNSON CONTROLS INC COMMON STOCK	132.	132.
KAISER ALUMINUM CORP COM PAR	46.	46.
KELLY SVCS INC CL A	108.	108.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
KIMBERLY CLARK CORP COM	541.	541.
KINDER MORGAN INC DEL COM	322.	322.
LTC PPTYS INC COM	455.	343.
LAMAR ADVERTISING CO NEW CL A	1,057.	895.
LANCASTER COLONY CORP COM	112.	112.
LANDSTAR SYS INC COM	233.	233.
LEAR CORP COM NEW	25.	25.
LENNOX INTL INC COM	361.	361.
LINCOLN NATL CORP IND COMMON STOCK	169.	169.
LINEAR TECHNOLOGY CORP	231.	231.
LITHIA MTRS INC CL A	62.	62.
LOCKHEED MARTIN CORPORATION	1,185.	1,185.
MARKETAXESS HLDGS INC COM	121.	121.
MATSON INC COM	63.	63.
MCCORMICK & CO INC COM NON VTG	665.	665.
MERCK & CO INC NEW COM	892.	892.
MICROSOFT CORP	1,499.	1,499.
MID AMER APT CMNTYS INC COM	783.	783.
MINOR OIL CO	1,700.	1,700.
MOVADO GROUP INC COM	37.	37.
NATIONAL PRESTO INDS INC COM	934.	934.
NBCUNIVERSAL MEDIA LLC SR NT 2.875% DTD	3,179.	3,179.
NEENAH PAPER INC COM	199.	199.
NEW JERSEY RES CORP COM	189.	189.
NIKE INC CL B	494.	494.
NORFOLK SOUTHERN CORPORATION	441.	441.
NORTHERN TR CORP	482.	482.
NORTHERN TR CORP SR NT 3.45% DTD 11/04/2	2,526.	2,526.
NUCOR CORP	499.	499.
NUTRI SYS INC NEW COM	438.	438.
OLD REP INTL CORP COM	2,787.	2,787.
OLYMPIC STEEL INC COM	7.	7.
OMEGA HEALTHCARE INVS INC COM	244.	210.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ORMAT TECHNOLOGIES INC COM	138.	138.
OSHKOSH CORPORATION	52.	52.
PBF ENERGY INC CL A	743.	743.
PPG INDS INC	70.	70.
PPL CORP COM	1,556.	1,556.
PNC BK N A PITTSBURGH PA SR NT 2.20% DTD	1,567.	1,567.
PS BUSINESS PKS INC CALIF COM	273.	273.
PACCAR INC COM	618.	618.
PATTERSON-UTI ENERGY INC COM	99.	99.
PAYCHEX INC COM	766.	766.
PEPSICO INC	753.	753.
PETMED EXPRESS INC COM	536.	536.
PETROLOGISTICS FIN CORP SR NT 6.25% DTD	832.	832.
PFIZER INC	2,422.	2,422.
PHILIP MORRIS INTL INC COM	2,884.	2,884.
PHILLIPS 66 COM	1,715.	1,715.
PILGRIMS PRIDE CORP NEW COM	1,650.	1,650.
PLANET FITNESS INC CL A	2,786.	178.
POOL CORPORATION COM	186.	186.
POWELL INDS INC COM	131.	131.
PRICESMART INC COM	46.	36.
PROCTER & GAMBLE CO	494.	494.
PRIVATEBANCORP INC COM	9.	9.
PROVIDENT FINL SVCS INC COM	394.	394.
PRUDENTIAL FINANCIAL INC COM	665.	665.
PUBLIC SVC ELEC GAS CO MTN FR 2.00% DTD	831.	831.
PUBLIC SVC ENTERPRISES	1,260.	1,260.
RAYONIER ADVANCED MATLS INC COM	224.	224.
ROYAL DUTCH SHELL PLC SPONSORED ADR REPS	1,004.	1,004.
RUTHS HOSPITALITY GROUP INC COM	131.	131.
S & T BANCORP INC COM	42.	42.
SCHLUMBERGER LTD	332.	332.
SCHOLASTIC CORP	148.	148.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SCHWAB CHARLES CORP NEW SR NT 3.00% DTD	3,037.	3,037.
SCIENCE APPLICATNS INTL CP NEW COM	71.	71.
SCOTTS MIRACLE GRO CO CL A	326.	326.
SHERWIN WILLIAMS CO	239.	239.
SKYWEST INC COM	33.	33.
SMITH (A.O.) CORP COM	281.	281.
SNAP ON INC COM	171.	171.
SOUTHWEST AIRLS CO	360.	360.
SOVRAN SELF STORAGE INC COM	302.	287.
STATE STREET CORP	297.	297.
STEEL DYNAMICS INC COM	231.	231.
SUNTRUST BANKS INC COMMON STOCK	617.	617.
SYNNEX CORP COM	59.	59.
SYNCHRONY FINL COM	105.	105.
SYSCO CORP	1,450.	1,450.
TJX COS INC NEW	423.	423.
TETRA TECH INC NEW COM	132.	132.
TEXAS INSTRUMENTS, INC COMMON STOCK	2,076.	2,076.
THORNBURG INTERNATIONAL VALUE FUND CLASS	5,678.	5,678.
3M CO COM	648.	648.
TOOTSIE ROLL INDS INC COM	134.	134.
TORO CO COM	142.	142.
TRAVELERS COS INC COM	1,161.	1,161.
TRINITY INDS INC COM	147.	147.
UBS COML MTG TR SER 2012 C1 CL A 3 3.40%	1,263.	1,263.
U S BK NATL ASSN CINCINNATI OHIO MEDIUM	297.	297.
UNILEVER CAP CORP SR GLBL NT 1.375% DTD	764.	764.
UNITED FIRE GROUP INC COM	371.	371.
U.S.A. SVGS SER EE ISSUED 07/01/1985 DUE	108,384.	108,384.
U.S.A. SVGS SER EE ISSUED 02/01/86 DUE 0	108,384.	108,384.
US TREASURY NOTE 2.00% DTD 02/28/2014 DU	653.	653.
US TREASURY NOTE 1.625% DTD 03/31/2014 D	1,255.	1,255.
US TREASURY NOTE 1.25% DTD 01/31/2015 DU	5,399.	5,399.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US TREASURY NOTE 1.375% DTD 12/31/2011 D	311.	311.
US TREASURY NOTE 0.875% DTD 01/31/2012 D	218.	218.
US TREASURY NOTE 2.00% DTD 02/15/2012 DU	8,154.	8,154.
US TREASURY NOTE 1.25% DTD 04/30/2012 DU	156.	156.
US TREASURY NOTE 1.625% DTD 11/15/2012 D	418.	418.
US TREASURY NOTE 0.75% DTD 12/31/2012 DU	97.	97.
US TREASURY NOTE 2.00% DTD 02/15/2013 DU	10,440.	10,440.
US TREASURY NOTE 0.75% DTD 03/31/2013 DU	143.	143.
US TREASURY NOTE 2.50% DTD 05/15/2014 DU	1,326.	1,326.
US TREASURY NOTE 2.00% DTD 05/31/2014 DU	354.	354.
US TREASURY NOTE 1.875% DTD 05/31/2015 D	775.	775.
US TREASURY NOTE 1.625% DTD 06/30/2015 D	470.	470.
UNITED TECHNOLOGIES CORP BD 1.80% DTD 06	1,047.	1,047.
UNITEDHEALTH GROUP INC COM	648.	648.
UNIVERSAL FST PRODS INC COM	122.	122.
UNIVERSAL INS HLDGS INC COM	76.	76.
US ECOLOGY INC COM	117.	117.
VALERO REFNG & MARKETING CO	1,876.	1,876.
VENTAS RLTY LTD PARTNERSHIP SR NT 1.25%	984.	984.
VERIZON COMMUNICATIONS COM	950.	950.
VERIZON COMMUNICATIONS INC SR GLBL NT 1.	681.	681.
VISA INC COM CL A	377.	377.
WD 40 CO COM	103.	103.
WAL MART STORES INC	585.	585.
WELLS FARGO & CO NEW COM	1,955.	1,955.
WELLS FARGO CO MTN FR 2.10% DTD 05/07/20	1,264.	1,264.
WELLS FARGO SHORT-TERM HIGH YIELD BOND F	12,348.	12,348.
WEST PHARMACEUTICAL SVCS INC COM	105.	105.
WESTAR ENERGY INC COM	152.	152.
WISDOMTREE INVTS INC COM	64.	64.
WORLD WRESTLING ENTMT INC CL A	98.	98.
WORTHINGTON INDUSTRIES INC COMMON STOCK	274.	274.
ASSURED GUARANTY LTD COM	368.	368.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ACCENTURE PLC CLASS A ORDINARY SHARES	805.	805.
COCA COLA EUROPEAN PARTNERS P SHS	110.	110.
EVEREST RE GROUP LTD COM	505.	505.
JAMES RIV GROUP LTD COM	699.	593.
MEDTRONIC PLC SHS	1,194.	1,000.
NORDIC AMERICAN TANKERS LIMITE COM	245.	67.
FIDELITY IMM PRIME INST FD #2014	1,229.	1,229.
LYONDELLBASELL INDUSTRIES N V SHS A	1,331.	1,331.
BROADCOM LTD SHS	106.	106.
TOTAL	471,731.	468,008.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ROYALTY INCOME		7,477.	7,477.
	TOTALS	7,477.	7,477.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	750.		750.
TRUSTEE/EXECUTOR FEES - NON-AL	6,560.	3,608.	2,952.
TOTALS	7,310.	3,608.	3,702.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	158.	158.
REAL ESTATE TAX ON NON-RENTAL	6,731.	6,731.
FEDERAL ESTIMATES - INCOME	6,990.	
FEDERAL ESTIMATES - PRINCIPAL	5,091.	
FOREIGN TAXES ON QUALIFIED FOR	1,441.	1,441.
TOTALS	20,411.	8,330.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
REAL ESTATE EXPENSE ON NON-REN	66,792.	66,792.
OTHER NONALLOCABLE EXPENSES -	9.	9.
TOTALS	66,801.	66,801.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
CY MUTUAL FUND TIMING DIFFERENCE		352.
PY MUTUAL FUND TIMING DIFFERENCE		1,047.
PARTNERSHIP INCOME ADJUSTMENT		24,135.
	TOTAL	25,534.