2949128400309 0

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

▶ Go to www irs gov/Form990PF for instructions and the latest information

OMB No 1545-0047

2019

Open to Public Inspection

For calendar year 2019 or tax year beginning , 2019, and ending , 20

Name of foundation: THE H H AND EDNA HOUSEMAN CHARITABLE TRUST 1554-1115006296

A Employer identification number: 76-0636804

Number and street (or P O box number if mail is not delivered to street address): 701 POYDRAS ST., STE 3200

Room/suite

B Telephone number (see instructions): 504-599-2191

City or town, state or province, country, and ZIP or foreign postal code: NEW ORLEANS, LA 70139-7727

C If exemption application is pending, check here ▶ ☐

6

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

D 1 Foreign organizations, check here ▶ ☐

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

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

04

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) ▶ $ 8,841,114.

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

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

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

	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 ▶ [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	179,275.	179,275.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	49,818.			
	b	Gross sales price for all assets on line 6a 3,010,207.				
	7	Capital gain net income (from Part IV, line 2)		49,818.		
	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)	152.	152.		STMT 9
	12	**Total** Add lines 1 through 11	229,245.	229,245.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	88,680.	48,774.		39,906.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 10	750.	NONE	NONE	750.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 11	17,118.	1,643.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 12	553.	553.		
	24	**Total operating and administrative expenses** Add lines 13 through 23	107,101.	50,970.	NONE	40,656.
	25	Contributions, gifts, grants paid	523,280.			523,280.
	26	Total expenses and disbursements Add lines 24 and 25	630,381.	50,970.	NONE	563,936.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	-401,136.			
	b	**Net investment income** (if negative, enter -0-)		178,275.		
	c	**Adjusted net income** (if negative, enter -0-)				

RECEIVED JUL 22 2020 OGDEN, UT IRS-OSC 004

SCANNED NOV 03 2020

JSA For Paperwork Reduction Act Notice, see instructions

9E1410 1 000

Form **990-PF** (2019)

EZG637 651U 06/17/2020 07:28:29 1554-1115006296

G37

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	278,860.	179,566.	179,566.
	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 ▶ NONE			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations (attach schedule) STMT 13		1,590,612.	1,614,842.
	b Investments - corporate stock (attach schedule) STMT 14	3,372,390.	4,266,421.	6,042,317.
	c Investments - corporate bonds (attach schedule)	3,564,011.	860,062.	888,506.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 15		116,727.	98,338.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)	213,796.	17,545.	17,545.
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	7,429,057.	7,030,933.	8,841,114.
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 FASB ASC 958, check here ▶ ☐ and complete lines 24, 25, 29, and 30**			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ ☒ and complete lines 26 through 30			
	26 Capital stock, trust principal, or current funds	7,429,057.	7,030,933.	
	27 Paid-in or capital surplus, or land, bldg , and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds			
	29 **Total net assets or fund balances** (see instructions)	7,429,057.	7,030,933.	
	30 **Total liabilities and net assets/fund balances** (see instructions)	7,429,057.	7,030,933.	

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 29 (must agree with end-of-year figure reported on prior year's return)	1	7,429,057.
2	Enter amount from Part I, line 27a	2	-401,136.
3	Other increases not included in line 2 (itemize) ▶ PARTNERSHIP INCOME ADJUSTMENT	3	12,530.
4	Add lines 1, 2, and 3	4	7,040,451.
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJ & TIMING DIFF	5	9,518.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	7,030,933.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, 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	3,010,207.		2,960,389.	49,818.
b				
c				
d				
e				

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

	(i) FMV 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				49,818.
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	49,818.
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 doesn't 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))
2018	357,923.	8,654,398.	0.041357
2017	452,154.	8,422,311.	0.053685
2016	425,355.	7,916,127.	0.053733
2015	367,006.	8,335,314.	0.044030
2014	257,547.	8,292,795.	0.031057

2	**Total** of line 1, column (d)	2	0.223862
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0.044772
4	Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	8,266,479.
5	Multiply line 4 by line 3	5	370,107.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,783.
7	Add lines 5 and 6	7	371,890.
8	Enter qualifying distributions from Part XII, line 4	8	563,936.

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

3

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	1,783.
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	NONE
3	Add lines 1 and 2	3	1,783.
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	1,783.
6	Credits/Payments		
a	2019 estimated tax payments and 2018 overpayment credited to 2019 — 6a: 10,637.		
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	10,637.
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	8,854.
11	Enter the amount of line 10 to be **Credited to 2020 estimated tax** ▶ 8,854. **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 the 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 2019 or the tax year beginning in 2019? See the 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

2

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 ▶ HANCOCK WHITNEY BANK Telephone no ▶ (504)599-2191

Located at ▶ 701 POYDRAS STREET, NEW ORLEANS, LA ZIP+4 ▶ 70139-7727

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 2019, 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		X
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2019?	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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019)	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 2019?	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		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year? ☐ Yes ☒ No			

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

1 List all officers, directors, trustees, and 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
HANCOCK WHITNEY 701 Poydras Street, NEW ORLEANS, LA 70139-7727	TRUSTEE 1	88,680.	-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	8,392,364.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	8,392,364.
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	8,392,364.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	125,885.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,266,479.
6	**Minimum investment return.** Enter 5% of line 5	6	413,324.

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	413,324.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	1,783.		
b	Income tax for 2019 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,783.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	411,541.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	411,541.
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	411,541.

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	563,936.
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	563,936.
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	1,783.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	562,153.

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7					411,541.
2 Undistributed income, if any, as of the end of 2019					
a Enter amount for 2018 only				347,780.	
b Total for prior years 20____,20____,20____			NONE		
3 Excess distributions carryover, if any, to 2019					
a From 2014	NONE				
b From 2015	NONE				
c From 2016	NONE				
d From 2017	NONE				
e From 2018	NONE				
f **Total** of lines 3a through e		NONE			
4 Qualifying distributions for 2019 from Part XII, line 4 ▶ $ 563,936.					
a Applied to 2018, but not more than line 2a				347,780.	
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 2019 distributable amount					216,156.
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2019 (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 2018 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2019 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020					195,385.
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 2014 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2020** Subtract lines 7 and 8 from line 6a		NONE			
10 Analysis of line 9					
a Excess from 2015	NONE				
b Excess from 2016	NONE				
c Excess from 2017	NONE				
d Excess from 2018	NONE				
e Excess from 2019	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 2019, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	(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 ▶ [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 , to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions

a The name, address, and telephone number or email 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*				
SEE STATEMENT 23				523,280.
Total . . . . ▶ **3a**				523,280.
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	179,275.	
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	49,818.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b PARTNERSHIP INCOME			1	23.	
c ROYALTY INCOME			1	129.	
d					
e					
12 Subtotal Add columns (b), (d), and (e)				229,245.	

13 Total Add line 12, columns (b), (d), and (e) . . . 13 229,245.

(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) (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) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] | Date: 06/17/2020 | Title: AVP TRUST OFFICE

HANCOCK WHITNEY BANK

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
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AAR CORP COM	23.	23.
AES CORP COM	1,603.	1,603.
AARON'S INC	30.	30.
ABBVIE INC	1,987.	1,987.
INVESCO OPPENHEIMER INTERNATIONAL SMALL-	906.	906.
ALBEMARLE CORP	47.	47.
ALLISON	262.	262.
ALLY FINANCIAL INC	577.	577.
AMERISAFE INC	15.	15.
AMGEN INC	1,589.	1,589.
AMPHENOL CORP NEW CL A	93.	93.
APPLE COMPUTER INC COMMON STOCK	3,110.	3,110.
APPILED INDUSTRIAL TECHNOLOGIES	21.	21.
ARCBEST CORP	19.	19.
ARCHROCK INC	44.	44.
ASSOCIATED BANC CORP	493.	493.
AVNET INC	260.	260.
BB&T CORP COM	949.	949.
BANCFIRST CORP COM	112.	112.
BANK OF AMERICA CORP COM	1,268.	1,268.
BANK AMER CORP FR 3.875% DTD 07/30/2015	238.	238.
BANK OF AMERICA CORP 3.559% 04/23/2027	881.	881.
BANK OF NY MELLON CORP 2.95% 01/29/2023-	1,483.	1,483.
BECTON DICKINSON & CO	397.	397.
BEL FUSE INC CL B	13.	13.
BEST BUY INC	713.	713.
BLACKROCK INC	383.	383.
BOEING CO	536.	536.
BOISE CASCADE CO.	188.	188.
BRADY CORP	124.	124.
BRINKER INTL INC COM	460.	460.
BROADCOM INC	930.	930.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CIT GROUP INC	389.	389.
CME GROUP INC	1,444.	1,444.
CNA FINANCIAL CORP	1,554.	1,554.
CALAVO GROWERS INC	84.	84.
CALLAWAY GOLF CO	95.	95.
CARLISLE COS INC COM	163.	163.
CAUSEWAY INTERNATIONAL VALUE FUND - INST	10,160.	10,160.
CELANESE COPR DEL	296.	296.
CHEMED CORP	21.	21.
CHEMOURS CO/THE	499.	499.
CHEVRON TEXACO CORP COM	1,571.	1,571.
CISCO SYS INC	621.	621.
CITY HOLDING CO	175.	175.
THE COCA-COLA COMPANY COM	916.	916.
COMCAST CORP 3% 02/01/2024	2,262.	2,262.
COMMONWEALTH REIT 5.875% 09/15/2020-2020	3,376.	3,376.
COMMUNITY HEALTHCARE TR INC COM	53.	53.
CORESITE REALTY CORP	70.	70.
CRANE CO COMMON STOCK	78.	78.
CUBESMART LP 4.375% 12/15/2023	3,775.	3,775.
CULLEN FROST BKRS INC	199.	199.
CYPRESS SEMICONDUCTOR CORP COM	232.	232.
DIAGEO INVESTMENT CORP 2.875% 05/11/2022	440.	440.
DICK'S SPORTING GOODS	243.	243.
DIGITAL RLTY TR INC	1,563.	1,563.
DISNEY WALT	891.	891.
DOLBY LABORATORIES INC COM	45.	45.
DOMTAR CORP	105.	105.
EOG RESOURCES INC COM	34.	34.
EAST WEST BANCORP INC	146.	146.
EBIX INCORPORATED	8.	8.
EMCOR GROUP INC COM	57.	57.
EMERSON ELEC CO	827.	827.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EMPLOYERS HOLDINGS INC	60.	60.
ENBRIDGE INC	745.	745.
EVERCORE INC	342.	342.
EXPEDITORS INTL WASH INC	71.	71.
EXTRA SPACE STORAGE INC	530.	530.
EXXON MOBIL CORP COM	2,249.	2,249.
FMC CORP NEW	69.	69.
FNMA POOL 387853 3.455% 08/01/2025	1,758.	1,758.
FHLMC DUE 3.75% 03/27/2019	938.	938.
FEDERAL SIGNAL CORP	256.	256.
FNMA POOL #MA2995 4% 05/01/2047	1,547.	1,547.
FIDELITY GOVERNMENT PORT-INS #2642	5,159.	5,159.
FIDELITY NATIONAL FINANCIAL INC	503.	503.
FIRST AMERICAN FIN'L	402.	402.
FIRST FINANCIAL BANCORP	123.	123.
FIRST HORIZON NATL CORP COM	79.	79.
GENERAL ELEC CO COM	31.	31.
GE CAP CORP CORPORATE 6% 08/07/2019	2,797.	2,797.
GENTEX CORP	20.	20.
GILEAD SCIENCES INC.	295.	295.
GRAINGER W W INC	233.	233.
GROUP 1 AUTOMOTIVE	11.	11.
HCA HOLDINGS INC	202.	202.
HSBC FRONTIER MARKETS FUND - I	2,279.	2,279.
HANOVER INSURANCE GROUP, INC	2,503.	2,503.
HARRIS CORP DEL	353.	353.
HEICO CORP COM	15.	15.
HESS CORP COM	191.	191.
HILL-ROM HOLDINGS	66.	66.
HILLENBRAND INC	124.	124.
HOME DEPOT INC	2,502.	2,502.
HUNTINGTON BANCSHARES INC	244.	244.
HUNTINGTON INGALLS IND	107.	107.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HUNTSMAN CORPPORATION	598.	598.
ILLINOIS TOOL WKS INC 1.95% 03/01/2019	982.	982.
INDEPENDENT BANK	82.	82.
INNOSPEC INC	55.	55.
INSPERITY	71.	71.
INTEL CORP	146.	146.
INTUIT COM	248.	248.
J P MORGAN CHASE & CO NT	2,105.	2,105.
JOHNSON & JOHNSON	690.	690.
JOHNSON & JOHNSON 2.45% 03/01/2026	694.	694.
JOHNSON & JOHNSON SR GLBL NT 2.625% DTD	331.	331.
KB HOME COM	41.	41.
KEMET CORP	39.	39.
KEYCORP NEW	817.	817.
KFORCE INC	63.	63.
KINDER MORGAN INC	432.	432.
LTC PROPERTIES INC REAL ESTATE INVESTMEN	156.	156.
L3HARRIS TECHNOLOGIES INC	236.	236.
LAMAR ADVERTISING	1,232.	1,232.
LAMB WESTON HOLDING INC	188.	188.
LANDSTAR SYSTEMS	334.	334.
LAUDER ESTEE COS INC CL A	172.	172.
LEAR CORPORATION	321.	321.
LENNOX INTL	499.	499.
LIFE STORAGE INC	391.	391.
LILLY ELI & CO	467.	467.
LOCKHEED MARTIN CORPORATION	1,530.	1,530.
LOUISIANA PAC CORP COMMON STOCK	116.	116.
MANTECH INTERNATIONAL CORP CL A	255.	255.
MATERION CORP	47.	47.
MEDIFAST INC	31.	31.
METLIFE INC COM	1,206.	1,206.
MICROSOFT CORP	2,225.	2,225.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERATED HERMES GOV'T OBLIG FD #117 (GO	478.	478.
MORNINGSTAR INC	69.	69.
NEWELL RUBBERMAID INC COM	204.	204.
NIKE INC CL B	193.	193.
NORFOLK SOUTHERN CORPORATION	558.	558.
NORTHROP GRUMMAN CORP	143.	143.
NUCOR CORP	206.	206.
NVIDIA CORP COM	45.	45.
OGE ENERGY CORP COM	374.	374.
OFG BANCORP	85.	85.
OLD REP INTL CORP COM	177.	177.
ONEOK INC	225.	225.
ONEMAIN HOLDINGS INC	981.	981.
OTTER TAIL CORP	193.	193.
OUTFRONT MEDIA COM	301.	301.
PBF ENERGY INC - CLASS A	266.	266.
PNC BANK NA BANK NA 2.7% 11/01/2022-2022	1,374.	1,374.
PACCAR INC COM	104.	104.
PAYCHEX INC COM	1,029.	1,029.
PETMED EXPRESS INC	52.	52.
PFIZER INC	1,378.	1,378.
PHILIP MORRIS INTL INC	1,400.	1,400.
PHILLIPS 66 COM	861.	861.
PIMCO COMMODITIESPLUS STRATEGY FUND INS	3,571.	3,571.
POOL CORPORATION	586.	586.
POPULAR INC	198.	198.
PROGRESSIVE CORP OHIO	1,384.	1,384.
PRUDENTIAL FINANCIAL INC COM	1,024.	1,024.
PUBLIC SERVICE ELECTRIC 3.05% SNR SEC M	895.	895.
QUANTA SERVICES INC	27.	27.
RPC INC COM	39.	39.
RMR GROUP INC. CLASS A	333.	333.
RAVEN INDUSTRIES INC	42.	42.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
RELIANCE STEEL & ALUMINUM CO	58.	58.
ROBERT HALF INTL INC	70.	70.
ROCKWELL INTL CORP NEW	553.	553.
ROYAL DUTCH SHELL PLC SPONSORED ADR REPS	282.	282.
ROYAL GOLD INC COM	157.	157.
RUTH'S HOSPITALITY GROUP, INC.	48.	48.
S&T BANCORP	135.	135.
S&P GLOBAL INC	472.	472.
CHARLES SCHWAB CORP 3% 03/10/2025-2024	3,028.	3,028.
SIMPSON MANUFACTURING CO INC COM	9.	9.
SKYWEST	50.	50.
SONIC AUTOMOTIVE	43.	43.
SOUTHERN CAL EDISON 2.9% 03/01/2021	1,707.	1,707.
SOUTHERN CO COMMON STOCK	1,355.	1,355.
SOUTHWEST AIRLS CO	353.	353.
SPIRIT REALTY CAPITAL INC	1,303.	1,303.
STEEL DYNAMICS INC	267.	267.
STEELCASE INC CL A	98.	98.
STEWART INFORMATION SERVICES	126.	126.
SUNTRUST BANKS INC COMMON STOCK	346.	346.
SYNCHRONY	170.	170.
SYSCO CORP	1,825.	1,825.
TJX COS INC NEW	275.	275.
TERADYNE INC	54.	54.
TETRA TECH INC	30.	30.
TEXAS INSTRUMENTS, INC COMMON STOCK	948.	948.
TIVO CORP	48.	48.
TRIUMPH GROUP	3.	3.
U S BK NATL ASSN CINCINNATI OHIO MEDIUM	415.	415.
US BANCORP 3.375% 02/05/2024	847.	847.
US TREASURY 2% 02/28/2021	1,440.	1,440.
US TREASURY 1.75% 09/30/2019	1,159.	1,159.
US TREASURY 1.625% 12/31/2019	813.	813.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US TREASURY 2.25% 11/15/2025	2,425.	2,425.
US TREASURY 2% 11/30/2022	806.	806.
US TREASURY 1.75% 01/31/2023	1,236.	1,236.
US TREASURY NOTE 3.625% 02/15/2021	1,175.	1,175.
US TREASURY 1.625% 11/15/2022	1,319.	1,319.
US TREASURY 2% 11/15/2026	2,686.	2,686.
US TREASURY 2.25% 02/15/2027	2,592.	2,592.
US TREASURY 1.75% 05/15/2023	622.	622.
US TREASURY 2.75% 11/15/2023	3,677.	3,677.
US TREASURY 2.5% 05/15/2024	3,358.	3,358.
US TREASURY 2% 05/31/2021	1,561.	1,561.
US TREASURY 1.875% 05/31/2022	599.	599.
US TREASURY 1.625% 06/30/2020	885.	885.
UNITEDHEALTH GROUP INC COM	704.	704.
UNIVERSAL FOREST PRODUCTS	66.	66.
UNIVERSAL INSURANCE HOLDINGS	157.	157.
URSTADT BIDDLE	163.	163.
VALERO REFNG & MARKETING CO	1,508.	1,508.
VECTREN CORPORATION COM	116.	116.
VENTAS 2.7% 04/01/2020-2020	1,071.	1,071.
VERIZON COMMUNICATIONS COM	778.	778.
VERIZON COMMUNICATIONS INC NT 5.15% DTD	340.	340.
VERIZON COMMUNICATIONS 3.5% 11/01/2024	908.	908.
VISA INC	510.	510.
VISA INC 2.8% 12/14/2022	1,400.	1,400.
VIRTUS VONTOBEL EMERGING MKTS OPPOR-I	3,495.	3,495.
VISHAY INTERTECHNOLOGY	117.	117.
VISTRA ENERGY CORP COM	504.	504.
WD-40	26.	26.
WALMART INC STORES INC 2.65% 12/15/2024	1,982.	1,982.
WALKER & DUNLOP	490.	490.
WASTE MANAGEMENT INC 3.125% 03/01/2025	407.	407.
WEBSTER WEBSTER FINL CORP	248.	248.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WELLS FARGO & CO 3.55% 09/29/2025	2,499.	2,499.
WHITESTONE REIT	65.	65.
WILEY JOHN & SONS INC CL A	30.	30.
WILLIAMS COS INC COMMON STOCK	1,141.	1,141.
WINNEBAGO INDUSTRIES, INC.	53.	53.
WOLVERINE WORLD WIDE INC	64.	64.
WOODWARD INC	49.	49.
WYNDHAM WORLDWIDE CORP COM	402.	402.
XILINX INC COMMON STOCK	74.	74.
XPERI CORP	164.	164.
ZOETIS	43.	43.
ASSURED GUARANTY LTD	289.	289.
ACCENTURE PLC	421.	421.
JAMES RIVER GRP HLDGS	95.	95.
MARVELL TECHNOLOGY GROUP	36.	36.
MEDTRONIC PLC	1,400.	1,400.
PROM NOTE OF KATHERINE A FERNANDEZ BEAS	1,487.	1,487.
TOTAL	179,275.	179,275.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME	23.	23.
ROYALTY INCOME	129.	129.
TOTALS	152.	152.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREP FEE	750.			750.
TOTALS	750.	NONE	NONE	750.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	342.	342.
FEDERAL TAX PAYMENT - PRIOR YE	4,838.	
FEDERAL ESTIMATES - PRINCIPAL	10,637.	
FOREIGN TAXES ON QUALIFIED FOR	1,245.	1,245.
FOREIGN TAXES ON NONQUALIFIED	56.	56.
TOTALS	17,118.	1,643.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ROYALTY EXPENSE	10.	10.
REAL ESTATE EXPENSES	538.	538.
OTHER MISC EXPENSE	5.	5.
TOTALS	553.	553.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
US OBLIGATIONS	1,475,540.	1,496,388.
MORTGAGE BACKED SECURITIES	115,072.	118,454.
TOTALS	1,590,612.	1,614,842.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
COMMON STOCK	3,310,090.	5,063,371.
FOREIGN STOCK	121,031.	155,117.
MUTUAL FUNDS - FI	141,328.	132,631.
MUTUAL FUNDS - EQUITY	693,972.	691,198.
TOTALS	4,266,421.	6,042,317.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
OIL & GAS INTERESTS	C	16.	398.
PARTNERSHIP INVESTMENT	C	116,711.	97,940.
TOTALS		116,727.	98,338.

RECIPIENT NAME:
ORANGE CHRISTIAN SERVICES, INC.
ADDRESS:
2518 W. PARK AVENUE
ORANGE, TX 77630
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
JULIE ROGERS GIFT OF LIFE PROGRAM
ADDRESS:
C/O CAPITAL ONE, N.A.
NEW ORLEANS, LA 70161
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 19,895.

RECIPIENT NAME:
BUCKNER CHILDREN & FAMILY SERVICES
ADDRESS:
C/O CAPITAL ONE, N.A.
NEW ORLEANS, LA 70161
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
SOUTHEAST TEXAS NONPROFIT
ADDRESS:
C/O CAPITAL ONE, N.A.
NEW ORLEANS, LA 70161
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
501 C 3
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
VIDOR ROTARY CLUB
ADDRESS:
P.O. BOX 578
VIDOR, TX 77670
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 8,500.

RECIPIENT NAME:
BIG THICKET ASSOCIATION
ADDRESS:
700 NORTH STREET, SUITE 79
BEAUMONT, TX 77701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
501 C 3
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
HOPE CENTER FOR CRISIS PREGNANCY
ADDRESS:
3740 LAUREL
BEAUMONT, TX 77707
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
501 C 3
AMOUNT OF GRANT PAID .... 3,871.

RECIPIENT NAME:
SOUTHEAST TEXAS FOOD BANK
ADDRESS:
P.O. BOX 21012
BEAUMONT, TX 77720
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 4,800.

RECIPIENT NAME:
THE UNIVERSITY OF TEXAS HEALTH
ADDRESS:
7000 FANNIN SUITE 1200
HOUSTON, TX 77030
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
MUSCULAR DYSTROPHY ASSOCIATION
ADDRESS:
11767 KATY FREEWAY SUITE 750
HOUSTON, TX 77079
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
VIDOR INDEPENDENT SCHOOL
DISTRICT
ADDRESS:
120 E BOLIVAR
VIDOR, TEXAS 77662, TX 77662
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 57,812.

RECIPIENT NAME:
JASON ALLIANCE OF SOUTHEAST
TEXAS
ADDRESS:
1245 NOTTINGHAM LN
BEAUMONT, TX 77706
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
JUNIOR ACHIEVEMENT OF THE GOLDEN TRIANGLE
ADDRESS:
505 MILAM, SUITE 700
BEAUMONT, TX 77701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
KOUNTZE VOLUNTEER FIRE DEPARTMENT
ADDRESS:
P.O. BOX 2099
KOUNTZE, TX 77625
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
MOTHERS AGAINST DRUNK DRIVING (MADD)
ADDRESS:
700 NORTH STREET, SUITE A
BEAUMONT, TX 77701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
ORANGE COMMUNITY ACTION
ASSOCIATION
ADDRESS:
P.O. BOX 728
ORANGE, TX 77631
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
SALVATION ARMY-ORANGE
ADDRESS:
1950 MLK DRVIE
ORANGE, TX 77632
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 4,430.

RECIPIENT NAME:
SAMARITAN COUNSELING CENTER OF
SOUTHEAST TEXAS
ADDRESS:
7980 ANCHOR DRIVE, BLDG 500
PORT ARTHUR, TX 77642
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 45,822.

RECIPIENT NAME:
STABLE - SPIRIT
ADDRESS:
295 FLAMINGO STREET
ROSE CITY, TX 77662
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 9,650.

RECIPIENT NAME:
UNITED CHRISTIAN CARE CENTER OF
VIDOR, INC
ADDRESS:
P.O. BOX 487
VIDOR, TX 77670
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
CASA OF THE SABINE NECHES REGION
ADDRESS:
2120 GLORIA DRIVE
ORANGE, TX 77630
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
BRIDGES OF HOPE CHRISTIAN
WOMEN'S JOB CORPS
ADDRESS:
6220 WESTGATE DRIVE
BEAUMONT, TX 77706
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CATHOLIC CHARITIES OF SOUTHEAST
TEXAS
ADDRESS:
2780 EASTEX FREEWAY
BEAUMONT, TX 77703
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
SYMPHONY OF SOUTHEAST TEXAS
ATTN:DOUGLAS J. FAIR
ADDRESS:
4345 PHELAN, SUITE 105
BEAUMONT, TX 77707
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

TOTAL GRANTS PAID: 523,280.