Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning JUN 1, 2009, and ending MAY 31, 2010

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: WILLIAM E. SCOTT FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): 801 CHERRY STREET — Room/suite: 2000

City or town, state, and ZIP code: FORT WORTH, TX 76102

A Employer identification number: 75-6024661

B Telephone number: 817-336-2400

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

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

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

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

H Check type of organization: [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) ▶$ 17,803,810.

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).)

	Line	(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4.	4.		STATEMENT 1
	4 Dividends and interest from securities	335,827.	335,827.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	438,024.			
	b Gross sales price for all assets on line 6a 5,573,796.				
	7 Capital gain net income (from Part IV, line 2)		438,024.		
	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)				
	11 Other income	83,327.	83,327.		STATEMENT 3
	12 Total. Add lines 1 through 11	857,182.	857,182.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	12,000.	6,000.		6,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	86,326.	86,326.		0.
	b Accounting fees STMT 5	10,500.	8,000.		2,500.
	c Other professional fees STMT 6	89,689.	88,189.		1,500.
	17 Interest				
	18 Taxes STMT 7	1,182.	4,668.		0.
	19 Depreciation and depletion	658.	658.		
	20 Occupancy				
	21 Travel, conferences, and meetings	3,044.	0.		3,044.
	22 Printing and publications				
	23 Other expenses STMT 8	6,035.	6,035.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	209,434.	199,876.		13,044.
	25 Contributions, gifts, grants paid	759,000.			759,000.
	26 Total expenses and disbursements. Add lines 24 and 25	968,434.	199,876.		772,044.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<111,252.>			
	b Net investment income (if negative, enter -0-)		657,306.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	58,598.	21,863.	21,863.
	2 Savings and temporary cash investments	3,756,299.	2,712,237.	2,712,237.
	3 Accounts receivable ▶ 1,833,678.			
	Less: allowance for doubtful accounts ▶		1,833,678.	1,833,678.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	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 STMT 9	1,053,577.	803,394.	856,647.
	b Investments - corporate stock STMT 10	4,477,963.	3,950,001.	4,637,963.
	c Investments - corporate bonds STMT 11	2,373,782.	2,075,186.	2,245,438.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	3,714,820.	3,927,428.	5,495,984.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	15,435,039.	15,323,787.	17,803,810.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,205,884.	2,205,884.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	13,229,155.	13,117,903.	
	30 **Total net assets or fund balances**	15,435,039.	15,323,787.	
	31 **Total liabilities and net assets/fund balances**	15,435,039.	15,323,787.	

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	15,435,039.
2 Enter amount from Part I, line 27a	2	<111,252.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	15,323,787.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,323,787.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	5,573,796.		5,135,772.	438,024.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				438,024.

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** 438,024.

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).
If (loss), enter -0- in Part I, line 8 **3** N/A

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 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))
2008	1,021,277.	17,225,875.	.059287
2007	1,030,840.	21,078,532.	.048905
2006	968,963.	20,535,522.	.047185
2005	940,529.	17,837,852.	.052727
2004	897,302.	18,405,973.	.048751

2	Total of line 1, column (d)	2	.256855
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	.051371
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	17,638,364.
5	Multiply line 4 by line 3	5	906,100.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,573.
7	Add lines 5 and 6	7	912,673.
8	Enter qualifying distributions from Part XII, line 4	8	772,044.

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 ▶ ☐ and enter 1% of Part I, line 27b		1	13,146.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	13,146.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	13,146.
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 13,000.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	13,000.
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	146.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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 ▶ DECKER, JONES, MCMACKIN, ET AL Telephone no. ▶817-336-0361

Located at ▶801 CHERRY STREET, STE 2000, FORT WORTH, TX ZIP+4 ▶76102

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 N/A

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ 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.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
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 2009 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 2009.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

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

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |

If "Yes" to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
RAYMOND B. KELLY III 301 VIRGINIA PLACE FORT WORTH, TX 76107	PRESIDENT 8.00	12,000.	0.	0.

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

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

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

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

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

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

Total number of others receiving over $50,000 for professional services ▶ 0

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	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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	16,771,620.
b	Average of monthly cash balances	1b	146,449.
c	Fair market value of all other assets	1c	988,900.
d	**Total** (add lines 1a, b, and c)	1d	17,906,969.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	17,906,969.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	268,605.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,638,364.
6	**Minimum investment return.** Enter 5% of line 5	6	881,918.

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	881,918.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	13,146.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	13,146.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	868,772.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	868,772.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	868,772.

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	772,044.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	772,044.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	772,044.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				868,772.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005 56,392.				
c From 2006				
d From 2007 12,439.				
e From 2008 172,015.				
f Total of lines 3a through e	240,846.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 772,044.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				772,044.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	96,728.			96,728.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	144,118.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	144,118.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008 144,118.				
e Excess from 2009				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a 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 the instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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.

NONE

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

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

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

RAYMOND B. KELLY III , (817) 336-2400
801 CHERRY STREET, SUITE 2000, FORT WORTH, TX 76102

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

WRITTEN

c Any submission deadlines:

NONE

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

RECIPIENTS MUST BE LOCATED IN TEXAS, LOUISIANA, OKLAHOMA, OR NEW MEXICO.
GRANTS ARE CURRENTLY LIMITED TO FORT WORTH AND TARRANT COUNTY.

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 13				
Total			▶ 3a	759,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

923611 02-02-10

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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			14	4.	
4 Dividends and interest from securities			14	335,827.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			15	83,327.	
8 Gain or (loss) from sales of assets other than inventory			18	438,024.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		857,182.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 857,182.

(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).
	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
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

RB Kelly m — 10/13/10 — President

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ▶ ☒	Preparer's identifying number
Patrick H. Admire	10/07/10		

Firm's name (or yours if self-employed), address, and ZIP code ▶ PATRICK H. ADMIRE, C.P.A.
3430 HILLDALE ROAD; SUITE 100
FORT WORTH, TX 76116-5474

EIN ▶

Phone no. 817-735-1840

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	BANK OF AMERICA - D-1	P	VARIOUS	/ /09
b	BANK OF AMERICA - D-1	P	VARIOUS	/ /09
c	BANK OF AMERICA - D-2	P	VARIOUS	/ /09
d	BANK OF AMERICA - D-2	P	VARIOUS	/ /09
e	LITAGATION PROCEEDS	P	VARIOUS	/ /09
f	DB COMMODITY INDEX TRACKING FUND	P	VARIOUS	/ /09
g	DB COMMODITY INDEX TRACKING FUND	P	VARIOUS	/ /09
h	DB COMMODITY INDEX TRACKING FUND (SECTION 1256)	P	VARIOUS	/ /09
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

	(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	911,127.		847,723.	63,404.
b	1,390,114.		999,976.	390,138.
c	718,418.		641,796.	76,622.
d	2,491,261.		2,646,277.	<155,016.>
e	1,183.			1,183.
f	5,943.			5,943.
g	11,413.			11,413.
h	40,220.			40,220.
i	4,117.			4,117.
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				63,404.
b				390,138.
c				76,622.
d				<155,016.>
e				1,183.
f				5,943.
g				11,413.
h				40,220.
i				4,117.
j				
k				
l				
m				
n				
o				

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	438,024.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

923591
04-24-09

WILLIAM E. SCOTT FOUNDATION
CUSTODY ACCOUNT FMV FOR THE YEAR ENDING 5/31/10

DESCRIPTION OF ASSETS	Beginning Shares/Units	TAX COSTS	MARKET VALUE
STOCKS			
ACTIVISION BLIZZARD	6555	82,136.77	70,466.25
APPLE INC	650	108,756.54	166,972.00
BANK AMERICA CORP	2805	42,158.87	44,150.70
BERKSHIRE-HATHAWAY INC DEL	3000	194,647.82	211,650.00
CHUBBS CORP	2575	117,418.46	129,368.00
CITIGROUP INC	13025	42,982.50	51,579.00
COVIDIEN LTD	2900	84,306.03	122,931.00
EMERSON ELEC CO.	3355	104,185.26	155,806.20
FIDELITY NATIL FINL INC	8955	121,009.19	129,131.10
GAMESTOP CORP	4130	99,756.28	94,122.70
GOOGLE INC	175	58,154.25	84,985.25
J P MORGAN CHASE	1870	81,448.75	74,014.60
JOHNSON & JOHNSON	4185	165,510.16	243,985.50
KRAFT FOODS INC	4259	53,637.46	121,807.40
L-3 COMMUNICATIONS HLDGS INC	1480	109,263.40	122,292.40
PAYCHEX INC	4425	117,219.14	126,289.50
PHILIP MORRIS INTL INC.	5030	74,697.28	221,923.60
ST JUDE MED INC	3085	99,718.92	115,193.90
STATE STR CORP	2810	126,990.89	107,257.70
STRYKER CORP	2955	128,079.94	156,703.65
VODAFONE GROUP PLC	5530	125,807.50	111,153.00
WALL MART STORES, INC.	2535	127,055.97	128,169.60
WELLS FARGO & CO	1600	42,239.84	45,904.00
ZIMMER HLDGS INC	2195	134,347.40	122,766.35
LESS PENDING SALES		(1,455,145.43)	(1,833,677.93)
Total Stocks		**986,383.19**	**1,124,945.47**
BONDS			
MATTEL INC	50000	46,537.50	52,775.00
Total Bonds		**46,537.50**	**52,775.00**
GOVERNMENT AND AGENCY			
US TREAS NT. 5.75% 8/15/10	100000	100,203.10	101,145.00
Total Government & Agency		**100,203.10**	**101,145.00**
COMMODITIES			
SPDR GOLD TR	1110	113,445.21	131,957.91
Total Commodities		**113,445.21**	**131,957.91**

ATTACHMENT I

WILLIAM E. SCOTT FOUNDATION
CUSTODY ACCOUNT FMV FOR THE YEAR ENDING 5/31/10

DESCRIPTION OF ASSETS	Beginning Shares/Units	TAX COSTS	MARKET VALUE
CASH EQUIVALENTS			
COLUMBIA TREAS.RESERVES (MM FUNDS)		2,331,087.55	2,553,087.55
Total Cash Equivalents		**2,331,087.55**	**2,553,087.55**
GRAND TOTALS		**3,577,656.55**	**3,963,910.93**

Agency Account FMV for Year Ending 5/31/10
William E. Scott Foundation

DESCRIPTION OF ASSETS	Beginning Shares/Units	TAX COSTS	MARKET VALUE
STOCKS			
ABBOTT LABS	1500	78,081.65	71,340.00
ADOBE SYS INC.	300	7,022.13	9,624.00
ALPHA NAT RES INC	500	25,718.85	19,185.00
AMAZON COM INC.	500	66,044.85	62,730.00
AMERICAN TOWER CORP	500	21,763.70	20,265.00
AMGEN INC	6000	28,464.00	31,068.00
AMPHENOL CORP	1000	43,825.00	42,400.00
APACHE CORP	1000	78,635.00	89,540.00
APPLE	500	99,446.25	128,440.00
AT&T INC	2700	66,236.40	65,610.00
AVON PRODUCTS INC.	2000	72,666.55	52,980.00
AXIS CAP HLDGS LTD	1000	26,398.95	30,400.00
CHEVRON CORP	1000	77,515.00	73,870.00
CISCO SYS INC	2500	59,284.00	57,900.00
CLOROX CO	500	31,261.85	31,410.00
DIRECTV	500	17,346.40	18,845.00
DISCOVER FINL SVCS	2500	36,975.20	33,625.00
DISNEY WALT CO	1500	45,920.97	50,130.00
DOVER CORP	500	20,537.50	22,445.00
EMC CORP	4100	40,684.30	76,342.00
EXELON CORP	600	32,640.00	23,160.00
EXXON MOBIL CORP.	1500	1,684.38	90,690.00
FIFTH THIRD BANCORP	1500	20,098.65	19,500.00
FLOWSERVE CORP	500	49,229.40	47,550.00
GENERAL ELECTRIC	1700	2,396.65	27,795.00
GENERAL MLS INC	500	36,412.75	35,615.00
GILEAD SCIENCES INC	700	30,704.60	25,144.00
GOLDMAN SACHS GROUP INC	500	40,507.25	72,130.00
HEWLETT PACKARD CO	1900	55,176.00	87,419.00
INTERNATIONAL BUSINESS MACHINES	1000	78,445.40	125,260.00
J P MORGAN CHASE	2300	103,396.35	91,034.00
LABORATORY CORP AMER HLDGS	600	42,600.76	45,366.00
LOWES COS INC	2500	50,243.30	61,875.00
MCKESSON CORP	1000	39,435.00	70,000.00
MEDCO HLTH SOULUTIONS INC	500	32,227.30	28,825.00
MICROSOFT CORP.	4700	8,499.69	121,260.00
MYLAN INC	3000	56,620.80	58,320.00
NABORS INDS INC	1500	33,607.50	28,545.00
NAVISTAR INTL CORP	500	17,761.10	27,090.00
NOBLE CORP	500	20,751.70	14,535.00
NORDSTROM INC	2000	49,687.15	79,400.00
PACKAGING CORP AMER	1500	27,308.20	33,210.00
PARKER HANNIFIN CORP	1000	54,604.50	61,460.00
OCCIDENTAL PETE CORP DEL	1000	61,485.00	82,510.00
PEPISCO INC	1000	60,470.30	62,890.00
PHILIP MORRIS INTL INC	2500	109,976.00	110,300.00
PNC FINL SVCS GROUP INC	900	44,623.78	56,475.00
PRICE T ROWE GROUP INC	500	26,531.75	24,760.00
PRINCIPAL FINL GROUP INC	1500	36,060.90	40,785.00
PROCTOR & GAMBLE CO	1500	94,863.75	91,635.00
PRUDENTIAL FINL INC	1000	50,578.70	57,710.00
QUESTAR CORP	1000	43,576.90	44,860.00
SEMPRA ENERGY	1000	55,728.50	46,000.00
SOUTHWESTERN ENERGY CO.	1000	31,012.80	37,610.00
STAPLES INC.-RETAIL	1500	36,235.65	32,280.00
TARGET CORP	500	26,404.90	27,265.00
TEXAS INSTRUMENTS INC.	2600	67,377.40	63,492.00
THERMO FISHER SCEINTIFIC CORP	1200	59,573.00	62,472.00

Agency Account FMV for Year Ending 5/31/10
William E. Scott Foundation

DESCRIPTION OF ASSETS	Beginning Shares/Units	TAX COSTS	MARKET VALUE
TJX COS INC	1000	42,087.30	45,460.00
TYCO INTL LTD	1500	53,152.50	54,285.00
UNITED PARCEL SVC INC	500	26,146.95	31,380.00
UNITED TECHNOLOGIES CORP	1800	53,091.00	121,284.00
US BANKCORP DEL	2700	74,709.00	64,692.00
WELLS FARGO & CO	3000	82,065.00	86,070.00
TOTAL STOCKS		2,963,618.06	3,507,547.00
MUTUAL FUNDS			
COLUMBIA ACORN INTERNATIONAL FUND CL Z	5873.14	150,000.00	191,405.63
COLUMBIA MID CAP GROWTH FUND	26420.079	400,000.00	559,577.27
COLUMBIA MID CAP VALUE FUND	35087.719	300,000.00	400,000.00
COLUMBIA SMALL CAP GROWTH I FUND	16825.575	300,000.00	433,258.56
ISHARES RUSSELL 2000 VALUE INDEX FUND	7000	318,150.00	437,990.00
ISHARES INC MSCI AUSTRALIA INDEX FUND	5500	123,475.00	110,605.00
ISHARES INC MSCI CDS INDEX	4500	124,650.00	117,765.00
ISHARES MSCI SINGAPORE INDEX FUND	10500	121,642.50	115,605.00
ISHARES INC MSCI BRAZIL FREE INDEX FUND	1500	102,239.55	95,280.00
ISHARES MSCI SOUTH KOREA INDEX FUND	2500	124,075.00	110,000.00
ISHR MSCI HONG KONG INDEX FUND	8000	122,400.00	118,240.00
VANGUARD INTL EQUITY INDEX FDS	23500	692,310.00	897,700.00
Total Mutual Funds		2,878,942.05	3,587,426.46
GOVERNMENT BONDS			
FD NATL LN MTG ASSN 12/15/10 4.75%	100000	100,118.10	102,438.00
FD HOME LN MTG CORP 07/15/12 5.125%	400000	407,791.20	434,876.00
US TREAS NTG 8/15/03 4.25% 8/15/13	200000	195,281.25	218,188.00
Total Government Bonds		703,190.55	755,502.00
CORPORATE BONDS			
BERKSHIRE HATHAWAY FIN CORP.	200000	196,016.00	218,800.00
CITIGROUP, INC.	200000	194,664.00	195,304.00
CONSOLIDATED EDISON CO NY INC.	100000	98,296.00	107,839.00
CREDIT SUISSE FIRST BOSTON USA INC	100000	99,659.00	107,208.00
GEN ELEC. CAP CORP 2/01/13	200000	199,308.00	214,104.00
SBC COMMUNICATIONS INC. 2/01/12	200000	198,472.00	214,370.00
SBC COMMUNICATIONS INC. 6/15/16	200000	202,466.00	221,602.00
SBC COMMUNICATIONS INC. 9/15/14	100000	98,384.00	109,574.00
UNITED TECHNOLOGIES CORP 5/01/15	200000	199,264.00	221,332.00
WAL-MART STORES INC	200000	194,758.00	215,856.00
WELLS FARGO & CO	100000	100,361.00	104,249.00
WELLS FARGO & CO	250000	247,000.00	262,425.00
Total Corporate Bonds		2,028,648.00	2,192,663.00
COMMODITIES			
PIMCO COMMODITY REALRETURN STRATEGY FUND	37783.375	300,000.00	282,619.65
POWERSHARES DB COMMODITY INDX TRACKING	23000	555,586.00	505,080.00
Total Commodities		855,586.00	787,699.65
BANK OF AMERICA - MONEY MARKET		381,149.57	381,149.57
GRAND TOTALS		9,811,134.23	11,211,987.68

ATTACHMENT II

FROM 06/01/2009
TO 05/31/2010

BANK OF AMERICA, NA
STATEMENT OF CAPITAL GAINS AND LOSSES
CUST WILLIAM E SCOTT FDN

RUN 06/22/2010
01:19.02 PM

TRUST YEAR ENDING 05/31/2010

TAX PREPARER 822
TRUST ADMINISTRATOR. 104
INVESTMENT OFFICER. 990

LEGEND· F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
275 0000 APPLE COMPUTER INC - 037833100 - MINOR = 3101						
SOLD		10/20/2009	54687.90			
ACQ	275.0000	02/17/2008	54687.90	37959.21	16728 69	LT15
325.0000 APPLE COMPUTER INC - 037833100 - MINOR = 3101						
SOLD		05/28/2010	84099.83			
ACQ	325 0000	12/18/2009	84099.83	63055.88	21043 95	ST
1150.0000 BERKSHIRE HATHAWAY INC DEL NEW CL B COM - 084670702 - MINOR = 3101						
SOLD		05/28/2010	82054.21			
ACQ	1150.0000	11/19/2009	82054 21	79057 97	2996.24	ST
775.0000 BERKSHIRE HATHAWAY INC DEL NEW CL B COM - 084670702 - MINOR = 3101						
SOLD		05/28/2010	55297.41			
ACQ	775 0000	07/28/2009	55297.41	48422.78	6874.63	ST
2575 0000 CHUBB CORP - 171232101 - MINOR = 3101						
SOLD		05/28/2010	130374 93			
ACQ	2575 0000	07/30/2009	130374 93	117418.46	12956.47	ST
13025 0000 CITIGROUP INC - 172967101 - MINOR = 3101						
SOLD		05/28/2010	51513 00			
ACQ	13025 0000	12/18/2009	51513 00	42982 50	8530 50	ST
315.0000 EMERSON ELEC CO - 291011104 - MINOR = 3101						
SOLD		05/28/2010	14727.32			
ACQ	315 0000	10/10/2008	14727 32	9834.30	4893 02	LT15
1365 0000 EMERSON ELEC CO - 291011104 - MINOR = 3101						
SOLD		05/28/2010	63818 41			
ACQ	1365 0000	04/16/1999	63818.41	42364 82	21453 59	LT15
3285 0000 FIDELITY NATL FINL INC NEW CL A COM - 31620R105 - MINOR = 3101						
SOLD		05/28/2010	47572 56			
ACQ	3285 0000	11/19/2009	47572.56	44942 74	2629 82	ST
270 0000 FIDELITY NATL FINL INC NEW CL A COM - 31620R105 - MINOR = 3101						
SOLD		05/28/2010	3910 07			
ACQ	270 0000	06/23/2009	3910.07	3622.21	287 86	ST
2435 0000 GAMESTOP CORP CL A COM - 36467W109 - MINOR = 3101						
SOLD		05/28/2010	55492 71			
ACQ	2435.0000	08/04/2009	55492.71	59365 79	-3873 08	ST
1695 0000 GAMESTOP CORP CL A COM - 36467W109 - MINOR = 3101						
SOLD		05/28/2010	38628 39			
ACQ	1695.0000	08/31/2009	38628.39	40390 49	-1762 10	ST
585 0000 JOHNSON & JOHNSON - 478160104 - MINOR = 31001						
SOLD		05/28/2010	34286.27			
ACQ	585 0000	11/14/2003	34286.27	30289 66	3996.61	LT15
2000 0000 JOHNSON & JOHNSON - 478160104 - MINOR = 31001						
SOLD		05/28/2010	117218 02			
ACQ	2000.0000	02/11/2000	117218.02	77622.50	39595.52	LT15
1600.0000 JOHNSON & JOHNSON - 478160104 - MINOR = 31001						
SOLD		05/28/2010	93774 41			
ACQ	1600 0000	02/29/2000	93774.41	57598.00	36176.41	LT15
1640.0000 KRAFT FOODS INC CL A COM - 50075N104 - MINOR = 31001						
SOLD		05/28/2010	47193.97			
ACQ	1640 0000	10/10/2008	47193.97	44296.40	2897.57	LT15
542 9280 KRAFT FOODS INC CL A COM - 50075N104 - MINOR = 31001						
SOLD		05/28/2010	15623.74			
ACQ	542.9280	02/22/1990	15623 74	2408 09	13215 65	LT15
830.4290 KRAFT FOODS INC CL A COM - 50075N104 - MINOR = 31001						
SOLD		05/28/2010	23897 10			
ACQ	830 4290	04/12/1989	23897.10	2851.86	21045.24	LT15
1245.6430 KRAFT FOODS INC CL A COM - 50075N104 - MINOR = 31001						
SOLD		05/28/2010	35845 63			
ACQ	1245 6430	03/10/1989	35845 63	4081 11	31764 52	LT15
105 0000 L-3 COMMUNICATIONS CORP - 502424104 - MINOR = 3101						
SOLD		05/28/2010	8750 91			
ACQ	105.0000	10/10/2008	8750 91	8353 80	397 11	LT15
1375 0000 L-3 COMMUNICATIONS CORP - 502424104 - MINOR = 3101						
SOLD		05/28/2010	114595 23			
ACQ	1375.0000	06/12/2006	114595.23	100909 60	13685 63	LT15
1700 0000 PAYCHEX INC - 704326107 - MINOR = 3101						
SOLD		05/28/2010	48857.17			
ACQ	1700 0000	07/30/2009	48857 17	45033 34	3823 83	ST
380 0000 PHILIP MORRIS INTL INC COM - 718172109 - MINOR = 3101						
SOLD		05/28/2010	16871.22			
ACQ	380 0000	08/25/2008	16871.22	20929.18	-4057.96	LT15
865.0000 PHILIP MORRIS INTL INC COM - 718172109 - MINOR = 3101						
SOLD		05/28/2010	38404 23			
ACQ	865.0000	10/10/2008	38404 23	32973.80	5430.43	LT15
785.0000 PHILIP MORRIS INTL INC COM - 718172109 - MINOR = 3101						
SOLD		05/28/2010	34852.39			
ACQ	785 0000	02/22/1990	34852.39	5362 99	29489 40	LT15
1200 0000 PHILIP MORRIS INTL INC COM - 718172109 - MINOR = 3101						
SOLD		05/28/2010	53277.54			
ACQ	1200 0000	04/12/1989	53277.54	6347 63	46929.91	LT15
1800.0000 PHILIP MORRIS INTL INC COM - 718172109 - MINOR = 3101						
SOLD		05/28/2010	79916.30			
ACQ	1800.0000	03/10/1989	79916.30	9083.68	70832 62	LT15
985.0000 S&P DEPOSITARY RECEIPTS SERIES 1 - 78462F103 - MINOR = 2511						
SOLD		10/05/2009	101480 36			
ACQ	985 0000	10/16/2008	101480.36	90087 02	11393.34	ST

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TAX PREPARER 822
TRUST ADMINISTRATOR 104
INVESTMENT OFFICER. 990

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
1005 0000 S&P DEPOSITARY RECEIPTS SERIES 1 - 78462F103 - MINOR = 2511						
SOLD		10/05/2009	103540.88			
ACQ	1005 0000	11/12/2008	103540.88	86165 69	17375 19	ST
1045 0000 S&P DEPOSITARY RECEIPTS SERIES 1 - 78462F103 - MINOR = 2511						
SOLD		10/05/2009	107661 90			
ACQ	1045 0000	09/21/2008	107661.90	80273 26	27388 64	LT15
1 0000 SPDR GOLD TR GOLD SHS - 78463V107 - MINOR = 2511						
SOLD		06/30/2009	21.51			
ACQ	1 0000	02/23/2009	21 51	22.28	-0 77	ST
1.0000 SPDR GOLD TR GOLD SHS - 78463V107 - MINOR = 2511						
SOLD		07/31/2009	21.57			
ACQ	1.0000	02/23/2009	21.57	23 05	-1.48	ST
1.0000 SPDR GOLD TR GOLD SHS - 78463V107 - MINOR = 2511						
SOLD		08/31/2009	22.63			
ACQ	1.0000	02/23/2009	22 63	23.87	-1 24	ST
1 0000 SPDR GOLD TR GOLD SHS - 78463V107 - MINOR = 2511						
SOLD		09/30/2009	25 03			
ACQ	1 0000	02/23/2009	25.03	25 22	-0 19	ST
1.0000 SPDR GOLD TR GOLD SHS - 78463V107 - MINOR = 2511						
SOLD		10/31/2009	23.91			
ACQ	1 0000	02/23/2009	23.91	22 90	1.01	ST
1 0000 SPDR GOLD TR GOLD SHS - 78463V107 - MINOR = 2511						
SOLD		11/30/2009	25 64			
ACQ	1 0000	02/23/2009	25.64	23 46	2 18	ST
1 0000 SPDR GOLD TR GOLD SHS - 78463V107 - MINOR = 2511						
SOLD		11/30/2009	12 82			
ACQ	1 0000	11/19/2009	12 82	13 38	-0 56	ST
1 0000 SPDR GOLD TR GOLD SHS - 78463V107 - MINOR = 2511						
SOLD		12/31/2009	25.82			
ACQ	1 0000	02/23/2009	25.82	21.29	4 53	ST
1 0000 SPDR GOLD TR GOLD SHS - 78463V107 - MINOR = 2511						
SOLD		12/31/2009	12.91			
ACQ	1 0000	11/19/2009	12 91	12 13	0 78	ST
1000.0000 ST JUDE MED INC - 790849103 - MINOR = 3101						
SOLD		05/28/2010	37559 36			
ACQ	1000 0000	06/14/2006	37559.36	32323 80	5235 56	LT15
1760.0000 STATE STREET CORP - 857477103 - MINOR = 3101						
SOLD		05/28/2010	67715 38			
ACQ	1760 0000	04/14/2010	67715.38	83529 60	-15814.22	ST
1050 0000 STATE STREET CORP - 857477103 - MINOR = 3101						
SOLD		05/28/2010	40398 38			
ACQ	1050.0000	12/18/2009	40398.38	43461.29	-3062.91	ST
1475 0000 STRYKER CORP - 863667101 - MINOR = 3101						
SOLD		05/28/2010	78525.16			
ACQ	1475 0000	06/08/2006	78525.16	64519.45	14005.71	LT15
1200.0000 WAL MART STORES INC - 931142103 - MINOR = 3101						
SOLD		05/28/2010	61006 97			
ACQ	1200.0000	03/18/2005	61006.97	62615.52	-1608 55	LT15
1335.0000 WAL MART STORES INC - 931142103 - MINOR = 3101						
SOLD		05/28/2010	67870.25			
ACQ	1335 0000	12/01/2005	67870.25	64440 45	3429.80	LT15
100000 0000 WAL-MART STORES BOND - 931142BE2 - MINOR = 0230						
SOLD		08/10/2009	100000.00			
ACQ	100000 0000	12/29/1999	100000 00	97792 00	2208 00	LT15
800 0000 ZIMMER HLDGS INC COM - 98956P102 - MINOR = 3101						
SOLD		05/28/2010	44958 27			
ACQ	800.0000	04/27/2006	44958.27	50365 52	-5407 25	LT15
850 0000 COVIDIEN LTD PLC COM - G2554F105 - MINOR = 3162						
SOLD		05/28/2010	36259.53			
ACQ	850 0000	11/22/1999	36259.53	46394.19	-10134 66	LT15
81.2500 COVIDIEN LTD PLC COM - G2554F105 - MINOR = 3162						
SOLD		05/28/2010	3465 99			
ACQ	81 2500	01/18/2002	3465.99	4404 46	-938 47	LT15
118 7500 COVIDIEN LTD PLC COM - G2554F105 - MINOR = 3162						
SOLD		05/28/2010	5065.67			
ACQ	118.7500	02/05/2002	5065.67	3580 70	1484 97	LT15
		TOTALS	2301240 81	[illegible]		

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
SUBTOTAL FROM ABOVE	63403 78	0.00	390137 71	0 00	0.00	0 00*
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIVIDENDS	0 00	0.00	497 63			0 00
	63403 78	0.00	390635.34	0 00	0 00	0 00

Statement D-1

FROM 06/01/2009
TO 05/31/2010

BANK OF AMERICA, NA
STATEMENT OF CAPITAL GAINS AND LOSSES
CUST WILLIAM E SCOTT FDN

RUN 06/22/2010
01 19 02 PM

TRUST YEAR ENDING 05/31/2010

TAX PREPARER 822
TRUST ADMINISTRATOR. 104
INVESTMENT OFFICER 990

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
STATE						
SUBTOTAL FROM ABOVE	63403.78	0 00	390137.71	0.00	0 00	0.00*
COMMON TRUST FUND	0.00	0 00	0 00			0.00
CAPITAL GAIN DIVIDENDS	0 00	0 00	497.63			0 00
	63403 78	0 00	390635.34	0.00	0 00	0 00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0.00	0 00
TEXAS	N/A	N/A

Statement D-1

TAX PREPARER 822
TRUST ADMINISTRATOR 104
INVESTMENT OFFICER 103

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
1000 0000 AT&T INC - 00206R102 - MINOR = 3101						
SOLD		03/12/2010	25449.68			
ACQ	1000 0000	12/21/2005	25449.68	24532 00	917 68	LT15
1500 0000 ADOBE SYS INC - 00724F101 - MINOR = 3101						
SOLD		12/21/2009	55959.96			
ACQ	1500 0000	02/14/2008	55959.96	52545.00	3414 96	LT15
500 0000 ADOBE SYS INC - 00724F101 - MINOR = 3101						
SOLD		03/12/2010	17554.73			
ACQ	500.0000	10/24/2008	17554.73	11703.55	5851.18	LT15
300.0000 AMAZON COM INC - 023135106 - MINOR = 3101						
SOLD		12/21/2009	39903 47			
ACQ	300.0000	10/23/2007	39903.47	28596 00	11307 47	LT15
100.0000 AMGEN INC - 031162100						
SOLD		12/21/2009	5687.35			
ACQ	100 0000	10/24/2008	5687 35	5505 74	181.61	LT15
400.0000 AMGEN INC - 031162100						
SOLD		12/21/2009	22749.41			
ACQ	400.0000	10/10/2008	22749.41	18976.00	3773.41	LT15
500 0000 APOLLO GROUP INC CL A - 037604105 - MINOR = 3101						
SOLD		04/21/2010	32767 80			
ACQ	500 0000	12/21/2009	32767 80	28947 50	3820 30	ST
500 0000 AUTODESK INC (DEL) - 052769106 - MINOR = 3101						
SOLD		12/21/2009	12512.48			
ACQ	500 0000	02/14/2008	12512 48	19403 35	-6890 87	LT15
600 0000 AUTODESK INC (DEL) - 052769106 - MINOR = 3101						
SOLD		12/21/2009	15014.97			
ACQ	600 0000	09/25/2006	15014 97	21614 40	-6599 43	LT15
100.0000 AUTODESK INC (DEL) - 052769106 - MINOR = 3101						
SOLD		12/21/2009	2502.49			
ACQ	100 0000	10/24/2008	2502 49	2171.75	330.74	LT15
500 0000 AVON PRODS INC - 054303102 - MINOR = 3101						
SOLD		12/21/2009	15970.29			
ACQ	500 0000	10/23/2007	15970.29	18418 75	-2448 46	LT15
2000 0000 CIGNA CORP - 125509109 - MINOR = 3101						
SOLD		12/21/2009	74823.27			
ACQ	2000 0000	05/14/2009	74823 27	43870 00	30953 27	ST
1500 0000 CELANESE CORP DEL SER A COM - 150870103 - MINOR = 3101						
SOLD		04/21/2010	49725.51			
ACQ	1500.0000	12/21/2009	49725 51	48360 30	1365 21	ST
500.0000 CHEVRONTEXACO CORP COM - 166764100						
SOLD		03/12/2010	36858.03			
ACQ	500 0000	12/21/2009	36858.03	38757 50	-1899 47	ST
16074 4870 COLUMBIA INTERNATIONAL VALUE FUND CLASS Z SHARES - 19765H586 - MINOR = 3562						
SOLD		04/27/2010	225364.31			
ACQ	16074.4870	05/09/2001	225364.31	294645.35	-69281 04	LT15
118.3190 COLUMBIA INTERNATIONAL VALUE FUND CLASS Z SHARES - 19765H586 - MINOR = 3562						
SOLD		04/27/2010	1658.83			
ACQ	118.3190	11/16/2000	1658.83	2134.48	-475 65	LT15
26 2630 COLUMBIA INTERNATIONAL VALUE FUND CLASS Z SHARES - 19765H586 - MINOR = 3562						
SOLD		04/27/2010	368.21			
ACQ	26 2630	11/16/2000	368 21	473.78	-105.57	LT15
5263 9150 COLUMBIA INTERNATIONAL VALUE FUND CLASS Z SHARES - 19765H586 - MINOR = 3562						
SOLD		04/27/2010	73800.09			
ACQ	5263 9150	06/18/2008	73800 09	94382 00	-20581 91	LT15
290 5730 COLUMBIA INTERNATIONAL VALUE FUND CLASS Z SHARES - 19765H586 - MINOR = 3562						
SOLD		04/27/2010	4073.83			
ACQ	290.5730	06/18/2008	4073 83	5209 97	-1136.14	LT15
198.0120 COLUMBIA INTERNATIONAL VALUE FUND CLASS Z SHARES - 19765H586 - MINOR = 3562						
SOLD		04/27/2010	2776 13			
ACQ	198.0120	05/18/2000	2776 13	3492 94	-716 81	LT15
192 1050 COLUMBIA INTERNATIONAL VALUE FUND CLASS Z SHARES - 19765H586 - MINOR = 3562						
SOLD		04/27/2010	2693.31			
ACQ	192 1050	05/18/2000	2693.31	3388 74	-695 43	LT15
19875 0710 COLUMBIA INTERNATIONAL VALUE FUND CLASS Z SHARES - 19765H586 - MINOR = 3562						
SOLD		04/27/2010	278648 50			
ACQ	19875 0710	06/13/2001	278648 50	350000.00	-71351 50	LT15
91 6070 COLUMBIA INTERNATIONAL VALUE FUND CLASS Z SHARES - 19765H586 - MINOR = 3562						
SOLD		04/27/2010	1284.33			
ACQ	91 6070	05/20/2002	1284 33	1562.82	-278 49	LT15
136 2090 COLUMBIA INTERNATIONAL VALUE FUND CLASS Z SHARES - 19765H586 - MINOR = 3562						
SOLD		04/27/2010	1909 65			
ACQ	136 2090	05/20/2002	1909 65	2323 73	-414 08	LT15
119.1340 COLUMBIA INTERNATIONAL VALUE FUND CLASS Z SHARES - 19765H586 - MINOR = 3562						
SOLD		04/27/2010	1670 26			
ACQ	119 1340	11/07/1999	1670 26	1987.15	-316.89	LT15
43.6980 COLUMBIA INTERNATIONAL VALUE FUND CLASS Z SHARES - 19765H586 - MINOR = 3562						
SOLD		04/27/2010	612 65			
ACQ	43.6980	11/09/1999	612.65	728 88	-116.23	LT15
53 9380 COLUMBIA INTERNATIONAL VALUE FUND CLASS Z SHARES - 19765H586 - MINOR = 3562						
SOLD		04/27/2010	756 21			
ACQ	53 9380	05/07/1999	756 21	874 88	-118 67	LT15
10.7880 COLUMBIA INTERNATIONAL VALUE FUND CLASS Z SHARES - 19765H586 - MINOR = 3562						
SOLD		04/27/2010	151 25			
ACQ	10 7880	05/07/1999	151.25	174 98	-23 73	LT15

BANK OF AMERICA, NA
STATEMENT OF CAPITAL GAINS AND LOSSES
IM WILLIAM E SCOTT FOUNDATION

FROM 06/01/2009
TO 05/31/2010

RUN 06/22/2010
01 23 39 PM

TRUST YEAR ENDING 05/31/2010

TAX PREPARER 822
TRUST ADMINISTRATOR. 104
INVESTMENT OFFICER 103

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
771 9590 COLUMBIA INTERNATIONAL VALUE FUND CLASS Z SHARES - 19765H586 - MINOR = 3562						
SOLD		04/27/2010	10822.86			
ACQ	771 9590	11/14/2001	10822 86	12027 12	-1204 26	LT15
97.5350 COLUMBIA INTERNATIONAL VALUE FUND CLASS Z SHARES - 19765H586 - MINOR = 3562						
SOLD		04/27/2010	1367 44			
ACQ	97 5350	11/14/2001	1367 44	1519 59	-152 15	LT15
53.7940 COLUMBIA INTERNATIONAL VALUE FUND CLASS Z SHARES - 19765H586 - MINOR = 3562						
SOLD		04/27/2010	754 19			
ACQ	53 7940	11/24/1998	754.19	742 90	11.29	LT15
270 5530 COLUMBIA INTERNATIONAL VALUE FUND CLASS Z SHARES - 19765H586 - MINOR = 3562						
SOLD		04/27/2010	3793.15			
ACQ	270 5530	11/24/1998	3793.15	3736 34	56 81	LT15
7283 3210 COLUMBIA INTERNATIONAL VALUE FUND CLASS Z SHARES - 19765H586 - MINOR = 3562						
SOLD		04/27/2010	102112 16			
ACQ	7283 3210	06/12/1998	102112 16	100000 00	2112.16	LT15
.2820 COLUMBIA INTERNATIONAL VALUE FUND CLASS Z SHARES - 19765H586 - MINOR = 3562						
SOLD		04/27/2010	3.95			
ACQ	2820	11/19/2002	3 95	3 66	0.29	LT15
319.6400 COLUMBIA INTERNATIONAL VALUE FUND CLASS Z SHARES - 19765H586 - MINOR = 3562						
SOLD		04/27/2010	4481.35			
ACQ	319 6400	12/19/2008	4481.35	3730 20	751 15	LT15
1592 3040 COLUMBIA INTERNATIONAL VALUE FUND CLASS Z SHARES - 19765H586 - MINOR = 3562						
SOLD		04/27/2010	22324.11			
ACQ	1592 3040	12/19/2008	22324 11	18582 19	3741 92	LT15
500.0000 COMCAST CORP CL A COM - 20030N101 - MINOR = 3101						
SOLD		12/21/2009	8712 27			
ACQ	500 0000	10/10/2008	8712 27	7522 90	1189 37	LT15
1500 0000 COMCAST CORP CL A COM - 20030N101 - MINOR = 3101						
SOLD		03/12/2010	26002 32			
ACQ	1500 0000	10/10/2008	26002.32	22568 70	3433 62	LT15
4000.0000 CORNING INC - 219350105 - MINOR = 3101						
SOLD		12/21/2009	75538 05			
ACQ	4000 0000	05/14/2009	75538 05	56340.00	19198 05	ST
500.0000 DEAN FOODS CO NEW COM - 242370104 - MINOR = 3101						
SOLD		12/21/2009	8817 27			
ACQ	500 0000	09/12/2008	8817.27	11989.10	-3171 83	LT15
1500.0000 DEAN FOODS CO NEW COM - 242370104 - MINOR = 3101						
SOLD		03/12/2010	23654 70			
ACQ	1500 0000	09/12/2008	23654 70	35967.30	-12312 60	LT15
500.0000 DEAN FOODS CO NEW COM - 242370104 - MINOR = 3101						
SOLD		03/12/2010	7884 90			
ACQ	500 0000	05/14/2009	7884 90	9217.50	-1332.60	ST
500 0000 DIRECTV CL A COM - 25490A101 - MINOR = 3101						
SOLD		01/25/2010	15436 70			
ACQ	500.0000	12/21/2009	15436 70	16999 70	-1563.00	ST
500 0000 DUN & BRADSTREET CORP DEL NEW COM - 26483E100 - MINOR = 3101						
SOLD		12/21/2009	41312 89			
ACQ	500 0000	02/01/2007	41312 89	42658 75	-1345 86	LT15
500.0000 E M C CORP MASS - 268648102 - MINOR = 5010						
SOLD		12/21/2009	8782 27			
ACQ	500 0000	05/14/2009	8782 27	5962 50	2819 77	ST
1000 0000 E M C CORP MASS - 268648102 - MINOR = 5010						
SOLD		03/12/2010	18794 76			
ACQ	1000.0000	05/14/2009	18794 76	11925 00	6869.76	ST
500 0000 EOG RESOURCES INC - 26875P101 - MINOR = 3101						
SOLD		12/21/2009	47403 18			
ACQ	500 0000	05/14/2009	47403.18	35667 45	11735.73	ST
500.0000 ENTERGY CORP NEW COM - 29364G103 - MINOR = 3101						
SOLD		06/26/2009	38567 51			
ACQ	500 0000	02/01/2007	38567 51	46302 15	-7734 64	LT15
CHANGED 06/22/10 SSG ***FOUND UPDATE***						
100.0000 ENTERGY CORP NEW COM - 29364G103 - MINOR = 3101						
SOLD		06/26/2009	7713 50			
ACQ	100 0000	10/24/2008	7713 50	7444 16	269 34	ST
CHANGED 06/22/10 SSG ***FOUND UPDATE***						
500 0000 EXELON CORP COM - 30161N101 - MINOR = 3101						
SOLD		12/21/2009	24682 86			
ACQ	500 0000	12/21/2005	24682 86	27200.00	-2517 14	LT15
600 0000 EXPRESS SCRIPTS INC CL A - 302182100 - MINOR = 3101						
SOLD		12/21/2009	52453 71			
ACQ	600.0000	08/07/2007	52453 71	32100.36	20353 35	LT15
500 0000 FPL GROUP INC - 302571104 - MINOR = 3101						
SOLD		03/12/2010	23528 85			
ACQ	500 0000	10/23/2007	23528 85	30785 80	-7256 95	LT15
500.0000 FPL GROUP INC - 302571104 - MINOR = 3101						
SOLD		03/12/2010	23528 85			
ACQ	500.0000	05/14/2009	23528 85	27576 90	-4048 05	ST
250000 0000 FEDERAL HOME LN MTG CORP 4% 12/15/2009 - 3134A4UW2 - MINOR = 0202						
SOLD		12/15/2009	250000 00			
ACQ	250000 0000	12/29/2004	250000 00	250183.00	-183 00	LT15
200000.0000 GTE NORTH INC NOTE - 362337AJ6 - MINOR = 0230						
SOLD		02/15/2010	200000 00			
ACQ	200000 0000	08/18/1998	200000 00	200804 00	-804 00	LT15

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FROM 06/01/2009
TO 05/31/2010

BANK OF AMERICA, NA
STATEMENT OF CAPITAL GAINS AND LOSSES
IM WILLIAM E SCOTT FOUNDATION

RUN 06/22/2010
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TRUST YEAR ENDING 05/31/2010

TAX PREPARER 822
TRUST ADMINISTRATOR 104
INVESTMENT OFFICER 103

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
100.0000 GENERAL ELEC CO - 369604103 - MINOR = 3101						
SOLD		12/21/2009	1563 46			
ACQ	100.0000	06/24/2008	1563 46	2755.75	-1192.29	LT15
500.0000 GENERAL ELEC CO - 369604103 - MINOR = 3101						
SOLD		12/21/2009	7817.30			
ACQ	500.0000	09/12/2008	7817 30	13413.30	-5596.00	LT15
3400.0000 GENERAL ELEC CO - 369604103 - MINOR = 3101						
SOLD		12/21/2009	53157.63			
ACQ	3400.0000	03/20/1981	53157.63	4793.29	48364.34	LT15
500.0000 GILEAD SCIENCES INC - 375558103 - MINOR = 3101						
SOLD		12/21/2009	21663 04			
ACQ	500.0000	05/27/2008	21663.04	33345.40	-11682 36	LT15
500.0000 HESS CORP COM - 42809H107 - MINOR = 3101						
SOLD		12/21/2009	29518.29			
ACQ	500.0000	02/14/2008	29518 29	45796 85	-16278 56	LT15
500 0000 HESS CORP COM - 42809H107 - MINOR = 3101						
SOLD		12/21/2009	29518.29			
ACQ	500 0000	02/01/2007	29518 29	27268 75	2249 54	LT15
500 0000 J P MORGAN CHASE & CO COM - 46625H100 - MINOR = 3101						
SOLD		12/21/2009	20941 96			
ACQ	500 0000	09/25/2006	20941 96	23465 00	-2523 04	LT15
500.0000 JOHNSON & JOHNSON - 478160104 - MINOR = 31001						
SOLD		12/21/2009	32211.67			
ACQ	500 0000	06/24/2008	32211 67	32398 75	-187.08	LT15
500 0000 JOHNSON & JOHNSON - 478160104 - MINOR = 31001						
SOLD		12/21/2009	32211.67			
ACQ	500.0000	10/10/2008	32211.67	27868.15	4343 52	LT15
1100 0000 KIMBERLY CLARK CORP - 494368103 - MINOR = 3101						
SOLD		03/12/2010	65836 14			
ACQ	1100.0000	06/21/2006	65836.14	67037 41	-1201.27	LT15
300.0000 KIMBERLY CLARK CORP - 494368103 - MINOR = 3101						
SOLD		03/12/2010	17955 31			
ACQ	300 0000	10/24/2008	17955.31	16256 25	1699 06	LT15
500.0000 LIFE TECHNOLOGIES CORP COM - 53217V109 - MINOR = 3101						
SOLD		12/21/2009	25912 93			
ACQ	500.0000	05/14/2009	25912.93	18237.50	7675 43	ST
500.0000 LOCKHEED MARTIN CORPORATION - 539830109 - MINOR = 3101						
SOLD		03/12/2010	41415 12			
ACQ	500.0000	10/10/2008	41415 12	43733.55	-2318.43	LT15
500.0000 MERCK & CO INC NEW COM - 58933Y105 - MINOR = 3101						
SOLD		12/21/2009	18942 01			
ACQ	500.0000	02/01/2007	18942 01	22578.75	-3636.74	LT15
500.0000 MERCK & CO INC NEW COM - 58933Y105 - MINOR = 3101						
SOLD		12/21/2009	18942 01			
ACQ	500 0000	09/12/2008	18942 01	17008 75	1933.26	LT15
200.0000 MERCK & CO INC NEW COM - 58933Y105 - MINOR = 3101						
SOLD		12/21/2009	7576.81			
ACQ	200.0000	10/24/2008	7576.81	5432.26	2144 55	LT15
1500.0000 METLIFE INC - 59156R108 - MINOR = 3101						
SOLD		12/21/2009	53031 13			
ACQ	1500.0000	05/14/2009	53031.13	45655.80	7375 33	ST
500 0000 MICROSOFT CORP - 594918104 - MINOR = 31001						
SOLD		12/21/2009	15297.10			
ACQ	500 0000	10/10/2008	15297.10	10554 05	4743.05	LT15
1000.0000 MOLSON COORS BREWING CO CL B - 60871R209 - MINOR = 3101						
SOLD		03/30/2010	42297.68			
ACQ	1000.0000	12/21/2009	42297 68	43731.40	-1433.72	ST
300.0000 MONSANTO CO NEW COM - 61166W101 - MINOR = 3101						
SOLD		03/12/2010	21754 28			
ACQ	300 0000	09/25/2006	21754.28	13868 25	7886 03	LT15
1000 0000 NEWS CORP CL A - 65248E104 - MINOR = 3101						
SOLD		06/26/2009	9017.37			
ACQ	1000 0000	02/14/2008	9017 37	19206 30	-10188.93	LT15
1500 0000 NEWS CORP CL A - 65248E104 - MINOR = 3101						
SOLD		06/26/2009	13526 05			
ACQ	1500 0000	06/24/2008	13526 05	24206 25	-10680 20	LT15
500.0000 NEWS CORP CL A - 65248E104 - MINOR = 3101						
SOLD		06/26/2009	4508 68			
ACQ	500.0000	09/12/2008	4508 68	7018 75	-2510.07	ST
500 0000 PEPSICO INC - 713448108						
SOLD		03/12/2010	32564.08			
ACQ	500 0000	12/21/2009	32564 08	30235.15	2328.93	ST
1500.0000 PFIZER INC - 717081103						
SOLD		03/12/2010	25552 17			
ACQ	1500 0000	12/21/2009	25552 17	28200 00	-2647.83	ST
5000 0000 PFIZER INC - 717081103						
SOLD		04/21/2010	83348 59			
ACQ	5000 0000	12/21/2009	83348 59	94000 00	-10651.41	ST
500.0000 PHILIP MORRIS INTL INC COM - 718172109 - MINOR = 3101						
SOLD		12/21/2009	24657 96			
ACQ	500 0000	05/14/2009	24657 96	21182 50	3475 46	ST
200.0000 POTASH CORP SASK INC - 73755L107 - MINOR = 3161						
SOLD		12/21/2009	21853 44			
ACQ	200 0000	10/24/2008	21853 44	13227 45	8625 99	LT15

Statement D-2

FROM 06/01/2009 TO 05/31/2010

BANK OF AMERICA, NA
STATEMENT OF CAPITAL GAINS AND LOSSES
IM WILLIAM E SCOTT FOUNDATION

RUN 06/22/2010
01·23 39 PM

TRUST YEAR ENDING 05/31/2010

TAX PREPARER 822
TRUST ADMINISTRATOR 104
INVESTMENT OFFICER 103

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
300.0000 PRAXAIR INC - 74005P104 - MINOR = 31000						
SOLD		12/21/2009	24066.46			
ACQ	300.0000	12/21/2005	24066.46	15998.13	8068.33	LT15
500.0000 SOUTHWESTERN ENERGY CO * COM - 845467109 - MINOR = 3101						
SOLD		12/21/2009	24251 88			
ACQ	500.0000	02/14/2008	24251.88	15506.40	8745 48	LT15
1000.0000 STAPLES INC - 855030102 - MINOR = 3101						
SOLD		03/12/2010	23304 70			
ACQ	1000 0000	09/12/2008	23304.70	24426 20	-1121.50	LT15
500.0000 STATE STREET CORP - 857477103 - MINOR = 3101						
SOLD		12/21/2009	21057.16			
ACQ	500 0000	08/07/2007	21057.16	35155 85	-14098 69	LT15
500 0000 STATE STREET CORP - 857477103 - MINOR = 3101						
SOLD		12/21/2009	21057.15			
ACQ	500 0000	06/24/2008	21057.15	33778 75	-12721.60	LT15
500 0000 TEVA PHARMACEUTICAL INDS LTD ADR (GERMANY) - 881624209 - MINOR = 3161						
SOLD		12/21/2009	27287 89			
ACQ	500.0000	05/14/2009	27287.89	22466.60	4821 29	ST
500.0000 TEXAS INSTRS INC - 882508104 - MINOR = 31001						
SOLD		12/21/2009	12863.27			
ACQ	500 0000	10/23/2007	12863 27	15755.00	-2891.73	LT15
300 0000 US BANCORP DEL COM NEW - 902973304 - MINOR = 3101						
SOLD		12/21/2009	6802 32			
ACQ	300 0000	06/21/2006	6802 32	9389 25	-2586 93	LT15
200.0000 US BANCORP DEL COM NEW - 902973304 - MINOR = 3101						
SOLD		12/21/2009	4534 88			
ACQ	200.0000	04/01/2004	4534.88	5534 00	-999 12	LT15
500 0000 VERIZON COMMUNICATIONS - 92343V104 - MINOR = 3101						
SOLD		12/21/2009	16537 08			
ACQ	500 0000	02/14/2008	16537 08	18995.18	-2458 10	LT15
500.0000 VERIZON COMMUNICATIONS - 92343V104 - MINOR = 3101						
SOLD		12/21/2009	16537 07			
ACQ	500 0000	09/12/2008	16537.07	17138 75	-601 68	LT15
1500 0000 WAL MART STORES INC - 931142103 - MINOR = 3101						
SOLD		12/21/2009	80106 79			
ACQ	1500 0000	06/24/2008	80106 79	86336.25	-6229 46	LT15
500.0000 WAL MART STORES INC - 931142103 - MINOR = 3101						
SOLD		12/21/2009	26702 26			
ACQ	500 0000	10/10/2008	26702 26	24653.75	2048 51	LT15
800.0000 WASTE MANAGEMENT INC - 94106L109 - MINOR = 3101						
SOLD		12/21/2009	26519.56			
ACQ	800 0000	06/21/2006	26519 56	28382.64	-1863.08	LT15
500.0000 WASTE MANAGEMENT INC - 94106L109 - MINOR = 3101						
SOLD		12/21/2009	16574.72			
ACQ	500 0000	09/12/2008	16574.72	17603.35	-1028 63	LT15
1000 0000 YUM BRANDS INC COM - 988498101 - MINOR = 3101						
SOLD		03/12/2010	37162.83			
ACQ	1000 0000	09/27/2004	37162.83	20138.30	17024.53	LT15
		TOTALS	3209678 99	[illegible]		

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
SUBTOTAL FROM ABOVE	76621.72	0 00	-155015 55	0 00	0 00	0 00*
COMMON TRUST FUND	0 00	0.00	0 00			0 00
CAPITAL GAIN DIVIDENDS	0 00	0 00	3618.82			0 00
	76621 72	0 00	-151396 73	0 00	0 00	0 00
STATE						
SUBTOTAL FROM ABOVE	76621 72	0 00	-155015 55	0 00	0 00	0.00*
COMMON TRUST FUND	0 00	0.00	0 00			0 00
CAPITAL GAIN DIVIDENDS	0.00	0 00	3618 82			0 00
	76621.72	0 00	-151396 73	0 00	0 00	0 00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0 00	0 00
TEXAS	N/A	N/A

Statement D-2

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BANK OF AMERICA, N.A.	4.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF AMERICA - AGENCY ACCOUNT	269,555.	0.	269,555.
BANK OF AMERICA - AGENCY ACCOUNT	3,619.	3,619.	0.
BANK OF AMERICA - CUSTODIAL ACCOUNT	65,874.	0.	65,874.
BANK OF AMERICA - CUSTODIAL ACCOUNT	498.	498.	0.
DB COMMUNITY INDEX TRACKING FUND	398.	0.	398.
TOTAL TO FM 990-PF, PART I, LN 4	339,944.	4,117.	335,827.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS ROYALTIES	83,327.	83,327.	
TOTAL TO FORM 990-PF, PART I, LINE 11	83,327.	83,327.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DECKER, JONES, MCMACKIN, MCCLANE, HALL & BATES	4,343.	4,343.		0.
SLATE LAND & RIGHT OF WAY	81,983.	81,983.		0.
TO FM 990-PF, PG 1, LN 16A	86,326.	86,326.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PATRICK H. ADMIRE, CPA - TAX SERVICES	7,250.	6,250.		1,000.
CAROLYN PHILLIPS - BOOKKEEPING SERVICES	3,000.	1,500.		1,500.
BANK OF AMERICA - ACCOUNTING FEES	250.	250.		0.
TO FORM 990-PF, PG 1, LN 16B	10,500.	8,000.		2,500.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RAYMOND KELLY III - MANAGEMENT	6,000.	4,500.		1,500.
INVESTMENT MANAGEMENT FEES	34,805.	34,805.		0.
INVESTMENT FEES - DB COMMODITY INDEX TRACKING FUND	2,408.	2,408.		0.
FIDUCIARY FEES	46,476.	46,476.		0.
TO FORM 990-PF, PG 1, LN 16C	89,689.	88,189.		1,500.

FORM 990-PF — TAXES — STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	<3,486.>	0.		0.
AD VALOREM TAXES	<2,545.>	<2,545.>		0.
GROSS PRODUCTION TAXES	2,062.	2,062.		0.
FOREIGN TAXES	4,683.	4,683.		0.
PROPERTY TAXES	468.	468.		0.
TO FORM 990-PF, PG 1, LN 18	1,182.	4,668.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	25.	25.		0.
DUES & SUBSCRIPTIONS	4,475.	4,475.		0.
LEASE OPERATING EXPENSES	1,301.	1,301.		0.
MEALS	234.	234.		0.
TO FORM 990-PF, PG 1, LN 23	6,035.	6,035.		0.

FORM 990-PF — U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS — STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U. S. GOVERNMENT OBLIGATIONS - ATTACHMENT II	X		703,191.	755,502.
U. S. GOVERNMENT OBLIGATIONS - ATTACHMENT I	X		100,203.	101,145.
TOTAL U.S. GOVERNMENT OBLIGATIONS			803,394.	856,647.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			803,394.	856,647.

FORM 990-PF	CORPORATE STOCK	STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - ATTACHMENT II	2,963,618.	3,507,547.
CORPORATE STOCK - ATTACHMENT I	986,383.	1,130,416.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,950,001.	4,637,963.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - ATTACHMENT II	2,028,648.	2,192,663.
CORPORATE BONDS - ATTACHMENT I	46,538.	52,775.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,075,186.	2,245,438.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
COMMODITIES - ATTACHMENT I	COST	113,445.	131,958.
COMMODITIES - ATTACHMENT II	COST	855,586.	787,700.
MINERAL PROPERTIES	COST	79,455.	988,900.
MUTUAL FUNDS - ATTACHMENT II	COST	2,878,942.	3,587,426.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,927,428.	5,495,984.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALL SAINTS' HEALTH FOUNDATION 1400 8TH AVENUE FORT WORTH, TX 76104	N/A SOCIAL WELFARE	PUBLIC	155,000.
ALLIANCE FOR CHILDREN 908 SOUTHLAND AVENUE FORT WORTH, TX 76104	N/A SOCIAL WELFARE	PUBLIC	2,500.
ARTS COUNCIL OF FORT WORTH AND TARRANT COUNTY 1300 GENDY STREET FORT WORTH, TX 76107	N/A CULTURAL	PUBLIC	10,000.
BALLET CONCERTO 3803 CAMP BOWIE BLVD FORT WORTH, TX 76107	N/A CULTURAL	PUBLIC	5,000.
BREAKTHROUGH FORT WORTH 4200 COUNTRY DAY LANE FORT WORTH, TX 76109	N/A EDUCATIONAL	PUBLIC	5,000.
CAMP FIRE USA 2700 MEACHAM BLVD FORT WORTH, TX 76137	N/A EDUCATIONAL	PUBLIC	10,000.
CANCER CARE SERVICES 623 SOUTH HENDERSON FORT WORTH, TX 76104	N/A SOCIAL WELFARE	PUBLIC	3,000.
CARTER BLOODCARE 4995 S HULEN ST FORT WORTH, TX 76132	N/A SOCIAL WELFARE	PUBLIC	25,000.

CASA OF TARRANT COUNTY 3101 W LANCASTER AVE FORT WORTH, TX 76107	B CULTURAL	PUBLIC	5,000.
CASSATA HIGH SCHOOL 1400 HEMPHILL STREET FORT WORTH, TX 76104	N/A EDUCATIONAL	PUBLIC	10,000.
CENIKOR FOUNDATION 2209 S MAIN STREET FORT WORTH, TX 76110	N/A SOCIAL WELFARE	PUBLIC	2,500.
CHILD STUDY CENTER FOUNDATION 1300 W LANCASTER AVE FORT WORTH, TX 76101	N/A EDUCATIONAL	PUBLIC	50,000.
COMMUNITIES IN SCHOOLS OF GREATER TARRANT COUNTY 6707 BRENTWOOD STAIR RD FORT WORTH, TX 76112	N/A EDUCATIONAL	PUBLIC	15,000.
COVENANT CLASSICAL SCHOOL 1701 WIND STAR WAY FORT WORTH, TX 76108	N/A EDUCATIONAL	PUBLIC	20,000.
DAVEY O'BRIEN FOUNDATION 306 W. 7TH STREET, STE 305 FORT WORTH, TX 76102	N/A EDUCATIONAL	PUBLIC	57,000.
DAY RESOURCE CENTER 1415 E LANCASTER AVVE FORT WORTH, TX 76102	N/A SOCIAL WELFARE	PUBLIC	1,500.
FORT WORTH ACADEMY 7301 DUTCH BRANCH ROAD FORT WORTH, TX 76132	N/A EDUCATIONAL	PUBLIC	15,000.
FORT WORTH MUSEUM OF SCIENCE & HISTORY 1501 MONTOGMERY FORT WORTH, TX 76107	N/A CULTURAL	PUBLIC	100,000.

FORT WORTH OPERA ASSOCIATION, 1300 GENDY STREET FORT WORTH, TX 76107	N/A CULTURAL	PUBLIC	25,000.
FORT WORTH PUBLIC LIBRARY FOUNDATION 1000 THROCKMORTON FORT WORTH, TX 76102	N/A EDUCATIONAL	PUBLIC	2,000.
FORT WORTH SYMPHONY ORCHESTRA 4401 TRAIL LAKE DRIVE FORT WORTH, TX 76109	N/A CULTURAL	PUBLIC	40,000.
FOUNDATION CENTER 79 FIFTH AVENUE NEW YORK, NY 10003	N/A SOCIAL WELFARE	PUBLIC	4,500.
FUNDING INFORMATION CENTER 329 SOUTH HENDERSON FORT WORTH, TX 76104	N/A SOCIAL WELFARE	PUBLIC	3,000.
GOODFELLOW FUND P O BOX 1870 FORT WORTH, TX 76101	N/A SOCIAL WELFARE	PUBLIC	2,500.
IMAGINATION CELEBRATION 100 N. UNIVERSITY DRIVE FORT WORTH, TX 76107	N/A EDUCATIONAL	PUBLIC	25,000.
JAMES "JIM BOB" NORMAN SCHOLARSHIP FUND P O BOX 17005 FORT WORTH, TX 76102	N/A EDUCATIONAL	PUBLIC	5,000.
JEWEL CHARITY 600 BAILEY FORT WORTH, TX 76107	N/A SOCIAL WELFARE	PUBLIC	3,000.
JUNIOR LEAGUE OF FORT WORTH 255 BAILEY FORT WORTH, TX 76107	N/A SOCIAL WELFARE	PUBLIC	10,000.

KIDS WHO CARE 1300 GENDY STREET FORT WORTH, TX 76107	N/A CULTURAL	PUBLIC	40,000.
LONE STAR FILM SOCIETY 2501 FOREST PARK BLVD FORT WORTH, TX 76110	CULTURAL	PUBLIC	5,000.
MAYFEST 2008 3228 CAMP BOWIE BLVD FORT WORTH, TX 76107	N/A CULTURAL	PUBLIC	15,000.
MODERN ART MUSEUM OF FORT WORTH 3200 DARNELL STREET FORT WORTH, TX 76107	N/A CULTURAL	PUBLIC	5,000.
PERFORMING ARTS FORT WORHT, INC 330 EAST 4TH STREET FORT WORTH, TX 76102	N/A CULTURAL	PUBLIC	5,000.
PHILANTHROPY ROUNDTABLE 1150 17TH STREET, NW SUITE 503 WASHINGTON, DC 20036	N/A SOCIAL WELFARE	PUBLIC	1,000.
STAGE WEST 821 W VICKERY FORT WORTH, TX 76104	N/A CULTURAL	PUBLIC	2,500.
TARRANT AREA FOOD BANK 2600 CULLEN STREET FORT WORTH, TX 76107	N/A SOCIAL WELFARE	PUBLIC	5,000.
TEXAS AND SOUTHWESTERN CATTLE RAISERS FOUNDATION 1301 W SEVENTH STREET FORT WORTH, TX 76102	N/A CULTURAL	PUBLIC	50,000.
THE MULTICULTURAL ALLIANCE 500 WEST 7TH STREET, SUITE 1707 FORT WORTH, TX 76102	N/A SOCIAL WELFARE	PUBLIC	7,000.

THE WARM PLACE 809 LIPSCOMB STREET FORT WORTH, TX 76104	N/A SOCIAL WELFARE	PUBLIC	2,000.
UNITED WAY OF TARRANT COUNTY 1500 N MAIN FORT WORTH, TX 76164	N/A SOCIAL WELFARE	PUBLIC	5,000.
VICTORY TEMPLE MINISTRIES, INC 2517 LOVING AVENUE FORT WORTH, TX 76116	N/A SOCIAL WELFARE	PUBLIC	5,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			759,000.