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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

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

OMB No 1545-0052

2010**For calendar year 2010, or tax year beginning , and ending****G** Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation The H. Scott Caven, III Memorial Foundation Inc.		A Employer identification number 20-2450503
Number and street (or P O box number if mail is not delivered to street address) c/o Foundation Source, 501 Silverside Road	Room/suite 123	B Telephone number (see page 10 of the instructions) (800) 839-1754
City or town, state, and ZIP code Wilmington DE 19809-1377		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,344,126	J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	451,595			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	50,950	50,950		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	42,194			
b Gross sales price for all assets on line 6a	48,078			
7 Capital gain net income (from Part IV, line 2)		43,127		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	1,521	45		
12 Total. Add lines 1 through 11	546,260	94,122		
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	1,584	1,584		
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	856			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	4,724	14		4,707
24 Total operating and administrative expenses. Add lines 13 through 23	7,164	1,598		4,707
25 Contributions, gifts, grants paid	15,750			15,750
26 Total expenses and disbursements. Add lines 24 and 25	22,914	1,598		20,457
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	523,346			
b Net investment income (if negative, enter -0-)		92,524		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions.

(HTA)

Form **990-PF** (2010)

9-52 \

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	126,000	45,109	45,109
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	661,606	880,392	898,281
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	8,141	393,592	400,736
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	795,747	1,319,093	1,344,126
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	795,747	1,319,093	
	30 Total net assets or fund balances (see page 17 of the instructions)	795,747	1,319,093	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	795,747	1,319,093	

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	795,747
2 Enter amount from Part I, line 27a	2	523,346
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,319,093
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,319,093

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 Publicly-traded Securities				
b Distributions in Excess of Basis				
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 48,078		5,217	42,862	
b			265	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(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		
a			42,862	
b			265	
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	43,127	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8		3		

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	13,198	542,353	0.024335
2008	11,587	312,054	0.037131
2007	9,919	293,117	0.033840
2006	9,792	179,789	0.054464
2005	0	0	0.000000
2 Total of line 1, column (d)			2 0.149770
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.029954
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 866,998
5 Multiply line 4 by line 3			5 25,970
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 925
7 Add lines 5 and 6			7 26,895
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 20,457

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	1,850
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
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	1,850
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,850
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	511
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,425
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,936
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	86
11	Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> DE _____		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		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 <input type="text"/>				
14	The books are in care of <input type="text"/> c/o Foundation Source Telephone no <input type="text"/> (800) 839-1754			
Located at <input type="text"/> 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 <input type="text"/> 19809-1377				
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 <input type="text"/> 15 <input type="text"/>			
16	At any time during calendar year 2010, 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	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <input type="text"/>				X

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="text"/> 20 <input type="text"/> 20 <input type="text"/> 20 <input type="text"/> 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 of the instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="text"/> 20 <input type="text"/> 20 <input type="text"/> 20 <input type="text"/> 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 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 2010.)	3b	N/A
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 2010?	4b	X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1		
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1		
2		
3	All other program-related investments See page 24 of the instructions	
Total. Add lines 1 through 3		0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	811,528
b	Average of monthly cash balances	1b	49,337
c	Fair market value of all other assets (see page 25 of the instructions)	1c	19,336
d	Total (add lines 1a, b, and c)	1d	880,201
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	880,201
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	13,203
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	866,998
6	Minimum investment return. Enter 5% of line 5	6	43,350

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

1	Minimum investment return from Part X, line 6	1	43,350
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,850
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	64
c	Add lines 2a and 2b	2c	1,914
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	41,436
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	41,436
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	41,436

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	20,457
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	0
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	20,457
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	20,457

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

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

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				41,436
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			20,071	
b Total for prior years. 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005	0			
b From 2006	0			
c From 2007	0			
d From 2008	0			
e From 2009	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 20,457				
a Applied to 2009, but not more than line 2a			20,071	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2010 distributable amount				386
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
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				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				41,050
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2006	0			
b Excess from 2007	0			
c Excess from 2008	0			
d Excess from 2009	0			
e Excess from 2010	0			

Part XIV	Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)	N/A
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- | | | |
|--|--|--|
| 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 2010, enter the date of the ruling | | |
| b Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5) | | |
| 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 page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

H Scott Caven Jr Lindsey C Majors Preston Owen Broadfoot Vivien Caven

- 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

- c Any submission deadlines**

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> THE UNIVERSITY OF TEXAS AT AUSTIN 1 UNIVERSITY STA AUSTIN TX 78712 WILDLIFE REHAB & EDUCATION 7007 KATY RD HOUSTON TX 77024	N/A	509(a)(1)	Division of Recreational Sports-Support the UT Men's Lacrosse Team Annual Budget	9,750
	N/A	509(a)(2)		6,000
Total			▶ 3a	15,750
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	50,950	
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	42,194	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a <u>K-1 Pass-Through</u>	525,990	1,476	14	45	
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		1,476		93,189	0
13	Total. Add line 12, columns (b), (d), and (e)				13	94,665

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

[illegible]

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

- | | | | |
|--|--------------|-----|----|
| 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? | | Yes | No |
| | | | |
| 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 | | | |

[illegible]

- 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

- b** If "Yes," complete the following schedule

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

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

J. Scott Carter, Jr. 11/10/11 President
 Signature of officer or trustee Date Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Jeffrey D Haskell	Jeffrey D. Haskell	11/8/2011		
	Firm's name ► FOUNDATION SOURCE				Firm's EIN ►
	Firm's address ► 55 WALLS DRIVE, FAIRFIELD, CT 06824				Phone no (800) 839-1754

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010

Name of the organization

Employer identification number

The H Scott Caven, III Memorial Foundation Inc

20-2450503

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization

The H. Scott Caven, III Memorial Foundation Inc

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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Broadfoot, Preston Owen 5711 Painted Valley Austin TX 78759 Foreign State or Province Foreign Country	\$ 65,260	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	Caven, Jr., H Scott 2169 Troon Road Houston TX 77019 Foreign State or Province Foreign Country	\$ 375,795	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	Majors, Lindsey C 5806 Highland Hills Drive Austin TX 78731 Foreign State or Province Foreign Country	\$ 10,540	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	 Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	 Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	 Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	CISCO SYSTEMS INC CSCO, 100 sh.	\$ 1,970	12/14/2010
1	WALT DISNEY HOLDINGS CO DIS, 618 sh.	\$ 23,064	12/14/2010
1	INTEL CORP INTC, 500 sh.	\$ 10,715	12/14/2010
1	KINDER MORGAN MNGMNT KMR, 323 034 sh.	\$ 20,920	12/14/2010
1	MAGELLAN MIDSTREAM PARTNERS LP MMP, 200 sh.	\$ 8,592	12/14/2010
2	FRANTZ - Lure of the Land - 1988	\$ 275	12/13/2010

Name of organization

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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	GAILLARDET - Sketches of Early Texas and La - 1966	\$ 50	12/13/2010
2	GAMBRELL - Anson Jones Last President of Texas	\$ 45	12/13/2010
2	GAMBRELL - Mirabeau Bonaparte Lamar - 1934	\$ 83	12/13/2010
2	GOUGE - The Fiscal History of Texas - 1852	\$ 750	12/13/2010
2	GREEN - Journal of the Texian Mier Expedition - 1993	\$ 60	12/13/2010
2	HELM - Scraps of Early Texas History - 1884	\$ 1,200	12/13/2010

Name of organization

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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	HILL - The Texas Navy - 1937	\$ 250	12/13/2010
2	HOGAN - The Texas Republic A Social and Economic History - 1946	\$ 50	12/13/2010
2	HORGAN - Great River, the Rio Grande - 1954	\$ 125	12/13/2010
2	HALEY - Earl Vandale on the Trail of TX Books - 1965	\$ 178	12/13/2010
2	HARDIN - Texian Iliad - Military History of Rev. - 1994	\$ 25	12/13/2010
2	HENSON - Samuel May Williams - 1976	\$ 23	12/13/2010

Name of organization

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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	HOLLEY - Texas - 1833	\$ 15,000	12/13/2010
2	HOLLEY - Texas (map mounted separately) - 1836	\$ 15,000	12/13/2010
2	HOLMAN - Buckskin and Homespun - 1979	\$ 300	12/13/2010
2	HOUSTON - Texas Independence - 1938	\$ 110	12/13/2010
2	HOUSTON - Life of General Houston - 1856	\$ 300	12/13/2010
2	HOUSTON - Republic of Texas Land Scrip 640 Ac - 1837	\$ 7,500	12/13/2010

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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	HOUSTON - Portrait - Harper's Weekly - 1861	\$ 100	12/13/2010
2	HOUSTON - Autograph letter to Col. Yoakum - Undated	\$ 3,000	12/13/2010
2	HOUSTON - Proclamation - 1842	\$ 900	12/13/2010
2	HOUSTON - Appointment of Thos. Wm. Ward - 1838	\$ 7,000	12/13/2010
2	HOUSTON - Engraved Portrait - Johnson Fry & Co - 1872	\$ 75	12/13/2010
2	HOUSTON - The Industrial Advantages of Houston - 1877	\$ 35	12/13/2010

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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	HOUSTOUN - Texas and the Gulf of Mexico - 1844	\$ 3,000	12/13/2010
2	HOUSTOUN - Texas and the Gulf of Mexico - 1991	\$ 60	12/13/2010
2	HUGHES - Report of the Secretary of War - 1850	\$ 1,500	12/13/2010
2	HUGHES - Doniphan's Expedition - 1847	\$ 600	12/13/2010
2	HUNTER - Adventure of a Mier Prisoner - 1912	\$ 90	12/13/2010
2	JAMES - The Raven - 1929	\$ 150	12/13/2010

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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	JENKINS - The Papers of the Texas Revolution - 1973	\$ 625	12/13/2010
2	JENKINS - Recollections of Early Texas - 1958	\$ 75	12/13/2010
2	JENNETT - Biographical Dir. of the Texas Conv. - 1941	\$ 40	12/13/2010
2	JONES - Land Grant - 1845	\$ 500	12/13/2010
2	JONES - Land Grant - 1846	\$ 1,000	12/13/2010
2	JONES - Memoranda and Official Corres. - 1859	\$ 375	12/13/2010

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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>2</u>	KEMP - Signers of the Declaration of Independence - 1944	\$ 600 12/13/2010
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>2</u>	KENDALL - Narrative of the Texas-Santa Fe Exp - 1844	\$ 1,500 12/13/2010
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>2</u>	KENDALL - Narrative of the Santa Fe Exped -1st - 1844	\$ 600 12/13/2010
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>2</u>	KENDALL - Narrative of the Santa Fe Exped -7th - 1856	\$ 4,500 12/13/2010
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>2</u>	KENNEDY - Texas - 1925	\$ 70 12/13/2010
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>2</u>	KENNEDY - Texas: The Rise, Progress, and Prosp - 1841	\$ 15,000 12/13/2010

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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	LANE - History of the University of Texas - 1891	\$ 113	12/13/2010
2	LANE - The Adventures and Recollections of a San Jacinto Veteran - 1887	\$ 3,500	12/13/2010
2	LANE - The Adventures and Recollections of a San Jacinto Veteran - 1928	\$ 150	12/13/2010
2	LATHAM - Travels in the Republic of Texas - Undated	\$ 36	12/13/2010
2	LAWRENCE - Texas in 1840 - 1840	\$ 2,500	12/13/2010
2	LEA - The King Ranch - 1957	\$ 650	12/13/2010

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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	LEA - Portfolio of Six Paintings - 1953	\$ 375	12/13/2010
2	LECLERC - "Texas and Its Revolution" in Southern Lit - 1841	\$ 400	12/13/2010
2	LECLERC - "Texas and Its Revolution" translated - 1950	\$ 250	12/13/2010
2	LESTER - Sam Houston and His Republic - 1846	\$ 1,500	12/13/2010
2	EVANS & JOHNSON - Texas Centennial Exhibition - 1945	\$ 75	12/13/2010
2	LINN - Reminiscences of Fifty Years in Texas - 1883	\$ 600	12/13/2010

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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	LOCKHART - Sixty Years on the Brazos - 1930	\$ 2,500	12/13/2010
2	LOCKHART - Sixty Years on the Brazos - 1967	\$ 50	12/13/2010
2	LORING - Terrestrial Globe - 1832	\$ 6,000	12/13/2010
2	LUBBOCK - Six Decades in Texas - 1900	\$ 600	12/13/2010
2	LUNDY - The Life Travels and Opinions of - 1847	\$ 1,000	12/13/2010
2	MAILLARD - The History of the Republic of Texas - 1842	\$ 7,500	12/13/2010

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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	MAP - Texas (New York) - 1835	\$ 1,000	12/13/2010
2	MAP - Carte du Mexique ou Nouvelle Espagn - Undated	\$ 200	12/13/2010
2	MAP - Map of the State of Texas - Undated	\$ 100	12/13/2010
2	MARSHALL - Hist. of the West. Boundary of La Pur. - 1914	\$ 270	12/13/2010
2	MARTINEZ CARO - Verdadera idea de la primera - 1837	\$ 4,000	12/13/2010
2	MAVERICK - Memoirs - 1921	\$ 100	12/13/2010

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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	MEXICO DECREE OF CONGRESO GENERAL - ARMING OF MERCHANT VESSELS - 1836	\$ 750	12/13/2010
2	MEXICO DECREE OF CONGRESO GENERAL - Decl a national state of mourning - 1836	\$ 900	12/13/2010
2	MEXICO DECREE OF CONGRESO GENERAL - Efforts to secure Santa Anna's liberty - 1836	\$ 2,500	12/13/2010
2	MEXICO COMMUNICATION - Announcing Santa Anna's release - 1837	\$ 2,500	12/13/2010
2	MEXICO DECREE OF CONGRESO GENERAL - Bustamente auth re-invasion of Texas - 1838	\$ 750	12/13/2010
2	MIDDELTON - History of the Regulators and Moderators and the Shelby Cty War - Undated	\$ 59	12/13/2010

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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	MILLER - A Financial History of Texas - 1916	\$ 161	12/13/2010
2	MITCHELL - Map of the State of Texas Engraved - 1846	\$ 450	12/13/2010
2	MOODY/COLE - \$125 note to Gabriel Cole - 1836	\$ 0	12/13/2010
2	MOORE - Map & Description of Texas 1840 - 1965(R)	\$ 30	12/13/2010
2	MORFI - A History of Texas, 1673-1779 - 1935	\$ 495	12/13/2010
2	MUIR - Texas in 1837 - 1958	\$ 100	12/13/2010

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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	NAVARRO - Manuscript Receipt for Santa Fe Expedition - 1841	\$ 1,200	12/13/2010
2	NEWELL - History of the Revolution in Texas - 1838	\$ 4,500	12/13/2010
2	NILES' WEEKLY REGISTER - Texas Declaration of Independence - 1836	\$ 850	12/13/2010
2	NILES & PEASE - History of South America and Mexico - 1838	\$ 1,500	12/13/2010
2	OLMSTED - A Journey Through Texas - 1857	\$ 650	12/13/2010
2	PARKER - Trip to the West and Texas - 1836	\$ 10,000	12/13/2010

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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	PIERCE - Texas Under Arms 1836-1946 - 1969	\$ 50	12/13/2010
2	PIKE - The Journals of Zebulon Pike - 1966	\$ 130	12/13/2010
2	POOL - A Historical Atlas of Texas - Undated	\$ 25	12/13/2010
2	TEXAS TREASURY - \$25 Note to Gabriel Code - 1837	\$ 950	12/13/2010
2	KENDRICK - Oath of Office of Mayor of Matagorda County - 1842	\$ 200	12/13/2010
2	Cayce - Receipt for Sale of Lots in Augusta - 1835	\$ 125	12/13/2010

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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>2</u>	LAMAR - REPUBLIC OF TEXAS \$500 BOND - 1840	\$ 600	12/13/2010
<u>2</u>	REPUBLIC OF TEXAS - \$500 Bond - signed by David Burnet - 1841	\$ 2,500	12/13/2010
<u>2</u>	RICHARDSON - Comanche Barrier to South Plains - 1991	\$ 270	12/13/2010
<u>2</u>	RICHARDSON - Texas, The Lone Star State - 1943	\$ 54	12/13/2010
<u>2</u>	RICHARDSON - The Texas Almanac for 1859 - 1858	\$ 1,750	12/13/2010
<u>2</u>	ROBINSON - Judge Robert McAlpin Williamson - 1948	\$ 90	12/13/2010

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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>2</u>	ROEMER - Texas, German Immigration - 1935	\$ 55	12/13/2010
<u>2</u>	SCHMITZ - Texas Culture: 1836-1846 - 1960(R)	\$ 25	12/13/2010
<u>2</u>	SCHMITZ - Thus They Lived. Republic of Texas - 1935	\$ 85	12/13/2010
<u>2</u>	SMITH - Reminiscences of the Texas Republic - 1876	\$ 1,500	12/13/2010
<u>2</u>	SMITH - The Annexation of Texas - 1911	\$ 275	12/13/2010
<u>2</u>	SMITHWICK - The Evolution of a State - 1900	\$ 500	12/13/2010

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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	SMITHWICK - The Evolution of a State - 1995(R) ----- ----- -----	\$ 60	12/13/2010
2	SOLMS-BRAUNF - Texas, 1844-1845 - 1936 ----- ----- -----	\$ 128	12/13/2010
2	SONNICHSEN - I'll Die Before I Run - Undated ----- ----- -----	\$ 30	12/13/2010
2	SOWELL - Texas Indian Fighters - 1900 ----- ----- -----	\$ 1,750	12/13/2010
2	SPELL - Pioneer Printer, Samuel Bangs - 1963 ----- ----- -----	\$ 45	12/13/2010
2	STAPP - The Prisoners of Perote (bound) - 1845 ----- ----- -----	\$ 900	12/13/2010

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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	STAPP - The Prisoners of Perote (wrappers) - 1845	\$ 1,500	12/13/2010
2	STEELE - Biography of Private Alfonso Steele - n d 30s	\$ 75	12/13/2010
2	STIFF - The Texan Emigrant - 1840	\$ 10,000	12/13/2010
2	STREETER - Bibliography of Texas 1795-1845 - 1955	\$ 585	12/13/2010
2	McDANIEL & TAYLOR - The Coming Empire - 1877	\$ 750	12/13/2010
2	TEXAS - Biographical Directory - 1941	\$ 40	12/13/2010

Name of organization

The H. Scott Caven, III Memorial Foundation Inc

Employer identification number

20-2450503

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	TEXAS - Declaration of Independence - 4/1836*	\$ 633	12/13/2010
2	TEXAS - Cartas de Tejas y Venida de S-Anna - 1836	\$ 1,500	12/13/2010
2	REPUBLIC OF TEXAS - Currency - \$1 - \$500 - 1840-41	\$ 4,450	12/13/2010
2	GOVERNMENT OF TEXAS - Currency - \$1 - \$100 - 1837-	\$ 8,500	12/13/2010
2	TEXAS - Laws of the Republic of Texas - 1838	\$ 2,000	12/13/2010
2	TEXAS - Laws of the Republic - 3rd Congress - 1839	\$ 400	12/13/2010

Name of organization

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20-2450503

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>2</u>	TEXAS - Enlistment Doc- James McConnaughey - 1836 ----- ----- -----	\$ <u>950</u>	<u>12/13/2010</u>
<u>2</u>	TEXAS - Constitution - Pres Polk message - 1845 ----- ----- -----	\$ <u>550</u>	<u>12/13/2010</u>
<u>2</u>	TEXAS - Yellow Rose of Texas sheet music - Undated ----- ----- -----	\$ <u>30</u>	<u>12/13/2010</u>
<u>2</u>	TRAVIS - Autograph document signed - 1833 ----- ----- -----	\$ <u>20,000</u>	<u>12/13/2010</u>
<u>2</u>	TRAVIS/Bumet - Autograph document signed/stamped - 1834 ----- ----- -----	\$ <u>25,000</u>	<u>12/13/2010</u>
<u>2</u>	THSA - New Handbook of Texas - 1997 ----- ----- -----	\$ <u>659</u>	<u>12/13/2010</u>

Name of organization

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Employer identification number

20-2450503

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	TYLER - Madisonian-Extra President's Message - 1844	\$ 500	12/13/2010
2	US CONGRESS - H R 46 + Stephen Douglas speech - 1845	\$ 2,500	12/13/2010
2	FISKE - A VISIT TO TEXAS - 1834	\$ 850	12/13/2010
2	FISKE - A Visit to Texas (2d Ed.) - 1836	\$ 7,500	12/13/2010
2	WALLACE - Documents of Texas History - 1960	\$ 45	12/13/2010
2	WEEMS - Dream of Empire - 1971	\$ 27	12/13/2010

Name of organization

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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	WHARTON - Remeber Goliad - ca 1931	\$ 400	12/13/2010
2	WHEELER - To Wear a City's Crown - 1968	\$ 27	12/13/2010
2	WEBB - The Handbook of Texas, Vols I & II - 1952	\$ 0	12/13/2010
2	WEBB - "-Vols I, II, III - 1986	\$ 60	12/13/2010
2	WINKLER - Manuscript Ltrs and Docs of Early Texa. - 1937	\$ 275	12/13/2010
2	WOOTEN - A Comprehensive History of Texas - 1898	\$ 1,750	12/13/2010

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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	WOOTEN - A Complete Texas History for School - 1899	\$ 75	12/13/2010
2	YOAKUM - History of Texas (re-bound) - 1856	\$ 750	12/13/2010
2	YOAKUM - History of Texas (original boards) - 1856	\$ 1,500	12/13/2010
2	BRAMAN - Braman's Information about Texas - 1857	\$ 750	12/13/2010
2	BURNET - Signed ltr - Velasco - ltr to unknown recipient - 1836	\$ 2,000	12/13/2010
2	ILLUSTRATED LONDON NEWS - 3 ENGRAVINGS ON 1 FOLIO SHEET - 1845	\$ 100	12/13/2010

Name of organization

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20-2450503

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	WISLIZENUS - MEMOIR OF A TOUR TO NORTHERN MEXICO - 1969	\$ 75	12/13/2010
2	BARKER - The Life of Stephen F. Austin - 1925 - 1	\$ 173	12/13/2010
2	BARKER - The Life of Stephen F. Austin - 1925 - 2	\$ 113	12/13/2010
2	BROWN - History of Texas from 1685 to 1892-93 - 1	\$ 500	12/13/2010
2	BROWN - History of Texas from 1685 to 1892-93 - 2	\$ 400	12/13/2010
2	GRAY - From Virginia to Texas, 1835 - 1909	\$ 7,500	12/13/2010

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20-2450503

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	GRAY - From Virginia to Texas, 1835 - 1965(R)	\$ 50	12/13/2010
2	GRAY - From Virginia to Texas, 1835 - 1998(R)	\$ 59	12/13/2010
2	GREEN - Texian Mier Expedition Journal - 1845 - 1	\$ 1,200	12/13/2010
2	GREEN - Texian Mier Expedition Journal - 1845 - 2	\$ 1,000	12/13/2010
2	LUNDY - The War in Texas (wrappers) - 1836	\$ 1,200	12/13/2010
2	LUNDY - The War in Texas - 1837	\$ 750	12/13/2010

Name of organization

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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	MEINIG - Imperial Texas - 1969 - 1	\$ 56	12/13/2010
2	MEINIG - Imperial Texas - 1969 - 2	\$ 54	12/13/2010
2	RANKIN - Texas in 1850 - 1850 - 1	\$ 850	12/13/2010
2	RANKIN - Texas in 1850 - 1850 - 2	\$ 450	12/13/2010
2	AUSTIN - Original manuscript land grant-Angier - 1824	\$ 30,000	12/13/2010
2	AUSTIN - Autograph document signed-Skiggins - 1829	\$ 20,000	12/13/2010

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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>2</u>	AUSTIN - Certificate of Admission - W.D C Hall - 1829	\$ 30,000	12/13/2010
<u>2</u>	AUSTIN - Texian Loan - 1836	\$ 3,000	12/13/2010
<u>2</u>	BAKER - Texas Scrap-book - Undated	\$ 90	12/13/2010
<u>2</u>	BARKER - Mexico and Texas 1821 - 1835 - 1928	\$ 250	12/13/2010
<u>2</u>	BARKER - The Finances of the Texas Revolution - 1904(R)	\$ 25	12/13/2010
<u>2</u>	BERLANDIER - Journey to Mexico 1826 to 1834 - 1980(R)	\$ 90	12/13/2010

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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	BINKLEY - The Expansionist Movement in Texas 1836-1850 - 1925	\$ 113	12/13/2010
2	BRACHT - Texas in 1848 - 1931	\$ 135	12/13/2010
2	BRADFORD - Map & Description of Texas 1840 - 1835	\$ 1,500	12/13/2010
2	BRENNER - The Wind That Swept Mexico - 1943	\$ 45	12/13/2010
2	BRIGHAM - Manuscript receipt, signed - 1840	\$ 600	12/13/2010
2	BROWN - Life & Times of Henry Smith - 1887	\$ 100	12/13/2010

Name of organization

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Employer identification number

20-2450503

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>2</u>	BROWN - The Encyclopedia of the New West - 1881	\$ 810 12/13/2010
<u>2</u>	BURNET - Signed ltr - Velasco - bond \$5000 - 1836	\$ 1,500 12/13/2010
<u>2</u>	CASTANEDA - Mexican Side of the Texan Revolution - 1928	\$ 375 12/13/2010
<u>2</u>	CASTANEDA - Mexican Side of the Texan Revolution - 1970	\$ 45 12/13/2010
<u>2</u>	CHABOT - Corpus Christi and Lipantitlan - 1942	\$ 131 12/13/2010
<u>2</u>	CHAMBERLAIN - My Confession - 1996	\$ 156 12/13/2010

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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	DAHMER - Caddo Was History of Caddo Lake - 1989	\$ 9	12/13/2010
2	DAVIE - Diary of Wm Barret Travis 8-30-1833 - Undated	\$ 75	12/13/2010
2	DE CORDOVA - Lecture on Texas - 1858	\$ 375	12/13/2010
2	DE LA PENA - With Santa Anna in Texas - 1975	\$ 50	12/13/2010
2	DeSHIELDS - They Sat in High Place - 1940	\$ 108	12/13/2010
2	DeWEES - Letters from an Early Settler - 1852	\$ 500	12/13/2010

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20-2450503

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	DeWEES - Letters from an Early Settler - 1858	\$ 350	12/13/2010
2	DIENST - The Navy of the Republic of Texas - 1940	\$ 818	12/13/2010
2	DIXON - Heroes of San Jacinto - 1932	\$ 500	12/13/2010
2	DOBIE - Guide to Life and Literature of SW - 1943	\$ 20	12/13/2010
2	DOBIE - The Longhorns - Undated	\$ 1,200	12/13/2010
2	DRESEL - Gustav Dresel's Houston Journal - 1954	\$ 50	12/13/2010

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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	DUVAL - Early Times in Texas - 1892	\$ 400	12/13/2010
2	DUVAL - Early Times in Texas - 1935	\$ 22	12/13/2010
2	EBERSTADT - Catalogue 162, Texas - 1963	\$ 100	12/13/2010
2	EDWARD - History of Texas - 1836	\$ 6,000	12/13/2010
2	EHRENBURG - With Milam and Fannin - 1935?	\$ 125	12/13/2010
2	ERATH - Memoirs of George B. Erath - 1956	\$ 75	12/13/2010

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20-2450503

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	FALCONER - Letters and Notes - Santa Fe Exped - 1930	\$ 150	12/13/2010
2	FEHRENBACH - Lone Star - 1968	\$ 150	12/13/2010
2	FILISOLA - Representation dirigida sobre Tejas - 1836	\$ 3,500	12/13/2010
2	FOOTE - Texas and the Texans (2 Vols) - 1841	\$ 1,000	12/13/2010
2	FRANTZ - Gail Borden - 1951	\$ 77	12/13/2010
3	MAGELLAN MIDSTREAM PARTNERS LP	\$ 10,540	10/25/2010

Name of organization

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Employer identification number

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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of exclusively religious, charitable, etc.,

contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$

0

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	

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

TOTAL:		1,521	45
		(a) Revenue per Books	(b) Net Investment Income
1	BUCKEYE PARTNERS, LP K-1 Pass-Through Share of Partnership Income/(Loss)	-191	39
2	MAGELLAN MIDSTREAM PARTNERS LP K-1 Pass-Through Share of Partnership Income/(Loss)	-74	0
3	NUSTAR ENERGY LP K-1 Pass-Through Share of Partnership Income/(Loss)	-32	6
4	Ordinary gain on sale of NUSTAR ENERGY LP	1,818	0
5			
6			
7			
8			
9			
10			

Form 990-PF, Part I, Line 16c - Other Professional Fees

		TOTAL:		1,584	1,584	0	0
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose		
1	Investment Management Services	1,584	1,584		0		
2							
3							
4							
5							
6							
7							
8							
9							
10							

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

TOTAL:		856	0	0	0
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Estimated Tax for 2010	500	0		0
2	IRS Excise Tax Payment with 1st ext 990-PF	356	0		0
3					
4					
5					
6					
7					
8					
9					
10					

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

TOTAL:					4,724	14	0	4,707
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Administrative Fees	4,682	0	0	4,682			
2	K-1 nondeductible pass-through NUSTAR ENERGY L P	2	0	0	0			
3	K-1 pass-through NUSTAR ENERGY L P	14	14	14	0			
4	State or Local Filing Fees	25	0	0	25			
5	K-1 nondeductible pass-through BUCKEYE PARTNERS, LP	1	0	0	0			
6								
7								
8								
9								
10								

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

TOTAL:				880,392	898,281
	Description/Symbol/CUSIP Number	Shares	(b) Book Value	(c) Fair Market Value	
1	CISCO SYSTEMS INC (CSCO)	100	1,970	2,023	
2	INTEL CORP (INTC)	1,000	24,245	21,030	
3	KINDER MORGAN MNGMNT (KMR)	323	20,920	21,605	
4	PIMCO COMMODITY REAL RETURN STRATEGY FUND (PCRIX)	10,572	63,695	98,214	
5	PIMCO INVESTMENT GRADE CORP BD FD INSTL CL (PIGIX)	42,810	465,046	448,648	
6	WALT DISNEY HOLDINGS CO (DIS)	1,236	43,569	46,362	
7	WISDOMTREE CHINA YUAN FUND (CYB)	3,985	101,377	101,099	
8	WISDOMTREE DREYFUS (BZF)	6,000	159,570	159,300	
9					
10					

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

TOTAL:				393,592	400,736
	Asset Description	(b) Book Value	(c) Fair Market Value		
1	AUSTIN - AUTOGRAPH DOCUMENT SIGNED-SKIGGINS - 1829	19,999	19,999		
2	AUSTIN - CERTIFICATE OF ADMISSION - W D.C. HALL - 1829	29,999	29,999		
3	AUSTIN - ORIGINAL MANUSCRIPT LAND GRANT-ANGIER - 1824	29,999	29,999		
4	AUSTIN - TEXIAN LOAN - 1836	3,000	3,000		
5	BAKER - TEXAS SCRAP-BOOK - UNDATED	90	90		
6	BARKER - MEXICO AND TEXAS 1821 -1835 - 1928	250	250		
7	BARKER - THE FINANCES OF THE TEXAS REVOLUTION - 1904(R)	25	25		
8	BARKER - THE LIFE OF STEPHEN F AUSTIN - 1925 - 1	173	173		
9	BARKER - THE LIFE OF STEPHEN F. AUSTIN - 1925 - 2	113	113		
10	BERLANDIER - JOURNEY TO MEXICO 1826 TO 1834 - 1980(R)	90	90		
11	BINKLEY - THE EXPANSIONIST MOVEMENT IN TEXAS 1836-1850 - 1925	113	113		
12	BRACHT - TEXAS IN 1848 - 1931	135	135		
13	BRADFORD - MAP & DESCRIPTION OF TEXAS 1840 - 1835	1,500	1,500		
14	BRAMAN - BRAMAN'S INFORMATION ABOUT TEXAS - 1857	750	750		
15	BRENNER - THE WIND THAT SWEPT MEXICO - 1943	45	45		
16	BRIGHAM - MANUSCRIPT RECEIPT, SIGNED - 1840	600	600		
17	BROWN - HISTORY OF TEXAS FROM 1685 TO 1892-93 - 1	500	500		
18	BROWN - HISTORY OF TEXAS FROM 1685 TO 1892-93 - 2	400	400		
19	BROWN - LIFE & TIMES OF HENRY SMITH - 1887	100	100		
20	BROWN - THE ENCYCLOPEDIA OF THE NEW WEST - 1881	810	810		
21	BUCKEYE PARTNERS, LP (BPL)	3,230	6,683		
22	BURNET - SIGNED ITR - VELASCO - BOND \$5000 - 1836	1,500	1,500		
23	BURNET - SIGNED LTR - VELASCO - LTR TO UNKNOWN RECIPIENT - 1836	2,000	2,000		
24	CASTANEDA - MEXICAN SIDE OF THE TEXAN REVOLUTION - 1928	375	375		
25	CASTANEDA - MEXICAN SIDE OF THE TEXAN REVOLUTION - 1970	45	45		
26	CAYCE - RECEIPT FOR SALE OF LOTS IN AUGUSTA - 1835	125	125		
27	CHABOT - CORPUS CHRISTI AND LIPANTITLAN - 1942	131	131		
28	CHAMBERLAIN - MY CONFESSION - 1996	156	156		
29	DAHMER - CADDO WAS..HISTORY OF CADDO LAKE - 1989	9	9		
30	DAVIE - DIARY OF WM BARRET TRAVIS 8-30-1833 - UNDATED	75	75		
31	DE CORDOVA - LECTURE ON TEXAS - 1858	375	375		
32	DE LA PENA - WITH SANTA ANNA IN TEXAS - 1975	50	50		
33	DESHIELDS - THEY SAT IN HIGH PLACE - 1940	108	108		
34	DEWEES - LETTERS FROM AN EARLY SETTLER - 1852	500	500		
35	DEWEES - LETTERS FROM AN EARLY SETTLER - 1858	350	350		
36	DIENT - THE NAVY OF THE REPUBLIC OF TEXAS - 1940	818	818		
37	DIXON - HEROES OF SAN JACINTO - 1932	500	500		
38	DOBIE - GUIDE TO LIFE AND LITERATURE OF SW - 1943	20	20		
39	DOBIE - THE LONGHOMS - UNDATED	1,200	1,200		
40	DRESEL - GUSTAV DRESEL'S HOUSTON JOURNAL - 1954	50	50		
41	DUVAL - EARLY TIMES IN TEXAS - 1892	400	400		
42	DUVAL - EARLY TIMES IN TEXAS - 1935	22	22		
43	EBERSTADT - CATALOGUE 162, TEXAS - 1963	100	100		

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

TOTAL:			393,592	400,736
	Asset Description	(b) Book Value	(c) Fair Market Value	
44	EDWARD - HISTORY OF TEXAS - 1836	6,000	6,000	
45	EHRENBERG - WITH MILAM AND FANNIN - 1935	125	125	
46	ERATH - MEMOIRS OF GEORGE B. ERATH - 1956	75	75	
47	EVANS & JOHNSON - TEXAS CENTENNIAL EXHIBITION - 1945	75	75	
48	FALCONER - LETTERS AND NOTES - SANTA FE EXPED - 1930	150	150	
49	FEHRENBACH - LONE STAR - 1968	150	150	
50	FILISOLA - REPRESENTATION DIRIGIDA SOBRE TEJAS - 1836	3,500	3,500	
51	FISKE - A VISIT TO TEXAS (2D ED) - 1836	7,500	7,500	
52	FISKE - A VISIT TO TEXAS - 1834	850	850	
53	FOOTE - TEXAS AND THE TEXANS (2 VOLS) - 184	1,000	1,000	
54	FRANTZ - GAIL BORDEN - 1951	77	77	
55	FRANTZ - LURE OF THE LAND - 1988	275	275	
56	GAILLARDET - SKETCHES OF EARLY TEXAS AND LA - 1966	50	50	
57	GAMBRELL - ANSON JONES: LAST PRESIDENT OF TEXAS - 1948	45	45	
58	GAMBRELL - MIRABEAU BONAPARTE LAMAR - 1934	83	83	
59	GOUGE - THE FISCAL HISTORY OF TEXAS - 1852	750	750	
60	GOVERNMENT OF TEXAS - CURRENCY - \$1 - \$100 - 1837-39	8,500	8,500	
61	GRAY - FROM VIRGINIA TO TEXAS, 1835 - 1909	7,500	7,500	
62	GRAY - FROM VIRGINIA TO TEXAS, 1835 - 1965(R)	50	50	
63	GRAY - FROM VIRGINIA TO TEXAS, 1835 - 1998(R)	59	59	
64	GREEN - JOURNAL OF THE TEXIAN MIER EXPEDITION - 1993(R)	60	60	
65	GREEN - TEXIAN MIER EXPEDITION JOURNAL - 1845 - 1	1,200	1,200	
66	GREEN - TEXIAN MIER EXPEDITION JOURNAL - 1845 - 2	1,000	1,000	
67	HALEY - EARL VANDALE ON THE TRAIL OF TX BOOKS - 1965	178	178	
68	HARDIN - TEXIAN ILIAD - MILITARY HISTORY OF REV. - 1994	25	25	
69	HELM - SCRAPS OF EARLY TEXAS HISTORY - 1884	1,200	1,200	
70	HENSON - SAMUEL MAY WILLIAMS - 1976	23	23	
71	HILL - THE TEXAS NAVY - 1937	250	250	
72	HOGAN - THE TEXAS REPUBLIC: A SOCIAL AND ECONOMIC HISTORY - 1946	50	50	
73	HOLLEY - TEXAS (MAP MOUNTED SEPARATELY) - 1836	15,000	15,000	
74	HOLLEY - TEXAS - 1833	15,000	15,000	
75	HOLMAN - BUCKSKIN AND HOMESPUN - 1979	300	300	
76	HORGAN - GREAT RIVER, THE RIO GRANDE - 1954	125	125	
77	HOUSTON - APPOINTMENT OF THOS. WM. WARD - 1838	7,000	7,000	
78	HOUSTON - AUTOGRAPH LETTER TO COL. YOAKUM - UNDATED	3,000	3,000	
79	HOUSTON - ENGRAVED PORTRAIT - JOHNSON FRY & CO - 1872	75	75	
80	HOUSTON - LIFE OF GENERAL HOUSTON - 1856	300	300	
81	HOUSTON - PORTRAIT - HARPER'S WEEKLY - 1861	100	100	
82	HOUSTON - PROCLAMATION - 1842	900	900	
83	HOUSTON - REPUBLIC OF TEXAS LAND SCRIP 640 AC - 1837	7,500	7,500	
84	HOUSTON - TEXAS INDEPENDENCE - 1938	110	110	
85	HOUSTON - THE INDUSTRIAL ADVANTAGES OF HOUSTON - 1977	35	35	

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

TOTAL:				393,592	400,736
	Asset Description	(b) Book Value	(c) Fair Market Value		
86	HOUSTOUN - TEXAS AND THE GULF OF MEXICO - 1844	3,000	3,000		
87	HOUSTOUN - TEXAS AND THE GULF OF MEXICO - 1991	60	60		
88	HUGHES - DONIPHAN'S EXPEDITION - 1847	600	600		
89	HUGHES - REPORT OF THE SECRETARY OF WAR - 1850	1,500	1,500		
90	HUNTER - ADVENTURE OF A MIER PRISONER - 1912	90	90		
91	ILLUSTRATED LONDON NEWS - 3 ENGRAVINGS ON 1 FOLIO SHEET - 1845	100	100		
92	JAMES - THE RAVEN - 1929	150	150		
93	JENKINS - RECOLLECTIONS OF EARLY TEXAS - 1958	75	75		
94	JENKINS - THE PAPERS OF THE TEXAS REVOLUTION - 1973	625	625		
95	JENNETT - BIOGRAPHICAL DIR OF THE TEXAS CONV - 1941	40	40		
96	JONES - LAND GRANT - 1845	500	500		
97	JONES - LAND GRANT - 1846	1,000	1,000		
98	JONES - MEMORANDA AND OFFICIAL CORRES. - 1859	375	375		
99	KEMP - SIGNERS OF THE DECLARATION OF INDEPENDENCE - 1944	600	600		
100	KENDALL - NARRATIVE OF THE SANTA FE EXPED.-1ST - 1844	600	600		
101	KENDALL - NARRATIVE OF THE SANTA FE EXPED -7TH - 1856	4,500	4,500		
102	KENDALL - NARRATIVE OF THE TEXAS-SANTA FE EXP - 1844	1,500	1,500		
103	KENDRICK - OATH OF OFFICE OF MAYOR OF MATAGORDA COUNTY - 1842	200	200		
104	KENNEDY - TEXAS - 1925	70	70		
105	KENNEDY - TEXAS THE RISE, PROGRESS, AND PROSP. - 1841	14,999	14,999		
106	LAMAR - REPUBLIC OF TEXAS \$500 BOND - 1840	600	600		
107	LANE - HISTORY OF THE UNIVERSITY OF TEXAS - 1891	113	113		
108	LANE - THE ADVENTURES AND RECOLLECTIONS OF A SAN JACINTO VETERAN - 1	3,500	3,500		
109	LANE - THE ADVENTURES AND RECOLLECTIONS OF A SAN JACINTO VETERAN - 1	150	150		
110	LATHAM - TRAVELS IN THE REPUBLIC OF TEXAS - UNDATED	36	36		
111	LAWRENCE - TEXAS IN 1840 - 1840	2,500	2,500		
112	LEA - PORTFOLIO OF SIX PAINTINGS - 1953	375	375		
113	LEA - THE KING RANCH - 1957	650	650		
114	LECLERC - "TEXAS AND ITS REVOLUTION" IN SOUTHEM LIT - 1841	400	400		
115	LECLERC - "TEXAS AND ITS REVOLUTION" TRANSLATED - 1950	250	250		
116	LESTER - SAM HOUSTON AND HIS REPUBLIC - 1846	1,500	1,500		
117	LINN - REMINISCENCES OF FIFTY YEARS IN TEXAS - 1883	600	600		
118	LOCKHART - SIXTY YEARS ON THE BRAZOS - 1930	2,500	2,500		
119	LOCKHART - SIXTY YEARS ON THE BRAZOS - 1967	50	50		
120	LORING - TERRESTRIAL GLOBE - 1832	6,000	6,000		
121	LUBBOCK - SIX DECADES IN TEXAS - 1900	600	600		
122	LUNDY - THE LIFE TRAVELS AND OPINIONS OF... - 1847	1,000	1,000		
123	LUNDY - THE WAR IN TEXAS (WRAPPERS) - 1836	1,200	1,200		
124	LUNDY - THE WAR IN TEXAS - 1837	750	750		
125	MAGELLAN MIDSTREAM PARTNERS LP (MMP)	18,908	22,599		
126	MAILLARD - THE HISTORY OF THE REPUBLIC OF TEXAS - 1842	7,500	7,500		
127	MAP - CARTE DU MEXIQUE OU NOUVELLE ESPAGN - UNDATED	200	200		

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

TOTAL:				393,592	400,736
	Asset Description	(b) Book Value	(c) Fair Market Value		
128	MAP - MAP OF THE STATE OF TEXAS - UNDATED	100	100		
129	MAP - TEXAS (NEW YORK) - 1835	1,000	1,000		
130	MARSHALL - HIST. OF THE WEST BOUNDARY OF LA PUR - 1914	270	270		
131	MARTINEZ CARO - VERDADERA IDEA DE LA PRIMERA - 1837	4,000	4,000		
132	MAVERICK - MEMOIRS - 1921	100	100		
133	MCDANIEL & TAYLOR - THE COMING EMPIRE - 1877	750	750		
134	MEINIG - IMPERIAL TEXAS - 1969 - 1	56	56		
135	MEINIG - IMPERIAL TEXAS - 1969 - 2	54	54		
136	MEXICO COMMUNICATION - ANNOUNCING SANTA ANNA'S RELEASE - 1837	2,500	2,500		
137	MEXICO DECREE OF CONGRESO GENERAL - ARMING OF MERCHANT VESSELS - 1	750	750		
138	MEXICO DECREE OF CONGRESO GENERAL - BUSTAMANTE AUTH. RE-INVASION C	750	750		
139	MEXICO DECREE OF CONGRESO GENERAL - DECL A NATIONAL STATE OF MOUR	900	900		
140	MEXICO DECREE OF CONGRESO GENERAL - EFFORTS TO SECURE SANTA ANNA'	2,500	2,500		
141	MIDDELTON - HISTORY OF THE REGULATORS AND MODERATORS AND THE SHEL	59	59		
142	MILLER - A FINANCIAL HISTORY OF TEXAS - 1916	161	161		
143	MITCHELL - MAP OF THE STATE OF TEXAS ENGRAVED - 1846	450	450		
144	MOODY/COLE - \$125 NOTE TO GABRIEL COLE - 1836	0	0		
145	MOORE - MAP & DESCRIPTION OF TEXAS 1840 - 1965(R)	30	30		
146	MORFI - A HISTORY OF TEXAS, 1673-1779 - 1935	495	495		
147	MUIR - TEXAS IN 1837 - 1958	100	100		
148	NAVARRO - MANUSCRIPT RECEIPT FOR SANTA FE EXPEDITION - 1841	1,200	1,200		
149	NEWELL - HISTORY OF THE REVOLUTION IN TEXAS - 1838	4,500	4,500		
150	NILES & PEASE - HISTORY OF SOUTH AMERICA AND MEXICO - 1838	1,500	1,500		
151	NILES' WEEKLY REGISTER - TEXAS DECLARATION OF INDEPENDENCE - 1836	850	850		
152	OLMSTED - A JOURNEY THROUGH TEXAS - 1857	650	650		
153	PARKER - TRIP TO THE WEST AND TEXAS - 1836	10,000	10,000		
154	PIERCE - TEXAS UNDER ARMS 1836-1946 - 1969	50	50		
155	PIKE - THE JOURNALS OF ZEBULON PIKE - 1966	130	130		
156	POOL - A HISTORICAL ATLAS OF TEXAS - UNDATED	25	25		
157	RANKIN - TEXAS IN 1850 - 1850 - 1	850	850		
158	RANKIN - TEXAS IN 1850 - 1850 - 2	450	450		
159	REPUBLIC OF TEXAS - \$500 BOND - SIGNED BY DAVID BURNET - 1841	2,500	2,500		
160	REPUBLIC OF TEXAS - CURRENCY - \$1 - \$500 - 1840-41	4,450	4,450		
161	RICHARDSON - COMANCHE BARRIER TO SOUTH PLAINS - 1991	270	270		
162	RICHARDSON - TEXAS, THE LONE STAR STATE - 1943	54	54		
163	RICHARDSON - THE TEXAS ALMANAC FOR 1859 - 1858	1,750	1,750		
164	ROBINSON - JUDGE ROBERT MCALPIN WILLIAMSON - 1948	90	90		
165	ROEMER - TEXAS, GERMAN IMMIGRATION - 1935	55	55		
166	SCHMITZ - THUS THEY LIVED: REPUBLIC OF TEXAS - 1935	85	85		
167	SCHMITZ - TEXAS CULTURE: 1836-1846 - 1960(R)	25	25		
168	SMITH - REMINISCENCES OF THE TEXAS REPUBLIC - 1876	1,500	1,500		
169	SMITH - THE ANNEXATION OF TEXAS - 1911	275	275		

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

TOTAL:				393,592	400,736
	Asset Description	(b) Book Value	(c) Fair Market Value		
170	SMITHWICK - THE EVOLUTION OF A STATE - 1900	500	500		
171	SMITHWICK - THE EVOLUTION OF A STATE - 1995(R)	60	60		
172	SOLMS-BRAUNF - TEXAS, 1844-1845 - 1936	128	128		
173	SONNICHSEN - I'LL DIE BEFORE I RUN - UNDATED	30	30		
174	SOWELL - TEXAS INDIAN FIGHTERS - 1900	1,750	1,750		
175	SPELL - PIONEER PRINTER: SAMUEL BANGS - 1963	45	45		
176	STAPP - THE PRISONERS OF PEROTE (BOUND) - 1845	900	900		
177	STAPP - THE PRISONERS OF PEROTE (WRAPPERS) - 1845	1,500	1,500		
178	STEELE - BIOGRAPHY OF PRIVATE ALFONSO STEELE - N D.30S	75	75		
179	STIFF - THE TEXAN EMIGRANT - 1840	10,000	10,000		
180	STREETER - BIBLIOGRAPHY OF TEXAS 1795-1845 - 1955	585	585		
181	TEXAS - BIOGRAPHICAL DIRECTORY - 1941	40	40		
182	TEXAS - CARTAS DE TEJAS Y VENIDA DE S-ANNA - 1836	1,500	1,500		
183	TEXAS - CONSTITUTION - PRES POLK MESSAGE - 1845	550	550		
184	TEXAS - DECLARATION OF INDEPENDENCE - 4/1836	633	633		
185	TEXAS - ENLISTMENT DOC- JAMES MCCONNAUGHEY - 1836	950	950		
186	TEXAS - LAWS OF THE REPUBLIC - 3RD CONGRESS - 1839	400	400		
187	TEXAS - LAWS OF THE REPUBLIC OF TEXAS - 1838	2,000	2,000		
188	TEXAS - YELLOW ROSE OF TEXAS SHEET MUSIC - UNDATED	30	30		
189	TEXAS TREASURY - \$25 NOTE TO GABRIEL CODE - 1837	950	950		
190	THSA - NEW HANDBOOK OF TEXAS - 1997	659	659		
191	TRAVIS - AUTOGRAPH DOCUMENT SIGNED - 1833	19,999	19,999		
192	TRAVIS/BUMET - AUTOGRAPH DOCUMENT SIGNED/STAMPED - 1834	24,999	24,999		
193	TYLER - MADISONIAN-EXTRA PRESIDENT'S MESSAGE - 1844	500	500		
194	US CONGRESS - H R 46 + STEPHEN DOUGLAS SPEECH - 1845	2,500	2,500		
195	WALLACE - DOCUMENTS OF TEXAS HISTORY - 1960	45	45		
196	WEBB - "-VOLS. I, II, III - 1986	60	60		
197	WEBB - THE HANDBOOK OF TEXAS, VOLS I & II - 1952	0	0		
198	WEEMS - DREAM OF EMPIRE - 1971	27	27		
199	WHARTON - REMEBER GOLIAD - CA 1931	400	400		
200	WHEELER - TO WEAR A CITY'S CROWN - 1968	27	27		
201	WINKLER - MANUSCRIPT LTRS AND DOCS OF EARLY TEXA: - 1937	275	275		
202	WISLIZENUS - MEMOIR OF A TOUR TO NORTHERN MEXICO - 1969	75	75		
203	WOOTEN - A COMPLETE TEXAS HISTORY FOR SCHOOL - 1899	75	75		
204	WOOTEN - A COMPREHENSIVE HISTORY OF TEXAS - 1898	1,750	1,750		
205	YOAKUM - HISTORY OF TEXAS (ORIGINAL BOARDS) - 1856	1,500	1,500		
206	YOAKUM - HISTORY OF TEXAS (RE-BOUND) - 1856	750	750		

Form 990-PF, Part VII-A, Line 10 - Substantial Contributors

	Name	Street	City	State	Zip Code	Foreign Country
1	Anastasia B Broadfoot	5711 Painted Valley	Austin	TX	78759	
2						
3						
4						
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Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp	Benefits	Expense Account
1	Preston Owen Broadfoot	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Vice President	1	0	0	0
2	Jennie Vivien Caven	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Vice President	1	0	0	0
3	Vivien Caven	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Vice President / Director	1	0	0	0
4	H Scott Caven Jr	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	President / Director / Secretary	1	0	0	0
5	Lindsey C Majors	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Vice President	1	0	0	0
6										
7										
8										
9										
10										