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## Return of Private Foundation

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

2010

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

Department of the Treasury  
Internal Revenue Service

For calendar year 2010, or tax year beginning DEC 1, 2010, and ending NOV 30, 2011

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  GEORGE & FAY YOUNG FOUNDATION INC	A Employer identification number  75-2478225
Number and street (or P O box number if mail is not delivered to street address)  14850 MONTFORT DRIVE, SUITE 269	Room/suite
City or town, state, and ZIP code  DALLAS, TX 75254	C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <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	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"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 50,245,877.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____

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))		(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	846,734.		N/A	
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments	9.	9.		STATEMENT 1
	4 Dividends and interest from securities	685,845.	685,845.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a	2,216,885.			
	15,242,326.				
	7 Capital gain net income (from Part IV, line 2)		2,216,885.		
	8 Net short-term capital gain				
	9 Income modifications Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	167,095.	167,094.		STATEMENT 3
	12 Total. Add lines 1 through 11	3,916,568.	3,069,833.		
	RECEIVED				
	13 Compensation of officers, directors, trustees, etc	17,500.	4,375.		13,125.
	14 Other employee salaries and wages	90,250.	0.		90,250.
	15 Pension plans, employee benefits	18,198.	0.		18,198.
	16a Legal fees	2,665.	1,185.		1,480.
	b Accounting fees	11,010.	0.		11,010.
	c Other professional fees	243,598.	225,859.		17,739.
	17 Interest				
	18 Taxes	72,408.	11,514.		6,904.
	19 Depreciation and depletion	3,788.	0.		
	20 Occupancy	15,334.	0.		15,334.
	21 Travel, conferences, and meetings	5,713.	0.		5,713.
	22 Printing and publications	112.	0.		112.
	23 Other expenses	131,544.	127,385.		2,244.
	24 Total operating and administrative expenses. Add lines 13 through 23	612,120.	370,318.		182,109.
	25 Contributions, gifts, grants paid	2,123,080.			2,123,080.
	26 Total expenses and disbursements. Add lines 24 and 25	2,735,200.	370,318.		2,305,189.
	27 Subtract line 26 from line 12	1,181,368.			
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		2,699,515.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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21

<b>Part II</b> 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	1,527.	341.	341.
	2	Savings and temporary cash investments	900,194.	1,768,334.	1,768,334.
	3	Accounts receivable ► 13.			
		Less allowance for doubtful accounts ►	17.	13.	13.
	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	5,135.		
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock	35,279,150.	34,775,882.	41,772,412.
	c	Investments - corporate bonds			
Liabilities	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	6,173,668.	6,999,007.	6,695,713.
	14	Land, buildings, and equipment basis ► 31,388.			
		Less accumulated depreciation STMT 11 ► 23,318.	8,733.	8,070.	8,070.
	15	Other assets (describe ► RENT DEPOSIT )	994.	994.	994.
	16	Total assets (to be completed by all filers)	42,369,418.	43,552,641.	50,245,877.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ► EXCISE TAX PAYABLE)	0.	1,855.	
	23	Total liabilities (add lines 17 through 22)	0.	1,855.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
Net Assets or Fund Balances	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31				
	27	Capital stock, trust principal, or current funds	25,582.	25,582.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	41,492,467.	42,339,201.	
	29	Retained earnings, accumulated income, endowment, or other funds	851,369.	1,186,003.	
	30	Total net assets or fund balances	42,369,418.	43,550,786.	
	31	Total liabilities and net assets/fund balances	42,369,418.	43,552,641.	

**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	42,369,418.
2	Enter amount from Part I, line 27a	2	1,181,368.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	43,550,786.
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	43,550,786.

**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 STATEMENTS				
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	15,242,326.		13,025,441.	2,216,885.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) 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					
b					
c					
d					
e				2,216,885.	
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	2,216,885.
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))
2009	1,967,606.	46,258,580.	.042535
2008	2,533,084.	39,148,404.	.064705
2007	2,618,565.	50,803,990.	.051543
2006	2,866,868.	59,565,879.	.048129
2005	2,546,178.	54,254,779.	.046930

2 Total of line 1, column (d) 2 .253842

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 .050768

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 4 51,511,010.

5 Multiply line 4 by line 3 5 2,615,111.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 26,995.

7 Add lines 5 and 6 7 2,642,106.

8 Enter qualifying distributions from Part XII, line 4 8 2,305,189.

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 ► <input type="checkbox"/> and enter "N/A" on line 1	53,990.
	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 ► <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-)	0.
3	Add lines 1 and 2	53,990.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	53,990.
6	<b>Credits/Payments</b>	
a	2010 estimated tax payments and 2009 overpayment credited to 2010	52,135.
b	Exempt foreign organizations - tax withheld at source	
c	Tax paid with application for extension of time to file (Form 8868)	
d	Backup withholding erroneously withheld	
7	Total credits and payments Add lines 6a through 6d	52,135.
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	1,855.
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	
11	Enter the amount of line 10 to be <b>Credited to 2011 estimated tax</b> ►	Refunded ►

**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?	<input checked="" type="checkbox"/>	X
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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>	<input checked="" type="checkbox"/>	X
1c	Did the foundation file Form 1120-POL for this year?	<input checked="" type="checkbox"/>	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? <i>If "Yes," attach a detailed description of the activities</i>	<input checked="" type="checkbox"/>	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>	<input checked="" type="checkbox"/>	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	<input checked="" type="checkbox"/>	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>	<input checked="" type="checkbox"/>	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?		
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>	<input checked="" type="checkbox"/>	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	<input checked="" type="checkbox"/>	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)? If "Yes," complete Part XIV	<input checked="" type="checkbox"/>	X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	<input checked="" type="checkbox"/>	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 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? Website address ► GFYFOUNDATION.ORG

13	X	
----	---	--

14 The books are in care of ► CAROL Y MARVIN

Telephone no ► 972-404-4001

Located at ► 14850 MONTFORT DRIVE, SUITE 269, DALLAS, TX

ZIP+4 ► 75254

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
------	-----

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? 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 ►

16	Yes	No
----	-----	----

**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)

Yes  No

(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 22 of the instructions)?

►

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 2010?

1b	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))

Yes  No

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?

1c	X
----	---

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

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here

2b	
----	--

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 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.)

N/A

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

3b	
----	--

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?

4a	X
----	---

4b	X
----	---

**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

6b

X

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

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?

 Yes  No

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
SEE STATEMENT 12		17,500.	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
CHRISTOPHER M SHAW 7324 LAKEHURST, DALLAS, TX 75230	GRANT OFFICER 40.00	57,250.	10,686.	0.

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 N/A	
	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	
	0.
2	
All other program-related investments See instructions	
3 N/A	
	0.
<b>Total. Add lines 1 through 3</b>	► 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	43,933,168.
b	Average of monthly cash balances	1b	1,657,497.
c	Fair market value of all other assets	1c	6,704,777.
d	<b>Total</b> (add lines 1a, b, and c)	1d	52,295,442.
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	52,295,442.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	784,432.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	51,511,010.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	2,575,551.

**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	2,575,551.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	53,990.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	53,990.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,521,561.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,521,561.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	2,521,561.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	2,305,189.
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	2,305,189.
b	Cash distribution test (attach the required schedule)	5	0.
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	2,305,189.
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		
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				2,521,561.
2 Undistributed income, if any, as of the end of 2010			2,107,653.	
a Enter amount for 2009 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 2,305,189.			2,107,653.	
a Applied to 2009, but not more than line 2a				
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 2010 distributable amount				197,536.
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			0.	
d Subtract line 6c from line 6b Taxable amount - see instructions			0.	
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr				0.
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				2,324,025.
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 2005 not applied on line 5 or line 7		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				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				



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

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i> SEE STATEMENT: PT XV-1 ATTACHED				2,123,080.
<b>Total</b>				► 3a 2,123,080.
<i>b Approved for future payment</i>				
<b>Total SEE STATEMENT 14</b>				► 3b 440,000.

## 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
	(a) Business code	(b) 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			14	9.
4 Dividends and interest from securities			14	685,845.
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			14	167,095.
8 Gain or (loss) from sales of assets other than inventory			18	2,216,885.
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.	3,069,834.	0.
13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations )			13	3,069,834.

## 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)
N/A	



## 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
GEORGE & FAY YOUNG FOUNDATION INC	75-2478225

**Organization type (check one):**

**Employer identification number**

75-2478225

**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

1

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).

**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)**

Name of organization

GEORGE &amp; FAY YOUNG FOUNDATION INC

Employer identification number

75-2478225

**Part I** **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	CHARITABLE LEAD UNITRUST U/W GEORGE YOUNG  14850 MONTFORT DRIVE, SUITE 267  DALLAS, TX 75254	\$ 846,734.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
(Complete Part II if there is a noncash contribution.)			
(Complete Part II if there is a noncash contribution.)			
(Complete Part II if there is a noncash contribution.)			
(Complete Part II if there is a noncash contribution.)			
(Complete Part II if there is a noncash contribution.)			
(Complete Part II if there is a noncash contribution.)			

GEORGE &amp; FAY YOUNG FOUNDATION INC

75-2478225

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

SOURCE	AMOUNT
NORTHERN TRUST BANK	9.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	9.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
THE NORTHERN TRUST COMPANY	2,054.	2,054.	0.
THE NORTHERN TRUST COMPANY	685,845.	0.	685,845.
TOTAL TO FM 990-PF, PART I, LN 4	687,899.	2,054.	685,845.

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY INCOME FROM PARTNERSHIPS	166,906.	166,906.	
PARTNERSHIP-TAX EXEMPT	1.	0.	
GROSS OIL & GAS ROYALTIES	188.	188.	
TOTAL TO FORM 990-PF, PART I, LINE 11	167,095.	167,094.	

## FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	2,665.	1,185.		1,480.
TO FM 990-PF, PG 1, LN 16A	2,665.	1,185.		1,480.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	11,010.	0.		11,010.
TO FORM 990-PF, PG 1, LN 16B	11,010.	0.		11,010.

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
INVESTMENT ADVISORY	186,152.	186,152.		0.
INVESTMENT CONSULTANT	18,537.	18,537.		0.
ADMINISTRATION FEES	17,739.	0.		17,739.
NORTHERN TRUST CUSTODY FEES	21,170.	21,170.		0.
TO FORM 990-PF, PG 1, LN 16C	243,598.	225,859.		17,739.

FORM 990-PF

TAXES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD AT SOURCE (DIVIDENDS)	11,506.	11,506.		0.
TAX ON INVESTMENT INCOME	53,990.	0.		0.
PAYROLL TAXES	6,904.	0.		6,904.
ROYALTY PRODUCTION TAXES	8.	8.		0.
TO FORM 990-PF, PG 1, LN 18	72,408.	11,514.		6,904.

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POSTAGE	120.	0.		120.
PARTNERSHIP EXPENSES	127,388.	127,348.		0.
OFFICE SUPPLIES	1,384.	0.		1,384.
MAINTENANCE & REPAIR	740.	0.		740.
ROYALTY OPERATING EXPENSES	37.	37.		0.
AMORTIZATION	1,875.	0.		0.
TO FORM 990-PF, PG 1, LN 23	131,544.	127,385.		2,244.

## FORM 990-PF

## CORPORATE STOCK

## STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT: PT II-1	34,775,882.	41,772,412.
TOTAL TO FORM 990-PF, PART II, LINE 10B	34,775,882.	41,772,412.

## FORM 990-PF

## OTHER INVESTMENTS

## STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CROSSROADS 1997 VENTURE CAPITAL I LP	COST	396,327.	188,766.
CROSSROADS 1997 EUROPEAN PVT EQUITY I LP	COST	103,295.	42,164.
COLONIAL MOBILE HOMES JV	COST	48,614.	58,800.
MASTHOLM INTERNATIONAL EQUITY	COST	3,283,676.	3,357,981.
FT WASHINGTON PRIVATE EQ INV III	COST	153,874.	113,159.
NB CROSSROADS FUND XVIII LP	COST	326,692.	239,064.
SVB STRATEGIC INVESTORS FUND III LP	COST	280,725.	249,782.
LAZARD LTD PARTNERSHIP	COST	207,133.	180,740.
ALTERNATIVE INVESTMENTS	COST		
INSTITUTIONAL LP	COST	1,034,255.	1,182,150.
NATURAL RESOURCE FUND	COST	1,164,416.	1,083,107.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,999,007.	6,695,713.

## FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
TELEPHONE SYSTEM	2,895.	2,895.	0.
FILING CABINET	470.	470.	0.
FURNITURE	1,185.	1,185.	0.
REUPHOLSTERY	1,404.	1,404.	0.
LAMPS	901.	901.	0.
REUPHOLSTERY	1,138.	1,138.	0.
ZAENGLIN FRAMED PHOTO	253.	253.	0.
FILE CABINET	569.	569.	0.
FRAMING	378.	378.	0.
TELEPHONE SYSTEM	975.	975.	0.
TELEPHONE SYSTEM	190.	190.	0.
TELEPHONE SYSTEM	400.	400.	0.
CHAIR	126.	101.	25.
FURNITURE	5,000.	2,945.	2,055.
SOFTWARE	7,500.	6,250.	1,250.
2 COMPUTERS	2,224.	1,112.	1,112.
FILE CABINET	780.	277.	503.
SOFTWARE-2 YR RENEWAL	5,000.	1,875.	3,125.
TOTAL TO FM 990-PF, PART II, LN 14	31,388.	23,318.	8,070.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CAROL Y MARVIN 14850 MONTFORT DRIVE, SUITE 269 DALLAS, TX 75254	DIR/PRES 1.00	5,000.	0.	0.
RICHARD L RIPLEY 14850 MONTFORT DRIVE, SUITE 267 DALLAS, TX 75254	DIR/SEC/ASSIS TREAS 2.00	0.	0.	0.
JUDY PIEPENBROK 14850 MONTFORT DRIVE, SUITE 267 DALLAS, TX 75254	ASSIS SEC/TREAS 4.00	0.	0.	0.
TERESA WOBIG 14850 MONTFORT DRIVE, SUITE 267 DALLAS, TX 75254	ASSIS TREAS 2.00	0.	0.	0.
JOHN GREEN PO BOX 233 MORGAN HILL, TX 76465	DIRECTOR 1.00	2,500.	0.	0.
JOHN C FRANKLIN 9400 N CENTRAL EXPY, SUITE 320 DALLAS, TX 75231	DIR/VICE PRES 1.00	5,000.	0.	0.
MICHAEL E MARVIN 14850 MONTFORT DRIVE, SUITE 267 DALLAS, TX 75254	DIR/TREAS 1.00	5,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		17,500.	0.	0.

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FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

---

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

---

CAROL Y MARVIN  
14850 MONTFORT DRIVE, SUITE 269  
DALLAS, TX 75254

TELEPHONE NUMBER

---

972-404-4001

FORM AND CONTENT OF APPLICATIONS

---

PROVIDE (AT A MINIMUM) EVIDENCE OF THEIR PUBLIC CHARITY STATUS, DESCRIPTION OF ACTIVITIES & PROPOSED USE.

ANY SUBMISSION DEADLINES

---

BOARD OF DIRECTORS GENERALLY MEET IN THE SPRING AND FALL OF EACH YEAR TO CONSIDER GRANT REQUESTS.

RESTRICTIONS AND LIMITATIONS ON AWARDS

---

GRANTEES MUST GENERALLY BE SECTION 501(C)(3) ORGANIZATIONS WHICH ARE PUBLIC CHARITIES.

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
APPROVED FOR FUTURE PAYMENT

STATEMENT 14

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AUSTIN COLLEGE 900 NORTH GRAND, SUITE 6G SHERMAN, TX 75090	N/A GENERAL	PUBLIC	80,000.
MERCY SHIPS P O BOX 2020 LINDALE, TX 75771	N/A GENERAL	PUBLIC	50,000.
SALESMANSHIP CLUB 106 EAST TENTH STREET DALLAS, TX 75203	N/A GENERAL	PUBLIC	50,000.
ST EDWARDS UNIVERSITY 3001 SOUTH CONGRESS AVENUE AUSTIN, TX 78704	N/A GENERAL	PUBLIC	80,000.
TRINITY UNIVERSITY 4815 CASS STREET DALLAS, TX 75235	N/A GENERAL	PUBLIC	40,000.
SCHREINER UNIVERSITY 2011 MEMORIAL BOULEVARD KERRVILLE, TX 78028	N/A GENERAL	PUBLIC	40,000.
SFA PINEY WOODS PLANT CENTER P O BOX 13000-SFA STATION NACOGDOCHES, TX 75962	N/A GENERAL	PUBLIC	100,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3B			<u>440,000.</u>

## STATEMENT PT 11-1

## PART II, LINE 10b

			End of Year	
			Book Value	Market Value
8,055	AFLAC INC		357,452.98	349,909.20
7,960	ALTRIA GROUP		113,036.95	228,372.40
5,105	AMERICAN EXPRESS		299,765.00	245,244.20
2,055	ARCHER-DANIELS-MIDLAND		60,873.22	61,896.60
4,325	AT&T INC		124,776.25	125,338.50
3,860	BEST BUY		122,815.94	104,567.40
1,495	BHP BILLITON		102,055.73	112,379.15
1,305	BLACKROCK INC		245,903.77	224,512.20
5,950	BRISTOL MYERS SQUIBB		165,791.40	194,684.00
5,560	BROADCOM CORP		209,046.00	168,718.20
2,440	CAP 1 FINL		124,417.31	108,970.40
900	CATERPILLAR INC		81,002.85	88,092.00
4,500	CHEVRON CORP		342,990.00	462,690.00
2,790	COACH INC		162,180.24	174,626.10
3,950	CONOCOPHILLIPS		259,590.67	281,714.00
870	CUMMINS INC		81,192.51	83,807.10
5,120	DANAHER CORP		206,009.60	247,705.60
9,800	DOMINION RES INC		340,746.00	505,876.00
4,070	EATON CORP		150,597.77	182,783.70
4,210	EMERSON ELECTRIC CO		151,464.53	219,972.50
4,205	ENSCO PLC		224,792.65	218,533.85
2,160	EXPRESS SCRIPTS		118,437.01	98,604.00
3,590	FREEPORT-MCMORAN C&G		172,384.61	142,164.00
4,540	GAMESTOP CORP		121,599.24	104,964.80
2,510	GENUINE PARTS		107,505.06	146,835.00
530	GOOGLE INC		257,123.22	317,676.70
3,500	HOME DEPOT		114,355.50	137,270.00
4,830	ILL TOOL WKS		215,439.25	219,475.20
7,350	INTEL CORP		195,591.58	183,088.50
1,720	INTERNATIONAL BUSINESS MACH		174,461.49	323,360.00
2,980	JPMORGAN CHASE		111,552.43	92,290.60
1,420	LABORATORY CORP AMER HLDGS		95,816.90	121,722.40
8,890	MARATHON OIL		165,768.51	248,564.40
4,720	MARATHON PETE CORP		124,572.35	157,600.80
4,100	MCDONALDS CORP		262,729.50	391,632.00
3,660	MCKESSON CORP		126,875.30	297,594.60
5,030	METLIFE		222,475.91	158,344.40
7,400	MICROSOFT		200,775.00	189,292.00
5,220	NOVARTIS		276,939.71	282,506.40
10,860	ORACLE CORP		155,662.84	340,461.00

## STATEMENT PT 11-1

## PART II, LINE 10b

			End of Year	
			Book Value	Market Value
3,520	PEPSICO INC	211,604.80	225,280.00	
6,500	PHILIP MORRIS INTL	273,520.00	495,560.00	
2,420	PRAXAIR INC	173,962.13	246,840.00	
5,700	QUALCOMM INC	220,201.58	312,360.00	
3,805	ROSS STORES	174,886.44	338,987.45	
4,170	STATE STR CORP	199,654.87	165,340.50	
8,260	TE CONNECTIVITY	201,747.29	261,924.60	
2,800	TEVA PHARMACEUTICAL	119,647.36	110,908.00	
3,245	UNION PAC CORP	161,146.70	335,565.45	
4,695	UNITED TECHNOLOGIES CORP	241,088.25	359,637.00	
3,100	UNITEDHEALTH GROUP	109,306.00	151,187.00	
6,315	VODAFONE GROUP PLC	174,016.72	171,452.25	
7,515	XILINX INC	214,171.20	245,815.65	
4,865	YUM BRANDS INC	242,789.79	272,634.60	
5,820	ABBOTT LAB	303,126.99	317,481.00	
7,230	AMERICAN EXPRESS	314,972.42	347,329.20	
1,440	APPLE INC	324,244.31	550,368.00	
2,130	BOEING CO	143,731.52	146,309.70	
2,850	CATERPILLAR	247,662.00	278,958.00	
6,150	CELGENE CORP	345,318.67	387,942.00	
2,950	CHEVRON CORP	211,849.68	303,319.00	
12,020	CISCO SYSTEMS INC	204,097.27	224,052.80	
6,200	COCA COLA CO	414,108.08	416,826.00	
1,300	COSTCO WHOLESALE	75,779.47	110,890.00	
8,230	CSX CORP	142,399.50	178,673.30	
4,880	DANAHER CORP	180,534.03	236,094.40	
5,710	DIRECTTV COM	178,448.92	269,626.20	
2,290	DOVER CORP	132,774.54	125,881.30	
8,220	DR PEPPER SNAPPLE GROUP	312,846.27	300,276.60	
3,530	ECOLAB INC	191,914.98	201,280.60	
13,880	EMC CORP	256,489.48	319,378.80	
5,080	EXXON MOBIL	298,848.18	408,635.20	
910	GOOGLE	487,710.16	545,444.90	
5,810	INTEL CORPORATION	116,012.34	144,727.10	
2,840	INTERNATIONAL BUSINESS MACH	355,212.43	533,920.00	
10,670	KROGER CO	266,397.23	247,330.60	
970	MASTERCARD INC	284,016.09	363,313.50	
4,720	MC DONALDS	337,972.22	450,854.40	
6,325	MEDCO HEALTH SOLUTIONS	346,185.94	358,437.75	
19,720	MICROSOFT	548,188.92	504,437.60	

## STATEMENT PT 11-1

PART II, LINE 10b

		End of Year	
		Book Value	Market Value
3,190	OCCIDENTAL PETROLEUM	262,299.36	315,491.00
4,120	ORACLE CORP	97,810.04	129,162.00
2,930	PRAXAIR INC	236,644.97	298,860.00
4,420	QUALCOMM	173,020.90	242,216.00
3,780	ROSS STORES	201,033.63	336,760.20
3,390	SCHLUMBERGER LTD	259,082.25	255,368.70
1,860	SIGMA-ALDRICH CORP	128,088.57	120,546.60
7,070	STARBUCKS CORP	239,292.70	307,403.60
2,350	THERMO FISHER	111,346.76	111,037.50
5,080	TJX COS	201,165.71	313,436.00
4,420	UNITED TECHNOLOGIES	309,918.64	338,572.00
4,940	VERIZON COMMUNICATIONS	178,589.71	186,386.20
4,000	WAL-MART STORES	210,861.22	235,600.00
7,700	WALGREEN CO	308,911.17	259,644.00
4,680	YUM BRANDS	198,696.07	262,267.20
135	ALPHA NAT RES	2,199.11	3,240.00
195	ANADARKO PETRO CORP	14,004.70	15,847.65
200	APACHE CORP	23,371.88	19,888.00
1,080	BAKER HUGHES	54,664.73	58,978.80
500	BASIS ENERGY SVCS	10,201.95	9,420.00
1,275	CAMERON INTL CORP	28,936.03	68,837.25
135	CARBO CERAMICS	13,301.58	19,213.20
300	CHICAGO BRIDGE	9,677.97	12,405.00
410	CORE LABORATORIES	11,619.44	47,580.50
175	DEVON ENERGY CORP	15,384.33	11,455.50
150	DIAMOND OFFSHORE DRILLING	9,793.04	9,022.50
122	DRESSER-RAND GROUP	3,959.46	6,352.54
570	DRIL-QUIP INC	10,081.93	40,544.10
740	ENSCO PLC	39,828.09	38,457.80
150	EOG RESOURCES	10,846.81	15,561.00
1,480	FMC TECHNOLOGIES	22,064.36	77,492.80
1,700	HALLIBURTON CO	40,809.00	62,560.00
330	NABORS INDUSTRIES	9,007.75	5,920.20
1,135	NATIONAL OILWELL VARCO	26,060.51	81,379.50
200	NEWFIELD EXPLORATION	14,432.52	9,160.00
435	NOBLE CORP	15,356.86	15,020.55
120	NOBLE ENERGY INC	9,837.17	11,806.80
1,360	OCEANEERING INTL INC	27,343.57	64,681.60
450	OIL STS INTL INC	7,780.68	33,862.50
1,268	PATTERSON-UTI ENERGY	25,440.07	26,653.36

## STATEMENT: PT 11-1

PART II, LINE 10b

		End of Year	
		Book Value	Market Value
115	PEABODY ENERGY	2,440.29	4,511.45
350	PLAINS EXPL & PRDTN	12,754.88	12,453.00
925	PRECISION DRILLING CORP	10,970.13	10,683.75
435	RANGE RES	17,038.77	31,193.85
600	ROWAN CO	16,881.25	20,346.00
913	SCHLUMBERGER LTD	42,595.27	68,776.29
600	SUPERIOR ENERGY SVCS INC	16,898.74	17,826.00
220	TECHNIP SPONSORED	4,311.45	5,242.60
956	TRANSOCEAN LTD	48,878.62	40,964.60
100	WALTER ENERGY	8,692.02	7,170.00
3,990	WEATHERFORD INTL	50,252.83	60,488.40
800	ACUITY BRANDS	28,168.75	40,200.00
900	ALLETTE INC	38,314.68	35,865.00
2700	AVIS BUDGET GROUP	40,841.64	31,860.00
1405	BABCOCK & WILCOX CO	31,474.38	31,865.40
2600	BENEFICIAL MUT BANCORP	24,050.03	22,724.00
1400	BRINKS CO	36,011.57	34,468.00
2400	BROADRIDGE FINL SOLUTIONS	44,970.80	54,168.00
3400	CAPITOL FED FINL	41,455.01	38,488.00
1100	CARRIZO O&G	38,274.86	31,306.00
1000	CBOE HOLDINGS INC	27,899.90	26,920.00
3200	CHEMTURA CORP	55,053.48	37,280.00
1600	CHICAGO BRIDGE & IRON	38,281.12	66,160.00
840	CIRCOR INTL	20,776.14	27,300.00
500	COMPASS MINERALS	28,780.00	38,325.00
2400	DANA HLDG CORP	41,781.46	29,904.00
700	DELTIC TIMBER CORP	33,209.68	44,835.00
3900	DENNYS CORP	15,185.58	13,260.00
700	DINEEQUITY INC	40,348.00	32,956.00
700	DRESSER-RAND GROUP	24,174.22	36,449.00
1350	ENPRO INDs INC	45,395.91	45,184.50
1800	FEDERAL SIGNAL	11,484.00	6,642.00
2500	FIRST AMERN FIN	35,742.65	29,000.00
2187	FIRSTMERIT CORP	42,824.58	31,952.07
3000	FLOWERS FOODS INC	35,735.73	59,310.00
400	FLOWSERVE CORP	19,560.80	41,108.00
1600	FORESTAR GROUP	31,000.90	24,320.00
800	FOSTER L B CO	13,161.84	22,976.00
800	FOSTER WHEELER	15,648.36	14,840.00
1600	GULFPORT ENERGY CORP	47,599.84	50,800.00

## STATEMENT PT 11-1

PART II, LINE 10b

		End of Year	
		Book Value	Market Value
2100	HANESBRANDS INC	51,003.54	51,723.00
1000	HANOVER INS GROUP	41,734.96	36,080.00
1850	HILL ROM HLDGS	40,775.11	58,460.00
810	IBERIABANK CORP	35,581.33	40,354.20
1300	ICONIX BRAND GROUP	23,772.19	22,438.00
700	ITC HLDGS	32,971.91	51,744.00
1600	JOHN BEAN TECHNOLOGIES	23,223.36	26,336.00
900	KAISER ALUM CORP	28,969.71	41,940.00
700	KOPPERS HLDGS	24,707.34	23,121.00
1000	KS CY SOUTHN	26,704.10	68,030.00
600	MANNING & NAPIER	7,549.92	7,620.00
810	MCDERMOTT INTL INC	5,998.49	9,161.10
2150	NCR CORP	35,022.86	37,603.50
3400	NORTHWEST BANCSHARES	39,763.20	42,228.00
1400	OASIS PETE INC	41,600.77	42,658.00
1300	PATTERSON COS	26,643.63	39,221.00
2000	PENSKE AUTOMOTIVE	41,551.62	40,580.00
1800	PHH CORP	36,851.30	27,648.00
700	REGAL BELOIT	45,422.61	36,862.00
2800	SALLY BEAUTY HLDGS	24,962.34	56,280.00
1000	SMITH A O CORP	38,209.70	39,260.00
1400	SOLUTIA INC	27,704.64	22,288.00
3200	SUPER VALU INC	30,176.96	23,520.00
1650	TIMKEN CO	48,436.25	69,316.50
1010	TREEHOUSE FOODS	28,715.61	66,589.30
1600	TRINITY IND	34,632.80	45,728.00
1200	VAIL RESORTS INC	47,868.84	53,400.00
1300	VECTREN CORP	33,054.06	37,830.00
2300	VIEWPOINT FINL GROUP	30,097.66	29,532.00
1000	WABTEC CORP	27,571.90	68,250.00
790	WADDELL & REED FINL INC	23,862.11	21,472.20
400	WALTER ENERGY INC	8,820.06	28,680.00
3500	WESTFIELD FINL	37,426.55	25,550.00
1700	WRIGHT EXPRESS CORP	41,318.84	89,216.00
1750	WYNDAM WORLDWIDE CORP	48,897.80	62,037.50
2900	1ST NIAGRA FINL GROUP	35,890.92	25,520.00
2,500	ABBOTT LAB	104,524.17	136,375.00
4,500	ADOBE SYS INC	124,733.86	123,390.00
5,200	AKAMAI TECHNOLOGIES	127,811.06	150,332.00
5,800	ALLSCRIPTS HEALTHCARE	120,380.16	112,868.00

## STATEMENT PT 11-1

## PART II, LINE 10b

		End of Year	
		Book Value	Market Value
3,000	AT & T INC	72,159.60	86,940.00
7,500	AVON PRODUCTS INC	161,276.65	127,500.00
25,000	BROCADE COMMUNICATIONS SYS	164,658.90	134,500.00
3,200	CABOT OIL & GAS	21,504.00	283,488.00
2,100	CELGENE CORP	115,751.58	132,468.00
5,000	CISCO SYSTEMS INC	73,632.81	93,200.00
2,500	COCA-COLA COMPANY	122,101.20	168,075.00
1,000	COLGATE-PALMOLIVE	40,342.50	91,500.00
2,700	COVIDIEN PLC	107,514.00	122,985.00
3,000	CULLEN/FROST BANKERS	147,210.60	151,710.00
5,000	CVS CAREMARK CORP	83,048.00	194,200.00
3,000	DANAHER CORP	91,506.75	145,140.00
1,800	DEVON ENERGY CORPORATION	105,882.36	117,828.00
7,000	EMC CORP MASS	96,218.80	161,070.00
4,000	ENCANA CORP	103,127.71	80,200.00
2,600	FMC CORP	117,446.75	218,192.00
8,200	FOSTER WHEELER LTD	203,509.81	152,110.00
3,000	GENERAL ELECTRIC CO	86,125.00	47,730.00
2,500	HARRIS CORP	39,194.37	89,000.00
4,500	HOME DEPOT INC	127,676.52	176,490.00
2,500	HONEYWELL INT'L	84,056.25	135,375.00
2,640	JPMORGAN CHASE	89,340.00	81,760.80
1,000	KIMBERLY-CLARK CORP	44,476.41	71,470.00
2,500	KOHLS CORP	109,470.64	134,500.00
4,000	KRAFT FOODS	137,112.80	144,600.00
14,000	MASCO	235,538.80	134,120.00
2,800	MONSANTO CO	181,871.76	205,660.00
5,250	NATL INSTRS CORP	94,552.50	138,075.00
10,000	NUANCE COMMUNICATIONS INC	160,885.40	245,800.00
5,000	ORACLE CORP	22,083.33	156,750.00
2,500	PEABODY ENERGY CORP	63,682.41	98,075.00
1,400	PEPSICO INC	50,487.50	89,600.00
6,000	PERKINELMER INC	133,555.20	113,520.00
4,000	PETSMART INC	84,185.00	193,000.00
2,500	PROCTOR & GAMBLE	160,339.76	161,425.00
5,300	RADIOSHACK CORP	102,308.55	60,844.00
3,500	RANGE RES CORP	148,647.64	250,985.00
1,500	ROCKWELL COLLINS	79,725.00	82,350.00
1,500	SCHLUMBERGER LIMITED	35,037.51	112,995.00
8,400	SMART TECHNOLOGIES	81,277.56	38,052.00

## STATEMENT PT 11-1

PART II, LINE 10b

		End of Year	
		Book Value	Market Value
2,000	SM ENERGY CO	77,878.60	158,980.00
1,800	TECHNE CORP	113,343.48	121,482.00
2,800	THERMO FISHER	110,704.50	132,300.00
2,000	TIFFANY & CO	49,816.80	134,080.00
3,700	TIME WARNER INC	112,071.52	128,834.00
4,000	TRIMBLE NAV LTD	87,104.25	172,320.00
4,500	WALGREEN	178,366.90	151,740.00
4,000	WELLS FARGO & CO	69,963.75	103,440.00
2,500	WESCO INTL INC	132,882.14	127,400.00
57,237.71	HARBOR INTERNATIONAL	3,226,123.26	3,140,633.14
40,927.07	LAZARD FDS INC EMERGING MKTS	745,837.84	761,652.77
241,045.11	MORGAN STANLEY SMALL CO GROWTH	2,401,485.37	3,157,690.94
<u>1,151,370.89</u>		<u>34,775,881.53</u>	<u>41,772,412.36</u>

GEORGE &amp; FAY YOUNG FOUNDATION INC

## 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)
a 6008.01	SH MORGAN STANLEY INSTL-SMALL CO GRWTH	P	12/21/06	05/13/11
b 1400	SH SPDR KBW REGL BKG ETF	P	04/16/10	02/24/11
c 1500	SH SALLY BEAUTY HLDGS INC	P	03/14/11	08/16/11
d 1100	SH CORELOGIC INC	P	09/13/10	08/23/11
e 2200	SH FEDERATED INVS INC	P	08/16/11	11/30/11
f 1000	SH ENCANA CORP	P	03/19/10	01/13/11
g 1600	SH BRIGHAM EXPL CO	P	05/12/11	11/16/11
h 4500	SH WESTERN DIGITAL CORP	P	03/11/10	02/22/11
i 2980	SH MERCK & CO INC	P	09/22/10	02/24/11
j 3415	SH NOBLE CORPORATION	P	01/07/11	05/06/11
k 3360	SH REORG/PRIDE CASH & STOCK ENSCOPLC	P	06/08/10	06/08/11
l 3255	SH NOBLE CORP	P	11/16/10	08/29/11
m PART IV-STATEMENT 1		P	VARIOUS	VARIOUS
n PART IV-STATEMENT 2		P	VARIOUS	VARIOUS
o PART IV-STATEMENT 2		P	VARIOUS	VARIOUS

(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 90,000.		79,366.	10,634.
b 36,780.		39,208.	-2,428.
c 24,340.		19,498.	4,842.
d 8,497.		19,893.	-11,396.
e 34,252.		53,370.	-19,118.
f 30,880.		30,769.	111.
g 58,223.		43,913.	14,310.
h 144,000.		168,206.	-24,206.
i 95,525.		110,461.	-14,936.
j 137,193.		125,198.	11,995.
k 139,052.		76,179.	62,873.
l 104,972.		118,774.	-13,802.
m 1,334,223.		944,128.	390,095.
n 247,502.		229,349.	18,153.
o 233,728.		131,141.	102,587.

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			10,634.
b			-2,428.
c			4,842.
d			-11,396.
e			-19,118.
f			111.
g			14,310.
h			-24,206.
i			-14,936.
j			11,995.
k			62,873.
l			-13,802.
m			390,095.
n			18,153.
o			102,587.

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

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c)  
If (loss), enter "-0-" in Part I, line 8 }

3

## 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)
a PART IV-STATEMENT 3		P	VARIOUS	VARIOUS
b PART IV-STATEMENT 4		P	VARIOUS	VARIOUS
c PART IV-STATEMENT 5		P	VARIOUS	VARIOUS
d PART IV-STATEMENT 5		P	VARIOUS	VARIOUS
e LUCENT LITIGATION SETTLEMENT		P	VARIOUS	05/31/11
f PARTNERSHIP FLOW THROUGH CAPITAL GAINS		P		
g 500 MLP ENTERPRISE PRODS PTRS LP		P	08/23/11	10/21/11
h 300 MLP KINDER MORGAN ENERGY PTRS LP		P	08/23/11	10/21/11
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 2,166,450.		2,024,934.	141,516.
b 765,095.		608,913.	156,182.
c 4,600,254.		4,680,828.	-80,574.
d 3,942,869.		3,481,188.	461,681.
e 25.			25.
f 1,001,116.			1,001,116.
g 22,427.		20,017.	2,410.
h 22,869.		20,108.	2,761.
i 2,054.			2,054.
j			
k			
l			
m			
n			
o			

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			141,516.
b			156,182.
c			-80,574.
d			461,681.
e			25.
f			1,001,116.
g			2,410.
h			2,761.
i			2,054.
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	2,216,885.
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 IV – STATEMENT 1

George & Fay Young Foundation Inc

75-2478225

G&F YOUNG FND, INC. NA AS SECURITIES CUSTODY  
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
<b>15% RATE CAPITAL GAINS (LOSSES)</b>					
2700. GILEAD SCIENCES INC	01/25/2008	01/13/2011	102,490.26	116,988.21	-14,497.95
1000. JARDEN CORP COM	11/02/2007	01/13/2011	32,845.44	32,801.70	43.74
1000. NUANCE COMMUNICATIONS INC	12/18/2007	01/13/2011	20,474.65	17,848.40	2,626.25
500. PEABODY ENERGY CORP COM	10/28/2008	01/13/2011	31,562.96	13,325.60	18,237.36
3000. JARDEN CORP COM	04/16/2008	01/21/2011	98,477.30	73,787.13	24,690.17
4000. CBS CORP	07/14/2009	02/01/2011	80,498.45	24,968.00	55,530.45
500. WESCO INTL INC	06/19/2007	03/08/2011	29,644.88	31,982.66	-2,337.78
3000. NOBLE CORPORATION (SWITZERLAND) COM USDO.10	05/01/2002	04/04/2011	137,973.04	64,890.00	73,083.04
6300. MDU RES GROUP INC COM	03/24/2009	04/05/2011	147,436.06	117,016.43	30,419.63
2500. TEVA PHARMACEUTICALS INDS LTD ADR	01/09/2001	04/26/2011	114,772.79	39,531.25	75,241.54
1300. V F CORP	05/07/2009	06/13/2011	132,560.27	76,963.90	55,596.37
6300. BK AMER CORP COM	07/06/2010	07/15/2011	63,044.77	87,785.46	-24,740.69
4000. BANK NEW YORK MELLON CORP COM STK	03/15/2000	08/22/2011	76,106.53	128,265.78	-52,159.25
1500. MCCORMICK & CO INC NON-VTG	12/30/2005	09/29/2011	68,753.27	46,056.55	22,696.72
300. CABOT OIL & GAS CORP CL A	02/27/2002	11/11/2011	26,552.48	2,016.00	24,536.48
4700. BRIGHAM EXPL CO COM	07/06/2010	11/16/2011	171,029.71	69,900.75	101,128.96
<b>TOTAL 15% RATE CAPITAL GAINS (LOSSES)</b>			<b>1334223.00</b>	<b>944,128.00</b>	<b>390,095.00</b>
<b>Totals</b>			<b>1334223.00</b>	<b>944,128.00</b>	<b>390,095.00</b>

## PART IV – STATEMENT 2

George & Fay Young Foundation Inc

75-2478225

G&F YOUNG FND, INC. TRUST, NA AS SECURITIES  
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
100. HELMERICH & PAYNE INC	07/12/2010	12/13/2010	4,846.96	3,976.90	870.06
100. CORE LABORATORIES NV					
NLGO.03	03/18/2010	12/13/2010	8,948.89	6,540.76	2,408.13
800. PATTERSON-UTI ENERGY INC	08/31/2010	12/16/2010	16,976.91	11,984.79	4,992.12
50. TRANSOCEAN LTD	01/11/2010	12/16/2010	3,449.28	4,630.24	-1,180.96
100. COMPLETE PRODTN SVCS INC	07/20/2010	02/09/2011	2,523.47	1,615.23	908.24
50. NATIONAL-OILWELL INC	06/18/2010	02/09/2011	3,809.84	1,911.69	1,898.15
50. OIL STS INTL INC COM ISIN US6780261052	03/18/2010	02/09/2011	3,414.40	2,273.36	1,141.04
160. ADR PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR	03/19/2010	02/09/2011	5,785.98	7,338.99	-1,553.01
330. #REORG/PRIDE CASH AND STOCK MERGER ENSCOPLC 2B1M	08/31/2010	02/09/2011	12,849.22	8,141.34	4,707.88
550. WEATHERFORD INTL LTD	04/08/2010	02/09/2011	13,387.35	9,030.84	4,356.51
30. TRANSOCEAN LTD	08/06/2010	02/09/2011	2,315.66	1,715.48	600.18
50. ADR CHICAGO BRDG & IRON CO N V N Y REGISTRY SH NV	12/16/2010	03/31/2011	2,045.95	1,613.00	432.95
100. COMPLETE PRODTN SVCS INC	07/20/2010	03/31/2011	3,229.55	1,615.23	1,614.32
50. DRESSER-RAND GROUP INC COM	02/09/2011	03/31/2011	2,681.14	2,247.03	434.11
100. HALLIBURTON CO	02/09/2011	03/31/2011	4,999.74	4,401.05	598.69
50. NATIONAL-OILWELL INC	06/18/2010	03/31/2011	3,991.71	1,907.32	2,084.39
50. OCEANEERING INTERNATIONAL	02/09/2011	03/31/2011	4,512.97	3,786.59	726.38
90. PIONEER NAT RES CO	05/06/2010	03/31/2011	9,185.54	5,430.27	3,755.27
50. SCHLUMBERGER LTD ISIN #AN8068571086	02/09/2011	03/31/2011	4,692.59	4,408.51	284.08
100. ADR TENARIS S A SPONSORED	05/07/2010	03/31/2011	4,946.33	3,694.82	1,251.51
100. WEATHERFORD INTL LTD	04/08/2010	03/31/2011	2,257.80	1,641.97	615.83
40. TRANSOCEAN LTD	08/06/2010	03/31/2011	3,171.39	2,287.31	884.08
450. TESORO PETE CORP	03/31/2011	05/03/2011	11,351.84	12,060.95	-709.11
450. FRONTIER OIL CORP	03/31/2011	07/01/2011	15,025.10	13,184.46	1,840.64
.5 HOLLYFRONTIER CORP COM	03/31/2011	07/28/2011	36.36	34.70	1.66
441. BASIC ENERGY SVCS INC NEW	06/02/2011	08/09/2011	10,122.60	11,866.23	-1,743.63
703. KEY ENERGY SVCS INC	06/02/2011	08/09/2011	10,461.98	11,953.48	-1,491.50
148. HELMERICH & PAYNE INC	05/03/2011	08/23/2011	7,465.27	9,813.74	-2,348.47
<b>Totals</b>					

## PART IV – STATEMENT 2

George & Fay Young Foundation Inc

75-2478225

G&F YOUNG FND, INC. TRUST, NA AS SECURITIES  
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
590. PRECISION DRILLING CORPORATION COM STK	06/02/2011	08/23/2011	7,045.29	8,920.56	-1,875.27
230. SUPERIOR ENERGY SVCS INC	02/09/2011	08/23/2011	7,383.96	5,677.85	1,706.11
100. CAMERON INT'L CORP COM	02/09/2011	10/26/2011	5,152.31	5,597.67	-445.36
25. CARBO CERAMICS INC COM	03/31/2011	10/26/2011	3,078.50	3,536.48	-457.98
50. DRIL-QUIP INC COM	02/09/2011	10/26/2011	3,245.02	3,792.85	-547.83
432. HOLLYFRONTIER CORP COM	03/31/2011	10/26/2011	13,176.91	14,990.40	-1,813.49
50. NEWFIELD EXPL CO COM	03/31/2011	10/26/2011	1,909.15	3,835.00	-1,925.85
50. PATTERSON-UTI ENERGY INC	03/31/2011	10/26/2011	1,042.19	1,470.17	-427.98
100. SCHLUMBERGER LTD ISIN #AN8068571086	02/09/2011	10/26/2011	6,981.82	8,817.02	-1,835.20
200. VALERO ENERGY CORP NEW	03/31/2011	10/26/2011	5,111.68	5,994.66	-882.98
100. FMC TECHNOLOGIES INC COM	02/09/2011	10/27/2011	4,652.87	4,497.20	155.67
200. TRANSOCEAN LTD	10/24/2011	11/09/2011	10,236.72	11,112.48	-875.76
<b>Totals</b>			<b>247,502.00</b>	<b>229,349.00</b>	<b>18,154.00</b>

## PART IV – STATEMENT 2

George & Fay Young Foundation Inc

75-2478225

G&F YOUNG FND, INC. TRUST, NA AS SECURITIES  
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
<b>15% RATE CAPITAL GAINS (LOSSES)</b>					
50. ALPHA NAT RES INC COM STK	12/22/2008	12/13/2010	2,676.36	814.48	1,861.88
50. PEABODY ENERGY CORP COM	12/22/2008	12/13/2010	3,115.99	1,060.99	2,055.00
600. #REORG/PRIDE CASH AND STOCK MERGER ENSCOPLC 2B1M	12/22/2008	02/09/2011	23,362.23	8,215.01	15,147.22
20. TRANSOCEAN LTD	01/11/2010	02/09/2011	1,543.78	1,852.09	-308.31
50. ALPHA NAT RES INC COM STK	12/22/2008	03/31/2011	2,999.92	814.49	2,185.43
375. CHESAPEAKE ENERGY CORP	12/22/2008	03/31/2011	12,708.16	5,715.00	6,993.16
50. EOG RES INC	03/18/2010	03/31/2011	5,950.73	4,643.49	1,307.24
50. RANGE RES CORP	03/18/2010	03/31/2011	2,921.86	2,472.41	449.45
50. SOUTHWESTERN ENERGY CO COM	03/18/2010	03/31/2011	2,160.52	2,059.50	101.02
100. ADR TECHNIP SPONSORED ADR					
TECHNIP-COLEXIP SEC#285620	03/18/2010	03/31/2011	2,650.94	1,959.75	691.19
200. ADR TENARIS S A SPONSORED	03/19/2010	03/31/2011	9,892.67	8,782.50	1,110.17
60. TRANSOCEAN LTD	12/22/2008	03/31/2011	4,757.09	2,711.63	2,045.46
298. DRESSER-RAND GROUP INC COM	03/18/2010	05/03/2011	14,832.27	9,671.47	5,160.80
53. ADR TECHNIP SPONSORED ADR					
TECHNIP-COLEXIP SEC#285620	03/18/2010	05/03/2011	1,444.68	1,038.67	406.01
307. ADR TECHNIP SPONSORED ADR					
TECHNIP-COLEXIP SEC#285620	03/18/2010	05/04/2011	8,395.67	6,016.43	2,379.24
115. ALPHA NAT RES INC COM STK	12/22/2008	06/02/2011	5,881.34	1,873.31	4,008.03
155. PEABODY ENERGY CORP COM	12/22/2008	06/02/2011	9,088.51	3,289.09	5,799.42
455. COMPLETE PRODTN SVCS INC	07/20/2010	08/09/2011	12,833.48	6,710.29	6,123.19
340. LUFKIN IND INC COM	03/18/2010	08/09/2011	22,046.13	12,953.17	9,092.96
455. COMPLETE PRODTN SVCS INC	07/01/2010	08/23/2011	12,031.33	6,567.56	5,463.77
175. SUPERIOR ENERGY SVCS INC	07/20/2010	08/23/2011	5,618.23	3,987.53	1,630.70
500. SOUTHWESTERN ENERGY CO COM	03/18/2010	08/25/2011	18,480.49	15,144.00	3,336.49
340. LUFKIN IND INC COM	10/29/2009	10/26/2011	18,586.42	8,257.86	10,328.56
50. PEABODY ENERGY CORP COM	12/22/2008	10/26/2011	2,089.29	1,060.99	1,028.30
80. FMC TECHNOLOGIES INC COM	05/10/2010	10/27/2011	3,722.29	2,582.68	1,139.61
170. NATIONAL-OILWELL INC	06/18/2010	10/27/2011	12,651.64	3,979.26	8,672.38
80. OIL STS INTL INC COM ISIN					
US6780261052	03/18/2010	10/27/2011	5,880.74	3,637.38	2,243.36
<b>Totals</b>					

## PART IV – STATEMENT 2

George & Fay Young Foundation Inc

75-2478225

G&F YOUNG FND, INC. TRUST, NA AS SECURITIES  
Schedule D Detail of Long-term Capital Gains and Losses

## PART IV – STATEMENT 3

George & Fay Young Foundation Inc

75-2478225

G&F YOUNG FND, INC. G&F YOUNG FND, INC. - TIA  
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
<b>15% RATE CAPITAL GAINS (LOSSES)</b>					
4580. BEST BUY INC	12/30/2004	12/14/2010	163,055.32	85,452.87	77,602.45
1740. JOHNSON & JOHNSON	10/03/2008	12/14/2010	108,673.51	118,027.51	-9,354.00
1800. KIMBERLY CLARK CORP	03/15/2006	12/14/2010	111,868.66	107,178.82	4,689.84
2090. ROSS STORES INC	09/22/2009	01/07/2011	132,674.50	100,673.63	32,000.87
1400. DOLLAR TREE INC COM STK	09/24/2009	01/31/2011	70,818.05	46,021.18	24,796.87
1810. DOLLAR TREE INC COM STK	09/24/2009	02/15/2011	92,118.72	59,498.80	32,619.92
2490. INTEL CORP	12/12/2007	02/22/2011	54,234.65	67,396.25	-13,161.60
2300. AT&T INC	12/18/2008	02/24/2011	63,809.28	66,355.00	-2,545.72
10165. CISCO SYS INC	03/15/2006	03/16/2011	177,145.08	168,875.45	8,269.63
2000. TARGET CORP	12/18/2008	03/16/2011	101,495.24	72,100.00	29,395.24
910. MICROSOFT CORP COM	03/20/2001	04/26/2011	23,857.74	25,162.19	-1,304.45
1830. HONDA MTR LTD ADR HONDA MTR LTD OF JAPAN	03/15/2006	05/06/2011	70,025.61	47,852.79	22,172.82
4215. ALLSTATE CORP	04/26/2010	06/28/2011	124,561.80	217,243.84	-92,682.04
6960. NYSE EURONEXT COM STK	05/07/2010	06/28/2011	230,017.32	221,807.89	8,209.43
3500. TARGET CORP .41 ENSCO PLC SPON ADR	12/18/2008	06/28/2011	163,514.06	126,175.00	37,339.06
2770. HEWLETT PACKARD CO COM	08/09/2007	08/15/2011	89,609.99	134,886.26	-45,276.27
2210. HONEYWELL INTL INC	06/05/2008	08/15/2011	104,119.50	126,500.40	-22,380.90
2360. ALLSTATE CORP	04/26/2010	08/29/2011	61,158.46	73,112.27	-11,953.81
3200. HONDA MTR LTD ADR HONDA MTR LTD OF JAPAN	12/30/2003	08/29/2011	101,816.28	71,544.32	30,271.96
2150. FISERV INC	05/19/2009	11/02/2011	121,854.92	89,043.54	32,811.38
<b>TOTAL 15% RATE CAPITAL GAINS (LOSSES)</b>			<b>2166450.00</b>	<b>2024934.00</b>	<b>141,517.00</b>
<b>Totals</b>			<b>2166450.00</b>	<b>2024934.00</b>	<b>141,517.00</b>

## PART IV – STATEMENT 4

George & Fay Young Foundation Inc

75-2478225

G&F YOUNG FND, INC. TRUST, NA AS CUSTODIAN  
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
<b>15% RATE CAPITAL GAINS (LOSSES)</b>					
500. BANKFINANCIAL CORP COM	10/02/2006	12/06/2010	4,711.87	8,834.65	-4,122.78
1300. BANKFINANCIAL CORP COM	10/02/2006	12/07/2010	12,368.90	22,970.09	-10,601.19
100. WALTER INDs INC	10/02/2006	12/14/2010	11,808.49	2,205.01	9,603.48
300. JOY GLOBAL INC	10/02/2006	12/28/2010	26,059.50	11,067.84	14,991.66
1300. MB FINL INC NEW COM	12/09/2008	01/27/2011	22,889.30	34,970.13	-12,080.83
650. WILLBROS GROUP INC COM	10/02/2006	02/02/2011	7,669.98	10,398.64	-2,728.66
850. WILLBROS GROUP INC COM	10/02/2006	02/03/2011	9,828.87	13,598.21	-3,769.34
500. ALLETE INC COM NEW	10/02/2006	02/17/2011	18,719.49	22,020.15	-3,300.66
300. DELTIC TIMBER CORP COM	10/02/2006	02/17/2011	19,134.83	14,232.72	4,902.11
400. ENPRO INDs INC COM	10/02/2006	02/17/2011	16,666.83	12,150.52	4,516.31
2110. TOLL BROS INC COM	11/10/2009	02/17/2011	46,385.76	41,374.53	5,011.23
250. WABTEC CORP	10/02/2006	02/17/2011	14,405.10	6,892.98	7,512.12
300. WRIGHT EXPRESS CORP COM	10/02/2006	02/17/2011	16,047.56	7,291.56	8,756.00
400. FOSTER WHEELER LTD (BM) COM STK	10/02/2006	02/17/2011	15,772.49	7,824.18	7,948.31
1160. SPDR KBW REGI BKG ETF	11/20/2008	02/24/2011	30,474.58	29,719.90	754.68
300. WALTER INDs INC	10/02/2006	03/08/2011	36,987.45	6,615.04	30,372.41
500. KANSAS CITY SOUTHERN INDs INC NEW	10/02/2006	03/14/2011	25,774.85	13,352.05	12,422.80
300. JOY GLOBAL INC	10/02/2006	03/22/2011	27,951.81	11,067.84	16,883.97
600. COMSTOCK RES INC NEW	12/29/2009	04/25/2011	17,998.03	19,267.90	-1,269.87
1000. RALCORP HLDGS INC NEW COM	10/02/2006	05/04/2011	89,165.93	48,453.30	40,712.63
350. BANKFINANCIAL CORP COM	10/02/2006	05/23/2011	2,905.12	6,184.26	-3,279.14
600. COMSTOCK RES INC NEW	10/02/2006	05/23/2011	17,020.05	16,186.38	833.67
1370. ARTHUR J GALLAGER & CO	01/28/2009	05/23/2011	38,592.84	32,528.72	6,064.12
600. BANKFINANCIAL CORP COM	10/02/2006	05/25/2011	4,896.86	10,601.58	-5,704.72
800. #REORG/ARCH CHEMICALS INC COM CASH MERGER	10/20/2011	04/14/2009	37,475.81	16,090.48	21,385.33
1300. PETROHAWK ENERGY CORP	10/02/2006	07/18/2011	49,611.33	13,620.49	35,990.84
1200. EXTERRA N HLDGS INC COM STK	06/17/2010	08/10/2011	13,388.27	30,023.79	-16,635.52
700. TEXAS INDs INC COM	10/02/2006	08/15/2011	23,386.62	36,449.84	-13,063.22
500. WABTEC CORP	10/02/2006	08/16/2011	28,144.70	13,785.95	14,358.75
<b>Totals</b>					

## PART IV – STATEMENT 4

George & Fay Young Foundation Inc

75-2478225

G&F YOUNG FND, INC. TRUST, NA AS CUSTODIAN  
Schedule D Detail of Long-term Capital Gains and Losses

## PART IV – STATEMENT 5

George & Fay Young Foundation Inc

75-2478225

G&F YOUNG FND, INC. NORTHERN TRUST NA AS  
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
2970. BAXTER INTL INC	04/22/2010	12/01/2010	146,030.95	160,906.26	-14,875.31
30. BAXTER INTL INC	02/02/2010	12/01/2010	1,478.42	1,749.99	-271.57
10000. CISCO SYS INC	04/09/2010	12/01/2010	192,793.73	232,957.19	-40,163.46
530. GENERAL DYNAMICS CORP	02/02/2010	12/01/2010	35,810.11	36,832.46	-1,022.35
1270. GENERAL DYNAMICS CORP	02/02/2010	12/01/2010	85,618.65	88,258.90	-2,640.25
800. GENERAL DYNAMICS CORP	02/02/2010	12/15/2010	55,727.61	55,596.16	131.45
1050. GENERAL DYNAMICS CORP	02/02/2010	12/15/2010	73,075.93	72,969.96	105.97
3300. CISCO SYS INC	02/02/2010	12/29/2010	66,788.55	75,803.97	-9,015.42
1100. EXXON MOBIL CORP	02/02/2010	12/29/2010	80,858.64	73,502.11	7,356.53
2700. MICROSOFT CORP COM	04/09/2010	12/29/2010	75,671.34	78,852.17	-3,180.83
2130. CISCO SYS INC	02/02/2010	01/14/2011	44,922.85	48,928.02	-4,005.17
4820. CISCO SYS INC	02/02/2010	01/14/2011	101,662.19	110,719.74	-9,057.55
2220. AMERICAN EXPRESS CO	09/27/2010	01/24/2011	101,033.58	96,813.98	4,219.60
1880. AMERICAN EXPRESS CO	12/17/2010	01/24/2011	85,490.41	82,446.71	3,043.70
3610. BRISTOL MYERS SQUIBB CO	02/02/2010	01/31/2011	91,273.48	88,945.35	2,328.13
520. BRISTOL MYERS SQUIBB CO	02/02/2010	01/31/2011	13,151.74	12,812.07	339.67
2570. BRISTOL MYERS SQUIBB CO	02/02/2010	02/01/2011	64,963.72	63,321.20	1,642.52
290. STERICYCLE INC	02/02/2010	02/01/2011	23,100.78	15,474.92	7,625.86
80. STERICYCLE INC	02/02/2010	02/01/2011	6,375.22	4,268.94	2,106.28
260. STERICYCLE INC	02/02/2010	02/02/2011	20,396.78	13,874.07	6,522.71
140. STERICYCLE INC	02/02/2010	02/02/2011	11,006.71	7,470.65	3,536.06
1000. FAMILY DOLLAR STORES INC	09/27/2010	02/16/2011	54,541.25	43,172.00	11,369.25
350. HEWLETT PACKARD CO COM	04/16/2010	02/23/2011	15,304.40	18,905.42	-3,601.02
900. QUALCOMM INC	04/09/2010	03/22/2011	47,434.58	37,777.50	9,657.08
3000. CEPHALON INC CON	07/28/2010	03/30/2011	227,434.93	187,660.93	39,774.00
1400. UNITED TECHNOLOGIES CORP	12/03/2010	03/31/2011	118,716.17	109,885.58	8,830.59
946. AFLAC INC	11/16/2010	05/18/2011	48,370.70	50,525.95	-2,155.25
4700. EMERSON ELECTRIC CO	03/28/2011	06/02/2011	243,568.11	244,382.25	-814.14
900. EXXON MOBIL CORP	07/30/2010	06/02/2011	73,286.67	53,909.82	19,376.85
3500. HEWLETT PACKARD CO COM	11/23/2010	06/02/2011	127,341.20	143,453.76	-16,112.56
100. GOOGLE INC CL A	03/31/2011	07/14/2011	53,076.18	58,563.36	-5,487.18
3300. EXPRESS SCRIPTS INC CL A	03/16/2011	07/21/2011	183,244.48	172,154.82	11,089.66
1900. BMC SOFTWARE INC	02/18/2011	07/28/2011	85,157.32	95,387.87	-10,230.55
2800. HALLIBURTON CO	12/29/2010	08/29/2011	119,657.94	105,243.19	14,414.75
2480. STRYKER CORP	06/02/2011	08/29/2011	118,868.57	151,963.70	-33,095.13
<b>Totals</b>					

## PART IV – STATEMENT 5

George & Fay Young Foundation Inc

75-2478225

G&F YOUNG FND, INC. NORTHERN TRUST NA AS  
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
130. STRYKER CORP	06/02/2011	08/29/2011	6,232.39	7,966.66	-1,734.27
790. STRYKER CORP	06/02/2011	08/30/2011	37,468.81	48,383.31	-10,914.50
3600. ORACLE CORPORATION	06/24/2011	08/31/2011	100,124.87	118,482.57	-18,357.70
1100. DOVER CORP	04/05/2011	09/01/2011	62,045.08	72,957.29	-10,912.21
3000. CSX CORP	12/29/2010	09/07/2011	62,138.70	64,467.80	-2,329.10
680. DOVER CORP	12/15/2010	09/12/2011	34,082.30	39,462.58	-5,380.28
890. DOVER CORP	03/28/2011	09/12/2011	44,586.54	57,185.79	-12,599.25
130. DOVER CORP	12/15/2010	09/13/2011	6,541.95	7,544.32	-1,002.37
1700. HALLIBURTON CO	09/16/2010	09/15/2011	68,100.52	52,823.25	15,277.27
2200. BMC SOFTWARE INC	12/28/2010	09/16/2011	92,665.95	104,490.32	-11,824.37
2400. ORACLE CORPORATION	06/24/2011	09/20/2011	68,484.85	67,746.44	738.41
600. EXPRESS SCRIPTS INC CL A	10/29/2010	09/21/2011	24,529.33	29,355.42	-4,826.09
200. APPLE COMPUTER INC	06/24/2011	09/27/2011	81,155.72	68,001.78	13,153.94
125. ZIMMER HLDGS INC	06/02/2011	10/14/2011	6,628.51	8,291.07	-1,662.56
1788. ZIMMER HLDGS INC	06/02/2011	10/14/2011	94,768.43	118,595.54	-23,827.11
187. ZIMMER HLDGS INC	06/02/2011	10/14/2011	9,913.75	12,403.45	-2,489.70
900. 3M CO	03/28/2011	10/25/2011	70,038.27	83,378.34	-13,340.07
440. AMERICAN EXPRESS CO	02/18/2011	11/04/2011	22,427.02	20,004.29	2,422.73
100. APPLE COMPUTER INC	06/24/2011	11/04/2011	40,124.23	33,197.38	6,926.85
120. BOEING CO	10/28/2011	11/04/2011	7,891.28	8,156.28	-265.00
170. CATERPILLAR INC	10/25/2011	11/04/2011	16,242.67	15,518.13	724.54
350. CELGENE CORP	05/18/2011	11/04/2011	22,370.00	21,304.01	1,065.99
710. CISCO SYS INC	10/28/2011	11/04/2011	12,808.43	13,087.08	-278.65
400. COCA COLA CO	09/27/2011	11/04/2011	27,031.48	28,106.76	-1,075.28
600. DIRECTV COM CL A COM CL A	09/27/2011	11/04/2011	28,013.46	26,979.00	1,034.46
110. DOVER CORP	12/15/2010	11/04/2011	6,251.82	6,383.65	-131.83
820. EMC CORP MASS	09/27/2011	11/04/2011	20,254.10	18,120.61	2,133.49
170. ECOLAB INC	06/24/2011	11/04/2011	9,322.67	9,258.64	64.03
480. GILEAD SCIENCES INC	09/27/2011	11/04/2011	19,630.52	19,249.68	380.84
60. GOOGLE INC CL A	10/28/2011	11/04/2011	35,946.23	35,979.23	-33.00
630. KROGER CO	05/17/2011	11/04/2011	14,351.94	15,944.17	-1,592.23
60. MASTERCARD INC CL A	10/28/2011	11/04/2011	21,695.92	21,169.93	525.99
280. MCDONALDS CORP	09/27/2011	11/04/2011	26,177.22	25,432.34	744.88
350. MEDCO HEALTH SOLUTIONS INC	07/21/2011	11/04/2011	19,117.12	22,567.37	-3,450.25
220. ROSS STORES INC	12/16/2010	11/04/2011	19,677.37	13,958.52	5,718.85
<b>Totals</b>					

## PART IV – STATEMENT 5

George & Fay Young Foundation Inc

75-2478225

G&F YOUNG FND, INC. NORTHERN TRUST NA AS  
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
210. SCHLUMBERGER LTD ISIN #AN8068571086	08/08/2011	11/04/2011	15,743.31	16,149.25	-405.94
140. SIGMA ALDRICH CORP	06/24/2011	11/04/2011	8,899.62	9,648.23	-748.61
430. STARBUCKS CORP	03/28/2011	11/04/2011	18,895.89	15,888.76	3,007.13
260. UNITED TECHNOLOGIES CORP	10/25/2011	11/04/2011	20,039.89	19,711.35	328.54
260. VERIZON COMMUNICATIONS	09/26/2011	11/04/2011	9,630.21	9,403.45	226.76
500. WALGREEN CO	05/27/2011	11/04/2011	16,544.68	21,938.14	-5,393.46
270. YUM! BRANDS INC COM	05/27/2011	11/04/2011	14,493.54	15,085.44	-591.90
2100. DIRECTV COM CL A COM CL A	09/27/2011	11/10/2011	93,606.33	85,312.02	8,294.31
3720. GILEAD SCIENCES INC	09/27/2011	11/21/2011	134,987.64	147,173.81	-12,186.17
3400. GILEAD SCIENCES INC	08/05/2011	11/30/2011	135,339.49	129,073.86	6,265.63
<b>Totals</b>			<b>4600254.00</b>	<b>4680828.00</b>	<b>-80,574.00</b>

## PART IV – STATEMENT 5

George & Fay Young Foundation Inc

75-2478225

G&F YOUNG FND, INC. NORTHERN TRUST NA AS  
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
<b>15% RATE CAPITAL GAINS (LOSSES)</b>					
130. STERICYCLE INC	02/02/2010	02/03/2011	10,107.39	6,937.03	3,170.36
4810. BRISTOL MYERS SQUIBB CO	02/02/2010	02/08/2011	123,968.63	118,511.67	5,456.96
240. BRISTOL MYERS SQUIBB CO	02/02/2010	02/08/2011	6,187.75	5,913.26	274.49
2600. FAMILY DOLLAR STORES INC	02/02/2010	02/16/2011	141,807.25	81,325.66	60,481.59
2950. HEWLETT PACKARD CO COM	02/02/2010	02/23/2011	128,994.23	143,187.99	-14,193.76
2400. QUALCOMM INC	02/02/2010	03/22/2011	126,492.20	93,948.00	32,544.20
2900. MICROSOFT CORP COM	02/02/2010	03/28/2011	74,006.57	82,529.07	-8,522.50
2750. CEPHALON INC CON	02/02/2010	03/30/2011	208,482.02	181,764.27	26,717.75
300. INTL BUSINESS MACHINES	02/02/2010	04/07/2011	49,202.41	37,522.44	11,679.97
500. COGNIZANT TECHNOLOGY SOLUTION CL A	04/16/2010	05/03/2011	38,280.01	26,665.85	11,614.16
4300. WAL MART STORES INC	02/02/2010	05/16/2011	240,868.04	229,981.63	10,886.41
1654. AFLAC INC	02/02/2010	05/18/2011	84,572.02	82,000.85	2,571.17
3900. HEWLETT PACKARD CO COM	02/02/2010	05/18/2011	141,310.27	189,299.37	-47,989.10
1440. AFLAC INC	05/26/2010	06/02/2011	67,381.77	62,683.63	4,698.14
1960. AFLAC INC	05/26/2010	06/02/2011	91,678.80	96,784.50	-5,105.70
1850. COGNIZANT TECHNOLOGY SOLUTION CL A	04/16/2010	06/02/2011	138,582.87	96,223.80	42,359.07
900. EXXON MOBIL CORP	02/02/2010	06/02/2011	73,286.67	60,138.09	13,148.58
250. HEWLETT PACKARD CO COM	02/02/2010	06/02/2011	9,095.80	12,134.57	-3,038.77
896. AFLAC INC	05/26/2010	06/03/2011	41,464.29	39,003.15	2,461.14
50. INTL BUSINESS MACHINES	02/02/2010	06/27/2011	8,354.18	6,253.74	2,100.44
300. GOOGLE INC CL A	02/02/2010	07/14/2011	159,228.54	159,247.50	-18.96
1300. STERICYCLE INC	02/02/2010	08/03/2011	104,607.56	69,370.35	35,237.21
3100. ABBOTT LABORATORIES	02/02/2010	08/08/2011	149,150.84	168,436.02	-19,285.18
2600. MCDONALDS CORP	02/02/2010	08/08/2011	217,287.71	166,279.36	51,008.35
1000. UNITED TECHNOLOGIES CORP	02/02/2010	09/01/2011	73,233.49	68,152.10	5,081.39
1000. CSX CORP	07/27/2010	09/07/2011	20,712.90	17,699.50	3,013.40
2100. DANAHER CORP	06/18/2010	09/07/2011	91,786.29	85,310.27	6,476.02
3200. THERMO ELECTRON CORP	02/02/2010	09/09/2011	164,484.83	151,621.12	12,863.71
3350. FAMILY DOLLAR STORES INC	02/02/2010	09/16/2011	179,839.62	104,784.99	75,054.63
200. ORACLE CORPORATION	02/02/2010	09/20/2011	5,707.07	4,748.06	959.01
<b>Totals</b>					

## PART IV – STATEMENT 5

George & Fay Young Foundation Inc

75-2478225

G&F YOUNG FND, INC. NORTHERN TRUST NA AS  
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
2700. EXPRESS SCRIPTS INC CL A	08/11/2010	09/21/2011	110,381.97	121,544.28	-11,162.31
2400. ORACLE CORPORATION	02/02/2010	09/21/2011	72,452.44	56,976.72	15,475.72
200. INTL BUSINESS MACHINES	02/02/2010	09/27/2011	35,384.38	25,014.96	10,369.42
500. MICROSOFT CORP COM	02/02/2010	09/27/2011	12,749.80	14,229.15	-1,479.35
1320. COSTCO WHSL CORP NEW	02/02/2010	10/04/2011	105,492.11	76,945.31	28,546.80
650. INTL BUSINESS MACHINES	02/02/2010	10/18/2011	115,807.95	81,298.62	34,509.33
1300. 3M CO	09/21/2010	10/25/2011	101,166.39	113,442.75	-12,276.36
380. ABBOTT LABORATORIES	02/02/2010	11/04/2011	20,243.39	20,647.00	-403.61
10. APPLE COMPUTER INC	10/29/2010	11/04/2011	4,012.42	3,022.10	990.32
520. CSX CORP	07/27/2010	11/04/2011	11,253.62	9,203.74	2,049.88
250. CHEVRONTEXACO CORP	07/12/2010	11/04/2011	26,515.02	17,953.92	8,561.10
80. COSTCO WHSL CORP NEW	02/02/2010	11/04/2011	6,710.27	4,663.35	2,046.92
320. DANAHER CORP	04/09/2010	11/04/2011	15,574.10	12,855.31	2,718.79
580. DR PEPPER SNAPPLE GROUP INC COM STK	07/13/2010	11/04/2011	21,642.80	22,721.50	-1,078.70
320. EXXON MOBIL CORP	07/30/2010	11/04/2011	25,031.67	19,167.94	5,863.73
80. HALLIBURTON CO	09/16/2010	11/04/2011	2,967.14	2,485.80	481.34
440. INTEL CORP	02/02/2010	11/04/2011	10,471.79	8,785.79	1,686.00
160. INTL BUSINESS MACHINES	02/02/2010	11/04/2011	29,777.50	20,011.97	9,765.53
730. MICROSOFT CORP COM	02/02/2010	11/04/2011	19,111.03	20,774.56	-1,663.53
260. OCCIDENTAL PETROLEUM CORP	06/18/2010	11/04/2011	25,305.00	22,601.90	2,703.10
280. ORACLE CORPORATION	02/02/2010	11/04/2011	9,099.96	6,647.28	2,452.68
220. PRAXAIR INC	10/27/2010	11/04/2011	22,053.32	19,954.62	2,098.70
280. QUALCOMM INC	02/02/2010	11/04/2011	15,851.50	10,960.60	4,890.90
370. TJX COS INC NEW	07/12/2010	11/04/2011	22,380.90	15,471.18	6,909.72
150. THERMO ELECTRON CORP	02/02/2010	11/04/2011	7,367.45	7,107.24	260.21
200. WAL MART STORES INC	02/02/2010	11/04/2011	11,455.77	10,696.82	758.95
1290. DIRECTV COM CL A COM CL A	02/02/2010	11/10/2011	57,501.03	40,315.08	17,185.95
1520. HALLIBURTON CO	09/16/2010	11/30/2011	54,946.03	47,230.20	7,715.83
<b>TOTAL 15% RATE CAPITAL GAINS (LOSSES)</b>			<b>3942869.00</b>	<b>3481188.00</b>	<b>461,681.00</b>
<b>Totals</b>			<b>3942869.00</b>	<b>3481188.00</b>	<b>461,681.00</b>

## STATEMENT PT XV-1

## PART XV, LINE 3(a) - CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RECIPIENT STATUS	PURPOSE	AMOUNT
ACCION TEXAS 2014 S HACKBERRY ST SAN ANTONIO, TX 78210	PUBLIC	GENERAL	25,000
AMERICAN INDIAN COLLEGE FUND 8333 GREENWOOD BLVD DENVER, CO 80221	PUBLIC	GENERAL	35,000
ATTITUDES & ATTIRE P O BOX 421107 DALLAS, TX 75342	PUBLIC	GENERAL	12,500
AUSTIN CLASSICAL GUITAR SOCIETY P.O BOX 4072 AUSTIN, TX 78765	PUBLIC	GENERAL	25,000
AUSTIN COLLEGE 900 NORTH GRAND, SUITE 6G SHERMAN TX 75090	PUBLIC	GENERAL	40,000
AVANCE-DALLAS INC 2060 SINGLETON BLVD, STE 103 DALLAS, TX 75212	PUBLIC	GENERAL	20,000
BIG THOUGHT 2501 OAK LAWN AVE, SUITE 550 DALLAS, TX 75219	PUBLIC	GENERAL	70,000
BUCKNER CHILDREN AND FAMILY SERVICES 600 NORTH PEARL STREET, STE 2260 DALLAS, TX 75201	PUBLIC	GENERAL	30,000
CENTER FOR CONTEMPORARY ARTS 1050 OLD PECOS TRAIL SANTA FE, NM 87505	PUBLIC	GENERAL	20,000

## STATEMENT: PT XV-1

## PART XV, LINE 3(a) - CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RECIPIENT STATUS	PURPOSE	AMOUNT
CHILDREN'S MEDICAL CENTER FOUNDATION 2777 STEMMONS FWY, STE 700 DALLAS, TX 75207	PUBLIC	GENERAL	100,000
CITY SQUARE 511 N AKARD STREET, STE 302 DALLAS, TX 75201	PUBLIC	GENERAL	15,000
CLAUDE MOORE COLONIAL FARM 6310 GEORGETOWN PIKE MCLEAN, VA 22101	PUBLIC	GENERAL	25,000
CONFERENCE OF SOUTHWEST FOUNDATION 624 N. GOOD-LATIMER EXPY, STE 100 DALLAS, TX 75204	PUBLIC	GENERAL	2,000
CROSSROADS COMMUNITY SERVICES 1822 YOUNG STREET, SECOND FLOOR DALLAS, TX 75201	PUBLIC	GENERAL	18,720
DALLAS AREA HABITAT FOR HUMANITY 2800 N. HAMPTON RD DALLAS, TX 75212	PUBLIC	GENERAL	62,500
DALLAS CASA 2815 GASTON AVENUE DALLAS, TX 75226	PUBLIC	GENERAL	15,000
DALLAS CHILDREN'S ADVOCACY CENTER 3611 SWISS AVENUE DALLAS, TX 75204	PUBLIC	GENERAL	40,000
DALLAS INSTITUTE OF HUMANITIES AND CULTURE 2719 ROUTH STREET DALLAS, TX 75201	PUBLIC	GENERAL	50,000

## STATEMENT PT XV-1

## PART XV, LINE 3(a) - CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RECIPIENT STATUS	PURPOSE	AMOUNT
DONORS CHOOSE 213 W. 36TH STREET, 2ND FLOOR, EAST NEW YORK, NY 10001	PUBLIC	GENERAL	30,000
FOUNDATION FOR THE EDUCATION OF YOUNG WOMEN 2804 SWISS AVENUE DALLAS, TX 75201	PUBLIC	GENERAL	25,000
GENESIS WOMEN'S SHELTER 4411 LEMMON AVENUE, STE 201 DALLAS, TX 75219	PUBLIC	GENERAL	60,000
GOODWILL INDUSTRIES OF DALLAS, INC 3020 N. WESTMORELAND ROAD DALLAS, TX 75212	PUBLIC	GENERAL	25,000
HOPE COTTAGE PREGNANCY & ADOPTION CENTER 4209 MCKINNEY AVENUE DALLAS, TX 75205	PUBLIC	GENERAL	32,000
HUMAN RIGHTS INITIATIVE OF NORTH TEXAS 2801 SWISS AVENUE DALLAS, TX 75204	PUBLIC	GENERAL	15,000
INTERFAITH HOUSING COALITION P. O. BOX 720206 DALLAS, TX 75372	PUBLIC	GENERAL	100,000
JUNIOR ACHIEVEMENT OF DALLAS 1201 EXECUTIVE DRIVE WEST RICHARDSON, TX 75081	PUBLIC	GENERAL	40,000
LETOT CENTER CAPITAL FOUNDATION 6873 BLACKWOOD DRIVE DALLAS, TX 75231	PUBLIC	GENERAL	100,000

## STATEMENT PT XV-1

## PART XV, LINE 3(a) - CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RECIPIENT STATUS	PURPOSE	AMOUNT
MEDISEND INTERNATIONAL 9244 MARKVILLE ROAD DALLAS, TX 75243	PUBLIC	GENERAL	40,000
MERCY SHIPS P O BOX 2020 LINDALE, TX 75771	PUBLIC	GENERAL	50,000
METHODIST CHILDREN'S HOME 1111 HERRING AVENUE WACO, TX 76708	PUBLIC	GENERAL	12,500
MI ESCUELITA PRESCHOOL P.O. BOX 191487 DALLAS, TX 75219	PUBLIC	GENERAL	25,000
MUSEUM OF NATURE AND SCIENCE P O BOX 151469 DALLAS, TX 75315	PUBLIC	GENERAL	25,000
NEXUS RECOVERY CENTER 8733 LAPRADA DRIVE DALLAS, TX 75228	PUBLIC	GENERAL	25,000
NORTH TEXAS FOOD BANK 4500 S. COCKRELL HILL RD DALLAS, TX 75236	PUBLIC	GENERAL	65,000
OPERATION KINDNESS 3201 EARHART DRIVE CARROLLTON, TX 75006	PUBLIC	GENERAL	30,360
PREVENT BLINDNESS 3610 FAIRMOUNT STREET DALLAS, TX 75219	PUBLIC	GENERAL	20,000

GEORGE AND FAY YOUNG FOUNDATION, INC.

75-2478225

STATEMENT: PT XV-1

PART XV, LINE 3(a) - CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RECIPIENT STATUS	PURPOSE	AMOUNT
READING AND RADIO RESOURCE 2007 RANDALL DALLAS, TX 75201	PUBLIC	GENERAL	25,000
REASONING MIND 3050 POST OAK BLVD, STE 1200 HOUSTON, TX 77056	PUBLIC	GENERAL	60,000
RETINA FOUNDATION OF THE SOUTHWEST 9900 N CENTRAL EXPWY, STE 400 DALLAS, TX 75231	PUBLIC	GENERAL	31,000
SALESMANSHIP CLUB 106 E. 10TH STREET, STE 200 DALLAS, TX 75203	PUBLIC	GENERAL	60,000
SCHREINER UNIVERSITY 2100 MEMORIAL BLVD KERRVILLE, TX 78028	PUBLIC	GENERAL	20,000
SENIOR SOURCE 3910 HARRY HINES BLVD DALLAS, TX 75219	PUBLIC	GENERAL	50,000
SFASU FOUNDATION INC.-PINEYWOODS P.O. BOX 6092-SFA STATION A303 AUSTIN BLDG, SFA NACOGDOCHES, TX 75962	PUBLIC	GENERAL	50,000
SNOWMASS CHAPEL P.O. BOX 17169 SNOWMASS VILLAGE, CO 81615	PUBLIC	GENERAL	25,000
SOUTHWESTERN DIABETIC FOUNDATION P.O. BOX 918 GAINESVILLE, TX 76241	PUBLIC	GENERAL	29,000

GEORGE AND FAY YOUNG FOUNDATION, INC.

75-2478225

STATEMENT PT XV-1

PART XV, LINE 3(a) - CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RECIPIENT STATUS	PURPOSE	AMOUNT
SPAY-NEUTER ASSISTANCE PROGRAM P.O. BOX 70285 HOUSTON, TX 77270	PUBLIC	GENERAL	15,000
ST EDWARDS UNIVERSITY 3001 SOUTH CONGRESS AVENUE AUSTIN, TX 78704	PUBLIC	GENERAL	40,000
TEXAS ASSOCIATION FOR INFANT MENTAL HEALTH 1199 S BELTLINE ROAD COPPELL, TX 75019	PUBLIC	GENERAL	25,000
TEXAS TECH UNIVERSITY P O. BOX 42123 LUBBOCK, TX 79409	PUBLIC	GENERAL	25,000
THE FAMILY PLACE P O. BOX 7999 DALLAS, TX 75209	PUBLIC	GENERAL	30,000
THE FULTON SCHOOL 1623 LAURENCE DRIVE HEATH, TX 75032	PUBLIC	GENERAL	25,000
THE STEWPOT 408 PARK AVENUE DALLAS, TX 75201	PUBLIC	GENERAL	20,000
THE UNIVERSITY OF TEXAS AT AUSTIN P.O. BOX T AUSTIN, TX 78713	PUBLIC	GENERAL	25,000
THE WRITERS GARRET P.O. BOX 140530 DALLAS, TX 75214	PUBLIC	GENERAL	20,000

## STATEMENT PT XV-1

## PART XV, LINE 3(a) - CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RECIPIENT STATUS	PURPOSE	AMOUNT
TRINITY RIVER AUDUBON CENTER 6500 GREAT TRINITY FOREST WAY DALLAS, TX 75217	PUBLIC	GENERAL	25,000
TRINITY RIVER MISSION 2060 SINGLETON BLVD, STE 104 DALLAS, TX 75212	PUBLIC	GENERAL	30,000
UNIVERSITY ADVANCE AND COMMUNICATION TRINITY UNIVERSITY ONE TRINITY PLACE, STE 210 SAN ANTONIO, TX 78212	PUBLIC	GENERAL	20,000
UNIVERSITY OF TEXAS ELEMENTARY SCHOOL 2200 EAST SIXTH STREET AUSTIN, TX 78702	PUBLIC	GENERAL	50,000
UNION GOSPEL MISSION 4815 CASS STREET DALLAS, TX 75235	PUBLIC	GENERAL	30,000
VOGEL ALCOVE 7557 RAMBLER ROAD, SUITE 262 DALLAS, TX 75231	PUBLIC	GENERAL	20,000
WILKINSON CENTER P.O. BOX 720248 DALLAS, TX 75372	PUBLIC	GENERAL	35,000
YOUTH WORKS! 551 W CORDOVA ROAD, #415 SANTA FE, NM 87505	PUBLIC	GENERAL	12,500

TOTAL TO PART XV, LINE 3(a)

2,123,080