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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

2011

ENVELOPE NOV 9 2012 POSTMARK DATE

For calendar year 2011 or tax year beginning Name of foundation The H. Scott Caven, III Memorial Foundation Inc. Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd City or town, state, and ZIP code Wilmington DE 19809-1377		A Employer identification number 20-2450503 B Telephone number (see instructions) (800) 839-1754 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"/> 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"/>		
		G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		
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				
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,300,689 (Part I, column (d) must be on cash basis)		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) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income
Revenue 1 Contributions, gifts, grants, etc., received (attach schedule) 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 5 a Gross rents b Net rental income or (loss) 6 a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 521,194 7 Capital gain net income (from Part IV, line 2) 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) 12 Total. Add lines 1 through 11		8,909	58,531	31,706
		-365	11	90,248
Operating and Administrative Expenses 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) 17 Interest 18 Taxes (attach schedule) (see instructions) 19 Depreciation (attach schedule) and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses (attach schedule) 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25		1,801	2,525	6,390
		10,716	1,802	1
		36,000		6,384
		46,716	1,802	36,000
		53,547	88,446	42,384
27 Subtract line 26 from line 12 a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see Instructions.

(HTA)

Form 990-PF (2011)

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments		45,109	236,435	236,435
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10 a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)		880,392	744,591	658,851
	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)		393,592	391,614	405,403
	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)		1,319,093	1,372,640	1,300,689
	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 ►)		0	0	
	23 Total liabilities (add lines 17 through 22)		0	0	
	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				
	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				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		1,319,093	1,372,640	
	30 Total net assets or fund balances (see instructions)		1,319,093	1,372,640	
	31 Total liabilities and net assets/fund balances (see instructions)		1,319,093	1,372,640	

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	1,319,093
2 Enter amount from Part I, line 27a	2	53,547
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	1,372,640
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	1,372,640

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 Passthrough K-1 Capital Gain				
c Distributions in Excess of Basis				
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 521,194		489,865	31,329	
b			39	
c			338	
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			31,329	
b			39	
c			338	
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	31,706	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.**1** Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	20,457	866,998	0.023595
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

- 2** Total of line 1, column (d) 2 0.173365
 - 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 0.034673
 - 4** Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 4 1,322,985
 - 5** Multiply line 4 by line 3 5 45,872
 - 6** Enter 1% of net investment income (1% of Part I, line 27b) 6 884
 - 7** Add lines 5 and 6 7 46,756
 - 8** Enter qualifying distributions from Part XII, line 4 8 42,384
- 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)1 a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 2b

c All other domestic foundations enter 2% of line 2b 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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on Investment Income. Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments:

a 2011 estimated tax payments and 2010 overpayment credited to 2011

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

6a 986

6b

6c 820

6d

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2012 estimated tax ►

37 Refunded ►

11 0

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
14	The books are in care of ► c/o Foundation Source Located at ► 501 Silverside Road, Suite 123 Wilmington DE	Telephone no. ► (800) 839-1754 ZIP+4 ► 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	► 15
16	At any time during calendar year 2011, 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	Yes X 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)	
(1)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	<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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	
1b	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 2011?	
1c	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ► 20 _____, 20 _____, 20 _____, 20 _____	
2b	2b N/A	
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.)	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 _____, 20 _____, 20 _____, 20 _____	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? If "Yes," did it have excess business holdings in 2011 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 2011.)	
3b	3b N/A	
4a	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 2011?	
4b	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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ►			5b	N/A
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>			6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHMENT				
.....				
.....				
.....				
.....				
.....				
.....				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE	.00			
.....	.00			
.....	.00			
.....	.00			
.....	.00			
.....	.00			
Total number of other employees paid over \$50,000 ►				

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

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

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	<hr/> <hr/>	
2	<hr/> <hr/>	
3	<hr/> <hr/>	
4	<hr/> <hr/>	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	881,294
b	Average of monthly cash balances	1b	90,384
c	Fair market value of all other assets (see instructions)	1c	371,454
d	Total (add lines 1a, b, and c)	1d	1,343,132
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	1,343,132
4	Cash deemed held for charitable activities Enter 1 1/4 % of line 3 (for greater amount, see instructions)	4	20,147
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,322,985
6	Minimum Investment return. Enter 5% of line 5	6	66,149

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	66,149
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,769
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	1,769
3	Distributable amount before adjustments Subtract line 2c from line 1	3	64,380
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	64,380
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	64,380

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	42,384
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:	3a	
a	Suitability test (prior IRS approval required)	3b	0
b	Cash distribution test (attach the required schedule)	4	42,384
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	6	42,384
6	Adjusted qualifying distributions. 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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				64,380
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			41,050	
b Total for prior years: 20 ____, 20 ____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006	0			
b From 2007	0			
c From 2008	0			
d From 2009	0			
e From 2010	0			
f Total of lines 3a through e		0		
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 42,384				
a Applied to 2010, but not more than line 2a			41,050	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				1,334
e Remaining amount distributed out of corpus		0		
5 Excess distributions carryover applied to 2011 <i>(If an amount appears in column (d), the same amount must be shown in column (a))</i>		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 instructions			0	
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				0
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				63,046
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		0		
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		0		
10 Analysis of line 9				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	0			
d Excess from 2010	0			
e Excess from 2011	0			

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

1 a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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					0
c	Qualifying distributions from Part XII, line 4 for each year listed					0
d	Amounts included in line 2c not used directly for active conduct of exempt activities					0
e	Qualifying distributions made directly for active conduct of exempt activities					0
	Subtract line 2d from line 2c					0
3	Complete 3a, b, or c for the alternative test relied upon.					0
a	"Assets" alternative test—enter:					0
(1)	Value of all assets					0
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c	"Support" alternative test—enter					0
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3)	Largest amount of support from an exempt organization					0
(4)	Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

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 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	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)				
a Paid during the year				
CHRIST CHURCH CATHEDRAL 1117 TEXAS ST HOUSTON TX 77002	N/A	509(a)(1)	General & Unrestricted	5,000
GLENWOOD CMTRY HISTORIC PRSVTN FNDTN 2525 WASHINGTON AVE HOUSTON TX 77007	N/A	509(a)(1)	General & Unrestricted	1,000
HOUSTON SPAC 900 PORTWAY DRIVE HOUSTON TX 77024	N/A	509(a)(2)	SPCA Capital Campaign	5,000
ST JOHNS SCHOOL 2401 CLAREMONT LN HOUSTON TX 77019	N/A	509(a)(1)	General & Unrestricted	2,000
ST. LUKE'S UNTD MHDST CHURCH OF HOUSTON P.O. BOX 22013 HOUSTON TX 77227	N/A	509(a)(1)	The Nick Finnegan Counseling Center	2,500
THE UNIVERSITY OF TEXAS AT AUSTIN 1 UNIVERSITY STA (D7500) AUSTIN TX 78712	N/A	509(a)(1)	Men's Club Lacrosse Team	10,000
THE UNIVERSITY OF TEXAS AT AUSTIN 1 UNIVERSITY STA (D7500) AUSTIN TX 78712	N/A	509(a)(1)	Caven Lacrosse and Sports Center Program	1,000
THE UNIVERSITY OF TEXAS AT AUSTIN 1 UNIVERSITY STA (D7500) AUSTIN TX 78712	N/A	509(a)(1)	Women's Lacrosse Team	2,500
US LACROSSE FOUNDATION INC 113 W UNIVERSITY PKWY BALTIMORE MD 21210	N/A	509(a)(2)	First Stick Program	1,000
WILDLIFE CENTER OF TEXAS INC 7007 KATY RD HOUSTON TX 77024	N/A	509(a)(2)	Annual Budget	6,000
Total			► 3a	36,000
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	58,531	
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	33,188	
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 Loss</u>	525990	-376	14	11	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-376		91,730	0
13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations.)			13		91,354

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

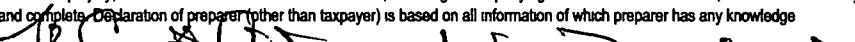
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1)	Cash	1a(1)	X
(2)	Other assets	1a(2)	X
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

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

b If "Yes," complete the following schedule.

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge		
			May the IRS discuss this return with the preparer shown below (see instructions)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee	Date	Title

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No. 1545-0047

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

2011**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, total 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 total 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 Part I, 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.

Employer identification number

20-2450503

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Caven, Jr., H Scott 2169 Troon Road Houston TX 77019 Foreign State or Province: _____ Foreign Country: _____	\$ 8,909	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
2	_____ _____ Foreign State or Province: _____ Foreign Country: _____	\$ 0	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
3	_____ _____ Foreign State or Province: _____ Foreign Country: _____	\$ 0	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
4	_____ _____ Foreign State or Province: _____ Foreign Country: _____	\$ 0	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
5	_____ _____ Foreign State or Province: _____ Foreign Country: _____	\$ 0	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
6	_____ _____ Foreign State or Province: _____ Foreign Country: _____	\$ 0	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization

The H. Scott Caven, III Memorial Foundation Inc.

Employer identification number

20-2450503

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	.....	\$ ..... 0	.....
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	.....	\$ ..... 0	.....
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	.....	\$ ..... 0	.....
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	.....	\$ ..... 0	.....
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see Instructions)	(d) Date received
	.....	\$ ..... 0	.....
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see Instructions)	(d) Date received
	.....	\$ ..... 0	.....

Name of organization

The H. Scott Caven, III Memorial Foundation Inc.

Employer identification number

20-2450503

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total 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

Use duplicate copies of Part III if additional space is needed.

(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:	-365	11	0
	Description		(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
1	BUCKEYE PARTNERS, LP K-1 Pass-Through Share of Income/(Loss)		26	11	0
2	MAGELLAN MIDSTREAM PARTNERS LP K-1 Pass-Through Share of Income/(Loss)		-391	0.	0
3					
4					
5					
6					
7					
8					
9					
10					

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

	TOTAL: Description	1,801 (a) Expenses per Books	1,801 (b) Net Investment Income	1,801 (c) Adjusted Net Income	0 (d) Charitable Purpose
1	Investment Management Services	1,801	1,801	0	0
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Estimated Tax for 2011		900	0	0
2	IRS Excise Tax Payment with 1st ext 2010 990-PF		1,425	0	0
3	IRS Tax Payment with 1st ext 2010 990-T	200	0	0	0
4					
5					
6					
7					
8					
9					
10					
TOTAL:		2,525	0	0	0

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

	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Administrative Fees	6,359	0	0	6,359
2	BUCKEYE PARTNERS, LP K-1 Pass-Through Share of Expenses	2	0	0	0
3	MAGELLAN MIDSTREAM PARTNERS LP K-1 Pass-Through Share of Expenses	4	1	1	0
4	State or Local Filing Fees	25	0	0	0
5					
6					
7					
8					
9					
10					
TOTAL:		6,390	1	1	6,384

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

	Description	Shares	Book Value End of Year	FMV End of Year
1	CISCO SYSTEMS INC (CSCO)	100	1,970	1,808
2	DREYFUS PREMIER EMERGING MARKETS DEBT LOCAL CURREN (DDBIX)	6,911	100,321	90,949
3	INTEL CORP (INTC)	1,000	24,245	24,250
4	KINDER MORGAN MNGMT (KMR)	344	20,785	27,011
5	PIMCO COMMODITY REAL RETURN STRATEGY FUND (PCRIX)	26,297	203,995	171,984
6	PIMCO INVESTMENT GRADE CORP BD FD INSTI CL (PIGIX)	17,360	190,136	179,679
7	WALT DISNEY HOLDINGS CO. (DIS)	1,236	43,569	46,350
8	WISDOMTREE DREYFUS (BZF)	6,000	159,570	116,820
9				
10				
TOTAL:			744,591	658,851

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

		TOTAL:	391,614	405,403
	Asset Description	Book Value End of Year	FMV End of Year	
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)	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 1865 TO 1892-93 - 1	500	500	
18	BROWN - HISTORY OF TEXAS FROM 1865 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)	2,892	2,892	
22	BURNET - SIGNED LTR - 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 - 1928	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 - CADDOWAS...HISTORY OF CADDOWLAKE - 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	DIENST - 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	

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

			TOTAL:	391,614	405,403
		Asset Description		Book Value End of Year	FMV End of Year
42	DUVAL - EARLY TIMES IN TEXAS - 1935			22	22
43	EBERSTADT - CATALOGUE 162, TEXAS - 1963			100	100
44	EDWARD - HISTORY OF TEXAS - 1836			6,000	6,000
45	EHRENBURG - 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	FLISOLA - 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 VOL'S) - 1841			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 - TEXIANILIAD - 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

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

			TOTAL:	391,614	405,403
		Asset Description		Book Value End of Year	FMV End of Year
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
86	HOUSTON - TEXAS AND THE GULF OF MEXICO - 1844			3,000	3,000
87	HOUSTON - 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	JENNITT - 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 - ADVENTURES AND RECOLLECTIONS OF A SAN JACINTO VETERAN - 1887			3,500	3,500
109	LANE - ADVENTURES AND RECOLLECTIONS OF A SAN JACINTO VETERAN - 1928			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 SOUTHERN 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

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

	Asset Description	TOTAL:	391,614	405,403
		Book Value End of Year	FMV End of Year	
124	LUNDY - THE WAR IN TEXAS - 1837	750	750	750
125	MAGELLAN MIDSTREAM PARTNERS LP (MMP)	17,268	27,551	
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	
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 - VERDADEERA 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 GENL - ARMING OF MERCHANT VESSELS - 1836	750	750	
138	MEXICO DECREE OF CONGRESO GENL - BUSTAMENTE AUTH RE-INVASION OF TX - 1838	750	750	
139	MEXICO DECREE OF CONGRESO GENL - DECL. A NATL STATE OF MOURNING - 1836	900	900	
140	MEXICO DECREE OF CONGRESO GENL-EFFORTS TO SECURE SANTA ANNA'S LIBERTY-1836	2,500	2,500	
141	MIDDLETON - HIST OF THE REGULATORS & MODERATORS & SHELBY CTY WAR - UNDATED	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 - 1986	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	

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

	Asset Description	TOTAL:	Book Value End of Year	FMV End of Year	405,403
165	ROEMER - TEXAS, GERMAN IMMIGRATION - 1935		55	55	55
166	SCHMITZ - THUS THEY LIVED: REPUBLIC OF TEXAS - 1935		85	85	85
167	SCHMITZ - TEXAS CULTURE: 1836-1846 - 1960(R)		25	25	25
168	SMITH - REMINISCENCES OF THE TEXAS REPUBLIC - 1876	1,500		1,500	
169	SMITH - THE ANNEXATION OF TEXAS - 1911	275		275	
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 - ILL 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. PRESIDENTS 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 - REMEMBER 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	

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

		TOTAL:	391,614	405,403
	Asset Description	Book Value End of Year	FMV End of Year	
206	YOAKUM - HISTORY OF TEXAS (RE-BOUND) - 1856	750	750	

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 Acct	TOTAL:	0	0	0
1	Preston Owen Broadfoot	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Vice President	1	0	0	0				
2	Jennie Vivien Caven	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Vice President	1	0	0	0				
3	Vivien Caven	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Vice President / Director	1	0	0	0				
4	H Scott Caven Jr	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	President / Director / Secretary	1	0	0	0				
5	Lindsey C Majors	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Vice President	1	0	0	0				
6														
7														
8														
9														
10														