Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation: THE SUSAN VAUGHAN FOUNDATION, INC.

A Employer identification number: 76-0285765

Number and street (or P O box number if mail is not delivered to street address): LEGACY TRUST COMPANY C/O JENNIFER GROSVENOR, 600 JEFFERSON STREET, SUITE 300

Room/suite

B Telephone number (see instructions): (713) 216-3447

City or town, state, and ZIP code: HOUSTON, TX 77002

C If exemption application is pending, check here ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

G Check all that apply. [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 22,076,466.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	584,747.	584,747.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	340,246.			
	b Gross sales price for all assets on line 6a 14,045,749.				
	7 Capital gain net income (from Part IV, line 2)		340,246.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-36,410.	3,546.		ATCH 2
	12 **Total.** Add lines 1 through 11	888,583.	928,539.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	97,526.	31,360.		66,166.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 3	7,742.	5,806.		1,936.
	b Accounting fees (attach schedule) ATCH 4	20,800.	15,600.		5,200.
	c Other professional fees (attach schedule) *	158,220.	158,220.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) **	15,983.	9,927.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	102,000.	102,000.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	402,271.	322,913.		73,302.
	25 Contributions, gifts, grants paid	1,170,890.			1,170,890.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,573,161.	322,913.	0	1,244,192.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-684,578.			
	b **Net investment income** (if negative, enter -0-)		605,626.		
	c **Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	826,309.	1,304,639.	1,304,639.
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 ATCH 8	8,871.	17,768.	17,768.
10 a Investments - U S and state government obligations (attach schedule) **	3,065,380.	2,063,090.	2,211,186.
b Investments - corporate stock (attach schedule) ATCH 10	14,672,603.	13,546,354.	15,043,731.
c Investments - corporate bonds (attach schedule) ATCH 11	2,459,296.	3,414,971.	3,439,132.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule)			
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ ATCH 12)	55,970.	60,010.	60,010.
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	21,088,429.	20,406,832.	22,076,466.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted	21,088,429.	20,406,832.	
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here 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			
30 **Total net assets or fund balances** (see instructions)	21,088,429.	20,406,832.	
31 **Total liabilities and net assets/fund balances** (see instructions)	21,088,429.	20,406,832.	

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	21,088,429.
2 Enter amount from Part I, line 27a	2	-684,578.
3 Other increases not included in line 2 (itemize) ▶ ATTACHMENT 13	3	2,981.
4 Add lines 1, 2, and 3	4	20,406,832.
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	20,406,832.

**ATCH 9

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	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
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				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	340,246.
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	0

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	816,339.	22,150,067.	0.036855
2009	1,029,861.	19,973,253.	0.051562
2008	1,416,839.	24,341,269.	0.058207
2007	1,481,024.	28,094,732.	0.052715
2006	1,266,282.	26,133,154.	0.048455

2	**Total** of line 1, column (d)	2	0.247794
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	0.049559
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	23,278,792.
5	Multiply line 4 by line 3	5	1,153,674.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,056.
7	Add lines 5 and 6	7	1,159,730.
8	Enter qualifying distributions from Part XII, line 4	8	1,244,192.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	6,056.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	6,056.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	6,056.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a — 19,359.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	19,359.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	13,303.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 13,303. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶$ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ LEGACY TRUST COMPANY Telephone no ▶ 713-216-3447 Located at ▶ 600 JEFFERSON STREET, SUITE 300 HOUSTON, TX ZIP+4 ▶ 77002			
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?	16	X	
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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? ☐ Yes ☒ No If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	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)? (see instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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
ATTACHMENT 14		97,526.	0	0

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

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

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."

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 PROVIDE GRANTS TO SUPPORT RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY, AND EDUCATIONAL PURPOSES. THIS IS THE ONLY ACTIVITY OF THE FOUNDATION.	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NO PROGRAM RELATED INVESTMENTS	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	22,197,261.
b	Average of monthly cash balances	1b	1,358,252.
c	Fair market value of all other assets (see instructions)	1c	77,778.
d	**Total** (add lines 1a, b, and c)	1d	23,633,291.
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	23,633,291.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	354,499.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,278,792.
6	**Minimum investment return.** Enter 5% of line 5	6	1,163,940.

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	1,163,940.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	6,056.		
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	6,056.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,157,884.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,157,884.
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	1,157,884.

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	1,244,192.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,244,192.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	6,056.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,238,136.

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				1,157,884.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09 ,20 08 ,20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008 149,232.				
d From 2009 34,470.				
e From 2010				
f **Total** of lines 3a through e	183,702.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 1,244,192.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				1,157,884.
e Remaining amount distributed out of corpus	86,308.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	270,010.			
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
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)				
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	270,010.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008 149,232.				
c Excess from 2009 34,470.				
d Excess from 2010				
e Excess from 2011 86,308.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

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

SUSAN MCASHAN

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:

ATTACHMENT 15

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

APPLICATIONS ARE IN LETTER FORM

c Any submission deadlines:

NO SUBMISSION DEADLINES

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

NO RESTRICTIONS

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 16				
Total . . . . . . ▶ **3a**				1,170,890.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	584,747.	
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	340,246.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b PARTNERSHIP INCOME	211110	-39,956.	01	3,546.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-39,956.		928,539.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 888,583.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
1	THE CORPORATION IS ORGANIZED AND SHALL BE OPERATED EXCLUSIVELY FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY, AND EDUCATIONAL PURPOSES. THE CORPORATION SHALL BE OPERATED EXCLUSIVELY FOR SUCH PURPOSES, AND NO PART OF ITS NET EARNINGS SHALL INURE TO THE BENEFIT OF ANY PRIVATE SHAREHOLDER OR INDIVIDUAL, NO SUBSTANTIAL PART OF ITS ACTIVITIES SHALL BE CARRYING ON PROPAGANDA OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND IT SHALL NOT PARTICIPATE IN, OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTING OF STATEMENTS), A POLITICAL CAMPAIGN ON BEHALF OF OR IN OPPOSITION TO ANY CANDIDATE FOR PUBLIC OFFICE.

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ [signature] 11·7·12 ▶ Vice President

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
M Pierich	[signature]	11/6/2012		P00226776
Firm's name ▶ BKD, LLP			Firm's EIN ▶ 44-0160260	
Firm's address ▶ 2800 POST OAK BLVD., STE 3200 HOUSTON, TX 77056			Phone no 713-499-4600	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE ATTACHMENT D-1 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
1,051,182.		1,054,127.					-2,945.	
		SEE ATTACHMENT D-1 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
2,691,022.		2,714,116.					-23,094.	
		SEE ATTACHMENT D-2 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
339,224.		383,934.					-44,710.	
		SEE ATTACHMENT D-2 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
2,173,141.		2,094,588.					78,553.	
		SEE ATTACHMENT D-3 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
65,386.		88,153.					-22,767.	
		SEE ATTACHMENT D-3 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
2,865,378.		2,421,286.					444,092.	
		SEE ATTACHMENT D-4 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
1,647,169.		1,872,581.					-225,412.	
		SEE ATTACHMENT D-4 PROPERTY TYPE: SECURITIES				P	12/31/2009	12/31/2011
1,529,318.		1,433,303.					96,015.	
		TAI CHI FUND LP PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
98,092.							98,092.	
		TAI CHI FUND LP PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
		61,331.					-61,331.	
		SEE ATTACHMENT D-3 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
3,753.							3,753.	
TOTAL GAIN(LOSS)							340,246.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
COMMERCIAL BONDS AND U.S. INSTRUMENTS	207,622.	207,622.
DIVIDENDS	377,125.	377,125.
TOTAL	584,747.	584,747.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME/LOSS		-36,410.	3,546.
	TOTALS	-36,410.	3,546.

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES		7,742.	5,806.		1,936.
	TOTALS	7,742.	5,806.		1,936.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
AUDIT AND TAX ACCOUNTING	20,800.	15,600.		5,200.
TOTALS	20,800.	15,600.		5,200.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CYPRESS MANAGEMENT -INVESTMENT	43,784.	43,784.
JO HAMBRO MANAGEMENT -INVESTME	53,734.	53,734.
STMM - INVESTMENT	18,395.	18,395.
FROST INVESTMENTS	19,445.	19,445.
CUSTODY FEE	22,862.	22,862.
TOTALS	158,220.	158,220.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE TAX EXPENSE	6,056.	
FOREIGN TAXES	9,927.	9,927.
TOTALS	15,983.	9,927.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INSURANCE	9,483.	9,483.
MISCELLANEOUS EXPENSES	92,517.	92,517.
TOTALS	102,000.	102,000.

ATTACHMENT 8

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PREPAID INSURANCE	4,465.	4,465.
FEDERAL EXCISE TAX	13,303.	13,303.
TOTALS	17,768.	17,768.

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

ATTACHMENT 9

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE STATEMENT 9-1	2,063,090.	2,211,186.
US OBLIGATIONS TOTAL	2,063,090.	2,211,186.

LEGACY TRUST — A PRIVATE TRUST COMPANY

PRINCIPAL PORTFOLIO

50-8040-05 THE SUSAN VAUGHAN FOUNDATION, INC FIXED INCOME PORTFOLIO, LEGACY TRUST COMPANY, AGENT AS OF 12/31/11

PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
	U. S. GOVERNMENT BONDS & NOTES				
845000	UNITED STATES TREASURY NOTES DTD 02/29/2008 2.750% 02/28/2013	870,020.45	863,044.12	23,237.50	2.67
425000	UNITED STATES TREASURY NOTES DTD 02/15/2008 3.500% 02/15/2018	484,534.00	427,525.85	14,875.00	3.07
	TOTAL	1,354,554.45	1,290,569.97	38,112.50	2.81

PRINCIPAL PORTFOLIO

50-8040-05 THE SUSAN VAUGHAN FOUNDATION, INC FIXED INCOME PORTFOLIO, LEGACY TRUST COMPANY, AGENT AS OF 12/31/11

PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
	FEDERAL AGENCIES				
100000	FEDERAL FARM CREDIT BANK DTD 01/09/2007 4.875% 01/17/2017 NON CALLABLE	117,845.00	98,677.37	4,875.00	4.14
50000	FEDERAL HOME LOAN BANK DTD 05/27/2004 5.250% 06/18/2014 NON CALLABLE	55,649.50	51,732.33	2,625.00	4.72
60000	FEDERAL NATIONAL MORTGAGE ASSN DTD 09/23/2002 4.375% 09/15/2012 NON CALLABLE	61,749.00	60,458.85	2,625.00	4.25
100000	FEDERAL NATIONAL MORTGAGE ASSN DTD 04/16/2007 5.000% 05/11/2017 NON CALLABLE	118,697.00	99,595.46	5,000.00	4.21
100000	FEDERAL NATIONAL MORTGAGE ASSN DTD 02/15/2007 5.000% 02/16/2012 NON CALLABLE	100,581.00	100,243.89	5,000.00	4.97
150000	FEDERAL NATIONAL MORTGAGE ASSN DTD 06/08/2007 5.375% 06/12/2017 NON CALLABLE	181,234.50	150,055.46	8,062.50	4.45
100000	TENNESSEE VALLEY AUTHORITY DTD 05/02/2002 6.790% 05/23/2012	102,580.00	108,893.56	6,790.00	6.62

PRINCIPAL PORTFOLIO

50-8040-05 THE SUSAN VAUGHAN FOUNDATION, INC FIXED INCOME PORTFOLIO, LEGACY TRUST COMPANY, AGENT AS OF 12/31/11

PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
	NON CALLABLE				
	TOTAL	738,336.00	669,656.92	34,977.50	4.74

PRINCIPAL PORTFOLIO

50-8040-05 THE SUSAN VAUGHAN FOUNDATION, INC FIXED INCOME PORTFOLIO, LEGACY TRUST COMPANY, AGENT AS OF 12/31/11

PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
	GOVERMENT CMO'S AND REMICS				
10352.68	FEDERAL HOME LOAN MORTGAGE CORP CMO SER 3378 CL ME DTD 10/01/2007 5.500% 01/15/2023 NON CALLABLE	10,691.21	10,381.54	569.40	5.33
3433.73	FEDERAL NATIONAL MORTGAGE ASSN CMO SER 2006-59 CL DA DTD 06/01/2006 6.500% 12/25/2033 NON CALLABLE	3,447.19	3,628.72	223.19	6.47
43701.6	UNITED STATES TREASURY NOTES TREASURY INFLATION INDEX DTD 07/15/2007 2.625% 07/15/2017	52,021.95	46,388.20	1,147.17	2.21
44913.6	UNITED STATES TREASURY NOTES TREASURY INFLATION INDEX DTD 01/15/2007 2.375% 01/15/2017	52,134.81	42,464.39	1,066.70	2.05

PRINCIPAL PORTFOLIO

PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
	TOTAL	118,295.16	102,862.85	3,006.46	2.54
	TOTAL FIXED INCOME - TAXABLE	2,211,185.61	2,063,089.74	207,103.87	3.67

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE STATEMENT 10-1	13,546,354.	15,043,731.
TOTALS	13,546,354.	15,043,731.

		Cost Basis	Market Value
Jo Hambro (see above detail)		3,375,437.61	3,452,085.21
Acct # 50-8040-03	us	1,663,678.66	1,894,324.23
	foreign	434,635.28	444,640.82
Acct # 50-8040-04	us	3,558,068.63	4,585,665.25
	foreign	1,381,099.45	1,762,367.00
	partnerships	526,335.24	1,010,636.75
Tai Chi		2,781,949.57	1,894,012.00
Partnership basis adjustments		(96,611.24)	
Linn energy in stmt by mistake #50-8040-04		(78,239.70)	
Form 990 PF, Part II Corporate Stock		13,546,353.50	15,043,731.26

Portfolio Value - As of 12/31/2011

As of 12/31/2011 jo hambro

Security	Shares	Cost Basis	FMV
Anheuser-Busch InBev	2,300.00	137,519.19	141,017.97
AstraZeneca	4,600.00	203,721.91	212,562.26
British American Tobacco	3,136.00	132,906.95	148,833.16
Carnival Plc Ord	2,669.00	109,237.05	88,135.97
Centrica Plc Ord	51,054.00	236,400.25	229,413.82
Compass Group Plc	14,471.00	130,859.95	137,334.96
Delhaize Group Plc	2,000.00	124,212.59	112,514.71
EON AG	6,583.00	181,376.96	141,038.04
Eutelsat Communications	3,100.00	130,936 71	121,140.28
GlaxoSmithKline	10,000.00	224,906.92	228,560.74
HeidelbergCement AG	2,900.00	136,228.03	123,679.99
HSBC Holdings	7,987.00	40,215.35	60,918.72
Imperial Tobacco	3,700.00	123,923.02	139,940.06
L'Oreal	1,091.00	109,281.41	114,113.72
Novartis AG CHF	3,623.00	188,258.90	207,265.23
Royal Dutch Shell Plc	5,700.00	177,498.30	217,265.50
Ryanair Holdings	27,396.00	159,317.82	192,677.74
Swiss Re Ag CHF0.10	2,400.00	128,361.70	122,393.54
Unilever Plc	4,200.00	138,126.17	141,106.55
UPM-Kymmene Corp NPV	11,000.00	133,368.89	121,328.21
Vivendi SA	3,517.00	99,470.55	77,128 04
Vodafone Group PLC SPONS ADR	134,490.00	329,308.99	373,716.00
		3,375,437.61	**3,452,085.21**

PRINCIPAL PORTFOLIO

50-8040-03 THE SUSAN VAUGHAN FOUNDATION, INC
SOUTH TEXAS MONEY MANAGEMENT,
INVESTMENT MANAGER, LEGACY TRUST
COMPANY, CUSTODIAN

AS OF 12/31/11

PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
	U.S. COMMON STOCK				
916	AMERICAN FINL GROUP INC OHIO	33,791.24	18,752.08	641.20	1.90
1795	ARCHER DANIELS MIDLAND CO	51,337.00	57,069.87	1,256.50	2.45
786	AT & T INC	23,768.64	32,560.42	1,383.36	5.82
729	BAKER HUGHES INC	35,458.56	37,127.17	437.40	1.23

PRINCIPAL PORTFOLIO

50-8040-03 THE SUSAN VAUGHAN FOUNDATION, INC SOUTH TEXAS MONEY MANAGEMENT, INVESTMENT MANAGER, LEGACY TRUST COMPANY, CUSTODIAN AS OF 12/31/11

PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
1291	BRISTOL MYERS SQUIBB CO	45,494.84	43,457.51	1,755.76	3.86
491	CHEVRON CORPORATION	52,242.40	30,709.79	1,590.84	3.05
488	CHUBB CORP	33,779.36	19,568.80	761.28	2.25
1022	CIGNA CORP	42,924.00	47,999.56	40.88	0.10
1718	COMCAST CORP-CL A	40,733.78	25,646.07	773.10	1.90
2513	DENBURY RESOURCES INC	37,946.30	37,288.60	0.00	0.00
1885	E M C CORP MASS	40,602.90	28,046.54	0.00	0.00
1234	EATON CORP	53,716.02	27,206.89	1,678.24	3.12
258	EXXON MOBIL CORP	21,868.08	17,737.50	485.04	2.22
534	F M C CORP COM NEW	45,945.36	24,517.78	320.40	0.70
590	FEDEX CORP COM	49,270.90	50,798.88	306.80	0.62
1609	FOREST LABS INC COM	48,688.34	50,189.05	0.00	0.00
1622	HANCOCK HOLDING CO	51,855.34	50,367.64	1,557.12	3.00

PRINCIPAL PORTFOLIO

50-8040-03 THE SUSAN VAUGHAN FOUNDATION, INC
SOUTH TEXAS MONEY MANAGEMENT,
INVESTMENT MANAGER, LEGACY TRUST
COMPANY, CUSTODIAN

AS OF 12/31/11

PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
1521	INTEL CORP	36,884.25	34,339.92	1,277.64	3.46
336	INTERNATIONAL BUSINESS MACHS CORP	61,783.68	55,357.48	1,008.00	1.63
1275	KRAFT FOODS INC CL A	47,634.00	44,363.07	1,479.00	3.10
2027	LOWES COS INC	51,445.26	44,714.29	1,135.12	2.21
1173	MACY'S INC	37,747.14	37,755.94	469.20	1.24
1703	ORACLE SYS CORP	43,681.95	34,964.97	408.72	0.94
3481	PATTERSON-UTI ENERGY INC	69,550.38	56,407.29	696.20	1.00
2062	PERKINELMER INC	41,240.00	45,878.06	577.36	1.40
1412	RAYMOND JAMES FINL INC COM	43,715.52	22,466.30	734.24	1.68
1878	SAN JUAN BASIN ROYALTY TRUST	42,743.28	67,002.82	3,357.86	7.86
697	STANLEY BLACK & DECKER INC	47,117.20	47,449.02	1,143.08	2.43
2399	STAPLES INC	33,322.11	35,617.68	959.60	2.88

PRINCIPAL PORTFOLIO

50-8040-03 THE SUSAN VAUGHAN FOUNDATION, INC
SOUTH TEXAS MONEY MANAGEMENT,
INVESTMENT MANAGER, LEGACY TRUST
COMPANY, CUSTODIAN

AS OF 12/31/11

PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
1279	SYSCO CORP	37,513.07	36,800.93	1,381.32	3.68
1736	TEXAS INSTRS INC	50,534.96	44,210.89	1,180.48	2.34
1088	TIME WARNER INC	39,320.32	33,623.23	1,022.72	2.60
1227	TORCHMARK CORP COM	53,239.53	35,706.76	588.96	1.11
1429	TYSON FOODS INC CL A	29,494.56	24,859.46	228.64	0.78
520	UNITEDHEALTH GROUP INC	26,353.60	24,471.07	338.00	1.28
1083	VERIZON COMMUNICATIONS	43,449.96	39,331.97	2,166.00	4.99
672	WAL MART STORES INC	40,158.72	37,813.77	981.12	2.44
578	3M CO	47,239.94	37,275.59	1,271.60	2.69
	TOTAL	1,633,592.49	1,439,454.66	35,392.78	2.17

PRINCIPAL PORTFOLIO

50-8040-03 THE SUSAN VAUGHAN FOUNDATION, INC SOUTH TEXAS MONEY MANAGEMENT, INVESTMENT MANAGER, LEGACY TRUST COMPANY, CUSTODIAN AS OF 12/31/11

PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
	CLOSED END MUTUAL FUNDS				
1872	ISHARES S&P SMALLCAP 600 INDEX FUND	127,857.60	104,436.63	1,310.40	1.02
3693	SECTOR SPDR TR SHS BEN INT-UTILITIES	132,874.14	119,787.37	5,052.02	3.80
	TOTAL	260,731.74	224,224.00	6,362.42	2.44
	TOTAL U. S. EQUITIES	1,894,324.23	1,663,678.66	41,755.20	2.20
	FOREIGN EQUITIES				
	FOREIGN COMMON STOCK				
539	ACE LIMITED	37,794.68	35,789.92	1,013.32	2.68
735	CANADIAN NATIONAL RAILWAY CO COMMON STOCK ISIN CA1363751027	57,741.60	44,387.13	940.80	1.63
731	ENSCO PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	34,298.52	35,606.50	1,023.40	2.98

PRINCIPAL PORTFOLIO

50-8040-03 THE SUSAN VAUGHAN FOUNDATION, INC
SOUTH TEXAS MONEY MANAGEMENT,
INVESTMENT MANAGER, LEGACY TRUST
COMPANY, CUSTODIAN

AS OF 12/31/11

PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
1074	GARMIN LTD	42,755.94	37,435.24	1,718.40	4.02
793	NICE SYSTEMS LTD SPONSORED AMERICAN DEPOSITORY RECEIPT	27,318.85	27,235.43	0.00	0.00
1188	NOVARTIS AG SPONSORED ADR	67,917.96	66,267.97	2,381.94	3.51
443	NOVO-NORDISK A S ADR	51,060.18	51,436.02	601.59	1.18
843	SAP AKTIENGESELLSCHAFT SPONSORED AMERICAN DEPOSITORY RECEIPT	44,636.85	53,851.17	864.08	1.94
608	TORONTO DOMINION BANK	45,484.48	49,524.82	1,623.36	3.57
1063	UNILEVER PLC	35,631.76	33,101.08	1,318.12	3.70
	TOTAL	444,640.82	434,635.28	11,485.01	2.58
	TOTAL FOREIGN EQUITIES	444,640.82	434,635.28	11,485.01	2.58

PRINCIPAL PORTFOLIO

50-8040-04

THE SUSAN VAUGHAN FOUNDATION, INC
CYPRESS ASSET MANAGEMENT, INVESTMENT MANAGER, LEGACY TRUST COMPANY, CUSTODIAN

AS OF 12/31/11

PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
	U.S. COMMON STOCK				
600	AMAZON COM INC COM	103,860.00	57,206.84	0.00	0.00
1100	ANADARKO PETE CORP	83,963.00	79,485.51	396.00	0.47
3000	ANALOG DEVICES INC	107,340.00	46,957.87	3,000.00	2.79

STATEMENT 10-1

PRINCIPAL PORTFOLIO

50-8040-04 THE SUSAN VAUGHAN FOUNDATION, INC CYPRESS ASSET MANAGEMENT, INVESTMENT MANAGER, LEGACY TRUST COMPANY, CUSTODIAN AS OF 12/31/11

PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
700	APACHE CORP	63,406.00	60,198.56	420.00	0.66
435	APPLE INC	176,175.00	88,540.37	0.00	0.00
1200	CATERPILLAR INC	108,720.00	86,156.91	2,208.00	2.03
2700	CHEVRON CORPORATION	287,280.00	115,642.76	8,748.00	3.05
1400	CISCO SYSTEMS INC	25,312.00	44,183.30	336.00	1.33
3000	COCA COLA CO	209,910.00	202,265.66	5,640.00	2.69
500	COLGATE PALMOLIVE CO	46,195.00	43,819.73	1,160.00	2.51
400	CUMMINS INC COM	35,208.00	36,576.08	640.00	1.82
1725	DEERE & CO	133,428.75	132,955.85	2,829.00	2.12
1250	DEVON ENERGY CORPORATION NEW	77,500.00	53,160.84	850.00	1.10
750	DOVER CORP	43,537.50	47,841.34	945.00	2.17
1200	DU PONT E I DE NEMOURS & CO	54,936.00	52,007.85	1,968.00	3.58
3000	EMERSON ELEC CO	139,770.00	101,217.50	4,800.00	3.43
875	EOG RESOURCES INC	86,196.25	87,526.57	560.00	0.65

PRINCIPAL PORTFOLIO

50-8040-04 THE SUSAN VAUGHAN FOUNDATION, INC
CYPRESS ASSET MANAGEMENT, INVESTMENT
MANAGER, LEGACY TRUST COMPANY,
CUSTODIAN

AS OF 12/31/11

PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
2900	EXXON MOBIL CORP	245,804.00	117,523.70	5,452.00	2.22
1400	FREEPORTMCMORAN COPPERAND GOLD INC	51,506.00	59,567.25	1,400.00	2.72
7000	GENERAL ELEC CO	125,370.00	242,495.50	4,760.00	3.80
675	HESS CORP COM	38,340.00	36,226.30	270.00	0.70
3500	HONEYWELL INTL INC	190,225.00	151,852.50	5,215.00	2.74
5500	INTEL CORP	133,375.00	145,638.49	4,620.00	3.46
2000	J.P. MORGAN CHASE & CO	66,500.00	78,904.00	2,000.00	3.01
2700	JOHNSON & JOHNSON	177,066.00	86,075.44	6,156.00	3.48
1050	JOHNSON CTLS INC	32,823.00	42,826.66	756.00	2.30
1000	LILLY ELI & CO	41,560.00	41,066.90	1,960.00	4.72
1450	MCDONALDS CORP	145,478.50	83,100.40	4,060.00	2.79
700	NEWMONT MNG CORP	42,007.00	27,636.00	980.00	2.33

PRINCIPAL PORTFOLIO

50-8040-04 THE SUSAN VAUGHAN FOUNDATION, INC CYPRESS ASSET MANAGEMENT, INVESTMENT MANAGER, LEGACY TRUST COMPANY, CUSTODIAN AS OF 12/31/11 5

PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
1150	NORFOLK SOUTHERN CORP COM	83,789.00	62,598.87	1,978.00	2.36
1250	OCCIDENTAL PETE CORP	117,125.00	92,782.40	2,300.00	1.96
3200	PEPSICO INC	212,320.00	138,211.00	6,592.00	3.10
2100	PHILIP MORRIS INTERNATIONAL	164,808.00	58,603.26	6,468.00	3.92
1500	PNC FINANCIAL SERVICES GROUP	86,505.00	64,976.50	2,100.00	2.43
2200	PROCTER & GAMBLE CO	146,762.00	75,521.15	4,620.00	3.15
2550	QUALCOMM INC	139,485.00	63,268.14	2,193.00	1.57
1000	TIMKEN CO	38,710.00	49,529.07	800.00	2.07
1550	UNITED PARCEL SERVICE INC	113,444.50	112,908.75	3,224.00	2.84
1150	UNITED TECHNOLOGIES CORP	84,053.50	88,048.72	2,208.00	2.63
500	WHITING PETROLEUM CORP	23,345.00	30,545.37	0.00	0.00
1925	XILINX INC	61,715.50	50,970.62	1,463.00	2.37
1900	YUM! BRANDS	112,119.00	84,622.98	2,166.00	1.93

PRINCIPAL PORTFOLIO

50-8040-04 THE SUSAN VAUGHAN FOUNDATION, INC CYPRESS ASSET MANAGEMENT, INVESTMENT MANAGER, LEGACY TRUST COMPANY, CUSTODIAN AS OF 12/31/11

PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
	TOTAL	4,533,741.25	3,499,483.21	113,830.00	2.51
	CLOSED END MUTUAL FUNDS				
1000	ISHARES DOW JONES US OIL EQUIPMENT AND SERVICES INDEX FUND	51,924.00	58,585.42	165.00	0.32
	TOTAL	51,924.00	58,585.42	165.00	0.32
	TOTAL U. S. EQUITIES	4,585,665.25	3,558,068.63	113,995.00	2.49
	FOREIGN EQUITIES				
	FOREIGN COMMON STOCK				
2800	AUSTRALIA & NEW ZEALAND SPONSORED AMERICAN DEPOSITORY RECEIPT	58,296.00	69,193.60	3,962.00	6.80
1700	BANCO BRADESCO SPONSORED AMERICAN DEPOSITORY RECEIPT	28,356.00	34,157.56	175.10	0.62
2900	BARRICK GOLD CORP	131,225.00	86,137.24	1,740.00	1.33

PRINCIPAL PORTFOLIO

50-8040-04 THE SUSAN VAUGHAN FOUNDATION, INC CYPRESS ASSET MANAGEMENT, INVESTMENT MANAGER, LEGACY TRUST COMPANY, CUSTODIAN AS OF 12/31/11 7

PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
2000	BHP BILLITON PLC SPONSORED ADR	116,780.00	89,002.13	4,040.00	3.46
2125	CANADIAN NATIONAL RAILWAY CO COMMON STOCK ISIN CA1363751027	166,940.00	101,838.43	2,720.00	1.63
1050	CANADIAN PAC RY LTD COM	71,053.50	68,617.54	1,227.45	1.73
675	CHINA MOBILE LIMITED SPONSORED AMERICAN DEPOSITORY RECEIPT	32,730.75	33,351.75	1,239.30	3.79
1350	CIA SANEAMENTO BASICO DE SPONSORED AMERICAN DEPOSITORY RECEIPT	75,127.50	54,965.90	0.00	0.00
400	CNOOC LTD SPONSORED ADR	69,872.00	59,218.41	2,311.60	3.31
4050	CPFL ENERGIA SPONSORED AMERICAN DEPOSITORY RECEIPT	114,250.50	86,043.20	5,904.90	5.17
2200	DIAGEO PLC AMERICAN DEPOSITORY RECEIPT	192,324.00	115,362.00	5,709.07	2.97
575	ENSCO PLC SPONSORED AMERICAN DEPOSITORY RECEIPT	26,979.00	32,734.12	805.00	2.98
2300	NESTLE S A SPONSORED ADR REPSTG REG SH	132,733.00	87,611.12	4,064.10	3.06

PRINCIPAL PORTFOLIO

50-8040-04 THE SUSAN VAUGHAN FOUNDATION, INC CYPRESS ASSET MANAGEMENT, INVESTMENT MANAGER, LEGACY TRUST COMPANY, CUSTODIAN AS OF 12/31/11 8

PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
1925	NOVARTIS AG SPONSORED ADR	110,052.25	92,273.10	3,859.63	3.51
675	PETROCHINA CO LTD SPONSORED ADR	83,909.25	76,200.75	3,230.55	3.85
1000	SANOFI SPONSORED AMERICAN DEPOSITORY RECEIPT	36,540.00	34,858.50	1,323.00	3.62
2300	SCHLUMBERGER LTD	157,113.00	89,097.50	2,300.00	1.46
625	SIEMENS A G SPONSORED ADR	59,756.25	72,347.21	1,846.25	3.09
2500	STATOILHYDRO ASA SPONSORED AMERICAN DEPOSITORY RECEIPT	64,025.00	59,721.40	2,435.00	3.80
335	WESTPAC BKG CORP SPONSORED ADR	34,304.00	38,367.99	2,690.39	7.84
	TOTAL	1,762,367.00	1,381,099.45	51,583.34	2.93

PRINCIPAL PORTFOLIO

50-8040-04 THE SUSAN VAUGHAN FOUNDATION, INC CYPRESS ASSET MANAGEMENT, INVESTMENT MANAGER, LEGACY TRUST COMPANY, CUSTODIAN AS OF 12/31/11

PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
	TOTAL FOREIGN EQUITIES	1,762,367.00	1,381,099.45	51,583.34	2.93
	EQUITY INVESTMENTS-PARTNERSHIP				
	U.S. STOCK-PARTNERSHIPS				
1200	ENERGY TRANSFER PARTNERS L P UNIT LTD PARTNERSHIP INT	55,020.00	52,851.50	4,290.00	7.80
7700	ENTERPRISE PRODS PARTNERS LP COM UNIT	357,126.00	136,316.66	18,865.00	5.28
700	EV ENERGY PARTNERS LP EXCHANGE TRADED PARTNERSHIP	46,130.00	33,221.79	2,133.60	4.63
2125	KINDER MORGAN ENERGY PARTNERS L P UNIT LTD PARTNERSHIP INT ?	180,518.75	66,161.49	9,860.00	5.46
1400	MAGELLAN MIDSTREAM PARTNERS LP EXCHANGE TRADED PARTNERSHIP	96,432.00	82,393.00	4,480.00	4.65
1000	MARKWEST ENERGY EXCHANGE TRADED PARTNERSHIP	55,060.00	51,770.97	2,920.00	5.30

PRINCIPAL PORTFOLIO

50-8040-04 THE SUSAN VAUGHAN FOUNDATION, INC
CYPRESS ASSET MANAGEMENT, INVESTMENT
MANAGER, LEGACY TRUST COMPANY,
CUSTODIAN

AS OF 12/31/11 10

PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
3000	PLAINS ALL AMERICAN PIPELINE LP EXCHANGE TRADED PARTNERSHIP	220,350.00	106,619.83	11,940.00	5.42
	TOTAL	1,010,636.75	529,335.24	54,488.60	5.39
	TOTAL EQUITY INVESTMENTS–PARTNERSHIP	1,010,636.75	529,335.24	54,488.60	5.39

ATTACHMENT 11

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE STATEMENT 11-1	3,414,971.	3,439,132.
TOTALS	3,414,971.	3,439,132.

PRINCIPAL PORTFOLIO

50-8040-05 THE SUSAN VAUGHAN FOUNDATION, INC FIXED INCOME PORTFOLIO, LEGACY TRUST COMPANY, AGENT AS OF 12/31/11

PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
	CORPORATE CMO'S AND REMICS				
250000	ALLY AUTO RECEIVABLES TRUST ASSET BCKD SEC SER 2011-2 CL A4 DTD 05/05/2011 1.980% 04/15/2016 CALLABLE	255,520.00	249,925.38	4,950.00	1.94
135000	CS FIRST BOSTON MORTGAGE SECURITIES CMO SERIES 2005-C4 CLASS AJ DTD 08/01/2005 5.190% 08/15/2038 NON CALLABLE	126,789.30	131,603.91	7,006.50	5.53
125000	MORGAN STANLEY CAPITAL I CMO SERIES 2011-C1 CLASS C DTD 02/01/2011 5.257% 09/15/2047 NON CALLABLE 144A PRIVATE PLACEMENT	110,466.25	124,150.63	6,570.00	5.95
88568.99	VOLKSWAGEN AUTO LOAN ENHANCED TRUST ASSET BCKD SEC SER 2011-1 CL A2 DTD 03/30/2011 0.670% 12/20/2013 NON CALLABLE	88,570.76	88,568.01	593.41	0.67

PRINCIPAL PORTFOLIO

50-8040-05 THE SUSAN VAUGHAN FOUNDATION, INC FIXED INCOME PORTFOLIO, LEGACY TRUST COMPANY, AGENT AS OF 12/31/11

PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
	TOTAL	581,346.31	594,247.93	19,119.91	3.29
	CORPORATE BONDS				
25000	ABBOTT LABORATORIES DTD 11/09/2007 5.600% 11/30/2017 NON CALLABLE	29,853.75	24,930.89	1,400.00	4.69
50000	ALLSTATE CORPORATION DTD 08/16/2004 5.000% 08/15/2014 NON CALLABLE	53,957.50	49,392.33	2,500.00	4.63
250000	BANK OF-AMERICA CORPORATION DTD 09/25/2002 4.875% 09/15/2012 NON CALLABLE	251,605.00	257,586.03	12,187.50	4.84
25000	COCA-COLA CO DTD 11/01/2007 5.350% 11/15/2017 NON CALLABLE	30,013.00	24,965.80	1,337.50	4.46
400000	GENERAL ELEC CAP CORP MEDIUM TERM NOTE DTD 03/04/2005 4.875% 03/04/2015 NON CALLABLE	433,976.00	425,260.00	19,500.00	4.49
40000	GENERAL ELECTRIC CAPITAL CORPORATION MEDIUM TERM NOTE	41,850.40	45,867.55	2,180.00	5.21

PRINCIPAL PORTFOLIO

50-8040-05 THE SUSAN VAUGHAN FOUNDATION, INC
FIXED INCOME PORTFOLIO, LEGACY TRUST
COMPANY, AGENT

AS OF 12/31/11

PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
	DTD 12/06/2002 5.450% 01/15/2013 NON CALLABLE				
50000	GLAXOSMITHKLINE CAP INC DTD 05/13/2008 4.850% 05/15/2013 NON CALLABLE	52,916.50	49,901.50	2,425.00	4.58
100000	GOLDMAN SACHS GROUP INC DTD 02/07/2011 3:625% 02/07/2016 NON CALLABLE	96,622.00	99,193.00	3,625.00	3.75
35000	HEWLETT-PACKARD CO DTD 03/03/2008 4.500% 03/01/2013 NON CALLABLE	35,995.75	34,975.11	1,575.00	4.38
450000	INTL BANK RECON & DEVELOP DTD 04/27/2010 1.750% 07/15/2013 NON CALLABLE	458,298.00	448,470.00	7,875.00	1.72
50000	LOWES COS INC DTD 10/06/2005 5.000% 10/15/2015 NON CALLABLE	56,039.00	49,964.92	2,500.00	4.46
30000	METLIFE INC DTD 06/23/2005 5.000% 06/15/2015 NON CALLABLE	32,681.70	29,337.57	1,500.00	4.59
250000	MORGAN STANLEY	253,210.00	259,610.00	14,375.00	5.68

PRINCIPAL PORTFOLIO

50-8040-05 THE SUSAN VAUGHAN FOUNDATION, INC FIXED INCOME PORTFOLIO, LEGACY TRUST COMPANY, AGENT AS OF 12/31/11

PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
	MEDIUM TERM NOTE DTD 08/31/2007 5.750% 08/31/2012 NON CALLABLE				
25000	ORACLE CORP DTD 04/09/2008 5.750% 04/15/2018 NON CALLABLE	30,337.00	24,988.74	1,437.50	4.74
760000	PRIVATE EXPORT FUNDING CORP DTD 04/08/2008 3.550% 04/15/2013 NON CALLABLE	790,582.40	801,496.00	26,980.00	3.41
40000	SBC COMMUNICATIONS DTD 11/03/2004 5.100% 09/15/2014 NON CALLABLE	44,057.60	40,321.52	2,040.00	4.63
50000	TENNESSEE VALLEY AUTHORITY DTD 03/15/1998 6.000% 03/15/2013 NON CALLABLE	53,432.00	53,480.32	3,000.00	5.61
25000	UNITED PARCEL SERVICE DTD 01/15/2008 5.500% 01/15/2018 NON CALLABLE	29,958.50	24,953.79	1,375.00	4.59
25000	WAL-MART STORES INC DTD 08/24/2007 5.800% 02/15/2018 NON CALLABLE	30,645.75	26,075.04	1,450.00	4.73

PRINCIPAL PORTFOLIO

50-8040-05 THE SUSAN VAUGHAN FOUNDATION, INC
FIXED INCOME PORTFOLIO, LEGACY TRUST
COMPANY, AGENT

AS OF 12/31/11

PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
50000	WELLS FARGO COMPANY DTD 10/23/2007 5.250% 10/23/2012 NON CALLABLE	51,754.00	49,952.62	2,625.00	5.07
	TOTAL	3,439,132.16	3,414,970.66	111,887.50	3.92

ATTACHMENT 12

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PURCHASED INTEREST RECEIVABLE	60,010.	60,010.
TOTALS	60,010.	60,010.

ATTACHMENT 13

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
BASIS ADJUSTMENT	2,934.
ADJUSTMENT OF PREPAID EXCISE TAX FROM PY	47.
TOTAL	2,981.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SUSAN CLAYTON GARWOOD LEGACY TRUST COMPANY C/O JENNIFER G 600 JEFFERSON STREET, SUITE 300 HOUSTON, TX 77002	TRUSTEE 1.00	10,500.	0	0
DUNCAN E OSBORNE LEGACY TRUST COMPANY C/O JENNIFER G 600 JEFFERSON STREET, SUITE 300 HOUSTON, TX 77002	TRUSTEE 1.00	9,000.	0	0
ELIZABETH B OSBORNE LEGACY TRUST COMPANY C/O JENNIFER G 600 JEFFERSON STREET, SUITE 300 HOUSTON, TX 77002	TRUSTEE 1.00	9,000.	0	0
CHASE BANK OF TEXAS - HOUSTON CHASE BANK OF TEXAS C/O KEVIN BIEKE 707 TRAVIS, 11TH FLOOR HOUSTON, TX 77252	SEC/TREAS 1.00	60,026.	0	0
GEORGE PETERKIN LEGACY TRUST COMPANY C/O JENNIFER G 600 JEFFERSON STREET, SUITE 300 HOUSTON, TX 77002	TRUSTEE 1.00	9,000.	0	0
	GRAND TOTALS	97,526.	0	0

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

LEGACY TRUST COMPANY
600 JEFFERSON STREET, SUITE 300
HOUSTON, TX 77002

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PLANNED PARENTHOOD OF HOUSTON 3601 FANNIN HOUSTON, TX 77004	NO RELATIONSHIP 501(C)(3)	SOCIAL SERVICE	20,000.
WRITERS IN THE SCHOOLS 1515 BRANARD HOUSTON, TX 77006	NO RELATIONSHIP 501(C)(3)	ARTS/EDUCATION	10,000
CONTEMPORARY ARTS MUSEUM OF HOUSTON 5216 MONTROSE HOUSTON, TX 77006	NO RELATIONSHIP 501(C)(3)	PROGRAM SUPPORT	10,000.
ST STEPHEN'S EPISCOPAL SCHOOL P.O. BOX 1868 AUSTIN, TX 78768	NO RELATIONSHIP 501(C)(3)	EDUCATION	125,000.
THE CHINQUAPIN SCHOOL 2615 EAST WALLISVILLE HIGHLANDS, TX 77562	NO RELATIONSHIP 501(C)(3)	CHARITABLE	10,000.
UNIVERSITY OF HOUSTON, COLLEGE OF ARCHITECTURE P O. BOX 27405 HOUSTON, TX 77227	NO RELATIONSHIP 501(C)(3)	GENERAL SUPPORT	45,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CLAYTON LIBRARY FRIENDS, INC P O. BOX 271078 HOUSTON, TX 77277	NO RELATIONSHIP 501(C)(3)	CHARITABLE	10,000.
COMMUNITIES IN SCHOOLS HOUSTON, INC. 2150 W 18TH ST STE 100 HOUSTON, TX 77008	NO RELATIONSHIP 501(C)(3)	CHARITABLE	10,000.
URBAN HARVEST P.O BOX 980460 HOUSTON, TX 77098	NO RELATIONSHIP 501(C)(3)	CHARITABLE	10,000.
HOUSTON PARKS BOARD 2001 KIRBY, STE 814 HOUSTON, TX 77019	NO RELATIONSHIP 501(C)(3)	CHARITABLE	5,000
RICE DESIGN ALLIANCE P.O BOX 1892 HOUSTON, TX 77251	NO RELATIONSHIP 501(C)(3)	CHARITABLE	15,000.
INPRINT, INC 1524 SUL ROSS HOUSTON, TX 77006	NO RELATIONSHIP 501(C)(3)	OPERATING EXPENSES	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHINATI FOUNDATION P O BOX 1135 MARFA, TX 79843	NO RELATIONSHIP 501(C)(3)	CHARITABLE	15,000
BAYOU PRESERVATION ASSOCIATION P O. BOX 131563 HOUSTON, TX 77219	NO RELATIONSHIP 501(C)(3)	CHARITABLE	10,000.
GREATER HOUSTON PRESERVATION ALLIANCE 712 MAIN ST STE 110 HOUSTON, TX 77002	NO RELATIONSHIP 501(C)(3)	CHARITABLE	20,000.
BREAKTHROUGH HOUSTON 2401 CLAREMONT LANE HOUSTON, TX 77019	NO RELATIONSHIP 501(C)(3)	CHARITABLE	5,000
DOCUMENTARY ALLIANCE INC 5310 BISSONNET ST BELLAIRE, TX 77401	NO RELATIONSHIP 501(C)(3)	CHARITABLE	5,000.
MEMORIAL HERMANN FOUNDATION 9301 SOUTHWEST FWY STE 600 HOUSTON, TX 77074	NO RELATIONSHIP 501(C)(3)	CHARITABLE	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MUSEUM OF FINE ARTS HOUSTON PO BOX 6826 HOUSTON, TX 77265	NO RELATIONSHIP 501(C)(3)	CHARITABLE	35,890.
RICE UNIVERSITY PJHC PROGRAM 6100 MAIN STREET HOUSTON, TX 77005	NO RELATIONSHIP 501(C)(3)	EDUCATION	50,000.
TEXAS TRIBUNE INC 823 CONGRESS STE 210 % JOHN THORNTON AUSTIN, TX 78701	NO RELATIONSHIP 501(C)(3)	CHARITABLE	10,000
UNIVERSITY OF HOUSTON SCHOOL OF ART ROOM 100, FINE ARTS BUILDING HOUSTON, TX 77204-4019	NO RELATIONSHIP 501(C)(3)	CHARITABLE	5,000.
AURORA PICTURE SHOW 1524 SUL ROSS HOUSTON, TX 77006	NO RELATIONSHIP 501(C)(3)	CHARITABLE	10,000.
AUSTIN PARKS FOUNDATION P O. BOX 300369 AUSTIN, TX 78703	NO RELATIONSHIP 501(C)(3)	CHARITABLE	15,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BLAFFER GALLERY 4800 CALHOUN ROAD HOUSTON, TX 77004	NO RELATIONSHIP 501(C)(3)	CHARITABLE	25,000.
BUFFALO BAYOU PARTNERSHIP 1113 VINE ST STE 200 HOUSTON, TX 77002	NO RELATIONSHIP 501(C)(3)	CHARITABLE	110,000.
CAMP FOR ALL FOUNDATION 10500 NW FREEWAY STE 220 HOUSTON, TX 77092	NO RELATIONSHIP 501(C)(3)	CHARITABLE	20,000
CONSERVATION HISTORY ASSOCIATION OF TEXAS 1304 MARIPOSA DR AUSTIN, TX 78704	NO RELATIONSHIP 501(C)(3)	CHARITABLE	5,000.
FOUNDATION FOR TEEN HEALTH 1504 TAUB LOOP HOUSTON, TX 77030	NO RELATIONSHIP 501(C)(3)	CHARITABLE	5,000.
FRIENDS OF MONTESSORI P.O. BOX 10788 HOUSTON, TX 77206	NO RELATIONSHIP 501(C)(3)	CHARITABLE	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FRIENDS OF RIVER OAKS PARK 3646 LOCKE LN HOUSTON, TX 77027	NO RELATIONSHIP 501(C)(3)	CHARITABLE	5,000
GLENWOOD CEMETERY INC P.O. BOX 696 HOUSTON, TX 77001	NO RELATIONSHIP 501(C)(13)	CHARITABLE	70,000.
HOUSTON ARBORETUM & NATURE CENTER 4501 WOODWAY DR HOUSTON, TX 77024	NO RELATIONSHIP 501(C)(3)	CHARITABLE	45,000
HOUSTON AUDOBON 440 WINCHESTER HOUSTON, TX 77079	NO RELATIONSHIP 501(C)(3)	CHARITABLE	30,000
INTERNATIONAL CRANE FOUNDATION E 11376 SHADY LN RD P.O. BOX 447 BARABOO, WI 53913	NO RELATIONSHIP 501(C)(3)	CHARITABLE	15,000.
JANE'S DUE PROCESS P.O BOX 685137 AUSTIN, TX 78768	NO RELATIONSHIP 501(C)(3)	CHARITABLE	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KATY PRAIRIE CONSERVANCY 3015 RICHMOND AVE SUITE 230 HOUSTON, TX 77098	NO RELATIONSHIP 501(C)(3)	CHARITABLE	15,000.
MENIL FOUNDATION INC 1519 BRANARD ST HOUSTON, TX 77006	NO RELATIONSHIP 501(C)(3)	CHARITABLE	15,000.
NEIGHBORHOOD CENTERS P.O. BOX 271389 HOUSTON, TX 77277	NO RELATIONSHIP 501(C)(3)	CHARITABLE	5,000.
PECKERWOOD GARDENS CONSERVATION FOUNDATION INC 20571 FM 359 RD HEMPSTEAD, TX 77445	NO RELATIONSHIP 501(C)(3)	CHARITABLE	25,000
PLANNED PARENTHOOD GULF COAST INC 4600 GULF FREEWAY HOUSTON, TX 77023	NO RELATIONSHIP 501(C)(3)	SOCIAL SERVICE	75,000.
PLANNED PARENTHOOD OF THE TEXAS CAPITAL REGION 201 E BEN WHITE BLVD, BLD B AUSTIN, TX 78704	NO RELATIONSHIP 501(C)(3)	SOCIAL SERVICE	20,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RICE UNIVERSITY SCHOOL OF ARCHITECTURE 6100 MAIN STREET HOUSTON, TX 77005	NO RELATIONSHIP 501(C)(3)	CHARITABLE	5,000.
RIVER OAKS BAPTIST SCHOOL ENDOWMENT FUND INC 2300 WILLOWICK RD HOUSTON, TX 77027	NO RELATIONSHIP 501(C)(3)	CHARITABLE	55,000
SCENIC HOUSTON 3015 RICHMOND AVE STE 220 HOUSTON, TX 77098	NO RELATIONSHIP 501(C)(3)	CHARITABLE	15,000.
SEMINARY OF THE SOUTHWEST 501 EAST 32ND ST AUSTIN, TX 78705	NO RELATIONSHIP 501(C)(3)	CHARITABLE	25,000.
ST ANDREW'S EPISCOPAL SCHOOL 1819 HEIGHTS BLVD HOUSTON, TX 77008	NO RELATIONSHIP 501(C)(3)	CHARITABLE	25,000.
TRAVIS ELEMENTARY SCHOOL PTA 427 PRAIRIE CRK SULPHUR SPGS, TX 75482	NO RELATIONSHIP 501(C)(3)	EDUCATION	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TREES FOR HOUSTON P O BOX 270477 HOUSTON, TX 77277	NO RELATIONSHIP 501(C)(3)	CHARITABLE	10,000.
UNIVERSITY OF TEXAS- BLANTON MUSEUM P.O. BOX R AUSTIN, TX 78713	NO RELATIONSHIP 501(C)(3)	ARTS/EDUCATION	60,000.
THE JOY SCHOOL ONE CHELSEA BLVD HOUSTON, TX 77006	NO RELATIONSHIP 501(C)(3)	EDUCATION	5,000.
		TOTAL CONTRIBUTIONS PAID	1,170,890.

ATTACHMENT 16

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust: THE SUSAN VAUGHAN FOUNDATION, INC.

Employer identification number: 76-0285765

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-194,797.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-194,797.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	535,043.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	535,043.

Part III Summary of Parts I and II

Caution: *Read the instructions before completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-194,797.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			535,043.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			340,246.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col. (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20 If zero or less, enter -0-	22	
23	Subtract line 22 from line 17 If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: THE SUSAN VAUGHAN FOUNDATION, INC.

Employer identification number: 76-0285765

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a SEE ATTACHMENT D-2	VARIOUS	VARIOUS	339,224.	383,934.	-44,710.
SEE ATTACHMENT D-3	VARIOUS	VARIOUS	65,386.	88,153.	-22,767.
SEE ATTACHMENT D-4	VARIOUS	VARIOUS	1,647,169.	1,872,581.	-225,412.
TAI CHI FUND LP	VARIOUS	VARIOUS	98,092.		98,092.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -194,797.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SEE ATTACHMENT D-1	VARIOUS	VARIOUS	1,051,182.	1,054,127.	-2,945.
SEE ATTACHMENT D-1	VARIOUS	VARIOUS	2,691,022.	2,714,116.	-23,094.
SEE ATTACHMENT D-2	VARIOUS	VARIOUS	2,173,141.	2,094,588.	78,553.
SEE ATTACHMENT D-3	VARIOUS	VARIOUS	2,865,378.	2,421,286.	444,092.
SEE ATTACHMENT D-4	12/31/2009	12/31/2011	1,529,318.	1,433,303.	96,015.
TAI CHI FUND LP	VARIOUS	VARIOUS		61,331.	-61,331.
SEE ATTACHMENT D-3	VARIOUS	VARIOUS	3,753.		3,753.
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					535,043.

S C H E D U L E   D

ACCT# 50-8040-05 (SUSAN VAUGHAN FDN-FIXED INCOME) YR END 12/31/11 TAXPAYER ID 76-0285765 TX 0 66
TAX OFFICER# 66 TAX ACCOUNTANT

DATE	SHR/PV	DESCRIPTION	ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S.T.	NET L.T.
2/ 8/11	249625.000	SOLD TAX-FREE TR ACQUIRED 10/22/10 THROUGH 2/02/11	VARIOUS	2/8/11	249625.00	249625.00	0.00	0.00
2/28/11	124643.000	SOLD TAX-FREE TR ACQUIRED 10/22/10 THROUGH 2/28/11	VARIOUS	2/28/11	124643.00	124643.00	0.00	0.00
3/30/11	99998.000	SOLD TAX-FREE TR ACQUIRED 3/15/11 THROUGH 3/25/11	VARIOUS	3/30/11	99998.00	99998.00	0.00	0.00
3/31/11	1.000	SOLD TAX-FREE TR	3/15/11	3/31/11	1.00	1.00	0.00	0.00
5/10/11	249925.000	SOLD TAX-FREE TR ACQUIRED 10/15/10 THROUGH 5/05/11	VARIOUS	5/10/11	249925.00	249925.00	0.00	0.00
7/29/11	132127.000	SOLD TAX-FREE TR ACQUIRED 5/16/11 THROUGH 7/25/11	VARIOUS	7/29/11	132127.00	132127.00	0.00	0.00
8/23/11	319200.000	SOLD TAX-FREE TR ACQUIRED 5/16/11 THROUGH 8/22/11	VARIOUS	8/23/11	319200.00	319200.00	0.00	0.00
9/ 9/11	99515.000	SOLD TAX-FREE TR	9/8/11	9/9/11	99515.00	99515.00	0.00	0.00
9/12/11	208777.000	SOLD TAX-FREE TR	9/8/11	9/12/11	208777.00	208777.00	0.00	0.00
9/13/11	150000.000	SOLD TAX-FREE TR	9/8/11	9/13/11	150000.00	150000.00	0.00	0.00
10/ 5/11	226046.000	SOLD TAX-FREE TR ACQUIRED 9/08/11 THROUGH 10/04/11	VARIOUS	10/5/11	226046.00	226046.00	0.00	0.00
12/ 5/11	100000.000	SOLD TAX-FREE TR ACQUIRED 9/08/11 THROUGH 11/30/11	VARIOUS	12/5/11	100000.00	100000.00	0.00	0.00
******	17258.000	GAIN/LOSS ST: 0.00	10/17/11		17258.00	17258.00		
******	996.000	GAIN/LOSS ST: 0.00	10/19/11		996.00	996.00		
******	604.000	GAIN/LOSS ST: 0.00	10/20/11		604.00	604.00		
******	1312.000	GAIN/LOSS ST: 0.00	10/24/11		1312.00	1312.00		

ATTACHMENT D-1

S C H E D U L E   D

ACCT# 50-8040-05 (SUSAN VAUGHAN FDN-FIXED INCOME) YR END 12/31/11 TAXPAYER ID 76-0285765 TX 0 66

TAX OFFICER# 66 TAX ACCOUNTANT

DATE	SHR/PV	DESCRIPTION			ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S.T.	NET L.T.
******	5355.000	GAIN/LOSS ST:	0.00		10/25/11		5355.00	5355.00		
******	6.000	GAIN/LOSS ST:	0.00		11/ 2/11		6.00	6.00		
******	2500.000	GAIN/LOSS ST:	0.00		11/14/11		2500.00	2500.00		
******	2827.000	GAIN/LOSS ST:	0.00		11/15/11		2827.00	2827.00		
******	960.000	GAIN/LOSS ST:	0.00		11/17/11		960.00	960.00		
******	584.000	GAIN/LOSS ST:	0.00		11/21/11		584.00	584.00		
******	4148.000	GAIN/LOSS ST:	0.00		11/22/11		4148.00	4148.00		
******	3395.000	GAIN/LOSS ST:	0.00		11/23/11		3395.00	3395.00		
******	2138.000	GAIN/LOSS ST:	0.00		11/29/11		2138.00	2138.00		
******	700.000	GAIN/LOSS ST:	0.00		11/30/11		700.00	700.00		
******	57217.000	GAIN/LOSS ST:	0.00		9/ 8/11		57217.00	57217.00		
8/ 4/11	250000.000	SOLD FHLB V-Q	2.750%	2/04/21	1/13/11	8/4/11	250000.00	249625.00	375.00	0.00
3/15/11	205000.000	SOLD FHLMC 205,000 UNITS AT 100 %	5.625%	3/15/11	1/29/08	3/15/11	205000.00	217737.05	0.00	-12737.05
5/16/11	185000.000	SOLD FNMA ACQUIRED 4/17/06 THROUGH 1/22/07 185,000 UNITS AT 100 %	6%	5/15/11	VARIOUS	5/15/11	185000.00	188894.56	0.00	-3894.56
******	85000.000	GAIN/LOSS LT:	-1462.70		4/17/06		85000.00	86462.70		
******	100000.000	GAIN/LOSS LT:	-2431.86		1/22/07		100000.00	102431.86		
11/21/11	4092.890	SOLD VOLKSWAGEN AUTO ABS	0.670%	12/20/13	3/24/11	11/20/11	4092.89	4092.84	0.05	0.00
12/20/11	7338.120	SOLD VOLKSWAGEN AUTO ABS	0.670%	12/20/13	3/24/11	12/20/11	7338.12	7338.04	0.08	0.00
9/12/11	50000.000	SOLD AMERICAN EXPRESS 50,000 UNITS AT 100 %	5.25%	9/12/11	9/8/06	9/12/11	50000.00	50404.92	0.00	-404.92
8/15/11	35000.000	SOLD BANK OF AMERICA CORP 35,000 UNITS AT 100 %	5.375%	8/15/11	8/9/06	8/15/11	35000.00	35407.47	0.00	-407.47
2/ 1/11	75000.000	SOLD GEN ELEC CAP CRP MTN 75,000 UNITS AT 100 %	5.2%	2/01/11	1/22/07	2/1/11	75000.00	74968.57	0.00	31.43

ATTACHMENT D-1

S C H E D U L E   D

ACCT# 50-8040-05 (SUSAN VAUGHAN FDN-FIXED INCOME) YR END 12/31/11 TAXPAYER ID 76-0285765 TX 0 66
TAX OFFICER# 66 TAX ACCOUNTANT

DATE	SHR/PV	DESCRIPTION			ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S.T.	NET L.T.
5/ 2/11	10000.000	SOLD NATL RURAL UTIL MTN 10,000 UNITS AT 105.536 %	7.250%	3/01/12	12/20/02	4/27/11	10553.60	10002.14	0.00	551.46
1/18/11	50000.000	SOLD TENNESSEE VALLEY AUT 50,000 UNITS AT 100 %	5.625%	1/18/11	9/28/04	1/18/11	50000.00	52029.72	0.00	-2029.72
1/18/11	5673.080	SOLD FHLMC SER 3204 CMO	5.5%	4/15/29	1/11/07	1/15/11	5673.08	5656.06	0.00	17.02
2/15/11	5157.310	SOLD FHLMC SER 3204 CMO	5.5%	4/15/29	1/11/07	2/15/11	5157.31	5141.84	0.00	15.47
3/15/11	4661.120	SOLD FHLMC SER 3204 CMO	5.5%	4/15/29	1/11/07	3/15/11	4661.12	4647.14	0.00	13.98
4/15/11	3766.840	SOLD FHLMC SER 3204 CMO	5.5%	4/15/29	1/11/07	4/15/11	3766.84	3755.54	0.00	11.30
5/16/11	2987.340	SOLD FHLMC SER 3204 CMO	5.5%	4/15/29	1/11/07	5/15/11	2987.34	2978.38	0.00	8.96
6/15/11	2667.300	SOLD FHLMC SER 3204 CMO	5.5%	4/15/29	1/11/07	6/15/11	2667.30	2659.30	0.00	8.00
7/15/11	3444.470	SOLD FHLMC SER 3204 CMO	5.5%	4/15/29	1/11/07	7/15/11	3444.47	3434.14	0.00	10.33
8/15/11	2689.660	SOLD FHLMC SER 3204 CMO	5.5%	4/15/29	1/11/07	8/15/11	2689.66	2681.60	0.00	8.06
9/15/11	3165.540	SOLD FHLMC SER 3204 CMO	5.5%	4/15/29	1/11/07	9/15/11	3165.54	3156.04	0.00	9.50
10/17/11	795.100	SOLD FHLMC SER 3204 CMO	5.5%	4/15/29	1/11/07	10/15/11	795.10	792.72	0.00	2.38
1/18/11	2289.980	SOLD FHLMC SER 3378 CMO	5.5%	1/15/23	10/17/07	1/15/11	2289.98	2296.36	0.00	-6.38
2/15/11	1895.350	SOLD FHLMC SER 3378 CMO	5.5%	1/15/23	10/17/07	2/15/11	1895.35	1900.63	0.00	-5.28
3/15/11	1519.390	SOLD FHLMC SER 3378 CMO	5.5%	1/15/23	10/17/07	3/15/11	1519.39	1523.63	0.00	-4.24
4/15/11	1175.760	SOLD FHLMC SER 3378 CMO	5.5%	1/15/23	10/17/07	4/15/11	1175.76	1179.04	0.00	-3.28
5/16/11	924.630	SOLD FHLMC SER 3378 CMO	5.5%	1/15/23	10/17/07	5/15/11	924.63	927.21	0.00	-2.58

ATTACHMENT D-1

S C H E D U L E   D

ACCT# 50-8040-05 (SUSAN VAUGHAN FDN-FIXED INCOME) YR END 12/31/11 TAXPAYER ID 76-0285765 TX 0 66
TAX OFFICER# 66 TAX ACCOUNTANT

DATE	SHR/PV	DESCRIPTION			ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S.T.	NET L.T.
6/15/11	693.060	SOLD FHLMC SER 3378 CMO	5.5%	1/15/23	10/17/07	6/15/11	693.06	694.99	0.00	-1.93
7/15/11	734.210	SOLD FHLMC SER 3378 CMO	5.5%	1/15/23	10/17/07	7/15/11	734.21	736.26	0.00	-2.05
8/15/11	719.710	SOLD FHLMC SER 3378 CMO	5.5%	1/15/23	10/17/07	8/15/11	719.71	721.72	0.00	-2.01
9/15/11	776.500	SOLD FHLMC SER 3378 CMO	5.5%	1/15/23	10/17/07	9/15/11	776.50	778.66	0.00	-2.16
10/17/11	940.230	SOLD FHLMC SER 3378 CMO	5.5%	1/15/23	10/17/07	10/15/11	940.23	942.85	0.00	-2.62
11/15/11	889.520	SOLD FHLMC SER 3378 CMO	5.5%	1/15/23	10/17/07	11/15/11	889.52	892.00	0.00	-2.48
12/15/11	999.090	SOLD FHLMC SER 3378 CMO	5.5%	1/15/23	10/17/07	12/15/11	999.09	1001.88	0.00	-2.79
1/25/11	3027.070	SOLD FNMA SER 43 CMO	6.5%	9/25/33	8/2/06	1/25/11	3027.07	3173.72	0.00	-146.65
2/25/11	2488.840	SOLD FNMA SER 43 CMO	6.5%	9/25/33	8/2/06	2/25/11	2488.84	2609.41	0.00	-120.57
3/25/11	1634.520	SOLD FNMA SER 43 CMO	6.5%	9/25/33	8/2/06	3/25/11	1634.52	1713.70	0.00	-79.18
4/25/11	6647.640	SOLD FNMA SER 43 CMO	6.5%	9/25/33	8/2/06	4/25/11	6647.64	6969.69	0.00	-322.05
5/25/11	4640.830	SOLD FNMA SER 43 CMO	6.5%	9/25/33	8/2/06	5/25/11	4640.83	4865.66	0.00	-224.83
6/27/11	3680.050	SOLD FNMA SER 43 CMO	6.5%	9/25/33	8/2/06	6/25/11	3680.05	3858.33	0.00	-178.28
7/25/11	4938.270	SOLD FNMA SER 43 CMO	6.5%	9/25/33	8/2/06	7/25/11	4938.27	5177.51	0.00	-239.24
8/25/11	2695.580	SOLD FNMA SER 43 CMO	6.5%	9/25/33	8/2/06	8/25/11	2695.58	2826.17	0.00	-130.59
9/26/11	1258.580	SOLD FNMA SER 43 CMO	6.5%	9/25/33	8/2/06	9/25/11	1258.58	1319.55	0.00	-60.97
10/25/11	1632.030	SOLD FNMA SER 43 CMO	6.5%	9/25/33	8/2/06	10/25/11	1632.03	1711.06	0.00	-79.03
1/25/11	1106.440	SOLD FNMA SER 59 CMO	6.5%	12/25/33	6/8/06	1/25/11	1106.44	1169.27	0.00	-62.83

ATTACHMENT D-1

SCHEDULE D

ACCT# 50-8040-05 (SUSAN VAUGHAN FDN-FIXED INCOME) YR END 12/31/11 TAXPAYER ID 76-0285765 TX 0 66

TAX OFFICER# 66 TAX ACCOUNTANT

DATE	SHR/PV	DESCRIPTION	ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S.T.	NET L.T.
2/25/11	1260.780	SOLD FNMA SER 59 CMO 6.5% 12/25/33	6/8/06	2/25/11	1260.78	1332.37	0.00	-71.59
3/25/11	1614.380	SOLD FNMA SER 59 CMO 6.5% 12/25/33	6/8/06	3/25/11	1614.38	1706.05	0.00	-91.67
4/25/11	1302.710	SOLD FNMA SER 59 CMO 6.5% 12/25/33	6/8/06	4/25/11	1302.71	1376.69	0.00	-73.98
5/25/11	2010.910	SOLD FNMA SER 59 CMO 6.5% 12/25/33	6/8/06	5/25/11	2010.91	2125.10	0.00	-114.19
6/27/11	375.470	SOLD FNMA SER 59 CMO 6.5% 12/25/33	6/8/06	6/25/11	375.47	396.79	0.00	-21.32
7/25/11	1283.360	SOLD FNMA SER 59 CMO 6.5% 12/25/33	6/8/06	7/25/11	1283.36	1356.24	0.00	-72.88
8/25/11	925.320	SOLD FNMA SER 59 CMO 6.5% 12/25/33	6/8/06	8/25/11	925.32	977.87	0.00	-52.55
9/26/11	1530.320	SOLD FNMA SER 59 CMO 6.5% 12/25/33	6/8/06	9/25/11	1530.32	1617.22	0.00	-86.90
10/25/11	1441.130	SOLD FNMA SER 59 CMO 6.5% 12/25/33	6/8/06	10/25/11	1441.13	1522.97	0.00	-81.84
11/25/11	956.760	SOLD FNMA SER 59 CMO 6.5% 12/25/33	6/8/06	11/25/11	956.76	1011.09	0.00	-54.33
12/27/11	1169.170	SOLD FNMA SER 59 CMO 6.5% 12/25/33	6/8/06	12/25/11	1169.17	1235.56	0.00	-66.39
1/25/11	1218.110	SOLD FNMA SER 63 CMO 6.5% 10/25/33	10/5/06	1/25/11	1218.11	1283.12	0.00	-65.01
1/25/11	1218.110	SOLD FNMA SER 63 CMO 6.5% 10/25/33	6/5/06	1/25/11	1218.11	1283.12	0.00	-65.01
2/25/11	1276.550	SOLD FNMA SER 63 CMO 6.5% 10/25/33	10/5/06	2/25/11	1276.55	1344.67	0.00	-68.12
2/25/11	1276.550	SOLD FNMA SER 63 CMO 6.5% 10/25/33	6/5/06	2/25/11	1276.55	1344.67	0.00	-68.12
3/25/11	918.650	SOLD FNMA SER 63 CMO 6.5% 10/25/33	10/5/06	3/25/11	918.65	967.67	0.00	-49.02
3/25/11	918.650	SOLD FNMA SER 63 CMO 6.5% 10/25/33	6/5/06	3/25/11	918.65	967.67	0.00	-49.02
4/25/11	1356.430	SOLD FNMA SER 63 CMO 6.5% 10/25/33	10/5/06	4/25/11	1356.43	1428.82	0.00	-72.39

ATTACHMENT D-1

S C H E D U L E   D

ACCT# 50-8040-05 (SUSAN VAUGHAN FDN-FIXED INCOME) YR END 12/31/11 TAXPAYER ID 76-0285765 TX 0 66
TAX OFFICER# 66 TAX ACCOUNTANT

DATE	SHR/PV	DESCRIPTION	ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S.T.	NET L.T.
4/25/11	1356.430	SOLD FNMA SER 63 CMO 6.5% 10/25/33	6/5/06	4/25/11	1356.43	1428.82	0.00	-72.39
5/25/11	1126.830	SOLD FNMA SER 63 CMO 6.5% 10/25/33	10/5/06	5/25/11	1126.83	1186.97	0.00	-60.14
5/25/11	1126.830	SOLD FNMA SER 63 CMO 6.5% 10/25/33	6/5/06	5/25/11	1126.83	1186.97	0.00	-60.14
6/27/11	1019.330	SOLD FNMA SER 63 CMO 6.5% 10/25/33	10/5/06	6/25/11	1019.33	1073.73	0.00	-54.40
6/27/11	1019.330	SOLD FNMA SER 63 CMO 6.5% 10/25/33	6/5/06	6/25/11	1019.33	1073.73	0.00	-54.40
7/25/11	1379.450	SOLD FNMA SER 63 CMO 6.5% 10/25/33	10/5/06	7/25/11	1379.45	1453.06	0.00	-73.61
7/25/11	1379.450	SOLD FNMA SER 63 CMO 6.5% 10/25/33	6/5/06	7/25/11	1379.45	1453.06	0.00	-73.61
8/25/11	962.030	SOLD FNMA SER 63 CMO 6.5% 10/25/33	10/5/06	8/25/11	962.03	1013.37	0.00	-51.34
8/25/11	962.030	SOLD FNMA SER 63 CMO 6.5% 10/25/33	6/5/06	8/25/11	962.03	1013.37	0.00	-51.34
9/26/11	1001.200	SOLD FNMA SER 63 CMO 6.5% 10/25/33	10/5/06	9/25/11	1001.20	1054.63	0.00	-53.43
9/26/11	1001.200	SOLD FNMA SER 63 CMO 6.5% 10/25/33	6/5/06	9/25/11	1001.20	1054.63	0.00	-53.43
10/25/11	1108.640	SOLD FNMA SER 63 CMO 6.5% 10/25/33	10/5/06	10/25/11	1108.64	1167.80	0.00	-59.16
10/25/11	1108.640	SOLD FNMA SER 63 CMO 6.5% 10/25/33	6/5/06	10/25/11	1108.64	1167.80	0.00	-59.16
11/28/11	563.750	SOLD FNMA SER 63 CMO 6.5% 10/25/33	10/5/06	11/25/11	563.75	593.83	0.00	-30.08
11/28/11	563.750	SOLD FNMA SER 63 CMO 6.5% 10/25/33	6/5/06	11/25/11	563.75	593.83	0.00	-30.08
9/ 8/11	74558.001	SOLD FROST LOW DURATION BOND INS ACQUIRED 7/13/10 THROUGH 8/22/11 74,558.001 UNITS AT $10.60	VARIOUS	9/7/11	790314.81	794200.00	-3320.23	-564.96
******	16478.343	GAIN/LOSS LT: -329.56	7/13/10		174670.44	175000.00		
******	11770.245	GAIN/LOSS LT: -235.40	7/13/10		124764.60	125000.00		

ATTACHMENT D-1

SCHEDULE D

ACCT# 50-8040-05 (SUSAN VAUGHAN FDN-FIXED INCOME) YR END 12/31/11 TAXPAYER ID 76-0285765 TX 0 66
TAX OFFICER# 66 TAX ACCOUNTANT

DATE	SHR/PV	DESCRIPTION		ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S.T.	NET L.T.
******	7921.715	GAIN/LOSS ST:	-1029.82	9/27/10		83970.18	85000.00		
******	8387.698	GAIN/LOSS ST:	-1090.40	9/29/10		88909.60	90000.00		
******	30000.000	GAIN/LOSS ST:	-1200.01	8/22/11		317999.99	319200.00		
								-2945.10	-23093.85

Total Gain/Loss -26,038.95

ATTACHMENT D-1

S C H E D U L E   D

ACCT# 50-8040-03 (SUSAN VAUGHAN FDN-SO TX MONEY MGMT) YR END 12/31/11 TAXPAYER ID 76-0285765 TX 0 66
TAX OFFICER# 66 TAX ACCOUNTANT

DATE	SHR/PV	DESCRIPTION	ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S.T.	NET L.T.
1/12/11	24623.000	SOLD SHORT-TERM PRIME	1/11/11	1/12/11	24623.00	24623.00	0.00	0.00
1/13/11	50189.000	SOLD SHORT-TERM PRIME ACQUIRED 1/10/11 THROUGH 1/11/11	VARIOUS	1/13/11	50189.00	50189.00	0.00	0.00
1/19/11	34032.000	SOLD SHORT-TERM PRIME ACQUIRED 12/13/10 THROUGH 1/18/11	VARIOUS	1/19/11	34032.00	34032.00	0.00	0.00
2/ 1/11	50439.000	SOLD SHORT-TERM PRIME ACQUIRED 1/24/11 THROUGH 1/31/11	VARIOUS	2/1/11	50439.00	50439.00	0.00	0.00
2/16/11	27235.000	SOLD SHORT-TERM PRIME ACQUIRED 2/14/11 THROUGH 2/15/11	VARIOUS	2/16/11	27235.00	27235.00	0.00	0.00
2/17/11	14212.000	SOLD SHORT-TERM PRIME	2/14/11	2/17/11	14212.00	14212.00	0.00	0.00
3/30/11	35325.000	SOLD SHORT-TERM PRIME ACQUIRED 3/17/11 THROUGH 3/25/11	VARIOUS	3/30/11	35325.00	35325.00	0.00	0.00
4/15/11	16313.000	SOLD SHORT-TERM PRIME ACQUIRED 4/12/11 THROUGH 4/14/11	VARIOUS	4/15/11	16313.00	16313.00	0.00	0.00
4/26/11	94997.000	SOLD SHORT-TERM PRIME ACQUIRED 4/12/11 THROUGH 4/25/11	VARIOUS	4/26/11	94997.00	94997.00	0.00	0.00
4/27/11	31395.000	SOLD SHORT-TERM PRIME ACQUIRED 2/25/11 THROUGH 4/12/11	VARIOUS	4/27/11	31395.00	31395.00	0.00	0.00
5/ 4/11	29861.000	SOLD SHORT-TERM PRIME ACQUIRED 7/28/08 THROUGH 5/03/11	VARIOUS	5/4/11	29861.00	29861.00	0.00	0.00
6/16/11	19854.000	SOLD SHORT-TERM PRIME ACQUIRED 6/09/11 THROUGH 6/15/11	VARIOUS	6/16/11	19854.00	19854.00	0.00	0.00
6/17/11	18845.000	SOLD SHORT-TERM PRIME	6/9/11	6/17/11	18845.00	18845.00	0.00	0.00

ATTACHMENT D-2

S C H E D U L E   D

ACCT# 50-8040-03 (SUSAN VAUGHAN FDN-SO TX MONEY MGMT) YR END 12/31/11 TAXPAYER ID 76-0285765 TX 0 66
TAX OFFICER# 66 TAX ACCOUNTANT

DATE	SHR/PV	DESCRIPTION	ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S.T.	NET L.T.
6/22/11	123894.000	SOLD SHORT-TERM PRIME ACQUIRED 5/06/11 THROUGH 6/20/11	VARIOUS	6/22/11	123894.00	123894.00	0.00	0.00
8/18/11	66150.000	SOLD SHORT-TERM PRIME ACQUIRED 8/12/11 THROUGH 8/17/11	VARIOUS	8/18/11	66150.00	66150.00	0.00	0.00
9/ 6/11	50123.000	SOLD SHORT-TERM PRIME ACQUIRED 8/12/11 THROUGH 9/02/11	VARIOUS	9/6/11	50123.00	50123.00	0.00	0.00
9/ 7/11	49524.000	SOLD SHORT-TERM PRIME ACQUIRED 8/04/11 THROUGH 8/12/11	VARIOUS	9/7/11	49524.00	49524.00	0.00	0.00
10/ 3/11	34206.000	SOLD SHORT-TERM PRIME ACQUIRED 9/27/11 THROUGH 9/30/11	VARIOUS	10/3/11	34206.00	34206.00	0.00	0.00
10/ 6/11	33101.000	SOLD SHORT-TERM PRIME ACQUIRED 9/19/11 THROUGH 10/04/11	VARIOUS	10/6/11	33101.00	33101.00	0.00	0.00
10/13/11	45847.000	SOLD SHORT-TERM PRIME ACQUIRED 9/19/11 THROUGH 10/12/11	VARIOUS	10/13/11	45847.00	45847.00	0.00	0.00
******	14082.000	GAIN/LOSS ST: 0.00	10/11/11		14082.00	14082.00		
******	28523.000	GAIN/LOSS ST: 0.00	10/12/11		28523.00	28523.00		
******	3242.000	GAIN/LOSS ST: 0.00	9/19/11		3242.00	3242.00		
10/17/11	25310.000	SOLD SHORT-TERM PRIME ACQUIRED 5/06/11 THROUGH 9/19/11	VARIOUS	10/17/11	25310.00	25310.00	0.00	0.00
******	265.000	GAIN/LOSS ST: 0.00	6/24/11		265.00	265.00		
******	1093.000	GAIN/LOSS ST: 0.00	6/29/11		1093.00	1093.00		
******	233.000	GAIN/LOSS ST: 0.00	6/30/11		233.00	233.00		
******	134.000	GAIN/LOSS ST: 0.00	7/ 1/11		134.00	134.00		
******	211.000	GAIN/LOSS ST: 0.00	7/ 5/11		211.00	211.00		
******	429.000	GAIN/LOSS ST: 0.00	7/ 6/11		429.00	429.00		
******	190.000	GAIN/LOSS ST: 0.00	7/12/11		190.00	190.00		
******	232.000	GAIN/LOSS ST: 0.00	7/15/11		232.00	232.00		
******	203.000	GAIN/LOSS ST: 0.00	7/18/11		203.00	203.00		

ATTACHMENT D-2

S C H E D U L E D

ACCT# 50-8040-03 (SUSAN VAUGHAN FDN-SO TX MONEY MGMT) YR END 12/31/11 TAXPAYER ID 76-0285765 TX 0 66
TAX OFFICER# 66 TAX ACCOUNTANT

DATE	SHR/PV	DESCRIPTION		ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S.T.	NET L.T.
******	80.000	GAIN/LOSS ST:	0.00	7/21/11		80.00	80.00		
******	333.000	GAIN/LOSS ST:	0.00	7/22/11		333.00	333.00		
******	149.000	GAIN/LOSS ST:	0.00	7/25/11		149.00	149.00		
******	193.000	GAIN/LOSS ST:	0.00	7/27/11		193.00	193.00		
******	866.000	GAIN/LOSS ST:	0.00	8/ 1/11		866.00	866.00		
******	521.000	GAIN/LOSS ST:	0.00	8/ 3/11		521.00	521.00		
******	1010.000	GAIN/LOSS ST:	0.00	8/ 4/11		1010.00	1010.00		
******	397.000	GAIN/LOSS ST:	0.00	9/ 8/11		397.00	397.00		
******	121.000	GAIN/LOSS ST:	0.00	9/ 9/11		121.00	121.00		
******	1175.000	GAIN/LOSS ST:	0.00	9/12/11		1175.00	1175.00		
******	919.000	GAIN/LOSS ST:	0.00	9/15/11		919.00	919.00		
******	56.000	GAIN/LOSS ST:	0.00	9/16/11		56.00	56.00		
******	12983.000	GAIN/LOSS ST:	0.00	9/19/11		12983.00	12983.00		
******	3517.000	GAIN/LOSS ST:	0.00	5/ 6/11		3517.00	3517.00		
10/19/11	10058.000	SOLD SHORT-TERM PRIME		10/18/11	10/19/11	10058.00	10058.00	0.00	0.00
10/25/11	35630.000	SOLD SHORT-TERM PRIME		VARIOUS	10/25/11	35630.00	35630.00	0.00	0.00
		ACQUIRED 10/18/11 THROUGH 10/21/11							
******	80.000	GAIN/LOSS ST:	0.00	10/20/11		80.00	80.00		
******	28297.000	GAIN/LOSS ST:	0.00	10/21/11		28297.00	28297.00		
******	7253.000	GAIN/LOSS ST:	0.00	10/18/11		7253.00	7253.00		
10/27/11	12768.000	SOLD SHORT-TERM PRIME		VARIOUS	10/27/11	12768.00	12768.00	0.00	0.00
		ACQUIRED 10/18/11 THROUGH 10/26/11							
******	193.000	GAIN/LOSS ST:	0.00	10/26/11		193.00	193.00		
******	12575.000	GAIN/LOSS ST:	0.00	10/18/11		12575.00	12575.00		
11/ 1/11	36876.000	SOLD SHORT-TERM PRIME		10/31/11	11/1/11	36876.00	36876.00	0.00	0.00
11/17/11	37436.000	SOLD SHORT-TERM PRIME		VARIOUS	11/17/11	37436.00	37436.00	0.00	0.00
		ACQUIRED 10/18/11 THROUGH 11/15/11							
******	332.000	GAIN/LOSS ST:	0.00	10/28/11		332.00	332.00		
******	10892.000	GAIN/LOSS ST:	0.00	10/31/11		10892.00	10892.00		
******	538.000	GAIN/LOSS ST:	0.00	11/ 2/11		538.00	538.00		

ATTACHMENT D-2

SCHEDULE D

ACCT# 50-8040-03 (SUSAN VAUGHAN FDN-SO TX MONEY MGMT) YR END 12/31/11 TAXPAYER ID 76-0285765 TX 0 66 PAGE 4
TAX OFFICER# 66 TAX ACCOUNTANT

DATE	SHR/PV	DESCRIPTION		ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S.T.	NET L.T.
******	352.000	GAIN/LOSS ST:	0.00	11/ 3/11		352.00	352.00		
******	144.000	GAIN/LOSS ST:	0.00	11/14/11		144.00	144.00		
******	22920.000	GAIN/LOSS ST:	0.00	11/15/11		22920.00	22920.00		
******	2258.000	GAIN/LOSS ST:	0.00	10/18/11		2258.00	2258.00		
11/18/11	37879.000	SOLD SHORT-TERM PRIME		10/18/11	11/18/11	37879.00	37879.00	0.00	0.00
12/ 5/11	100000.000	SOLD SHORT-TERM PRIME ACQUIRED 5/06/11 THROUGH 12/01/11		VARIOUS	12/5/11	100000.00	100000.00	0.00	0.00
******	51306.000	GAIN/LOSS ST:	0.00	10/18/11		51306.00	51306.00		
******	389.000	GAIN/LOSS ST:	0.00	11/21/11		389.00	389.00		
******	419.000	GAIN/LOSS ST:	0.00	11/29/11		419.00	419.00		
******	40613.000	GAIN/LOSS ST:	0.00	12/ 1/11		40613.00	40613.00		
******	7273.000	GAIN/LOSS ST:	0.00	5/ 6/11		7273.00	7273.00		
12/12/11	42490.000	SOLD SHORT-TERM PRIME		12/9/11	12/12/11	42490.00	42490.00	0.00	0.00
12/15/11	34579.000	SOLD SHORT-TERM PRIME ACQUIRED 12/13/11 THROUGH 12/14/11		VARIOUS	12/15/11	34579.00	34579.00	0.00	0.00
******	254.000	GAIN/LOSS ST:	0.00	12/14/11		254.00	254.00		
******	34325.000	GAIN/LOSS ST:	0.00	12/13/11		34325.00	34325.00		
12/23/11	10069.000	SOLD SHORT-TERM PRIME ACQUIRED 12/20/11 THROUGH 12/21/11		VARIOUS	12/23/11	10069.00	10069.00	0.00	0.00
******	2078.000	GAIN/LOSS ST:	0.00	12/21/11		2078.00	2078.00		
******	7991.000	GAIN/LOSS ST:	0.00	12/20/11		7991.00	7991.00		
12/28/11	8027.000	SOLD SHORT-TERM PRIME		12/20/11	12/28/11	8027.00	8027.00	0.00	0.00
11/15/11	393.000	SOLD AMGEN INC ACQUIRED 2/04/09 THROUGH 5/22/09 393 SHARES AT $57.7776		VARIOUS	11/9/11	22690.44	22068.30	0.00	622.14
******	354.000	GAIN/LOSS LT:	310.28	2/ 4/09		20438.72	20128.44		
******	39.000	GAIN/LOSS LT:	311.86	5/22/09		2251.72	1939.86		

ATTACHMENT D-2

S C H E D U L E   D

DATE	SHR/PV	DESCRIPTION		ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S.T.	NET L.T.
10/12/11	1562.000	SOLD BANK OF NEW YORK MELLON CORP		VARIOUS	10/6/11	28522.35	59476.38	0.00	-30954.03
		ACQUIRED 3/10/06 THROUGH 3/06/07							
		1,562 SHARES AT $18.3005							
******	353.505	GAIN/LOSS LT:	-6356.41	3/10/06		6455.04	12811.45		
******	94.340	GAIN/LOSS LT:	-1696.34	3/10/06		1722.66	3419.00		
******	94.340	GAIN/LOSS LT:	-1696.34	3/10/06		1722.66	3419.00		
******	94.340	GAIN/LOSS LT:	-1696.34	3/10/06		1722.66	3419.00		
******	64.151	GAIN/LOSS LT:	-1153.51	3/10/06		1171.41	2324.92		
******	377.360	GAIN/LOSS LT:	-6785.35	3/10/06		6890.65	13676.00		
******	459.436	GAIN/LOSS LT:	-10983.49	3/ 6/07		8389.37	19372.86		
******	12.264	GAIN/LOSS LT:	-293.19	3/ 6/07		223.95	517.14		
******	12.264	GAIN/LOSS LT:	-293.06	3/ 6/07		223.95	517.01		
12/ 1/11	581.000	SOLD BHP BILLITON LTD		VARIOUS	11/28/11	40293.43	53059.71	-12766.28	0.00
		ACQUIRED 1/13/11 THROUGH 6/14/11							
		581 SHARES AT $69.3932							
******	377.000	GAIN/LOSS ST:	-8069.29	1/13/11		26145.65	34214.94		
******	204.000	GAIN/LOSS ST:	-4696.99	6/14/11		14147.78	18844.77		
10/31/11	3803.000	SOLD CHICOS FAS INC		6/16/11	10/26/11	47767.79	53834.13	-6066.34	0.00
		3,803 SHARES AT $12.6008							
1/24/11	530.000	SOLD COINSTAR INC		5/4/10	1/19/11	22430.17	25517.01	-3086.84	0.00
		530 SHARES AT $42.3619							
9/26/11	573.000	SOLD COMERICA INC		5/24/10	9/21/11	13761.18	21860.64	0.00	-8099.46
		573 SHARES AT $24.0565							
8/26/11	346.000	SOLD DEVON ENERGY CORPORATION NEW		VARIOUS	8/23/11	22241.11	28095.47	0.00	-5854.36
		ACQUIRED 5/08/07 THROUGH 10/11/07							
		346 SHARES AT $64.3219							
******	195.000	GAIN/LOSS LT:	-2177.61	5/ 8/07		12534.73	14712.34		
******	151.000	GAIN/LOSS LT:	-3676.75	10/11/07		9706.38	13383.13		
4/20/11	979.000	SOLD DIAMOND FOODS INC		VARIOUS	4/15/11	58214.82	45675.69	12539.13	0.00
		ACQUIRED 10/08/10 THROUGH 1/07/11							
		979 SHARES AT $59.5047							
******	508.000	GAIN/LOSS ST:	9154.55	10/ 8/10		30207.49	21052.94		

ATTACHMENT D-2

ACCT# 50-8040-03 (SUSAN VAUGHAN FDN-SO TX MONEY MGMT) YR END 12/31/11 TAXPAYER ID 76-0285765 TX 0 66
TAX OFFICER# 66 TAX ACCOUNTANT

DATE	SHR/PV	DESCRIPTION		ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S.T.	NET L.T.
******	471.000	GAIN/LOSS ST:	4284.58	1/ 7/11		28907.33	24622.75		
4/12/11	1376.000	SOLD DR REDDYS LABS LTD 1,376 SHARES AT $36.9716		3/15/10	4/7/11	50816.90	36778.28	0.00	14038.62
6/20/11	670.000	SOLD DU PONT E I DE NEMOURS & CO 670 SHARES AT $49.565		2/14/08	6/15/11	33181.11	31079.36	0.00	2101.75
1/11/11	392.000	SOLD EOG RESOURCES INC ACQUIRED 4/23/09 THROUGH 6/04/09 392 SHARES AT $92.782		VARIOUS	1/6/11	36354.24	24021.05	0.00	12333.19
******	305.000	GAIN/LOSS LT:	10559.22	4/23/09		28285.82	17726.60		
******	87.000	GAIN/LOSS LT:	1773.97	6/ 4/09		8068.42	6294.45		
6/ 8/11	1664.000	SOLD GAP INC 1,664 SHARES AT $17.9983		12/6/10	6/3/11	29882.03	35747.38	-5865.35	0.00
1/18/11	371.000	SOLD JOHNSON & JOHNSON 371 SHARES AT $62.5518		6/9/07	1/12/11	23191.49	23799.24	0.00	-607.75
8/19/11	887.000	SOLD MARATHON OIL CORP 887 SHARES AT $27.0362		5/11/09	8/16/11	23945.17	16774.48	0.00	7170.69
7/15/11	0.500	SOLD MARATHON PETROLEUM CORPORATION 0.5 SHARES AT $39.1109		5/11/09	7/15/11	19.56	12.29	0.00	7.27
10/11/11	443.000	SOLD MARATHON PETROLEUM CORPORATION 443 SHARES AT $31.40		5/11/09	10/5/11	13892.21	10887.63	0.00	3004.58
3/29/11	397.000	SOLD MEDCO HEALTH SOLUTIONS INC 397 SHARES AT $52.493		4/8/09	3/23/11	20823.43	16789.13	0.00	4034.30
10/21/11	252.000	SOLD NETFLIX INC 252 SHARES AT $112.33		9/3/10	10/18/11	28296.53	35316.29	0.00	-7019.76

ATTACHMENT D-2

S C H E D U L E   D

ACCT# 50-8040-03 (SUSAN VAUGHAN FDN-SO TX MONEY MGMT) YR END 12/31/11 TAXPAYER ID 76-0285765 TX 0 66
TAX OFFICER# 66 TAX ACCOUNTANT

DATE	SHR/PV	DESCRIPTION		ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S.T.	NET L.T.
6/20/11	1237.000	SOLD PAYCHEX INC ACQUIRED 10/11/06 THROUGH 3/06/07 1,237 SHARES AT $29.3818		VARIOUS	6/15/11	36295.11	48475.54	0.00	-12180.43
******	796.000	GAIN/LOSS LT:	-7489.62	10/11/06		23355.62	30845.24		
******	441.000	GAIN/LOSS LT:	-4690.81	3/ 6/07		12939.49	17630.30		
2/14/11	632.000	SOLD PROCTER & GAMBLE CO ACQUIRED 3/10/06 THROUGH 3/10/06 632 SHARES AT $64.1252		VARIOUS	2/9/11	40501.07	39334.36	0.00	1166.71
******	132.000	GAIN/LOSS LT:	244.72	3/10/06		8459.08	8214.36		
******	500.000	GAIN/LOSS LT:	921.99	3/10/06		32041.99	31120.00		
12/ 9/11	712.000	SOLD PRUDENTIAL FINL INC 712 SHARES AT $51.3579		6/17/11	12/6/11	36537.64	42186.36	-5648.72	0.00
12/ 9/11	540.000	SOLD QUALCOMM INC 540 SHARES AT $54.8853		8/29/08	12/6/11	29615.89	28505.95	0.00	1109.94
1/31/11	476.000	SOLD REINSURANCE GROUP AMER INC 476 SHARES AT $58.5065		3/25/10	1/26/11	27829.51	24644.19	3185.32	0.00
12/16/11	97.000	SOLD ROCK-TENN CO 97 SHARES AT $55.4786		11/22/10	12/13/11	5377.44	5220.34	0.00	157.10
12/20/11	337.000	SOLD ROCK-TENN CO 337 SHARES AT $54.8871		11/22/10	12/15/11	18483.11	18136.63	0.00	346.48
12/21/11	34.000	SOLD ROCK-TENN CO 34 SHARES AT $55.25		11/22/10	12/16/11	1877.10	1829.81	0.00	47.29
4/20/11	1977.000	SOLD SOUTHWEST AIRLS CO 1,977 SHARES AT $11.6058		10/6/08	4/14/11	22865.14	25217.22	0.00	-2352.08
8/ 4/11	2345.000	SOLD SOUTHWEST AIRLS CO ACQUIRED 10/06/08 THROUGH 5/28/09 2,345 SHARES AT $9.7413		VARIOUS	8/1/11	22749.11	16006.63	0.00	6742.48
******	18.000	GAIN/LOSS LT:	-54.98	10/ 6/08		174.62	229.60		

ATTACHMENT D-2

ACCT# 50-8040-03 (SUSAN VAUGHAN FDN-SO TX MONEY MGMT) YR END 12/31/11 TAXPAYER ID 76-0285765 TX 0 66
TAX OFFICER# 66 TAX ACCOUNTANT

DATE	SHR/PV	DESCRIPTION		ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S.T.	NET L.T.
******	382.000	GAIN/LOSS LT:	901.95	4/ 9/09		3705.83	2803.88		
******	1945.000	GAIN/LOSS LT:	5895.51	5/28/09		18868.66	12973.15		
6/ 9/11	1532.000	SOLD STARBUCKS CORP 1,532 SHARES AT $35.8731		9/3/08	6/6/11	54895.25	24433.56	0.00	30461.69
8/12/11	1115.000	SOLD TREEHOUSE FOODS ACQUIRED 11/19/08 THROUGH 6/02/09 1,115 SHARES AT $53.3667		VARIOUS	8/9/11	59458.12	30465.34	0.00	28992.78
******	769.000	GAIN/LOSS LT:	19960.22	11/19/08		41007.44	21047.22		
******	346.000	GAIN/LOSS LT:	9032.56	6/ 2/09		18450.68	9418.12		
1/10/11	1944.000	SOLD UNITED CONTINENTAL HOLDINGS INC COM 1,944 SHARES AT $25.4457		11/23/09	1/5/11	49387.84	24464.78	0.00	24923.06
8/17/11	447.000	SOLD WALTER ENERGY INC 447 SHARES AT $82.4242		3/25/11	8/12/11	36825.03	56531.82	-19706.79	0.00
12/13/11	597.000	SOLD WELLPOINT INC 597 SHARES AT $66.5845		9/20/10	12/8/11	39726.31	32876.25	0.00	6850.06
5/ 5/11	1492.000	SOLD WR BERKLEY CORP ACQUIRED 5/18/09 THROUGH 12/22/09 1,492 SHARES AT $31.9107		VARIOUS	4/27/11	47550.16	35375.56	0.00	12174.60
******	777.000	GAIN/LOSS LT:	6418.08	5/18/09		24763.05	18344.97		
******	715.000	GAIN/LOSS LT:	5756.52	12/22/09		22787.11	17030.59		
10/18/11	1915.000	SOLD ISHARES S&P SMALLCAP 600 ACQUIRED 3/10/06 THROUGH 11/15/07 1,915 UNITS AT $63.3022		VARIOUS	10/13/11	121144.78	122743.45	0.00	-1598.67
******	20.000	GAIN/LOSS LT:	24.22	9/15/06		1265.22	1241.00		
******	1183.000	GAIN/LOSS LT:	-2613.27	11/15/07		74837.74	77451.01		
******	712.000	GAIN/LOSS LT:	990.38	3/10/06		45041.82	44051.44		
9/19/11	1440.000	SOLD NTT DOCOMO INC SPONS ADR 1,440 SHARES AT $18.7122		7/22/10	9/14/11	26887.45	22779.94	0.00	4107.51

ATTACHMENT D-2

SCHEDULE D

ACCT# 50-8040-03 (SUSAN VAUGHAN FDN-SO TX MONEY MGMT) YR END 12/31/11 TAXPAYER ID 76-0285765 TX O 66

TAX OFFICER# 66 TAX ACCOUNTANT

DATE	SHR/PV	DESCRIPTION	ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S.T.	NET L.T.
9/27/11	2136.000	SOLD SONY CORP ACQUIRED 2/12/10 THROUGH 6/17/11 2,136 SHARES AT $18.5066	VARIOUS	9/22/11	39443.90	62632.31	-7293.84	-15894.57
******	1021.000	GAIN/LOSS LT: -15894.57	2/12/10		18854.04	34748.61		
******	1115.000	GAIN/LOSS ST: -7293.84	6/17/11		20589.86	27883.70		
3/17/11	2052.000	SOLD SK TELECOM LTD 2,052 SHARES AT $18.22	2/4/10	3/14/11	37304.64	34582.36	0.00	2722.28
							-44709.71	78553.41

Total Gain/Loss 33,843.70

ATTACHMENT D-2

S C H E D U L E   D

ACCT# 50-8040-04 (SUSAN VAUGHAN FDN-CYPRESS ASSET MGM) YR END 12/31/11 TAXPAYER ID 76-0285765 TX 0 66 PAGE 1
TAX OFFICER# 66 TAX ACCOUNTANT

DATE	SHR/PV	DESCRIPTION	ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S.T.	NET L.T.
1/ 4/11	25220.000	SOLD SHORT-TERM PRIME ACQUIRED 10/01/10 THROUGH 12/31/10	VARIOUS	1/4/11	25220.00	25220.00	0.00	0.00
2/ 3/11	42.000	SOLD SHORT-TERM PRIME ACQUIRED 2/01/11 THROUGH 2/02/11	VARIOUS	2/3/11	42.00	42.00	0.00	0.00
3/ 2/11	17972.000	SOLD SHORT-TERM PRIME ACQUIRED 2/01/11 THROUGH 3/01/11	VARIOUS	3/2/11	17972.00	17972.00	0.00	0.00
3/ 3/11	15684.000	SOLD SHORT-TERM PRIME ACQUIRED 6/03/10 THROUGH 2/01/11	VARIOUS	3/3/11	15684.00	15684.00	0.00	0.00
3/ 9/11	345359.000	SOLD SHORT-TERM PRIME ACQUIRED 6/02/10 THROUGH 3/08/11	VARIOUS	3/9/11	345359.00	345359.00	0.00	0.00
3/28/11	8336.000	SOLD SHORT-TERM PRIME ACQUIRED 3/10/11 THROUGH 3/25/11	VARIOUS	3/28/11	8336.00	8336.00	0.00	0.00
4/27/11	36.000	SOLD SHORT-TERM PRIME	4/25/11	4/27/11	36.00	36.00	0.00	0.00
5/12/11	295220.000	SOLD SHORT-TERM PRIME ACQUIRED 5/10/11 THROUGH 5/11/11	VARIOUS	5/12/11	295220.00	295220.00	0.00	0.00
5/23/11	37431.000	SOLD SHORT-TERM PRIME ACQUIRED 3/31/11 THROUGH 5/20/11	VARIOUS	5/23/11	37431.00	37431.00	0.00	0.00
6/16/11	32583.000	SOLD SHORT-TERM PRIME ACQUIRED 5/24/11 THROUGH 6/15/11	VARIOUS	6/16/11	32583.00	32583.00	0.00	0.00
6/23/11	22830.000	SOLD SHORT-TERM PRIME ACQUIRED 3/31/11 THROUGH 6/17/11	VARIOUS	6/23/11	22830.00	22830.00	0.00	0.00
8/18/11	1397.000	SOLD SHORT-TERM PRIME	8/16/11	8/18/11	1397.00	1397.00	0.00	0.00
9/ 8/11	93338.000	SOLD SHORT-TERM PRIME ACQUIRED 6/28/11 THROUGH 9/07/11	VARIOUS	9/8/11	93338.00	93338.00	0.00	0.00

ATTACHMENT D-3

SCHEDULE D

ACCT# 50-8040-04 (SUSAN VAUGHAN FDN-CYPRESS ASSET MGM) YR END 12/31/11 TAXPAYER ID 76-0285765 TX 0 66
TAX OFFICER# 66 TAX ACCOUNTANT

DATE	SHR/PV	DESCRIPTION	ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S.T.	NET L.T.
9/14/11	32915.000	SOLD SHORT-TERM PRIME ACQUIRED 6/28/11 THROUGH 9/13/11	VARIOUS	9/14/11	32915.00	32915.00	0.00	0.00
10/25/11	19868.000	SOLD SHORT-TERM PRIME ACQUIRED 6/28/11 THROUGH 10/17/11	VARIOUS	10/25/11	19868.00	19868.00	0.00	0.00
******	236.000	GAIN/LOSS ST: 0.00	9/15/11		236.00	236.00		
******	884.000	GAIN/LOSS ST: 0.00	9/16/11		884.00	884.00		
******	296.000	GAIN/LOSS ST: 0.00	9/19/11		296.00	296.00		
******	500.000	GAIN/LOSS ST: 0.00	9/23/11		500.00	500.00		
******	201.000	GAIN/LOSS ST: 0.00	9/26/11		201.00	201.00		
******	63.000	GAIN/LOSS ST: 0.00	9/28/11		63.00	63.00		
******	290.000	GAIN/LOSS ST: 0.00	9/29/11		290.00	290.00		
******	4534.000	GAIN/LOSS ST: 0.00	9/30/11		4534.00	4534.00		
******	1045.000	GAIN/LOSS ST: 0.00	10/ 3/11		1045.00	1045.00		
******	733.000	GAIN/LOSS ST: 0.00	10/ 4/11		733.00	733.00		
******	2584.000	GAIN/LOSS ST: 0.00	10/11/11		2584.00	2584.00		
******	633.000	GAIN/LOSS ST: 0.00	10/12/11		633.00	633.00		
******	3415.000	GAIN/LOSS ST: 0.00	10/13/11		3415.00	3415.00		
******	575.000	GAIN/LOSS ST: 0.00	10/17/11		575.00	575.00		
******	3879.000	GAIN/LOSS ST: 0.00	6/28/11		3879.00	3879.00		
11/ 3/11	53.000	SOLD SHORT-TERM PRIME ACQUIRED 11/01/11 THROUGH 11/02/11	VARIOUS	11/3/11	53.00	53.00	0.00	0.00
******	2.000	GAIN/LOSS ST: 0.00	11/ 2/11		2.00	2.00		
******	51.000	GAIN/LOSS ST: 0.00	11/ 1/11		51.00	51.00		
11/17/11	5104.000	SOLD SHORT-TERM PRIME ACQUIRED 11/08/11 THROUGH 11/15/11	VARIOUS	11/17/11	5104.00	5104.00	0.00	0.00
******	1206.000	GAIN/LOSS ST: 0.00	11/ 9/11		1206.00	1206.00		
******	1397.000	GAIN/LOSS ST: 0.00	11/14/11		1397.00	1397.00		
******	1312.000	GAIN/LOSS ST: 0.00	11/15/11		1312.00	1312.00		
******	1189.000	GAIN/LOSS ST: 0.00	11/ 8/11		1189.00	1189.00		
11/29/11	31097.000	SOLD SHORT-TERM PRIME ACQUIRED 3/29/11 THROUGH 11/22/11	VARIOUS	11/29/11	31097.00	31097.00	0.00	0.00
******	1986.000	GAIN/LOSS ST: 0.00	3/29/11		1986.00	1986.00		

S C H E D U L E   D

ACCT# 50-8040-04 (SUSAN VAUGHAN FDN-CYPRESS ASSET MGM) YR END 12/31/11 TAXPAYER ID 76-0285765 TX 0 66
TAX OFFICER# 66 TAX ACCOUNTANT

DATE	SHR/PV	DESCRIPTION		ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S.T.	NET L.T.
******	252.000	GAIN/LOSS ST:	0.00	3/30/11		252.00	252.00		
******	788.000	GAIN/LOSS ST:	0.00	3/31/11		788.00	788.00		
******	500.000	GAIN/LOSS ST:	0.00	6/24/11		500.00	500.00		
******	201.000	GAIN/LOSS ST:	0.00	6/27/11		201.00	201.00		
******	17950.000	GAIN/LOSS ST:	0.00	6/28/11		17950.00	17950.00		
******	84.000	GAIN/LOSS ST:	0.00	10/26/11		84.00	84.00		
******	4699.000	GAIN/LOSS ST:	0.00	10/31/11		4699.00	4699.00		
******	2668.000	GAIN/LOSS ST:	0.00	11/ 1/11		2668.00	2668.00		
******	385.000	GAIN/LOSS ST:	0.00	11/ 4/11		385.00	385.00		
******	525.000	GAIN/LOSS ST:	0.00	11/ 7/11		525.00	525.00		
******	413.000	GAIN/LOSS ST:	0.00	11/ 8/11		413.00	413.00		
******	552.000	GAIN/LOSS ST:	0.00	11/21/11		552.00	552.00		
******	94.000	GAIN/LOSS ST:	0.00	11/22/11		94.00	94.00		
5/10/11	25.000	SOLD AMAZON COM INC 25 SHARES AT $197.28		8/20/09	5/5/11	4929.90	2095.67	0.00	2834.23
5/23/11	75.000	SOLD AMAZON COM INC 75 SHARES AT $194.542		8/20/09	5/18/11	14584.36	6287.00	0.00	8297.36
3/ 4/11	100.000	SOLD ANALOG DEVICES INC 100 SHARES AT $39.0707		2/18/98	3/1/11	3898.99	1630.27	0.00	2668.72
5/10/11	125.000	SOLD ANALOG DEVICES INC 125 SHARES AT $40.3328		2/18/98	5/5/11	5031.50	1787.83	0.00	3243.67
12/22/11	375.000	SOLD ANALOG DEVICES INC 375 SHARES AT $34.1168		2/18/98	12/19/11	12763.55	5363.51	0.00	7400.04
5/10/11	25.000	SOLD APACHE CORP 25 SHARES AT $122.16		8/15/07	5/5/11	3051.94	1981.89	0.00	1070.05
5/10/11	15.000	SOLD APPLE INC 15 SHARES AT $346.78		12/23/09	5/5/11	5200.40	3034.32	0.00	2166.08

ATTACHMENT D-3

S C H E D U L E   D

ACCT# 50-8040-04 (SUSAN VAUGHAN FDN-CYPRESS ASSET MGM) YR END 12/31/11 TAXPAYER ID 76-0285765 TX 0 66
TAX OFFICER# 66 TAX ACCOUNTANT

DATE	SHR/PV	DESCRIPTION		ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S.T.	NET L.T.
3/ 8/11	250.000	SOLD BERKSHIRE HATHAWAY INC-CL B ACQUIRED 1/22/99 THROUGH 6/17/99 250 SHARES AT $86.6924		VARIOUS	3/3/11	21652.68	11138.74	0.00	10513.94
******	100.000	GAIN/LOSS LT:	4482.57	1/22/99		8661.07	4178.50		
******	150.000	GAIN/LOSS LT:	6031.37	6/17/99		12991.61	6960.24		
5/10/11	50.000	SOLD BERKSHIRE HATHAWAY INC-CL B 50 SHARES AT $79.90		5/22/00	5/5/11	3990.92	1826.08	0.00	2164.84
9/ 8/11	1700.000	SOLD BERKSHIRE HATHAWAY INC-CL B ACQUIRED 5/22/00 THROUGH 10/03/06 1,700 SHARES AT $70.07		VARIOUS	9/2/11	118980.71	73359.62	0.00	45621.09
******	500.000	GAIN/LOSS LT:	12793.63	4/ 9/01		34994.33	22200.70		
******	650.000	GAIN/LOSS LT:	21753.58	5/22/00		45492.62	23739.04		
******	300.000	GAIN/LOSS LT:	9452.12	6/14/00		20996.60	11544.48		
******	250.000	GAIN/LOSS LT:	1621.76	10/ 3/06		17497.16	15875.40		
3/ 2/11	1500.000	SOLD BRISTOL MYERS SQUIBB CO 1,500 SHARES AT $25.4624		1/29/09	2/25/11	38072.86	32820.00	0.00	5252.86
3/ 4/11	1500.000	SOLD BRISTOL MYERS SQUIBB CO ACQUIRED 2/10/09 THROUGH 10/13/09 1,500 SHARES AT $25.6524		VARIOUS	3/1/11	38357.86	33842.60	0.00	4515.26
******	500.000	GAIN/LOSS LT:	1611.35	2/10/09		12785.95	11174.60		
******	1000.000	GAIN/LOSS LT:	2903.91	10/13/09		25571.91	22668.00		
5/10/11	50.000	SOLD CANADIAN PAC RY LTD 50 SHARES AT $64.96		11/22/10	5/5/11	3243.93	3270.29	-26.36	0.00
5/10/11	50.000	SOLD CATERPILLAR INC 50 SHARES AT $109.48		3/30/07	5/5/11	5469.89	3353.50	0.00	2116.39
5/10/11	100.000	SOLD CHEVRON CORPORATION 100 SHARES AT $102.2556		9/12/00	5/5/11	10217.36	3506.73	0.00	6710.63

ATTACHMENT D-3

S C H E D U L E   D

ACCT# 50-8040-04 (SUSAN VAUGHAN FDN-CYPRESS ASSET MGM) YR END 12/31/11 TAXPAYER ID 76-0285765 TX 0 66
TAX OFFICER# 66 TAX ACCOUNTANT

DATE	SHR/PV	DESCRIPTION		ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S.T.	NET L.T.
12/ 5/11	200.000	SOLD CHEVRON CORPORATION ACQUIRED 9/12/00 THROUGH 9/19/00 200 SHARES AT $102.39		VARIOUS	11/30/11	20461.60	7013.47	0.00	13448.13
******	94.000	GAIN/LOSS LT:	6320.62	9/12/00		9616.95	3296.33		
******	106.000	GAIN/LOSS LT:	7127.51	9/19/00		10844.65	3717.14		
3/28/11	1000.000	SOLD CISCO SYS INC 1,000 SHARES AT $17.53		5/8/98	3/23/11	17449.66	12683.33	0.00	4766.33
5/10/11	100.000	SOLD CISCO SYS INC 100 SHARES AT $17.52		5/8/98	5/5/11	1743.96	1268.33	0.00	475.63
5/23/11	1000.000	SOLD CISCO SYS INC ACQUIRED 5/08/98 THROUGH 2/06/01 1,000 SHARES AT $16.4624		VARIOUS	5/18/11	16382.08	15216.67	0.00	1165.41
******	500.000	GAIN/LOSS LT:	1849.37	5/ 8/98		8191.04	6341.67		
******	400.000	GAIN/LOSS LT:	1202.83	10/ 2/98		6552.83	5350.00		
******	100.000	GAIN/LOSS LT:	-1886.79	2/ 6/01		1638.21	3525.00		
5/10/11	75.000	SOLD DEERE & CO 75 SHARES AT $91.5405		3/4/08	5/5/11	6859.60	6405.65	0.00	453.95
5/10/11	75.000	SOLD DEVON ENERGY CORPORATION NEW 75 SHARES AT $83.23		3/15/04	5/5/11	6236.13	2137.75	0.00	4098.38
9/ 8/11	225.000	SOLD DEVON ENERGY CORPORATION NEW 225 SHARES AT $65.22		3/15/04	9/2/11	14656.21	6413.25	0.00	8242.96
11/17/11	200.000	SOLD DEVON ENERGY CORPORATION NEW 200 SHARES AT $66.7599		3/15/04	11/14/11	13335.72	5700.67	0.00	7635.05
11/25/11	150.000	SOLD DEVON ENERGY CORPORATION NEW 150 SHARES AT $61.90		3/15/04	11/21/11	9272.82	4275.50	0.00	4997.32
12/ 5/11	100.000	SOLD DEVON ENERGY CORPORATION NEW 100 SHARES AT $65.49		3/15/04	11/30/11	6540.87	2850.34	0.00	3690.53

ATTACHMENT D-3

S C H E D U L E   D

ACCT# 50-8040-04 (SUSAN VAUGHAN FDN-CYPRESS ASSET MGM) YR END 12/31/11 TAXPAYER ID 76-0285765 TX 0 66
TAX OFFICER# 66 TAX ACCOUNTANT

DATE	SHR/PV	DESCRIPTION		ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S.T.	NET L.T.
5/10/11	25.000	SOLD DOVER CORP 25 SHARES AT $65.13		2/25/11	5/5/11	1626.21	1602.51	23.70	0.00
5/10/11	25.000	SOLD DU PONT E I DE NEMOURS & CO 25 SHARES AT $53.98		5/13/10	5/5/11	1347.47	978.50	368.97	0.00
5/10/11	150.000	SOLD EMERSON ELEC CO 150 SHARES AT $55.0028		5/24/04	5/5/11	8238.26	4353.00	0.00	3885.26
12/ 5/11	550.000	SOLD EMERSON ELEC CO ACQUIRED 5/24/04 THROUGH 5/26/04 550 SHARES AT $52.18		VARIOUS	11/30/11	28654.44	16259.00	0.00	12395.44
******	150.000	GAIN/LOSS LT:	3461.85	5/24/04		7814.85	4353.00		
******	400.000	GAIN/LOSS LT:	8933.59	5/26/04		20839.59	11906.00		
12/22/11	300.000	SOLD EMERSON ELEC CO 300 SHARES AT $49.1324		9/7/04	12/19/11	14715.73	8758.50	0.00	5957.23
5/10/11	25.000	SOLD EOG RESOURCES INC 25 SHARES AT $104.39		5/14/10	5/5/11	2607.69	2635.33	-27.64	0.00
5/10/11	100.000	SOLD EXXON MOBIL CORP 100 SHARES AT $82.5128		2/13/01	5/5/11	8243.12	4267.50	0.00	3975.62
5/10/11	25.000	SOLD FOREST OIL CORP 25 SHARES AT $29.99		5/14/10	5/5/11	747.73	669.41	78.32	0.00
9/14/11	975.000	SOLD FOREST OIL CORP 975 SHARES AT $18.48		5/14/10	9/9/11	17939.65	26107.09	0.00	-8167.44
5/10/11	75.000	SOLD FREEPORTMCMORAN COPPERAND GOLD INC 75 SHARES AT $50.03		1/31/08	5/5/11	3746.17	3314.04	0.00	432.13
12/ 5/11	225.000	SOLD FREEPORTMCMORAN COPPERAND GOLD INC 225 SHARES AT $39.49		1/31/08	11/30/11	8867.07	9942.11	0.00	-1075.04

ATTACHMENT D-3

S C H E D U L E   D

ACCT# 50-8060-04 (SUSAN VAUGHAN FDN-CYPRESS ASSET MGM) YR END 12/31/11 TAXPAYER ID 76-0285765 TX 0 66
TAX OFFICER# 66 TAX ACCOUNTANT

DATE	SHR/PV	DESCRIPTION		ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S.T.	NET L.T.
12/15/11	300.000	SOLD FREEPORTMCMORAN COPPERAND GOLD INC 300 SHARES AT $38.1102		1/31/08	12/12/11	11408.84	13256.14	0.00	-1847.30
3/ 4/11	600.000	SOLD GENERAL ELEC CO 600 SHARES AT $20.2618		6/16/86	3/1/11	12108.84	1138.23	0.00	10970.61
3/29/11	400.000	SOLD GENERAL ELEC CO 400 SHARES AT $19.75		6/16/86	3/24/11	7867.84	758.82	0.00	7109.02
5/10/11	350.000	SOLD GENERAL ELEC CO 350 SHARES AT $19.89		6/16/86	5/5/11	6933.36	663.97	0.00	6269.39
10/25/11	250.000	SOLD GENERAL ELEC CO 250 SHARES AT $16.671		6/16/86	10/20/11	4147.67	474.26	0.00	3673.41
11/17/11	400.000	SOLD GENERAL ELEC CO 400 SHARES AT $16.08		6/16/86	11/14/11	6399.87	758.82	0.00	5641.05
12/ 5/11	2000.000	SOLD GENERAL ELEC CO ACQUIRED 6/16/86 THROUGH 10/06/98 2,000 SHARES AT $15.84		VARIOUS	11/30/11	31519.39	24570.25	0.00	6949.14
******	1100.000	GAIN/LOSS LT:	15248.91	6/16/86		17335.66	2086.75		
******	900.000	GAIN/LOSS LT:	-8299.77	10/ 6/98		14183.73	22483.50		
3/ 4/11	100.000	SOLD GOLDMAN SACHS GROUP INC 100 SHARES AT $162.2672		3/7/05	3/1/11	16218.40	11280.50	0.00	4937.90
3/ 8/11	100.000	SOLD GOLDMAN SACHS GROUP INC 100 SHARES AT $164.7662		3/17/05	3/3/11	16468.30	11036.00	0.00	5432.30
5/10/11	15.000	SOLD GOLDMAN SACHS GROUP INC 15 SHARES AT $150.36		3/17/05	5/5/11	2254.15	1655.40	0.00	598.75
6/23/11	85.000	SOLD GOLDMAN SACHS GROUP INC 85 SHARES AT $134.88		3/17/05	6/20/11	11457.77	9380.60	0.00	2077.17

S C H E D U L E   D

DATE	SHR/PV	DESCRIPTION	ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S.T.	NET L.T.
9/ 8/11	100.000	SOLD GOLDMAN SACHS GROUP INC 100 SHARES AT $106.71	4/4/05	9/2/11	10662.79	10984.00	0.00	-321.21
5/10/11	25.000	SOLD HESS CORP 25 SHARES AT $76.47	8/11/09	5/5/11	1909.71	1341.72	0.00	567.99
3/ 4/11	600.000	SOLD HONEYWELL INTL INC 600 SHARES AT $56.4428	9/12/00	3/1/11	33817.02	21873.00	0.00	11944.02
5/10/11	150.000	SOLD HONEYWELL INTL INC 150 SHARES AT $60.1656	9/12/00	5/5/11	9012.66	5468.25	0.00	3544.41
12/22/11	350.000	SOLD HONEYWELL INTL INC 350 SHARES AT $53.4929	9/12/00	12/19/11	18694.16	12759.25	0.00	5934.91
5/10/11	200.000	SOLD INTEL CORP 200 SHARES AT $23.64	3/8/99	5/5/11	4711.90	5472.38	0.00	-760.48
3/ 8/11	400.000	SOLD J.P. MORGAN CHASE & CO 400 SHARES AT $46.2108	2/14/05	3/3/11	18451.96	15028.00	0.00	3423.96
5/10/11	125.000	SOLD J.P. MORGAN CHASE & CO 125 SHARES AT $45.1728	2/14/05	5/5/11	5636.49	4696.25	0.00	940.24
5/23/11	75.000	SOLD J.P. MORGAN CHASE & CO 75 SHARES AT $43.54	2/14/05	5/18/11	3259.43	2817.75	0.00	441.68
6/ 1/11	600.000	SOLD J.P. MORGAN CHASE & CO 600 SHARES AT $42.16	2/14/05	5/26/11	25247.51	22542.00	0.00	2705.51
9/14/11	200.000	SOLD J.P. MORGAN CHASE & CO 200 SHARES AT $32.10	3/4/05	9/9/11	6403.87	7508.00	0.00	-1104.13
10/25/11	200.000	SOLD J.P. MORGAN CHASE & CO 200 SHARES AT $32.465	3/4/05	10/20/11	6476.88	7508.00	0.00	-1031.12

ATTACHMENT D-3

S C H E D U L E D

ACCT# 50-8040-04 (SUSAN VAUGHAN FDN-CYPRESS ASSET MGM) YR END 12/31/11 TAXPAYER ID 76-0285765 TX 0 66
TAX OFFICER# 66 TAX ACCOUNTANT

DATE	SHR/PV	DESCRIPTION		ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S.T.	NET L.T.
3/ 8/11	200.000	SOLD JOHNSON & JOHNSON 200 SHARES AT $61.093		4/29/93	3/3/11	12202.36	1153.68	0.00	11048.68
5/10/11	125.000	SOLD JOHNSON & JOHNSON 125 SHARES AT $65.0428		4/29/93	5/5/11	8120.19	721.05	0.00	7399.14
5/23/11	375.000	SOLD JOHNSON & JOHNSON 375 SHARES AT $66.3428		4/29/93	5/18/11	24848.07	2163.14	0.00	22684.93
12/ 5/11	300.000	SOLD JOHNSON & JOHNSON 300 SHARES AT $64.56		4/29/93	12/30/11	19343.62	1730.51	0.00	17613.11
5/10/11	50.000	SOLD JOHNSON CTLS INC 50 SHARES AT $39.52		2/25/11	5/5/11	1971.96	2039.37	-67.41	0.00
5/10/11	75.000	SOLD LINN ENERGY LLC 75 SHARES AT $36.51		12/29/10	5/5/11	2732.19	2814.30	-82.11	0.00
5/10/11	75.000	SOLD MARATHON OIL CORP 75 SHARES AT $49.55		11/3/08	5/5/11	3710.17	2158.37	0.00	1551.80
6/28/11	1925.000	SOLD MARATHON OIL CORP ACQUIRED 11/03/08 THROUGH 1,925 SHARES AT $50.927	5/25/10	VARIOUS	6/23/11	97878.59	56347.03	0.00	41531.56
******	1425.000	GAIN/LOSS LT:	31446.65	11/ 3/08		72455.58	41008.93		
******	200.000	GAIN/LOSS LT:	4001.20	7/21/09		10169.20	6168.00		
******	300.000	GAIN/LOSS LT:	6083.71	5/25/10		15253.81	9170.10		
5/10/11	50.000	SOLD MCDONALDS CORP 50 SHARES AT $78.59		7/21/09	5/5/11	3925.42	2915.00	0.00	1010.42
3/ 2/11	1500.000	SOLD MERCK & CO INC ACQUIRED 8/25/06 THROUGH 1,500 SHARES AT $32.2416	12/28/06	VARIOUS	2/25/11	48241.47	61346.00	0.00	-13104.53
******	700.000	GAIN/LOSS LT:	-5970.31	8/25/06		22512.69	28483.00		

ATTACHMENT D-3

SCHEDULE D

ACCT# 50-8040-04 (SUSAN VAUGHAN FDN-CYPRESS ASSET MGM) YR END 12/31/11 TAXPAYER ID 76-0285765 TX 0 66
TAX OFFICER# 66 TAX ACCOUNTANT

DATE	SHR/PV	DESCRIPTION		ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S.T.	NET L.T.
******	300.000	GAIN/LOSS LT:	-2516.71	8/31/06		9648.29	12165.00		
******	400.000	GAIN/LOSS LT:	-3471.61	9/ 8/06		12864.39	16336.00		
******	100.000	GAIN/LOSS LT:	-1145.90	12/28/06		3216.10	4362.00		
3/ 4/11	1500.000	SOLD MERCK & CO INC ACQUIRED 10/15/08 THROUGH 10/30/08 1,500 SHARES AT $32.5625		VARIOUS	3/1/11	48692.81	43127.01	0.00	5565.80
******	700.000	GAIN/LOSS LT:	3257.50	10/15/08		22723.31	19465.81		
******	300.000	GAIN/LOSS LT:	1050.56	10/22/08		9738.56	8688.00		
******	500.000	GAIN/LOSS LT:	1257.74	10/30/08		16230.94	14973.20		
5/10/11	25.000	SOLD NEWFIELD EXPL CO 25 SHARES AT $65.88		3/23/11	5/5/11	1644.96	1843.15	-198.19	0.00
10/25/11	500.000	SOLD NEWFIELD EXPL CO ACQUIRED 3/23/11 THROUGH 9/02/11 500 SHARES AT $35.998		VARIOUS	10/20/11	17958.65	31162.40	-13203.75	0.00
******	275.000	GAIN/LOSS ST:	-10397.39	3/23/11		9877.26	20274.65		
******	225.000	GAIN/LOSS ST:	-2806.36	9/ 2/11		8081.39	10887.75		
11/17/11	50.000	SOLD NEWFIELD EXPL CO 50 SHARES AT $42.67		9/2/11	11/14/11	2129.45	2419.50	-290.05	0.00
5/10/11	50.000	SOLD NEWMONT MNG CORP 50 SHARES AT $54.76		1/29/09	5/5/11	2733.94	1974.00	0.00	759.94
5/10/11	50.000	SOLD NORFOLK SOUTHN CORP 50 SHARES AT $72.11		6/18/07	5/5/11	3601.43	2773.93	0.00	827.50
5/10/11	50.000	SOLD OCCIDENTAL PETE CORP 50 SHARES AT $105.90		11/7/07	5/5/11	5290.89	3573.00	0.00	1712.89
3/ 4/11	100.000	SOLD PEPSICO INC 100 SHARES AT $63.253		3/2/99	3/1/11	6317.17	3745.50	0.00	2571.67

ATTACHMENT D-3

SCHEDULE D

ACCT# 50-8040-04 (SUSAN VAUGHAN FDN-CYPRESS ASSET MGM) YR END 12/31/11 TAXPAYER ID 76-0285765 TX 0 66
TAX OFFICER# 66 TAX ACCOUNTANT

DATE	SHR/PV	DESCRIPTION	ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S.T.	NET L.T.
5/10/11	100.000	SOLD PEPSICO INC 100 SHARES AT $68.8128	5/22/00	5/5/11	6873.14	4008.00	0.00	2865.14
5/10/11	100.000	SOLD PHILIP MORRIS INTERNATIONAL 100 SHARES AT $68.3828	12/27/05	5/5/11	6830.14	2280.31	0.00	4549.83
5/10/11	75.000	SOLD PNC FINANCIAL SERVICES GROUP ACQUIRED 8/15/02 THROUGH 9/17/02 75 SHARES AT $62.54	VARIOUS	5/5/11	4684.40	3353.75	0.00	1330.65
******	50.000	GAIN/LOSS LT: 887.43	8/15/02		3122.93	2235.50		
******	25.000	GAIN/LOSS LT: 443.22	9/17/02		1561.47	1118.25		
5/23/11	125.000	SOLD PNC FINANCIAL SERVICES GROUP 125 SHARES AT $62.4128	9/17/02	5/18/11	7791.45	5591.25	0.00	2200.20
3/ 4/11	100.000	SOLD PROCTER & GAMBLE CO 100 SHARES AT $62.8028	12/23/41	3/1/11	6272.15	15.37	0.00	6256.78
5/10/11	100.000	SOLD PROCTER & GAMBLE CO 100 SHARES AT $65.8728	12/23/41	5/5/11	6579.15	15.38	0.00	6563.77
12/ 5/11	300.000	SOLD PROCTER & GAMBLE CO ACQUIRED 12/23/41 THROUGH 8/14/98 300 SHARES AT $64.48	VARIOUS	11/30/11	19319.62	5603.59	0.00	13716.03
******	100.000	GAIN/LOSS LT: 6424.50	12/23/41		6439.87	15.37		
******	200.000	GAIN/LOSS LT: 7291.53	8/14/98		12879.75	5588.22		
5/10/11	75.000	SOLD QUALCOMM INC 75 SHARES AT $56.06	4/4/02	5/5/11	4198.41	1398.71	0.00	2799.70
3/ 2/11	1500.000	SOLD SPECTRA ENERGY CORP WI ACQUIRED 8/12/05 THROUGH 1/05/07 1,500 SHARES AT $26.2646	VARIOUS	2/25/11	39276.14	38510.12	0.00	766.02
******	500.000	GAIN/LOSS LT: 859.70	8/12/05		13092.05	12232.35		
******	500.000	GAIN/LOSS LT: 614.14	8/31/05		13092.05	12477.91		

ATTACHMENT D-3

S C H E D U L E   D

DATE	SHR/PV	DESCRIPTION	ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S.T.	NET L.T.
******	200.000	GAIN/LOSS LT: 37.96	9/ 8/06		5236.82	5198.86		
******	300.000	GAIN/LOSS LT: -745.78	1/ 5/07		7855.22	8601.00		
3/ 4/11	400.000	SOLD UNITED PARCEL SERVICE INC ACQUIRED 7/14/05 THROUGH 7/19/05 400 SHARES AT $71.983	VARIOUS	3/1/11	28760.64	28240.23	0.00	520.41
******	250.000	GAIN/LOSS LT: 312.90	7/14/05		17975.40	17662.50		
******	150.000	GAIN/LOSS LT: 207.51	7/19/05		10785.24	10577.73		
5/10/11	50.000	SOLD UNITED PARCEL SERVICE INC 50 SHARES AT $73.81	7/19/05	5/5/11	3686.42	3525.91	0.00	160.51
5/10/11	50.000	SOLD UNITED TECHNOLOGIES CORP 50 SHARES AT $88.53	10/17/07	5/5/11	4422.41	3898.95	0.00	523.46
5/10/11	15.000	SOLD WHITING PETROLEUM CORP 15 SHARES AT $61.99	3/23/11	5/5/11	928.63	1035.49	-106.86	0.00
5/10/11	75.000	SOLD XILINX INC 75 SHARES AT $35.65	4/26/10	5/5/11	2667.69	2057.78	0.00	609.91
5/10/11	50.000	SOLD YUM! BRANDS 50 SHARES AT $53.29	3/16/10	5/5/11	2660.44	1872.73	0.00	787.71
3/ 4/11	2000.000	SOLD ABB LTD SPONS ADR ACQUIRED 2/06/08 THROUGH 2/14/08 2,000 SHARES AT $24.0512	VARIOUS	3/1/11	47941.47	47932.00	0.00	9.47
******	1200.000	GAIN/LOSS LT: -455.12	2/ 6/08		28764.88	29220.00		
******	800.000	GAIN/LOSS LT: 464.59	2/14/08		19176.59	18712.00		
5/10/11	150.000	SOLD AUSTRALIA & NEW ZEALAND SPONS ADR 150 SHARES AT $24.55	12/3/07	5/5/11	3670.42	3706.80	0.00	-36.38
9/14/11	400.000	SOLD AUSTRALIA & NEW ZEALAND SPONS ADR 400 SHARES AT $20.33	12/3/07	9/9/11	8099.84	9884.80	0.00	-1784.96

S C H E D U L E   D

ACCT# 50-8040-04 (SUSAN VAUGHAN FDN-CYPRESS ASSET MGM) YR END 12/31/11 TAXPAYER ID 76-0285765 TX D 66

TAX OFFICER#   66 TAX ACCOUNTANT

DATE	SHR/PV	DESCRIPTION	ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S.T.	NET L.T.
12/ 5/11	400.000	SOLD AUSTRALIA & NEW ZEALAND SPONS ADR 400 SHARES AT $20.98	12/3/07	11/30/11	8359.83	9884.80	0.00	-1524.97
5/10/11	75.000	SOLD BANCO BRADESCO-SPONS ADR 75 SHARES AT $19.00	9/22/10	5/5/11	1418.97	1441.41	-22.44	0.00
12/22/11	225.000	SOLD BANCO BRADESCO-SPONS ADR 225 SHARES AT $16.00	9/22/10	12/19/11	3581.93	4324.23	0.00	-742.30
5/10/11	100.000	SOLD BARRICK GOLD CORP 100 SHARES AT $46.743	11/25/08	5/5/11	4666.21	2696.84	0.00	1969.37
5/10/11	100.000	SOLD BHP BILLITON PLC 100 SHARES AT $77.676	10/21/08	5/5/11	7759.45	3294.41	0.00	4465.04
5/24/11	300.000	SOLD BHP BILLITON PLC 300 SHARES AT $78.04	10/21/08	5/19/11	23387.55	9883.23	0.00	13504.32
6/ 1/11	300.000	SOLD BHP BILLITON PLC 300 SHARES AT $76.94	10/21/08	5/26/11	23057.56	9883.23	0.00	13174.33
12/ 5/11	300.000	SOLD BHP BILLITON PLC 300 SHARES AT $61.64	10/21/08	11/30/11	18467.64	9883.23	0.00	8584.41
5/10/11	75.000	SOLD CANADIAN NATIONAL RAILWAY CO 75 SHARES AT $76.11	6/18/07	5/5/11	5702.14	4006.82	0.00	1695.32
3/ 4/11	300.000	SOLD CHINA MOBILE LIMITED SPONS ADR 300 SHARES AT $47.3119	7/21/09	3/1/11	14169.29	14823.00	0.00	-653.71
5/10/11	25.000	SOLD CHINA MOBILE LIMITED SPONS ADR 25 SHARES AT $45.68	7/21/09	5/5/11	1139.97	1235.25	0.00	-95.28
5/10/11	50.000	SOLD CIA SANEAMENTO BASICO DE SPONS ADR 50 SHARES AT $58.36	10/6/09	5/5/11	2913.94	2030.60	0.00	883.34

ATTACHMENT D-3

S C H E D U L E   D

ACCT# 50-8040-04 (SUSAN VAUGHAN FDN-CYPRESS ASSET MGM) YR END 12/31/11 TAXPAYER ID 76-0285765 TX 0 66
TAX OFFICER# 66 TAX ACCOUNTANT

DATE	SHR/PV	DESCRIPTION	ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S.T.	NET L.T.
5/10/11	15.000	SOLD CNOOC LTD 15 SHARES AT $230.98	10/6/09	5/5/11	3463.43	2112.10	0.00	1351.33
5/10/11	50.000	SOLD CPFL ENERGIA SPONS ADR 50 SHARES AT $86.81	3/4/08	5/5/11	4336.41	3353.80	0.00	982.61
5/10/11	75.000	SOLD DIAGEO PLC ADR 75 SHARES AT $80.86	10/31/02	5/5/11	6058.38	3360.00	0.00	2698.38
12/ 5/11	125.000	SOLD DIAGEO PLC ADR 125 SHARES AT $85.56	10/31/02	11/30/11	10684.79	5600.00	0.00	5084.79
5/10/11	25.000	SOLD ENSCO PLC SPONS ADR 25 SHARES AT $54.80	3/23/11	5/5/11	1367.97	1423.22	-55.25	0.00
3/28/11	1500.000	SOLD MARVELL TECHNOLOGY GROUP LTD 1,500 SHARES AT $15.94	4/26/10	3/23/11	23789.54	33100.50	-9310.96	0.00
3/ 4/11	100.000	SOLD NESTLE S A 100 SHARES AT $56.46	10/22/08	3/1/11	5637.89	3765.89	0.00	1872.00
5/10/11	100.000	SOLD NESTLE S A 100 SHARES AT $61.91	10/22/08	5/5/11	6182.88	3765.89	0.00	2416.99
5/10/11	75.000	SOLD NOVARTIS AG 75 SHARES AT $59.55	10/15/08	5/5/11	4460.16	3579.90	0.00	880.26
5/10/11	25.000	SOLD PETROCHINA CO LTD 25 SHARES AT $133.24	7/21/09	5/5/11	3328.93	2822.25	0.00	506.68
5/10/11	125.000	SOLD PETROLEO BRASILEIRO SPONS ADR 125 SHARES AT $30.563	3/4/08	5/5/11	3810.30	5826.87	0.00	-2016.57
11/17/11	875.000	SOLD PETROLEO BRASILEIRO SPONS ADR ACQUIRED 3/04/08 THROUGH 3/28/08 875 SHARES AT $24.8704	VARIOUS	11/14/11	21691.18	38990.51	0.00	-17299.33
******	175.000	GAIN/LOSS LT: -3819.37	3/ 4/08		4338.24	8157.61		

ATTACHMENT D-3

SCHEDULE D

ACCT# 50-8040-04 (SUSAN VAUGHAN FDN-CYPRESS ASSET MGM) YR END 12/31/11 TAXPAYER ID 76-0285765 TX 0 66
TAX OFFICER# 66 TAX ACCOUNTANT

DATE	SHR/PV	DESCRIPTION		ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S.T.	NET L.T.
******	400.000	GAIN/LOSS LT:	-8270.43	3/13/08		9915.97	18186.40		
******	300.000	GAIN/LOSS LT:	-5209.53	3/28/08		7436.97	12646.50		
11/28/11	2500.000	SOLD PETROLEO BRASILEIRO SPONS ADR ACQUIRED 3/28/08 THROUGH 6/02/10 2,500 SHARES AT $24.3837		VARIOUS	11/22/11	60758.07	60402.10	0.00	355.97
******	100.000	GAIN/LOSS LT:	-1785.18	3/28/08		2430.32	4215.50		
******	2000.000	GAIN/LOSS LT:	5250.46	11/ 3/08		48606.46	43356.00		
******	400.000	GAIN/LOSS LT:	-3109.31	6/ 2/10		9721.29	12830.60		
5/10/11	75.000	SOLD RIO TINTO PLC SPONS ADR 75 SHARES AT $66.70		7/21/09	5/5/11	4996.40	2741.44	0.00	2254.96
10/25/11	425.000	SOLD RIO TINTO PLC SPONS ADR 425 SHARES AT $47.4075		7/21/09	10/20/11	20113.80	15534.81	0.00	4578.99
12/14/11	1000.000	SOLD RIO TINTO PLC SPONS ADR ACQUIRED 7/21/09 THROUGH 10/06/09 1,000 SHARES AT $50.2561		VARIOUS	12/9/11	50173.14	37599.00	0.00	12574.14
******	700.000	GAIN/LOSS LT:	9534.45	7/21/09		35121.20	25586.75		
******	200.000	GAIN/LOSS LT:	2292.63	8/20/09		10034.63	7742.00		
******	100.000	GAIN/LOSS LT:	747.06	10/ 6/09		5017.31	4270.25		
12/15/11	500.000	SOLD RIO TINTO PLC SPONS ADR ACQUIRED 10/06/09 THROUGH 9/22/10 500 SHARES AT $48.5702		VARIOUS	12/12/11	24244.63	24764.05	0.00	-519.42
******	100.000	GAIN/LOSS LT:	578.68	10/ 6/09		4848.93	4270.25		
******	200.000	GAIN/LOSS LT:	613.35	10/13/09		9697.85	9084.50		
******	200.000	GAIN/LOSS LT:	-1711.45	9/22/10		9697.85	11409.30		
5/10/11	100.000	SOLD SCHLUMBERGER LTD 100 SHARES AT $82.8328		5/9/05	5/5/11	8275.12	3509.90	0.00	4765.22
5/10/11	25.000	SOLD SIEMENS A G 25 SHARES AT $137.63		4/2/08	5/5/11	3438.68	2824.03	0.00	614.65

S C H E D U L E   D

DATE	SHR/PV	DESCRIPTION		ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S.T.	NET L.T.
5/10/11	50.000	SOLD TEVA PHARMACEUTICAL INDS LTD ADR 50 SHARES AT $47.19		8/20/09	5/5/11	2355.45	2605.00	0.00	-249.55
12/ 5/11	950.000	SOLD TEVA PHARMACEUTICAL INDS LTD ADR 950 SHARES AT $39.5905		8/20/09	11/30/11	37534.25	49495.00	0.00	-11960.75
3/ 6/11	1000.000	SOLD THOMPSON CREEK METALS CO INC 1,000 SHARES AT $13.0623		9/27/07	3/1/11	12982.04	21190.00	0.00	-8207.96
3/29/11	2000.000	SOLD THOMPSON CREEK METALS CO INC ACQUIRED 10/17/07 THROUGH 11/21/07 2,000 SHARES AT $12.57		VARIOUS	3/24/11	24979.51	41822.63	0.00	-16843.12
******	250.000	GAIN/LOSS LT:	-3180.19	10/17/07		3122.44	6302.63		
******	750.000	GAIN/LOSS LT:	-8032.68	11/ 9/07		9367.32	17400.00		
******	1000.000	GAIN/LOSS LT:	-5630.25	11/21/07		12489.75	18120.00		
5/10/11	200.000	SOLD VALE S.A. ADR 200 SHARES AT $27.593		8/11/09	5/5/11	5502.49	3530.00	0.00	1972.49
10/25/11	800.000	SOLD VALE S.A. ADR 800 SHARES AT $20.7038		8/11/09	10/20/11	16498.72	14120.00	0.00	2378.72
11/28/11	4500.000	SOLD VALE S.A. ADR ACQUIRED 8/11/09 THROUGH 9/22/10 4,500 SHARES AT $22.5488		VARIOUS	11/22/11	101107.65	90915.40	0.00	10192.25
******	1800.000	GAIN/LOSS LT:	8673.06	8/11/09		40443.06	31770.00		
******	400.000	GAIN/LOSS LT:	1967.35	8/20/09		8987.35	7020.00		
******	1000.000	GAIN/LOSS LT:	918.37	10/ 6/09		22468.37	21550.00		
******	800.000	GAIN/LOSS LT:	144.29	10/13/09		17974.69	17830.40		
******	500.000	GAIN/LOSS LT:	-1510.82	9/22/10		11234.38	12745.00		
5/10/11	15.000	SOLD WESTPAC BKG CORP 15 SHARES AT $124.83		10/18/10	5/5/11	1871.21	1717.97	153.24	0.00
5/10/11	300.000	SOLD ENTERPRISE PRODS PARTNERS LP 300 UNITS AT $40.4634		2/9/05	5/5/11	12114.78	6030.03	0.00	6084.75

ATTACHMENT D-3

SCHEDULE D

ACCT# 50-8040-04 (SUSAN VAUGHAN FDN-CYPRESS ASSET MGM) YR END 12/31/11 TAXPAYER ID 76-0285765 TX 0 66
TAX OFFICER# 66 TAX ACCOUNTANT

DATE	SHR/PV	DESCRIPTION	ACQUIRED	SOLD/RECD	SALE PRICE	BASIS	NET S.T.	NET L.T.
5/23/11	75.000	SOLD KINDER MORGAN ENERGY PARTNERS L P	8/31/06	5/5/11	5459.14	2406.08	0.00	3053.06
5/25/11	100.000	SOLD PLAINS ALL AMERICAN PIPELINE LP	3/5/09	5/5/11	6150.88	2706.22	0.00	3444.66
							-22766.79	444091.50

Total Gain/Loss 421,324.71

ATTACHMENT D-3

Capital Gains

1/1/2011 through 12/31/2011

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
Deutsche Telekom AG	6,166.00	10/12/2010	2/3/2011	83,873.28	84,480.40	(607.12)
Deutsche Telekom AG	7,906.00	3/16/2010	2/3/2011	107,541 71	107,325 86	215 85
Deutsche Telekom AG	2,117 00	4/9/2010	2/3/2011	28,796.58	159,354 95	(130,558 37)
Siemens AG NPV Regd	837 00	10/12/2010	3/16/2011	103,814 72	88,777.30	15,037.42
Siemens AG NPV Regd	1,241 00	6/10/2010	3/16/2011	153,923.61	112,461.17	41,462.44
UBS AG CH	3,889 00	7/28/2010	3/17/2011	70,698 82	65,390 52	5,308 30
UBS AG CH	5,153.00	2/3/2011	3/17/2011	93,677.31	95,350 51	(1,673.20)
Hamburger Hafen und Logistik AG	1,844 00	11/3/2010	5/13/2011	83,741.78	78,515 79	5,225 99
Hamburger Hafen und Logistik AG	1,450.00	11/3/2010	5/16/2011	65,169.89	61,739 64	3,430.25
Prosiebensat	4,690.00	11/24/2010	5/20/2011	120,599.11	132,638 35	(12,039.24)
Red Electrica	1,000.00	7/30/2009	6/13/2011	54,907.08	60,715.17	(5,808.09)
Renault SA	2,689.00	9/16/2010	6/13/2011	137,482 79	127,429.00	10,053.79
Adecco SA	1,412 00	12/14/2010	6/16/2011	87,571.84	90,813 81	(3,241.97)
Lloyds Banking Group	111,183.00	8/5/2010	7/6/2011	85,118.32	137,118.07	(51,999 75)
Lloyds Banking Group	91,919.00	2/3/2011	7/6/2011	70,370.38	97,930 80	(27,560.42)
Mediaset	21,630.00	2/3/2011	7/12/2011	86,864 59	141,907.79	(55,043.20)
Ericsson Telefon Series B	9,600.00	9/16/2010	9/6/2011	101,174 29	103,945 48	(2,771.19)
Richemont (Cie Fin) CHFI	2,300.00	11/4/2011	12/14/2011	111,842.69	126,686.27	(14,843.58)
Total Short Term				**1,647,168.79**	**1,872,580.88**	**(225,412.09)**
Tesco Plc Ord 5p	15,710.00	12/4/2007	2/3/2011	102,932.50	156,221 77	(53,289.27)
WPP Plc Ord	12,076.00	8/26/2009	2/3/2011	150,319.85	98,481.25	51,838 60
LVMH Moet Hennessy	688.00	12/10/2008	3/16/2011	100,159.04	44,121.60	56,037 44
UBS AG CH	4,760.00	8/21/2009	3/17/2011	86,532.89	82,973.13	3,559.76
Credit Agricole SA	1,479.00	7/7/2008	5/12/2011	23,403 92	24,674 66	(1,270.74)
Credit Agricole SA	7,775.00	3/25/2010	5/12/2011	123,032.76	137,793.44	(14,760.68)
Credit Agricole SA	4,437.00	5/2/2008	5/12/2011	70,211.75	156,406.31	(86,194 56)
Renault SA	425.00	4/29/2009	6/13/2011	21,729.34	12,773 73	8,955.61
Renault SA	983 00	7/30/2009	6/13/2011	50,258.68	39,264 70	10,993.98
Adecco SA	1,771 00	8/14/2009	6/16/2011	109,836.92	83,569 89	26,267.03
Metro AG	2,084 00	9/30/2009	8/1/2011	116,717 08	114,266.80	2,450.28
EADS (Euro Aero Def)	6,671.00	4/6/2010	8/8/2011	193,278 28	136,267.21	57,011 07
Ericsson Telefon Series B	7,856.00	8/19/2010	9/6/2011	82,794.30	84,770.64	(1,976 34)
Groupe Eurotunnel	7,780 00	7/29/2010	9/6/2011	65,057.71	57,881 65	7,176.06
Groupe Eurotunnel	1,170 00	7/29/2010	9/7/2011	9,996.92	8,704.57	1,292 35
Groupe Eurotunnel	8,978 00	7/30/2010	9/7/2011	76,711.42	67,145 14	9,566 28
Adidas AG NPV	2,392 00	7/22/2010	9/12/2011	146,344.17	127,986 61	18,357.56
Total Long Term				**1,529,317.53**	**1,433,303.10**	**96,014.43**
Grand Total				**3,176,486.32**	**3,305,883.98**	**(129,397.66)**

Form **8868**

(Rev January 2012)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)* You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE SUSAN VAUGHAN FOUNDATION, INC.	Employer identification number (EIN) or [X] 76-0285765
	Number, street, and room or suite no If a P O box, see instructions LEGACY TRUST COMPANY C/O JENNIFER GROSVENOR	[ ] Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions HOUSTON, TX 77002	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ LEGACY TRUST COMPANY

Telephone No. ▶ 713 216-3447 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . . . . ▶ [ ] If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 12 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 20 11 or

▶ [ ] tax year beginning ______ , 20 ___ , and ending ______ , 20 ___

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 19,359.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit.	**3b**	$ 19,359.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. THE SUSAN VAUGHAN FOUNDATION, INC.	Employer identification number (EIN) or ☒ 76-0285765
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P O box, see instructions. LEGACY TRUST COMPANY C/O JENNIFER GROSVENOR	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HOUSTON, TX 77002	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ LEGACY TRUST COMPANY

Telephone No. ▶ 713 216-3447 FAX No. ▶

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15 , 20 12 .

5 For calendar year 2011 , or other tax year beginning ______ , 20 ___ , and ending ______ , 20 ___ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 19,359.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 19,359.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ [signature] Title ▶ CPA Date ▶ 8/9/2012

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