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Form 990-PF

Return of Private Foundation

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

2011

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

For calendar year 2011, or tax year beginning 11-01-2011, and ending 10-31-2012

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

Name of foundation
GAY D & WILLIAM F SCOTT FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) PO Box 1501 NJ2-130-03-31 Room/suite

City or town, state, and ZIP code
Pennington, NJ 085341501

H Check type of organization 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) **\$ 3,481,615** **J** Accounting method Cash Accrual
 Other (specify) *(Part I, column (d) must be on cash basis.)*

A Employer identification number
20-3797595

B Telephone number (see page 10 of the instructions)
(609) 274-6834

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities.	134,471	133,508		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	68,369			
b	Gross sales price for all assets on line 6a 2,770,118				
7	Capital gain net income (from Part IV, line 2)		68,369		
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)				
12	Total. Add lines 1 through 11	202,840	201,877		

Revenue	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	2,500			2,500
c	Other professional fees (attach schedule)	27,262	16,357		10,905
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	1,097	851		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	7	7		
24	Total operating and administrative expenses.				
	Add lines 13 through 23	30,866	17,215		13,405
25	Contributions, gifts, grants paid	411,273			411,273
26	Total expenses and disbursements. Add lines 24 and 25	442,139	17,215		424,678
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-239,299			
b	Net investment income (if negative, enter -0-)		184,662		
c	Adjusted net income (if negative, enter -0-)				

Part III Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash—non-interest-bearing	2	74	74
2	Savings and temporary cash investments	420,449	58,948	58,948
3	Accounts receivable ►			
	Less allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	513,936	679,655	773,751
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	2,570,325	2,525,008	2,648,842
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,504,712	3,263,685	3,481,615
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	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	3,504,712	3,263,685	
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 page 17 of the instructions)	3,504,712	3,263,685	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,504,712	3,263,685	

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	3,504,712
2	Enter amount from Part I, line 27a	2	-239,299
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	3,265,413
5	Decreases not included in line 2 (itemize) ►	5	1,728
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,263,685

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.)
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1a See Additional Data Table

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)
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a See Additional Data Table

b

c

d

e

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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a See Additional Data Table

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	68,369
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	287,011	3,854,162	000 074468
2009	286,746	3,737,094	000 076730
2008	251,628	3,587,939	000 070132
2007	320,167	4,800,348	000 066697
2006	222,228	5,159,305	000 043073

2 Total of line 1, column (d).	2 000 331100
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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	3 000 066220
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4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4 3,474,801
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5 Multiply line 4 by line 3.	5 230,101
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6 Enter 1% of net investment income (1% of Part I, line 27b).	6 1,847
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7 Add lines 5 and 6.	7 231,948
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8 Enter qualifying distributions from Part XII, line 4.	8 424,678
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If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1	1	1,847
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	1,847
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	1,847
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,282
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	1,282
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	565
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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	No
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	No
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
c	Did the foundation file Form 1120-POL for this year?	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
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	Yes
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> _____		
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? <i>If "No," attach explanation.</i>	8b	Yes
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 on page 27)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ► N/A				
14	The books are in care of ► _____ Telephone no ► (609) 274-6834 Located at ► 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ► 085341501			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ► <input type="checkbox"/> 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	Yes	No
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? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>	1b	
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	No
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? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions) ► <input type="checkbox"/>	2b	No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	No
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	No

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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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 page 22 of the instructions). (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? 	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>		5b
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b No

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 page 22 of the instructions).

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
WILLIAM SCOTT 5255 N TWIN CITY HWY NEDERLAND, TX 77627	PRESIDENT 002 00	0		
GAY SCOTT 5255 N TWIN CITY HWY NEDERLAND, TX 77627	SECRETARY/TREASURER 002 00	0		
WILLIAM SCOTT 5255 N TWIN CITY HWY NEDERLAND, TX 77627	VICE PRESIDENT 002 00	0		
JAMES SCOTT 5255 N TWIN CITY HWY NEDERLAND, TX 77627	VICE PRESIDENT 002 00	0		

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions)
If none, enter "NONE"

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE"

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.

1	NONE	
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

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

1	NONE	
2		
All other program-related investments See page 24 of the instructions		
3		

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes	
a	Average monthly fair market value of securities.	1a 3,435,750
b	Average of monthly cash balances.	1b 91,967
c	Fair market value of all other assets (see page 24 of the instructions).	1c 0
d	Total (add lines 1a, b, and c).	1d 3,527,717
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 3,527,717
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions) <input checked="" type="checkbox"/>	4 52,916
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 3,474,801
6	Minimum investment return. Enter 5% of line 5.	6 173,740

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

1	Minimum investment return from Part X, line 6.	1 173,740
2a	Tax on investment income for 2011 from Part VI, line 5.	2a 1,847
b	Income tax for 2011 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 1,847
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 171,893
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 171,893
6	Deduction from distributable amount (see page 25 of the instructions).	6
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7 171,893

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26 <input checked="" type="checkbox"/>	1a 424,678
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	4 424,678
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5 1,847
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 422,831

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

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

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				171,893
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.	74,019			
d From 2009.	104,527			
e From 2010.	96,867			
f Total of lines 3a through e.	275,413			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ _____ 424,678				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).				
d Applied to 2011 distributable amount.				171,893
e Remaining amount distributed out of corpus	252,785			
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:	528,198			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 page 27 of the instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	528,198			
10 Analysis of line 9				
a Excess from 2007.				
b Excess from 2008.	74,019			
c Excess from 2009.	104,527			
d Excess from 2010.	96,867			
e Excess from 2011.	252,785			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
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 organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)**1 Information Regarding Foundation Managers:**

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

GAY AND WILLIAM SCOTT

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	411,273
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property			14	134,471	
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	68,369	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)				202,840	
13 Total Add line 12, columns (b), (d), and (e)			13	202,840	
(See worksheet in line 13 instructions on page 28 to verify calculations)					

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

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

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 or

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization.
- (2) Purchases of assets from a noncharitable exempt organization.
- (3) Rental of facilities, equipment, or other assets.
- (4) Reimbursement arrangements.
- (5) Loans or loan guarantees.
- (6) Performance of services or membership or fundraising solicitations.

c. Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

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	
<p>Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.</p> <p>*****</p>				
<p>Signature of officer or trustee</p>		<p>2013-01-30</p>	<p>*****</p>	
		<p>Date</p>	<p>Title</p>	
<p>Sign Here</p> <p>Paid Preparer's Use Only</p>	<p>Preparer's Signature</p> <p>DONALD J ROMAN</p>		<p>Date</p>	<p>Check if self-employed <input checked="" type="checkbox"/></p>
	<p>Firm's name</p> <p>► PRICEWATERHOUSECOOPERS LLP</p> <p>600 GRANT STREET</p>		<p>Firm's EIN</p> <p>►</p>	
	<p>Firm's address</p> <p>► PITTSBURGH, PA 15219</p>		<p>Phone no</p> <p>(412) 355-6000</p>	

May the IRS discuss this return with the preparer shown above? See instructions Yes No

2011

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

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

Name of organization

GAY D & WILLIAM F SCOTT FAMILY FOUNDATION

Employer identification number

20-3797595

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

501(c)() (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule—**

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33^{1/3}% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year ► \$ _____

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

Name of organization
GAY D & WILLIAM F SCOTT FAMILY FOUNDATION

Employer identification number

20-3797595

Part I **Contributors** (see Instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization GAY D & WILLIAM F SCOTT FAMILY FOUNDATION			Employer identification number 20-3797595
Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry) For organizations completing Part III, enter the total of <i>exclusively religious, charitable, etc., contributions of \$1,000 or less</i> for the year (Enter this information once See instructions) ► \$ Use duplicate copies of Part III if additional space is needed			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—

Additional Data

Software ID: 11000218
Software Version: 2012.0.0
EIN: 20-3797595
Name: GAY D & WILLIAM F SCOTT FAMILY FOUNDATION

Part VI Line 7 - Tax Paid Original Return: 1282

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
HOME DEPOT INC		2012-03-01	2012-09-17
HESS CORP		2012-02-09	2012-07-05
HESS CORP		2011-09-09	2011-12-21
HARTFORD FLOATING RATE		2012-03-19	2012-09-17
HARTFORD FLOATING RATE		2012-03-19	2012-09-17
HARTFORD FLOATING RATE		2012-03-19	2012-07-18
HARTFORD FLOATING RATE		2012-03-19	2012-07-18
OAKMARK GLOBAL SELECT		2012-07-20	2012-09-17
OAKMARK GLOBAL SELECT		2012-07-16	2012-09-17
GENERAL MILLS		2012-05-23	2012-09-18
GENERAL MILLS		2011-12-21	2012-03-01
GENERAL MILLS		2011-01-10	2012-03-01
GAP INC DELAWARE		2011-12-21	2012-03-26
GAP INC DELAWARE		2011-10-12	2012-03-26
FORD MOTOR CO		2012-05-23	2012-07-05
DOUBLELINE TOTAL RETURN		2010-08-16	2012-08-13
FORD MOTOR CO		2012-03-20	2012-07-05
FORD MOTOR CO		2011-12-09	2011-12-21
FIRST EAGLE		2012-06-14	2012-10-02
FIRST EAGLE		2010-08-12	2012-10-02
FIRST EAGLE		2010-08-12	2012-10-02
FIRST EAGLE		2012-06-14	2012-09-17
FIRST EAGLE		2010-08-12	2012-09-17
UAM FPA CRESCENT PORT		2010-08-12	2012-10-02
UAM FPA CRESCENT PORT		2010-08-12	2012-10-02
UAM FPA CRESCENT PORT		2010-08-12	2012-09-17
UAM FPA CRESCENT PORT		2010-08-12	2012-09-17
UAM FPA CRESCENT PORT		2010-08-12	2012-05-21
UAM FPA CRESCENT PORT		2010-08-12	2012-05-21
EXXON MOBIL CORP COM		2010-08-17	2012-09-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
EMERSON ELEC CO		2011-12-21	2012-07-16
EMERSON ELEC CO		2011-10-14	2012-07-16
EATON CORP		2011-12-21	2012-05-23
EATON CORP		2011-11-01	2012-05-23
DOUBLELINE CORE FIXED		2011-10-04	2012-09-17
DOUBLELINE CORE FIXED		2011-10-04	2012-09-17
DOUBLELINE CORE FIXED		2011-10-21	2012-05-21
DOUBLELINE CORE FIXED		2011-10-04	2012-05-21
DOUBLELINE CORE FIXED		2011-10-04	2012-05-21
DOUBLELINE TOTAL RETURN		2010-08-17	2012-09-17
DOUBLELINE TOTAL RETURN		2010-08-16	2012-09-17
DOUBLELINE TOTAL RETURN		2010-08-17	2012-08-13
DOUBLELINE TOTAL RETURN		2010-08-16	2012-08-13
DOUBLELINE TOTAL RETURN		2011-03-21	2012-05-21
DOUBLELINE TOTAL RETURN		2010-08-16	2012-05-21
DOUBLELINE TOTAL RETURN		2010-08-16	2012-05-21
DEERE CO		2010-08-12	2012-10-04
DEERE CO		2010-08-12	2012-09-17
DEERE CO		2010-08-12	2012-05-21
COVENTRY HEALTH CARE INC		2012-07-05	2012-09-06
CONAGRA FOODS INC		2012-05-23	2012-08-03
COCA COLA COM		2010-06-02	2012-09-17
CHEVRON CORP		2006-02-23	2012-09-17
CENTURYLINK INC SHS		2011-08-19	2012-09-17
CENTURYLINK INC SHS		2011-08-19	2012-05-21
CATERPILLAR INC DEL		2012-07-05	2012-10-01
CATERPILLAR INC DEL		2012-07-05	2012-09-17
WISDOMTREE TRUST JAPAN		2012-03-21	2012-07-16
WISDOMTREE EMERGING MRKT		2010-08-12	2012-09-17
WISDOMTREE EMERGING MRKT		2010-08-12	2012-09-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
WISDOMTREE EQUITY INCOME		2011-09-26	2012-09-17
WISDOMTREE EQUITY INCOME		2011-09-26	2012-09-06
WISDOMTREE EQUITY INCOME		2011-09-26	2012-05-21
WALGREEN CO		2011-12-21	2012-03-01
WALGREEN CO		2010-08-12	2012-03-01
WALGREEN CO		2010-06-29	2012-03-01
WALGREEN CO		2008-11-05	2012-03-01
WALGREEN CO		2008-09-30	2012-03-01
WAL-MART STORES INC		2011-08-15	2012-09-17
VANGUARD INFORMATION		2011-10-21	2012-09-17
VANGUARD INFORMATION		2011-10-21	2012-05-21
VANGUARD MSCI EMERGING		2011-10-27	2012-09-17
VALERO ENERGY CORP NEW		2012-05-23	2012-10-04
VALERO ENERGY CORP NEW		2012-05-23	2012-09-17
VALERO ENERGY CORP NEW		2011-12-05	2011-12-21
UNITED TECHS CORP COM		2011-12-21	2012-05-23
UNITED TECHS CORP COM		2010-12-08	2012-05-23
COAST ACCESS III LTD		2007-11-01	2011-12-31
COAST ACCESS III LTD		2007-11-01	2011-11-10
TIFFANY CO NEW		2012-06-06	2012-09-17
TCW TOTAL RETURN		2012-08-08	2012-09-17
TCW TOTAL RETURN		2012-06-11	2012-09-17
TCW TOTAL RETURN		2012-06-11	2012-09-17
TCW EMERGING		2012-03-27	2012-09-17
TCW EMERGING		2012-03-27	2012-09-17
SANDISK CORP INC		2012-05-17	2012-07-05
SPDR DJ WILSHIRE GLOBAL		2012-08-10	2012-09-17
RAYTHEON CO DELAWARE NEW		2012-03-01	2012-10-02
RAYTHEON CO DELAWARE NEW		2012-03-01	2012-09-17
PROCTER GAMBLE CO		2011-12-21	2012-02-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
PROCTER GAMBLE CO		2011-07-22	2012-02-01
PIMCO GLOBAL MULTI		2010-09-16	2012-09-19
PIMCO GLOBAL MULTI		2010-08-12	2012-09-19
PIMCO GLOBAL MULTI		2010-08-12	2012-09-19
PIMCO GLOBAL MULTI		2010-09-16	2012-09-17
PIMCO GLOBAL MULTI		2010-09-16	2012-09-17
PIMCO GLOBAL MULTI		2010-08-12	2012-09-17
PIMCO GLOBAL MULTI		2010-08-12	2012-09-17
PIMCO TOTAL RETURN FUND		2011-10-21	2012-09-17
PIMCO TOTAL RETURN FUND		2011-10-21	2012-09-17
PIMCO TOTAL RETURN FUND		2011-10-21	2012-09-17
PIMCO TOTAL RETURN FUND		2011-10-21	2012-08-13
PIMCO TOTAL RETURN FUND		2011-10-21	2012-08-13
JOHNSON AND JOHNSON COM		2010-08-17	2012-09-04
PIMCO TOTAL RETURN FUND		2011-10-21	2012-07-18
NEUBERGER BERMAN EQUITY		2012-01-05	2012-06-22
NEUBERGER BERMAN EQUITY		2011-09-02	2012-06-22
NEUBERGER BERMAN EQUITY		2011-09-02	2012-06-22
MICROSOFT CORP		2011-08-02	2012-09-17
MICROSOFT CORP		2011-08-02	2012-05-21
METLIFE INC COM		2012-05-07	2012-10-04
MEDTRONIC INC COM		2009-02-18	2012-09-17
MEDTRONIC INC COM		2009-01-14	2012-09-17
MCDONALDS CORP COM		2008-03-10	2012-09-17
MCDONALDS CORP COM		2006-04-18	2012-09-17
MATTHEWS ASIAN GROWTH		2011-01-11	2011-12-21
MATTHEWS ASIAN GROWTH		2011-01-11	2011-12-21
MATTHEWS ASIAN GROWTH		2010-08-12	2011-12-21
MARKET VECTORS ETF TR		2011-12-14	2012-01-06
MARATHON PETROLEUM CORP		2011-12-09	2011-12-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
LOOMIS SAYLES BOND FD		2012-08-08	2012-09-17
LOOMIS SAYLES BOND FD		2012-08-08	2012-09-17
KIMBERLY CLARK		2011-01-10	2012-09-17
JOHNSON AND JOHNSON COM		2011-12-21	2012-09-04
HARTFORD FLOATING RATE		2012-03-19	2012-09-17
JOHNSON AND JOHNSON COM		2009-05-04	2012-09-04
IVY ASSET STRATEGY		2011-09-22	2012-10-02
IVY ASSET STRATEGY		2011-09-22	2012-10-02
IVY ASSET STRATEGY		2011-10-14	2012-09-17
IVY ASSET STRATEGY		2011-09-22	2012-09-17
IVY ASSET STRATEGY		2011-09-22	2012-09-17
IVY ASSET STRATEGY		2011-09-22	2012-07-18
IVY ASSET STRATEGY		2011-09-22	2012-07-18
ISHARES HIGH DIV EQ FUND		2012-03-13	2012-06-14
ISHARES HIGH DIV EQ FUND		2012-03-13	2012-06-06
ISHARES HIGH DIV EQ FUND		2012-03-13	2012-05-23
ISHARES HIGH DIV EQ FUND		2012-03-13	2012-05-17
ISHARES SP CON ALLOCATI		2012-01-30	2012-03-20
ISHARES IBOXX		2011-09-22	2012-08-08
ISHARES IBOXX		2011-09-22	2012-05-21
ISHARES IBOXX		2011-06-24	2012-05-21
ISHARES IBOXX		2011-06-24	2012-03-19
ISHARES CORE TOTAL U S		2011-08-19	2012-03-27
ISHARES CORE TOTAL U S		2011-08-11	2012-03-27
ISHARES CORE TOTAL U S		2011-08-11	2012-03-19
ISHARES CORE TOTAL U S		2011-08-11	2012-01-30
ISHARES CORE TOTAL U S		2011-06-24	2012-01-30
ILLINOIS TOOL WORKS INC		2012-02-01	2012-07-16
IVA WORLDWIDE		2010-08-12	2012-10-02
IVA WORLDWIDE		2010-08-12	2012-10-02

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
IVA WORLDWIDE		2010-08-12	2012-10-02
IVA WORLDWIDE		2010-08-12	2012-09-17
IVA WORLDWIDE		2010-08-12	2012-09-17
IVA WORLDWIDE		2010-08-12	2012-09-17
IVA WORLDWIDE		2010-08-12	2012-07-18
IVA WORLDWIDE		2010-08-12	2012-07-18
HONEYWELL INTL INC DEL		2011-10-14	2012-09-17
PIMCO TOTAL RETURN FUND		2011-10-21	2012-07-18
PIMCO TOTAL RETURN FUND		2012-03-27	2012-05-21
PIMCO TOTAL RETURN FUND		2011-10-21	2012-05-21
PIMCO TOTAL RETURN FUND		2011-10-21	2012-05-21
PIMCO UNCONSTRAINED		2010-08-31	2011-11-30
PIMCO UNCONSTRAINED		2010-08-17	2011-11-30
PEPSICO INC		2012-01-04	2012-03-01
PEPSICO INC		2010-08-17	2011-11-01
PAYCHEX INC		2012-05-23	2012-09-17
PAYCHEX INC		2011-12-21	2012-01-04
PAYCHEX INC		2010-08-17	2012-01-04
NUVEEN TRADEWINDS VALUE		2011-01-11	2012-03-13
NUVEEN TRADEWINDS VALUE		2011-01-11	2012-03-13
NUVEEN TRADEWINDS VALUE		2010-08-12	2012-03-13
NEUBERGER BERMAN EQUITY		2012-01-05	2012-06-29
NEUBERGER BERMAN EQUITY		2012-01-05	2012-06-29
NEUBERGER BERMAN EQUITY		2011-09-09	2012-06-29
NEUBERGER BERMAN EQUITY		2011-09-02	2012-06-29
NEUBERGER BERMAN EQUITY		2011-09-02	2012-06-29
AIR PRODUCTS/SCHEM		2012-03-01	2012-05-23
ABBOTT LABS		2011-01-10	2012-09-17
ABBOTT LABS		2011-01-10	2012-05-21
ALPS ALERIAN MLP ETF		2011-12-14	2012-09-19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
ALPS ALERIAN MLP ETF		2010-12-10	2012-09-19
ALPS ALERIAN MLP ETF		2010-12-10	2012-09-17
CAPITAL ONE FINL		2012-03-20	2012-05-07
BAXTER INTERNTL INC		2012-07-16	2012-09-17
BAXTER INTERNTL INC		2012-03-26	2012-05-23
AUTOMATIC DATA PROC		2010-08-17	2012-09-17
ARTIO GLOBAL HIGH INCOME		2012-01-30	2012-06-11
ARTIO GLOBAL HIGH INCOME		2012-01-30	2012-06-11
ALPS ALERIAN MLP ETF		2010-12-10	2012-08-10
ALPS ALERIAN MLP ETF		2010-12-10	2012-07-20
ARTIO GLOBAL HIGH INCOME		2012-01-30	2012-06-11
ARTIO GLOBAL HIGH INCOME		2011-11-30	2012-06-11
ARTIO GLOBAL HIGH INCOME		2011-11-30	2012-06-11
ARTIO GLOBAL HIGH INCOME		2011-10-21	2012-06-11
ARTIO GLOBAL HIGH INCOME		2011-10-21	2012-06-11
ARTIO GLOBAL HIGH INCOME		2011-10-14	2012-06-11
AMERICAN INTERNATIONAL		2012-02-15	2012-05-21
ALLIANZ NFJ INTERNATIONA		2012-06-29	2012-09-17
ALLIANZ NFJ INTERNATIONA		2012-06-22	2012-09-17
ALLIANZ NFJ INTERNATIONA		2012-06-22	2012-09-17
AIR PRODUCTSCHM		2012-07-16	2012-09-17
VANGUARD INTL EQTY INDX		2011-10-27	2012-09-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
881		714	167
15,092		21,550	-6,458
21,392		22,297	-905
2		2	
3,168		3,122	46
2		2	
4,998		4,992	6
3		2	1
2,626		2,373	253
21,784		21,408	376
4,367		4,595	-228
25,063		23,775	1,288
13,418		9,291	4,127
31,882		21,496	10,386
11,592		12,645	-1,053
4		4	
8,176		10,797	-2,621
19,568		20,834	-1,266
16		15	1
13,936		11,324	2,612
22		18	4
20		17	3
2,571		2,070	501
4		3	1
15,456		13,182	2,274
2,620		2,218	402
4		4	
2		1	1
3,155		2,858	297
738		488	250

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
8,769		9,135	-366
20,670		21,838	-1,168
9,508		9,678	-170
20,799		21,734	-935
6,583		6,351	232
5		5	
5		4	1
3,790		3,712	78
6,139		5,886	253
3		3	
9,410		9,102	308
10,586		10,230	356
1		1	
26,458		25,751	707
3		3	
23,497		18,598	4,899
573		458	115
2,096		1,834	262
28,463		21,314	7,149
20,839		21,501	-662
763		524	239
827		403	424
508		409	99
3,254		2,865	389
20,586		21,015	-429
555		523	32
38,719		44,323	-5,604
2,354		2,138	216
1,268		1,222	46

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,184		1,768	416
19,459		15,953	3,506
12,571		11,032	1,539
7,071		7,211	-140
20,985		18,068	2,917
1,179		961	218
1,408		1,069	339
360		341	19
892		595	297
2,262		1,858	404
3,164		2,910	254
2,321		2,348	-27
31,225		21,142	10,083
721		487	234
19,008		20,943	-1,935
10,203		10,191	12
20,699		21,882	-1,183
1,140		1,602	-462
2,422		3,266	-844
522		453	69
7		7	
2		2	
6,612		6,392	220
1,678		1,607	71
1		1	
22,703		20,729	1,974
509		488	21
33,938		31,699	2,239
812		717	95
6,607		6,870	-263

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
23,125		23,418	-293
12		11	1
7		6	1
105,002		100,765	4,237
2		2	
1,127		1,108	19
5		5	
1,274		1,219	55
5,989		5,574	415
1		1	
5		5	
3		2	1
24,997		23,488	1,509
17,127		15,028	2,099
4,999		4,693	306
1		1	
42,402		42,134	268
2		2	
778		686	92
17,933		16,622	1,311
21,651		21,452	199
258		207	51
560		420	140
92		54	38
553		208	345
13		15	-2
24,858		29,922	-5,064
75,400		82,779	-7,379
83,722		81,585	2,137
19,511		20,956	-1,445

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4		4	
1,658		1,620	38
828		630	198
9,305		8,944	361
2		2	
5,731		4,563	1,168
6,254		5,456	798
11		9	2
3		2	1
2,416		2,079	337
1		1	
17		16	1
9,984		9,391	593
42,778		41,743	1,035
23,117		23,190	-73
17,759		17,980	-221
25,151		25,194	-43
85,584		84,930	654
150,452		142,806	7,646
693		683	10
347		334	13
73,602		71,804	1,798
147,600		148,100	-500
70,401		70,022	379
61,366		61,406	-40
7,085		6,980	105
79,260		77,156	2,104
29,556		32,063	-2,507
9		8	1
3		2	1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,366		3,115	251
2		2	
14		13	1
2,332		2,137	195
4,992		4,831	161
8		8	
794		638	156
1		1	
3		3	
1,269		1,214	55
3		3	
10		11	-1
71,722		73,826	-2,104
29,571		31,527	-1,956
18,859		20,009	-1,150
549		482	67
8,517		8,292	225
23,505		20,078	3,427
33		33	
25,767		27,423	-1,656
83,430		78,871	4,559
38,738		37,749	989
11		11	
22,444		21,477	967
2,695		2,614	81
9		9	
28,003		32,466	-4,463
829		579	250
2,165		1,689	476
11,536		11,211	325

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
11,652		11,186	466
1,026		985	41
10,669		10,745	-76
546		494	52
27,740		32,245	-4,505
759		531	228
2		2	
66,382		67,084	-702
38,644		37,834	810
19,905		19,100	805
9		9	
71,300		70,922	378
9		9	
42,235		42,592	-357
9		9	
28,830		28,585	245
1,687		1,549	138
6		5	1
2,626		2,317	309
13		11	2
512		478	34
27			27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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

**(I) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**

(i) 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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			167
			-6,458
			-905
			46
			6
			1
			253
			376
			-228
			1,288
			4,127
			10,386
			-1,053
			-2,621
			-1,266
			1
			2,612
			4
			3
			501
			1
			2,274
			402
			1
			297
			250

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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

**(I) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**

(i) 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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-366
			-1,168
			-170
			-935
			232
			1
			78
			253
			308
			356
			707
			4,899
			115
			262
			7,149
			-662
			239
			424
			99
			389
			-429
			32
			-5,604
			216
			46

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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

**(I) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**

(i) 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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			416
			3,506
			1,539
			-140
			2,917
			218
			339
			19
			297
			404
			254
			-27
			10,083
			234
			-1,935
			12
			-1,183
			-462
			-844
			69
			220
			71
			1,974
			21
			2,239
			95
			-263

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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

**(I) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**

(i) 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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-293
			1
			1
			4,237
			19
			55
			415
			1
			1,509
			2,099
			306
			268
			92
			1,311
			199
			51
			140
			38
			345
			-2
			-5,064
			-7,379
			2,137
			-1,445

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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

**(I) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**

(i) 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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			38
			198
			361
			1,168
			798
			2
			1
			337
			1
			593
			1,035
			-73
			-221
			-43
			654
			7,646
			10
			13
			1,798
			-500
			379
			-40
			105
			2,104
			-2,507
			1
			1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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

**(I) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**

(i) 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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			251
			1
			195
			161
			156
			55
			-1
			-2,104
			-1,956
			-1,150
			67
			225
			3,427
			-1,656
			4,559
			989
			967
			81
			-4,463
			250
			476
			325

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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

**(I) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**

(i) 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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			466
			41
			-76
			52
			-4,505
			228
			-702
			810
			805
			378
			-357
			245
			138
			1
			309
			2
			34
			27

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
MARCH OF DIMES700 NORTH STREET BEAUMONT, TX 77701	NONE	501(C)(3)	GENERAL OPERATING	500
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVENUE DALLAS, TX 75231	NONE	501(C)(3)	GENERAL OPERATING	500
PORT ARTHUR HIGHER EDUCATION FOUNDATION1500 PROCTER STREET PORT ARTHUR, TX 77640	NONE	501(C)(3)	GENERAL OPERATING	500
LAMAR UNIVERSITY FOUNDATIONPO BOX 11500 BEAUMONT, TX 77710	NONE	501(C)(3)	GENERAL OPERATING	7,000
PORT ARTHUR INTERNATIONAL SEAMEN'SPO BOX 1646 PORT ARTHUR, TX 77641	NONE	501(C)(3)	GENERAL OPERATING	1,000
PORT ARTHUR HISTORICAL SOCIETY701 4TH AVE PORT ARTHUR, TX 77642	NONE	501(C)(3)	GENERAL OPERATING	500
BIRTHRIGHT OF BEAUMONT2626 CALDER AVE STE 201 BEAUMONT, TX 77702	NONE	501(C)(3)	GENERAL OPERATING	1,500
INJURED MARINE SEMPER FI FUND825 COLLEGE BLVD OCEANSIDE, CA 92057	NONE	501(C)(3)	GENERAL OPERATING	5,000
MASON CASAPO BOX 130 MASON, TX 76856	NONE	501(C)(3)	GENERAL OPERATING	500
MASON TENNIS ASSOCIATIONPO BOX 865 MASON, TX 76856	NONE	501(C)(3)	GENERAL OPERATING	1,500
MONSIGNOR KELLY CATHOLIC HIGH SCHOOL5950 KELLY DRIVE BEAUMONT, TX 77707	NONE	501(C)(3)	GENERAL OPERATING	40,800
ST CHARLES ACTS130 HARDY AVE NEDERLAND, TX 77627	NONE	501(C)(3)	GENERAL OPERATING	250
EQUESTRIAN ORDER OF THE HOLY SEPULC2001 KIRBY DRIVE SUITE 902 HOUSTON, TX 77019	NONE	501(C)(3)	GENERAL OPERATING	2,500
ST CATHERINE CATHOLIC SCHOOL3840 WOODROW DRIVE PORT ARTHUR, TX 77642	NONE	501(C)(3)	GENERAL OPERATING	2,798
ST ANNE CATHOLIC CHURCH2715 CALDER AVE BEAUMONT, TX 77702	NONE	501(C)(3)	GENERAL OPERATING	21,000
LAW ACADEMY INC1909 JEFFERSON DR PORT ARTHUR, TX 77642	NONE	501(C)(3)	GENERAL OPERATING	2,500
PORT ARTHUR YMCA6760 9TH AVE PORT ARTHUR, TX 77642	NONE	501(C)(3)	GENERAL OPERATING	10,000
THREE RIVERS COUNCIL BOY SCOUTS OF4650 CARDINAL DR BEAUMONT, TX 77705	NONE	501(C)(3)	GENERAL OPERATING	42,325
OA HASINAI LODGE4650 CARDINAL DR BEAUMONT, TX 77705	NONE	501(C)(3)	GENERAL OPERATING	1,000
EASTER SEALS WALK WITH ME HOUSTON4500 BISSETT BELLAIRE, TX 77401	NONE	501(C)(3)	GENERAL OPERATING	5,000
BAPTIST HOSPITALPO BOX 1591 BEAUMONT, TX 77704	NONE	501(C)(3)	GENERAL OPERATING	10,000
ST ANTHONY CATHEDRAL BASILICAPO BOX 3309 BEAUMONT, TX 77704	NONE	501(C)(3)	GENERAL OPERATING	3,000
SYMPHONY OF SOUTHEAST TEXAS4345 PHELAN BLVD STE 105 BEAUMONT, TX 77707	NONE	501(C)(3)	GENERAL OPERATING	2,500
CATHOLIC CHARITIES OF SOUTHEAST TEXAS2780 EASTEX FREEWAY BEAUMONT, TX 77703	NONE	501(C)(3)	GENERAL OPERATING	7,500
SAM HOUSTON STATE UNIVERSITY1903 UNIVERSITY AVE HUNTSVILLE, TX 77340	NONE	501(C)(3)	GENERAL OPERATING	1,000
ART MUSEUM OF SOUTHEAST TEXAS500 MAIN STREET BEAUMONT, TX 77701	NONE	501(C)(3)	GENERAL OPERATING	2,600
SOUTHERN METHODIST UNIVERSITYPO BOX 750261 DALLAS, TX 75275	NONE	501(C)(3)	GENERAL OPERATING	155,000
TEXAS TECH UNIVERSITY FBO JORDAN CEPO BOX 41102 LUBBOCK, TX 79409	NONE	501(C)(3)	GENERAL OPERATING	7,500
CHRISTUS HEALTH FOUNDATION OF SOUTHS2830 CALDER AVE BEAUMONT, TX 77702	NONE	501(C)(3)	GENERAL OPERATING	1,000
ALZHEIMER'S ASSOCIATION3195 CALDER AVE STE 200 BEAUMONT, TX 77702	NONE	501(C)(3)	GENERAL OPERATING	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SYMPHONY LEAGUE OF BEAUMONT PO BOX 12576 BEAUMONT, TX 77726	NONE	501(C)(3)	GENERAL OPERATING	2,000
TEXAS ENERGY MUSEUM600 MAIN STREET BEAUMONT, TX 77701	NONE	501(C)(3)	GENERAL OPERATING	10,000
JULIE RODGERS GIFT OF LIFE148 S DOWLEN RD PMB 46 BEAUMONT, TX 77707	NONE	501(C)(3)	GENERAL OPERATING	2,000
GARTH HOUSE1895 MCFADDIN STREET BEAUMONT, TX 77701	NONE	501(C)(3)	GENERAL OPERATING	1,000
TOGETHER FOR GOD'S GOOD WORK - BISH710 ARCHIE STREET BEAUMONT, TX 77701	NONE	501(C)(3)	GENERAL OPERATING	50,000
SOUTHEAST TEXAS FOOD BANKPO BOX 21012 BEAUMONT, TX 77720	NONE	501(C)(3)	GENERAL OPERATING	500
COURT APPOINTED SPECIAL ADVOCATES2449 CALDER AVE BEAUMONT, TX 77702	NONE	501(C)(3)	GENERAL OPERATING	8,000
Total				411,273
			► 3a	

TY 2011 Accounting Fees Schedule

Name: GAY D & WILLIAM F SCOTT FAMILY FOUNDATION

EIN: 20-3797595

Software ID: 11000218

Software Version: 2012.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREP FEES	2,500			2,500

**TY 2011 All Other Program
Related Investments Schedule**

Name: GAY D & WILLIAM F SCOTT FAMILY FOUNDATION

EIN: 20-3797595

Software ID: 11000218

Software Version: 2012.0.0

Category	Amount
NONE	

TY 2011 General Explanation Attachment

Name: GAY D & WILLIAM F SCOTT FAMILY FOUNDATION

EIN: 20-3797595

Software ID: 11000218

Software Version: 2012.0.0

TY 2011 Investments Corporate Stock Schedule

Name: GAY D & WILLIAM F SCOTT FAMILY FOUNDATION

EIN: 20-3797595

Software ID: 11000218

Software Version: 2012.0.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	679,655	773,751

TY 2011 Investments - Other Schedule

Name: GAY D & WILLIAM F SCOTT FAMILY FOUNDATION**EIN:** 20-3797595**Software ID:** 11000218**Software Version:** 2012.0.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OTHER INVESTMENTS		2,525,008	2,648,842

TY 2011 Other Decreases Schedule

Name: GAY D & WILLIAM F SCOTT FAMILY FOUNDATION**EIN:** 20-3797595**Software ID:** 11000218**Software Version:** 2012.0.0

Description	Amount
COST BASIS ADJUSTMENT	1,728

TY 2011 Other Expenses Schedule

Name: GAY D & WILLIAM F SCOTT FAMILY FOUNDATION

EIN: 20-3797595

Software ID: 11000218

Software Version: 2012.0.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADR FEES	7	7		

TY 2011 Other Professional Fees Schedule

Name: GAY D & WILLIAM F SCOTT FAMILY FOUNDATION

EIN: 20-3797595

Software ID: 11000218

Software Version: 2012.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MERRILL LYNCH AS AGENT FEES	27,262	16,357		10,905

TY 2011 Taxes Schedule

Name: GAY D & WILLIAM F SCOTT FAMILY FOUNDATION**EIN:** 20-3797595**Software ID:** 11000218**Software Version:** 2012.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ESTIMATED EXCISE TAX PAID	246	0	0	0
FOREIGN TAX WITHHELD	851	851	0	0