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

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

2011

For calendar year 2011 or tax year beginning DEC 1, 2011, and ending NOV 30, 2012

Name of foundation

GEORGE &amp; FAY YOUNG FOUNDATION INC

Number and street (or P O box number if mail is not delivered to street address)

14850 MONTFORT DRIVE, SUITE 269

A Employer identification number

75-2478225

City or town, state, and ZIP code

DALLAS, TX 75254

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:  Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust    Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) **► \$ 54,217,426.** (Part I, column (d) must be on cash basis.)J Accounting method:  Cash    Accrual  
 Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis.)

(Part I, column (d) must be on cash basis.)

| Part I Analysis of Revenue and Expenses<br>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) |   | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|---|------------------------------------|---------------------------|-------------------------|---|
| Revenue  | 1 Contributions, gifts, grants, etc., received  | 792,446.                           |                           | N/A                     |   |
|  | 2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B |                                    |                           |                         |   |
|  | Interest on savings and temporary cash investments                                    | 9.                                 | 9.                        |                         | STATEMENT 1   |
|  | 4 Dividends and interest from securities  | 837,358.                           | 837,358.                  |                         | STATEMENT 2   |
|  | 5a Gross rents  |                                    |                           |                         |   |
|  | b Net rental income or (loss)   |                                    |                           |                         |   |
|  | 6a Net gain or (loss) from sale of assets not on line 10                              | 2,232,061.                         |                           |                         |   |
|  | b Gross sales price for all assets on line 6a   | 13,080,595.                        |                           |                         |   |
|  | 7 Capital gain net income (from Part IV, line 2)                                      |                                    | 2,232,061.                |                         |   |
|  | 8 Net short-term capital gain   |                                    |                           |                         |   |
|  | 9 Income modifications  |                                    |                           |                         |   |
|  | 10a Gross sales less returns and allowances   |                                    |                           |                         |   |
| Operating and Administrative Expenses  | b Less Cost of goods sold   |                                    |                           |                         |   |
|  | c Gross profit or (loss)  |                                    |                           |                         |   |
|  | 11 Other income   | 273,056.                           | 273,027.                  |                         | STATEMENT 3   |
|  | 12 Total. Add lines 1 through 11  | 4,134,930.                         | 3,342,455.                |                         |   |
|  | 13 Compensation of officers, directors, trustees, etc                                 | 20,000.                            | 5,000.                    | 15,000.                 |   |
|  | 14 Other employee salaries and wages  | 132,500.                           | 0.                        | 132,500.                |   |
|  | 15 Pension plans, employee benefits   | 24,575.                            | 0.                        | 24,575.                 |   |
|  | 16a Legal fees  | STMT 4                             | 11,054.                   | 11,054.                 | 0.  |
|  | b Accounting fees   | STMT 5                             | 34,896.                   | 12,448.                 | 22,448.   |
|  | c Other professional fees   | STMT 6                             | 261,016.                  | 242,457.                | 18,559.   |
|  | 17 Interest   |                                    |                           |                         |   |
|  | 18 Taxes  | STMT 7                             | 54,707.                   | 15,681.                 | 10,136.   |
|  | 19 Depreciation and depletion   |                                    | 2,538.                    | 0.                      |   |
|  | 20 Occupancy  |                                    | 16,692.                   | 0.                      | 16,692.   |
|  | 21 Travel, conferences, and meetings  |                                    | 3,020.                    | 0.                      | 3,020.  |
|  | 22 Printing and publications  |                                    | 125.                      | 0.                      | 125.  |
|  | 23 Other expenses   | STMT 8                             | 170,472.                  | 166,855.                | 1,117.  |
|  | 24 Total operating and administrative expenses. Add lines 13 through 23               |                                    | 731,595.                  | 453,495.                | 244,172.  |
|  | 25 Contributions, gifts, grants paid  |                                    | 2,352,000.                |                         | 2,352,000.  |
|  | 26 Total expenses and disbursements. Add lines 24 and 25                              |                                    | 3,083,595.                | 453,495.                | 2,596,172.  |
|  | 27 Subtract line 26 from line 12.   |                                    | 1,051,335.                |                         |   |
|  | a Excess of revenue over expenses and disbursements                                   |                                    |                           |                         |   |
|  | b Net investment income (if negative, enter -0-)                                      |                                    |                           |                         |   |
|  | c Adjusted net income (if negative, enter -0-)  |                                    |                           | N/A                     |   |

| Part II Balance Sheets |   | Attached schedules and amounts in the description column should be for end-of-year amounts only | Beginning of year | End of year    |                       |
|------------------------|---|---|-------------------|----------------|-----------------------|
|                        |   |   | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| 1                      | Cash - non-interest-bearing   |   | 341.              | 3,468.         | 3,468.                |
| 2                      | Savings and temporary cash investments  |   | 1,768,334.        | 1,139,307.     | 1,139,307.            |
| 3                      | Accounts receivable ►   | 17,622.   |                   |                |                       |
|                        | Less: allowance for doubtful accounts ►   |   | 13.               | 17,622.        | 17,662.               |
| 4                      | Pledges receivable ►  |   |                   |                |                       |
|                        | Less: allowance for doubtful accounts ►   |   |                   |                |                       |
| 5                      | Grants receivable   |   |                   |                |                       |
| 6                      | Receivables due from officers, directors, trustees, and other disqualified persons        |   |                   |                |                       |
| 7                      | Other notes and loans receivable ►  |   |                   |                |                       |
|                        | Less: allowance for doubtful accounts ►   |   |                   |                |                       |
| 8                      | Inventories for sale or use   |   |                   |                |                       |
| 9                      | Prepaid expenses and deferred charges   |   |                   |                |                       |
| 10a                    | Investments - U S and state government obligations  |   |                   |                |                       |
| b                      | Investments - corporate stock   | STMT 10   | 34,775,882.       | 39,300,775.    | 49,769,320.           |
| c                      | Investments - corporate bonds   |   |                   |                |                       |
| 11                     | Investments - land, buildings, and equipment basis ►                                      |   |                   |                |                       |
|                        | Less: accumulated depreciation ►  |   |                   |                |                       |
| 12                     | Investments - mortgage loans  |   |                   |                |                       |
| 13                     | Investments - other   | STMT 11   | 6,999,007.        | 4,136,923.     | 3,283,643.            |
| 14                     | Land, buildings, and equipment: basis ►   | 31,388.   |                   |                |                       |
|                        | Less: accumulated depreciation STMT 9 ►   | 28,356.   | 8,070.            | 3,032.         | 3,032.                |
| 15                     | Other assets (describe ► RENT DEPOSIT )   |   | 994.              | 994.           | 994.                  |
| 16                     | Total assets (to be completed by all filers)  |   | 43,552,641.       | 44,602,121.    | 54,217,426.           |
| 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   |   |                   |                |                       |
| 22                     | Other liabilities (describe ► EXCISE TAX PAYABLE)   |   | 1,855.            | 0.             |                       |
| 23                     | Total liabilities (add lines 17 through 22)   |   | 1,855.            | 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  |   | 25,582.           | 25,582.        |                       |
| 28                     | Paid-in or capital surplus, or land, bldg., and equipment fund                            |   | 42,339,201.       | 43,131,648.    |                       |
| 29                     | Retained earnings, accumulated income, endowment, or other funds                          |   | 1,186,003.        | 1,444,891.     |                       |
| 30                     | Total net assets or fund balances   |   | 43,550,786.       | 44,602,121.    |                       |
| 31                     | Total liabilities and net assets/fund balances  |   | 43,552,641.       | 44,602,121.    |                       |

## 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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 43,550,786. |
| 2 | Enter amount from Part I, line 27a  | 2 | 1,051,335.  |
| 3 | Other increases not included in line 2 (itemize) ►  | 3 | 0.          |
| 4 | Add lines 1, 2, and 3   | 4 | 44,602,121. |
| 5 | Decreases not included in line 2 (itemize) ►  | 5 | 0.          |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30   | 6 | 44,602,121. |

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.)  | (d) Date sold<br>(mo., day, yr.) |
|--|---|---|--|---|----------------------------------|
| <b>1a</b>  |   |   |  |   |                                  |
| <b>b</b>   | <b>SEE ATTACHED STATEMENT</b>   |   |  |   |                                  |
| <b>c</b>   |   |   |  |   |                                  |
| <b>d</b>   |   |   |  |   |                                  |
| <b>e</b>   |   |   |  |   |                                  |
| (e) Gross sales price  | (f) Depreciation allowed<br>(or allowable)  | (g) Cost or other basis<br>plus expense of sale |  | (h) Gain or (loss)<br>(e) plus (f) minus (g)  |                                  |
| a  |   |   |  |   |                                  |
| b  |   |   |  |   |                                  |
| c  |   |   |  |   |                                  |
| d  |   |   |  |   |                                  |
| e <b>13,080,595.</b>   |   | <b>10,848,534.</b>                              |  | <b>2,232,061.</b>   |                                  |
| 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<br>as of 12/31/69  | (k) Excess of col. (i)<br>over col. (j), if any |  |   |                                  |
| a  |   |   |  |   |                                  |
| b  |   |   |  |   |                                  |
| c  |   |   |  |   |                                  |
| d  |   |   |  |   |                                  |
| e  |   |   |  | <b>2,232,061.</b>   |                                  |
| 2 Capital gain net income or (net capital loss)  | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } |   | 2  | <b>2,232,061.</b>   |                                  |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter -0- in Part I, line 8 |   |   | 3  | <b>N/A</b>  |                                  |

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

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

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

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

 Yes  No

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

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

| (a)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|--|--|--|---|
| 2010   | <b>2,305,189.</b>                        | <b>51,511,010.</b>                           | <b>.044751</b>  |
| 2009   | <b>1,967,606.</b>                        | <b>46,258,580.</b>                           | <b>.042535</b>  |
| 2008   | <b>2,533,084.</b>                        | <b>39,148,404.</b>                           | <b>.064705</b>  |
| 2007   | <b>2,618,565.</b>                        | <b>50,803,990.</b>                           | <b>.051543</b>  |
| 2006   | <b>2,866,868.</b>                        | <b>59,565,879.</b>                           | <b>.048129</b>  |

|  |   |                    |
|--|---|--------------------|
| 2 Total of line 1, column (d)  | 2 | <b>.251663</b>     |
| 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 | <b>.050333</b>     |
| 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5   | 4 | <b>50,053,430.</b> |
| 5 Multiply line 4 by line 3  | 5 | <b>2,519,339.</b>  |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)   | 6 | <b>28,890.</b>     |
| 7 Add lines 5 and 6  | 7 | <b>2,548,229.</b>  |
| 8 Enter qualifying distributions from Part XII, line 4   | 8 | <b>2,596,172.</b>  |

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

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

|    |  |    |         |
|----|--|----|---------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1                                | 1  | 28,890. |
|    | 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  | 0.      |
| 3  | Add lines 1 and 2  | 3  | 28,890. |
| 4  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)  | 4  | 0.      |
| 5  | <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-   | 5  | 28,890. |
| 6  | <b>Credits/Payments</b>  |    |         |
| a  | 2011 estimated tax payments and 2010 overpayment credited to 2011  | 6a | 46,500. |
| 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  | 46,500. |
| 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  |         |
| 10 | <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid   | 10 | 17,610. |
| 11 | Enter the amount of line 10 to be Credited to 2012 estimated tax ►   | 11 | 0.      |

**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 instructions for definition)?<br><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> | 1b  | X  |
| 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<br>(1) On the foundation. ► \$ 0. (2) On foundation managers ► \$ 0.   |     |    |
| e  | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.   |     |    |
| 2  | Has the foundation engaged in any activities that have not previously been reported to the IRS?<br><i>If "Yes," attach a detailed description of the activities.</i>   | 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  |    |
| 5  | Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br><i>If "Yes," attach the statement required by General Instruction T.</i>   | 5   | X  |
| 6  | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either<br>• By language in the governing instrument, or<br>• 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?<br><i>If "Yes," complete Part II, col. (c), and Part XV.</i>   | 7   | X  |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) ►<br><b>TX</b>  |     |    |
| 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)**

|    |  |  |  |
|----|--|--|--|
| 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)  | <input type="checkbox"/> 11                  | <input checked="" type="checkbox"/> 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)   | <input type="checkbox"/> 12                  | <input checked="" type="checkbox"/> X  |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► GFYFOUNDATION.ORG  | <input type="checkbox"/> 13                  | <input checked="" type="checkbox"/> X  |
| 14 | The books are in care of ► CAROL Y MARVIN<br>Located at ► 14850 MONTFORT DRIVE, SUITE 269, DALLAS, TX  | Telephone no ► 972-404-4001<br>ZIP+4 ► 75254 |  |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year  | <input type="checkbox"/> 15                  | <input type="checkbox"/> N/A   |
| 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?<br>See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ► | <input type="checkbox"/> 16                  | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No<br><input checked="" type="checkbox"/> X |

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

|    | File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  | Yes  | No                                    |
|----|--|--|---------------------------------------|
| 1a | During the year did the foundation (either directly or indirectly):<br>(1) Engage in the sale or exchange, or leasing of property with a disqualified person?<br>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?<br>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?<br>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?<br>(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)?<br>(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<br><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No<br><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No<br><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |                                       |
| 1b | 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)?<br>Organizations relying on a current notice regarding disaster assistance check here ►   | <input type="checkbox"/> 1b  | <input checked="" type="checkbox"/> X |
| 1c | 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?  | <input type="checkbox"/> 1c  | <input checked="" type="checkbox"/> 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))<br>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?<br>If "Yes," list the years ►   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |                                       |
| 2b | 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.)  | <input type="checkbox"/> 2b  | <input type="checkbox"/> N/A          |
| 3a | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.<br>►  |  |                                       |
| 3b | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?<br>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.)  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br><input type="checkbox"/> 3b   | <input type="checkbox"/> N/A          |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  | <input type="checkbox"/> 4a  | <input checked="" type="checkbox"/> X |
| 4b | 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?  | <input type="checkbox"/> 4b  | <input checked="" type="checkbox"/> X |

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here ► 

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

 Yes  No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes  No

6b

X

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes  No

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| SEE STATEMENT 12     |   | 20,000.                                   | 0.  | 0.                                    |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |

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

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| CHRISTOPHER M SHAW<br>7324 LAKEHURST, DALLAS, TX 75230        | GRANT OFFICER<br>40.00                                    | 102,000.         | 17,175.   | 0.                                    |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |

Total number of other employees paid over \$50,000

►

0

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

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

**Total number of others receiving over \$50,000 for professional services**


0

**Part IX-A** **Summary of Direct Charitable Activities**

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

Expenses

|       |  |    |
|-------|--|----|
| 1 N/A |  |    |
|       |  | 0. |
| 2     |  |    |
|       |  |    |
| 3     |  |    |
|       |  |    |
| 4     |  |    |
|       |  |    |

**Part IX-B** **Summary of Program-Related Investments**

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

Amount

|  |  |    |
|--|--|----|
| 1 N/A  |  |    |
|  |  | 0. |
| 2  |  |    |
|  |  |    |
| All other program-related investments. See instructions. |  |    |
| 3 N/A  |  |    |
|  |  | 0. |
| <b>Total. Add lines 1 through 3</b>                      |  | 0. |

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

|   |    |             |
|---|----|-------------|
| 1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |    |             |
| a Average monthly fair market value of securities   | 1a | 45,893,150. |
| b Average of monthly cash balances  | 1b | 1,634,846.  |
| c Fair market value of all other assets   | 1c | 3,287,669.  |
| d Total (add lines 1a, b, and c)  | 1d | 50,815,665. |
| e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | 1e | 0.          |
| 2 Acquisition indebtedness applicable to line 1 assets  | 2  | 0.          |
| 3 Subtract line 2 from line 1d  | 3  | 50,815,665. |
| 4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)    | 4  | 762,235.    |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4         | 5  | 50,053,430. |
| 6 Minimum investment return. Enter 5% of line 5   | 6  | 2,502,672.  |

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ►  and do not complete this part)

|   |    |            |
|---|----|------------|
| 1 Minimum investment return from Part X, line 6   | 1  | 2,502,672. |
| 2a Tax on investment income for 2011 from Part VI, line 5   | 2a | 28,890.    |
| b Income tax for 2011 (This does not include the tax from Part VI)                                  | 2b |            |
| c Add lines 2a and 2b   | 2c | 28,890.    |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1                             | 3  | 2,473,782. |
| 4 Recoveries of amounts treated as qualifying distributions   | 4  | 0.         |
| 5 Add lines 3 and 4   | 5  | 2,473,782. |
| 6 Deduction from distributable amount (see instructions)  | 6  | 0.         |
| 7 Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 2,473,782. |

**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 | 2,596,172. |
| b Program-related investments - total from Part IX-B   | 1b | 0.         |
| 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                        | 2  |            |
| 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  | 2,596,172. |
| 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 | 5  | 28,890.    |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4   | 6  | 2,567,282. |

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)<br>Corpus | (b)<br>Years prior to 2010 | (c)<br>2010 | (d)<br>2011 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2011 from Part XI, line 7   |               |                            |             | 2,473,782.  |
| 2 Undistributed Income, if any, as of the end of 2011  |               |                            | 2,324,025.  |             |
| a Enter amount for 2010 only   |               |                            |             |             |
| b Total for prior years  |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2011:   |               |                            |             |             |
| a From 2006  |               |                            |             |             |
| b From 2007  |               |                            |             |             |
| c From 2008  |               |                            |             |             |
| d From 2009  |               |                            |             |             |
| e From 2010  |               |                            |             |             |
| f Total of lines 3a through e  |               | 0.                         |             |             |
| 4 Qualifying distributions for 2011 from Part XII, line 4. ► \$ 2,596,172.   |               |                            | 2,324,025.  |             |
| 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)  |               | 0.                         |             |             |
| d Applied to 2011 distributable amount   |               |                            |             | 272,147.    |
| e Remaining amount distributed out of corpus   |               | 0.                         |             | 0.          |
| 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  |               | 0.                         |             |             |
| b Prior years' undistributed income. Subtract line 4b from line 2b   |               | 0.                         |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed |               | 0.                         |             |             |
| d Subtract line 6c from line 6b. Taxable amount - see instructions   |               | 0.                         |             |             |
| e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr.  |               |                            | 0.          |             |
| f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012   |               |                            |             | 2,201,635.  |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)   |               | 0.                         |             |             |
| 8 Excess distributions carryover from 2006 not applied on line 5 or line 7   |               | 0.                         |             |             |
| 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a  |               | 0.                         |             |             |
| 10 Analysis of line 9:   |               |                            |             |             |
| a Excess from 2007   |               |                            |             |             |
| b Excess from 2008   |               |                            |             |             |
| c Excess from 2009   |               |                            |             |             |
| d Excess from 2010   |               |                            |             |             |
| e Excess from 2011   |               |                            |             |             |



**Part XV Supplementary Information (continued)**

| 3 Grants and Contributions Paid During the Year or Approved for Future Payment            |   |                                |                                  | Amount          |
|---|---|--------------------------------|----------------------------------|-----------------|
| 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 |                 |
| Name and address (home or business)   |   |                                |                                  |                 |
| <b>a Paid during the year</b>   |   |                                |                                  |                 |
| SEE STATEMENT: PT XV-1 ATTACHED   |   |                                |                                  | 2,352,000.      |
|   |   |                                |                                  |                 |
|   |   |                                |                                  |                 |
|   |   |                                |                                  |                 |
|   |   |                                |                                  |                 |
|   |   |                                |                                  |                 |
|   |   |                                |                                  |                 |
| <b>Total</b>  |   |                                |                                  | ► 3a 2,352,000. |
| <b>b Approved for future payment</b>  |   |                                |                                  |                 |
| AUSTIN COLLEGE<br>900 NORTH GRAND, SUITE 6G<br>SHERMAN, TX 75090                          | N/A   | PUBLIC                         | GENERAL                          | 40,000.         |
| SCHREINER UNIVERSITY<br>2100 MEMORIAL BOULEVARD<br>KERRVILLE, TX 78028                    | N/A   | PUBLIC                         | GENERAL                          | 20,000.         |
| SFA PINEY WOODS NATIVE PLANT CENTER<br>P O BOX 13000-SFA STATION<br>NACOGDOCHES, TX 75962 | N/A   | PUBLIC                         | GENERAL                          | 50,000.         |
| <b>Total</b>  | SEE CONTINUATION SHEET(S)   |                                |                                  | ► 3b 170,000.   |

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

| Enter gross amounts unless otherwise indicated.                 |  | Unrelated business income |               | Excluded by section 512, 513, or 514 | (e)<br>Related or exempt<br>function income |            |
|---|--|---------------------------|---------------|--------------------------------------|---|------------|
|   |  | (a)<br>Business<br>code   | (b)<br>Amount | (c)<br>Exclu-<br>sion<br>code        | (d)<br>Amount                               |            |
| 1 Program service revenue                                       |  |                           |               |                                      |   |            |
| a   |  |                           |               |                                      |   |            |
| b   |  |                           |               |                                      |   |            |
| c   |  |                           |               |                                      |   |            |
| d   |  |                           |               |                                      |   |            |
| e   |  |                           |               |                                      |   |            |
| f   |  |                           |               |                                      |   |            |
| g Fees and contracts from government agencies                   |  |                           |               |                                      |   |            |
| 2 Membership dues and assessments                               |  |                           |               |                                      |   |            |
| 3 Interest on savings and temporary cash investments            |  |                           |               |                                      | 14  | 9.         |
| 4 Dividends and interest from securities                        |  |                           |               |                                      | 14  | 837,358.   |
| 5 Net rental income or (loss) from real estate                  |  |                           |               |                                      |   |            |
| a Debt-financed property  |  |                           |               |                                      |   |            |
| b Not debt-financed property                                    |  |                           |               |                                      |   |            |
| 6 Net rental income or (loss) from personal property            |  |                           |               |                                      |   |            |
| 7 Other investment income                                       |  |                           |               |                                      | 14  | 273,056.   |
| 8 Gain or (loss) from sales of assets other than inventory      |  |                           |               |                                      | 18  | 2,232,061. |
| 9 Net income or (loss) from special events                      |  |                           |               |                                      |   |            |
| 10 Gross profit or (loss) from sales of inventory               |  |                           |               |                                      |   |            |
| 11 Other revenue:   |  |                           |               |                                      |   |            |
| a   |  |                           |               |                                      |   |            |
| b   |  |                           |               |                                      |   |            |
| c   |  |                           |               |                                      |   |            |
| d   |  |                           |               |                                      |   |            |
| e   |  |                           |               |                                      |   |            |
| 12 Subtotal. Add columns (b), (d), and (e)                      |  |                           | 0.            |                                      | 3,342,484.                                  | 0.         |
| 13 Total. Add line 12, columns (b), (d), and (e)                |  |                           |               |                                      | 13  | 3,342,484. |
| (See worksheet in line 13 instructions to verify calculations.) |  |                           |               |                                      |   |            |

## **Relationship of Activities to the Accomplishment of Exempt Purposes**



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

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

OMB No. 1545-0047

**2011****Name of the organization****Employer identification number****GEORGE & FAY YOUNG FOUNDATION INC****75-2478225****Organization type (check one):****Filers of:** **Section:**

Form 990 or 990-EZ

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

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation**Check if your organization is covered by the General Rule or a Special Rule.****Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

**Special Rules**

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

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

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

---

**Name of organization**

**Employer identification number**

GEORGE & FAY YOUNG FOUNDATION INC

75-2478225

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

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4   | (c)<br>Total contributions | (d)<br>Type of contribution  |
|------------|-------------------------------------|----------------------------|--|
| 1          | CHARITABLE LEAD UNITRUST U/W GEORGE | \$ 792,446.                | <input checked="" type="checkbox"/> Person<br><input type="checkbox"/> Payroll<br><input type="checkbox"/> Noncash |
|            | YOUNG                               |                            | (Complete Part II if there is a noncash contribution.)   |
|            | 14850 MONTFORT DRIVE, SUITE 267     |                            |  |
|            | DALLAS, TX 75254                    |                            |  |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4   | (c)<br>Total contributions | (d)<br>Type of contribution  |
|            |                                     |                            | <input type="checkbox"/> Person<br><input type="checkbox"/> Payroll<br><input type="checkbox"/> Noncash            |
|            |                                     |                            | (Complete Part II if there is a noncash contribution.)   |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4   | (c)<br>Total contributions | (d)<br>Type of contribution  |
|            |                                     |                            | <input type="checkbox"/> Person<br><input type="checkbox"/> Payroll<br><input type="checkbox"/> Noncash            |
|            |                                     |                            | (Complete Part II if there is a noncash contribution.)   |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4   | (c)<br>Total contributions | (d)<br>Type of contribution  |
|            |                                     |                            | <input type="checkbox"/> Person<br><input type="checkbox"/> Payroll<br><input type="checkbox"/> Noncash            |
|            |                                     |                            | (Complete Part II if there is a noncash contribution.)   |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4   | (c)<br>Total contributions | (d)<br>Type of contribution  |
|            |                                     |                            | <input type="checkbox"/> Person<br><input type="checkbox"/> Payroll<br><input type="checkbox"/> Noncash            |
|            |                                     |                            | (Complete Part II if there is a noncash contribution.)   |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4   | (c)<br>Total contributions | (d)<br>Type of contribution  |
|            |                                     |                            | <input type="checkbox"/> Person<br><input type="checkbox"/> Payroll<br><input type="checkbox"/> Noncash            |
|            |                                     |                            | (Complete Part II if there is a noncash contribution.)   |

GEORGE & FAY YOUNG FOUNDATION INC

75-2478225

## Part XV Supplementary Information

### 3 Grants and Contributions Approved for Future Payment (Continuation)

GEORGE &amp; FAY YOUNG FOUNDATION INC

## Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold, e.g., real estate,<br>2-story brick warehouse, or common stock, 200 shs. MLC Co. | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr) | (d) Date sold<br>(mo., day, yr) |
|--|--|-------------------------------------|---------------------------------|
| a PART IV-STATEMENT 1  | P  | 01/13/11                            | 12/20/11                        |
| b PART IV-STATEMENT 1  | P  | VARIOUS                             | VARIOUS                         |
| c PART IV-STATEMENT 2  | P  | VARIOUS                             | VARIOUS                         |
| d PART IV-STATEMENT 3  | P  | VARIOUS                             | VARIOUS                         |
| e PART IV-STATEMENT 3  | P  | VARIOUS                             | VARIOUS                         |
| f PART IV-STATEMENT 4  | P  | VARIOUS                             | VARIOUS                         |
| g PART IV-STATEMENT 4  | P  | VARIOUS                             | VARIOUS                         |
| h PART IV-STATEMENT 5  | P  | VARIOUS                             | VARIOUS                         |
| i PART IV-STATEMENT 5  | P  | VARIOUS                             | VARIOUS                         |
| j PART IV-STATEMENT 6  | P  | VARIOUS                             | VARIOUS                         |
| k PART IV-STATEMENT 6  | P  | VARIOUS                             | VARIOUS                         |
| l MASTHOLM INTL FINAL DISTRIBUTION   | P  | VARIOUS                             | 05/31/12                        |
| m PARTNERSHIP FLOW THROUGH CAPITAL GAINS   | P  |                                     |                                 |
| n CAPITAL GAINS DIVIDENDS  |  |                                     |                                 |
| o  |  |                                     |                                 |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a 33,369.             |  | 81,278.   | -47,909.                                     |
| b 1,076,166.          |  | 818,133.  | 258,033.                                     |
| c 139,047.            |  | 131,056.  | 7,991.                                       |
| d 206,169.            |  | 249,755.  | -43,586.                                     |
| e 144,617.            |  | 122,312.  | 22,305.                                      |
| f 571,729.            |  | 622,415.  | -50,686.                                     |
| g 2,444,750.          |  | 2,144,927.                                      | 299,823.                                     |
| h 56,591.             |  | 74,360.   | -17,769.                                     |
| i 450,458.            |  | 269,282.  | 181,176.                                     |
| j 3,454,403.          |  | 3,390,206.                                      | 64,197.                                      |
| k 4,123,543.          |  | 2,944,810.                                      | 1,178,733.                                   |
| l 275.                |  |   | 275.   |
| m 286,623.            |  |   | 286,623.                                     |
| n 92,855.             |  |   | 92,855.                                      |
| o                     |  |   |  |

|   |                                      |   |   |
|---|--------------------------------------|---|---|
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |   | (i) Losses (from col. (h))<br>Gains (excess of col. (h) gain over col. (k),<br>but not less than "-0-") |
| (l) F M V as of 12/31/69  | (l) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (l)<br>over col. (j), if any |   |
| a   |                                      |   | -47,909.  |
| b   |                                      |   | 258,033.  |
| c   |                                      |   | 7,991.  |
| d   |                                      |   | -43,586.  |
| e   |                                      |   | 22,305.   |
| f   |                                      |   | -50,686.  |
| g   |                                      |   | 299,823.  |
| h   |                                      |   | -17,769.  |
| i   |                                      |   | 181,176.  |
| j   |                                      |   | 64,197.   |
| k   |                                      |   | 1,178,733.  |
| l   |                                      |   | 275.  |
| m   |                                      |   | 286,623.  |
| n   |                                      |   | 92,855.   |
| o   |                                      |   |   |

|  |   |            |
|--|---|------------|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter "-0-" in Part I, line 7 }  | 2 | 2,232,061. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c)<br>If (loss), enter "-0-" in Part I, line 8 } | 3 | N/A        |

GEORGE &amp; FAY YOUNG FOUNDATION INC

75-2478225

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

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

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

| SOURCE                           | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|----------------------------------|--------------|-------------------------|-------------------|
| THE NORTHERN TRUST COMPANY       | 92,855.      | 92,855.                 | 0.                |
| THE NORTHERN TRUST COMPANY       | 837,358.     | 0.                      | 837,358.          |
| TOTAL TO FM 990-PF, PART I, LN 4 | 930,213.     | 92,855.                 | 837,358.          |

## FORM 990-PF OTHER INCOME STATEMENT 3

| DESCRIPTION   | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|---|-----------------------------|-----------------------------------|-------------------------------|
| ORDINARY INCOME FROM PARTNERSHIPS<br>PARTNERSHIP-TAX EXEMPT | 273,027.<br>29.             | 273,027.<br>0.                    |                               |
| TOTAL TO FORM 990-PF, PART I, LINE 11                       | 273,056.                    | 273,027.                          |                               |

## FORM 990-PF LEGAL FEES STATEMENT 4

| DESCRIPTION                | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| LEGAL FEES                 | 11,054.                      | 11,054.                           |                               | 0.                            |
| TO FM 990-PF, PG 1, LN 16A | 11,054.                      | 11,054.                           |                               | 0.                            |

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING FEES              | 34,896.                      | 12,448.                           |                               | 22,448.                       |
| TO FORM 990-PF, PG 1, LN 16B | 34,896.                      | 12,448.                           |                               | 22,448.                       |

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 6

| DESCRIPTION                    | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|--------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INVESTMENT ADVISORY            | 17,485.                      | 17,485.                           |                               | 0.                            |
| INVESTMENT CONSULTANT          | 201,861.                     | 201,861.                          |                               | 0.                            |
| ADMINISTRATION FEES            | 18,559.                      | 0.                                |                               | 18,559.                       |
| NORTHERN TRUST CUSTODY<br>FEES | 23,111.                      | 23,111.                           |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 16C   | 261,016.                     | 242,457.                          |                               | 18,559.                       |

FORM 990-PF

TAXES

STATEMENT 7

| DESCRIPTION                                   | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|---|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FOREIGN TAX WITHHELD AT<br>SOURCE (DIVIDENDS) | 15,681.                      | 15,681.                           |                               | 0.                            |
| TAX ON INVESTMENT INCOME                      | 28,890.                      | 0.                                |                               | 0.                            |
| PAYROLL TAXES                                 | 10,136.                      | 0.                                |                               | 10,136.                       |
| TO FORM 990-PF, PG 1, LN 18                   | 54,707.                      | 15,681.                           |                               | 10,136.                       |

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT 8

| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| POSTAGE                     | 113.                         | 0.                                |                               | 113.                          |
| PARTNERSHIP EXPENSES        | 166,855.                     | 166,855.                          |                               | 0.                            |
| OFFICE SUPPLIES             | 944.                         | 0.                                |                               | 944.                          |
| DISTRIBUTION EXPENSE        | 10.                          | 0.                                |                               | 10.                           |
| REGISTRATION FEE            | 50.                          | 0.                                |                               | 50.                           |
| AMORTIZATION                | 2,500.                       | 0.                                |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 23 | 170,472.                     | 166,855.                          |                               | 1,117.                        |

## FORM 990-PF

## DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT

## STATEMENT 9

| DESCRIPTION               | COST OR<br>OTHER BASIS | ACCUMULATED<br>DEPRECIATION | BOOK VALUE | FAIR MARKET<br>VALUE |
|---------------------------|------------------------|-----------------------------|------------|----------------------|
| TELEPHONE SYSTEM          | 2,895.                 | 2,895.                      | 0.         | 0.                   |
| FILING CABINET            | 470.                   | 470.                        | 0.         | 0.                   |
| FURNITURE                 | 1,185.                 | 1,185.                      | 0.         | 0.                   |
| REUPHOLSTERY              | 1,404.                 | 1,404.                      | 0.         | 0.                   |
| LAMPS                     | 901.                   | 901.                        | 0.         | 0.                   |
| REUPHOLSTERY              | 1,138.                 | 1,138.                      | 0.         | 0.                   |
| ZAENGLER FRAMED PHOTO     | 253.                   | 253.                        | 0.         | 0.                   |
| FILE CABINET              | 569.                   | 569.                        | 0.         | 0.                   |
| FRAMING                   | 378.                   | 378.                        | 0.         | 0.                   |
| TELEPHONE SYSTEM          | 975.                   | 975.                        | 0.         | 0.                   |
| TELEPHONE SYSTEM          | 190.                   | 190.                        | 0.         | 0.                   |
| TELEPHONE SYSTEM          | 400.                   | 400.                        | 0.         | 0.                   |
| CHAIR                     | 126.                   | 119.                        | 7.         | 7.                   |
| FURNITURE                 | 5,000.                 | 3,659.                      | 1,341.     | 1,341.               |
| SOFTWARE                  | 7,500.                 | 7,500.                      | 0.         | 0.                   |
| 2 COMPUTERS               | 2,224.                 | 1,557.                      | 667.       | 667.                 |
| FILE CABINET              | 780.                   | 388.                        | 392.       | 392.                 |
| SOFTWARE-2 YR RENEWAL     | 5,000.                 | 4,375.                      | 625.       | 625.                 |
| TO 990-PF, PART II, LN 14 | 31,388.                | 28,356.                     | 3,032.     | 3,032.               |

FORM 990-PF

CORPORATE STOCK

STATEMENT 10

| DESCRIPTION                             | BOOK VALUE  | FAIR MARKET VALUE |
|---|-------------|-------------------|
| SEE STATEMENT: PT II-1                  | 39,300,775. | 49,769,320.       |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 39,300,775. | 49,769,320.       |

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 11

| DESCRIPTION                              | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|--|------------------|------------|-------------------|
| CROSSROADS 1997 VENTURE CAPITAL I LP     | COST             | 387,508.   | 174,052.          |
| CROSSROADS 1997 EUROPEAN PVT EQUITY I LP | COST             | 108,268.   | 35,962.           |
| COLONIAL MOBILE HOMES JV                 | COST             | 49,503.    | 252,136.          |
| MASTHOLM INTERNATIONAL EQUITY            | COST             | 0.         | 0.                |
| FT WASHINGTON PRIVATE EQ INV III         | COST             | 106,176.   | 93,342.           |
| NB CROSSROADS FUND XVIII LP              | COST             | 338,872.   | 241,022.          |
| SVB STRATEGIC INVESTORS FUND III LP      | COST             | 256,653.   | 248,281.          |
| LAZARD LTD PARTNERSHIP                   | COST             | 203,609.   | 206,150.          |
| ALTERNATIVE INVESTMENTS                  | COST             |            |                   |
| INSTITUTIONAL LP                         | COST             | 1,098,403. | 1,239,754.        |
| NATURAL RESOURCE FUND                    | COST             | 1,587,931. | 792,944.          |
| TOTAL TO FORM 990-PF, PART II, LINE 13   |                  | 4,136,923. | 3,283,643.        |

FORM 990-PF

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

STATEMENT 12

| NAME AND ADDRESS  | TITLE AND<br>AVRG HRS/WK    | COMPEN-<br>SATION | EMPLOYEE<br>BEN PLAN<br>CONTRIB | EXPENSE<br>ACCOUNT |
|---|-----------------------------|-------------------|---------------------------------|--------------------|
| CAROL Y MARVIN<br>14850 MONTFORT DRIVE, SUITE 269<br>DALLAS, TX 75254   | DIR/PRES<br>1.00            | 5,000.            | 0.                              | 0.                 |
| RICHARD L RIPLEY<br>14850 MONTFORT DRIVE, SUITE 267<br>DALLAS, TX 75254 | DIR/SEC/ASSIS TREAS<br>2.00 | 0.                | 0.                              | 0.                 |
| JUDY PIEPENBROK<br>14850 MONTFORT DRIVE, SUITE 267<br>DALLAS, TX 75254  | ASSIS SEC/TREAS<br>4.00     | 0.                | 0.                              | 0.                 |
| TERESA WOBIG<br>14850 MONTFORT DRIVE, SUITE 267<br>DALLAS, TX 75254     | ASSIS TREAS<br>2.00         | 0.                | 0.                              | 0.                 |
| JOHN GREEN<br>PO BOX 233<br>MORGAN HILL, TX 76465                       | DIRECTOR<br>1.00            | 5,000.            | 0.                              | 0.                 |
| JOHN C FRANKLIN<br>9400 N CENTRAL EXPY, SUITE 320<br>DALLAS, TX 75231   | DIR/VICE PRES<br>1.00       | 5,000.            | 0.                              | 0.                 |
| MICHAEL E MARVIN<br>14850 MONTFORT DRIVE, SUITE 267<br>DALLAS, TX 75254 | DIR/TREAS<br>1.00           | 5,000.            | 0.                              | 0.                 |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII                            |                             | 20,000.           | 0.                              | 0.                 |

FORM 990-PF

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

STATEMENT 13

## NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

## TELEPHONE NUMBER

972-404-4001

## FORM AND CONTENT OF APPLICATIONS

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

## ANY SUBMISSION DEADLINES

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

## RESTRICTIONS AND LIMITATIONS ON AWARDS

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

## STATEMENT PT II-1

PART II, LINE 10b

|       |                           |           | End of Year |              |
|-------|---------------------------|-----------|-------------|--------------|
|       |                           |           | Book Value  | Market Value |
| 700   | ACUITY BRANDS CORP        | 24,647.66 | 46,305.00   |              |
| 3,200 | ACCO BRANDS INC           | 27,224.00 | 21,568.00   |              |
| 900   | ALLETTE INC               | 38,314.68 | 35,289.00   |              |
| 3,900 | AVIS BUDGET GROUP         | 56,614.92 | 73,866.00   |              |
| 1,405 | BABCOCK & WILCOX          | 31,474.38 | 35,391.95   |              |
| 2,600 | BENEFICIAL MUT BANCORP    | 24,050.03 | 24,362.00   |              |
| 2,400 | BROADRIDGE FINL SOLUTIONS | 44,970.80 | 56,664.00   |              |
| 4,700 | CAPITOL FEDERAL FINANCIAL | 57,154.20 | 55,883.00   |              |
| 1,100 | CARRIZO OIL & GAS         | 38,274.86 | 22,825.00   |              |
| 1,600 | CBOE HOLDINGS             | 43,999.40 | 47,968.00   |              |
| 3,200 | CHEMTURA CORPORATION      | 55,053.48 | 65,024.00   |              |
| 1,600 | CHICAGO BRIDGE & IRON     | 38,281.12 | 65,008.00   |              |
| 840   | CIRCOR INTL               | 20,776.14 | 30,357.60   |              |
| 500   | COMPASS MINERALS          | 28,780.00 | 38,200.00   |              |
| 400   | COMVERSE INC              | 11,763.24 | 11,508.00   |              |
| 4,200 | COMVERSE TECHNOLOGY       | 14,525.70 | 14,952.00   |              |
| 2,400 | DANA HOLDING CORPORATION  | 41,781.46 | 34,032.00   |              |
| 700   | DELTIC TIMBER CORP        | 33,209.68 | 48,335.00   |              |
| 7,130 | DENNYS CORP               | 28,179.47 | 33,867.50   |              |
| 700   | DINEEQUITY INC            | 40,348.00 | 44,135.00   |              |
| 700   | DRESSER-RAND GROUP        | 24,174.22 | 36,967.00   |              |
| 1,350 | ENPRO INDs INC            | 45,395.91 | 53,028.00   |              |
| 2,500 | FIRST AMERN FINL CORP     | 35,742.65 | 59,500.00   |              |
| 4,400 | FIRST NIAGARA FINANCIAL   | 50,440.32 | 33,176.00   |              |
| 2,187 | FIRSTMERIT CORP           | 42,824.58 | 30,792.96   |              |
| 3,000 | FLOWERS FOODS INC         | 35,735.73 | 70,620.00   |              |
| 400   | FLOWSERVE CORP            | 19,560.80 | 55,420.00   |              |
| 800   | FORTUNE BRANDS HOME       | 13,166.00 | 23,992.00   |              |
| 1,600 | FORESTAR GROUP            | 31,000.90 | 23,648.00   |              |
| 800   | FOSTER L B CO             | 13,161.84 | 33,160.00   |              |
| 500   | GENESEE & WYO INC         | 26,956.65 | 36,475.00   |              |
| 1,600 | GULFPORT ENERGY CORP      | 47,599.84 | 60,864.00   |              |
| 2,100 | HANESBRANDS INC           | 51,003.54 | 75,810.00   |              |
| 1,400 | HANOVER INS GROUP         | 57,993.56 | 51,170.00   |              |
| 1,850 | HILL ROM HLDGS            | 40,775.11 | 51,726.00   |              |
| 2,500 | ITT CORP                  | 52,757.09 | 55,925.00   |              |
| 910   | IBERIABANK CORP           | 40,286.82 | 44,362.50   |              |
| 1,600 | JOHN BEAN TECH CORP       | 23,223.36 | 26,064.00   |              |
| 900   | KAISET ALUM CORP          | 28,969.71 | 54,783.00   |              |
| 500   | KANSAS CITY SOUTHERN      | 13,352.05 | 39,075.00   |              |

## STATEMENT PT II-1

## PART II, LINE 10b

|       |                         | End of Year |              |
|-------|-------------------------|-------------|--------------|
|       |                         | Book Value  | Market Value |
| 1,600 | KBW INC                 | 28,426.24   | 27,600.00    |
| 700   | KOPPERS HLDGS           | 24,707.34   | 24,773.00    |
| 1,400 | MANNING & NAPIER        | 17,690.64   | 17,514.00    |
| 3,710 | MCDERMOTT INTL INC      | 41,660.13   | 39,066.30    |
| 2,150 | NCR CORP                | 35,022.86   | 51,449.50    |
| 4,300 | NORTHWEST BANCSHARES    | 51,035.88   | 51,299.00    |
| 1,200 | NORTHWESTERN CORP       | 42,595.00   | 41,628.00    |
| 1,400 | OASIS PETROLEUM INC     | 41,600.77   | 42,308.00    |
| 2,800 | PHH CORP                | 52,408.50   | 61,348.00    |
| 1,300 | PATTERSON COS           | 26,643.63   | 44,330.00    |
| 2,000 | PENSKE AUTOMOTIVE GROUP | 41,551.62   | 58,260.00    |
| 700   | REGAL BELOIT            | 45,422.61   | 48,825.00    |
| 2,200 | REGIS CORP              | 39,292.94   | 36,234.00    |
| 900   | RYLAND GROUP            | 28,246.31   | 30,105.00    |
| 2,000 | SALLY BEAUTY HLDGS      | 17,188.60   | 50,700.00    |
| 1,000 | SMITH A O CORP          | 38,209.70   | 62,950.00    |
| 1,900 | SUNCOKE ENERGY          | 27,140.04   | 30,875.00    |
| 1,600 | TRINITY IND             | 34,632.80   | 50,832.00    |
| 1,200 | VAIL RESORTS INC        | 47,868.84   | 67,584.00    |
| 1,300 | VECTREN CORP            | 33,054.06   | 38,025.00    |
| 2,600 | VIEWPOINT FINL GROUP    | 35,826.52   | 53,170.00    |
| 900   | WABTEC CORP             | 24,814.71   | 76,158.00    |
| 790   | WADDELL & REED FINL     | 23,862.11   | 25,667.10    |
| 3,500 | WESTFIELD FINL          | 37,426.55   | 24,395.00    |
| 900   | WEX INC                 | 21,874.68   | 64,764.00    |
| 1,200 | WINTRUST FINL           | 40,101.69   | 44,148.00    |
| 750   | WYNDHAM WORLDWIDE CORP  | 20,956.20   | 36,817.50    |
| 2,875 | ABBOTT LABS COM         | 174,287.65  | 186,875.00   |
| 6,940 | AFLAC                   | 299,393.26  | 367,750.60   |
| 7,960 | ALTRIA GROUP            | 113,036.95  | 269,127.60   |
| 5,105 | AMERICAN EXPRESS        | 299,765.00  | 285,369.50   |
| 4,325 | AT&T INC                | 124,776.25  | 147,612.25   |
| 920   | BHP BILLITON            | 62,803.53   | 66,276.80    |
| 1,585 | BLACKROCK INC           | 298,095.97  | 312,308.40   |
| 5,950 | BRISTOL MYERS SQUIBB    | 165,791.40  | 194,148.50   |
| 5,560 | BROADCOM CORP           | 207,779.70  | 180,032.80   |
| 4,110 | CAPITAL ONE FINANCIAL   | 215,920.95  | 236,736.00   |
| 900   | CATERPILLAR INC         | 81,002.85   | 76,716.00    |
| 4,500 | CHEVRON CORP            | 342,990.00  | 475,605.00   |
| 7,170 | CISCO SYSTEMS           | 132,027.65  | 135,584.70   |

## STATEMENT: PT II-1

## PART II, LINE 10b

|        |                          | End of Year |              |
|--------|--------------------------|-------------|--------------|
|        |                          | Book Value  | Market Value |
| 3,765  | COACH INC                | 225,031.28  | 217,767.60   |
| 3,950  | CONOCOPHILLIPS           | 197,359.78  | 224,913.00   |
| 4,000  | COVIDIEN PLC USDO 20     | 216,074.33  | 232,440.00   |
| 5,120  | DANAHER CORP             | 206,009.60  | 276,326.40   |
| 2,620  | DOMINION RES INC         | 91,097.40   | 133,908.20   |
| 4,070  | EATON CORP               | 150,597.77  | 212,291.20   |
| 4,600  | EMC CORP                 | 127,652.30  | 114,172.00   |
| 4,205  | ENSCO PLC                | 224,792.65  | 244,857.15   |
| 5,590  | EXPRESS SCRIPTS          | 301,547.40  | 301,021.50   |
| 2,240  | EXXON MOBIL CORP         | 196,449.57  | 197,433.60   |
| 14,750 | GENERAL ELECTRIC         | 303,223.47  | 311,667.50   |
| 2,510  | GENUINE PARTS            | 107,505.06  | 163,375.90   |
| 530    | GOOGLE INC               | 257,123.22  | 370,136.10   |
| 3,500  | HOME DEPOT               | 114,355.50  | 227,745.00   |
| 4,830  | ILL TOOL WKS             | 215,439.25  | 297,383.10   |
| 16,110 | INTEL CORP               | 372,478.76  | 315,272.70   |
| 1,720  | INTL BUSINESS MACHINES   | 174,461.49  | 326,920.40   |
| 4,710  | JPMORGAN CHASE           | 181,345.07  | 193,486.80   |
| 8,890  | MARATHON OIL             | 165,768.52  | 274,256.50   |
| 1,790  | MARATHON PETROLEUM       | 33,286.99   | 106,576.60   |
| 3,015  | MCDONALDS CORP           | 188,950.05  | 262,425.60   |
| 3,660  | MCKESSON CORP            | 126,875.30  | 345,760.20   |
| 7,400  | MICROSOFT CORP           | 200,775.00  | 196,988.00   |
| 2,345  | NOVARTIS                 | 121,891.83  | 145,507.25   |
| 1,780  | NORFOLK SOUTHERN         | 129,876.81  | 107,476.40   |
| 10,860 | ORACLE CORP              | 155,662.84  | 348,606.00   |
| 3,520  | PEPSICO INC              | 211,604.80  | 247,139.20   |
| 10,490 | PFIZER INC               | 246,968.49  | 262,459.80   |
| 6,500  | PHILIP MORRIS INTL       | 273,520.00  | 584,220.00   |
| 2,130  | PHILLIPS 66              | 67,581.15   | 111,548.10   |
| 2,420  | PRAXAIR INC              | 173,962.13  | 259,448.20   |
| 5,700  | QUALCOMM INC             | 220,201.58  | 362,634.00   |
| 4,750  | ROSS STORES              | 107,083.05  | 270,370.00   |
| 2,610  | STATE STR CORP           | 116,063.52  | 115,988.40   |
| 3,790  | TE CONNECTIVITY LTD      | 90,368.00   | 133,370.10   |
| 3,245  | UNION PAC CORP           | 161,146.70  | 398,421.10   |
| 4,180  | UNITEDHEALTH GROUP       | 170,967.74  | 227,350.20   |
| 3,370  | UNITED TECHNOLOGIES CORP | 173,049.50  | 269,970.70   |
| 6,315  | VODAFONE GROUP           | 174,016.72  | 162,927.00   |
| 3,655  | WALGREEN CO              | 128,705.80  | 123,941.05   |

## STATEMENT. PT II-1

## PART II, LINE 10b

|        |                            | End of Year |              |
|--------|----------------------------|-------------|--------------|
|        |                            | Book Value  | Market Value |
| 7,780  | WELLS FARGO                | 262,072.14  | 256,817.80   |
| 4,865  | YUM BRANDS INC             | 242,789.79  | 326,344.20   |
| 2,500  | ABBOTT LABS COM            | 104,524.17  | 162,500.00   |
| 4,500  | ADOBE SYS INC              | 124,733.86  | 155,745.00   |
| 5,200  | AKAMAI TECHNOLOGIES        | 127,811.06  | 190,424.00   |
| 450    | AMAZON COM                 | 86,018.45   | 113,422.50   |
| 2,500  | AT & T INC                 | 60,009.80   | 85,325.00    |
| 7,500  | AVON PRODUCTS INC          | 161,276.65  | 104,625.00   |
| 25,000 | BROCADE COMMUNICATIONS SYS | 164,658.90  | 142,000.00   |
| 5,500  | CABOT OIL & GAS            | 18,480.00   | 259,050.00   |
| 2,100  | CELGENE CORP               | 115,751.58  | 165,039.00   |
| 5,000  | CISCO SYSTEMS INC          | 73,632.81   | 94,550.00    |
| 5,000  | COCA-COLA COMPANY          | 122,101.20  | 189,600.00   |
| 1,000  | COLGATE PALMOLIVE          | 40,342.50   | 108,500.00   |
| 4,500  | COMERICA INC               | 125,172.00  | 133,155.00   |
| 14,000 | COML METALS CO             | 185,297.42  | 189,700.00   |
| 2,700  | COVIDIEN PLC               | 107,514.00  | 156,897.00   |
| 3,000  | CULLEN FROST BANKERS       | 147,210.60  | 163,830.00   |
| 4,500  | CVS CAREMARK CORP          | 74,743.20   | 209,295.00   |
| 3,000  | DANAHER CORP               | 91,506.75   | 161,910.00   |
| 1,800  | DEVON ENERGY CORP          | 105,882.36  | 93,006.00    |
| 7,000  | EMC CORP                   | 96,218.80   | 173,740.00   |
| 3,500  | FMC CORP                   | 77,468.53   | 194,110.00   |
| 8,200  | FOSTER WHEELER LTD         | 203,509.81  | 184,172.00   |
| 3,000  | GENERAL ELECTRIC CO        | 86,125.00   | 63,390.00    |
| 5,000  | GULFPORT ENERGY            | 108,668.00  | 190,200.00   |
| 4,000  | HOME DEPOT INC             | 113,332.77  | 260,280.00   |
| 3,000  | HONEYWELL INTL             | 114,077.45  | 183,990.00   |
| 4,500  | JPMORGAN CHASE             | 155,362.00  | 184,860.00   |
| 1,000  | KIMBERLY-CLARK CORP        | 44,476.41   | 85,720.00    |
| 2,500  | KOHLS CORP                 | 109,470.64  | 111,625.00   |
| 1,333  | KRAFT FOODS INC            | 47,878.63   | 60,278.26    |
| 14,000 | MASCO CORP                 | 235,538.80  | 237,440.00   |
| 4,000  | MONDELEZ INTL              | 89,222.32   | 103,560.00   |
| 2,100  | MONSANTO CO                | 132,157.62  | 192,339.00   |
| 5,250  | NATL INSTRS CORP           | 94,552.50   | 127,680.00   |
| 3,700  | NATL FUEL GAS CO           | 170,759.07  | 192,696.00   |
| 9,000  | NUANCE COMMUNICATIONS INC  | 143,037.00  | 200,160.00   |
| 3,000  | OASIS PETE INC             | 91,467.00   | 90,660.00    |
| 3,800  | ORACLE CORP                | 16,783.33   | 121,980.00   |

## STATEMENT: PT II-1

## PART II, LINE 10b

|        |                                  |            | End of Year |              |
|--------|----------------------------------|------------|-------------|--------------|
|        |                                  |            | Book Value  | Market Value |
| 2,200  | PALL CORP                        | 132,228 14 |             | 130,856.00   |
| 1,400  | PEPSICO INC                      | 50,487.50  |             | 98,294.00    |
| 4,000  | PERKINELMER INC                  | 89,036 80  |             | 126,600.00   |
| 1,500  | PETSMART INC                     | 29,857.50  |             | 105,990.00   |
| 2,500  | PROCTOR & GAMBLE CO              | 160,339.76 |             | 174,575.00   |
| 3,500  | RANGE RES CORP                   | 148,647.64 |             | 224,070.00   |
| 1,000  | ROCKWELL COLLINS                 | 53,150 00  |             | 57,180.00    |
| 1,500  | SCHLUMBERGER LIMITED             | 35,037.51  |             | 107,430.00   |
| 3,800  | SM ENERGY CO                     | 163,589 56 |             | 188,822.00   |
| 2,800  | THERMO FISHER CORP               | 110,704 50 |             | 177,940.00   |
| 3,200  | TIFFANY & CO                     | 113,616 96 |             | 188,736.00   |
| 3,700  | TIME WARNER                      | 112,071 52 |             | 175,010.00   |
| 4,000  | TRIMBLE NAV LTD                  | 87,104 25  |             | 222,560.00   |
| 5,000  | WALGREEN CO                      | 195,498.20 |             | 169,550.00   |
| 4,000  | WELLS FARGO & CO                 | 69,963.75  |             | 132,040.00   |
| 2,500  | WESCO INTL INC                   | 132,882 14 |             | 161,625.00   |
| 2,301  | CSL LTD                          | 48,031.53  |             | 62,011.95    |
| 874    | ANHEUSER BUSCH                   | 67,251.42  |             | 76,885.78    |
| 1,941  | PETROLEO BRASILEIRO              | 44,811.28  |             | 34,879.77    |
| 733    | CANADIAN NATL RY                 | 62,702 58  |             | 65,845.39    |
| 1,307  | IMPERIAL OIL LTD                 | 55,311 06  |             | 55,782.76    |
| 1,230  | POTASH CORP                      | 53,236 37  |             | 47,379.60    |
| 2,612  | NOKIAN TYRES OYJ                 | 48,530.96  |             | 54,930.36    |
| 5,370  | AIR LIQUIDE                      | 115,249.87 |             | 131,618.70   |
| 1,148  | DASSAULT SYS                     | 105,634.14 |             | 130,585.00   |
| 3,108  | L OREAL CO                       | 71,169 16  |             | 84,382.20    |
| 1,345  | LVMY MOET HENNESSY LOUIS VUITTON | 39,021 01  |             | 47,465.05    |
| 5,894  | SCHNEIDER ELEC SA                | 59,827.64  |             | 83,282.22    |
| 1,989  | SAP AG SPONSORED                 | 119,187 64 |             | 155,122.11   |
| 6,687  | ALLIANZ SE                       | 61,721 01  |             | 87,265.35    |
| 1,315  | FRESENIUS MED CARE               | 91,410.38  |             | 90,340.50    |
| 2,493  | QIAGEN N V                       | 40,749.33  |             | 46,120.50    |
| 5,721  | AIA GROUP LTD                    | 80,274.84  |             | 89,362.02    |
| 28,951 | LI & FUNG LTD                    | 102,648.67 |             | 93,222.22    |
| 2,378  | XINYI GLASS HLDGS                | 23,565.98  |             | 26,918.96    |
| 1,967  | ICICI BK LTD                     | 63,861.21  |             | 80,627.33    |
| 3,417  | HOYA CORP                        | 74,355.99  |             | 65,777.25    |
| 733    | JGC CORP                         | 43,422.92  |             | 48,663.87    |
| 3,756  | FANUC CORP                       | 98,820 36  |             | 105,919.20   |
| 1,926  | SYSMEX CORP                      | 41,254.92  |             | 43,623.90    |

## STATEMENT. PT II-1

PART II, LINE 10b

|        |                          |            | End of Year |              |
|--------|--------------------------|------------|-------------|--------------|
|        |                          |            | Book Value  | Market Value |
| 2,764  | AMER MOVIL SAB DE        | 73,649.82  | 65,202.76   |              |
| 2,481  | OAO GAZPROM LEVEL 1      | 22,625.73  | 22,080.90   |              |
| 1,156  | DBS GROUP HLDGS LTD      | 52,998.09  | 54,910.00   |              |
| 736    | SASOL LTD                | 30,005.91  | 31,169.60   |              |
| 2,415  | ATLAS COPCO              | 50,664.77  | 65,205.00   |              |
| 1,914  | SVENSKA HANDELSBANKEN    | 31,776.19  | 34,099.82   |              |
| 7,220  | LONZA GROUP AG           | 32,700.10  | 34,439.40   |              |
| 2,145  | NESTLE                   | 127,103.91 | 140,497.50  |              |
| 1,910  | ROCHE HLDG LTD           | 81,347.86  | 93,991.10   |              |
| 2,812  | SONOVA HLDG              | 51,558.58  | 61,329.72   |              |
| 2,775  | SWATCH GROUP             | 51,313.36  | 67,071.75   |              |
| 3,944  | TAIWAN SEMICONDUCTOR MFG | 51,263.88  | 68,112.88   |              |
| 16,374 | TURKIYE GARANTI BANKASI  | 61,579.07  | 79,741.38   |              |
| 1,297  | WPP GROUP PLC            | 80,396.23  | 89,103.90   |              |
| 4,389  | ARM HLDGS                | 101,492.60 | 163,797.48  |              |
| 3,501  | BG PLC ADR FINAL INSTMT  | 68,841.56  | 60,042.15   |              |
| 821    | HSBC HLDGS               | 33,085.31  | 41,977.73   |              |
| 2,756  | TESCO PLC                | 41,446.38  | 43,186.52   |              |
| 1,101  | UNILEVER PLC             | 37,034.56  | 42,223.35   |              |
| 1,385  | COCHLEAR LTD             | 46,906.76  | 54,596.70   |              |
| 1,908  | MTN GROUP LTD            | 32,597.61  | 35,717.76   |              |
| 7,946  | UNICHARM CORP            | 91,180.34  | 81,605.42   |              |
| 548    | BUNGE LTD                | 34,287.32  | 40,091.68   |              |
| 1,493  | SCHLUMBERGER LTD         | 103,779.48 | 106,928.66  |              |
| 4,490  | ITAU UNIBANCO HLDG       | 66,979.96  | 68,023.50   |              |
| 7,730  | ABBOTT LABS COM          | 412,623.89 | 502,450.00  |              |
| 2,100  | ALLERGAN INC             | 192,257.67 | 194,775.00  |              |
| 4,530  | AMERICAN EXPRESS CO      | 192,239.81 | 253,227.00  |              |
| 2,350  | AMGEN INC                | 196,674.15 | 208,680.00  |              |
| 860    | APPLE INC                | 176,760.09 | 503,340.80  |              |
| 2,420  | BOEING CO                | 165,248.01 | 179,757.60  |              |
| 2,230  | CATERPILLAR INC          | 191,416.80 | 190,085.20  |              |
| 5,360  | CELGENE CORP             | 297,775.45 | 421,242.40  |              |
| 14,920 | COCA COLA COMPANY        | 501,142.09 | 565,766.40  |              |
| 10,000 | COMCAST CORP             | 335,254.61 | 371,800.00  |              |
| 4,700  | CONAGRA FOODS INC        | 130,771.00 | 140,342.00  |              |
| 1,180  | COSTCO WHOLESALE CORP    | 68,784.44  | 122,708.20  |              |
| 8,690  | CVS CAREMARK CORP        | 345,578.43 | 404,171.90  |              |
| 4,040  | DANAHER CORP             | 173,503.40 | 218,038.80  |              |
| 6,280  | DIRECTV COM              | 209,737.19 | 312,116.00  |              |

## STATEMENT PT II-1

## PART II, LINE 10b

|        |                          |            | End of Year |              |
|--------|--------------------------|------------|-------------|--------------|
|        |                          |            | Book Value  | Market Value |
| 4,910  | ECOLAB INC               | 269,747.19 | 353,912.80  |              |
| 12,460 | EMC CORP                 | 242,401.65 | 309,257.20  |              |
| 4,580  | EXPRESS SCRIPTS HLDG     | 250,729.48 | 246,633.00  |              |
| 3,080  | EXXON MOBIL CORP         | 180,681.42 | 271,471.20  |              |
| 790    | GOOGLE INC               | 417,499.28 | 551,712.30  |              |
| 2,870  | HOME DEPOT INC           | 115,141.82 | 186,750.90  |              |
| 2,150  | HONEYWELL INTL INC       | 132,615.23 | 131,859.50  |              |
| 2,100  | INTL BUSINESS MACHINES   | 262,657.08 | 399,147.00  |              |
| 3,470  | KIMBERLY CLARK CORP      | 277,149.43 | 297,448.40  |              |
| 15,610 | KROGER CO                | 380,036.67 | 409,606.40  |              |
| 2,850  | LIFE TECHNOLOGIES CORP   | 133,391.97 | 140,647.50  |              |
| 700    | MASTERCARD INC           | 215,915.01 | 342,076.00  |              |
| 2,000  | MC DONALDS CORP          | 127,907.21 | 174,080.00  |              |
| 3,030  | MCKESSON CORP            | 267,249.84 | 286,244.10  |              |
| 19,950 | MICROSOFT CORP           | 563,141.87 | 531,069.00  |              |
| 3,500  | MOTOROLA SOLUTIONS       | 169,088.62 | 190,575.00  |              |
| 2,210  | PRAXAIR INC              | 171,338.96 | 236,934.10  |              |
| 7,520  | QUALCOMM INC             | 376,619.25 | 478,422.40  |              |
| 2,970  | SCHLUMBERGER LTD         | 220,778.33 | 212,711.40  |              |
| 1,690  | SIGMA-ALDRICH CORP       | 116,382.87 | 122,558.80  |              |
| 2,990  | STERICYCLE INC           | 268,650.81 | 279,475.30  |              |
| 2,660  | THERMO FISHER CORP       | 125,084.67 | 169,043.00  |              |
| 6,250  | TJX COS INC              | 122,197.81 | 277,125.00  |              |
| 1,100  | UNION PAC CORP           | 128,920.66 | 135,058.00  |              |
| 1,830  | UNITED PARCEL SVC        | 134,737.41 | 133,791.30  |              |
| 4,510  | UNITED TECHNOLOGIES CORP | 318,084.46 | 361,296.10  |              |
| 10,070 | VERIZON COMMUNICATIONS   | 392,205.37 | 444,288.40  |              |
| 6,060  | VIACOM INC               | 290,252.53 | 312,756.60  |              |
| 7,300  | WAL-MART STORES INC      | 441,833.00 | 525,746.00  |              |
| 160    | APACHE CORP              | 17,968.06  | 12,334.40   |              |
| 375    | ATWOOD OCEANICS INC      | 17,088.30  | 17,250.00   |              |
| 456    | BAKER HUGHES INC         | 17,969.49  | 19,676.40   |              |
| 1,170  | CAMERON INTL CORP        | 23,773.00  | 63,121.50   |              |
| 310    | CHICAGO BRIDGE & IRON    | 10,112.52  | 12,595.30   |              |
| 350    | CORE LABORATORIES        | 9,594.69   | 36,113.00   |              |
| 150    | DEVON ENERGY CORP        | 10,615.80  | 7,750.50    |              |
| 172    | DRESSER-RAND GROUP       | 6,427.62   | 9,083.32    |              |
| 440    | DRIL-QUIP INC            | 7,782.54   | 30,962.80   |              |
| 1,364  | ENSCO PLC                | 74,766.36  | 79,425.72   |              |
| 190    | EOG RESOURCES INC        | 14,604.99  | 22,347.80   |              |

## STATEMENT: PT II-1

PART II, LINE 10b

|            |                              |                      | End of Year          |              |
|------------|------------------------------|----------------------|----------------------|--------------|
|            |                              |                      | Book Value           | Market Value |
| 1,375      | FMC TECHNOLOGIES INC         | 19,386.43            | 56,182.50            |              |
| 1,880      | HALLIBURTON CO               | 46,633.37            | 62,698.00            |              |
| 115        | HELMERICH & PAYNE            | 6,739.68             | 6,003.00             |              |
| 243        | HORNBECK OFFSHORE SVCS       | 9,502.61             | 8,740.71             |              |
| 440        | KBR INC                      | 15,521.13            | 12,232.00            |              |
| 955        | KEY ENERGY SVCS              | 13,166.03            | 6,388.95             |              |
| 366        | LUFKIN INDS INC              | 28,290.49            | 20,042.16            |              |
| 330        | NABORS INDUSTRIES            | 9,007.75             | 4,851.00             |              |
| 990        | NATIONAL OILWELL VARCO       | 22,731.19            | 67,617.00            |              |
| 1,319      | NOBLE CORP                   | 47,766.94            | 45,492.31            |              |
| 170        | NOBLE ENERGY INC             | 14,064.50            | 16,617.50            |              |
| 170        | OCCIDENTAL PETROLEUM CORP    | 16,155.30            | 12,785.70            |              |
| 1,142      | OCEANEERING INTL INC         | 23,701.43            | 60,160.56            |              |
| 555        | OIL STS INTL INC             | 15,721.77            | 39,249.60            |              |
| 185        | PEABODY ENERGY CORP          | 4,449.94             | 4,645.35             |              |
| 150        | PIONEER NAT RES CO           | 15,678.66            | 16,050.00            |              |
| 350        | PLAINS EXPL & PROD CO        | 12,754.88            | 12,495.00            |              |
| 315        | RANGE RES CORP               | 10,471.05            | 20,166.30            |              |
| 1,092      | ROWAN CO PLC                 | 33,624.37            | 34,649.16            |              |
| 808        | SCHLUMBERGER LTD             | 34,912.62            | 57,868.96            |              |
| 500        | SUPERIOR ENERGY SVCS INC     | 10,185.35            | 10,155.00            |              |
| 370        | TECHNIP SPONSORED            | 7,908.41             | 10,822.50            |              |
| 436        | TRANSOCEAN LTD               | 20,053.79            | 20,143.20            |              |
| 430        | VALERO ENERGY CORP           | 11,780.54            | 13,871.80            |              |
| 100        | WALTER ENERGY INC            | 8,692.02             | 3,020.00             |              |
| 1,413      | WEATHERFORD INTL LTD         | 13,770.31            | 14,709.33            |              |
| 58,724.13  | HARBOR INTERNATIONAL         | 3,301,425.19         | 3,599,201.92         |              |
| 43,457.49  | LAZARD FDS INC EMERGING MKTS | 787,944.01           | 833,514.65           |              |
| 246,413.17 | MORGAN STANLEY SMALL CO GRW  | 2,469,961.81         | 3,437,463.72         |              |
|            |                              | <u>39,300,774.62</u> | <u>49,769,319.64</u> |              |

## PART IV – STATEMENT 1

XX-XXX8225

GEORGE AND FAY YOUNG FOUNDATION NA AS  
Schedule D Detail of Short-term Capital Gains and Losses

## PART IV – STATEMENT 1

XX-XXX8225

GEORGE AND FAY YOUNG FOUNDATION NA AS  
Schedule D Detail of Long-term Capital Gains and Losses

| Description                                  | Date Acquired | Date Sold  | Gross Sales Price | Cost or Other Basis | Long-term Gain/Loss |
|--|---------------|------------|-------------------|---------------------|---------------------|
| <b>15% RATE CAPITAL GAINS (LOSSES)</b>       |               |            |                   |                     |                     |
| 1000. PETSMART INC                           | 11/02/2005    | 12/16/2011 | 49,789.74         | 24,470.00           | 25,319.74           |
| 5300. RADIOSHACK CORP                        | 08/11/2010    | 12/29/2011 | 49,862.49         | 102,308.55          | -52,446.06          |
| 1000. PETSMART INC                           | 03/14/2008    | 01/05/2012 | 52,017.30         | 19,905.00           | 32,112.30           |
| 4000. ENCANA CORP COM NPV                    | 03/19/2010    | 01/18/2012 | 70,145.86         | 103,127.71          | -32,981.85          |
| 1000. NUANCE COMMUNICATIONS INC              | 12/18/2007    | 01/18/2012 | 29,030.04         | 17,848.40           | 11,181.64           |
| 2500. PEABODY ENERGY CORP COM                | 04/15/2009    | 03/07/2012 | 77,964.35         | 63,682.41           | 14,281.94           |
| 1200. ORACLE CORPORATION                     | 07/29/1998    | 03/08/2012 | 36,064.02         | 5,300.00            | 30,764.02           |
| 500. FMC CORP NEW                            | 05/07/2009    | 03/26/2012 | 50,194.39         | 23,516.60           | 26,677.79           |
| 5800. ALLSCRIPTS HEALTHCARE SOLUTIONS INC    | 01/13/2011    | 04/03/2012 | 96,984.84         | 120,380.16          | -23,395.32          |
| 500. AT&T INC                                | 03/16/2004    | 05/14/2012 | 16,719.62         | 12,149.80           | 4,569.82            |
| 500. CVS CORP                                | 05/01/2002    | 05/29/2012 | 22,704.34         | 8,304.80            | 14,399.54           |
| 700. FMC CORP NEW                            | 05/07/2009    | 05/29/2012 | 36,659.36         | 16,461.62           | 20,197.74           |
| 500. HOME DEPOT INC                          | 04/23/1998    | 05/29/2012 | 24,859.44         | 14,343.75           | 10,515.69           |
| 500. ROCKWELL COLLINS INC                    | 09/11/2006    | 05/29/2012 | 25,159.08         | 26,575.00           | -1,415.92           |
| 900. CABOT OIL & GAS CORP CL A               | 02/27/2002    | 06/15/2012 | 32,215.22         | 3,024.00            | 29,191.22           |
| 700. MONSANTO CO COM                         | 02/25/2010    | 06/29/2012 | 57,191.79         | 49,714.14           | 7,477.65            |
| 500. PETSMART INC                            | 03/14/2008    | 07/13/2012 | 34,594.62         | 9,952.50            | 24,642.12           |
| 1800. TECHNE CORP                            | 06/10/2009    | 07/19/2012 | 133,665.90        | 113,343.48          | 20,322.42           |
| 2000. PERKINELMER INC                        | 02/23/2010    | 07/27/2012 | 51,173.85         | 44,518.40           | 6,655.45            |
| .33 KRAFT FOODS GROUP INC                    | 09/29/2011    | 10/02/2012 | 15.47             | 11.85               | 3.62                |
| 2500. HARRIS CORP DEL COM                    | 08/04/2000    | 10/08/2012 | 129,153.85        | 39,194.37           | 89,959.48           |
| <b>TOTAL 15% RATE CAPITAL GAINS (LOSSES)</b> |               |            | <b>1076166.00</b> | <b>818,133.00</b>   | <b>258,033.00</b>   |
| <b>Totals</b>                                |               |            | <b>1076166.00</b> | <b>818,133.00</b>   | <b>258,033.00</b>   |

#### PART IV – STATEMENT 2

XX-XXX8225

GEORGE AND FAY YOUNG FOUNDATION 26-44865  
Schedule D Detail of Short-term Capital Gains and Losses

## PART IV – STATEMENT 3

XX-XXX8225

GEORGE AND FAY YOUNG FOUNDATION TRUST, NA AS  
Schedule D Detail of Short-term Capital Gains and Losses

| Description   | Date Acquired | Date Sold  | Gross Sales Price | Cost or Other Basis | Short-term Gain/Loss |
|---|---------------|------------|-------------------|---------------------|----------------------|
| 65. ANADARKO PETROLEUM CORP                           | 10/27/2011    | 01/12/2012 | 5,152.79          | 5,142.54            | 10.25                |
| 175. DEVON ENERGY CORP NEW                            | 10/26/2011    | 01/12/2012 | 11,132.56         | 15,384.33           | -4,251.77            |
| 150. DIAMOND OFFSHORE DRILLING                        | 10/26/2011    | 01/12/2012 | 8,746.99          | 9,793.04            | -1,046.05            |
| 200. NEWFIELD EXPL CO COM                             | 03/31/2011    | 01/12/2012 | 7,666.99          | 14,432.52           | -6,765.53            |
| 30. RANGE RES CORP                                    | 10/27/2011    | 01/12/2012 | 1,656.59          | 2,117.38            | -460.79              |
| 1850. WEATHERFORD INTL LTD                            | 10/27/2011    | 02/23/2012 | 30,111.35         | 30,137.24           | -25.89               |
| 80. BAKER HUGHES INC                                  | 10/27/2011    | 03/28/2012 | 3,283.14          | 4,854.14            | -1,571.00            |
| 30. CARBO CERAMICS INC COM                            | 01/26/2012    | 03/28/2012 | 3,048.81          | 4,062.87            | -1,014.06            |
| 753. PATTERSON-UTI ENERGY INC                         | 11/09/2011    | 03/28/2012 | 12,866.67         | 17,902.83           | -5,036.16            |
| 925. PRECISION DRILLING CORPORATION COM STK           | 10/26/2011    | 03/28/2012 | 8,980.34          | 10,970.13           | -1,989.79            |
| 200. SUPERIOR ENERGY SERVICES INC COM                 | 11/09/2011    | 03/28/2012 | 5,193.34          | 5,801.14            | -607.80              |
| 570. TRANSOCEAN LTD                                   | 10/24/2011    | 03/28/2012 | 30,605.35         | 30,927.45           | -322.10              |
| 130. ANADARKO PETROLEUM CORP                          | 08/25/2011    | 06/08/2012 | 8,251.92          | 8,862.16            | -610.24              |
| 166. BAKER HUGHES INC                                 | 02/23/2012    | 06/08/2012 | 6,533.20          | 8,589.87            | -2,056.67            |
| 610. BASIC ENERGY SVCS INC NEW                        | 03/28/2012    | 06/08/2012 | 6,196.97          | 12,102.75           | -5,905.78            |
| 45. CARBO CERAMICS INC COM                            | 01/26/2012    | 06/08/2012 | 3,268.60          | 4,737.48            | -1,468.88            |
| 50. ADR CHICAGO BRDG & IRON CO N V N Y REGISTRY SH NV | 03/28/2012    | 06/08/2012 | 1,793.40          | 2,172.73            | -379.33              |
| 25. DRESSER-RAND GROUP INC COM                        | 03/28/2012    | 06/08/2012 | 1,088.51          | 1,155.86            | -67.35               |
| 100. HELMERICH & PAYNE INC                            | 01/12/2012    | 06/08/2012 | 4,615.91          | 6,041.77            | -1,425.86            |
| 80. HOLLYFRONTIER CORP COM                            | 03/28/2012    | 06/08/2012 | 2,500.48          | 2,587.27            | -86.79               |
| 220. SCHLUMBERGER LTD ISIN #AN8068571086              | 03/28/2012    | 06/08/2012 | 14,148.94         | 15,281.44           | -1,132.50            |
| 50. VALERO ENERGY CORP NEW                            | 03/28/2012    | 06/08/2012 | 1,063.99          | 1,369.83            | -305.84              |
| 75. ROWAN COMPANIES PLC                               | 02/23/2012    | 06/08/2012 | 2,341.16          | 2,889.29            | -548.13              |
| 1208. WEATHERFORD INTL LTD                            | 06/08/2012    | 08/03/2012 | 14,328.00         | 16,810.20           | -2,482.20            |
| 75. HELMERICH & PAYNE INC                             | 01/12/2012    | 10/09/2012 | 3,557.57          | 4,531.33            | -973.76              |
| 400. SUPERIOR ENERGY SERVICES INC COM                 | 11/09/2011    | 10/09/2012 | 8,035.28          | 11,097.60           | -3,062.32            |
| <b>Totals</b>   |               |            | <b>206,169.00</b> | <b>249,755.00</b>   | <b>-43,586.00</b>    |

## PART IV – STATEMENT 3

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GEORGE AND FAY YOUNG FOUNDATION TRUST, NA AS  
Schedule D Detail of Long-term Capital Gains and Losses

| Description                                   | Date Acquired | Date Sold  | Gross Sales Price | Cost or Other Basis | Long-term Gain/Loss |
|---|---------------|------------|-------------------|---------------------|---------------------|
| <b>15% RATE CAPITAL GAINS (LOSSES)</b>        |               |            |                   |                     |                     |
| 80. APACHE CORP                               | 12/16/2010    | 01/12/2012 | 7,589.95          | 9,373.02            | -1,783.07           |
| 20. RANGE RES CORP                            | 03/18/2010    | 01/12/2012 | 1,104.39          | 988.96              | 115.43              |
| 944. WEATHERFORD INTL LTD                     | 04/08/2010    | 02/23/2012 | 15,364.92         | 8,992.79            | 6,372.13            |
| 260. BAKER HUGHES INC                         | 12/16/2010    | 03/28/2012 | 10,670.21         | 14,353.04           | -3,682.83           |
| 200. BAKER HUGHES INC                         | 02/09/2011    | 03/28/2012 | 8,207.86          | 13,226.42           | -5,018.56           |
| 30. CAMERON INT'L CORP COM                    | 02/09/2011    | 03/28/2012 | 1,522.30          | 1,679.30            | -157.00             |
| 80. DRIL-QUIP INC                             | 12/22/2008    | 03/28/2012 | 5,149.38          | 1,415.01            | 3,734.37            |
| 10. EOG RES INC                               | 03/18/2010    | 03/28/2012 | 1,093.90          | 928.70              | 165.20              |
| 180. FMC TECHNOLOGIES INC                     | 05/10/2010    | 03/28/2012 | 8,648.22          | 5,811.04            | 2,837.18            |
| 120. NATIONAL-OILWELL INC                     | 12/22/2008    | 03/28/2012 | 9,309.63          | 2,755.30            | 6,554.33            |
| 210. OCEANEERING INTERNATIONAL                | 12/16/2010    | 03/28/2012 | 11,051.50         | 7,478.72            | 3,572.78            |
| 200. OCEANEERING INTERNATIONAL                | 02/09/2011    | 03/28/2012 | 10,525.24         | 7,573.18            | 2,952.06            |
| 20. OIL STS INTL INC COM ISIN<br>US6780261052 | 12/22/2008    | 03/28/2012 | 1,570.10          | 345.81              | 1,224.29            |
| 515. PATTERSON-UTI ENERGY INC                 | 08/31/2010    | 03/28/2012 | 8,799.91          | 7,537.24            | 1,262.67            |
| 20. RANGE RES CORP                            | 03/18/2010    | 03/28/2012 | 1,156.58          | 988.96              | 167.62              |
| 60. CORE LABORATORIES NV<br>NLG0.03           | 03/18/2010    | 03/28/2012 | 7,731.18          | 2,024.75            | 5,706.43            |
| 135. ALPHA NATURAL RESOURCES<br>INC COM       | 12/22/2008    | 06/08/2012 | 1,240.36          | 2,199.11            | -958.75             |
| 84. BAKER HUGHES INC                          | 12/16/2010    | 06/08/2012 | 3,305.95          | 4,261.64            | -955.69             |
| 30. CAMERON INT'L CORP COM                    | 03/18/2010    | 06/08/2012 | 1,375.25          | 1,289.56            | 85.69               |
| 20. CAMERON INT'L CORP COM                    | 02/09/2011    | 06/08/2012 | 916.84            | 1,119.54            | -202.70             |
| 5. CARBO CERAMICS INC COM                     | 11/12/2010    | 06/08/2012 | 363.18            | 443.87              | -80.69              |
| 25. DRIL-QUIP INC                             | 12/22/2008    | 06/08/2012 | 1,503.43          | 442.19              | 1,061.24            |
| 25. NATIONAL-OILWELL INC                      | 12/22/2008    | 06/08/2012 | 1,667.92          | 574.02              | 1,093.90            |
| 25. OCEANEERING INTERNATIONAL                 | 12/22/2008    | 06/08/2012 | 1,155.27          | 323.47              | 831.80              |
| 50. RANGE RES CORP                            | 03/18/2010    | 06/08/2012 | 2,824.74          | 2,472.42            | 352.32              |
| 105. SCHLUMBERGER LTD ISIN<br>#AN8068571086   | 12/16/2010    | 06/08/2012 | 6,752.91          | 7,682.65            | -929.74             |
| 50. ROWAN COMPANIES PLC                       | 03/31/2011    | 06/08/2012 | 1,560.78          | 2,220.71            | -659.93             |
| 25. CAMERON INT'L CORP COM                    | 03/18/2010    | 10/09/2012 | 1,376.44          | 1,074.63            | 301.81              |
| <b>Totals</b>                                 |               |            |                   |                     |                     |

## PART IV – STATEMENT 3

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GEORGE AND FAY YOUNG FOUNDATION TRUST, NA AS  
Schedule D Detail of Long-term Capital Gains and Losses

## PART IV – STATEMENT 4

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GEORGE AND FAY YOUNG FOUNDATION G&F YOUNG  
Schedule D Detail of Short-term Capital Gains and Losses

## PART IV – STATEMENT 4

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GEORGE AND FAY YOUNG FOUNDATION G&F YOUNG  
Schedule D Detail of Long-term Capital Gains and Losses

| Description   | Date Acquired | Date Sold  | Gross Sales Price | Cost or Other Basis | Long-term Gain/Loss |
|---|---------------|------------|-------------------|---------------------|---------------------|
| <b>15% RATE CAPITAL GAINS (LOSSES)</b>                    |               |            |                   |                     |                     |
| 1115. AFLAC INC   | 05/11/2007    | 01/13/2012 | 47,868.26         | 58,059.72           | -10,191.46          |
| 4210. EMERSON ELECTRIC CO                                 | 10/06/2010    | 02/01/2012 | 220,371.58        | 151,464.53          | 68,907.05           |
| 1270. ROSS STORES INC                                     | 09/22/2009    | 02/22/2012 | 67,167.19         | 30,587.44           | 36,579.75           |
| 1585. ADR NOVARTIS AG SPONSORED<br>ADR ISIN #US66987V1098 | 11/10/2005    | 03/21/2012 | 87,550.33         | 85,478.57           | 2,071.76            |
| 1590. ROSS STORES INC                                     | 01/11/2010    | 03/21/2012 | 90,900.73         | 37,215.95           | 53,684.78           |
| 7180. DOMINION RES INC VA NEW                             | 12/18/2008    | 04/24/2012 | 364,556.33        | 249,648.60          | 114,907.73          |
| 1290. ADR NOVARTIS AG SPONSORED<br>ADR ISIN #US66987V1098 | 11/10/2005    | 04/25/2012 | 70,328.06         | 69,569.31           | 758.75              |
| 2800. TEVA PHARMACEUTICALS IND<br>LTD ADR                 | 02/11/2009    | 06/05/2012 | 108,603.96        | 119,647.36          | -11,043.40          |
| 4540. GAMESTOP CORP CL A COM                              | 06/28/2011    | 07/24/2012 | 72,168.03         | 121,599.24          | -49,431.21          |
| 575. BHP LTD SPONSORED ADR                                | 11/04/2009    | 07/25/2012 | 36,439.05         | 39,252.20           | -2,813.15           |
| 2390. FREEPORT MCMORAN C & G CL<br>B COM STK              | 06/28/2011    | 07/25/2012 | 76,078.68         | 118,018.13          | -41,939.45          |
| 740. LABORATORY CORP AMER HLDGS<br>NEW                    | 06/27/2008    | 07/25/2012 | 62,440.84         | 51,542.41           | 10,898.43           |
| 2360. METLIFE INC   | 04/26/2010    | 07/25/2012 | 67,505.82         | 112,457.78          | -44,951.96          |
| 1325. UNITED TECHNOLOGIES CORP                            | 12/18/2008    | 07/25/2012 | 95,947.72         | 68,038.75           | 27,908.97           |
| 680. LABORATORY CORP AMER HLDGS<br>NEW                    | 02/18/2009    | 08/01/2012 | 59,621.06         | 44,274.49           | 15,346.57           |
| 2670. METLIFE INC   | 05/07/2010    | 08/02/2012 | 83,918.62         | 110,018.13          | -26,099.51          |
| 1560. STATE STREET CORP                                   | 08/24/2009    | 08/02/2012 | 61,978.50         | 83,591.35           | -21,612.85          |
| 585. MCDONALDS CORP                                       | 12/18/2008    | 09/05/2012 | 51,996.50         | 36,661.95           | 15,334.55           |
| 500. MCDONALDS CORP                                       | 01/07/2011    | 09/05/2012 | 44,441.45         | 37,117.50           | 7,323.95            |
| 3215. XILINX INC  | 03/16/2011    | 09/24/2012 | 110,421.83        | 105,309.39          | 5,112.44            |
| 500. XILINX INC   | 09/22/2010    | 09/24/2012 | 17,172.91         | 12,658.35           | 4,514.56            |
| 870. CUMMINS ENGINE INC                                   | 08/29/2011    | 10/12/2012 | 75,423.40         | 81,192.51           | -5,769.11           |
| 3800. XILINX INC  | 09/22/2010    | 10/12/2012 | 125,029.36        | 96,203.46           | 28,825.90           |
| 955. MARATHON PETE CORP COM                               | 04/27/2005    | 11/19/2012 | 53,505.83         | 17,759.26           | 35,746.57           |
| 1975. MARATHON PETE CORP COM                              | 08/11/2011    | 11/19/2012 | 110,653.41        | 73,526.10           | 37,127.31           |
| 625. PHILLIPS 66 COM                                      | 03/16/2011    | 11/19/2012 | 29,690.09         | 22,655.17           | 7,034.92            |
| <b>Totals</b>   |               |            |                   |                     |                     |

## PART IV – STATEMENT 4

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GEORGE AND FAY YOUNG FOUNDATION G&F YOUNG  
Schedule D Detail of Long-term Capital Gains and Losses

## PART IV – STATEMENT 5

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GEORGE AND FAY YOUNG FOUNDATION TRUST, NA AS  
Schedule D Detail of Short-term Capital Gains and Losses

## PART IV – STATEMENT 5

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GEORGE AND FAY YOUNG FOUNDATION TRUST, NA AS  
Schedule D Detail of Long-term Capital Gains and Losses

| Description                            | Date Acquired | Date Sold  | Gross Sales Price | Cost or Other Basis | Long-term Gain/Loss |
|--|---------------|------------|-------------------|---------------------|---------------------|
| <b>15% RATE CAPITAL GAINS (LOSSES)</b> |               |            |                   |                     |                     |
| 700. TIMKEN CO                         | 10/02/2006    | 12/22/2011 | 26,652.75         | 20,548.71           | 6,104.04            |
| 800. FOSTER WHEELER LTD (BM)           |               |            |                   |                     |                     |
| COM STK                                | 10/02/2006    | 12/22/2011 | 14,965.55         | 15,648.36           | -682.81             |
| 580. FEDERAL SIGNAL CORP               | 05/07/2010    | 01/26/2012 | 2,422.84          | 3,700.40            | -1,277.56           |
| 290. FEDERAL SIGNAL CORP               | 05/07/2010    | 01/27/2012 | 1,208.95          | 1,850.20            | -641.25             |
| 800. #REORG/SOLUTIA INC CASH           |               |            |                   |                     |                     |
| AND STK MERGER EASTMAN CHE             | 05/18/2010    | 01/27/2012 | 21,759.42         | 12,403.92           | 9,355.50            |
| 570. FEDERAL SIGNAL CORP               | 05/07/2010    | 01/30/2012 | 2,352.68          | 3,636.60            | -1,283.92           |
| 360. FEDERAL SIGNAL CORP               | 05/07/2010    | 01/31/2012 | 1,499.80          | 2,296.80            | -797.00             |
| 1400. BRINKS CO COM STOCK              | 11/18/2010    | 02/15/2012 | 33,071.18         | 36,011.57           | -2,940.39           |
| 100. ACUITY BRANDS INC COM OF          |               |            |                   |                     |                     |
| HLDG CO TO ZEP INC 2036365             | 10/24/2007    | 03/01/2012 | 6,153.19          | 3,521.09            | 2,632.10            |
| 600. #REORG/WRIGHT EXPRESS NAME        |               |            |                   |                     |                     |
| CHANGE WEX INC 2K11AM1 DUE             | 10/02/2006    | 03/01/2012 | 37,172.93         | 14,583.12           | 22,589.81           |
| 400. WALTER INDS INC                   | 10/02/2006    | 03/26/2012 | 24,511.07         | 8,820.06            | 15,691.01           |
| 200. KANSAS CITY SOUTHERN INDS         |               |            |                   |                     |                     |
| INC NEW                                | 10/02/2006    | 04/19/2012 | 14,574.09         | 5,340.82            | 9,233.27            |
| 100. WABTEC CORP                       | 10/02/2006    | 04/19/2012 | 8,046.76          | 2,757.19            | 5,289.57            |
| 700. ITC HLDGS CORP COM STK            | 12/08/2009    | 05/04/2012 | 51,298.77         | 32,971.91           | 18,326.86           |
| 400. TIMKEN CO                         | 10/02/2006    | 05/17/2012 | 19,415.52         | 11,742.12           | 7,673.40            |
| 600. SALLY BEAUTY HLDGS INC COM        |               |            |                   |                     |                     |
| STK                                    | 01/27/2010    | 06/08/2012 | 15,777.12         | 5,174.04            | 10,603.08           |
| 200. SALLY BEAUTY HLDGS INC COM        |               |            |                   |                     |                     |
| STK                                    | 03/14/2011    | 06/08/2012 | 5,259.04          | 2,599.70            | 2,659.34            |
| 550. TIMKEN CO                         | 10/02/2006    | 07/31/2012 | 19,963.84         | 16,145.42           | 3,818.42            |
| 1000. WYNDHAM WORLDWIDE CORP COM       |               |            |                   |                     |                     |
| STK                                    | 10/02/2006    | 07/31/2012 | 52,035.53         | 27,941.60           | 24,093.93           |
| 300. KANSAS CITY SOUTHERN INDS         |               |            |                   |                     |                     |
| INC NEW                                | 10/02/2006    | 09/18/2012 | 23,932.74         | 8,011.23            | 15,921.51           |
| 200. #REORG/WRIGHT EXPRESS NAME        |               |            |                   |                     |                     |
| CHANGE WEX INC 2K11AM1 DUE             | 10/02/2006    | 09/20/2012 | 13,806.39         | 4,861.04            | 8,945.35            |
| 1010. TREEHOUSE FOODS INC COM          | 06/22/2009    | 10/19/2012 | 54,577.96         | 28,715.61           | 25,862.35           |
| <b>Totals</b>                          |               |            |                   |                     |                     |

#### **PART IV – STATEMENT 5**

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GEORGE AND FAY YOUNG FOUNDATION TRUST, NA AS  
Schedule D Detail of Long-term Capital Gains and Losses

## PART IV – STATEMENT 6

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GEORGE AND FAY YOUNG FOUNDATION NORTHERN  
Schedule D Detail of Short-term Capital Gains and Losses

| Description                      | Date Acquired | Date Sold  | Gross Sales Price | Cost or Other Basis | Short-term Gain/Loss |
|----------------------------------|---------------|------------|-------------------|---------------------|----------------------|
| 3890. WALGREEN CO                | 05/27/2011    | 12/02/2011 | 127,976.59        | 162,347.45          | -34,370.86           |
| 3810. WALGREEN CO                | 09/14/2011    | 12/09/2011 | 130,182.51        | 146,563.72          | -16,381.21           |
| 20. GOOGLE INC CL A              | 12/02/2011    | 12/22/2011 | 12,607.26         | 12,380.39           | 226.87               |
| 420. MASTERCARD INC CL A         | 10/28/2011    | 01/04/2012 | 149,405.87        | 130,684.78          | 18,721.09            |
| 250. GOOGLE INC CL A             | 12/02/2011    | 01/10/2012 | 155,531.19        | 150,080.70          | 5,450.49             |
| 2020. MEDCO HEALTH SOLUTIONS INC | 07/21/2011    | 02/06/2012 | 117,239.95        | 130,245.96          | -13,006.01           |
| 2060. MEDCO HEALTH SOLUTIONS INC | 09/21/2011    | 02/23/2012 | 133,004.59        | 105,494.76          | 27,509.83            |
| 80. EMC CORP MASS                | 09/27/2011    | 03/07/2012 | 2,236.06          | 1,767.86            | 468.20               |
| 500. DR PEPPER SNAPPLE GROUP     |               |            |                   |                     |                      |
| INC COM STK                      | 03/31/2011    | 03/14/2012 | 19,321.85         | 18,626.60           | 695.25               |
| 750. DR PEPPER SNAPPLE GROUP     |               |            |                   |                     |                      |
| INC COM STK                      | 03/31/2011    | 03/15/2012 | 28,873.50         | 27,939.90           | 933.60               |
| 650. DR PEPPER SNAPPLE GROUP     |               |            |                   |                     |                      |
| INC COM STK                      | 03/31/2011    | 03/16/2012 | 24,938.88         | 24,214.58           | 724.30               |
| 2245. MEDCO HEALTH SOLUTIONS INC | 09/22/2011    | 03/29/2012 | 159,647.35        | 110,445.22          | 49,202.13            |
| 3230. MICROSOFT CORP COM         | 03/07/2012    | 04/19/2012 | 100,084.47        | 102,697.53          | -2,613.06            |
| 2510. WAL MART STORES INC        | 03/27/2012    | 04/26/2012 | 148,255.35        | 154,073.04          | -5,817.69            |
| 1630. CISCO SYS INC              | 10/28/2011    | 05/07/2012 | 31,176.96         | 30,044.98           | 1,131.98             |
| 3250. CISCO SYS INC              | 12/22/2011    | 05/07/2012 | 62,182.48         | 59,062.62           | 3,119.86             |
| 2050. CISCO SYS INC              | 09/16/2011    | 05/07/2012 | 39,108.41         | 34,245.46           | 4,862.95             |
| 7520. CISCO SYS INC              | 09/27/2011    | 05/10/2012 | 127,578.45        | 124,916.75          | 2,661.70             |
| 150. ABBOTT LABORATORIES         | 05/17/2012    | 05/23/2012 | 9,188.79          | 9,367.71            | -178.92              |
| 70. BOEING CO                    | 12/27/2011    | 05/23/2012 | 4,990.94          | 5,193.64            | -202.70              |
| 200. CVS CORP                    | 12/27/2011    | 05/23/2012 | 8,941.79          | 8,235.42            | 706.37               |
| 90. CATERPILLAR INC              | 12/27/2011    | 05/23/2012 | 8,275.31          | 8,275.95            | -0.64                |
| 170. CELGENE CORP                | 04/26/2012    | 05/23/2012 | 11,717.83         | 12,520.40           | -802.57              |
| 190. COCA COLA CO                | 09/27/2011    | 05/23/2012 | 14,122.38         | 13,350.71           | 771.67               |
| 110. ECOLAB INC                  | 05/10/2012    | 05/23/2012 | 7,104.74          | 7,127.71            | -22.97               |
| 50. EXPRESS SCRIPTS HLDG CO      | 05/08/2012    | 05/23/2012 | 2,575.94          | 2,763.95            | -188.01              |
| 150. EXXON MOBIL CORP            | 03/16/2012    | 05/23/2012 | 12,248.72         | 13,016.19           | -767.47              |
| 20. GOOGLE INC CL A              | 02/10/2012    | 05/23/2012 | 12,152.32         | 12,139.30           | 13.02                |
| 140. HOME DEPOT INC              | 02/10/2012    | 05/23/2012 | 6,802.44          | 6,333.73            | 468.71               |
| 80. INTL BUSINESS MACHINES       | 03/08/2012    | 05/23/2012 | 15,639.75         | 15,920.41           | -280.66              |
| 20. MASTERCARD INC CL A          | 03/16/2012    | 05/23/2012 | 8,287.81          | 8,420.25            | -132.44              |
| 130. MCDONALDS CORP              | 03/27/2012    | 05/23/2012 | 11,872.63         | 12,649.87           | -777.24              |
| <b>Totals</b>                    |               |            |                   |                     |                      |

## PART IV – STATEMENT 6

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GEORGE AND FAY YOUNG FOUNDATION NORTHERN  
Schedule D Detail of Short-term Capital Gains and Losses

| Description                                 | Date Acquired | Date Sold  | Gross Sales Price | Cost or Other Basis | Short-term Gain/Loss |
|---|---------------|------------|-------------------|---------------------|----------------------|
| 70. MCKESSON HBOC INC                       | 03/29/2012    | 05/23/2012 | 6,048.56          | 6,197.88            | -149.32              |
| 380. MICROSOFT CORP COM                     | 05/09/2012    | 05/23/2012 | 11,057.75         | 11,692.87           | -635.12              |
| 120. SCHLUMBERGER LTD ISIN<br>#AN8068571086 | 08/08/2011    | 05/23/2012 | 8,009.82          | 9,228.14            | -1,218.32            |
| 50. SIGMA ALDRICH CORP                      | 06/24/2011    | 05/23/2012 | 3,520.55          | 3,445.79            | 74.76                |
| 120. UNITED TECHNOLOGIES CORP               | 10/25/2011    | 05/23/2012 | 8,859.40          | 9,097.55            | -238.15              |
| 170. VERIZON COMMUNICATIONS                 | 05/10/2012    | 05/23/2012 | 6,983.44          | 6,909.53            | 73.91                |
| 120. VIACOM INC                             | 04/19/2012    | 05/23/2012 | 5,639.87          | 5,676.58            | -36.71               |
| 110. WAL MART STORES INC                    | 03/27/2012    | 05/23/2012 | 7,098.14          | 6,725.60            | 372.54               |
| 130. YUM! BRANDS INC<br>COM                 | 05/27/2011    | 05/23/2012 | 9,183.26          | 7,263.36            | 1,919.90             |
| 120. ABBOTT LABORATORIES                    | 05/17/2012    | 05/25/2012 | 7,503.43          | 7,494.17            | 9.26                 |
| 50. BOEING CO                               | 12/27/2011    | 05/25/2012 | 3,521.92          | 3,709.74            | -187.82              |
| 130. CVS CORP                               | 12/27/2011    | 05/25/2012 | 5,852.46          | 5,353.02            | 499.44               |
| 50. CATERPILLAR INC                         | 12/27/2011    | 05/25/2012 | 4,525.89          | 4,597.75            | -71.86               |
| 140. CELGENE CORP                           | 04/26/2012    | 05/25/2012 | 9,694.78          | 10,310.92           | -616.14              |
| 140. COCA COLA CO                           | 02/22/2012    | 05/25/2012 | 10,540.36         | 9,808.48            | 731.88               |
| 90. ECOLAB INC                              | 05/10/2012    | 05/25/2012 | 5,825.56          | 5,831.77            | -6.21                |
| 50. EXPRESS SCRIPTS HLDG CO                 | 05/08/2012    | 05/25/2012 | 2,619.19          | 2,763.95            | -144.76              |
| 120. EXXON MOBIL CORP                       | 03/16/2012    | 05/25/2012 | 9,914.17          | 10,412.95           | -498.78              |
| 10. GOOGLE INC CL A                         | 02/10/2012    | 05/25/2012 | 5,899.86          | 6,069.65            | -169.79              |
| 100. HOME DEPOT INC                         | 02/10/2012    | 05/25/2012 | 4,968.88          | 4,524.09            | 444.79               |
| 50. INTL BUSINESS MACHINES                  | 03/08/2012    | 05/25/2012 | 9,731.78          | 9,950.26            | -218.48              |
| 10. MASTERCARD INC CL A                     | 03/16/2012    | 05/25/2012 | 4,151.50          | 4,210.13            | -58.63               |
| 110. MCDONALDS CORP                         | 03/27/2012    | 05/25/2012 | 10,062.92         | 10,703.74           | -640.82              |
| 60. MCKESSON HBOC INC                       | 03/29/2012    | 05/25/2012 | 5,255.88          | 5,312.47            | -56.59               |
| 320. MICROSOFT CORP COM                     | 05/09/2012    | 05/25/2012 | 9,300.21          | 9,846.62            | -546.41              |
| 80. SCHLUMBERGER LTD ISIN<br>#AN8068571086  | 08/08/2011    | 05/25/2012 | 5,260.68          | 6,152.10            | -891.42              |
| 30. SIGMA ALDRICH CORP                      | 06/24/2011    | 05/25/2012 | 2,136.85          | 2,067.48            | 69.37                |
| 70. UNITED TECHNOLOGIES CORP                | 10/25/2011    | 05/25/2012 | 5,118.28          | 5,306.90            | -188.62              |
| 140. VERIZON COMMUNICATIONS                 | 05/10/2012    | 05/25/2012 | 5,801.66          | 5,690.20            | 111.46               |
| 90. VIACOM INC                              | 04/19/2012    | 05/25/2012 | 4,302.80          | 4,257.43            | 45.37                |
| 80. WAL MART STORES INC                     | 03/27/2012    | 05/25/2012 | 5,217.48          | 4,891.35            | 326.13               |
| <b>Totals</b>                               |               |            |                   |                     |                      |

## PART IV – STATEMENT 6

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GEORGE AND FAY YOUNG FOUNDATION NORTHERN  
Schedule D Detail of Short-term Capital Gains and Losses

| Description                               | Date Acquired | Date Sold  | Gross Sales Price | Cost or Other Basis | Short-term Gain/Loss |
|---|---------------|------------|-------------------|---------------------|----------------------|
| 80. YUM! BRANDS INC COM                   | 05/27/2011    | 05/25/2012 | 5,634.27          | 4,469.76            | 1,164.51             |
| 650. CATERPILLAR INC                      | 12/27/2011    | 06/06/2012 | 55,706.55         | 59,428.08           | -3,721.53            |
| 2330. MCDONALDS CORP                      | 04/19/2012    | 06/08/2012 | 200,633.20        | 211,008.33          | -10,375.13           |
| 260. CELGENE CORP                         | 04/26/2012    | 06/11/2012 | 16,681.74         | 19,148.84           | -2,467.10            |
| 950. CELGENE CORP                         | 04/26/2012    | 06/11/2012 | 60,917.86         | 69,966.93           | -9,049.07            |
| 310. CELGENE CORP                         | 04/26/2012    | 06/12/2012 | 19,707.59         | 22,831.31           | -3,123.72            |
| 2060. SCHLUMBERGER LTD ISIN #AN8068571086 | 08/08/2011    | 06/25/2012 | 123,791.07        | 158,416.47          | -34,625.40           |
| 2170. EXXON MOBIL CORP                    | 06/21/2012    | 07/09/2012 | 180,920.99        | 183,996.97          | -3,075.98            |
| 560. MCDONALDS CORP                       | 09/09/2011    | 08/08/2012 | 48,199.24         | 47,324.14           | 875.10               |
| 1370. HOME DEPOT INC                      | 12/22/2011    | 10/11/2012 | 80,830.10         | 56,855.74           | 23,974.36            |
| 1230. HOME DEPOT INC                      | 02/10/2012    | 10/11/2012 | 72,526.30         | 54,799.93           | 17,726.37            |
| 1020. RESMED INC                          | 08/28/2012    | 10/24/2012 | 42,924.92         | 35,933.14           | 6,991.78             |
| 390. ABBOTT LABORATORIES                  | 06/25/2012    | 11/02/2012 | 25,516.22         | 24,320.93           | 1,195.29             |
| 100. ALLERGAN INC                         | 06/13/2012    | 11/02/2012 | 9,182.79          | 9,167.71            | 15.08                |
| 110. AMGEN INC                            | 09/25/2012    | 11/02/2012 | 9,559.88          | 9,212.65            | 347.23               |
| 120. BOEING CO                            | 12/27/2011    | 11/02/2012 | 8,428.61          | 8,903.37            | -474.76              |
| 420. CVS CORP                             | 07/19/2012    | 11/02/2012 | 19,647.15         | 19,047.21           | 599.94               |
| 780. COCA COLA CO                         | 02/22/2012    | 11/02/2012 | 29,069.94         | 27,028.52           | 2,041.42             |
| 460. COMCAST CORP CL A COM                | 09/25/2012    | 11/02/2012 | 17,415.71         | 16,923.54           | 492.17               |
| 310. DIRECTV COM COM                      | 06/22/2012    | 11/02/2012 | 15,809.64         | 14,720.82           | 1,088.82             |
| 260. ECOLAB INC                           | 05/10/2012    | 11/02/2012 | 18,432.98         | 16,847.33           | 1,585.65             |
| 260. EXPRESS SCRIPTS HLDG CO              | 07/19/2012    | 11/02/2012 | 16,306.83         | 15,276.17           | 1,030.66             |
| 40. GOOGLE INC CL A                       | 02/10/2012    | 11/02/2012 | 27,614.18         | 24,278.60           | 3,335.58             |
| 130. HOME DEPOT INC                       | 12/02/2011    | 11/02/2012 | 8,154.71          | 5,215.48            | 2,939.23             |
| 160. INTL BUSINESS MACHINES               | 03/08/2012    | 11/02/2012 | 31,250.49         | 31,701.04           | -450.55              |
| 180. KIMBERLY CLARK CORP                  | 06/25/2012    | 11/02/2012 | 15,083.66         | 14,579.12           | 504.54               |
| 30. MASTERCARD INC CL A                   | 03/16/2012    | 11/02/2012 | 14,192.08         | 12,630.38           | 1,561.70             |
| 150. MCKESSON HBOC INC                    | 03/29/2012    | 11/02/2012 | 14,086.18         | 13,281.18           | 805.00               |
| 950. MICROSOFT CORP COM                   | 08/16/2012    | 11/02/2012 | 28,176.84         | 29,309.11           | -1,132.27            |
| 160. MOTOROLA SOLUTIONS INC               | 09/25/2012    | 11/02/2012 | 8,465.41          | 8,212.46            | 252.95               |
| 160. RESMED INC                           | 06/07/2012    | 11/02/2012 | 6,531.05          | 5,141.62            | 1,389.43             |
| 110. SCHLUMBERGER LTD ISIN #AN8068571086  | 12/02/2011    | 11/02/2012 | 7,617.33          | 8,326.96            | -709.63              |
| <b>Totals</b>                             |               |            |                   |                     |                      |

## PART IV – STATEMENT 6

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GEORGE AND FAY YOUNG FOUNDATION NORTHERN  
Schedule D Detail of Short-term Capital Gains and Losses

## PART IV – STATEMENT 6

XX-XXX8225

GEORGE AND FAY YOUNG FOUNDATION NORTHERN  
Schedule D Detail of Long-term Capital Gains and Losses

| Description                                  | Date Acquired | Date Sold  | Gross Sales Price | Cost or Other Basis | Long-term Gain/Loss |
|--|---------------|------------|-------------------|---------------------|---------------------|
| <b>15% RATE CAPITAL GAINS (LOSSES)</b>       |               |            |                   |                     |                     |
| 490. PRAXAIR INC                             | 10/27/2010    | 12/15/2011 | 50,253.72         | 44,444.37           | 5,809.35            |
| 1170. ORACLE CORPORATION                     | 02/02/2010    | 12/21/2011 | 30,245.78         | 27,776.15           | 2,469.63            |
| 620. MICROSOFT CORP COM                      | 02/02/2010    | 12/22/2011 | 15,915.09         | 17,644.15           | -1,729.06           |
| 975. ORACLE CORPORATION                      | 02/02/2010    | 12/22/2011 | 25,017.82         | 23,146.79           | 1,871.03            |
| 1975. ORACLE CORPORATION                     | 02/02/2010    | 12/27/2011 | 50,945.53         | 46,887.10           | 4,058.43            |
| 2390. MICROSOFT CORP COM                     | 02/02/2010    | 01/19/2012 | 67,274.57         | 68,015.34           | -740.77             |
| 2080. ROSS STORES INC                        | 12/16/2010    | 01/19/2012 | 106,700.28        | 62,102.62           | 44,597.66           |
| 240. ROSS STORES INC                         | 09/21/2010    | 01/20/2012 | 12,312.79         | 6,507.17            | 5,805.62            |
| 3700. EMC CORP MASS                          | 10/29/2010    | 03/07/2012 | 103,417.94        | 77,593.77           | 25,824.17           |
| 750. DR PEPPER SNAPPLE GROUP<br>INC COM STK  | 07/13/2010    | 03/08/2012 | 28,251.77         | 29,381.25           | -1,129.48           |
| 1110. DR PEPPER SNAPPLE GROUP<br>INC COM STK | 07/13/2010    | 03/08/2012 | 41,798.40         | 43,484.25           | -1,685.85           |
| 3110. DR PEPPER SNAPPLE GROUP<br>INC COM STK | 12/20/2010    | 03/14/2012 | 120,181.91        | 119,221.93          | 959.98              |
| 50. DR PEPPER SNAPPLE GROUP<br>INC COM STK   | 07/13/2010    | 03/14/2012 | 1,932.87          | 1,958.75            | -25.88              |
| 1300. DR PEPPER SNAPPLE GROUP<br>INC COM STK | 08/11/2010    | 03/16/2012 | 49,877.76         | 48,019.01           | 1,858.75            |
| 2270. AMERICAN EXPRESS CO                    | 03/24/2011    | 03/29/2012 | 130,203.15        | 103,193.71          | 27,009.44           |
| 5810. INTEL CORP                             | 02/02/2010    | 04/17/2012 | 165,323.91        | 116,012.34          | 49,311.57           |
| 3450. STARBUCKS CORP                         | 03/28/2011    | 04/17/2012 | 201,682.48        | 119,568.27          | 82,114.21           |
| 330. MICROSOFT CORP COM                      | 02/02/2010    | 04/19/2012 | 10,225.35         | 9,391.24            | 834.11              |
| 170. APPLE COMPUTER INC                      | 10/29/2010    | 05/08/2012 | 95,307.07         | 51,375.65           | 43,931.42           |
| 100. APPLE COMPUTER INC                      | 10/29/2010    | 05/11/2012 | 57,172.52         | 24,797.13           | 32,375.39           |
| 110. AMERICAN EXPRESS CO                     | 03/24/2011    | 05/23/2012 | 6,120.26          | 4,998.32            | 1,121.94            |
| 20. APPLE COMPUTER INC                       | 05/07/2010    | 05/23/2012 | 11,378.74         | 4,600.74            | 6,778.00            |
| 230. CSX CORP                                | 07/27/2010    | 05/23/2012 | 4,908.36          | 4,070.89            | 837.47              |
| 80. CHEVRONTEXACO CORP                       | 07/12/2010    | 05/23/2012 | 7,876.62          | 5,745.26            | 2,131.36            |
| 40. COSTCO WHSL CORP NEW                     | 02/02/2010    | 05/23/2012 | 3,313.12          | 2,331.68            | 981.44              |
| 140. DANAHER CORP                            | 04/09/2010    | 05/23/2012 | 7,362.99          | 5,624.20            | 1,738.79            |
| <b>Totals</b>                                |               |            |                   |                     |                     |

## PART IV – STATEMENT 6

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GEORGE AND FAY YOUNG FOUNDATION NORTHERN  
Schedule D Detail of Long-term Capital Gains and Losses

| Description   | Date Acquired | Date Sold  | Gross Sales Price | Cost or Other Basis | Long-term Gain/Loss |
|---|---------------|------------|-------------------|---------------------|---------------------|
| 160. #REORG/DIRECTV NAME, CUSIP<br>CHANGE DIRECTV COM 2J17A01 | 02/02/2010    | 05/23/2012 | 7,369.43          | 5,000.32            | 2,369.11            |
| 60. DOVER CORP  | 12/15/2010    | 05/23/2012 | 3,443.46          | 3,481.99            | -38.53              |
| 240. EMC CORP MASS  | 04/09/2010    | 05/23/2012 | 6,083.86          | 4,440.86            | 1,643.00            |
| 340. KROGER CO  | 05/17/2011    | 05/23/2012 | 7,513.83          | 8,604.79            | -1,090.96           |
| 90. OCCIDENTAL PETROLEUM CORP                                 | 06/18/2010    | 05/23/2012 | 7,266.43          | 7,823.74            | -557.31             |
| 70. PRAXAIR INC   | 10/27/2010    | 05/23/2012 | 7,537.43          | 6,349.20            | 1,188.23            |
| 120. QUALCOMM INC   | 02/02/2010    | 05/23/2012 | 6,974.24          | 4,697.40            | 2,276.84            |
| 130. ROSS STORES INC  | 09/21/2010    | 05/23/2012 | 8,033.64          | 3,524.72            | 4,508.92            |
| 160. STARBUCKS CORP   | 02/08/2011    | 05/23/2012 | 8,827.00          | 5,301.30            | 3,525.70            |
| 290. TJX COS INC NEW  | 07/12/2010    | 05/23/2012 | 11,762.42         | 6,063.03            | 5,699.39            |
| 80. THERMO ELECTRON CORP                                      | 02/02/2010    | 05/23/2012 | 4,064.70          | 3,790.53            | 274.17              |
| 90. AMERICAN EXPRESS CO                                       | 03/24/2011    | 05/25/2012 | 5,042.58          | 4,089.54            | 953.04              |
| 20. APPLE COMPUTER INC  | 05/07/2010    | 05/25/2012 | 11,174.14         | 4,600.74            | 6,573.40            |
| 140. CSX CORP   | 07/27/2010    | 05/25/2012 | 2,965.13          | 2,477.93            | 487.20              |
| 50. CHEVRONTEXACO CORP  | 07/12/2010    | 05/25/2012 | 4,976.38          | 3,590.78            | 1,385.60            |
| 20. COSTCO WHSL CORP NEW                                      | 02/02/2010    | 05/25/2012 | 1,686.16          | 1,165.84            | 520.32              |
| 80. DANAHER CORP  | 04/09/2010    | 05/25/2012 | 4,227.90          | 3,213.83            | 1,014.07            |
| 100. #REORG/DIRECTV NAME, CUSIP<br>CHANGE DIRECTV COM 2J17A01 | 02/02/2010    | 05/25/2012 | 4,648.89          | 3,125.20            | 1,523.69            |
| 40. DOVER CORP  | 12/15/2010    | 05/25/2012 | 2,320.34          | 2,321.33            | -0.99               |
| 170. EMC CORP MASS  | 04/09/2010    | 05/25/2012 | 4,142.80          | 3,145.61            | 997.19              |
| 300. KROGER CO  | 05/17/2011    | 05/25/2012 | 6,701.84          | 7,592.46            | -890.62             |
| 60. OCCIDENTAL PETROLEUM CORP                                 | 06/18/2010    | 05/25/2012 | 4,880.89          | 5,215.82            | -334.93             |
| 40. PRAXAIR INC   | 10/27/2010    | 05/25/2012 | 4,329.90          | 3,628.11            | 701.79              |
| 80. QUALCOMM INC  | 02/02/2010    | 05/25/2012 | 4,575.49          | 3,131.60            | 1,443.89            |
| 90. ROSS STORES INC   | 09/21/2010    | 05/25/2012 | 5,606.87          | 2,440.19            | 3,166.68            |
| 60. STARBUCKS CORP  | 02/08/2011    | 05/25/2012 | 3,271.12          | 1,987.99            | 1,283.13            |
| 170. TJX COS INC NEW  | 07/12/2010    | 05/25/2012 | 6,956.24          | 3,554.19            | 3,402.05            |
| 50. THERMO ELECTRON CORP                                      | 02/02/2010    | 05/25/2012 | 2,601.94          | 2,369.08            | 232.86              |
| 1380. YUM! BRANDS INC<br>COM                                  | 05/27/2011    | 06/04/2012 | 87,052.44         | 72,695.03           | 14,357.41           |
| 950. OCCIDENTAL PETROLEUM CORP                                | 06/18/2010    | 06/06/2012 | 79,374.05         | 80,783.02           | -1,408.97           |
| 520. CELGENE CORP   | 05/18/2011    | 06/12/2012 | 33,057.89         | 31,314.60           | 1,743.29            |
| 470. ROSS STORES INC  | 08/11/2010    | 06/20/2012 | 31,665.02         | 11,799.21           | 19,865.81           |
| <b>Totals</b>   |               |            |                   |                     |                     |

## PART IV – STATEMENT 6

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GEORGE AND FAY YOUNG FOUNDATION NORTHERN  
Schedule D Detail of Long-term Capital Gains and Losses

| Description                             | Date Acquired | Date Sold  | Gross Sales Price | Cost or Other Basis | Long-term Gain/Loss |
|---|---------------|------------|-------------------|---------------------|---------------------|
| 500. ROSS STORES INC                    | 09/21/2010    | 06/20/2012 | 33,566.19         | 12,994.59           | 20,571.60           |
| 1720. TJX COS INC NEW                   | 07/12/2010    | 06/20/2012 | 73,634.98         | 35,526.33           | 38,108.65           |
| 2090. OCCIDENTAL PETROLEUM CORP         | 02/02/2010    | 06/25/2012 | 161,546.89        | 168,476.78          | -6,929.89           |
| 1850. EXXON MOBIL CORP                  | 07/30/2010    | 07/09/2012 | 154,241.40        | 109,367.34          | 44,874.06           |
| 2010. DANAHER CORP                      | 04/09/2010    | 07/19/2012 | 101,353.38        | 75,262.36           | 26,091.02           |
| 20. MCDONALDS CORP                      | 02/02/2010    | 08/08/2012 | 1,721.40          | 1,279.07            | 442.33              |
| 890. MCDONALDS CORP                     | 02/02/2010    | 08/15/2012 | 78,224.52         | 56,918.70           | 21,305.82           |
| 3400. STARBUCKS CORP                    | 02/09/2011    | 08/15/2012 | 162,063.16        | 112,435.14          | 49,628.02           |
| 2190. DOVER CORP                        | 12/15/2010    | 08/21/2012 | 127,238.99        | 126,971.22          | 267.77              |
| 1840. ROSS STORES INC                   | 08/11/2010    | 09/25/2012 | 121,086.39        | 46,188.60           | 74,897.79           |
| 1440. TJX COS INC NEW                   | 02/02/2010    | 09/25/2012 | 63,847.87         | 28,154.37           | 35,693.50           |
| 1360. ROSS STORES INC                   | 08/11/2010    | 10/03/2012 | 90,525.83         | 34,139.40           | 56,386.43           |
| 850. ROSS STORES INC                    | 08/11/2010    | 10/03/2012 | 56,593.35         | 21,337.13           | 35,256.22           |
| 230. AMERICAN EXPRESS CO                | 03/24/2011    | 11/02/2012 | 13,056.80         | 10,451.04           | 2,605.76            |
| 60. APPLE COMPUTER INC                  | 05/07/2010    | 11/02/2012 | 35,196.41         | 13,802.21           | 21,394.20           |
| 390. CSX CORP                           | 07/27/2010    | 11/02/2012 | 8,115.71          | 6,902.80            | 1,212.91            |
| 110. CATERPILLAR INC                    | 10/25/2011    | 11/02/2012 | 9,521.38          | 9,690.82            | -169.44             |
| 270. CELGENE CORP                       | 05/17/2011    | 11/02/2012 | 19,920.34         | 16,228.62           | 3,691.72            |
| 140. CHEVRONTEXACO CORP                 | 07/12/2010    | 11/02/2012 | 15,208.84         | 10,054.20           | 5,154.64            |
| 60. COSTCO WHSL CORP NEW                | 02/02/2010    | 11/02/2012 | 5,808.46          | 3,497.51            | 2,310.95            |
| 120. DANAHER CORP                       | 02/02/2010    | 11/02/2012 | 6,296.75          | 4,366.81            | 1,929.94            |
| 470. EMC CORP MASS                      | 04/09/2010    | 11/02/2012 | 11,735.63         | 8,696.69            | 3,038.94            |
| 150. EXXON MOBIL CORP                   | 07/12/2010    | 11/02/2012 | 13,578.44         | 8,799.42            | 4,779.02            |
| 800. KROGER CO                          | 05/17/2011    | 11/02/2012 | 20,039.55         | 20,246.56           | -207.01             |
| 90. MCDONALDS CORP                      | 02/02/2010    | 11/02/2012 | 7,886.52          | 5,755.82            | 2,130.70            |
| 120. PRAXAIR INC                        | 10/27/2010    | 11/02/2012 | 13,200.70         | 10,884.33           | 2,316.37            |
| 200. QUALCOMM INC                       | 02/02/2010    | 11/02/2012 | 11,926.73         | 7,829.00            | 4,097.73            |
| 30. SCHLUMBERGER LTD ISIN #AN8068571086 | 08/08/2011    | 11/02/2012 | 2,077.45          | 2,307.04            | -229.59             |
| 90. SIGMA ALDRICH CORP                  | 06/24/2011    | 11/02/2012 | 6,315.15          | 6,202.43            | 112.72              |
| 290. TJX COS INC NEW                    | 02/02/2010    | 11/02/2012 | 12,154.61         | 5,669.98            | 6,484.63            |
| 140. THERMO ELECTRON CORP               | 02/02/2010    | 11/02/2012 | 8,691.00          | 6,633.42            | 2,057.58            |
| 150. YUM! BRANDS INC                    |               |            |                   |                     |                     |
| COM                                     | 03/28/2011    | 11/02/2012 | 10,911.76         | 7,756.98            | 3,154.78            |
| 110. APPLE COMPUTER INC                 | 05/07/2010    | 11/08/2012 | 59,853.56         | 25,304.06           | 34,549.50           |
| <b>Totals</b>                           |               |            |                   |                     |                     |

## PART IV – STATEMENT 6

XX-XXX8225

GEORGE AND FAY YOUNG FOUNDATION NORTHERN  
Schedule D Detail of Long-term Capital Gains and Losses

| Description                                  | Date Acquired | Date Sold  | Gross Sales Price | Cost or Other Basis | Long-term Gain/Loss |
|--|---------------|------------|-------------------|---------------------|---------------------|
| 100. APPLE COMPUTER INC                      | 05/07/2010    | 11/09/2012 | 54,670.12         | 23,003.69           | 31,666.43           |
| 2680. CHEVRONTEXACO CORP                     | 07/12/2010    | 11/15/2012 | 273,690.74        | 192,459.44          | 81,231.30           |
| 2600. CSX CORP                               | 07/27/2010    | 11/16/2012 | 49,419.95         | 45,450.04           | 3,969.91            |
| 410. CSX CORP                                | 08/11/2010    | 11/16/2012 | 7,779.24          | 6,970.16            | 809.08              |
| 4460. CSX CORP                               | 08/11/2010    | 11/16/2012 | 84,495.03         | 76,527.68           | 7,967.35            |
| 740. INTL BUSINESS MACHINES                  | 02/02/2010    | 11/29/2012 | 141,329.28        | 92,555.35           | 48,773.93           |
| 90. YUM! BRANDS INC                          |               |            |                   |                     |                     |
| COM  | 03/28/2011    | 11/30/2012 | 6,118.86          | 4,654.19            | 1,464.67            |
| 2850. YUM! BRANDS INC                        |               |            |                   |                     |                     |
| COM  | 02/02/2010    | 11/30/2012 | 193,764.02        | 101,846.75          | 91,917.27           |
| <b>TOTAL 15% RATE CAPITAL GAINS (LOSSES)</b> |               |            | <b>4123543.00</b> | <b>2944810.00</b>   | <b>1178733.00</b>   |
|  |               |            |                   |                     |                     |
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|  |               |            |                   |                     |                     |
| <b>Totals</b>                                |               |            | <b>4123543.00</b> | <b>2944810.00</b>   | <b>1178733.00</b>   |

## STATEMENT: PT XV-1

## PART XV, LINE 3(a) - CONTRIBUTIONS PAID DURING THE YEAR ENDED NOVEMBER 30, 2012

| RECIPIENT   | RECIPIENT STATUS | PURPOSE | AMOUNT  |
|---|------------------|---------|---------|
| ATTITUDES & ATTIRE<br>P.O BOX 421107<br>DALLAS, TX 75342                                    | PUBLIC           | GENERAL | 25,000  |
| AUSTIN COLLEGE<br>900 NORTH GRAND, SUITE 6G<br>SHERMAN TX 75090                             | PUBLIC           | GENERAL | 40,000  |
| bcWORKSHOP<br>416 S. ERVAY<br>DALLAS, TX 75201  | PUBLIC           | GENERAL | 50,000  |
| CAMP FIRE USA FIRST TEXAS COUNCIL<br>2700 MEACHAM BLVD<br>FORT WORTH, TX 76137              | PUBLIC           | GENERAL | 100,000 |
| CATHOLIC CHARITIES, DIOCESE OF FORT WORTH INC<br>P.O. BOX 15610<br>FORT WORTH, TX 76119     | PUBLIC           | GENERAL | 35,000  |
| CHILDCAREGROUP<br>8585 N. STEMMONS FREEWAY, STE 500 S<br>DALLAS, TX 75247                   | PUBLIC           | GENERAL | 75,000  |
| CIRCLE TEN COUNCIL BOY SCOUTS OF AMERICA<br>8605 HARRY HINES BLVD<br>DALLAS, TX 75235       | PUBLIC           | GENERAL | 100,000 |
| CLAUDE MOORE COLONIAL FARM<br>6310 GEORGETOWN PIKE<br>MCLEAN, VA 22101                      | PUBLIC           | GENERAL | 12,500  |
| CONFERENCE OF SOUTHWEST FOUNDATION<br>624 N. GOOD-LATIMER EXPY, STE 100<br>DALLAS, TX 75204 | PUBLIC           | GENERAL | 2,000   |

## STATEMENT PT XV-1

## PART XV, LINE 3(a) - CONTRIBUTIONS PAID DURING THE YEAR ENDED NOVEMBER 30, 2012

| RECIPIENT  | RECIPIENT STATUS | PURPOSE | AMOUNT  |
|--|------------------|---------|---------|
| DALLAS ARBORETUM & BOTANICAL SOCIETY INC<br>8617 GARLAND ROAD<br>DALLAS, TX 75218                    | PUBLIC           | GENERAL | 100,000 |
| EDUCATE TEXAS<br>5500 CARUTH HAVEN LANE<br>DALLAS, TX 75225  | PUBLIC           | GENERAL | 75,000  |
| EDUCATION IS FREEDOM FOUNDATION<br>2711 N HASKELL AVE<br>SUITE 2070, LOCK BOX 18<br>DALLAS, TX 75204 | PUBLIC           | GENERAL | 75,000  |
| FOUNDATION FOR THE EDUCATION OF YOUNG WOMEN<br>2804 SWISS AVENUE<br>DALLAS, TX 75204                 | PUBLIC           | GENERAL | 100,000 |
| HOPE COTTAGE PREGNANCY & ADOPTION CENTER<br>4209 MCKINNEY AVENUE<br>DALLAS, TX 75205                 | PUBLIC           | GENERAL | 40,000  |
| JUBILEE PARK AND COMMUNITY CENTER<br>P.O. BOX 710759<br>DALLAS, TX 75371                             | PUBLIC           | GENERAL | 105,000 |
| LONE STAR FILM SOCIETY<br>2501 FOREST PARK BLVD, SUITE 2<br>FORT WORTH, TX 76110                     | PUBLIC           | GENERAL | 25,000  |
| MERCY SHIPS<br>P.O. BOX 2020<br>LINDALE, TX 75771  | PUBLIC           | GENERAL | 50,000  |

## STATEMENT PT XV-1

## PART XV, LINE 3(a) - CONTRIBUTIONS PAID DURING THE YEAR ENDED NOVEMBER 30, 2012

| RECIPIENT  | RECIPIENT STATUS | PURPOSE | AMOUNT  |
|--|------------------|---------|---------|
| PREVENT BLINDNESS<br>3610 FAIRMOUNT STREET<br>DALLAS, TX 75219                   | PUBLIC           | GENERAL | 50,000  |
| PUBLIC INTEREST PROJECTS<br>45 WEST 36TH STREET, 6TH FLOOR<br>NEW YORK, NY 10018 | PUBLIC           | GENERAL | 175,000 |
| READING PARTNERS<br>2910 SWISS AVENUE<br>DALLAS, TX 75204                        | PUBLIC           | GENERAL | 100,000 |
| REAL SCHOOL GARDENS<br>503 BRYAN AVENUE<br>FORT WORTH, TX 76104                  | PUBLIC           | GENERAL | 50,000  |
| SALESMANSHIP CLUB<br>106 E. 10TH STREET, STE 200<br>DALLAS, TX 75203             | PUBLIC           | GENERAL | 60,000  |
| SCHREINER UNIVERSITY<br>2100 MEMORIAL BLVD<br>KERRVILLE, TX 78028                | PUBLIC           | GENERAL | 20,000  |
| SAN ANTONIO CHILDREN'S MUSEUM<br>305 E HOUSTON ST<br>SAN ANTONIO, TX 78205       | PUBLIC           | GENERAL | 100,000 |
| SCHOOL LEADERS NETWORK<br>1100 E WASHINGTON RD<br>HINSDALE, MA 01235             | PUBLIC           | GENERAL | 25,000  |
| SCI-TECH DISCOVERY CENTER<br>8004 N. DALLAS PARKWAY<br>FRISCO, TX 75034          | PUBLIC           | GENERAL | 55,000  |

## STATEMENT PT XV-1

## PART XV, LINE 3(a) - CONTRIBUTIONS PAID DURING THE YEAR ENDED NOVEMBER 30, 2012

| RECIPIENT   | RECIPIENT STATUS | PURPOSE | AMOUNT  |
|---|------------------|---------|---------|
| SFASU FOUNDATION INC-PINEYWOODS<br>P.O BOX 6092-SFA STATION<br>A303 AUSTIN BLDG, SFA<br>NACOGDOCHES, TX 75962 | PUBLIC           | GENERAL | 62,500  |
| SNOWMASS CHAPEL<br>P O BOX 17169<br>SNOWMASS VILLAGE, CO 81615  | PUBLIC           | GENERAL | 25,000  |
| ST. EDWARDS UNIVERSITY<br>3001 SOUTH CONGRESS AVENUE<br>AUSTIN, TX 78704                                      | PUBLIC           | GENERAL | 40,000  |
| TEACHING TRUST<br>6116 N. CENTRAL EXPRESSWAY, SUITE 906<br>P.O. BOX 750362<br>DALLAS, TX 75275                | PUBLIC           | GENERAL | 100,000 |
| THE DALLAS FOUNDATION<br>3963 MAPLE AVENUE, SUITE 390<br>DALLAS, TX 75219                                     | PUBLIC           | GENERAL | 25,000  |
| THE FAMILY PLACE<br>P O BOX 7999<br>DALLAS, TX 75209  | PUBLIC           | GENERAL | 120,000 |
| THE FULTON SCHOOL<br>1623 LAURENCE DRIVE<br>HEATH, TX 75032   | PUBLIC           | GENERAL | 25,000  |
| THE JANE GOODALL INSTITUTE<br>1595 SPRING HILL ROAD, SUITE 550<br>VIENNA, VA 22182                            | PUBLIC           | GENERAL | 25,000  |

## STATEMENT PT XV-1

## PART XV, LINE 3(a) - CONTRIBUTIONS PAID DURING THE YEAR ENDED NOVEMBER 30, 2012

| RECIPIENT   | RECIPIENT STATUS | PURPOSE | AMOUNT    |
|---|------------------|---------|-----------|
| THE UNIVERSITY OF TEXAS AT AUSTIN-ACE<br>1616 GUADALUPE STREET, SUITE 3 206<br>AUSTIN, TX 78701                   | PUBLIC           | GENERAL | 40,000    |
| THE UNIVERSITY OF TEXAS AT DALLAS<br>800 WEST CAMPBELL ROAD, AD13<br>RICHARDSON, TX 75080                         | PUBLIC           | GENERAL | 75,000    |
| UNIVERSITY ADVANCE AND COMMUNICATION<br>TRINITY UNIVERSITY<br>ONE TRINITY PLACE, STE 210<br>SAN ANTONIO, TX 78212 | PUBLIC           | GENERAL | 20,000    |
| UNIVERSITY OF TEXAS FOUNDATION<br>BOX 19198<br>ARLINGTON, TEXAS 76019   | PUBLIC           | GENERAL | 75,000    |
| UNIVERSITY OF NORTH TEXAS FOUNDATION<br>1155 UNION CIRCLE #311250<br>DENTON, TX 76203                             | PUBLIC           | GENERAL | 75,000    |
| Total to Part XV, Line 3(a)   |                  |         | 2,352,000 |