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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

A Employer identification number

GEORGE &amp; FAY YOUNG FOUNDATION INC

75-2478225

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

Room/suite

14850 MONTFORT DRIVE, SUITE 269

B Telephone number

972-404-4001

City or town, state, and ZIP code

DALLAS, TX 75254

C If exemption application is pending, check here ☐

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year

J Accounting method:

☒ Cash☐ Accrual

(from Part II, col. (c), line 16)

☐ Other (specify)

► \$ 54,217,426. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		792,446.		N/A	
2 Check <input type="checkbox"/> If the foundation is not required to attach Sch B					
3 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					
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			2,888,960.		
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
Assets	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	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.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe EXCISE TAX PAYABLE)		1,855.	0.	
23	Total liabilities (add lines 17 through 22)		1,855.	0.		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	<input type="checkbox"/>			
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<input checked="" type="checkbox"/>			
	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 (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 P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b>			
<b>b</b> SEE ATTACHED STATEMENT			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 13,080,595.		10,848,534.	2,232,061.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			2,232,061.

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

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

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

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

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

☐ Yes ☒ No

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

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

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

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

**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 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	28,890.
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	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	28,890.
3 Add lines 1 and 2		4	0.
4 Subtitle A (Income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	28,890.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	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 Overpayment. 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► GFYFOUNDATION.ORG	13	X	
14	The books are in care of ► CAROL Y MARVIN Telephone no ► 972-404-4001 Located at ► 14850 MONTFORT DRIVE, SUITE 269, DALLAS, TX ZIP+4 ► 75254			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No 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):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b**

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****X****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 7324 LAKEHURST, DALLAS, TX 75230	GRANT OFFICER 40.00	102,000.	17,175.	0.

**Total** number of other employees paid over \$50,000**0**

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**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.
	0.
Total. Add lines 1 through 3	0.

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

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

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

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	2,596,172.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	2,596,172.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	28,890.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	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) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				2,473,782.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			2,324,025.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006				
<b>b</b> From 2007				
<b>c</b> From 2008				
<b>d</b> From 2009				
<b>e</b> From 2010				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4. ▶ \$ 2,596,172.				
<b>a</b> Applied to 2010, but not more than line 2a			2,324,025.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2011 distributable amount				272,147.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				2,201,635.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007				
<b>b</b> Excess from 2008				
<b>c</b> Excess from 2009				
<b>d</b> Excess from 2010				
<b>e</b> Excess from 2011				

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities

Subtract line 2d from line 2c

**3** Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year

(a) 2011

(b) 2010

Prior 3 years

(c) 2009

(d) 2008

(e) Total

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

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

CAROL Y MARVIN

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

NONE

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

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

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

SEE STATEMENT 13

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

c Any submission deadlines:

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





## Part XVII

## Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

[illegible]

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

- b If "Yes," complete the following schedule**

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign  
Here**

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

Signature of officer or trustee Kenneth C. Kipley Date 2/19/13

Date \_\_\_\_\_

► Secretary  
Title

**Title**

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

JOHN D SOLANA

Preparer's signature \_\_\_\_\_

Preparer's signature: John H. Adams

Date \_\_\_\_\_

Date  
2/15/13

Check ☐ if self-employed

PTIN

P00048610

Firm's name ► SOLANA & ASSOCIATES, P.C.

Firm's EIN ► 75-1655719

Firm's address ► 8350 N CENTRAL EXPY, STE 775  
DALLAS, TX 75206-1635

Phone no 214-739-4556

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



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

**Total from continuation sheets**

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

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a 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 (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (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

(l) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Losses (from col (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
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 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): If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	}	3	N/A

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


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

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


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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.

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**FORM 990-PF OTHER INCOME STATEMENT 3**


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

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**FORM 990-PF LEGAL FEES STATEMENT 4**


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

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## FORM 990-PF

## ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	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) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE 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 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) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD AT 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) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE 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 OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET 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.
ZAENGLEIN 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
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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
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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		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 AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CAROL Y MARVIN 14850 MONTFORT DRIVE, SUITE 269 DALLAS, TX 75254	DIR/PRES 1.00	5,000.	0.	0.
RICHARD L RIPLEY 14850 MONTFORT DRIVE, SUITE 267 DALLAS, TX 75254	DIR/SEC/ASSIS TREAS 2.00	0.	0.	0.
JUDY PIEPENBROK 14850 MONTFORT DRIVE, SUITE 267 DALLAS, TX 75254	ASSIS SEC/TREAS 4.00	0.	0.	0.
TERESA WOBIG 14850 MONTFORT DRIVE, SUITE 267 DALLAS, TX 75254	ASSIS TREAS 2.00	0.	0.	0.
JOHN GREEN PO BOX 233 MORGAN HILL, TX 76465	DIRECTOR 1.00	5,000.	0.	0.
JOHN C FRANKLIN 9400 N CENTRAL EXPY, SUITE 320 DALLAS, TX 75231	DIR/VICE PRES 1.00	5,000.	0.	0.
MICHAEL E MARVIN 14850 MONTFORT DRIVE, SUITE 267 DALLAS, TX 75254	DIR/TREAS 1.00	5,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		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	FLOWERVE 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	KAISER 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 HLDS	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

[illegible]

# 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
15% RATE CAPITAL GAINS (LOSSES)					
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
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			1076166.00	818,133.00	258,033.00
Totals			1076166.00	818,133.00	258,033.00

## PART IV – STATEMENT 2

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

[illegible]

# PART IV – STATEMENT 3

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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>			206,169.00	249,755.00	-43,586.00

# 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
15% RATE CAPITAL GAINS (LOSSES)					
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 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 NLG0.03	03/18/2010	03/28/2012	7,731.18	2,024.75	5,706.43
135. ALPHA NATURAL RESOURCES 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 #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
Totals					

## 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**

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## PART IV – STATEMENT 4

XX-XXX8225

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

[illegible]

# PART IV – STATEMENT 4

XX-XXX8225

## 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
15% RATE CAPITAL GAINS (LOSSES)					
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 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 ADR ISIN #US66987V1098	11/10/2005	04/25/2012	70,328.06	69,569.31	758.75
2800. TEVA PHARMACEUTICALS INDS 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 B COM STK	06/28/2011	07/25/2012	76,078.68	118,018.13	-41,939.45
740. LABORATORY CORP AMER HLDGS 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 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
Totals					



## 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

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## PART IV – STATEMENT 5

XX-XXX8225

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

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# PART IV – STATEMENT 5

XX-XXX8225

## 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
15% RATE CAPITAL GAINS (LOSSES)					
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
Totals					

## 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

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# 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
Totals					

# 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 #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 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 #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
Totals					

## PART IV – STATEMENT 6

**XX-XXX8225**

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

[illegible]



# 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
15% RATE CAPITAL GAINS (LOSSES)					
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 INC COM STK	07/13/2010	03/08/2012	28,251.77	29,381.25	-1,129.48
1110. DR PEPPER SNAPPLE GROUP INC COM STK	07/13/2010	03/08/2012	41,798.40	43,484.25	-1,685.85
3110. DR PEPPER SNAPPLE GROUP INC COM STK	12/20/2010	03/14/2012	120,181.91	119,221.93	959.98
50. DR PEPPER SNAPPLE GROUP INC COM STK	07/13/2010	03/14/2012	1,932.87	1,958.75	-25.88
1300. DR PEPPER SNAPPLE GROUP 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
Totals					

# 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					
CHANGE DIRECTV COM 2J17AQ1	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. CHEVRONTXACO 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					
CHANGE DIRECTV COM 2J17AQ1	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					
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
Totals					

# 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. CHEVRONTXACO 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
Totals					

## PART IV – STATEMENT 6

**XX-XXX8225**

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

[illegible]

## 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 P.O BOX 421107 DALLAS, TX 75342	PUBLIC	GENERAL	25,000
AUSTIN COLLEGE 900 NORTH GRAND, SUITE 6G SHERMAN TX 75090	PUBLIC	GENERAL	40,000
bcWORKSHOP 416 S. ERVAY DALLAS, TX 75201	PUBLIC	GENERAL	50,000
CAMP FIRE USA FIRST TEXAS COUNCIL 2700 MEACHAM BLVD FORT WORTH, TX 76137	PUBLIC	GENERAL	100,000
CATHOLIC CHARITIES, DIOCESE OF FORT WORTH INC P.O. BOX 15610 FORT WORTH, TX 76119	PUBLIC	GENERAL	35,000
CHILDCAREGROUP 8585 N. STEMMONS FREEWAY, STE 500 S DALLAS, TX 75247	PUBLIC	GENERAL	75,000
CIRCLE TEN COUNCIL BOY SCOUTS OF AMERICA 8605 HARRY HINES BLVD DALLAS, TX 75235	PUBLIC	GENERAL	100,000
CLAUDE MOORE COLONIAL FARM 6310 GEORGETOWN PIKE MCLEAN, VA 22101	PUBLIC	GENERAL	12,500
CONFERENCE OF SOUTHWEST FOUNDATION 624 N. GOOD-LATIMER EXPY, STE 100 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 8617 GARLAND ROAD DALLAS, TX 75218	PUBLIC	GENERAL	100,000
EDUCATE TEXAS 5500 CARUTH HAVEN LANE DALLAS, TX 75225	PUBLIC	GENERAL	75,000
EDUCATION IS FREEDOM FOUNDATION 2711 N HASKELL AVE SUITE 2070, LOCK BOX 18 DALLAS, TX 75204	PUBLIC	GENERAL	75,000
FOUNDATION FOR THE EDUCATION OF YOUNG WOMEN 2804 SWISS AVENUE DALLAS, TX 75204	PUBLIC	GENERAL	100,000
HOPE COTTAGE PREGNANCY & ADOPTION CENTER 4209 MCKINNEY AVENUE DALLAS, TX 75205	PUBLIC	GENERAL	40,000
JUBILEE PARK AND COMMUNITY CENTER P.O. BOX 710759 DALLAS, TX 75371	PUBLIC	GENERAL	105,000
LONE STAR FILM SOCIETY 2501 FOREST PARK BLVD, SUITE 2 FORT WORTH, TX 76110	PUBLIC	GENERAL	25,000
MERCY SHIPS P.O. BOX 2020 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 3610 FAIRMOUNT STREET DALLAS, TX 75219	PUBLIC	GENERAL	50,000
PUBLIC INTEREST PROJECTS 45 WEST 36TH STREET, 6TH FLOOR NEW YORK, NY 10018	PUBLIC	GENERAL	175,000
READING PARTNERS 2910 SWISS AVENUE DALLAS, TX 75204	PUBLIC	GENERAL	100,000
REAL SCHOOL GARDENS 503 BRYAN AVENUE FORT WORTH, TX 76104	PUBLIC	GENERAL	50,000
SALESMANSHIP CLUB 106 E. 10TH STREET, STE 200 DALLAS, TX 75203	PUBLIC	GENERAL	60,000
SCHREINER UNIVERSITY 2100 MEMORIAL BLVD KERRVILLE, TX 78028	PUBLIC	GENERAL	20,000
SAN ANTONIO CHILDREN'S MUSEUM 305 E HOUSTON ST SAN ANTONIO, TX 78205	PUBLIC	GENERAL	100,000
SCHOOL LEADERS NETWORK 1100 E WASHINGTON RD HINSDALE, MA 01235	PUBLIC	GENERAL	25,000
SCI-TECH DISCOVERY CENTER 8004 N. DALLAS PARKWAY 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 P.O BOX 6092-SFA STATION A303 AUSTIN BLDG, SFA NACOGDOCHES, TX 75962	PUBLIC	GENERAL	62,500
SNOWMASS CHAPEL P O BOX 17169 SNOWMASS VILLAGE, CO 81615	PUBLIC	GENERAL	25,000
ST. EDWARDS UNIVERSITY 3001 SOUTH CONGRESS AVENUE AUSTIN, TX 78704	PUBLIC	GENERAL	40,000
TEACHING TRUST 6116 N. CENTRAL EXPRESSWAY, SUITE 906 P.O. BOX 750362 DALLAS, TX 75275	PUBLIC	GENERAL	100,000
THE DALLAS FOUNDATION 3963 MAPLE AVENUE, SUITE 390 DALLAS, TX 75219	PUBLIC	GENERAL	25,000
THE FAMILY PLACE P O BOX 7999 DALLAS, TX 75209	PUBLIC	GENERAL	120,000
THE FULTON SCHOOL 1623 LAURENCE DRIVE HEATH, TX 75032	PUBLIC	GENERAL	25,000
THE JANE GOODALL INSTITUTE 1595 SPRING HILL ROAD, SUITE 550 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 1616 GUADALUPE STREET, SUITE 3 206 AUSTIN, TX 78701	PUBLIC	GENERAL	40,000
THE UNIVERSITY OF TEXAS AT DALLAS 800 WEST CAMPBELL ROAD, AD13 RICHARDSON, TX 75080	PUBLIC	GENERAL	75,000
UNIVERSITY ADVANCE AND COMMUNICATION TRINITY UNIVERSITY ONE TRINITY PLACE, STE 210 SAN ANTONIO, TX 78212	PUBLIC	GENERAL	20,000
UNIVERSITY OF TEXAS FOUNDATION BOX 19198 ARLINGTON, TEXAS 76019	PUBLIC	GENERAL	75,000
UNIVERSITY OF NORTH TEXAS FOUNDATION 1155 UNION CIRCLE #311250 DENTON, TX 76203	PUBLIC	GENERAL	75,000
Total to Part XV, Line 3(a)			2,352,000