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Form 990-PF

Return of Private Foundation

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

2012

Open to Public
Inspection

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

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation The H Scott Caven III Memorial Foundation Inc		A Employer identification number 20-2450503			
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd		B Telephone number (see instructions) (800) 839-1754			
City or town, state, and ZIP code Wilmington, DE 198091377		C If exemption application is pending, check here <input checked="" type="checkbox"/> <input type="checkbox"/>			
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <input type="checkbox"/>			
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/> <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,329,636		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc , received (attach schedule)		3,489			
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		5	5		
4 Dividends and interest from securities.		21,123	21,123		
5a Gross rents					
b Net rental income or (loss) _____					
6a Net gain or (loss) from sale of assets not on line 10		-12,704			
b Gross sales price for all assets on line 6a 197,261					
7 Capital gain net income (from Part IV, line 2)			0		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)		1,590	5		
12 Total. Add lines 1 through 11		13,503	21,133		
Revenue					
13 Compensation of officers, directors, trustees, etc					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)		1,870	1,870		
17 Interest					
18 Taxes (attach schedule) (see instructions)		820			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)		9,539	1		9,522
24 Total operating and administrative expenses.					
Add lines 13 through 23		12,229	1,871		9,522
25 Contributions, gifts, grants paid.		54,600			54,600
26 Total expenses and disbursements. Add lines 24 and 25		66,829	1,871		64,122
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-53,326			
b Net investment income (if negative, enter -0-)			19,262		
c Adjusted net income (if negative, enter -0-)					
Operating and Administrative Expenses					

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments		236,435	6,423	
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	744,591	925,781	917,206	
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ►				
Less accumulated depreciation (attach schedule) ►					
12 Investments—mortgage loans					
13 Investments—other (attach schedule)	391,614	387,110	406,007		
14 Land, buildings, and equipment basis ►					
Less accumulated depreciation (attach schedule) ►					
15 Other assets (describe ►)					
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,372,640	1,319,314	1,329,636		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)			0	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds	1,372,640	1,319,314		
30 Total net assets or fund balances (see page 17 of the instructions)	1,372,640	1,319,314			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,372,640	1,319,314			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,372,640
2	Enter amount from Part I, line 27a	2	-53,326
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,319,314
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,319,314

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)
1 a	Publicly-traded Securities			
b	Section 751 Gain on Sale of Partnership - Reclass			
c	Distributions in Excess of Basis			
d				
e				
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	197,261		208,197	-8,364
b				-1,768
c				410
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				-8,364
b				-1,768
c				410
d				
e				
2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2 -9,722
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8				3

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	42,384	1,322,985	000 032037
2010	20,457	866,998	000 023595
2009	13,198	542,353	000 024335
2008	11,587	312,054	000 037131
2007	9,919	293,117	000 033840
2			2 000 150938
3			3 000 030188
4			4 1,330,604
5			5 40,168
6			6 193
7			7 40,361
8			8 64,122

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input checked="" type="checkbox"/> and enter "N/A" on line 1	1	193
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	193
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	193
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	37
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	160
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	197
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	4
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 4 Refunded <input type="checkbox"/> 11	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b	No
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
c	Did the foundation file Form 1120-POL for this year?	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/>		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13	Yes	

Website address ►

14 The books are in care of ►co Foundation Source Telephone no ►(800) 839-1754
 Located at ►501 Silverside Road Suite 123 Wilmington DE ZIP+4 ►198091377

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ► 15 and enter the amount of tax-exempt interest received or accrued during the year ►

16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? ► 16

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ► 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). ► Yes <input checked="" type="checkbox"/> No		
1b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ►	1b	
1c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ► Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____	2a	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► Yes <input checked="" type="checkbox"/> No	3a	
b If "Yes," did it have excess business holdings in 2012 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 2012).	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	No

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

5a	During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>		5b
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b

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

1. List all officers, directors, trustees, foundation managers and their compensation (see instructions)

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

1	
2	
3	
4	

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

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

1	
2	
All other program-related investments See page 24 of the instructions	
3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes	
a	Average monthly fair market value of securities.	1a 956,747
b	Average of monthly cash balances.	1b 22,658
c	Fair market value of all other assets (see instructions).	1c 371,462
d	Total (add lines 1a, b, and c).	1d 1,350,867
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e
2	Acquisition indebtedness applicable to line 1 assets.	2
3	Subtract line 2 from line 1d.	3 1,350,867
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) <input checked="" type="checkbox"/>	4 20,263
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 1,330,604
6	Minimum investment return. Enter 5% of line 5.	6 66,530

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

1	Minimum investment return from Part X, line 6.	1 66,530
2a	Tax on investment income for 2012 from Part VI, line 5.	2a 193
b	Income tax for 2012 (This does not include the tax from Part VI).	2b 79
c	Add lines 2a and 2b.	2c 272
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 66,258
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 66,258
6	Deduction from distributable amount (see instructions).	6
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7 66,258

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26 <input checked="" type="checkbox"/>	1a 64,122
b	Program-related investments—total from Part IX-B.	1b
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required).	3a
b	Cash distribution test (attach the required schedule).	3b
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 64,122
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5 193
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 63,929

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				66,258
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			63,046	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____ 64,122				
a Applied to 2011, but not more than line 2a			63,046	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				1,076
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				65,182
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see 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))

See Additional Data Table

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

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

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

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	54,600
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	
1	Program service revenue				
a					
b					
c					
d					
e					
f					
g	Fees and contracts from government agencies				
2	Membership dues and assessments.				
3	Interest on savings and temporary cash investments			14	5
4	Dividends and interest from securities.			14	21,123
5	Net rental income or (loss) from real estate				
a	Debt-financed property.				
b	Not debt-financed property.				
6	Net rental income or (loss) from personal property				
7	Other investment income.				
8	Gain or (loss) from sales of assets other than inventory			18	-12,704
9	Net income or (loss) from special events				
10	Gross profit or (loss) from sales of inventory.				
11	Other revenue <u>a</u> K-1 Inc/Loss	525990	-183	14	5
b	Section 751 Partnership Gain on Sale	525990	1,768		
c					
d					
e					
12	Subtotal Add columns (b), (d), and (e).		1,585		8,429
13	Total. Add line 12, columns (b), (d), and (e).				10,014

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

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: The H Scott Caven III Memorial Foundation Inc

EIN: 20-2450503

Software ID: 12000057

Software Version: 12.18.605.2

TY 2012 General Explanation Attachment

Name: The H Scott Caven III Memorial Foundation Inc

EIN: 20-2450503

Software ID: 12000057

Software Version: 12.18.605.2

TY 2012 Investments Corporate Stock Schedule

Name: The H Scott Caven III Memorial Foundation Inc

EIN: 20-2450503

Software ID: 12000057

Software Version: 12.18.605.2

Name of Stock	End of Year Book Value	End of Year Fair Market Value
100 shares of CISCO SYSTEMS INC	1,970	1,965
7008 shares of DREYFUS PREMIER EMERGING MARKETS DEBT LOCAL CURREN	101,805	107,508
1000 shares of INTEL CORP	24,245	20,620
364 shares of KINDER MORGAN MNGMNT	20,666	27,467
7064 shares of MATTHEWS ASIA PACIFIC EQUITY INCOME FUND	90,000	102,998
11168 shares of PIMCO COMMODITY REAL RETURN STRATEGY FUND	94,193	74,155
19295 shares of PIMCO INVESTMENT GRADE CORP BD FD INSTI CL	208,232	214,563
7039 shares of POLEN GROWTH FUND INSTITUTIONAL CLASS	90,396	94,673
1236 shares of WALT DISNEY HOLDINGS CO.	43,569	61,540
6000 shares of WISDOMTREE DREYFUS	159,569	113,460
4788 shares of YACKTMAN FOCUSED FUND	91,136	98,257

TY 2012 Investments - Other Schedule

Name: The H Scott Caven III Memorial Foundation Inc**EIN:** 20-2450503**Software ID:** 12000057**Software Version:** 12.18.605.2

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AUSTIN - AUTOGRAPH DOCUMENT SIGNED-SKIGGINS - 1829		19,999	19,999
AUSTIN - CERTIFICATE OF ADMISSION - W.D.C. HALL - 1829		29,999	29,999
AUSTIN - ORIGINAL MANUSCRIPT LAND GRANT-ANGIER - 1824		29,999	29,999
AUSTIN - TEXIAN LOAN - 1836		3,000	3,000
BAKER - TEXAS SCRAP-BOOK - UNDATED		90	90
BARKER - MEXICO AND TEXAS 1821 -1835 - 1928		250	250
BARKER - THE FINANCES OF THE TEXAS REVOLUTION - 1904R		25	25
BARKER - THE LIFE OF STEPHEN F. AUSTIN - 1925 - 1		173	173
BARKER - THE LIFE OF STEPHEN F. AUSTIN - 1925 - 2		113	113
BERLANDIER - JOURNEY TO MEXICO 1826 TO 1834 - 1980R		90	90
BINKLEY - THE EXPANSIONIST MOVEMENT IN TEXAS 1836-1850 - 1925		113	113
BRACHT - TEXAS IN 1848 - 1931		135	135
BRADFORD - MAP DESCRIPTION OF TEXAS 1840 - 1835		1,500	1,500
BRAMAN - BRAMANS INFORMATION ABOUT TEXAS - 1857		750	750
BRENNER - THE WIND THAT SWEPT MEXICO - 1943		45	45
BRIGHAM - MANUSCRIPT RECEIPT, SIGNED - 1840		600	600
BROWN - HISTORY OF TEXAS FROM 1685 TO 1892-93 - 1		500	500
BROWN - HISTORY OF TEXAS FROM 1685 TO 1892-93 - 2		400	400
BROWN - LIFE TIMES OF HENRY SMITH - 1887		100	100
BROWN - THE ENCYCLOPEDIA OF THE NEW WEST - 1881		810	810
BURNET - SIGNED ITR - VELASCO - BOND 5000 - 1836		1,500	1,500
BURNET - SIGNED LTR - VELASCO - LTR TO UNKNOWN RECIPIENT - 1836		2,000	2,000
CASTANEDA - MEXICAN SIDE OF THE TEXAN REVOLUTION - 1928		375	375
CASTANEDA - MEXICAN SIDE OF THE TEXAN REVOLUTION - 1970		45	45
CAYCE - RECEIPT FOR SALE OF LOTS IN AUGUSTA - 1835		125	125
CHABOT - CORPUS CHRISTI AND LIPANTITLAN - 1942		131	131
CHAMBERLAIN - MY CONFESSION - 1996		156	156
DAHMER - CADDO WAS...HISTORY OF CADDO LAKE - 1989		9	9
DAVIE - DIARY OF WM BARRET TRAVIS 8-30-1833 - UNDATED		75	75
DE CORDOVA - LECTURE ON TEXAS - 1858		375	375

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
DE LA PENA - WITH SANTA ANNA IN TEXAS - 1975		50	50
DESHIELDS - THEY SAT IN HIGH PLACE - 1940		108	108
DEWEES - LETTERS FROM AN EARLY SETTLER - 1852		500	500
DEWEES - LETTERS FROM AN EARLY SETTLER - 1858		350	350
DIENST - THE NAVY OF THE REPUBLIC OF TEXAS - 1940		818	818
DIXON - HEROES OF SAN JACINTO - 1932		500	500
DOBIE - GUIDE TO LIFE AND LITERATURE OF SW - 1943		20	20
DOBIE - THE LONGHOMS - UNDATED		1,200	1,200
DRESEL - GUSTAV DRESELS HOUSTON JOURNAL - 1954		50	50
DUVAL - EARLY TIMES IN TEXAS - 1892		400	400
DUVAL - EARLY TIMES IN TEXAS - 1935		22	22
EBERSTADT - CATALOGUE 162, TEXAS - 1963		100	100
EDWARD - HISTORY OF TEXAS - 1836		6,000	6,000
EHRENBERG - WITH MILAM AND FANNIN - 1935		125	125
ERATH - MEMOIRS OF GEORGE B. ERATH - 1956		75	75
EVANS JOHNSON - TEXAS CENTENNIAL EXHIBITION - 1945		75	75
FALCONER - LETTERS AND NOTES - SANTA FE EXPED - 1930		150	150
FEHRENBACH - LONE STAR - 1968		150	150
FILISOLA - REPRESENTATION DIRIGIDA..SOBRE TEJAS - 1836		3,500	3,500
FISKE - A VISIT TO TEXAS 2D ED. - 1836		7,500	7,500
FISKE - A VISIT TO TEXAS - 1834		850	850
FOOTE - TEXAS AND THE TEXANS 2 VOLS - 1841		1,000	1,000
FRANTZ - GAIL BORDEN - 1951		77	77
FRANTZ - LURE OF THE LAND - 1988		275	275
GAILLARDET - SKETCHES OF EARLY TEXAS AND LA. - 1966		50	50
GAMBRELL - ANSON JONES LAST PRESIDENT OF TEXAS - 1948		45	45
GAMBRELL - MIRABEAU BONAPARTE LAMAR - 1934		83	83
GOUGE - THE FISCAL HISTORY OF TEXAS - 1852		750	750
GOVERNMENT OF TEXAS - CURRENCY - 1 - 100 - 1837-39		8,500	8,500
GRAY - FROM VIRGINIA TO TEXAS, 1835 - 1909		7,500	7,500

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
GRAY - FROM VIRGINIA TO TEXAS, 1835 - 1965R		50	50
GRAY - FROM VIRGINIA TO TEXAS, 1835 - 1998R		59	59
GREEN - JOURNAL OF THE TEXIAN MIER EXPEDITION - 1993R		60	60
GREEN - TEXIAN MIER EXPEDITION JOURNAL - 1845 - 1		1,200	1,200
GREEN - TEXIAN MIER EXPEDITION JOURNAL - 1845 - 2		1,000	1,000
HALEY - EARL VANDALE ON THE TRAIL OF TX BOOKS - 1965		178	178
HARDIN - TEXIAN ILIAD - MILITARY HISTORY OF REV. - 1994		25	25
HELM - SCRAPS OF EARLY TEXAS HISTORY - 1884		1,200	1,200
HENSON - SAMUEL MAY WILLIAMS - 1976		23	23
HILL - THE TEXAS NAVY - 1937		250	250
HOGAN - THE TEXAS REPUBLIC A SOCIAL AND ECONOMIC HISTORY - 1946		50	50
HOLLEY - TEXAS MAP MOUNTED SEPARATELY - 1836		14,999	14,999
HOLLEY - TEXAS - 1833		15,000	15,000
HOLMAN - BUCKSKIN AND HOMESPUN - 1979		300	300
HORGAN - GREAT RIVER, THE RIO GRANDE - 1954		125	125
HOUSTON - APPOINTMENT OF THOS. WM. WARD - 1838		7,000	7,000
HOUSTON - AUTOGRAPH LETTER TO COL. YOAKUM - UNDATED		3,000	3,000
HOUSTON - ENGRAVED PORTRAIT - JOHNSON FRY CO. - 1872		75	75
HOUSTON - LIFE OF GENERAL HOUSTON - 1856		300	300
HOUSTON - PORTRAIT - HARPERS WEEKLY - 1861		100	100
HOUSTON - PROCLAMATION - 1842		900	900
HOUSTON - REPUBLIC OF TEXAS LAND SCRIP.640 AC. - 1837		7,500	7,500
HOUSTON - TEXAS INDEPENDENCE - 1938		110	110
HOUSTON - THE INDUSTRIAL ADVANTAGES OF HOUSTON - 1977		35	35
HOUSTON - TEXAS AND THE GULF OF MEXICO - 1844		3,000	3,000
HOUSTON - TEXAS AND THE GULF OF MEXICO - 1991		60	60
HUGHES - DONIPHANS EXPEDITION - 1847		600	600
HUGHES - REPORT OF THE SECRETARY OF WAR - 1850		1,500	1,500
HUNTER - ADVENTURE OF A MIER PRISONER - 1912		90	90
ILLUSTRATED LONDON NEWS - 3 ENGRAVINGS ON 1 FOLIO SHEET - 1845		100	100

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
JAMES - THE RAVEN - 1929		150	150
JENKINS - RECOLLECTIONS OF EARLY TEXAS - 1958		75	75
JENKINS - THE PAPERS OF THE TEXAS REVOLUTION - 1973		625	625
JENNETT - BIOGRAPHICAL DIR. OF THE TEXAS CONV. - 1941		40	40
JONES - LAND GRANT - 1845		500	500
JONES - LAND GRANT - 1846		1,000	1,000
JONES - MEMORANDA AND OFFICIAL CORRES. - 1859		375	375
KEMP - SIGNERS OF THE DECLARATION OF INDEPENDENCE - 1944		600	600
KENDALL - NARRATIVE OF THE SANTA FE EXPED.- 1ST - 1844		600	600
KENDALL - NARRATIVE OF THE SANTA FE EXPED.- 7TH - 1856		4,500	4,500
KENDALL - NARRATIVE OF THE TEXAS-SANTA FE EXP. - 1844		1,500	1,500
KENDRICK - OATH OF OFFICE OF MAYOR OF MATAGORDA COUNTY - 1842		200	200
KENNEDY - TEXAS - 1925		70	70
KENNEDY - TEXAS THE RISE, PROGRESS, AND PROSP. - 1841		15,000	15,000
LAMAR - REPUBLIC OF TEXAS 500 BOND - 1840		600	600
LANE - HISTORY OF THE UNIVERSITY OF TEXAS - 1891		113	113
LANE - THE ADVENTURES AND RECOLLECTIONS OF A SAN JACINTO VETERAN - 1887		3,500	3,500
LANE - THE ADVENTURES AND RECOLLECTIONS OF A SAN JACINTO VETERAN - 1928		150	150
LATHAM - TRAVELS IN THE REPUBLIC OF TEXAS - UNDATED		36	36
LAWRENCE - TEXAS IN 1840 - 1840		2,500	2,500
LEA - PORTFOLIO OF SIX PAINTINGS - 1953		375	375
LEA - THE KING RANCH - 1957		650	650
LECLERC - TEXAS AND ITS REVOLUTION IN SOUTHERN LIT. - 1841		400	400
LECLERC - TEXAS AND ITS REVOLUTION TRANSLATED - 1950		250	250
LESTER - SAM HOUSTON AND HIS REPUBLIC - 1846		1,500	1,500
LINN - REMINISCENCES OF FIFTY YEARS IN TEXAS - 1883		600	600
LOCKHART - SIXTY YEARS ON THE BRAZOS - 1930		2,500	2,500
LOCKHART - SIXTY YEARS ON THE BRAZOS - 1967		50	50
LORING - TERRESTRIAL GLOBE - 1832		6,000	6,000
LUBBOCK - SIX DECADES IN TEXAS - 1900		600	600

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
LUNDY - THE LIFE TRAVELS AND OPINIONS OF... - 1847		1,000	1,000
LUNDY - THE WAR IN TEXAS WRAPPERS - 1836		1,200	1,200
LUNDY - THE WAR IN TEXAS - 1837		750	750
MAGELLAN MIDSTREAM PARTNERS LP		15,656	34,551
MAILLARD - THE HISTORY OF THE REPUBLIC OF TEXAS - 1842		7,500	7,500
MAP - CARTE DU MEXIQUE OU NOUVELLE ESPAGN - UNDATED		200	200
MAP - MAP OF THE STATE OF TEXAS - UNDATED		100	100
MAP - TEXAS NEW YORK - 1835		1,000	1,000
MARSHALL - HIST, OF THE WEST. BOUNDARY OF LA.PUR. - 1914		270	270
MARTINEZ CARO - VERDADERA IDEA DE LA PRIMERA - 1837		4,000	4,000
MAVERICK - MEMOIRS - 1921		100	100
MCDANIEL TAYLOR - THE COMING EMPIRE - 1877		750	750
MEINIG - IMPERIAL TEXAS - 1969 - 1		56	56
MEINIG - IMPERIAL TEXAS - 1969 - 2		54	54
MEXICO COMMUNICATION - ANNOUNCING SANTA ANNAS RELEASE - 1837		2,500	2,500
MEXICO DECREE OF CONGRESO GENERAL - ARMING OF MERCHANT VESSELS - 1836		750	750
MEXICO DECREE OF CONGRESO GENERAL - BUSTAMENTE AUTH. RE-INVASION OF TEXAS - 1838		750	750
MEXICO DECREE OF CONGRESO GENERAL - DECL. A NATIONAL STATE OF MOURNING - 1836		900	900
MEXICO DECREE OF CONGRESO GENERAL - EFFORTS TO SECURE SANTA ANNAS LIBERTY - 1836		2,500	2,500
MIDDLETON - HISTORY OF THE REGULATORS AND MODERATORS AND THE SHELBY CTY WAR - UNDATED		59	59
MILLER - A FINANCIAL HISTORY OF TEXAS - 1916		161	161
MITCHELL - MAP OF THE STATE OF TEXAS ENGRAVED - 1846		450	450
MOODY/COLE - 125 NOTE TO GABRIEL COLE - 1836			1
MOORE - MAP DESCRIPTION OF TEXAS 1840 - 1965R		30	30
MORFI - A HISTORY OF TEXAS, 1673-1779 - 1935		495	495
MUIR - TEXAS IN 1837 - 1958		100	100
NAVARRO - MANUSCRIPT RECEIPT FOR SANTA FE EXPEDITION - 1841		1,200	1,200
NEWELL - HISTORY OF THE REVOLUTION IN TEXAS - 1838		4,500	4,500
NILES PEASE - HISTORY OF SOUTH AMERICA AND MEXICO - 1838		1,500	1,500
NILES WEEKLY REGISTER - TEXAS DECLARATION OF INDEPENDENCE - 1836		850	850

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OLMSTED - A JOURNEY THROUGH TEXAS - 1857		650	650
PARKER - TRIP TO THE WEST AND TEXAS - 1836		10,000	10,000
PIERCE - TEXAS UNDER ARMS 1836-1946 - 1969		50	50
PIKE - THE JOURNALS OF ZEBULON PIKE - 1966		130	130
POOL - A HISTORICAL ATLAS OF TEXAS - UNDATED		25	25
RANKIN - TEXAS IN 1850 - 1850 - 1		850	850
RANKIN - TEXAS IN 1850 - 1850 - 2		450	450
REPUBLIC OF TEXAS - 500 BOND - SIGNED BY DAVID BURNET - 1841		2,500	2,500
REPUBLIC OF TEXAS - CURRENCY - 1 - 500 - 1840-41		4,450	4,450
RICHARDSON - COMANCHE BARRIER TO SOUTH PLAINS - 1991		270	270
RICHARDSON - TEXAS, THE LONE STAR STATE - 1943		54	54
RICHARDSON - THE TEXAS ALMANAC FOR 1859 - 1858		1,750	1,750
ROBINSON - JUDGE ROBERT MCALPIN WILLIAMSON - 1948		90	90
ROEMER - TEXAS, GERMAN IMMIGRATION - 1935		55	55
SCHM1TZ - THUS THEY LIVED REPUBLIC OF TEXAS - 1935		85	85
SCHMITZ - TEXAS CULTURE 1836-1846 - 1960R		25	25
SMITH - REMINISCENCES OF THE TEXAS REPUBLIC - 1876		1,500	1,500
SMITH - THE ANNEXATION OF TEXAS - 1911		275	275
SMITHWICK - THE EVOLUTION OF A STATE - 1900		500	500
SMITHWICK - THE EVOLUTION OF A STATE - 1995R		60	60
SOLMS-BRAUNF. - TEXAS, 1844-1845 - 1936		128	128
SONNICHSEN - ILL DIE BEFORE I RUN - UNDATED		30	30
SOWELL - TEXAS INDIAN FIGHTERS - 1900		1,750	1,750
SPELL - PIONEER PRINTER SAMUEL BANGS - 1963		45	45
STAPP - THE PRISONERS OF PEROTE BOUND - 1845		900	900
STAPP - THE PRISONERS OF PEROTE WRAPPERS - 1845		1,500	1,500
STEELE - BIOGRAPHY OF PRIVATE ALFONSO STEELE - N.D.30S		75	75
STIFF - THE TEXAN EMIGRANT - 1840		10,000	10,000
STREETER - BIBLIOGRAPHY OF TEXAS 1795-1845 - 1955		585	585
TEXAS - BIOGRAPHICAL DIRECTORY - 1941		40	40

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
TEXAS - CARTAS DE TEJAS Y VENIDA DE S-ANNA - 1836		1,500	1,500
TEXAS - CONSTITUTION - PRES.POLK MESSAGE - 1845		550	550
TEXAS - DECLARATION OF INDEPENDENCE - 4/1836		633	633
TEXAS - ENLISTMENT DOC- JAMES MCCONNAUGHEY - 1836		950	950
TEXAS - LAWS OF THE REPUBLIC - 3RD CONGRESS - 1839		400	400
TEXAS - LAWS OF THE REPUBLIC OF TEXAS - 1838		2,000	2,000
TEXAS - YELLOW ROSE OF TEXAS SHEET MUSIC - UNDATED		30	30
TEXAS TREASURY - 25 NOTE TO GABRIEL CODE - 1837		950	950
THSA - NEW HANDBOOK OF TEXAS - 1997		659	659
TRAVIS - AUTOGRAPH DOCUMENT SIGNED - 1833		19,999	19,999
TRAVIS/BUMET - AUTOGRAPH DOCUMENT SIGNED/STAMPED - 1834		24,999	24,999
TYLER - MADISONIAN-EXTRA. PRESIDENTS MESSAGE - 1844		500	500
US CONGRESS - H. R. 46 STEPHEN DOUGLAS SPEECH - 1845		2,500	2,500
WALLACE - DOCUMENTS OF TEXAS HISTORY - 1960		45	45
WEBB - -VOLS. I, II, III - 1986		60	60
WEBB - THE HANDBOOK OF TEXAS, VOLS. I II - 1952			1
WEEMS - DREAM OF EMPIRE - 1971		27	27
WHARTON - REMEBER GOLIAD - CA. 1931		400	400
WHEELER - TO WEAR A CITYS CROWN - 1968		27	27
WINKLER - MANUSCRIPT LTRS AND DOCS OF EARLY TEXA - 1937		275	275
WISLIZENUS - MEMOIR OF A TOUR TO NORTHERN MEXICO - 1969		75	75
WOOTEN - A COMPLETE TEXAS HISTORY FOR SCHOOL - 1899		75	75
WOOTEN - A COMPREHENSIVE HISTORY OF TEXAS - 1898		1,750	1,750
YOAKUM - HISTORY OF TEXAS ORIGINAL BOARDS - 1856		1,500	1,500
YOAKUM - HISTORY OF TEXAS RE-BOUND - 1856		750	750

TY 2012 Other Expenses Schedule

Name: The H Scott Caven III Memorial Foundation Inc

EIN: 20-2450503

Software ID: 12000057

Software Version: 12.18.605.2

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	9,497			9,497
K-1 Exp - Buckeye Partners, LP	13			
K-1 Exp - Magellan Midstream Partners, LP	4			
State or Local Filing Fees	25			25

TY 2012 Other Income Schedule

Name: The H Scott Caven III Memorial Foundation Inc**EIN:** 20-2450503**Software ID:** 12000057**Software Version:** 12.18.605.2

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 Inc/Loss - Buckeye Partners, LP	3	5	
K-1 Inc/Loss - Magellan Midstream Partners, LP	-181		
Sec 751 Gain on Sale - Buckeye Partners, LP	1,768		

TY 2012 Other Professional Fees Schedule

Name: The H Scott Caven III Memorial Foundation Inc

EIN: 20-2450503

Software ID: 12000057

Software Version: 12.18.605.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	1,870	1,870		

TY 2012 Taxes Schedule

Name: The H Scott Caven III Memorial Foundation Inc**EIN:** 20-2450503**Software ID:** 12000057**Software Version:** 12.18.605.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
IRS Excise Tax Payment with 1st ext 990-PF	820			

Form 990PF Part VIII Line 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
Preston Owen Broadfoot	VP 001 00	0		
Foundation Source 501 Silverside Rd Wilmington, DE 19809				
Jennie Vivien Caven	VP 001 00	0		
Foundation Source 501 Silverside Rd Wilmington, DE 19809				
Vivien Caven	VP / Dir 001 00	0		
Foundation Source 501 Silverside Rd Wilmington, DE 19809				
H Scott Caven Jr	Pres / Dir / Sec 001 00	0		
Foundation Source 501 Silverside Rd Wilmington, DE 19809				
Lindsey C Majors	VP 001 00	0		
Foundation Source 501 Silverside Rd Wilmington, DE 19809				

Form 990PF Part XV Line 1a - 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).

H Scott Caven Jr

Lindsey C Majors

Preston Owen Broadfoot

Vivien Caven

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BOS PLACE 10050 BUFF SPDWY HOUSTON, TX 77054	N/A	509a1	General Unrestricted	5,000
CRISTO REY JESUIT HS OF HOUSTON 6700 MOUNT CARMEL ST HOUSTON, TX 77087	N/A	509a1	General Unrestricted	3,000
GLENWOOD CMTRY HISTORIC PRSVTN FDN 2525 WASHINGTON AVE HOUSTON, TX 77007	N/A	509a1	General Unrestricted	1,000
GULF COAST REGIONAL BLOOD CENTER 1400 LA CONCHA LN HOUSTON, TX 77054	N/A	509a2	General Unrestricted	5,000
ST JOHNS SCHOOL 2401 CLAREMONT LN HOUSTON, TX 77019	N/A	509a1	Scotty Caven Field and Dedication Plaque	3,500
TEACH FOR AMERICA HOUSTON 4669 SW FREEWAY STE 600 HOUSTON, TX 77027	N/A	509a1	General Unrestricted	5,000
THE UNIVERSITY OF TEXAS AT AUSTIN 1 UNIVERSITY STA AUSTIN, TX 78712	N/A	509a1	Caven Lacrosse and Sports Center	10,000
THE UNIVERSITY OF TEXAS AT AUSTIN 1 UNIVERSITY STA AUSTIN, TX 78712	N/A	509a1	UT Mens Club Lacrosse Team	10,000
US LACROSSE FOUNDATION INC 113 W UNIVERSITY PKWY BALTIMORE, MD 21210	N/A	509a2	General Unrestricted	1,000
US LACROSSE FOUNDATION INC 113 W UNIVERSITY PKWY BALTIMORE, MD 21210	N/A	509a2	First Stick Program	1,100
WILDLIFE CENTER OF TEXAS INC 7007 KATY RD HOUSTON, TX 77024	N/A	509a2	Annual Operating Fund	10,000
Total			► 3a	54,600