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

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

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 , 2012, and ending

SUSAN SCOTT FOUNDATION
15 OLD RANCH ROAD
LAGUNA NIGUEL, CA 92677A Employer identification number
33-0622262B Telephone number (see the instructions)
(949) 489-7800C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 5,901,507.J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE	1 Contributions, gifts, grants, etc. received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	159,894.	159,894.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	253,470.			
	b Gross sales price for all assets on line 6a	2,359,662.			
	7 Capital gain net income (from Part IV, line 2)		253,470.		
	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/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	413,364.	413,364.			
ADMINISTRATIVE EXPENSES AND OPERATING	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)	SEE ST 1	3,518.	1,759.	1,759.
	c Other prof fees (attach sch)	SEE ST. 2	39,221.	39,221.	
	17 Interest				
	18 Taxes (attach schedule)(see instrs)	SEE STM. 3	9,527.	1,527.	
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses. Add lines 13 through 23	52,450.	42,507.		1,943.	
25 Contributions, gifts, grants paid PART XV	302,000.			302,000.	
26 Total expenses and disbursements. Add lines 24 and 25	354,450.	42,507.	0.	303,943.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	58,914.				
b Net investment income (if negative, enter -0-)		370,857.			
c Adjusted net income (if negative, enter -0-)			0.		

21 614

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	28,790.	25,089.	25,089.
	2 Savings and temporary cash investments	107,503.	39,420.	39,420.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch.)			
	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)	1,030,676.	652,453.	814,309.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis			
LIABILITIES	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)	3,690,567.	4,199,488.	5,022,689.
	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)	4,857,536.	4,916,450.	5,901,507.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
NET FUND ASSETS OR BALANCES	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	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	4,857,536.	4,916,450.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	4,857,536.	4,916,450.	
	31 Total liabilities and net assets/fund balances (see instructions)	4,857,536.	4,916,450.	

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	4,857,536.
2 Enter amount from Part I, line 27a	2	58,914.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	4,916,450.
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	4,916,450.

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 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1 a SEE STATEMENT 5

b

c

d

e

(e) Gross sales price

(f) Depreciation allowed
(or allowable)(g) Cost or other basis
plus expense of sale(h) Gain or (loss)
(e) plus (f) minus (g)

a

b

c

d

e

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

(i) Fair Market Value
as of 12/31/69(j) Adjusted basis
as of 12/31/69(k) Excess of column (i)
over column (j), if any(l) Gains (Column (h)
gain minus column (k), but not less
than -0-) or Losses (from column (h))

a

b

c

d

e

2 Capital gain net income or (net capital loss).

If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7

2

253,470.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0-
in Part I, line 8

3

0.

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	282,383.	5,997,360.	0.047085
2010	231,772.	5,560,921.	0.041679
2009	172,391.	4,912,286.	0.035094
2008	321,791.	6,060,934.	0.053093
2007	341,099.	6,085,271.	0.056053

2 Total of line 1, column (d)

2

0.233004

3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3

0.046601

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4

5,920,665.

5 Multiply line 4 by line 3

5

275,909.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

3,709.

7 Add lines 5 and 6

7

279,618.

8 Enter qualifying distributions from Part XII, line 4

8

303,943.

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

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

1 a 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 instrs)			
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		1	3,709.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	3,709.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,709.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a	5,910.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	6,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	11,910.	
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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,201.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 8,201. Refunded	11	0.	

Part VII A Statements Regarding Activities

	Yes	No
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If 'Yes,' attach a detailed description of the activities.		
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
4 a 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?		X
If 'Yes,' attach the statement required by General Instruction T.		
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, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions)		
CA		
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 2012 or the taxable year beginning in 2012 (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. SEE STATEMENT 6	X	

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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?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ <u>GEORGE MCFARLIN</u> Telephone no. ▶ <u>949-452-0500</u>			
	Located at ▶ <u>15 OLD RANCH ROAD LAGUNA NIGUEL CA</u> ZIP + 4 ▶ <u>92677</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A	▶ <input type="checkbox"/> N/A		
	and enter the amount of tax-exempt interest received or accrued during the year. ▶ 15	N/A		
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		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶				

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b	N/A
Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>		
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 2012?	1 c	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)	2 b	N/A
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 __		
3 a 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 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)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2012?	4 b	X

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

6 a 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?

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

7 a 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**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE ----- -----		
----- ----- -----		
----- ----- -----		
----- ----- -----		
----- ----- -----		
----- ----- -----		
----- ----- -----		
----- ----- -----		
Total number of others receiving over \$50,000 for professional services	▶

Part IX-A Summary of Direct Charitable Activities

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

1	N/A	
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.

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		
1	N/A	
2		
All other program-related investments. See instructions.		
3		
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.)

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.	1 a	4,338,064.
b	Average of monthly cash balances.	1 b	234,391.
c	Fair market value of all other assets (see instructions)	1 c	1,438,372.
d	Total (add lines 1a, b, and c)	1 d	6,010,827.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,010,827.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	90,162.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,920,665.
6	Minimum investment return. Enter 5% of line 5	6	296,033.

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	296,033.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	3,709.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b.	2 c	3,709.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	292,324.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4.	5	292,324.
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	292,324.

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	1 a	303,943.
b	Program-related investments — total from Part IX-B.	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	303,943.
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	3,709.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	300,234.

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.				292,324.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007.	10,238.			
b From 2008.	20,962.			
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	31,200.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 303,943.				
a Applied to 2011, but not more than line 2a.			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2012 distributable amount.				292,324.
e Remaining amount distributed out of corpus.	11,619.			
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.	42,819.			
b Prior years' undistributed income. Subtract line 4b from line 2b.		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions.		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount — see instructions.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013.				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	10,238.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	32,581.			
10 Analysis of line 9:				
a Excess from 2008.	20,962.			
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.	11,619.			

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 2012, 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)

	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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					

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).)

NONE

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 or e-mail 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 8				
Total			3 a	302,000.
b Approved for future payment				
Total			3 b	

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

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

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

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

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only. ☐

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	SUSAN SCOTT FOUNDATION	33-0622262
	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
	15 OLD RANCH ROAD	
File by the due date for filing your return. See instructions.	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	LAGUNA NIGUEL, CA 92677	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► GEORGE MCFARLIN

Telephone No. ► 949-452-0500 FAX No. ► _____

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 2013, to file the exempt organization return for the organization named above.
The extension is for the organization's return for:

- ☒ calendar year 2012 or
► ☐ tax year beginning _____, 20____, and ending _____, 20____.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	11,910.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	11,910.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	0.

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the extended due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	SUSAN SCOTT FOUNDATION	33-0622262
	Number, street, and room or suite number. If a P.O. box, see instructions.	Social security number (SSN)
	15 OLD RANCH ROAD	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	LAGUNA NIGUEL, CA 92677	

Enter the Return code for the return that this application is for (file a separate application for each return) ... **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in care of ▶ GEORGE MCFARLIN
Telephone No. ▶ 949-452-0500 FAX No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) .. _____. If this is for the whole group, check this box. ☐. If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until 11/15, 2013.
- For calendar year 2012, or other tax year beginning _____, 20____, and ending _____, 20____.
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension _____

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	11,910.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	11,910.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ [Signature] Title ▶ CFA Date ▶ 8/12/13
BAA FIFZ0502L 01/21/13 Form 8868 (Rev 1-2013)

2012

FEDERAL STATEMENTS

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SUSAN SCOTT FOUNDATION

33-0622262

9/23/13

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STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PREPARATION OF RETURNS	\$ 3,518.	\$ 1,759.		\$ 1,759.
TOTAL	<u>\$ 3,518.</u>	<u>\$ 1,759.</u>	<u>\$ 0.</u>	<u>\$ 1,759.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	\$ 39,221.	\$ 39,221.		
TOTAL	<u>\$ 39,221.</u>	<u>\$ 39,221.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	\$ 8,000.			
FOREIGN TAXES PAID ON DIVIDENDS	1,527.	\$ 1,527.		
TOTAL	<u>\$ 9,527.</u>	<u>\$ 1,527.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	\$ 24.			\$ 24.
FILING FEES	85.			85.
POSTAGE	30.			30.
SAFETY DEPOSIT BOX	45.			45.
TOTAL	<u>\$ 184.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 184.</u>

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SUSAN SCOTT FOUNDATION

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STATEMENT 5
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	123.898 PIMCO LOW DURATION CLASS A	PURCHASED	1/31/2012	10/24/2012
2	112.716 PIMCO LOW DURATION CLASS A	PURCHASED	2/29/2012	10/24/2012
3	138.937 PIMCO LOW DURATION CLASS A	PURCHASED	3/30/2012	10/24/2012
4	126.530 PIMCO LOW DURATION CLASS A	PURCHASED	4/30/2012	10/24/2012
5	141.543 PIMCO LOW DURATION CLASS A	PURCHASED	5/31/2012	10/24/2012
6	5,810.511 PIMCO LOW DURATION CLASS A	PURCHASED	6/13/2012	10/24/2012
7	80.156 PIMCO LOW DURATION CLASS A	PURCHASED	10/31/2011	10/24/2012
8	77.660 PIMCO LOW DURATION CLASS A	PURCHASED	11/30/2011	10/24/2012
9	0.661 PIMCO LOW DURATION CLASS A	PURCHASED	12/07/2011	10/24/2012
10	318.779 PIMCO LOW DURATION CLASS A	PURCHASED	12/28/2011	10/24/2012
11	113.284 PIMCO LOW DURATION CLASS A	PURCHASED	12/30/2011	10/24/2012
12	29,053.421 PIMCO LOW DURATION CLASS A	PURCHASED	7/29/2011	10/01/2012
13	32,733.651 PIMCO LOW DURATION CLASS A	PURCHASED	7/29/2011	10/24/2012
14	83.162 PIMCO LOW DURATION CLASS A	PURCHASED	8/31/2011	10/24/2012
15	82.121 PIMCO LOW DURATION CLASS A	PURCHASED	9/30/2011	10/24/2012
16	35,215.947 PIMCO REAL RETURN FUND CLASS A	PURCHASED	2/23/2011	3/07/2012
17	10,364.427 WASH MUTUAL INVSTRS FD CL F-1	PURCHASED	3/02/2011	3/05/2012
18	202 BANCO BILBAO VIZCAYA ARGENTARIA SA	PURCHASED	10/25/2011	7/20/2012
19	23 BAYER AG SPON A DR	PURCHASED	9/15/2011	1/18/2012
20	31 DAIMLER AG SPONS ADR	PURCHASED	12/21/2011	11/02/2012
21	60 DESARROLLADORA HOMEX S A DE C V SPON ADR	PURCHASED	1/12/2012	10/24/2012
22	16 FOMENTO ECONOMICO MEX S A B DE C V NEW	PURCHASED	6/17/2011	1/19/2012
23	16 FOMENTO ECONOMICO MEX S A B DE C V NEW	PURCHASED	6/17/2011	3/05/2012
24	58 GDF SUEZ SPON ADR	PURCHASED	3/15/2012	12/11/2012
25	45 GLAXOSMITHKLINE PLC SPONS ADR	PURCHASED	6/17/2011	1/10/2012
26	86 GLAXOSMITHKLINE PLC SPONS ADR	PURCHASED	6/17/2011	2/17/2012
27	33 IMPERIAL TOBAC GR SPONS	PURCHASED	6/17/2011	1/11/2012
28	15 IMPERIAL TOBAC GR SPONS	PURCHASED	6/17/2011	1/19/2012
29	194 KONICA MINOLTA INC ADR	PURCHASED	6/17/2011	4/24/2012
30	86 KONICA MINOLTA INC ADR I	PURCHASED	6/17/2011	4/25/2012
31	85 NATL AUST B LTD	PURCHASED	6/17/2011	1/27/2012
32	36 NEXEN INC COM SHS C/A EFF 02/25/13 1 OLD / USD 27.50 P/S	PURCHASED	12/22/2011	7/27/2012
33	165 NIPPON TELEG & TELEPHONE CORP SPONS ADR	PURCHASED	6/17/2011	2/21/2012
34	49 NOVARTIS AG SPONSORED ADR	PURCHASED	6/17/2011	2/17/2012
35	125 PDG RLTY S A EMPRENTOS E PARTS SPONS ADR	PURCHASED	1/10/2012	7/10/2012
36	188 PDG RLTY S A EMPRENTOS E PARTS SPONS ADR	PURCHASED	1/11/2012	7/10/2012
37	31 REXAM PLC SPONSORED ADR NEW R/S EFF 01/28/13	PURCHASED	6/17/2011	4/18/2012
38	66 ROCHE HLDGS LT SPON	PURCHASED	6/17/2011	1/18/2012
39	35 ROYAL DUTCH SHELL PLC SPON	PURCHASED	6/17/2011	1/12/2012
40	105 ROYAL KPN N V SPONS ADR	PURCHASED	6/25/2012	12/14/2012
41	16 ROYAL KPN N V SPONS ADR	PURCHASED	6/26/2012	12/14/2012
42	18 SBM OFFSHORE NV ADR	PURCHASED	8/01/2011	7/17/2012
43	24 SBM OFFSHORE NV ADR	PURCHASED	8/01/2011	7/19/2012
44	22 SBM OFFSHORE NV ADR	PURCHASED	8/01/2011	7/20/2012
45	31 SBM OFFSHORE NV ADR	PURCHASED	8/01/2011	7/24/2012
46	79 SINGAPORE TELECOMM LTD	PURCHASED	6/17/2011	1/18/2012
47	91 SEADRILL LIMITED SHS	PURCHASED	6/17/2011	6/14/2012
48	50 SEADRILL LIMITED SHS	PURCHASED	8/31/2011	6/14/2012
49	44 SMITH & NEPHEW P L C SPONSORED ADR NEW	PURCHASED	6/17/2011	2/22/2012
50	66 SVENSKA CELLULOZA AKTIEBET SCA SPON ADR	PURCHASED	8/03/2011	1/26/2012

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SUSAN SCOTT FOUNDATION

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STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
51	125 SVENSKA CELLULOZA AKTIEBET SCA SPON ADR	PURCHASED	8/03/2011	6/15/2012
52	19 SVENSKA CELLULOZA AKTIEBET SCA SPON ADR	PURCHASED	8/04/2011	6/15/2012
53	135 SVENSKA CELLULOZA AKTIEBET SCA SPON ADR	PURCHASED	8/04/2011	6/18/2012
54	CREDIT SUISSE GRP SPONS	PURCHASED	1/01/2011	8/14/2012
55	67 DAIMLER AG SPONS ADR	PURCHASED	9/15/2011	11/02/2012
56	85 DESARROLLADORA HOMEX S A DE C V SPON ADR	PURCHASED	6/17/2011	10/24/2012
57	109 FUJITSU LTD ADR 5 COM	PURCHASED	6/17/2011	10/01/2012
58	88 FUJITSU LTD ADR 5 COM	PURCHASED	6/17/2011	10/02/2012
59	78 GDF SUEZ SPON ADR	PURCHASED	8/09/2011	12/11/2012
60	68 GDF SUEZ SPON ADR	PURCHASED	8/16/2011	12/11/2012
61	74 HANNOVER RUECK SE SPONS ADR	PURCHASED	6/17/2011	12/04/2012
62	83 NATIONAL AUSTRALIA BANK LTD ADRS	PURCHASED	6/17/2011	12/20/2012
63	147 NEXEN INC COM SHS C/A EFF 02/25/13 1 OLD / USD 27.50 P/S	PURCHASED	6/17/2011	7/23/2012
64	123 NEXEN INC COM SHS C/A EFF 02/25/13 1 OLD / USD 27.50 P/S	PURCHASED	6/17/2011	7/27/2012
65	102 PRUDENTIAL PLC ADR	PURCHASED	6/17/2011	12/03/2012
66	66 REXAM PLC SPONSORED ADR NEW R/S	PURCHASED	6/17/2011	8/23/2012
67	65 REXAM PLC SPONSORED ADR NEW R/S	PURCHASED	6/17/2011	9/14/2012
68	48 ROLLS ROYCE HLDGS PLC SPONS ADR	PURCHASED	6/17/2011	7/12/2012
69	37 ROLLS ROYCE HLDGS PLC SPONS ADR	PURCHASED	6/17/2011	7/13/2012
70	33 SBM OFFSHORE NV ADR	PURCHASED	6/17/2011	7/12/2012
71	34 SBM OFFSHORE NV ADR	PURCHASED	6/17/2011	7/13/2012
72	22 SBM OFFSHORE NV ADR	PURCHASED	6/17/2011	7/16/2012
73	28 SBM OFFSHORE NV ADR	PURCHASED	6/17/2011	7/17/2012
74	39 SINGAPORE TELECOMM LTD SPON ADR NEW 2006	PURCHASED	6/17/2011	8/10/2012
75	12 SINGAPORE TELECOMM LTD SPON ADR NEW 2006	PURCHASED	6/17/2011	8/14/2012
76	93 SINGAPORE TELECOMM LTD SPON ADR NEW 2006	PURCHASED	6/17/2011	8/22/2012
77	38 TELENOR ASA ADS	PURCHASED	6/17/2011	12/18/2012
78	13 TELENOR ASA ADS	PURCHASED	6/20/2011	12/18/2012
79	1216 XSTRATA PLC ADR	PURCHASED	6/17/2011	9/24/2012
80	83 XSTRATA PLC ADR	PURCHASED	6/17/2011	9/26/2012
81	36 XSTRATA PLC ADR	PURCHASED	6/17/2011	9/27/2012
82	37 XSTRATA PLC ADR	PURCHASED	6/17/2011	9/28/2012
83	30 BAIDU COM INC SPONS ADR REPSTG ORD SHS CL A	PURCHASED	4/13/2012	11/05/2012
84	25 BAIDU COM INC SPONS ADR REPSTG ORD SHS CL A	PURCHASED	9/24/2012	11/05/2012
85	34 CHEVRON CORP NEW COM	PURCHASED	8/12/2011	3/05/2012
86	222 CISCO SYSTEMS INC	PURCHASED	3/23/2012	8/31/2012
87	13 CNOOC LTD SPONSORED ADR ISIN#US1261321095	PURCHASED	12/06/2011	8/28/2012
88	38 DEERE & CO	PURCHASED	12/20/2011	3/05/2012
89	72 DIAGEO PLC SPONS ADR NW ISIN#US25243Q2057	PURCHASED	5/03/2011	3/05/2012
90	80 DU PONT E I DE NEMOURS & CO COM	PURCHASED	8/12/2011	3/05/2012
91	166 EBAY INC COM	PURCHASED	3/17/2011	3/05/2012
92	43 EQUINIX INC COM NEW	PURCHASED	8/29/2011	3/05/2012
93	119 ESTEE LAUDER COMPANIES INC CL A	PURCHASED	5/06/2011	3/05/2012
94	78 FLUOR CORP NEW COM	PURCHASED	3/30/2011	3/05/2012

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SUSAN SCOTT FOUNDATION

33-0622262

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STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
95	6 FLUOR CORP NEW COM	PURCHASED	10/03/2011	3/05/2012
96	22 MCDONALDS CORP	PURCHASED	2/13/2012	7/27/2012
97	43 MICROSOFT CORP COM	PURCHASED	4/05/2011	3/05/2012
98	71 NETEASE INC SPONSORED ADR ISIN#US64110W1027	PURCHASED	4/05/2011	3/05/2012
99	11 NETEASE INC SPONSORED ADR ISIN#US64110W1027	PURCHASED	10/17/2011	4/13/2012
100	1 ORACLE CORP COM	PURCHASED	6/10/2011	3/23/2012
101	105 ORACLE CORP COM	PURCHASED	6/10/2011	4/30/2012
102	76 RCKWL AUTOMTION INC COM FRMRLY RCKWLL INTL CORP	PURCHASED	2/27/2012	3/05/2012
103	70 TEVA PHARML INDUS LTD ADR ISIN#US8816242098	PURCHASED	5/24/2011	3/05/2012
104	66 TEVA PHARML INDUS LTD ADR ISIN#US8816242098	PURCHASED	5/24/2011	4/13/2012
105	51 UNITED TECHNOLOGIES CORP COM	PURCHASED	1/11/2012	3/05/2012
106	78 WILLIAMS SONOMA INC COM	PURCHASED	3/02/2012	3/05/2012
107	44 ABB LTD SPONSORED ADR	PURCHASED	6/13/2007	3/05/2012
108	146 ABB LTD SPONSORED ADR	PURCHASED	8/17/2009	3/05/2012
109	52 ABB LTD SPONSORED ADR	PURCHASED	8/17/2009	5/16/2012
110	180 ABB LTD SPONSORED ADR	PURCHASED	3/05/2010	5/16/2012
111	31 ACNTURE PLC IRELND CL SHS ISIN#IE00B4BNMY34	PURCHASED	4/19/2006	3/05/2012
112	37 ACNTURE PLC IRELND CL SHS ISIN#IE00B4BNMY34	PURCHASED	7/11/2006	3/05/2012
113	109 AFLAC INC COM	PURCHASED	12/20/2010	3/05/2012
114	27 AFLAC INC COM	PURCHASED	12/20/2010	8/31/2012
115	80 AFLAC INC COM	PURCHASED	3/21/2011	8/31/2012
116	59 ALLERGAN INC COM	PURCHASED	4/08/2010	3/05/2012
117	18 AMAZON COM INC	PURCHASED	2/07/2011	3/05/2012
118	62 AMERIPRISE FINL INC COM	PURCHASED	4/05/2010	3/05/2012
119	51 ANADARKO PETE CORP COM	PURCHASED	5/20/2010	3/05/2012
120	8 APPLE INC COM	PURCHASED	8/02/2006	2/13/2012
121	15 APPLE INC COM	PURCHASED	8/02/2006	3/05/2012
122	15 APPLE INC COM	PURCHASED	7/30/2008	3/05/2012
123	93 BORGWARNER INC COM	PURCHASED	6/18/2010	3/05/2012
124	122 BROADCOM CORP CL A	PURCHASED	6/24/2010	3/05/2012
125	104 CAMERON INTL CORP COM	PURCHASED	6/13/2007	3/05/2012
126	139 CARN CORP PRED CTF 1 COM CARN CORP & 1 TR SH	PURCHASED	9/28/2009	3/05/2012
127	62 CARN CORP PRED CTF 1 COM CARN CORP & 1 TR SH	PURCHASED	9/28/2009	3/23/2012
128	55 CARN CORP PRED CTF 1 COM CARN CORP & 1 TR SH	PURCHASED	10/29/2010	3/23/2012
129	29 CATERPILLAR INC COM	PURCHASED	11/30/2010	3/05/2012
130	32 CATERPILLAR INC COM	PURCHASED	11/30/2010	11/26/2012
131	61 CELGENE CORP	PURCHASED	4/08/2010	3/05/2012
132	87 CERNER CORP	PURCHASED	7/11/2006	3/05/2012
133	29 CERNER CORP	PURCHASED	7/11/2006	7/18/2012
134	18 CNOOC LTD SPONSORED ADR ISIN#US1261321095	PURCHASED	6/18/2010	3/05/2012
135	7 CNOOC LTD SPONSORED ADR ISIN#US1261321095	PURCHASED	6/18/2010	8/28/2012
136	28 COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A	PURCHASED	11/10/2005	3/05/2012

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
137	31 COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A	PURCHASED	4/09/2010	3/05/2012
138	137 COMP DE BEBIDAS DAS AMERS AMBEV SPNSD	PURCHASED	6/06/2008	3/05/2012
139	119 COMP DE BEBIDAS DAS AMERS AMBEV SPNSD	PURCHASED	6/06/2008	7/18/2012
140	149 COMP DE BEBIDAS DAS AMERS AMBEV SPNSD	PURCHASED	6/06/2008	1/23/2012
141	COMP DE BEBIDAS DAS AMERS AMBEV SPNSD	PURCHASED	1/01/2011	6/21/2012
142	65 DANAHER CORP COM	PURCHASED	12/05/2008	3/05/2012
143	39 DANAHER CORP COM	PURCHASED	10/30/2009	3/05/2012
144	65 DIRECTV COM CL A C/A EFF 8/28/12 1 OLD/1	PURCHASED	7/24/2008	3/05/2012
145	70 DISNEY WALT CO DISNEY COM	PURCHASED	2/25/2011	3/05/2012
146	33 DOVER CORP COM	PURCHASED	11/09/2009	3/05/2012
147	18 DOVER CORP COM	PURCHASED	3/05/2010	3/05/2012
148	51 DOVER CORP COM	PURCHASED	3/05/2010	10/05/2012
149	100 DOVER CORP COM	PURCHASED	11/09/2009	1/11/2012
150	81 DU PONT E I DE NEMOURS & CO COM	PURCHASED	8/12/2011	8/20/2012
151	64 EMC CORP COM	PURCHASED	9/30/2010	2/13/2012
152	238 EMC CORP COM	PURCHASED	9/30/2010	3/05/2012
153	37 EMC CORP COM	PURCHASED	9/30/2010	4/30/2012
154	84 EXPRSS SCRIPTS INC COM MER EFF 4/3/12 1 OLD/1	PURCHASED	12/14/2007	3/05/2012
155	28 FLOWSERVE CORP COM	PURCHASED	5/16/2008	3/05/2012
156	4 FLOWSERVE CORP COM	PURCHASED	6/06/2008	3/05/2012
157	8 GOOGLE INC CL A	PURCHASED	7/03/2007	3/05/2012
158	7 GOOGLE INC CL A	PURCHASED	7/23/2007	3/05/2012
159	107 HALLIBURTON CO COM	PURCHASED	10/16/2006	3/05/2012
160	2 HALLIBURTON CO COM	PURCHASED	10/16/2006	7/18/2012
161	107 HALLIBURTON CO COM	PURCHASED	11/16/2010	7/18/2012
162	86 HENRY SCHEIN INC	PURCHASED	4/19/2006	3/05/2012
163	30 INTERNATIONAL BUSINESS MACHS CORP COM	PURCHASED	1/11/2007	3/05/2012
164	15 INTERNATIONAL BUSINESS MACHS CORP COM	PURCHASED	1/22/2007	3/05/2012
165	93 MCDONALDS CORP	PURCHASED	4/19/2006	3/05/2012
166	21 MCDONALDS CORP	PURCHASED	4/19/2006	5/16/2012
167	12 MCDONALDS CORP	PURCHASED	7/11/2006	5/16/2012
168	28 MCDONALDS CORP	PURCHASED	7/11/2006	7/27/2012
169	64 MICROSOFT CORP COM	PURCHASED	4/19/2006	3/05/2012
170	230 MICROSOFT CORP COM	PURCHASED	7/11/2006	3/05/2012
171	114 MICROSOFT CORP COM	PURCHASED	4/05/2011	8/02/2012
172	27 MICROSOFT CORP COM	PURCHASED	7/08/2011	8/02/2012
173	175 MICROSOFT CORP COM	PURCHASED	7/08/2011	10/26/2012
174	22 NETEASE INC SPONS ADR ISIN#US64110W1027	PURCHASED	4/05/2011	4/13/2012
175	53 NETEASE INC SPONS ADR ISIN#US64110W1027	PURCHASED	10/17/2011	11/20/2012
176	35 NIKE INC CLASS B	PURCHASED	3/07/2007	3/05/2012
177	31 NIKE INC CLASS B	PURCHASED	10/08/2009	3/05/2012
178	30 NIKE INC CLASS B	PURCHASED	10/08/2009	9/17/2012
179	35 NIKE INC CLASS B	PURCHASED	10/08/2009	10/25/2012
180	225 ORACLE CORP COM	PURCHASED	2/22/2010	3/05/2012
181	37 ORACLE CORP COM	PURCHASED	2/22/2010	3/23/2012
182	53 ORACLE CORP COM	PURCHASED	10/29/2010	3/23/2012
183	132 PEPSICO INC COM	PURCHASED	1/17/2006	2/27/2012
184	20 PEPSICO INC COM	PURCHASED	7/11/2006	2/27/2012
185	65 PIONEER NAT RES CO COM	PURCHASED	5/20/2010	3/05/2012
186	30 PIONEER NAT RES CO COM	PURCHASED	5/20/2010	8/13/2012
187	90 PRAXAIR INC	PURCHASED	4/19/2006	2/27/2012
188	20 PRAXAIR INC	PURCHASED	7/11/2006	2/27/2012
189	13 PRICELINE COM INC COM NEW	PURCHASED	1/20/2009	3/05/2012

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
190	4 PRICELINE COM INC COM NEW	PURCHASED	1/20/2009	8/31/2012
191	8 RALPH LAUREN CORP CL A	PURCHASED	10/29/2010	2/13/2012
192	22 RALPH LAUREN CORP CL A	PURCHASED	10/29/2010	3/05/2012
193	39 SCHLUMBERGER LTD COM ISIN#AN8068571086	PURCHASED	11/26/2003	3/05/2012
194	25 SCHLUMBERGER LTD COM ISIN#AN8068571086	PURCHASED	6/13/2007	3/05/2012
195	91 TEXAS INSTRUMENTS INC	PURCHASED	4/19/2006	3/05/2012
196	24 TEXAS INSTRUMENTS INC	PURCHASED	7/11/2006	3/05/2012
197	46 TEXAS INSTRUMENTS INC	PURCHASED	7/11/2006	10/01/2012
198	92 TEXAS INSTRUMENTS INC	PURCHASED	4/09/2010	10/01/2012
199	34 THERMO FISHER SCIENTIFIC INC	PURCHASED	3/06/2008	3/05/2012
200	40 THERMO FISHER SCIENTIFIC INC	PURCHASED	2/05/2010	3/05/2012
201	47 UNION PACIFIC CORP COM	PURCHASED	7/24/2009	3/05/2012
202	13 UNION PACIFIC CORP COM	PURCHASED	11/05/2008	1/11/2012
203	13 UNION PACIFIC CORP COM	PURCHASED	7/24/2009	1/11/2012
204	72 VARIAN MED SYS INC COM	PURCHASED	8/01/2008	3/05/2012
205	40 VARIAN MED SYS INC COM	PURCHASED	2/05/2010	3/05/2012
206	22 VARIAN MED SYS INC COM	PURCHASED	2/05/2010	8/02/2012
207	118 AGILENT TECH INC COM	PURCHASED	6/16/2011	3/06/2012
208	54 AIRGAS INC	PURCHASED	11/22/2011	3/06/2012
209	46 CELGENE CORP	PURCHASED	1/23/2012	3/06/2012
210	227 CSX CORPORATION	PURCHASED	1/10/2012	3/06/2012
211	219 CSX CORPORATION	PURCHASED	1/10/2012	9/20/2012
212	154 DIRECTV COM CL A C/A EFF	PURCHASED	3/07/2011	1/19/2012
213	44 EDWARDS LIFESCIENCES CORP COM	PURCHASED	1/23/2012	3/06/2012
214	52 FOSSIL INC COM	PURCHASED	6/16/2011	3/06/2012
215	86 HALLIBURTON CO COM	PURCHASED	8/11/2011	3/06/2012
216	91 HOME DEPOT INC COM	PURCHASED	1/13/2012	3/06/2012
217	25 METTLER-TOLEDO INTL INC COM	PURCHASED	4/27/2011	3/06/2012
218	61 PERRIGO COMPANY	PURCHASED	8/24/2011	3/06/2012
219	84 QUALCOMM INC	PURCHASED	1/10/2012	3/06/2012
220	73 VERIFONE SYSTEMS INC COM	PURCHASED	4/05/2012	6/04/2012
221	37 WYNN RESORTS LTD COM	PURCHASED	8/05/2011	3/06/2012
222	90 ACCNTRE PLC IRELAND CL SHS	PURCHASED	7/06/2009	3/06/2012
223	185 AGRIUM INC COM	PURCHASED	6/06/2008	1/10/2012
224	44 AMAZON COM INC	PURCHASED	12/12/2008	3/06/2012
225	127 AMERISOURCE BERGEN CORP COM	PURCHASED	12/23/2009	3/06/2012
226	141 AMPHENOL CORP NEW CL A	PURCHASED	6/06/2008	3/06/2012
227	29 APPLE INC COM	PURCHASED	6/06/2008	3/06/2012
228	5 APPLE INC COM	PURCHASED	6/06/2008	4/11/2012
229	132 C H ROBINSON WORLDWIDE INC COM NEW	PURCHASED	6/01/2009	2/02/2012
230	256 CBRE GROUP INC CL A	PURCHASED	9/09/2010	3/06/2012
231	137 CITRIX SYSTEMS INC	PURCHASED	6/06/2008	3/06/2012
232	88 COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A	PURCHASED	12/23/2009	3/06/2012
233	71 COOPER INDS PLC SHS C/A EFF 11/30/12 1 OLD / USD 39.15	PURCHASED	5/13/2010	3/06/2012
234	66 COOPER INDS PLC SHS C/A EFF 11/30/12 1 OLD / USD 39.15	PURCHASED	5/13/2010	9/06/2012
235	48 CUMMINS INC	PURCHASED	6/06/2008	1/23/2012
236	78 CUMMINS INC	PURCHASED	6/06/2008	3/06/2012
237	90 DEERE & CO	PURCHASED	6/06/2008	3/06/2012
238	134 ESTEE LAUDER COMPANIES INC CL A	PURCHASED	1/13/2011	3/06/2012
239	85 EXPRS SCRIPTS INC COM MER EFF 4/3/12 1 OLD/1	PURCHASED	6/06/2008	3/06/2012
240	44 F5 NETWORKS INC COM	PURCHASED	11/09/2010	3/06/2012
241	62 FLOWSERVE CORP COM	PURCHASED	6/06/2008	3/06/2012

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FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
242	108 FMC TECHNOLOGIES INC COM	PURCHASED	12/23/2009	3/06/2012
243	9 GOOGLE INC CL A	PURCHASED	6/06/2008	3/06/2012
244	17 INTUITIVE SURGICAL INC COM NEW	PURCHASED	4/07/2010	3/06/2012
245	110 JACOBS ENGR GROUP INC COM	PURCHASED	6/06/2008	3/06/2012
246	108 JOY GLOBAL INC COM	PURCHASED	6/06/2008	3/06/2012
247	15 JOY GLOBAL INC COM	PURCHASED	10/21/2008	3/06/2012
248	17 MASTERCARD INC CL A COM	PURCHASED	1/09/2009	3/06/2012
249	167 MICROCHIP TECHNOLOGY INC COM	PURCHASED	6/06/2008	3/06/2012
250	156 MICROCHIP TECHNOLOGY INC COM	PURCHASED	6/06/2008	11/26/2012
251	175 NETAPP INC COM	PURCHASED	5/11/2010	3/06/2012
252	37 NETFLIX INC COM	PURCHASED	6/25/2010	3/06/2012
253	173 ORACLE CORP COM	PURCHASED	6/06/2008	3/06/2012
254	54 PRECISION CASTPARTS CORP	PURCHASED	6/06/2008	3/06/2012
255	17 PRICELINE COM INC COM NEW	PURCHASED	6/06/2008	3/06/2012
256	64 RALPH LAUREN CORP CL A	PURCHASED	9/24/2008	3/06/2012
257	49 SHERWIN WILLIAMS CO	PURCHASED	1/09/2009	3/06/2012
258	166 STARBUCKS CORP COM	PURCHASED	5/11/2009	1/23/2012
259	31 STARBUCKS CORP COM	PURCHASED	5/11/2009	3/06/2012
260	139 STARBUCKS CORP COM	PURCHASED	7/31/2009	3/06/2012
261	88 TIFFANY & COMPANY	PURCHASED	6/06/2008	1/13/2012
262	67 TIFFANY & COMPANY	PURCHASED	6/06/2008	3/06/2012
263	67 WATERS CORP COM	PURCHASED	6/06/2008	3/06/2012
264	CAPITAL GAIN DIVIDENDS			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	1,318.		1,291.	27.				\$ 27.
2	1,199.		1,175.	24.				24.
3	1,478.		1,445.	33.				33.
4	1,346.		1,325.	21.				21.
5	1,506.		1,482.	24.				24.
6	61,824.		60,781.	1,043.				1,043.
7	853.		831.	22.				22.
8	826.		800.	26.				26.
9	7.		7.	0.				0.
10	3,392.		3,274.	118.				118.
11	1,205.		1,166.	39.				39.
12	310,000.		305,642.	4,358.				4,358.
13	348,286.		344,358.	3,928.				3,928.
14	885.		869.	16.				16.
15	874.		844.	30.				30.
16	423,970.		400,405.	23,565.				23,565.
17	310,000.		292,173.	17,827.				17,827.
18	1,131.		1,761.	-630.				-630.
19	1,614.		1,253.	361.				361.
20	1,479.		1,374.	105.				105.
21	831.		1,095.	-264.				-264.
22	1,127.		984.	143.				143.
23	1,193.		984.	209.				209.
24	1,151.		1,517.	-366.				-366.
25	1,987.		1,857.	130.				130.
26	3,855.		3,549.	306.				306.
27	2,408.		2,129.	279.				279.
28	1,032.		968.	64.				64.

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 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
29	3,049.		3,172.	-123.				\$ -123.
30	1,368.		1,406.	-38.				-38.
31	2,176.		2,215.	-39.				-39.
32	929.		562.	367.				367.
33	3,883.		3,855.	28.				28.
34	2,771.		2,967.	-196.				-196.
35	374.		943.	-569.				-569.
36	563.		1,437.	-874.				-874.
37	1,070.		949.	121.				121.
38	2,861.		2,717.	144.				144.
39	2,534.		2,404.	130.				130.
40	602.		940.	-338.				-338.
41	92.		149.	-57.				-57.
42	214.		426.	-212.				-212.
43	284.		569.	-285.				-285.
44	257.		521.	-264.				-264.
45	340.		734.	-394.				-394.
46	1,898.		1,939.	-41.				-41.
47	2,997.		2,995.	2.				2.
48	1,647.		1,632.	15.				15.
49	2,161.		2,325.	-164.				-164.
50	1,114.		945.	169.				169.
51	1,853.		1,789.	64.				64.
52	282.		261.	21.				21.
53	1,981.		1,854.	127.				127.
54	11.		0.	11.				11.
55	3,197.		3,270.	-73.				-73.
56	1,178.		1,862.	-684.				-684.
57	2,022.		2,963.	-941.				-941.
58	1,662.		2,392.	-730.				-730.
59	1,547.		2,216.	-669.				-669.
60	1,349.		2,007.	-658.				-658.
61	2,721.		1,900.	821.				821.
62	2,146.		2,163.	-17.				-17.
63	3,787.		3,087.	700.				700.
64	3,174.		2,583.	591.				591.
65	2,959.		2,319.	640.				640.
66	2,220.		2,020.	200.				200.
67	2,277.		1,989.	288.				288.
68	3,183.		2,325.	858.				858.
69	2,514.		1,792.	722.				722.
70	404.		813.	-409.				-409.
71	415.		838.	-423.				-423.
72	266.		542.	-276.				-276.
73	333.		690.	-357.				-357.
74	1,053.		957.	96.				96.
75	322.		295.	27.				27.
76	2,463.		2,283.	180.				180.
77	2,299.		1,735.	564.				564.
78	786.		594.	192.				192.
79	3,794.		4,949.	-1,155.				-1,155.
80	251.		338.	-87.				-87.
81	109.		147.	-38.				-38.

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FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
82	112.		151.	-39.				\$ -39.
83	3,158.		4,505.	-1,347.				-1,347.
84	2,632.		2,827.	-195.				-195.
85	3,713.		3,270.	443.				443.
86	4,249.		4,534.	-285.				-285.
87	2,470.		2,565.	-95.				-95.
88	3,093.		2,877.	216.				216.
89	6,977.		5,849.	1,128.				1,128.
90	4,066.		3,810.	256.				256.
91	5,922.		5,011.	911.				911.
92	5,913.		3,949.	1,964.				1,964.
93	6,991.		5,776.	1,215.				1,215.
94	4,752.		5,760.	-1,008.				-1,008.
95	366.		275.	91.				91.
96	1,964.		2,197.	-233.				-233.
97	1,364.		1,118.	246.				246.
98	3,657.		3,696.	-39.				-39.
99	622.		502.	120.				120.
100	29.		31.	-2.				-2.
101	3,074.		3,279.	-205.				-205.
102	6,011.		6,212.	-201.				-201.
103	3,157.		3,442.	-285.				-285.
104	2,899.		3,245.	-346.				-346.
105	4,241.		3,874.	367.				367.
106	2,964.		3,054.	-90.				-90.
107	898.		954.	-56.				-56.
108	2,981.		2,584.	397.				397.
109	865.		920.	-55.				-55.
110	2,994.		3,800.	-806.				-806.
111	1,884.		945.	939.				939.
112	2,249.		1,020.	1,229.				1,229.
113	5,124.		6,143.	-1,019.				-1,019.
114	1,253.		1,522.	-269.				-269.
115	3,713.		4,171.	-458.				-458.
116	5,279.		3,750.	1,529.				1,529.
117	3,251.		3,158.	93.				93.
118	3,433.		2,867.	566.				566.
119	4,214.		2,760.	1,454.				1,454.
120	3,998.		543.	3,455.				3,455.
121	7,952.		1,019.	6,933.				6,933.
122	7,952.		2,370.	5,582.				5,582.
123	7,697.		3,850.	3,847.				3,847.
124	4,242.		4,170.	72.				72.
125	5,633.		3,694.	1,939.				1,939.
126	4,198.		4,639.	-441.				-441.
127	1,982.		2,069.	-87.				-87.
128	1,758.		2,348.	-590.				-590.
129	3,200.		2,440.	760.				760.
130	2,692.		2,692.	0.				0.
131	4,450.		3,847.	603.				603.
132	6,565.		1,588.	4,977.				4,977.
133	2,279.		529.	1,750.				1,750.
134	3,952.		3,143.	809.				809.

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STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
135	1,330.		1,222.	108.				\$ 108.
136	1,993.		631.	1,362.				1,362.
137	2,207.		1,593.	614.				614.
138	5,429.		1,838.	3,591.				3,591.
139	4,417.		1,597.	2,820.				2,820.
140	5,486.		1,999.	3,487.				3,487.
141	2.		0.	2.				2.
142	3,448.		1,540.	1,908.				1,908.
143	2,069.		1,332.	737.				737.
144	3,016.		1,738.	1,278.				1,278.
145	2,978.		2,993.	-15.				-15.
146	2,086.		1,365.	721.				721.
147	1,138.		846.	292.				292.
148	3,040.		2,396.	644.				644.
149	5,929.		4,136.	1,793.				1,793.
150	4,091.		3,858.	233.				233.
151	1,690.		1,298.	392.				392.
152	6,681.		4,827.	1,854.				1,854.
153	1,044.		750.	294.				294.
154	4,449.		2,989.	1,460.				1,460.
155	3,255.		3,561.	-306.				-306.
156	465.		549.	-84.				-84.
157	4,900.		4,248.	652.				652.
158	4,288.		3,605.	683.				683.
159	3,748.		3,121.	627.				627.
160	60.		58.	2.				2.
161	3,223.		3,781.	-558.				-558.
162	6,278.		4,004.	2,274.				2,274.
163	6,000.		2,981.	3,019.				3,019.
164	3,000.		1,450.	1,550.				1,550.
165	9,275.		3,211.	6,064.				6,064.
166	1,915.		725.	1,190.				1,190.
167	1,094.		408.	686.				686.
168	2,500.		952.	1,548.				1,548.
169	2,029.		1,729.	300.				300.
170	7,293.		5,290.	2,003.				2,003.
171	3,307.		2,964.	343.				343.
172	783.		725.	58.				58.
173	4,916.		4,699.	217.				217.
174	1,245.		1,145.	100.				100.
175	2,375.		2,419.	-44.				-44.
176	3,817.		1,820.	1,997.				1,997.
177	3,381.		1,978.	1,403.				1,403.
178	2,920.		1,914.	1,006.				1,006.
179	3,211.		2,233.	978.				978.
180	6,786.		5,543.	1,243.				1,243.
181	1,065.		912.	153.				153.
182	1,526.		1,568.	-42.				-42.
183	8,383.		7,719.	664.				664.
184	1,270.		1,228.	42.				42.
185	6,855.		3,662.	3,193.				3,193.
186	2,912.		1,690.	1,222.				1,222.
187	9,913.		4,963.	4,950.				4,950.

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STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
188	2,203.		1,088.	1,115.			\$	1,115.
189	8,301.		885.	7,416.				7,416.
190	2,417.		272.	2,145.				2,145.
191	1,376.		780.	596.				596.
192	3,868.		2,146.	1,722.				1,722.
193	2,941.		983.	1,958.				1,958.
194	1,885.		2,044.	-159.				-159.
195	2,927.		3,169.	-242.				-242.
196	772.		707.	65.				65.
197	1,268.		1,355.	-87.				-87.
198	2,535.		2,281.	254.				254.
199	1,918.		1,848.	70.				70.
200	2,256.		1,883.	373.				373.
201	5,159.		2,726.	2,433.				2,433.
202	1,455.		896.	559.				559.
203	1,455.		754.	701.				701.
204	4,723.		4,289.	434.				434.
205	2,624.		1,914.	710.				710.
206	1,188.		1,053.	135.				135.
207	4,990.		5,604.	-614.				-614.
208	4,366.		3,830.	536.				536.
209	3,343.		3,376.	-33.				-33.
210	4,563.		5,329.	-766.				-766.
211	4,720.		5,141.	-421.				-421.
212	6,587.		7,058.	-471.				-471.
213	3,101.		3,462.	-361.				-361.
214	6,469.		5,593.	876.				876.
215	2,954.		3,882.	-928.				-928.
216	4,244.		3,923.	321.				321.
217	4,346.		4,554.	-208.				-208.
218	6,346.		5,638.	708.				708.
219	5,192.		4,694.	498.				498.
220	2,462.		3,826.	-1,364.				-1,364.
221	4,439.		5,104.	-665.				-665.
222	5,426.		2,938.	2,488.				2,488.
223	13,615.		17,323.	-3,708.				-3,708.
224	7,862.		2,180.	5,682.				5,682.
225	4,618.		3,341.	1,277.				1,277.
226	7,755.		6,719.	1,036.				1,036.
227	15,186.		5,450.	9,736.				9,736.
228	3,166.		940.	2,226.				2,226.
229	8,475.		6,997.	1,478.				1,478.
230	4,687.		4,688.	-1.				-1.
231	9,999.		4,806.	5,193.				5,193.
232	6,229.		4,076.	2,153.				2,153.
233	4,241.		3,582.	659.				659.
234	4,897.		3,330.	1,567.				1,567.
235	5,069.		3,286.	1,783.				1,783.
236	9,166.		5,339.	3,827.				3,827.
237	7,220.		7,434.	-214.				-214.
238	7,797.		5,621.	2,176.				2,176.
239	4,450.		3,005.	1,445.				1,445.
240	5,397.		5,386.	11.				11.

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STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
241	7,072.		8,528.	-1,456.				\$ -1,456.
242	5,387.		3,178.	2,209.				2,209.
243	5,472.		5,149.	323.				323.
244	8,681.		5,749.	2,932.				2,932.
245	5,051.		9,922.	-4,871.				-4,871.
246	8,586.		9,643.	-1,057.				-1,057.
247	1,192.		419.	773.				773.
248	6,986.		2,538.	4,448.				4,448.
249	5,845.		5,901.	-56.				-56.
250	4,668.		5,512.	-844.				-844.
251	7,313.		5,917.	1,396.				1,396.
252	4,044.		4,253.	-209.				-209.
253	5,180.		3,962.	1,218.				1,218.
254	8,911.		5,672.	3,239.				3,239.
255	10,787.		2,264.	8,523.				8,523.
256	11,128.		4,401.	6,727.				6,727.
257	4,991.		2,969.	2,022.				2,022.
258	7,847.		2,237.	5,610.				5,610.
259	1,507.		418.	1,089.				1,089.
260	6,757.		2,474.	4,283.				4,283.
261	5,225.		4,060.	1,165.				1,165.
262	4,502.		3,091.	1,411.				1,411.
263	5,907.		4,146.	1,761.				1,761.
264								11,861.
TOTAL								\$ 253,470.

STATEMENT 6
FORM 990-PF, PART VII-A, LINE 10
SUBSTANTIAL CONTRIBUTORS DURING THE TAX YEAR

NAME OF SUBSTANTIAL CONTRIBUTOR	ADDRESS OF SUBSTANTIAL CONTRIBUTOR
SCOTT FAMILY CHAR REMAINDER TRUST	11988 EL CAMINO REAL #101 SAN DIEGO, CA 92130
SCOTT REVOCABLE LIVING TRUST	11988 EL CAMINO REAL #101 SAN DIEGO, CA 92130

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STATEMENT 7
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
GEORGE MCFARLIN 15 OLD RANCH ROAD LAGUNA NIGUEL, CA 92677	DIRECTOR/PRES 0	\$ 0.	\$ 0.	\$ 0.
FREDERIC SCHNEIDER 15 OLD RANCH ROAD LAGUNA NIGUEL, CA 92677	DIRECTOR 0	0.	0.	0.
CLAUDIA SCHNEIDER 15 OLD RANCH ROAD LAGUNA NIGUEL, CA 92677	DIRECTOR 0	0.	0.	0.
TINA MCFARLIN 15 OLD RANCH ROAD LAGUNA NIGUEL, CA 92677	DIRECTOR/SECRE 0	0.	0.	0.
SARAH MCFARLIN 15 OLD RANCH ROAD LAGUNA NIGUEL, CA 92677	DIRECTOR 0	0.	0.	0.
TIM MCFARLIN 15 OLD RANCH ROAD LAGUNA NIGUEL, CA 92677	DIRECTOR 0	0.	0.	0.
TOTAL		\$ 0.	\$ 0.	\$ 0.

STATEMENT 8
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
BOYS AND GIRLS CLUB SOUTH COAST 1304 CALLE VALLE SAN CLEMENTE, CA 92674		PUBLIC	GENERAL FUND DONATION	\$ 7,500.
CONCEPT 7 3100 S. HARBOR BLVD. #200 SANTA ANA, CA 92704		PUBLIC	GENERAL FUND DONATION	5,000.
MONARCH SCHOOL 808 WEST CEDAR STREET SAN DIEGO, CA 92101		PUBLIC	GENERAL FUND DONATION	10,000.

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STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
MATTEL CHILDREN'S HOSPITAL AT UCLA 10945 LE CONTE AVE #3132 LOS ANGELES, CA 90095		PUBLIC	GENERAL FUND DONATION	\$ 20,000.
TIMOTHY PENNINGTON IV MEMORIAL FUND 11150 SANTA MONICA BLVD #1200 LOS ANGELES, CA 90025		PUBLIC	GENERAL FUND DONATION	5,000.
FISCHER HOUSE ADDRESS ON FILE		PUBLIC	GENERAL FUND DONATION	5,000.
HOMES FOR OUR TROOPS 37 MAIN STREET TAUNTON, MA 02780		PUBLIC	GENERAL FUND DONATION	7,500.
FREEDOM ALLIANCE ADDRESS ON FILE		PUBLIC	GENERAL FUND DONATION	14,500.
LA BIOMED RESEARCH INSTITUTE 1124 WEST CARSON STREET CARSON, CA 90502		PUBLIC	GENERAL FUND DONATION	100,000.
THE UCI FOUNDATION 2107 CILLESPIE IRVING, CA 92697		PUBLIC	GENERAL FUND DONATION	75,000.
THE JAZZ & DEMOCRACY PROJECT 1320 FILLMORE STREET SAN FRANCISCO, CA 94415		PUBLIC	GENERAL FUND DONATION	7,500.
COURT APPOINTED SPEC ADVO OF ORANGE COUN 1615 EAST 17TH ST., SUITE 100 SANTA ANA, CA 92705		PUBLIC	GENERAL FUND DONATION	5,000.
HOUSE RESEARCH INSTITUTE 2100 W. 3RD STREET LOS ANGELES, CA 90057		PUBLIC	GENERAL FUND DONATION	5,000.
WOUNDED WARRIOR PROJECT 4899 BELFORT RD., STE. 300 JACKSONVILLE, FL 32256		PUBLIC	GENERAL FUND DONATION	12,500.

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STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
ORANGE COUNTY RONALD MCDONALD HOUSE 383 SOUTH BATAVIA STREET ORANGE, CA 92868		PUBLIC	GENERAL FUND DONATION	\$ 5,000.
COVENANT HOUSE 1325 N. WESTERN AVENUE HOLLYWOOD, CA 90027		PUBLIC	GENERAL FUND DONATION	7,500.
THE SAN DIEGO FOUNDATION 2508 HISTORIC DECATUR RD. STE. 200 SAN DIEGO, CA 92106		PUBLIC	GENERAL FUND DONATION	5,000.
POJECT DIGNITY 12020 CHAPMAN AVE. GARDEN GROVE, CA 92840		PUBLIC	GENERAL FUND DONATION	5,000.
TOTAL				\$ <u>302,000.</u>

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**BALANCE SHEET
SAVINGS AND TEMPORARY CASH INVESTMENTS**

CASH AND CASH EQUIVALENTS - A/C 53	\$	29,171.
CASH AND CASH EQUIVALENTS - A/C 63		6,039.
CASH AND CASH EQUIVALENTS - A/C 46		1,584.
CASH AND CASH EQUIVALENTS - A/C 34		2,626.
TOTAL	\$	39,420.

**BALANCE SHEET
CORPORATE STOCK (FORM 990-PF)[O]**

A/C 63 - SEE ATTACHED SCHEDULE	\$	225,560.
A/C 46 - SEE ATTACHED SCHEDULE		190,307.
A/C 34 - SEE ATTACHED SCHEDULE		236,586.
TOTAL	\$	652,453.

**BALANCE SHEET
OTHER (FORM 990-PF)[O]**

A/C 53 - MUTUAL FUND - SEE ATTACHED STATEMENT	\$	3,445,445.
INVESTMENT IN MERCER, INC.		50,000.
INVESTMENT IN GOLD KRUGERRANDS		173,391.
REIT - COLE CREDIT PROPERTY TRUST III, INC.		270,057.
REIT - INDUSTRIAL INCOME TRUST INC.		260,595.
TOTAL	\$	4,199,488.

**FMV OF ASSETS (990-PF)
SAVINGS AND TEMPORARY CASH INVESTMENTS**

CASH AND CASH EQUIVALENTS - A/C 53	\$	29,171.
CASH AND CASH EQUIVALENTS - A/C 63		6,039.
CASH AND CASH EQUIVALENTS - A/C 46		1,584.
CASH AND CASH EQUIVALENTS - A/C 34		2,626.
TOTAL	\$	39,420.

**FMV OF ASSETS (990-PF)
CORPORATE STOCK [O]**

A/C 63 - SEE ATTACHED SCHEDULE	\$	295,340.
A/C 46 - SEE ATTACHED SCHEDULE		277,311.
A/C 34 - SEE ATTACHED SCHEDULE		241,658.
TOTAL	\$	814,309.

**FMV OF ASSETS (990-PF)
OTHER [O]**

MUTUAL FUND - SEE ATTACHED STATEMENT	\$	3,584,317.
INVESTMENT IN MERCER, INC.		230,000.
INVESTMENT IN GOLD KRUGERRANDS		640,100.

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FMV OF ASSETS (990-PF) (continued)
OTHER [0]

REIT - COLE CREDIT PROPERTY TRUST III, INC....	\$	281,014.
REIT - INDUSTRIAL INCOME TRUST INC....		287,258.
TOTAL	\$	<u>5,022,689.</u>