Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

**2012**

Open to public Inspection

For calendar year 2012 or tax year beginning JUN 1, 2012 , and ending MAY 31, 2013

Name of foundation: WILLIAM E SCOTT FOUNDATION

A Employer identification number: 75-6024661

Number and street (or P O box number if mail is not delivered to street address): 801 CHERRY STREET — Room/suite: 2000

B Telephone number: 817-336-2400

City or town, state, and ZIP code: FORT WORTH, TX 76102-6882

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 20,104,675.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

| | Line | Description | (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 | | | N/A | |
| | 2 | Check ▶ [X] if the foundation is not required to attach Sch B | | | | |
| | 3 | Interest on savings and temporary cash investments | 5. | 5. | | STATEMENT 1 |
| | 4 | Dividends and interest from securities | 407,290. | 407,290. | | STATEMENT 2 |
| | 5a | Gross rents | | | | |
| | b | Net rental income or (loss) | | | | |
| | 6a | Net gain or (loss) from sale of assets not on line 10 | -88,061. | | | |
| | b | Gross sales price for all assets on line 6a 5,526,662. | | | | |
| | 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) | | | | |
| | 11 | Other income | 104,022. | 104,022. | | STATEMENT 3 |
| | 12 | **Total.** Add lines 1 through 11 | 423,256. | 511,317. | | |
| Operating and Administrative Expenses | 13 | Compensation of officers, directors, trustees, etc | 14,000. | 7,000. | | 7,000. |
| | 14 | Other employee salaries and wages | | | | |
| | 15 | Pension plans, employee benefits | | | | |
| | 16a | Legal fees STMT 4 | 30,180. | 30,180. | | 0. |
| | b | Accounting fees STMT 5 | 3,000. | 3,000. | | 0. |
| | c | Other professional fees STMT 6 | 94,238. | 92,738. | | 1,500. |
| | 17 | Interest | | | | |
| | 18 | Taxes STMT 7 | 13,909. | 13,909. | | 0. |
| | 19 | Depreciation and depletion | 658. | 658. | | |
| | 20 | Occupancy | | | | |
| | 21 | Travel, conferences, and meetings | 2,419. | 0. | | 2,419. |
| | 22 | Printing and publications | 55. | 0. | | 55. |
| | 23 | Other expenses STMT 8 | 4,443. | 4,326. | | 117. |
| | 24 | **Total operating and administrative expenses.** Add lines 13 through 23 | 162,902. | 151,811. | | 11,091. |
| | 25 | Contributions, gifts, grants paid | 1,015,800. | | | 1,015,800. |
| | 26 | **Total expenses and disbursements.** Add lines 24 and 25 | 1,178,702. | 151,811. | | 1,026,891. |
| | 27 | Subtract line 26 from line 12: | | | | |
| | a | Excess of revenue over expenses and disbursements | -755,446. | | | |
| | b | **Net investment income** (if negative, enter -0-) | | 359,506. | | |
| | c | **Adjusted net income** (if negative, enter -0-) | | | N/A | |

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223501 12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.**

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| Part II Balance Sheets | Attached schedules and amounts in the description column should be for end-of-year amounts only | | Beginning of year (a) Book Value | End of year (b) Book Value | (c) Fair Market Value |
|---|---|---|---|---|---|
| Assets | 1 | Cash - non-interest-bearing | 5,374. | 49,899. | 49,899. |
| | 2 | Savings and temporary cash investments | 1,643,568. | 1,271,994. | 1,271,994. |
| | 3 | Accounts receivable ▶ 1,979. | | | |
| | | Less: allowance for doubtful accounts ▶ | 773. | 1,979. | 1,979. |
| | 4 | Pledges receivable ▶ | | | |
| | | Less: allowance for doubtful accounts ▶ | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons | | | |
| | 7 | Other notes and loans receivable ▶ | | | |
| | | Less: allowance for doubtful accounts ▶ | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | | | |
| | 10a | Investments - U.S. and state government obligations STMT 10 | 603,072. | 195,281. | 201,688. |
| | b | Investments - corporate stock STMT 11 | 4,082,136. | 4,412,349. | 6,440,549. |
| | c | Investments - corporate bonds STMT 12 | 3,816,562. | 2,775,200. | 2,851,522. |
| | 11 | Investments - land, buildings, and equipment basis ▶ | | | |
| | | Less accumulated depreciation ▶ | | | |
| | 12 | Investments - mortgage loans | | | |
| | 13 | Investments - other STMT 13 | 6,212,037. | 6,902,188. | 9,287,044. |
| | 14 | Land, buildings, and equipment: basis ▶ | | | |
| | | Less accumulated depreciation ▶ | | | |
| | 15 | Other assets (describe ▶ ) | | | |
| | 16 | **Total assets** (to be completed by all filers) | 16,363,522. | 15,608,890. | 20,104,675. |
| Liabilities | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable | | | |
| | 22 | Other liabilities (describe ▶ ) | | | |
| | 23 | **Total liabilities** (add lines 17 through 22) | 0. | 0. | |
| Net Assets or Fund Balances | | **Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.** | | | |
| | 27 | Capital stock, trust principal, or current funds | 2,205,884. | 2,205,884. | |
| | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | 14,157,638. | 13,403,006. | |
| | 30 | **Total net assets or fund balances** | 16,363,522. | 15,608,890. | |
| | 31 | **Total liabilities and net assets/fund balances** | 16,363,522. | 15,608,890. | |

## 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 | 16,363,522. |
| 2 | Enter amount from Part I, line 27a | 2 | -755,446. |
| 3 | Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9 | 3 | 814. |
| 4 | Add lines 1, 2, and 3 | 4 | 15,608,890. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | 0. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 15,608,890. |

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

| | (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|---|---|---|---|
| 1a | | | | |
| b | SEE ATTACHED STATEMENTS | | | |
| 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 | 5,526,662. | | 5,614,723. | -88,061. |

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

| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|---|---|---|---|
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | -88,061. |

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 -88,061.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 } 3 N/A

## 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 (col. (b) divided by col. (c)) |
|---|---|---|---|
| 2011 | 972,329. | 18,753,301. | .051848 |
| 2010 | 696,479. | 18,715,210. | .037215 |
| 2009 | 772,044. | 17,638,364. | .043771 |
| 2008 | 1,021,277. | 17,225,875. | .059287 |
| 2007 | 1,030,840. | 21,078,532. | .048905 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | .241026 |
| 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 | .048205 |
| 4 | Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | 4 | 18,981,947. |
| 5 | Multiply line 4 by line 3 | 5 | 915,025. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 3,595. |
| 7 | Add lines 5 and 6 | 7 | 918,620. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 1,026,891. |

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

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

| | | | |
|---|---|---|---|
| 1a Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. 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 ▶ [X] and enter 1% of Part I, line 27b | | 1 | 3,595. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 2 | 0. |
| 3 Add lines 1 and 2 | | 3 | 3,595. |
| 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 | 3,595. |
| 6 Credits/Payments: | | | |
| a 2012 estimated tax payments and 2011 overpayment credited to 2012 | 6a 10,400. | | |
| b Exempt foreign organizations - tax withheld at source | 6b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | | |
| d Backup withholding erroneously withheld | 6d | | |
| 7 Total credits and payments. Add lines 6a through 6d | | 7 | 10,400. |
| 8 Enter any **penalty** for underpayment of estimated tax. Check here [ ] 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 | 6,805. |
| 11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ | 6,805. **Refunded** ▶ | 11 | 0. |

**Part VII-A Statements Regarding Activities**

| | | Yes | No |
|---|---|---|---|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | | X |
| b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? | 1b | | 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? | 1c | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0. | | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0. | | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.* | 2 | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* | 3 | | X |
| 4a Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | X |
| b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A | 4b | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.* | 5 | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | X | |
| 7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV* | 7 | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX | | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* | 8b | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV* | 9 | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | 10 | | X |

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

| | | Line | Yes | No |
|---|---|---|---|---|
| 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 ▶ DECKER, JONES, MCMACKIN, ET AL Telephone no. ▶ 817-336-0361
Located at ▶ 801 CHERRY STREET, STE 2000, FORT WORTH, TX ZIP+4 ▶ 76102-6882

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

| | | Line | Yes | No |
|---|---|---|---|---|
| 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.**

| | | | Line | 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 ☒ No | | | |
| | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | ☐ Yes ☒ No | | | |
| | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | ☒ Yes ☐ No | | | |
| | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | ☒ Yes ☐ 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 ☒ 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 ☒ 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)? | | 1b | | X |
| | Organizations relying on a current notice regarding disaster assistance check here | ▶ ☐ | | | |
| 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? | | 1c | | X |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): | | | | |
| a | At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? | ☐ Yes ☒ No | | | |
| | If "Yes," list the years ▶ ____, ____, ____, ____ | | | | |
| b | Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) | N/A | 2b | | |
| c | If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____ | | | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | ☐ Yes ☒ 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.)* | N/A | 3b | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | 4a | | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? | | 4b | | X |

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | No: X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---|
| RAYMOND B. KELLY III<br>301 VIRGINIA PLACE<br>FORT WORTH, TX 76107 | PRESIDENT<br>8.00 | 20,000. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |

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

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

| (a) Name and address of each person paid more than $50,000 | (b) Type of service | (c) Compensation |
|---|---|---|
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| **Total** number of others receiving over $50,000 for professional services ▶ | | 0 |

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

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|---|---|
| 1 NONE | 0. |
| 2 | |
| 3 | |
| 4 | |

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

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. | Amount |
|---|---|
| 1 N/A | |
| 2 | |
| All other program-related investments. See instructions. | |
| 3 | |
| **Total.** Add lines 1 through 3 ▶ | 0. |

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223561
12-05-12

**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 | 18,252,980. |
| b | Average of monthly cash balances | 1b | 29,132. |
| c | Fair market value of all other assets | 1c | 988,900. |
| d | **Total** (add lines 1a, b, and c) | 1d | 19,271,012. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0. | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 19,271,012. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 289,065. |
| 5 | **Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 18,981,947. |
| 6 | **Minimum investment return**. Enter 5% of line 5 | 6 | 949,097. |

**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 | 949,097. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | 3,595. | | |
| b | Income tax for 2012. (This does not include the tax from Part VI.) | 2b | | | |
| c | Add lines 2a and 2b | | | 2c | 3,595. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | | | 3 | 945,502. |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | 0. |
| 5 | Add lines 3 and 4 | | | 5 | 945,502. |
| 6 | Deduction from distributable amount (see instructions) | | | 6 | 0. |
| 7 | **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | | | 7 | 945,502. |

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

| | | | |
|---|---|---|---|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: | | |
| a | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 | 1a | 1,026,891. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | **Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 1,026,891. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5 | 3,595. |
| 6 | **Adjusted qualifying distributions**. Subtract line 5 from line 4 | 6 | 1,023,296. |

**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 | | | | 945,502. |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only | | | 5,007. | |
| b Total for prior years: ____, ____, ____ | | 0. | | |
| 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 | 0. | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,026,891. | | | | |
| a Applied to 2011, but not more than line 2a | | | 5,007. | |
| 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 | | | | 945,502. |
| e Remaining amount distributed out of corpus | 76,382. | | | |
| 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 | 76,382. | | | |
| 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 instr. | | | 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) | 0. | | | |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 | 0. | | | |
| 9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a | 76,382. | | | |
| 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 76,382. | | | | |

**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)

| | Tax year | Prior 3 years | | | |
|---|---|---|---|---|---|
| | (a) 2012 | (b) 2011 | (c) 2010 | (d) 2009 | (e) Total |
| 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:

RAYMOND B. KELLY III, (817) 336-2400
801 CHERRY STREET, SUITE 2000, FORT WORTH, TX 76102-6882

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

WRITTEN

c Any submission deadlines:

NONE

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

RECIPIENTS MUST BE LOCATED IN TEXAS, LOUISIANA, OKLAHOMA, OR NEW MEXICO.
GRANTS ARE CURRENTLY LIMITED TO FORT WORTH AND TARRANT COUNTY.

**Part XV Supplementary Information** (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient<br>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* | | | | |
| ALL SAINTS' HEALTH FOUNDATION<br>1400 8TH AVENUE<br>FORT WORTH, TX 76104 | N/A | PUBLIC | SOCIAL WELFARE | 55,000. |
| AMPHIBIAN STAGE PRODUCTIONS<br>1300 GENDY STREET NO 268<br>FORT WORTH, TX 76107 | N/A | PUBLIC | CULTURAL | 25,000. |
| ARTS COUNCIL OF FORT WORTH AND TARRANT COUNTY<br>1300 GENDY STREET<br>FORT WORTH, TX 76107 | N/A | PUBLIC | CULTURAL | 5,000. |
| BOTANICAL RESEARCH INSTITUTE OF TEXAS INC<br>1700 UNIVERSITY DR<br>FORT WORTH, TX 76107 | N/A | PUBLIC | CULTURAL | 15,000. |
| BREAKTHROUGH FORT WORTH<br>4200 COUNTRY DAY LANE<br>FORT WORTH, TX 76109 | N/A | PUBLIC | EDUCATIONAL | 5,000. |
| **Total** SEE CONTINUATION SHEET(S) | | | ▶ 3a | 1,015,800. |
| **b** *Approved for future payment*<br><br>NONE | | | | |
| | | | | |
| | | | | |
| **Total** | | | ▶ 3b | 0. |

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223611
12-05-12

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

| Enter gross amounts unless otherwise indicated. | Unrelated business income (a) Business code | (b) Amount | Excluded by section 512, 513, or 514 (c) Exclusion code | (d) Amount | (e) Related or exempt function income |
|---|---|---|---|---|---|
| 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 | 407,290. | |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | 14 | 104,022. | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | -88,061. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | 0. | | 423,256. | 0. |

**13 Total.** Add line 12, columns (b), (d), and (e) 13 423,256.

(See worksheet in line 13 instructions to verify calculations.)

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

| Line No. ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). |
|---|---|
| | NOT APPLICABLE |

223621
12-05-12

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

| | | | Yes | No |
|---|---|---|---|---|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| | (1) Cash | 1a(1) | | X |
| | (2) Other assets | 1a(2) | | X |
| b | Other transactions: | | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| | (4) Reimbursement arrangements | 1b(4) | | X |
| | (5) Loans or loan guarantees | 1b(5) | | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

| (a) Line no | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|---|---|---|---|
| | | N/A | |

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

b If "Yes," complete the following schedule.

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

**Sign Here**

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

RB Kelly 10/8/13 PRESIDENT

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| PATRICK H ADMIRE | Patrick Admire | 10/03/13 | | P00514421 |
| Firm's name ▶ ADMIRE SANFORD & ASSOCIATES, PLLC | | | Firm's EIN ▶ 46-1281344 | |
| Firm's address ▶ 3430 HILLDALE ROAD, SUITE 100 FORT WORTH, TX 76116-5414 | | | Phone no. 817-735-1840 | |

Form **990-PF** (2012)

223622
12-05-12

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

| | (a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co. | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|---|---|---|---|
| 1a | ABBOTT LABS | P | 09/26/06 | 11/02/12 |
| b | AIR PRODUCTS & CHEMICALS | P | 04/08/11 | 02/08/13 |
| c | AIR PRODUCTS & CHEMICALS | P | 04/08/11 | 02/11/13 |
| d | AIR PRODUCTS & CHEMICALS | P | 11/02/12 | 02/11/13 |
| e | AIR PRODUCTS & CHEMICALS | P | 11/02/12 | 02/12/13 |
| f | AIR PRODUCTS & CHEMICALS | P | 11/02/12 | 02/13/13 |
| g | CMS ENERGY CORP | P | 04/08/11 | 11/02/12 |
| h | CISCO SYSTEM | P | 12/21/09 | 12/18/12 |
| i | CISCO SYSTEM | P | 04/08/11 | 12/18/12 |
| j | CISCO SYSTEM | P | 11/02/12 | 12/18/12 |
| k | CMG ULTRA SHORT TERM | P | 07/17/12 | 11/02/12 |
| l | CMG ULTRA SHORT TERM | P | 07/17/12 | 12/18/12 |
| m | CONSOLIDATED EDISON | P | 10/23/07 | 02/01/13 |
| n | CORNING INC | P | 11/02/12 | 03/28/13 |
| o | FEDERAL HOME LOAN MTG CORP | P | 12/27/05 | 07/15/12 |

| | (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 | 19,497. | | 14,384. | 5,113. |
| b | 9,265. | | 9,706. | -441. |
| c | 8,397. | | 8,781. | -384. |
| d | 884. | | 784. | 100. |
| e | 11,670. | | 10,351. | 1,319. |
| f | 5,139. | | 4,548. | 591. |
| g | 21,605. | | 17,402. | 4,203. |
| h | 16,221. | | 18,971. | -2,750. |
| i | 6,083. | | 5,272. | 811. |
| j | 4,055. | | 3,481. | 574. |
| k | 600,000. | | 599,335. | 665. |
| l | 500,000. | | 500,000. | 0. |
| m | 100,000. | | 100,000. | 0. |
| n | 17,290. | | 15,201. | 2,089. |
| o | 200,000. | | 203,896. | -3,896. |

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

| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---|---|---|---|---|
| a | | | | 5,113. |
| b | | | | -441. |
| c | | | | -384. |
| d | | | | 100. |
| e | | | | 1,319. |
| f | | | | 591. |
| g | | | | 4,203. |
| h | | | | -2,750. |
| i | | | | 811. |
| j | | | | 574. |
| k | | | | 665. |
| l | | | | 0. |
| m | | | | 0. |
| n | | | | 2,089. |
| o | | | | -3,896. |

| | | | |
|---|---|---|---|
| 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 | |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 | 3 | |

223591
05-01-12

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

| | (a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co. | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|---|---|---|---|
| 1a | FEDERAL HOME LOAN MTG CORP | P | 12/27/05 | 07/15/12 |
| b | FEDERATED ARMS FUND | P | 12/17/12 | 05/17/13 |
| c | FEDERATED ARMS FUND | P | 07/22/11 | 05/17/13 |
| d | FREEPORT-MCMORAN COPPER & GOLD | P | 04/08/11 | 11/02/12 |
| e | GENERAL DYNAMICS | P | 04/08/11 | 12/18/12 |
| f | GENERAL DYNAMICS | P | 11/02/12 | 12/18/12 |
| g | GENERAL ELECTRIC | P | 04/08/11 | 11/02/12 |
| h | GENERAL ELECTRIC | P | 12/05/08 | 02/01/13 |
| i | ISHARES INC MSCI AUSTRALIA | P | 05/04/10 | 08/30/12 |
| j | ISHARES INC MSCI BRAZIL | P | 05/04/10 | 06/05/12 |
| k | ISHARES INC MSCI TAIWAN | P | 04/08/11 | 11/02/12 |
| l | ISHARES SILVER TR | P | 12/18/12 | 04/15/13 |
| m | KRAFT FOODS GROUP INC | P | 04/08/11 | 10/30/12 |
| n | PNC BANK CORP | P | 11/02/12 | 12/18/12 |
| o | PNC BANK CORP | P | 05/14/09 | 12/18/12 |

| | (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 | 200,000. | | 203,896. | -3,896. |
| b | 132. | | 132. | 0. |
| c | 350,712. | | 350,000. | 712. |
| d | 15,708. | | 23,212. | -7,504. |
| e | 20,595. | | 22,463. | -1,868. |
| f | 6,865. | | 6,883. | -18. |
| g | 21,275. | | 20,360. | 915. |
| h | 200,000. | | 200,000. | 0. |
| i | 127,606. | | 123,475. | 4,131. |
| j | 76,701. | | 102,240. | -25,539. |
| k | 106,588. | | 131,941. | -25,353. |
| l | 170,379. | | 228,065. | -57,686. |
| m | 31. | | 22. | 9. |
| n | 5,921. | | 5,921. | 0. |
| o | 17,763. | | 12,968. | 4,795. |

| | Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---|---|---|---|---|
| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | |
| a | | | | -3,896. |
| b | | | | 0. |
| c | | | | 712. |
| d | | | | -7,504. |
| e | | | | -1,868. |
| f | | | | -18. |
| g | | | | 915. |
| h | | | | 0. |
| i | | | | 4,131. |
| j | | | | -25,539. |
| k | | | | -25,353. |
| l | | | | -57,686. |
| m | | | | 9. |
| n | | | | 0. |
| o | | | | 4,795. |

| | | | |
|---|---|---|---|
| 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 | |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 | 3 | |

223591
05-01-12

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

| | (a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co. | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|---|---|---|---|
| 1a | PIMCO COMMODITY REALRETURN | P | 05/04/10 | 05/15/13 |
| b | PIMCO COMMODITY REALRETURN | P | 08/30/10 | 05/15/13 |
| c | PIMCO COMMODITY REALRETURN | P | 12/07/11 | 05/15/13 |
| d | PIMCO COMMODITY REALRETURN | P | 12/07/11 | 05/15/13 |
| e | PIMCO COMMODITY REALRETURN | P | 12/12/12 | 05/15/13 |
| f | PIMCO COMMODITY REALRETURN | P | 12/12/12 | 05/15/13 |
| g | RAYTHEON CO | P | 04/08/11 | 11/02/12 |
| h | SPDR GOLD TRUST | P | 12/18/12 | 04/15/13 |
| i | STANLEY BLACK & DECKER | P | 04/08/11 | 12/18/12 |
| j | STANLEY BLACK & DECKER | P | 11/02/12 | 12/18/12 |
| k | TEXAS INSTRUMENTS | P | 10/10/08 | 08/07/12 |
| l | TEXAS INSTRUMENTS | P | 10/24/08 | 08/07/12 |
| m | VANGUARD INDEX FDS REIT | P | 04/13/11 | 11/02/12 |
| n | WAL MART STORES INC | P | 03/02/07 | 05/01/13 |
| o | WEYERHAEUSER CO | P | 04/08/11 | 11/02/12 |

| | (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 | 235,013. | | 300,000. | -64,987. |
| b | 316,539. | | 400,000. | -83,461. |
| c | 10,588. | | 12,921. | -2,333. |
| d | 2,519. | | 3,074. | -555. |
| e | 1,668. | | 1,818. | -150. |
| f | 4,109. | | 4,479. | -370. |
| g | 11,413. | | 10,219. | 1,194. |
| h | 200,035. | | 242,614. | -42,579. |
| i | 22,416. | | 22,733. | -317. |
| j | 7,472. | | 7,006. | 466. |
| k | 14,253. | | 9,184. | 5,069. |
| l | 2,851. | | 1,687. | 1,164. |
| m | 162,810. | | 141,123. | 21,687. |
| n | 200,000. | | 200,000. | 0. |
| o | 2,771. | | 2,421. | 350. |

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

| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---|---|---|---|---|
| a | | | | -64,987. |
| b | | | | -83,461. |
| c | | | | -2,333. |
| d | | | | -555. |
| e | | | | -150. |
| f | | | | -370. |
| g | | | | 1,194. |
| h | | | | -42,579. |
| i | | | | -317. |
| j | | | | 466. |
| k | | | | 5,069. |
| l | | | | 1,164. |
| m | | | | 21,687. |
| n | | | | 0. |
| o | | | | 350. |

| | | | |
|---|---|---|---|
| 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 | |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 | 3 | |

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

| | (a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co. | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|---|---|---|---|
| 1a | WEYERHAEUSER CO | P | 04/08/11 | 04/17/13 |
| b | WEYERHAEUSER CO | P | 04/08/11 | 04/17/13 |
| c | WEYERHAEUSER CO | P | 04/08/11 | 04/18/13 |
| d | WEYERHAEUSER CO | P | 04/08/11 | 04/18/13 |
| e | YUM BRANDS INC | P | 04/08/11 | 09/10/12 |
| f | ADOBE SYSTEMS | P | 09/23/10 | 12/13/12 |
| g | AKAMAI TECHNOLOGIES | P | 05/28/10 | 09/25/12 |
| h | AKAMAI TECHNOLOGIES | P | 05/28/10 | 12/13/12 |
| i | AMAZON INC | P | 01/31/11 | 06/27/12 |
| j | AMAZON INC | P | 01/31/11 | 12/13/12 |
| k | AMETEK AEROSPACE | P | 05/28/10 | 07/19/12 |
| l | AMETEK AEROSPACE | P | 05/28/10 | 12/13/12 |
| m | ANHEUSER BUSCH | P | 09/21/10 | 03/26/13 |
| n | APPLE COMPUTER | P | 02/17/08 | 09/25/12 |
| o | BANK AMERICA CORP | P | 09/30/10 | 01/15/13 |

| | (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 | 10,051. | | 8,280. | 1,771. |
| b | 6,597. | | 5,375. | 1,222. |
| c | 2,276. | | 1,888. | 388. |
| d | 1,688. | | 1,404. | 284. |
| e | 26,524. | | 19,965. | 6,559. |
| f | 6,253. | | 4,667. | 1,586. |
| g | 7,740. | | 7,997. | -257. |
| h | 8,014. | | 7,997. | 17. |
| i | 5,672. | | 4,270. | 1,402. |
| j | 12,676. | | 8,541. | 4,135. |
| k | 17. | | 9. | 8. |
| l | 5,637. | | 2,729. | 2,908. |
| m | 50,000. | | 51,248. | -1,248. |
| n | 16,914. | | 3,451. | 13,463. |
| o | 50,000. | | 53,173. | -3,173. |

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

| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---|---|---|---|---|
| a | | | | 1,771. |
| b | | | | 1,222. |
| c | | | | 388. |
| d | | | | 284. |
| e | | | | 6,559. |
| f | | | | 1,586. |
| g | | | | -257. |
| h | | | | 17. |
| i | | | | 1,402. |
| j | | | | 4,135. |
| k | | | | 8. |
| l | | | | 2,908. |
| m | | | | -1,248. |
| n | | | | 13,463. |
| o | | | | -3,173. |

| | | | |
|---|---|---|---|
| 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 | |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 | 3 | |

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

| | (a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co. | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|---|---|---|---|
| 1a | CABOT OIL & GAS CORP | P | 05/28/10 | 08/07/12 |
| b | CABOT OIL & GAS CORP | P | 05/28/10 | 03/11/13 |
| c | CHARLES RIV LABORATORY | P | 12/14/10 | 11/12/12 |
| d | CHARLES RIV LABORATORY | P | 05/28/10 | 11/12/12 |
| e | CINEMARK HLDGS INC | P | 09/13/10 | 06/27/12 |
| f | CINEMARK HLDGS INC | P | 09/13/10 | 12/13/12 |
| g | DENTSPLY INTERNATIONAL INC | P | 09/13/10 | 12/13/12 |
| h | DUPONT | P | 09/29/10 | 03/06/13 |
| i | ENTERPRISE PRODS OPER LLC | P | 07/07/11 | 08/01/12 |
| j | GOLDMAN SACHS GROUP INC | P | 09/21/10 | 08/01/12 |
| k | GOLDMAN SACHS GROUP INC | P | 05/28/10 | 06/06/12 |
| l | GUESS INC | P | 06/02/10 | 10/19/12 |
| m | IBM | P | 09/13/10 | 05/06/13 |
| n | JARDEN CORP | P | 06/02/10 | 09/25/12 |
| o | JARDEN CORP | P | 06/02/10 | 10/25/12 |

| | (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 | 23,673. | | 9,615. | 14,058. |
| b | 34,339. | | 9,178. | 25,161. |
| c | 7,911. | | 6,923. | 988. |
| d | 66,256. | | 56,327. | 9,929. |
| e | 13,981. | | 10,007. | 3,974. |
| f | 11,291. | | 6,805. | 4,486. |
| g | 7,014. | | 5,269. | 1,745. |
| h | 50,000. | | 53,636. | -3,636. |
| i | 50,000. | | 51,916. | -1,916. |
| j | 50,000. | | 52,082. | -2,082. |
| k | 35,506. | | 54,543. | -19,037. |
| l | 32,317. | | 46,912. | -14,595. |
| m | 50,000. | | 51,480. | -1,480. |
| n | 6,541. | | 3,539. | 3,002. |
| o | 16,337. | | 9,203. | 7,134. |

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

| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---|---|---|---|---|
| a | | | | 14,058. |
| b | | | | 25,161. |
| c | | | | 988. |
| d | | | | 9,929. |
| e | | | | 3,974. |
| f | | | | 4,486. |
| g | | | | 1,745. |
| h | | | | -3,636. |
| i | | | | -1,916. |
| j | | | | -2,082. |
| k | | | | -19,037. |
| l | | | | -14,595. |
| m | | | | -1,480. |
| n | | | | 3,002. |
| o | | | | 7,134. |

| | | | |
|---|---|---|---|
| 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 | |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 | 3 | |

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

| | (a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co. | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|---|---|---|---|
| 1a | JARDEN CORP | P | 06/02/10 | 04/01/13 |
| b | KRAFT FOODS GROUP INC | P | 12/15/11 | 10/30/12 |
| c | LKQ CORP | P | 05/28/10 | 06/27/12 |
| d | MATTEL INC | P | 11/08/99 | 07/09/12 |
| e | MONSANTO CO | P | 05/28/10 | 09/25/12 |
| f | PNC BANK CORP | P | 05/28/10 | 10/25/12 |
| g | PEGASYSTEMS INC | P | 11/19/10 | 04/24/13 |
| h | PEGASYSTEMS INC | P | 12/11/12 | 04/24/13 |
| i | PENSKE AUTOMOTIVE GROUP | P | 11/19/10 | 09/25/12 |
| j | PENSKE AUTOMOTIVE GROUP | P | 11/19/10 | 10/25/12 |
| k | PERKINELMER INC | P | 12/14/10 | 08/01/12 |
| l | PERKINELMER INC | P | 05/28/10 | 08/01/12 |
| m | PRUDENTIAL FINL INC | P | 09/14/10 | 09/17/12 |
| n | RANGE RES CORP | P | 06/03/10 | 08/07/12 |
| o | RANGE RES CORP | P | 05/28/10 | 08/07/12 |

| | (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 | 22. | | 9. | 13. |
| b | 15. | | 13. | 2. |
| c | 24,157. | | 13,048. | 11,109. |
| d | 50,000. | | 50,000. | 0. |
| e | 9,079. | | 5,119. | 3,960. |
| f | 50,849. | | 55,550. | -4,701. |
| g | 50,036. | | 58,395. | -8,359. |
| h | 8,339. | | 7,172. | 1,167. |
| i | 12,230. | | 6,049. | 6,181. |
| j | 15,589. | | 7,939. | 7,650. |
| k | 2,541. | | 2,582. | -41. |
| l | 62,261. | | 56,105. | 6,156. |
| m | 50,000. | | 52,044. | -2,044. |
| n | 11,416. | | 8,542. | 2,874. |
| o | 8,154. | | 5,672. | 2,482. |

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

| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---|---|---|---|---|
| a | | | | 13. |
| b | | | | 2. |
| c | | | | 11,109. |
| d | | | | 0. |
| e | | | | 3,960. |
| f | | | | -4,701. |
| g | | | | -8,359. |
| h | | | | 1,167. |
| i | | | | 6,181. |
| j | | | | 7,650. |
| k | | | | -41. |
| l | | | | 6,156. |
| m | | | | -2,044. |
| n | | | | 2,874. |
| o | | | | 2,482. |

| | | |
|---|---|---|
| 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 | |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 | 3 | |

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

| | (a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co. | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|---|---|---|---|
| 1a | RANGE RES CORP | P | 05/28/10 | 03/11/13 |
| b | RIVERBED TECKNOLOGY INC | P | 05/01/12 | 10/31/12 |
| c | ROBERT HALF INTERNATIONAL INC | P | 05/28/10 | 01/30/13 |
| d | ROPER INDS INC | P | 05/28/10 | 12/13/12 |
| e | SBA COMMUNICATIONS CORP | P | 06/02/10 | 09/25/12 |
| f | SBA COMMUNICATIONS CORP | P | 06/02/10 | 12/13/12 |
| g | SHELL INTL | P | 09/23/10 | 03/25/13 |
| h | THERMO ELECTRON CORP | P | 05/28/10 | 12/13/12 |
| i | THERMO FISHER SCIENTIFIC | P | 09/17/10 | 12/28/12 |
| j | TRACTOR SUPPLY CO | P | 05/28/10 | 06/27/12 |
| k | UNITED PARCEL SVS INC | P | 05/28/10 | 06/06/12 |
| l | VERIZON COMMUNICATIONS INC | P | 07/06/11 | 12/11/12 |
| m | WELLS FARGO & CO | P | 05/28/10 | 03/11/13 |
| n | CAPITAL GAINS DIVIDENDS | | | |
| o | | | | |

| | (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|---|
| a | 5,927. | | 3,403. | 2,524. |
| b | 62,957. | | 70,025. | -7,068. |
| c | 74,511. | | 56,224. | 18,287. |
| d | 5,621. | | 2,926. | 2,695. |
| e | 7,640. | | 4,118. | 3,522. |
| f | 5,200. | | 2,471. | 2,729. |
| g | 50,000. | | 51,178. | -1,178. |
| h | 8,115. | | 6,560. | 1,555. |
| i | 50,000. | | 51,150. | -1,150. |
| j | 25,196. | | 10,257. | 14,939. |
| k | 67,281. | | 56,853. | 10,428. |
| l | 50,356. | | 52,654. | -2,298. |
| m | 9,220. | | 7,267. | 1,953. |
| n | 49,886. | | | 49,886. |
| o | | | | |

| | Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---|---|---|---|---|
| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | |
| a | | | | 2,524. |
| b | | | | -7,068. |
| c | | | | 18,287. |
| d | | | | 2,695. |
| e | | | | 3,522. |
| f | | | | 2,729. |
| g | | | | -1,178. |
| h | | | | 1,555. |
| i | | | | -1,150. |
| j | | | | 14,939. |
| k | | | | 10,428. |
| l | | | | -2,298. |
| m | | | | 1,953. |
| n | | | | 49,886. |
| o | | | | |

| | | | |
|---|---|---|---|
| 2 | Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 } | 2 | -88,061. |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 | 3 | N/A |

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**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>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 |
|---|---|---|---|---|
| CAMP FIRE USA TEXAS COUNCIL<br>2700 MEACHAM BLVD<br>FORT WORTH, TX 76137 | N/A | PUBLIC | EDUCATIONAL | 10,000. |
| CANCER CARE SERVICES<br>623 SOUTH HENDERSON STREET<br>FORT WORTH, TX 76104 | N/A | PUBLIC | SOCIAL WELFARE | 5,000. |
| CHILD STUDY CENTER FOUNDATION<br>1300 W LANCASTER<br>FORT WORTH, TX 76102 | N/A | PUBLIC | SOCIAL WELFARE | 75,000. |
| COMMUNITIES IN SCHOOL OF GREATER TARRANT COUNTY<br>6707 BRENTWOOD STAIR RD, SUITE 510<br>FORT WORTH, TX 76112 | N/A | PUBLIC | SOCIAL WELFARE | 15,000. |
| COMMUNITY FOUNDATION OF N TX<br>306 W 7TH ST, STE 850<br>FORT WORTH, TX 76102 | N/A | PUBLIC | SOCIAL WELFARE | 25,050. |
| CONFERENCE OF SW FOUNDATIONS<br>624 NORTH GOOD=LATIMER EXPRESSWAY<br>DALLAS, TX 75204 | N/A | PUBLIC | SOCIAL WELFARE | 5,000. |
| DAVEY O'BRIEN FOUNDATION<br>306 W. 7TH STREET, STE 305<br>FORT WORTH, TX 76102 | N/A | PUBLIC | EDUCATIONAL | 8,000. |
| DAY RESOURCE CENTER FOR THE HOMELESS<br>1415 E LANCASTER<br>FORT WORTH, TX 76102 | N/A | PUBLIC | SOCIAL WELFARE | 2,500. |
| FORT WORTH ACADEMY<br>7301 DUTCH BRANCH RS<br>FORT WORTH, TX 76132 | N/A | PUBLIC | EDUCATIONAL | 20,000. |
| FORT WORTH COUNTRY DAY SCHOOL INC<br>4200 COUNTRY DAY LANE<br>FORT WORTH, TX 76109 | N/A | PUBLIC | EDUCATIONAL | 100,000. |
| **Total from continuation sheets** | | | | 910,800. |

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WILLIAM E SCOTT FOUNDATION 75-6024661

## Part XV Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

| 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 |
|---|---|---|---|---|
| FORT WORTH MODERN ART MUSEUM<br>3200 DARNELL STREET<br>FORT WORTH, TX 76107 | N/A | PUBLIC | CULTURAL | 30,000. |
| FORT WORTH MUSEUM OF SCIENCE & HISTORY<br>1600 GENDY STREET<br>FORT WORTH, TX 76107 | N/A | PUBLIC | EDUCATIONAL | 50,000. |
| FORT WORTH OPERA ASSOCIATION,<br>1300 GENDY STREET<br>FORT WORTH, TX 76107 | N/A | PUBLIC | CULTURAL | 25,000. |
| FORT WORTH SYMPHONY ORCHESTRA<br>4401 TRAIL LAKE DRIVE<br>FORT WORTH, TX 76109 | N/A | PUBLIC | CULTURAL | 50,000. |
| FOUNDATION CENTER<br>79 FIFTH AVENUE, 2ND FLOOR<br>NEW YORK, NY 10003 | N/A | PUBLIC | EDUCATIONAL | 2,250. |
| FUNDING INFORMATION CENTER<br>329 SOUTH HENDERSON<br>FORT WORTH, TX 76104 | N/A | PUBLIC | SOCIAL WELFARE | 5,000. |
| GOODFELLOW FUND<br>P O BOX 1870<br>FORT WORTH, TX 76101 | N/A | PUBLIC | SOCIAL WELFARE | 2,500. |
| IMAGINATION CELEBRATION<br>100 N. UNIVERSITY DRIVE<br>FORT WORTH, TX 76107 | N/A | PUBLIC | EDUCATIONAL | 25,000. |
| JAMES "JIM BOB" NORMAN SCHOLARSHIP FUND<br>P O BOX 17005<br>FORT WORTH, TX 76102 | N/A | PUBLIC | EDUCATIONAL | 5,000. |
| JAMES L WEST SPECIAL CARE CENTER<br>1111 SUMMIT AVENUE<br>FORT WORTH, TX 76102 | N/A | PUBLIC | SOCIAL WELFARE | 100,000. |
| Total from continuation sheets | | | | |

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

| 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 |
|---|---|---|---|---|
| JUBILEE PLAYERS INC<br>506 MAIN STREET<br>FORT WORTH, TX 76102 | N/A | PUBLIC | CULTURAL | 15,000. |
| KIDS WHO CARE INC<br>1300 GENDY STREET<br>FORT WORTH, TX 76107 | N/A | PUBLIC | SOCIAL WELFARE | 25,000. |
| KIMBELL ART MUSEUM<br>3333 CAMP BOWIE<br>FORT WORTH, TX 76107 | N/A | PUBLIC | CULTURAL | 5,000. |
| LEADERSHIP FORT WORTH<br>PO BOX 11371<br>FORT WORTH, TX 76110 | N/A | PUBLIC | EDUCATIONAL | 10,000. |
| LENA POPE HOME, INC<br>3131 SANGUINET ST<br>FORT WORTH, TX 76107 | N/A | PUBLIC | SOCIAL WELFARE | 50,000. |
| LONE STAR FILM SOCIETY<br>2501 FOREST PARK BLVD<br>FORT WORTH, TX 76110 | N/A | PUBLIC | CULTURAL | 5,000. |
| MAKE-A-WISH FOUNDATION OF NORTH TEXAS<br>6655 DESEO<br>IRVING, TX 75039 | N/A | PUBLIC | SOCIAL WELFARE | 5,000. |
| MAYFEST, INC<br>3228 CAMP BOWIE BLVD<br>FORT WORTH, TX 76107 | N/A | PUBLIC | CULTURAL | 2,500. |
| MULTICULTURAL ALLIANCE<br>500 WEST 7TH STREET, SUITE 1707<br>FORT WORTH, TX 76102 | N/A | PUBLIC | CULTURAL | 8,000. |
| NATIONAL COWGIRL MUSEUM<br>1720 GENDY ST<br>FORT WORTH, TX 76107 | N/A | PUBLIC | CULTURAL | 5,000. |
| Total from continuation sheets | | | | |

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

| 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 |
|---|---|---|---|---|
| NEW KEY SCHOOL INC<br>3947 E LOOP S<br>FORT WORTH, TX 76119 | N/A | PUBLIC | EDUCATIONAL | 10,000. |
| RECOVERY RESOURCE COUNCIL<br>2700 AIPORT FREEWAY<br>FORT WORTH, TX 76111 | N/A | PUBLIC | SOCIAL WELFARE | 10,000. |
| RONALD MCDONALD HOUSE OF FORT WORTH<br>1004 7TH AVENUE<br>FORT WORTH, TX 76104 | N/A | PUBLIC | SOCIAL WELFARE | 50,000. |
| TEXAS BALLET THEATER<br>1600 GREEN OAKS ROAD<br>FORT WORTH, TX 76116 | N/A | PUBLIC | CULTURAL | 50,000. |
| THE OAKRIDGE SCHOOL<br>5900 W PIONEER PKWY<br>ARLINGTON, TX 76013 | N/A | PUBLIC | EDUCATIONAL | 40,000. |
| UNT HEALTH SCIENCE CENTER<br>1412 MAY STREET<br>FORT WORTH, TX 76104 | N/A | PUBLIC | EDUCATIONAL | 25,000. |
| VAN CLIBURN FOUNDATION<br>2525 RIDGMAR BLVD<br>FORT WORTH, TX 76116 | N/A | PUBLIC | CULTURAL | 25,000. |
| VICTORY TEMPLE MINISTRIES INC<br>2517 LOVING AVE<br>FORT WORTH, TX 76164 | N/A | PUBLIC | EDUCATIONAL | 10,000. |
| | | | | |
| | | | | |
| **Total from continuation sheets** | | | | |

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

| SOURCE | AMOUNT |
|---|---|
| BANK OF AMERICA, N.A. | 5. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 5. |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|---|---|---|---|
| BANK OF AMERICA-AGENCY ACCT-7308 | 296,922. | 0. | 296,922. |
| BANK OF AMERICA-AGENCY ACCT-7308 | 48,286. | 48,286. | 0. |
| BANK OF AMERICA-CUSTODIAL ACCT-7033 | 110,368. | 0. | 110,368. |
| BANK OF AMERICA-CUSTODIAL ACCT-7033 | 1,600. | 1,600. | 0. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 457,176. | 49,886. | 407,290. |

FORM 990-PF OTHER INCOME STATEMENT 3

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME |
|---|---|---|---|
| OIL & GAS ROYALTIES | 70,249. | 70,249. | |
| LEASE BONUS | 33,750. | 33,750. | |
| LITIGATION SETTLEMENT | 23. | 23. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 104,022. | 104,022. | |

FORM 990-PF LEGAL FEES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| DECKER, JONES, MCMACKIN, MCCLANE, HALL & BATES | 30,180. | 30,180. | | 0. |
| TO FM 990-PF, PG 1, LN 16A | 30,180. | 30,180. | | 0. |

FORM 990-PF ACCOUNTING FEES STATEMENT 5

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| SUSAN F. HALL - ACCOUNTING FEE | 3,000. | 3,000. | | 0. |
| TO FORM 990-PF, PG 1, LN 16B | 3,000. | 3,000. | | 0. |

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| RAYMOND KELLY III - MANAGEMENT | 6,000. | 4,500. | | 1,500. |
| INVESTMENT MANAGEMENT FEES | 88,238. | 88,238. | | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 94,238. | 92,738. | | 1,500. |

FORM 990-PF — TAXES — STATEMENT 7

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| AD VALOREM TAXES | 3,661. | 3,661. | | 0. |
| GROSS PRODUCTION TAXES | 4,968. | 4,968. | | 0. |
| FOREIGN TAXES | 5,280. | 5,280. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 13,909. | 13,909. | | 0. |

FORM 990-PF — OTHER EXPENSES — STATEMENT 8

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| BANK/FILING FEES | 373. | 373. | | 0. |
| DUES & SUBSCRIPTIONS | 3,916. | 3,916. | | 0. |
| MEALS | 130. | 13. | | 117. |
| INVESTMENT EXPENSE | 24. | 24. | | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 4,443. | 4,326. | | 117. |

FORM 990-PF — OTHER INCREASES IN NET ASSETS OR FUND BALANCES — STATEMENT 9

| DESCRIPTION | AMOUNT |
|---|---|
| NONTAXABLE DISTRIBUTION FROM VANGUARD REIT | 814. |
| TOTAL TO FORM 990-PF, PART III, LINE 3 | 814. |

## FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

| DESCRIPTION | U.S. GOV'T | OTHER GOV'T | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|---|
| U. S. GOVERNMENT OBLIGATIONS - ATTACHMENT II | X | | 195,281. | 201,688. |
| TOTAL U.S. GOVERNMENT OBLIGATIONS | | | 195,281. | 201,688. |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS | | | | |
| TOTAL TO FORM 990-PF, PART II, LINE 10A | | | 195,281. | 201,688. |

## FORM 990-PF CORPORATE STOCK STATEMENT 11

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| CORPORATE STOCK - ATTACHMENT II | 1,014,531. | 1,256,762. |
| CORPORATE STOCK - ATTACHMENT I | 3,397,818. | 5,183,787. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 4,412,349. | 6,440,549. |

## FORM 990-PF CORPORATE BONDS STATEMENT 12

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| CORPORATE BONDS - ATTACHMENT II | 1,646,868. | 1,728,822. |
| CORPORATE BONDS - ATTACHMENT I | 1,128,332. | 1,122,700. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 2,775,200. | 2,851,522. |

FORM 990-PF | OTHER INVESTMENTS | STATEMENT 13

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| MINERAL PROPERTIES | COST | 77,481. | 988,900. |
| MUTUAL FUNDS - ATTACHMENT II | COST | 6,248,441. | 7,720,751. |
| PUBLIC REITS - ATTACHMENT II | COST | 576,266. | 577,393. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 6,902,188. | 9,287,044. |

**WILLIAM E. SCOTT FOUNDATION**
**CUSTODY ACCOUNT FMV FOR THE YEAR ENDING 5/31/13**

| DESCRIPTION OF ASSETS | Beginning Shares/Units | TAX COSTS | MARKET VALUE |
|---|---|---|---|
| **STOCKS** | | | |
| ABBOTT LABS | 1075 | 26,101.01 | 39,420.25 |
| ABBVIE INC | 1075 | 28,304.31 | 45,891 75 |
| ADOBE SYS INC | 2275 | 60,674.48 | 97,620.25 |
| AKAMAI TECHNOLOGIES INC | 2225 | 65,045.42 | 102,617.00 |
| AMAZON COM INC | 300 | 51,244.41 | 80,760.00 |
| AMETEK INC NEW | 2080 | 37,839.56 | 89,752.00 |
| APPLE INC | 145 | 20,014.86 | 65,211 58 |
| CABOT OIL & GAS CORP | 1525 | 25,038 00 | 107,299.00 |
| CAPITOL FED FINL INC | 5325 | 56,511.56 | 63,154.50 |
| CELGENE CORP | 875 | 70,969.85 | 108,193.75 |
| CINEMARK HLDGS INC | 3175 | 50,834.92 | 93,154 50 |
| COCA COLA CO | 1800 | 46,663.38 | 71,982 00 |
| COMERICA INC | 2350 | 66,951 50 | 92,801.50 |
| COMMUNITY BK SYS INC | 2425 | 68,221.31 | 71,198.00 |
| COVANCE INC | 1250 | 66,623.13 | 93,225.00 |
| COVIDIEN PLC | 1400 | 19,501 09 | 89,040.00 |
| DANAHER CORP DEL | 1400 | 56,121.03 | 86,548.00 |
| DENTSPLY INTL INC NEW | 1825 | 54,952.57 | 76,212.00 |
| DU PONT | 1400 | 61,366.90 | 78,106.00 |
| EMC CORP | 2625 | 49,212.93 | 64,995.00 |
| EMERSON ELEC CO. | 1275 | 39,571 54 | 73,261.50 |
| EOG RES INC | 675 | 66,534.75 | 87,142.50 |
| EXPRESS SCRIPTS INC | 1450 | 67,178.50 | 90,074.00 |
| EXXON MOBIL CORP | 875 | 52,710.52 | 79,161 25 |
| F M C CORP | 1360 | 41,588.80 | 85,285.60 |
| FOSTER WHEELER AG | 2325 | 56,323.82 | 53,521.50 |
| F5 NETWORKS INC | 675 | 60,608.20 | 56,166 75 |
| GOOGLE INC | 115 | 38,215.65 | 100,190 07 |
| GULFPORT ENERGY CORP | 2200 | 65,055.54 | 104,918 00 |
| HONEYWELL INTL INC | 1300 | 56,130.49 | 101,998 00 |
| JARDEN CORP | 2062 | 38,924.65 | 96,047 96 |
| J P MORGAN CHASE | 1795 | 77,099.00 | 97,989 05 |
| JOHNSON & JOHNSON | 875 | 55,275.85 | 73,657.50 |
| KIMBERLY CLARK CORP | 825 | 54,887 25 | 79,884.75 |
| KIRBY CORP | 1050 | 41,824.12 | 81,984.00 |
| KRAFT FOODS GROUP INC | 508 | 19,529 87 | 28,006.04 |
| LKQ CORP | 3850 | 35,882 00 | 94,248.00 |
| MONDELEZ INTL INC | 1525 | 36,150 33 | 44,949.38 |
| MONSANTO CD | 875 | 44,553.30 | 88,060.00 |
| NATIONAL INSTRS CORP | 2862 | 61,404.62 | 81,280 80 |
| NETAPP INC | 1875 | 65,544.19 | 70,368.75 |
| NUANCE COMMUNICATIONS INC | 3975 | 67,944 02 | 75,525.00 |

**WILLIAM E. SCOTT FOUNDATION**
**CUSTODY ACCOUNT FMV FOR THE YEAR ENDING 5/31/13**

| DESCRIPTION OF ASSETS | Beginning Shares/Units | TAX COSTS | MARKET VALUE |
|---|---|---|---|
| PALL CORP | 1325 | 66,355.21 | 90,365.00 |
| PAYCHEX INC | 2450 | 64,900.99 | 91,213.50 |
| PENSKE AUTOMOTIVE GROUP INC | 2400 | 36,291.60 | 77,064.00 |
| PEPSICO INC | 875 | 55,401 50 | 70,673.75 |
| PFIZER INC | 2800 | 71,900.92 | 76,244.00 |
| PROCTER & GAMBLE CO | 900 | 55,456.02 | 69,084 00 |
| PRUDENTIAL FINL INC | 950 | 55,471.45 | 65,521.50 |
| RANGE RES CORP | 1250 | 55,628 05 | 93,975.00 |
| ROCKWELL AUTOMATION INC | 1050 | 93,947 18 | 92,421.00 |
| ROCKWELL COLLINS | 1225 | 67,418.49 | 79,318.75 |
| ROPER INDS INC NEW | 700 | 40,964.70 | 86,954 00 |
| SBA COMMUNICATIONS CORP | 1450 | 47,763 00 | 109,141.50 |
| SCHLUMBERGER LTD | 925 | 52,165 06 | 67,552.75 |
| SM ENERGY CO | 1250 | 53,491.02 | 75,800.00 |
| SUNTRUST BKS INC | 2450 | 67,095.46 | 78,620 50 |
| THERMO FISHER SCIENTIFIC CORP | 1125 | 56,872.50 | 99,337.50 |
| TIBCO SOFTWARE INC | 2875 | 33,263.17 | 61,323.75 |
| TIFFANY & CO | 1200 | 71,608.44 | 93,336.00 |
| TRACTOR SUPPLY CO | 775 | 26,497.83 | 86,784.50 |
| TRIMBLE NAVIGATION LTD | 3300 | 68,048.81 | 92,070.00 |
| WELLS FARGO & CO | 2425 | 65,661.36 | 98,333 75 |
| YUM BRANDS INC | 1000 | 66,486.40 | 67,750 00 |
| **Total Stocks** | | **3,397,818.39** | **5,183,787.23** |
| **BONDS** | | | |
| AGILENT TECHNOLOGIES INC 07/15/13 | 50000 | 51,168 50 | 50,108.00 |
| DELL INC 09/10/13 | 50000 | 50,159.50 | 50,039.00 |
| AIRGAS INC 10/01/13 | 50000 | 50,888.50 | 50,361.50 |
| JP MORGAN CHASE 03/15/14 | 50000 | 54,241 50 | 51,631.50 |
| BB&T CORP 04/28/14 | 50000 | 51,066 00 | 50,724.50 |
| WELLS FARGO & CO 10/01/14 | 50000 | 52,960.00 | 52,050 50 |
| ADOBE SYS INC 02/01/15 | 50000 | 52,503.50 | 51,968 00 |
| TEVA PHARMACEUTICAL 06/15/15 | 50000 | 53,100.00 | 52,187.50 |
| TIME WARNER INC 07/15/15 | 50000 | 52,077.00 | 52,358.00 |
| NOBLE HLDG INTL LTD | 50000 | 52,048.50 | 52,070.50 |
| AMERICAN EXPRESS CR CORP 09/15/15 | 50000 | 52,768 50 | 52,149.50 |
| CEGENE CORP 10/15/15 | 50000 | 50,415 50 | 51,651 50 |
| AMGEN INC 05/15/17 | 50000 | 52,097 00 | 51,026 50 |
| DEVON ENERGY CORP 05/15/17 | 50000 | 51,201.00 | 50,128 00 |
| ANHEUSER BUSCH INBEV 07/15/17 | 50000 | 50,794.50 | 49,898 50 |
| WALGREEN CO 09/15/17 | 50000 | 50,842 50 | 50,275.00 |
| LKCM FD | 27149.321 | 300,000 00 | 304,072.40 |

ATTACHMENT I

## WILLIAM E. SCOTT FOUNDATION
## CUSTODY ACCOUNT FMV FOR THE YEAR ENDING 5/31/13

| DESCRIPTION OF ASSETS | Beginning Shares/Units | TAX COSTS | MARKET VALUE |
|---|---|---|---|
| **Total Bonds** | | **1,128,332.00** | **1,122,700.40** |
| **CASH EQUIVALENTS** | | | |
| BOFA TREAS.RESERVES (MM FUNDS) | | 405,603.87 | 405,603.87 |
| **Total Cash Equivalents** | | **405,603.87** | **405,603.87** |
| **GRAND TOTALS** | | **4,931,754.26** | **6,712,091.50** |

ATTACHMENT I

**_Agency Account FMV for Year Ending 5/31/13_**
**William E. Scott Foundation**

| DESCRIPTION OF ASSETS | Beginning Shares/Units | TAX COSTS | MARKET VALUE |
|---|---|---|---|
| **STOCKS** | | | |
| ACCENTURE PLC | 400 | 24,656 25 | 32,844 00 |
| APPLE INC | 100 | 57,880 18 | 44,973 50 |
| AUTOMATIC DATA PROCESSING INC | 500 | 27,351 90 | 34,360 00 |
| BAXTER INTL INC | 500 | 27,997 00 | 35,165 00 |
| BECTON DICKINSON & CO | 300 | 22,748 41 | 29,586 00 |
| BLACKROCK INC | 100 | 18,856 50 | 27,920 00 |
| CATERPILLAR INC | 500 | 45,477 20 | 42,900 00 |
| CHUBBS CORP | 500 | 33,597 86 | 43,550 00 |
| COACH INC | 500 | 28,570 35 | 29,130 00 |
| COCA COLA CO | 700 | 24,626 81 | 27,993 00 |
| CULLEN/FROST BANKERS INC | 300 | 17,574 19 | 19,305 00 |
| DEERE & CO | 300 | 25,716 54 | 26,133 00 |
| DIAMOND OFFSHORE DRILLING INC | 300 | 22,736 13 | 20,643 00 |
| EMERSON ELECTRIC CO | 500 | 24,971 70 | 28,730 00 |
| EXXON MOBIL CORP | 600 | 18,507 99 | 54,282 00 |
| HONEYWELL INTL INC | 400 | 23,756 19 | 31,384 00 |
| INTERNATIONAL BUSINESS MACHINES | 200 | 27,205 84 | 41,604 00 |
| JOHNSON & JOHNSON | 400 | 26,118 86 | 33,672 00 |
| KRAFT FOODS GROUP INC | 466 | 18,931 36 | 25,690 58 |
| MCDONALDS CORP | 300 | 26,100 66 | 28,971 00 |
| MEAD JOHNSON NUTRITION CO | 500 | 33,138 71 | 40,535 00 |
| MONDELEZ INTL INC | 700 | 15,566 94 | 20,632 50 |
| NESTLE SA | 500 | 30,088 50 | 33,060 50 |
| NOVARTIS A G | 500 | 28,860 80 | 35,880 00 |
| OCCIDENTAL PETE CORP DEL | 500 | 34,115 54 | 46,035 00 |
| PEPSICO INC | 400 | 27,624 27 | 32,308 00 |
| PHILIP MORRIS INTL INC | 400 | 21,420 00 | 36,364 00 |
| PROCTOR & GAMBLE CO | 400 | 25,897 64 | 30,704 00 |
| QUALCOMM INC | 500 | 29,703 05 | 31,740 00 |
| ROCHE HLDG LTD | 400 | 19,260 00 | 24,916 80 |
| SCHLUMBERGER LTD | 400 | 30,357 22 | 29,212 00 |
| SMUCKER J M CO | 300 | 23,140 55 | 30,288 00 |
| TARGET CORP | 400 | 22,112 52 | 27,800 00 |
| TE CONNECTIVITY LTD | 800 | 26,813 30 | 35,512 00 |
| TJX COS INC | 700 | 16,781 45 | 35,427 00 |
| UNITED PARCEL SVC INC | 300 | 22,072 50 | 25,770 00 |
| WELLS FARGO & CO | 1200 | 36,687 90 | 48,660 00 |
| 3M CO | 300 | 27,508 32 | 33,081 00 |
| **TOTAL STOCKS** | | **1,014,531.13** | **1,256,761.88** |
| | | | |
| **MUTUAL FUNDS** | | | |
| CAMBIAR SMALL CAP FUND | 10593 22 | 200,000 00 | 223,728 81 |
| COLUMBIA ACORN INTERNATIONAL FUND CL Z | 11854 001 | 400,000 00 | 525,132 24 |
| COLUMBIA MID CAP GROWTH FUND | 18081 6 | 279,418 66 | 540,278 21 |
| COLUMBIA MID CAP VALUE FUND | 35087 719 | 300,000 00 | 604,912 28 |
| COLUMBIA SMALL CAP GROWTH I FUND | 7318 861 | 136,961 88 | 232,300 65 |
| COLUMBIA SELECT LARGE CAP GROWTH | 156175 247 | 2,076,212 74 | 2,450,389 63 |
| ISHARES INC MSCI CDA INDEX | 8400 | 235,566 00 | 232,932 00 |
| ISHARES MSCI SINGAPORE INDEX FUND | 17700 | 216,826 50 | 239,481 00 |

**Agency Account FMV for Year Ending 5/31/13**
**William E. Scott Foundation**

| DESCRIPTION OF ASSETS | Beginning Shares/Units | TAX COSTS | MARKET VALUE |
|---|---|---|---|
| ISHARES MSCI SOUTH KOREA INDEX FUND | 2500 | 123,918 27 | 144,100 00 |
| ISHARES S&P U S PFD STK INDEX | 12000 | 491,022 00 | 483,960 00 |
| SPDR BARCLAYS CAP HIGH YIELD | 15100 | 598,650 07 | 612,758 00 |
| CMG ULTRA SHORT TERM BOND FUND | 66666 503 | 600,665 19 | 599,998 53 |
| VANGUARD FTSE EMERGING MKTS | 20000 | 589,200 00 | 830,780 00 |
| **Total Mutual Funds** | | **6,248,441.31** | **7,720,751.35** |
| | | | |
| **GOVERNMENT BONDS** | | | |
| US TREAS NTG 8/15/03 4 25% 8/15/13 | 200000 | 195,281 25 | 201,688 00 |
| **Total Government Bonds** | | **195,281.25** | **201,688.00** |
| | | | |
| **CORPORATE BONDS** | | | |
| BERKSHIRE HATHAWAY FIN CORP | 200000 | 196,016 00 | 213,976 00 |
| CITIGROUP, INC | 200000 | 194,664 00 | 213,882 00 |
| SBC COMMUNICATIONS INC 6/15/16 | 200000 | 202,466 00 | 226,192 00 |
| SBC COMMUNICATIONS INC 9/15/14 | 100000 | 98,384 00 | 105,666 00 |
| TEMPLETON GLOBAL BD FUND | 36752 975 | 509,073 75 | 487,711 98 |
| UNITED TECHNOLOGIES CORP 5/01/15 | 200000 | 199,264 00 | 216,494 00 |
| WELLS FARGO & CO | 250000 | 247,000 00 | 264,900 00 |
| **Total Corporate Bonds** | | **1,646,867.75** | **1,728,821.98** |
| | | | |
| **PUBLIC REITs** | | | |
| NUVEEN REAL ESTATE SECS FUND | 25435 825 | 576,266 14 | 577,393 23 |
| **Total Public REITs** | | **576,266.14** | **577,393.23** |
| | | | |
| BANK OF AMERICA - MONEY MARKET | | 866,390 08 | 866,390 08 |
| **GRAND TOTALS** | | **10,547,777.66** | **12,351,806.52** |

ATTACHMENT II