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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 11/1/2012, and ending 10/31/2013

Name of foundation GAY D & WILLIAM F SCOTT FAMILY FOUNDATION		A Employer identification number 20-3797595
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 1501, NJ2-130-03-31		B Telephone number (see instructions) 609-274-6834
City or town, state, and ZIP code PENNINGTON NJ 08534-1501		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: ☒ 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) \$ 3,492,082	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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) (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 (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	100,082	99,744		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	231,522			
	b Gross sales price for all assets on line 6a 4,313,514				
	7 Capital gain net income (from Part IV, line 2)		231,522		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	331,604	331,266	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,500			2,500
	c Other professional fees (attach schedule)	26,519	15,912		10,608
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,145	733		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	5,008	8		5,000
	24 Total operating and administrative expenses. Add lines 13 through 23	37,172	16,653	0	18,108
	25 Contributions, gifts, grants paid	451,925			451,925
26 Total expenses and disbursements. Add lines 24 and 25	489,097	16,653	0	470,033	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-157,493				
b Net investment income (if negative, enter -0-)		314,613			
c Adjusted net income (if negative, enter -0-)			0		

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 (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	74	139	139
	2 Savings and temporary cash investments	58,948	29,453	29,453
	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 schedule)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	679,655	612,062	777,955
	c Investments—corporate bonds (attach schedule)			
	Liabilities	11 Investments—land, buildings, and equipment basis		
Less accumulated depreciation (attach schedule)				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)		2,525,008	2,477,364	2,684,535
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)		3,263,685	3,119,018	3,492,082
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable (attach schedule)				
22 Other liabilities (describe)				
23 Total liabilities (add lines 17 through 22)	0	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 and complete lines 27 through 31. ☒			
	27 Capital stock, trust principal, or current funds	3,263,685	3,119,018	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	3,263,685	3,119,018		
31 Total liabilities and net assets/fund balances (see instructions)	3,263,685	3,119,018		

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	3,263,685
2 Enter amount from Part I, line 27a	2	-157,493
3 Other increases not included in line 2 (itemize) See Attached Statement	3	12,826
4 Add lines 1, 2, and 3	4	3,119,018
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	3,119,018

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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 See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

(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			0
b			0
c			0
d			0
e			0

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

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

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	231,522
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 (col. (b) divided by col. (c))
2011	422,831	3,474,801	0.121685
2010	287,011	3,854,162	0.074468
2009	286,746	3,737,094	0.076730
2008	251,628	3,587,939	0.070132
2007	320,167	4,800,348	0.066697

2 Total of line 1, column (d)	2	0.409712
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	0.081942
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,330,584
5 Multiply line 4 by line 3	5	272,915
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,146
7 Add lines 5 and 6	7	276,061
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	470,033

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 ☐ 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 ☒ and enter 1% of Part I, line 27b		1	3,146	
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	3,146	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	3,146	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,847		
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	1,847		
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	1,299		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	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 Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
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 ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a 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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of MLTC, A DIVISION OF BANK OF AMERICA, N.A. Telephone no 609-274-6834 Located at 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 08534-1501			
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			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country 16	Yes	No	
			X	

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here 1b	N/A	
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 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) 2b	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		
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) 3b	N/A	
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)? (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)? ☐ Yes ☒ No
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? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A

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? ☐ Yes ☒ No
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? ☐ Yes ☒ No

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
WILLIAM SCOTT 5255 N TWIN CITY HWY NEDERLANDS, TX 7	PRESIDENT 2.00	0		
GAY SCOTT 5255 N TWIN CITY HWY NEDERLANDS, TX 7	SECRETARY/ TRE 2.00	0		
WILLIAM SCOTT 5255 N TWIN CITY HWY NEDERLANDS, TX 7	VICE PRESIDENT 2.00			
JAMES SCOTT 5255 N TWIN CITY HWY NEDERLANDS, TX 7	VICE PRESIDENT 2.00			

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.

Expenses

1 NONE	
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

Amount

1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	3,355,434
b	Average of monthly cash balances	1b	25,870
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,381,304
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,381,304
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	50,720
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,330,584
6	Minimum investment return. Enter 5% of line 5	6	166,529

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	166,529
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,146
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,146
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	163,383
4	Recoveries of amounts treated as qualifying distributions	4	839
5	Add lines 3 and 4	5	164,222
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	164,222

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	470,033
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	470,033
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	3,146
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	466,887

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				164,222
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____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008	74,019			
c From 2009	104,527			
d From 2010	96,867			
e From 2011	252,785			
f Total of lines 3a through e	528,198			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 470,033				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				164,222
e Remaining amount distributed out of corpus	305,811			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	834,009			
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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			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)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	834,009			
10 Analysis of line 9				
a Excess from 2008	74,019			
b Excess from 2009	104,527			
c Excess from 2010	96,867			
d Excess from 2011	252,785			
e Excess from 2012	305,811			

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 Attached Statement				
Total			▶ 3a	451,925
b Approved for future payment NONE				
Total			▶ 3b	0

GAY D& WILLIAM F SCOTT FAMILY FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

SOUTHEAST TEXAS INTERFAITH ORGANIZATION

Street

City	State	Zip Code	Foreign Country
PORT AUTHOR	TX		
Relationship	Foundation Status		
NONE	501 (c) 3 Public Charity		
Purpose of grant/contribution			Amount
GENERAL OPERATING			5,000

Name

MARCH OF DIMES

Street

City	State	Zip Code	Foreign Country
BEAUMONT	TX		
Relationship	Foundation Status		
NONE	509(a)(1)		
Purpose of grant/contribution			Amount
GENERAL OPERATING			1,000

Name

ALHEIMER'S ASSOCIATION

Street

City	State	Zip Code	Foreign Country
WASHINGTON	DC		
Relationship	Foundation Status		
NONE	509(a)(1)		
Purpose of grant/contribution			Amount
GENERAL OPERATING			1,600

Name

BOYS SCOUTS OF AMERICA - THREE RIVERS COUNCIL

Street

City	State	Zip Code	Foreign Country
BEAUMONT	TX		
Relationship	Foundation Status		
NONE	501(c) 3 Public Charity		
Purpose of grant/contribution			Amount
GENERAL OPERATING			43,325

Name

LAMAR UNIVERSITY

Street

City	State	Zip Code	Foreign Country
BEAUMONT	TX		
Relationship	Foundation Status		
NONE	509(a)(1)		
Purpose of grant/contribution			Amount
GENERAL OPERATING			78,500

Name

BELMONT ROTARY FOUNDATION

Street

City	State	Zip Code	Foreign Country
BEAUMONT	TX		
Relationship	Foundation Status		
NONE	501(c)3 Public Charity		
Purpose of grant/contribution			Amount
GENERAL OPERATING			2,500

GAY D& WILLIAM F SCOTT FAMILY FOUNDATION

20-3797595 Page 2 of 6

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

BIRTHRIGHT

Street

City	State	Zip Code	Foreign Country
BEAUMONT	TX		
Relationship	Foundation Status		
NONE	501(c)3 Public Charity		
Purpose of grant/contribution			Amount
GENERAL OPERATING			1,000

Name

HAZEL & FLOYD MACK SCOT FOUNDATION

Street

City	State	Zip Code	Foreign Country
BEAUMONT	TX		
Relationship	Foundation Status		
NONE	501(c)3 Public Charity		
Purpose of grant/contribution			Amount
GENERAL OPERATING			1,000

Name

MASON TENNIS ASSOCIATION

Street

City	State	Zip Code	Foreign Country
BEAUMONT	TX		
Relationship	Foundation Status		
NONE	501(c)3 Public Charity		
Purpose of grant/contribution			Amount
GENERAL OPERATING			1,500

Name

MOSIGNOR KELLY CATHOLIC HIGH SCHOOL

Street

City	State	Zip Code	Foreign Country
BEAUMONT	TX		
Relationship	Foundation Status		
NONE	509(a)(1)		
Purpose of grant/contribution			Amount
GENERAL OPERATING			10,000

Name

CATHOLIC CHARITIES OF SOUTHEAST TEXAS

Street

City	State	Zip Code	Foreign Country
BEAUMONT	TX		
Relationship	Foundation Status		
NONE	509(a)(1)		
Purpose of grant/contribution			Amount
GENERAL OPERATING			30,500

Name

TOGETHER FOR GOD'S GOOD WORK CAPITAL CAMPAIGN

Street

City	State	Zip Code	Foreign Country
BEAUMONT	TX		
Relationship	Foundation Status		
NONE	509(a)(1)		
Purpose of grant/contribution			Amount
GENERAL OPERATING			50,000

GAY D& WILLIAM F SCOTT FAMILY FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

ST ANTHONY CATHEDRAL BASILICA

Street

City	State	Zip Code	Foreign Country
BEAUMONT	TX		
Relationship	Foundation Status		
NONE	501(c)3 Public Charity		
Purpose of grant/contribution			Amount
GENERAL OPERATING			2,000

Name

ST ANNE CATHOLIC CHURCH

Street

City	State	Zip Code	Foreign Country
BEAUMONT	TX		
Relationship	Foundation Status		
NONE	501(c)3 Public Charity		
Purpose of grant/contribution			Amount
GENERAL OPERATING			26,500

Name

MONSIGNOR HIGH SCHOOL - ATHLETIC BOOSTER CLUB

Street

City	State	Zip Code	Foreign Country
BEAUMONT	TX		
Relationship	Foundation Status		
NONE	509(a)(1)		
Purpose of grant/contribution			Amount
GENERAL OPERATING			1,000

Name

EQUESTRIAN ORDER OF THE HOLY SEPCULCHRE

Street

City	State	Zip Code	Foreign Country
BEAUMONT	TX		
Relationship	Foundation Status		
NONE	501(c)3 Public Charity		
Purpose of grant/contribution			Amount
GENERAL OPERATING			2,000

Name

ST ANTHONY CATHOLIC SCHOOL

Street

City	State	Zip Code	Foreign Country
BEAUMONT	TX		
Relationship	Foundation Status		
NONE	501(c)3 Public Charity		
Purpose of grant/contribution			Amount
GENERAL OPERATING			3,500

Name

LAW ACADEMY, INC

Street

City	State	Zip Code	Foreign Country
PORT AUTHOR	TX		
Relationship	Foundation Status		
NONE	501(c)3 Public Charity		
Purpose of grant/contribution			Amount
GENERAL OPERATING			2,500

GAY D& WILLIAM F SCOTT FAMILY FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

THE UNIVERSITY OF OKLAHOMA FOUNDATION

Street

City	State	Zip Code	Foreign Country
NORMAN	OK		
Relationship	Foundation Status		
NONE	501(c)3 Public Charity		
Purpose of grant/contribution			Amount
GENERAL OPERATING			10,000

Name

PORT AUTHOR YMCA

Street

City	State	Zip Code	Foreign Country
PORT AUTHOR	TX		
Relationship	Foundation Status		
NONE	509(a)(2)		
Purpose of grant/contribution			Amount
GENERAL OPERATING			10,000

Name

OA HASINAI LODGE

Street

City	State	Zip Code	Foreign Country
BEAUMONT	TX		
Relationship	Foundation Status		
NONE	509(a)(1)		
Purpose of grant/contribution			Amount
GENERAL OPERATING			1,000

Name

SYMPHONY OF SOUTHWEST TEXAS

Street

City	State	Zip Code	Foreign Country
BEAUMONT	TX		
Relationship	Foundation Status		
NONE	509(a)(2)		
Purpose of grant/contribution			Amount
GENERAL OPERATING			15,000

Name

NECHES RIVER FESTIVAL

Street

City	State	Zip Code	Foreign Country
BEAUMONT	TX		
Relationship	Foundation Status		
NONE	501(c)3 Public Charity		
Purpose of grant/contribution			Amount
GENERAL OPERATING			500

Name

SEAFARERS CENTER OF BEAUMONT

Street

City	State	Zip Code	Foreign Country
BEAUMONT	TX		
Relationship	Foundation Status		
NONE	501(c)3 Public Charity		
Purpose of grant/contribution			Amount
GENERAL OPERATING			5,000

GAY D& WILLIAM F SCOTT FAMILY FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

SUL ROSS UNIVERSITY

Street

City ALPINE	State TX	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(c)3 Public Charity		
Purpose of grant/contribution GENERAL OPERATING			Amount 10,000

Name

TEXAS STATE UNIVERSITY SYSTEM FOUNDATION

Street

City AUSTIN	State TX	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(c)3 Public Charity		
Purpose of grant/contribution GENERAL OPERATING			Amount 25,000

Name

SOME OTHER PLACE, INC

Street

City BEAUMONT	State TX	Zip Code	Foreign Country
Relationship NONE	Foundation Status 509(a)(1)		
Purpose of grant/contribution GENERAL OPERATING			Amount 1,000

Name

SOUTHERN METHODIST UNIVERSITY

Street

City DALLAS	State TX	Zip Code	Foreign Country
Relationship NONE	Foundation Status 509(a)(1)		
Purpose of grant/contribution GENERAL OPERATING			Amount 75,000

Name

SMU CATHOLIC

Street

City DALLAS	State TX	Zip Code	Foreign Country
Relationship NONE	Foundation Status 509(a)(1)		
Purpose of grant/contribution GENERAL OPERATING			Amount 1,000

Name

CHRISTUS HEALTH FOUNDATION SETX

Street

City BEAUMONT	State TX	Zip Code	Foreign Country
Relationship NONE	Foundation Status 509(a)(3)		
Purpose of grant/contribution GENERAL OPERATING			Amount 1,000

GAY D& WILLIAM F SCOTT FAMILY FOUNDATION

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

TEXAS ENERGY MUSEUM

Street

City	State	Zip Code	Foreign Country
BEAUMONT	TX		
Relationship	Foundation Status		
NONE	501(c)3 Public Charities		
Purpose of grant/contribution	Amount		
GENERAL OPERATING	10,000		

Name

CASA OF SOUTHEAST TEXAS

Street

City	State	Zip Code	Foreign Country
BEAUMONT	TX		
Relationship	Foundation Status		
NONE	501(c)3 Public Charities		
Purpose of grant/contribution	Amount		
GENERAL OPERATING	8,500		

Name

JULIE RODGERS "THE GIFT OF LIFE "

Street

City	State	Zip Code	Foreign Country
BEAUMONT	TX		
Relationship	Foundation Status		
NONE	509(a)(1)		
Purpose of grant/contribution	Amount		
GENERAL OPERATING	2,000		

Name

GARTH HOUSE

Street

City	State	Zip Code	Foreign Country
BEAUMONT	TX		
Relationship	Foundation Status		
NONE	509(a)(1)		
Purpose of grant/contribution	Amount		
GENERAL OPERATING	1,000		

Name

SCI FOUNDATION

Street

City	State	Zip Code	Foreign Country
TUCSON	AZ		
Relationship	Foundation Status		
NONE	509(a)(2)		
Purpose of grant/contribution	Amount		
GENERAL OPERATING	12,500		

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution	Amount		

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions										Amount		Totals		Cost, Other Basis and Expenses		Net Gain or Loss					
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	Capital Gains/Losses						
															Gross Sales	Other sales					
																4,313,514	0	4,081,992	0	231,522	0
1	X	AMERICAN INTERNATIONAL	026874784		2/15/2012		3/7/2013	586	401					0	185						
2	X	AMERICAN INTERNATIONAL	026874784		2/15/2012		3/20/2013	38	27					0	11						
3	X	APACHE CORP	037411105		10/4/2012		1/7/2013	18,261	19,674					0	-1,413						
4	X	APACHE CORP	037411105		12/6/2012		1/7/2013	11,986	11,391					0	595						
5	X	AUTOMATIC DATA PROC	053015103		8/17/2010		12/6/2012	13,574	9,642					0	3,932						
6	X	AUTOMATIC DATA PROC	053015103		8/17/2010		3/20/2013	708	449					0	259						
7	X	BAXTER INTERNL INC	071813109		7/16/2012		12/6/2012	5,309	4,551					0	758						
8	X	BAXTER INTERNL INC	071813109		7/16/2012		3/20/2013	348	274					0	74						
9	X	BAXTER INTERNL INC	071813109		7/16/2012		8/6/2013	21,115	16,121					0	4,994						
10	X	BAXTER INTERNL INC	071813109		3/7/2013		8/6/2013	1,365	1,319					0	46						
11	X	C.H. ROBINSON WORLDWIDE	12541W209		12/5/2012		1/2/2013	19,105	19,123					0	-18						
12	X	AQR RISK PARITY FD	00203H826		3/26/2013		6/12/2013	2	3					0	-1						
13	X	AQR RISK PARITY FD	00203H826		3/26/2013		6/12/2013	31,308	33,224					0	-1,916						
14	X	AQR MANAGED FUTURES	00203H859		3/7/2013		3/26/2013	10	10					0	0						
15	X	AQR MANAGED FUTURES	00203H859		3/7/2013		3/26/2013	33,805	33,971					0	-166						
16	X	ABBOTT LABS	002824100		1/10/2011		12/6/2012	14,088	10,568					0	3,520						
17	X	ABBOTT LABS	002824100		1/10/2011		2/5/2013	7,871	5,378					0	2,493						
18	X	ABBOTT LABS	002824100		12/21/2011		2/5/2013	2,205	1,715					0	490						
19	X	ABBVIE INC SHS	00287Y109		1/10/2011		2/5/2013	8,723	5,831					0	2,892						
20	X	ABBVIE INC SHS	00287Y109		12/21/2011		2/5/2013	2,444	1,860					0	584						
21	X	AIR PRODUCTS&CHEM	009158106		7/16/2012		1/12/2012	20,518	20,861					0	-343						
22	X	ALLIANTZGF NFJ INTL VALUE	018922849		6/22/2012		1/22/2013	34,993	29,185					0	5,808						
23	X	ALLIANTZGF NFJ INTL VALUE	018922849		9/19/2012		1/22/2013	7	6					0	1						
24	X	ALLIANTZGF NFJ INTL VALUE	018922849		3/7/2013		4/23/2013	42,690	43,020					0	-330						
25	X	ALLIANTZGF NFJ INTL VALUE	018922849		6/22/2012		4/23/2013	22	19					0	3						
26	X	ALLIANTZGF NFJ INTL VALUE	018922849		9/19/2012		4/23/2013	12,539	10,501					0	2,038						
27	X	ALLIANTZGF NFJ INTL VALUE	018922849		3/7/2013		4/23/2013	18	17					0	1						
28	X	ALLIANTZGF NFJ INTL VALUE	018922849		9/19/2012		4/23/2013	24,178	22,900					0	1,278						
29	X	ALLIANTZGF NFJ INTL VALUE	018922849		6/29/2012		4/23/2013	74,159	63,857					0	10,302						
30	X	ALPS ALERIAN MLP ETF	00162Q866		12/14/2011		1/14/2013	22,152	19,966					0	2,186						
31	X	AQR MULTI STRATEGY	00203H792		3/7/2013		5/30/2013	4,994	4,935					0	59						
32	X	AQR MULTI STRATEGY	00203H792		3/7/2013		5/30/2013	2	2					0	0						
33	X	AQR MULTI STRATEGY	00203H792		3/7/2013		5/30/2013	4	4					0	0						
34	X	AQR MULTI STRATEGY	00203H792		3/7/2013		10/23/2013	6	6					0	0						
35	X	AQR MULTI STRATEGY	00203H792		3/7/2013		10/23/2013	46,302	46,026					0	276						
36	X	AQR RISK PARITY FD	00203H826		3/7/2013		5/30/2013	5,991	5,991					0	0						
37	X	AQR RISK PARITY FD	00203H826		3/26/2013		5/30/2013	9	9					0	0						
38	X	AQR RISK PARITY FD	00203H826		3/7/2013		6/12/2013	26,800	27,989					0	-1,189						
39	X	CAPITAL ONE FINL	14040H105		12/26/2012		2/22/2013	6,770	7,551					0	-781						
40	X	CENTURYLINK INC SHS	156700106		8/19/2011		6/12/2013	7,794	7,616					0	-669						
41	X	CENTURYLINK INC SHS	156700106		3/20/2012		6/12/2013	18,846	18,148					0	698						
42	X	CENTURYLINK INC SHS	156700106		3/20/2012		3/7/2013	1,121	1,421					0	-300						
43	X	CHESAPEAKE ENERGY OKLA	165167107		3/20/2012		3/20/2013	927	1,162					0	-235						
44	X	CHESAPEAKE ENERGY OKLA	165167107		4/18/2006		12/6/2012	5,298	3,038					0	2,260						
45	X	CHEVRON CORP	166764100		2/23/2006		12/6/2012	848	460					0	388						
46	X	CHEVRON CORP	166764100		2/23/2006		12/6/2012	5,086	3,752					0	1,334						
47	X	CHEVRON CORP	166764100		8/17/2010		3/20/2013	481	313					0	168						
48	X	CHEVRON CORP	166764100		8/17/2010		12/6/2012	6,347	4,491					0	1,856						
49	X	COCA COLA COM	191216100		6/3/2010		12/6/2012	6,496	4,905					0	1,591						
50	X	COCA COLA COM	191216100		8/17/2010		12/6/2012	373	262					0	111						
51	X	COCA COLA COM	191216100		6/22/2010		3/20/2013	714	507					0	207						
52	X	COCA COLA COM	191216100		8/17/2010		8/6/2013	12,891	9,020					0	3,871						
53	X	COCA COLA COM	191216100		8/17/2010		8/6/2013	7,009	6,071					0	938						
54	X	COCA COLA COM	191216100		12/21/2011		2/22/2013	18,018	19,783					0	-1,765						
55	X	CAPITAL ONE FINL	14040H105		9/6/2012		3/20/2013	587	580					0	7						
56	X	CENTURYLINK INC SHS	156700106		8/19/2011		8/6/2013	2,175	2,112					0	63						
57	X	CONSTITUTION BRANDS IN	21036P108		3/7/2013		2/17/2013	18,138	19,766					0	-1,628						
58	X	CONSTITUTION BRANDS IN	21036P108		12/26/2012		2/17/2013	7,351	8,008					0	-657						
59	X	CONSTITUTION BRANDS IN	21036P108		8/17/2010		12/17/2012	29,998	28,838					0	1,160						
60	X	DOUBLINE TOTAL RETURN	258620103		8/16/2010		12/17/2012	1	1					0	0						
61	X	DOUBLINE TOTAL RETURN	258620103		8/16/2010		12/17/2012	1	1					0	0						
62	X	DOUBLINE TOTAL RETURN	258620103		8/17/2010		12/17/2012	5	5					0	0						
63	X	DOUBLINE TOTAL RETURN	258620103		8/17/2010		3/7/2013	66,575	64,283					0	2,292						
64	X	DOUBLINE TOTAL RETURN	258620103		8/17/2010		5/23/2013	7,993	7,691					0	302						
65	X	DOUBLINE TOTAL RETURN	258620103		8/17/2010		5/23/2013	1	1					0	0						
66	X	DOUBLINE TOTAL RETURN	258620103		8/17/2010		5/23/2013	6	5					0	1						
67	X	DOUBLINE TOTAL RETURN	258620103		8/17/2010		5/23/2013	29,998	28,941					0	1,057						
68	X	DOUBLINE CORE FIXED	258620301		10/4/2011		12/17/2012							0							

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions															Amount	
Short Term CG Distributions															10,783	
															0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Totals			
													Capital Gains/Losses	Net Gain or Loss		
															4,313,514	4,081,992
															0	0
															231,522	0
69	X	DOUBLELINE CORE FIXED	258620301		10/4/2011	12/17/2012	2/5/2013	2	2					0		
70	X	DOUBLELINE CORE FIXED	258620301		10/4/2011	2/5/2013	2/5/2013	4	4					0		
71	X	DOUBLELINE CORE FIXED	258620301		10/4/2011	2/5/2013	2/5/2013	119,992	116,584					3,408		
72	X	DOUBLELINE CORE FIXED	258620301		10/4/2011	2/5/2013	2/5/2013	4	4					0		
73	X	DOUBLELINE CORE FIXED	258620301		10/4/2011	3/7/2013	3/7/2013	1	1					0		
74	X	DOUBLELINE CORE FIXED	258620301		10/4/2011	3/7/2013	3/7/2013	50,828	49,384					1,444		
75	X	DOUBLELINE CORE FIXED	258620301		10/4/2011	4/15/2013	4/15/2013	6	6					0		
76	X	DOUBLELINE CORE FIXED	258620301		10/21/2011	4/15/2013	4/15/2013	1	1					0		
77	X	DOUBLELINE CORE FIXED	258620301		10/21/2011	4/15/2013	4/15/2013	9,938	9,494					444		
78	X	DOUBLELINE CORE FIXED	258620301		10/4/2011	4/15/2013	4/15/2013	5,043	4,840					203		
79	X	DOUBLELINE CORE FIXED	258620301		10/21/2011	4/15/2013	4/15/2013	11	11					0		
80	X	DOUBLELINE CORE FIXED	258620301		10/21/2011	5/30/2013	5/30/2013	7	7					0		
81	X	DOUBLELINE CORE FIXED	258620301		10/21/2011	5/30/2013	5/30/2013	4,993	4,829					164		
82	X	DOUBLELINE CORE FIXED	258620301		10/21/2011	6/10/2013	6/10/2013	3	3					0		
83	X	DOUBLELINE CORE FIXED	258620301		10/21/2011	6/10/2013	6/10/2013	3	3					0		
84	X	DOUBLELINE CORE FIXED	258620301		10/21/2011	6/10/2013	6/10/2013	9,995	9,788					207		
85	X	DOUBLELINE CORE FIXED	258620301		10/21/2011	6/12/2013	6/12/2013	8	8					0		
86	X	DOUBLELINE CORE FIXED	258620301		10/21/2011	6/12/2013	6/12/2013	54,095	53,072					1,023		
87	X	EATON CORP	278058102		11/5/2012	12/3/2012	12/3/2012	20,295	19,657					638		
88	X	EATON CORP	278058102		11/2/2012	12/3/2012	12/3/2012	20,243	19,498					745		
89	X	EMERSON ELEC CO	291011104		1/2/2013	3/20/2013	3/20/2013	570	546					24		
90	X	EMERSON ELEC CO	291011104		1/2/2013	4/11/2013	4/11/2013	18,846	18,084					762		
91	X	EMERSON ELEC CO	291011104		3/7/2013	4/11/2013	4/11/2013	2,847	2,828					19		
92	X	EXXON MOBIL CORP COM	30231G102		8/17/2010	12/6/2012	12/6/2012	12,745	8,913					3,832		
93	X	EXXON MOBIL CORP COM	30231G102		8/17/2010	3/20/2013	3/20/2013	354	244					110		
94	X	EXXON MOBIL CORP COM	30231G102		8/17/2010	4/11/2013	4/11/2013	15,077	10,378					4,699		
95	X	EXXON MOBIL CORP COM	30231G102		2/5/2013	4/11/2013	4/11/2013	2,306	2,340					-34		
96	X	EXXON MOBIL CORP COM	30231G102		12/21/2011	4/11/2013	4/11/2013	3,991	3,733					258		
97	X	FIRST EAGLE	32008F506		8/12/2010	3/6/2013	3/6/2013	51,429	41,320					10,109		
98	X	FREIGHT-MCMURAN CPR & GL	35671D857		10/4/2012	12/7/2012	12/7/2012	15,474	19,793					-4,319		
99	X	NATIXIS GATEWAY FUND CL	367829884		3/7/2013	10/23/2013	10/23/2013	19,516	19,152					364		
100	X	WHV INTERNATIONAL EQUITY	360873863		10/2/2012	3/28/2013	3/28/2013	63,037	58,747					4,290		
101	X	WHV INTERNATIONAL EQUITY	360873863		3/7/2013	5/9/2013	5/9/2013	3,186	3,125					61		
102	X	WHV INTERNATIONAL EQUITY	360873863		3/7/2013	5/9/2013	5/9/2013	21	19					2		
103	X	NATIXIS GATEWAY FUND CL	367829884		3/7/2013	5/9/2013	5/9/2013	5	5					0		
104	X	NATIXIS GATEWAY FUND CL	367829884		3/26/2013	5/21/2013	5/21/2013	27	26					1		
105	X	NATIXIS GATEWAY FUND CL	367829884		5/29/2013	5/30/2013	5/30/2013	24	0					24		
106	X	NATIXIS GATEWAY FUND CL	367829884		3/26/2013	10/23/2013	10/23/2013	34,188	33,574					614		
107	X	NATIXIS GATEWAY FUND CL	367829884		3/7/2013	5/30/2013	5/30/2013	9,976	9,842					134		
108	X	NATIXIS GATEWAY FUND CL	367829884		3/7/2013	7/22/2013	7/22/2013	4,966	4,949					37		
109	X	NATIXIS GATEWAY FUND CL	367829884		3/7/2013	7/22/2013	7/22/2013	12	12					0		
110	X	NATIXIS GATEWAY FUND CL	367829884		5/29/2013	7/22/2013	7/22/2013	2	0					2		
111	X	NATIXIS GATEWAY FUND CL	367829884		3/7/2013	10/23/2013	10/23/2013	17	16					1		
112	X	GENL DYNAMICS CORP COM	369550108		7/5/2012	1/31/2013	1/31/2013	11,075	10,907					188		
113	X	GENL DYNAMICS CORP COM	369550108		12/5/2012	2/5/2013	2/5/2013	16,155	16,644					-488		
114	X	THE OAKMARK SELECT FUND	413838608		7/5/2012	2/5/2013	2/5/2013	10,357	10,575					-218		
115	X	THE OAKMARK SELECT FUND	413838608		7/2/2013	6/12/2013	6/12/2013	89,709	85,002					4,707		
116	X	UAM FPA CRESCENT PORT	302541759		8/12/2010	1/22/2013	1/22/2013	8	7					1		
117	X	UAM FPA CRESCENT PORT	302541759		8/12/2010	1/22/2013	1/22/2013	16	14					2		
118	X	UAM FPA CRESCENT PORT	302541759		8/12/2010	1/22/2013	1/22/2013	34,976	29,666					5,310		
119	X	UAM FPA CRESCENT PORT	302541759		8/12/2010	5/17/2013	5/17/2013	791	616					175		
120	X	UAM FPA CRESCENT PORT	302541759		8/12/2010	5/17/2013	5/17/2013	3	2					1		
121	X	FAIRHOLME FUND	304871106		12/6/2012	2/7/2013	2/7/2013	85,260	76,486					8,774		
122	X	FAIRHOLME FUND	304871106		12/6/2012	2/7/2013	2/7/2013	0	0					0		
123	X	FIRST EAGLE	32008F506		8/12/2010	1/18/2013	1/18/2013	20	16					4		
124	X	FIRST EAGLE	32008F506		6/14/2012	3/6/2013	3/6/2013	4,980	4,059					921		
125	X	FIRST EAGLE	32008F506		8/12/2010	3/6/2013	3/6/2013	42,639	38,746					3,893		
126	X	FIRST EAGLE	32008F506		8/12/2010	3/6/2013	3/6/2013	8	6					2		
127	X	THE OAKMARK SELECT FUND	413838608		3/7/2013	6/12/2013	6/12/2013	3,788	3,600					188		
128	X	THE OAKMARK SELECT FUND	413838608		3/7/2013	6/12/2013	6/12/2013	1	1					0		
129	X	OAKMARK GLOBAL SELECT	413838822		7/16/2012	2/6/2013	2/6/2013	29,991	24,154					5,837		
130	X	OAKMARK GLOBAL SELECT	413838822		10/1/2012	10/7/2013	10/7/2013	9	8					1		
131	X	OAKMARK GLOBAL SELECT	413838822		7/16/2012	10/7/2013	10/7/2013	11,832	8,395					3,437		
132	X	OAKMARK GLOBAL SELECT	413838822		7/16/2012	10/7/2013	10/7/2013	1	1					0		
133	X	OAKMARK GLOBAL SELECT	413838822		7/16/2012	10/7/2013	10/7/2013	14,991	14,773					218		
134	X	HARTFORD FLOATING RATE	416649804		3/19/2012	12/17/2012	12/17/2012	2	2					0		
135	X	HARTFORD FLOATING RATE	416649804		3/19/2012	12/17/2012	12/17/2012	7	7					0		
136	X	HARTFORD FLOATING RATE	416649804		3/19/2012	12/17/2012	12/17/2012	7	7					0		

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals			Net Gain or Loss
											Capital Gains/Losses	Cost, Other Basis and Expenses	Net Gain or Loss	
	Long Term CG Distributions	Amount									4,313,514	4,081,992	231,522	
	Short Term CG Distributions	10,783									0	0	0	
137	X HARTFORD FLOATING RATE	416649804			3/19/2012		3/7/2013	6						0
138	X HARTFORD FLOATING RATE	416649804			3/19/2012		3/7/2013	39,130	38,305					825
139	X HARTFORD FLOATING RATE	416649804			3/19/2012		8/28/2013	84,580	83,181					1,509
140	X HARTFORD FLOATING RATE	416649804			6/12/2013		8/28/2013	38,983	38,959					-86
141	X HARTFORD FLOATING RATE	416649804			6/12/2013		8/28/2013	6	6					0
142	X HESS CORP	42809H107			1/8/2013		3/7/2013	1,728	1,379					349
143	X HESS CORP	42809H107			1/8/2013		3/20/2013	982	772					210
144	X HOME DEPOT INC	437076102			3/1/2012		3/7/2013	46,857	31,818					15,039
145	X HONEYWELL INTL INC DEL	438516106			10/14/2011		12/6/2012	15,075	12,121					2,954
146	X HONEYWELL INTL INC DEL	438516106			10/14/2011		3/7/2013	432	294					138
147	X HONEYWELL INTL INC DEL	438516106			10/14/2011		3/20/2013	1,121	736					385
148	X IVA WORLDWIDE	45070A206			8/12/2010		1/18/2013	9,988	9,165					823
149	X IVA WORLDWIDE	45070A206			8/12/2010		1/18/2013	7	7					0
150	X IVA WORLDWIDE	45070A206			8/12/2010		1/18/2013	5	5					0
151	X IVA WORLDWIDE	45070A206			8/12/2010		10/15/2013	97,831	81,480					16,351
152	X IVA WORLDWIDE	45070A206			3/7/2013		10/15/2013	14	11					3
153	X IVA WORLDWIDE	45070A206			3/7/2013		10/15/2013	21,485	19,928					1,557
154	X ISHARES BOXX \$	464287242			11/14/2012		12/17/2012	15,145	15,228					-83
155	X ISHARES BOXX \$ HIGH YIELD	484286513			11/14/2012		1/9/2013	125,602	126,578					-976
156	X IVY GLOBAL NATURAL	465899508			1/14/2013		3/7/2013	20,678	20,763					-85
157	X IVY GLOBAL NATURAL	465899508			9/19/2012		3/7/2013	9,378	9,229					149
158	X IVY GLOBAL NATURAL	465899508			2/1/2013		3/7/2013	6,246	6,485					-239
159	X IVY GLOBAL NATURAL	465899508			2/1/2013		3/7/2013	18	18					0
160	X IVY GLOBAL NATURAL	465899508			8/10/2012		3/7/2013	23,984	22,595					1,389
161	X IVY GLOBAL NATURAL	465899508			2/1/2013		3/7/2013	2	2					0
162	X IVY ASSET STRATEGY	466001864			9/22/2011		1/18/2013	9,995	8,228					1,767
163	X IVY ASSET STRATEGY	466001864			9/22/2011		1/18/2013	5	4					1
164	X IVY ASSET STRATEGY	466001864			10/14/2011		2/13/2013	10	9					1
165	X IVY ASSET STRATEGY	466001864			10/14/2011		2/13/2013	2,654	2,280					384
166	X IVY ASSET STRATEGY	466001864			9/22/2011		2/13/2013	10	8					2
167	X IVY ASSET STRATEGY	466001864			9/22/2011		2/13/2013	22,326	18,245					4,081
168	X IVY ASSET STRATEGY	466001864			10/14/2011		10/7/2013	1,484	1,180					304
169	X IVY ASSET STRATEGY	466001864			3/7/2013		10/7/2013	3	3					0
170	X JPMORGAN CHASE & CO	46625H100			3/7/2013		8/6/2013	4,776	4,372					404
171	X JPMORGAN CHASE & CO	46625H100			3/5/2013		8/6/2013	31,488	27,471					4,017
172	X JOHNSON AND JOHNSON CO	478160104			11/4/2013		3/7/2013	795	779					16
173	X JPMORGAN HIGHBRIDGE	48121A670			11/4/2013		3/7/2013	106,790	109,992					-3,202
174	X JPMORGAN HIGHBRIDGE	48121A670			3/7/2013		3/7/2013	7	7					0
175	X JPMORGAN STRATEGIC	4812A4351			3/7/2013		4/11/2013	34,062	33,976					86
176	X JPMORGAN STRATEGIC	4812A4351			3/7/2013		4/11/2013	5	5					0
177	X KIMBERLY CLARK	494368103			11/02/2011		12/26/2012	31,077	23,436					7,641
178	X KIMBERLY CLARK	494368103			11/02/2011		12/26/2012	3,509	3,060					449
179	X LINEAR TECHNOLOGY CORP	535678106			11/22/2012		3/7/2013	1,001	851					150
180	X LINEAR TECHNOLOGY CORP	535678106			11/22/2012		4/11/2013	21,074	18,754					2,320
181	X LOOMIS SAYLES BOND FD	543495840			8/8/2012		11/14/2012	71,976	70,821					1,155
182	X LOOMIS SAYLES BOND FD	543495840			8/8/2012		11/14/2012	7	7					0
183	X LOOMIS SAYLES BOND FD	543495840			2/5/2013		4/1/2013	97,262	97,450					-188
184	X LOOMIS SAYLES BOND FD	543495840			2/5/2013		4/1/2013	15	15					0
185	X LOOMIS SAYLES BOND FD	543495840			2/5/2013		4/1/2013	642	643					-1
186	X LOOMIS SAYLES BOND FD	543495840			3/21/2013		4/1/2013	1,038	1,040					-2
187	X LOOMIS SAYLES BOND FD	543495840			3/21/2013		4/1/2013	3	3					0
188	X LOOMIS SAYLES BOND FD	543495840			2/26/2013		4/1/2013	1,038	1,030					8
189	X LOOMIS SAYLES BOND FD	543495840			2/5/2013		7/22/2013	683	689					-6
190	X LOOMIS SAYLES BOND FD	543495840			2/5/2013		7/22/2013	7,238	7,308					-70
191	X LOOMIS SAYLES BOND FD	543495840			2/5/2013		7/22/2013	15	15					0
192	X LOOMIS SAYLES BOND FD	543495840			3/2/2013		7/22/2013	636	653					-17
193	X LOOMIS SAYLES BOND FD	543495840			5/29/2013		7/22/2013	742	759					-17
194	X LOOMIS SAYLES BOND FD	543495840			6/26/2013		7/22/2013	682	664					18
195	X LOOMIS SAYLES BOND FD	543495840			6/26/2013		7/22/2013	3	3					0
196	X MARATHON PETROLEUM CO	56585A102			12/7/2012		3/20/2013	9,090	6,259					2,831
197	X MARATHON PETROLEUM CO	56585A102			12/7/2012		3/20/2013	1,442	963					479
198	X MARATHON PETROLEUM CO	56585A102			12/7/2012		7/9/2013	25,411	21,845					3,566
199	X MATTHEWS ASIA GROWTH	577130867			3/7/2013		10/7/2013	5,876	5,360					516
200	X MATTHEWS ASIA GROWTH	577130867			8/17/2010		12/6/2012	5,261	4,367					894
201	X MCDONALDS CORP COM	580135101			11/24/2009		12/6/2012	1,842	1,343					499
202	X MCDONALDS CORP COM	580135101			3/10/2008		12/6/2012	351	216					135
203	X MCDONALDS CORP COM	580135101			8/17/2010		3/20/2013	592	437					155
204	X MCDONALDS CORP COM	580135101			8/17/2010		3/20/2013	592	437					155

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions		Amount	Short Term CG Distributions		Totals	
		10,783			Capital Gains/Losses	Other sales
		0			4,313,514	0
		0			4,081,992	0
		0			0	231,522
		0			0	0
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Long Term CG Distributions	10,783
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Part I, Line 16b (990-PF) - Accounting Fees

		2,500	0	0	2,500
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	2,500			2,500

Part I, Line 16c (990-PF) - Other Professional Fees

		26,519	15,912	0	10,608
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	FEES PAID TO MERRILL LYNCH AS AGENT	26,519	15,912		10,608

Part I, Line 18 (990-PF) - Taxes

		3,145	733	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	733	733		
2	PRIOR YEAR EXCISE TAX	565			
3	ESTIMATED EXCISE PAYMENTS	1,847			

Part I, Line 23 (990-PF) - Other Expenses

		5,008	8	0	5,000
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT FEES	4	4		
2	ADR FEES	4	4		
3	MISC FEES	5,000			5,000

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	11,987
2	PY GRANT REFUNDED	2	839
3	Total	3	12,826

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions										Amount	
Short Term CG Distributions										10,783	
										0	
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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions										10,783	Amount											
Short Term CG Distributions										0												
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	0	0	0	0	0	0	0	220,739	220,739	Gains Minus Excess of FMV Over Adjusted Basis or Losses
169 JPMORGAN CHASE & CO	466001864		4/1/2013	10/7/2013	3			3														
170 JPMORGAN CHASE & CO	46625H100		3/7/2013	8/6/2013	4,776			4,372	404													
171 JPMORGAN CHASE & CO	46625H100		2/5/2013	8/6/2013	31,488			27,471	4,017													
172 JPMORGAN CHASE & CO	478160104		3/7/2013	3/29/2013	795			779	16													
173 JPMORGAN HIGHBRIDGE	48121A670		1/14/2013	3/7/2013	106,790			109,992	-3,202													
174 JPMORGAN HIGHBRIDGE	48121A670		1/14/2013	3/7/2013	7			7														
175 JPMORGAN STRATEGIC	4812A4351		3/7/2013	4/11/2013	34,082			33,978	86													
176 JPMORGAN STRATEGIC	4812A4351		3/7/2013	4/11/2013	5			5														
177 KIMBERLY CLARK	494368103		1/10/2011	12/26/2012	31,077			23,435	7,641													
178 KIMBERLY CLARK	494368103		1/10/2011	12/26/2012	3,509			3,060	449													
179 LINEAR TECHNOLOGY CORP	535878106		1/10/2012	3/7/2013	1,001			851	150													
180 LINEAR TECHNOLOGY CORP	535878106		1/10/2012	4/1/2013	21,074			18,754	2,320													
181 LOUIS SAVILES BOND FD	543485840		8/6/2012	11/14/2012	71,978			70,821	1,155													
182 LOUIS SAVILES BOND FD	543485840		8/6/2012	11/14/2012	7			7														
183 LOUIS SAVILES BOND FD	543485840		2/5/2013	4/1/2013	97,282			97,450	-168													
184 LOUIS SAVILES BOND FD	543485840		2/5/2013	4/1/2013	15			15														
185 LOUIS SAVILES BOND FD	543485840		2/5/2013	4/1/2013	642			643														
186 LOUIS SAVILES BOND FD	543485840		3/27/2013	4/1/2013	1,038			1,040	-2													
187 LOUIS SAVILES BOND FD	543485840		3/27/2013	4/1/2013	3			3														
188 LOUIS SAVILES BOND FD	543485840		2/6/2013	4/1/2013	1,038			1,030	8													
189 LOUIS SAVILES BOND FD	543485840		2/6/2013	4/1/2013	883			889	-6													
190 LOUIS SAVILES BOND FD	543485840		2/6/2013	4/1/2013	7,238			7,308	-70													
191 LOUIS SAVILES BOND FD	543485840		2/6/2013	4/1/2013	15			15														
192 LOUIS SAVILES BOND FD	543485840		3/27/2013	7/22/2013	636			653	-17													
193 LOUIS SAVILES BOND FD	543485840		3/27/2013	7/22/2013	742			759	-17													
194 LOUIS SAVILES BOND FD	543485840		6/26/2013	7/22/2013	682			664	18													
195 LOUIS SAVILES BOND FD	543485840		6/26/2013	7/22/2013	3			3														
196 MARATHON PETROLEUM CORP	56585A102		12/7/2012	3/20/2013	9,090			6,259	2,831													
197 MARATHON PETROLEUM CORP	56585A102		12/7/2012	3/20/2013	1,442			963	479													
198 MARATHON PETROLEUM CORP	56585A102		12/7/2012	7/9/2013	25,411			21,845	3,566													
199 MATTHEWS ASIA GROWTH	577130887		3/7/2013	10/7/2013	1			0														
200 MATTHEWS ASIA GROWTH	577130887		3/7/2013	10/7/2013	5,876			5,360	516													
201 MCDONALDS CORP	580135101		8/17/2010	12/6/2012	5,261			4,367	894													
202 MCDONALDS CORP	580135101		11/24/2009	12/6/2012	1,842			1,343	499													
203 MCDONALDS CORP	580135101		3/10/2008	12/6/2012	351			216	135													
204 MCDONALDS CORP	580135101		8/17/2010	3/20/2013	592			437	155													
205 MCDONALDS CORP	580505106		5/20/2009	12/6/2012	1,600			1,228	372													
206 MEDTRONIC INC	580505106		2/26/2009	12/6/2012	1,474			1,131	343													
207 MEDTRONIC INC	580505106		2/26/2009	12/6/2012	1,263			1,029	234													
208 MEDTRONIC INC	580505106		2/23/2009	12/6/2012	1,053			871	182													
209 MEDTRONIC INC	580505106		2/16/2009	12/6/2012	1,011			828	183													
210 MEDTRONIC INC	580505106		5/7/2010	12/6/2012	632			622	10													
211 MEDTRONIC INC	580505106		12/1/2010	12/6/2012	968			1,022	-54													
212 MEDTRONIC INC	580505106		12/6/2009	12/6/2012	884			899	-15													
213 MEDTRONIC INC	580505106		8/17/2010	12/6/2012	5,179			4,400	779													
214 MEDTRONIC INC	580505106		6/25/2010	12/6/2012	463			407	56													
215 MEDTRONIC INC	580505106		6/8/2010	12/6/2012	884			794	90													
216 MEDTRONIC INC	580505106		8/17/2010	3/20/2013	273			215	58													
217 MICROSOFT CORP	594918104		8/3/2011	12/6/2012	3,911			3,915	-4													
218 MICROSOFT CORP	594918104		8/2/2011	12/6/2012	5,813			5,952	-139													
219 MICROSOFT CORP	594918104		8/3/2011	3/20/2013	387			348	18													
220 MICROSOFT CORP	594918104		10/2/2012	11/2/2012	18,795			19,711	-916													
221 MICROSOFT CORP	594918104		5/23/2012	12/5/2012	20,134			21,615	-1,481													
222 MICROSOFT CORP	594918104		1/6/2012	11/5/2012	1,716			19,707	-1,991													
223 MICROSOFT CORP	594918104		5/23/2012	12/6/2012	3,828			3,497	331													
224 MICROSOFT CORP	594918104		5/23/2012	12/6/2012	204			181	23													
225 MICROSOFT CORP	594918104		5/23/2012	12/6/2012	2,634			2,224	410													
226 MICROSOFT CORP	594918104		5/23/2012	12/6/2012	23,301			17,337	5,964													
227 MICROSOFT CORP	594918104		3/7/2013	3/20/2013	3			3														
228 MICROSOFT CORP	594918104		3/7/2013	3/20/2013	33,610			33,978	-368													
229 MICROSOFT CORP	594918104		10/21/2011	12/17/2012	29,991			28,429	1,562													
230 MICROSOFT CORP	594918104		10/21/2011	12/17/2012	9			9														
231 MICROSOFT CORP	594918104		10/21/2011	12/17/2012	1			1														
232 MICROSOFT CORP	594918104		10/21/2011	12/17/2012	54,559																	

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions										Amount						
Short Term CG Distributions										10,783	0					
	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj. Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses	220,739	220,739
253	TW TOTAL RETURN	8723MNB80		6/11/2012	12/17/2012	2			2			0	0	0	0	
254	TW TOTAL RETURN	8723MNB80		6/11/2012	3/7/2013	7			6	1		0	0	0	0	
255	TW TOTAL RETURN	8723MNB80		6/11/2012	3/7/2013	1			1			0	0	0	0	
256	TW TOTAL RETURN	8723MNB80		6/11/2012	3/7/2013	90,731			87,200	3,531		0	0	0	3,531	
257	TW TOTAL RETURN	8723MNB80		6/11/2012	5/23/2013	10			9			0	0	0	0	
258	TW TOTAL RETURN	8723MNB80		6/11/2012	5/23/2013	7,990			7,627	363		0	0	0	363	
259	TW TOTAL RETURN	8723MNB80		6/11/2012	5/23/2013	9			9	0		0	0	0	0	
260	TW TOTAL RETURN	8723MNB80		6/11/2012	5/30/2013	9,991			9,584	407		0	0	0	407	
261	TW TOTAL RETURN	8723MNB80		6/11/2012	5/30/2013	210			187	23		0	0	0	23	
262	SM COMPANY	86579Y101		9/18/2012	3/7/2013	529			468	61		0	0	0	61	
263	SM COMPANY	86579Y101		9/18/2012	3/20/2013	21,174			20,480	694		0	0	0	694	
264	TIFFANY & CO NEW	866547108		6/6/2012	12/5/2012	1,956			1,864	1,956		0	0	0	1,956	
265	TIFFANY & CO NEW	866547108		1/2/2013	1/11/2013	3,009			4,339	-1,330		0	0	0	-1,330	
266	COAST ACCESS III LTD REDEEMED CL A	860U09957		11/1/2007	1/14/2012	6,984			20,104	-13,120		0	0	0	-13,120	
267	COAST ACCESS III LTD	860U09955		11/1/2007	12/31/2012	6,984			20,104	-13,120		0	0	0	-13,120	
268	COAST ACCESS III LTD	860U09955		11/1/2007	2/26/2013	6,984			20,104	-13,120		0	0	0	-13,120	
269	COAST ACCESS III LTD	860U09955		11/1/2007	2/26/2013	0			1	-1		0	0	0	-1	
270	UNITED TECHS CORP COM	913017109		9/4/2012	12/5/2012	20,023			19,604	419		0	0	0	419	
271	VANGUARD DIVIDEND	921908844		12/5/2012	3/20/2013	2,024			1,854	170		0	0	0	170	
272	VANGUARD FTSE ALL WORLD	922042775		12/6/2012	3/20/2013	1,955			1,870	85		0	0	0	85	
273	VANGUARD MSCI EMERGING	922042858		9/19/2012	3/6/2013	37,268			36,448	820		0	0	0	820	
274	VANGUARD MSCI EMERGING	922042858		9/20/2012	3/6/2013	38,699			33,991	2,708		0	0	0	2,708	
275	VANGUARD MSCI EMERGING	922042858		11/2/2011	3/6/2013	23,430			22,588	842		0	0	0	842	
276	VANGUARD MSCI EMERGING	922042858		10/27/2011	3/6/2013	2,365			2,218	147		0	0	0	147	
277	VANGUARD MSCI EMERGING	922042858		10/27/2011	3/6/2013	41,516			41,725	-209		0	0	0	-209	
278	VANGUARD INFORMATION	92204A702		10/21/2011	1/31/2013	43,421			38,531	5,200		0	0	0	5,200	
279	VANGUARD INFORMATION	92204A702		9/6/2012	1/31/2013	25,529			26,501	-972		0	0	0	-972	
280	VANGUARD INFORMATION	92204A702		11/3/2011	1/31/2013	23,054			20,733	2,321		0	0	0	2,321	
281	VANGUARD EXTD MKT ETF	922808652		6/12/2012	10/20/2013	141,861			128,861	12,960		0	0	0	12,960	
282	WAL MART STORES INC	921421303		8/15/2011	10/6/2013	17,144			11,891	5,253		0	0	0	5,253	
283	WAL MART STORES INC	921421303		8/15/2011	3/20/2013	73			50	23		0	0	0	23	
284	WELLS FARGO & CO NEW DEL	97117N038		9/20/2012	2/26/2013	1,539			1,413	126		0	0	0	126	
285	MIDMONTREE EQUITY INCOME	97117N038		9/6/2012	2/26/2013	93,662			78,149	15,733		0	0	0	15,733	
286	MIDMONTREE EMERGING MKT	97117N038		9/7/2012	2/26/2013	55			51	4		0	0	0	4	
287	MIDMONTREE EMERGING MKT	97117N038		9/7/2012	4/17/2013	14,481			15,334	-853		0	0	0	-853	
288	MIDMONTREE EMERGING MKT	97117N038		9/19/2012	4/17/2013	35,084			36,805	-1,721		0	0	0	-1,721	
289	MIDMONTREE EMERGING MKT	97117N038		12/5/2010	4/17/2013	14,428			15,805	-1,377		0	0	0	-1,377	
290	MIDMONTREE EMERGING MKT	97117N038		8/12/2010	4/17/2013	82,094			78,508	3,586		0	0	0	3,586	
291	MIDMONTREE AP SIC DVD F	97117N638		4/11/2013	6/12/2013	103,435			109,019	-5,584		0	0	0	-5,584	
292	MIDMONTREE AP SIC DVD F	97117N638		4/23/2013	6/12/2013	17,594			19,129	-1,535		0	0	0	-1,535	
293	MIDMONTREE TRUST JAPAN	97117N651		3/7/2013	3/20/2013	5785			5,639	146		0	0	0	146	
294	MIDMONTREE TRUST JAPAN	97117N651		3/7/2013	3/20/2013	51,911			48,273	3,638		0	0	0	3,638	
295	EATON CORP PLC	539163103		12/4/2012	3/20/2013	808			668	140		0	0	0	140	

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	WILLIAM SCOTT		5255 N TWIN CITY HWY	NEDERLANDS	TX	77627		PRESIDENT	2.00	0	0	0
2	GAY SCOTT		5255 N TWIN CITY HWY	NEDERLANDS	TX	77627		SECRETARY / TREASURER	2.00	0		
3	WILLIAM SCOTT		5255 N TWIN CITY HWY	NEDERLANDS	TX	77627		VICE PRESIDENT	2.00			
4	JAMES SCOTT		5255 N TWIN CITY HWY	NEDERLANDS	TX	77627		VICE PRESIDENT	2.00			

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date		Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	3/14/2013	2	462
3 Second quarter estimated tax payment	4/15/2013	3	462
4 Third quarter estimated tax payment	7/2/2013	4	462
5 Fourth quarter estimated tax payment	10/10/2013	5	461
6 Other payments		6	
7 Total		7	1,847

SCOTT FAMILY FDN

Account Number: -----

ACCOUNT INVESTMENT OBJECTIVE

October 01, 2013 - October 31, 2013

TOTAL RETURN: Objective is to strike a balance between current income and growth. Despite the relatively balanced nature of the portfolio, the investor should be willing to assume the risk of price volatility and principal loss.

If you have changes to your investment objective, please contact your Private Wealth Advisor(s)

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

CASH/MONEY ACCOUNTS	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0.05	0.05		.05		
BIF MONEY FUND	23,058.00	23,058.00	1.0000	23,058.00		
TOTAL		23,058.05		23,058.05		

EQUITIES	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Estimated Current Yield%
AMERICAN INTERNATIONAL GROUP INC	AIG	02/15/12	733	26.6512	19,535.40	51.6500	37,859.45	18,324.05	294	.77
		12/06/12	114	33.2251	3,787.67	51.6500	5,888.10	2,100.43	46	.77
Subtotal			847		23,323.07		43,747.55	20,424.48	340	.77
AUTOMATIC DATA PROC	ADP	08/17/10	231	40.7974	9,424.20	75.0250	17,330.78	7,906.58	402	2.31
		12/21/11	90	52.9455	4,765.10	75.0250	6,752.25	1,987.15	157	2.31
		03/07/13	18	62.9800	1,133.64	75.0250	1,350.45	216.81	32	2.31
Subtotal			339		15,322.94		25,433.48	10,110.54	591	2.31
CAPITAL ONE FINL	COF	06/12/13	526	61.3507	32,270.47	68.6700	36,120.42	3,849.95	632	1.74
CHESAPEAKE ENERGY OKLA	CHK	03/20/12	720	25.7691	18,553.82	27.9600	20,131.20	1,577.38	252	1.25
		12/06/12	862	17.2141	14,838.64	27.9600	24,101.52	9,262.88	302	1.25
Subtotal			1,582		33,392.46		44,232.72	10,840.26	554	1.25

SCOTT FAMILY FDN

Account Number . .

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

October 01, 2013 - October 31, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
CHEVRON CORP	CVX	08/17/10 12/21/11 03/07/13	139 38 5	78.1000 104.6573 118.7500	10,855.90 3,976.98 593.75	119.9600 119.9600 119.9600	16,674.44 4,558.48 599.80	5,818.54 581.50 6.05	556 152 20	3.33 3.33 3.33
Subtotal			182		15,426.63		21,832.72	6,406.09	728	3.33
EATON CORP PLC	ETN	12/04/12 03/07/13	768 105	51.9055 62.3038	39,863.50 6,541.90	70.5600 70.5600	54,190.08 7,408.80	14,326.58 866.90	1,291 177	2.38 2.38
Subtotal			873		46,405.40		61,598.88	15,193.48	1,468	2.38
EXXON MOBIL CORP COM	XOM	02/05/13 03/07/13	265 110	89.9252 89.1655	23,830.20 9,808.21	89.6200 89.6200	23,749.30 9,858.20	(80.90) 49.99	668 278	2.81 2.81
Subtotal			375		33,638.41		33,607.50	(30.91)	946	2.81
FRAC FIRST HORIZON NATL CORP		01/12/10 04/01/10 04/29/10 07/01/10 07/30/10 10/04/10 01/03/11	42,835 623 32,461 979 42,109 1,971 2,192	0.0001 0.0001 0.0000 0.0001 0.0001 0.0000 0.0000	5.14 0.08 3.24 0.10 4.81 0.19 0.21	0.0001 0.0001 0.0001 0.0001 0.0001 0.0001 0.0001	4.28 .06 3.25 .10 4.21 .20 .22	(0.86) (0.02) .01 (0.60) .01 .01 (1.45)		
Subtotal			123,170		13.77		12.32			
FRAC KINDER MORGAN MGMT	XFMKF	05/20/09 08/14/09 08/19/09 11/13/09 02/12/10 05/14/10 08/13/10 11/12/10 05/13/11	24,791 549 99,778 2,664 2,354 2,322 2,428 2,407 2,349	0.0003 0.0004 0.0003 0.0003 0.0004 0.0004 0.0004 0.0005 0.0005	8.73 0.22 39.55 0.93 1.14 1.14 1.06 1.35 1.26	0.0007 0.0007 0.0007 0.0007 0.0007 0.0007 0.0007 0.0007 0.0007	N/A N/A N/A N/A N/A N/A N/A N/A N/A			

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SCOTT FAMILY FDN

Account Number

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

October 01, 2013 - October 31, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Annual Income	Estimated Current Yield%
FRAC KINDER MORGAN MGMT	XFMKF	08/12/11	2,496	0.0005	1.34	0.0007	N/A	N/A		
@		05/15/12	2,280	0.0006	1.47	0.0007	N/A	N/A		
		N/A	2,543	N/A	N/A	0.0007	N/A	N/A		
Subtotal			146,961		58.19			N/A		
FRAC MARRIOTT INTL INC		12/16/09	76,043	0.0002	20.53	0.0004	N/A	N/A		
CLASSCOM										
HES CORP	HES	01/08/13	466	55.0840	25,669.19	81.2000	37,839.20	12,170.01	466	1.23
HONEYWELL INTL INC DEL	HON	10/14/11	166	49.0127	8,136.12	86.7300	14,397.18	6,261.06	299	2.07
		12/21/11	126	54.1300	6,820.39	86.7300	10,927.98	4,107.59	227	2.07
Subtotal			292		14,956.51		25,325.16	10,368.65	526	2.07
HUNTING BANCSHS INC MD	HBAN	08/06/13	3,861	8.6922	33,560.97	8.8000	33,976.80	415.83	773	2.27
JOHNSON AND JOHNSON COM	JNJ	03/07/13	274	77.8834	21,340.06	92.6100	25,375.14	4,035.08	724	2.85
LEUCADIA NATL CORP	LUK	04/24/13	1,452	30.3230	44,029.14	28.3400	41,149.68	(2,879.46)	363	.88
LIBERTY MEDIA CORPORATIO	LMCA	05/17/13	354	126.8583	44,907.84	152.9100	54,130.14	9,222.30		
CL A										
LOEWS CORP	L	06/12/13	967	44.5168	43,047.84	48.3100	46,715.77	3,667.93	242	51
MCDONALDS CORP COM	MCD	08/17/10	178	72.7200	12,944.16	96.5200	17,180.56	4,236.40	577	3.35
		12/21/11	35	98.8880	3,461.08	96.5200	3,378.20	(82.88)	114	3.35
		03/07/13	8	97.0450	776.36	96.5200	772.16	(4.20)	26	3.35
Subtotal			221		17,181.60		21,330.92	4,149.32	717	3.35
MEDTRONIC INC COM	MDT	08/17/10	170	35.7100	6,070.70	57.4000	9,758.00	3,687.30	191	1.95
		12/21/11	278	36.8639	10,248.19	57.4000	15,957.20	5,709.01	312	1.95
		03/07/13	29	45.7600	1,327.04	57.4000	1,664.60	337.56	33	1.95
Subtotal			477		17,645.93		27,379.80	9,733.87	536	1.95

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YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

October 01, 2013 - October 31, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
MICROSOFT CORP	MSFT	08/03/11 03/07/13	702 69	26.7559 28.2200	18,782.71 1,947.18	35.4050 35.4050	24,854.31 2,442.95	6,071.60 495.77	787 78	3.16 3.16
Subtotal			771		20,729.89		27,297.26	6,567.37	865	3.16
PARKER HANNIFIN CORP	PH	07/09/13	334	98.0003	32,732.13	116.7200	38,984.48	6,252.35	602	1.54
PRINCIPAL FINANCIAL GRP	PFG	02/22/13 03/07/13	818 149	31.5745 32.7183	25,828.02 4,875.04	47.4600 47.4600	38,822.28 7,071.54	12,994.26 2,196.50	851 155	2.19 2.19
Subtotal			967		30,703.06		45,893.82	15,190.76	1,006	2.19
WAL-MART STORES INC	WMT	08/15/11 12/21/11	194 73	49.4851 59.3390	9,600.12 4,331.75	76.7500 76.7500	14,889.50 5,602.75	5,289.38 1,271.00	365 138	2.44 2.44
Subtotal			267		13,931.87		20,492.25	6,560.38	503	2.44
WELLS FARGO & CO NEW DEL	WFC	08/03/12 12/26/12	587 175	34.4120 34.4378	20,199.85 6,026.63	42.6900 42.6900	25,059.03 7,470.75	4,859.18 1,444.12	705 210	2.80 2.80
Subtotal			762		26,226.48		32,541.53	6,633.96	915	2.80
3M COMPANY	MMM	09/18/12	206	93.5558	19,272.50	125.8500	25,925.10	6,652.60	524	2.01
TOTAL					612,062.04		777,954.72	165,950.87	14,211	1.83

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Current Yield%
BLACKROCK GLOBAL LONG SHORT EQUITY FD INSTL CL SYMBOL: BDMIX Initial Purchase: 10/23/13 Alternative Investments 100% .0960 Fractional Share	6,024	69,998.88	11.6500	70,179.60	180.72	69,998	180		
DOUBLELINE TOTAL RETURN	14,269	156,671.50	10.9800	156,673.62	2.12	156,660	13	8,005	5.10

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YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

October 01, 2013 - October 31, 2013

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	(continued) Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Yield%
BOND FUND CL I									
SYMBOL: DBLTX Initial Purchase: 08/17/10									
Fixed Income 100%									
.8780 Fractional Share		9.60	10.9800	9.64	.04			1	5.10
IVY ASSET STRATEGY FUND CL I									
3.957		98,637.67	30.6100	121,123.77	22,486.10	98,637	22,486	3,035	2.50
SYMBOL: IVAEX Initial Purchase: 10/14/11									
Alternative Investments 100%									
.8030 Fractional Share		19.88	30.6100	24.58	4.70			1	2.50
LOOMIS SAYLES BOND FD INSTL CL									
19.619		295,948.31	15.3300	300,759.27	4,810.96	295,887	4,871	16,696	5.55
SYMBOL: LSBDX Initial Purchase: 02/05/13									
Fixed Income 100%									
.3410 Fractional Share		5.24	15.3300	5.23	(0.01)			1	5.55
MAINSTAY MARKETFIELD FUND CL I									
6.748		114,953.61	18.1200	122,273.76	7,320.15	114,953	7,320		
SYMBOL: MFLDX Initial Purchase: 03/07/13									
Alternative Investments 100%									
.0290 Fractional Share		0.53	18.1200	.53					
MATTHEWS ASIA GROWTH FUND INVESTOR CLASS									
7.769		149,240.97	21.6300	168,043.47	18,802.50	149,240	18,802		
SYMBOL: MPACX Initial Purchase: 03/07/13									
Equity 100%									
.7910 Fractional Share		15.20	21.6300	17.11	1.91				

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YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

October 01, 2013 - October 31, 2013

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	(continued) Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income Yield%
OAKMARK GLOBAL SELECT FUND CL I SYMBOL: OAKWX Initial Purchase: 07/16/12 Equity 100% .9300 Fractional Share	11,989	146,176.54	16.1100	193,142.79	46,966.25	146,176	46,966	1,930 .99
PIMCO TOTAL RETURN FUND CL P SYMBOL: PTPPX Initial Purchase: 03/27/12 Fixed Income 100% .2800 Fractional Share	11,730	130,202.40	10.9000	127,857.00	(2,345.40)	130,202	(2,345)	3,401 2.66
SPDR INDEX SHS FDS SYMBOL: FEZ Initial Purchase: 08/06/13 Equity 100%	6,169	235,361.91	40.8250	251,849.44	16,487.53	235,361	16,487	7,045 2.79
TCW TOTAL RETURN BOND FD CL I SYMBOL: TGLMX Initial Purchase: 06/11/12 Fixed Income 100% .1210 Fractional Share	14,772	147,097.88	10.1300	149,640.36	2,542.48	147,097	2,542	6,899 4.61
THIRD AVENUE FOCUSED CREDIT FUND CL INSTL SYMBOL: TFCIX Initial Purchase: 03/07/13 Fixed Income 100% .2240 Fractional Share	6,132	67,658.77	11.0600	67,819.92	161.15	67,658	161	5,273 7.77
UAM FPA CRESCENT PORT	2,168	53,418.73	32.9900	71,522.32	18,103.59	53,418	18,103	391 .54
		2.46	11.0600	2.48	.02			1 7.77

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YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

October 01, 2013 - October 31, 2013

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	(continued) Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income Yield%
SYMBOL: FPACX Initial Purchase: 08/12/10								
Alternative Investments 100%								
.3580 Fractional Share		8.82	32.9900	11.81	2.99			1 .54
VANGUARD DIVIDEND APPRECIATION ETF								
SYMBOL: VIG Initial Purchase: 12/05/12	3,305	214,539.16	72.5100	239,645.55	25,106.39	214,539	25,106	4,918 2.05
Equity 100%								
VANGUARD FTSE ALL WORLD EX US								
SYMBOL: VEU Initial Purchase: 12/06/12	4,692	214,527.50	50.2200	235,632.24	21,104.74	214,527	21,104	7,081 3.00
Equity 100%								
WISDOMTREE TRUST JAPAN HEDGED EQUITY FD								
SYMBOL: DXJ Initial Purchase: 03/07/13	6,168	267,903.78	47.7300	294,398.64	26,494.86	267,903	26,494	2,955 1.00
Equity 100%								
WISDOMTREE EMERGING MKRT EQUITY INCOME								
SYMBOL: DEM Initial Purchase: 10/15/13	2,064	111,330.72	53.4000	110,217.60	(1,113.12)	111,330	(1,113)	4,223 3.83
Equity 100%								
Subtotal (Fixed Income)								
				802,771.80				
Subtotal (Equities)				1,492,961.82				
Subtotal (Alternative Investments)				385,137.49				

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YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

October 01, 2013 - October 31, 2013

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Yield%
TOTAL		2,473,745.70		2,680,871.11	207,125.41	207,177	207,177	71,860	2.68
TOTAL PRINCIPAL INVESTMENTS		3,108,865.79		3,481,883.88	373,076.28			86,071	2.47

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment

Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

Unrealized Gain or (Loss): Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment). Provided for Tax Planning purposes only and is not applicable to retirement accounts.

Initial Purchase: Date of your initial investment in this fund.

Notes

Total values exclude N/A items

♦Cost basis has been adjusted by the deferred loss amount from a previous "Wash Sale" and the acquisition date has been adjusted to include the holding period of the lot closed by that previous "Wash Sale".

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	139.41	139.41		139.41		
BIF MONEY FUND	6,395.00	6,395.00	1 0000	6,395.00		
TOTAL		6,534.41		6,534.41		

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YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

October 01, 2013 - October 31, 2013

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return(\$)	Estimated Annual Current Income Yield%
LOOMIS SAYLES BOND FD INSTL CL	239	3,618.05 ♦	15 3300	3,663.87	45.82	N/A	3,663	204 5.55
SYMBOL: LSBDX Initial Purchase: RE/INV Fixed Income 100%								
Subtotal (Fixed Income)				3,663.87				
TOTAL				3,663.87	45.82		3,663	204 5.57
TOTAL INCOME INVESTMENTS				10,198.28	45.82			204 2.00

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment. Does not apply to income investments "denoted by 'N/A'".

Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

Initial Purchase: Date of your initial investment in this fund

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL PRINCIPAL/INCOME INVESTMENTS	3,119,018.25	3,492,082.16	373,122.10		86,275	2.47

♦Cost basis has been adjusted by the deferred loss amount from a previous "Wash Sale" and the acquisition date has been adjusted to include the holding period of the lot closed by that previous "Wash Sale".