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 DEC 1, 2012 **, and ending** NOV 30, 2013

Name of foundation		A Employer identification number
GEORGE & FAY YOUNG FOUNDATION INC		75-2478225
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number
14850 MONTFORT DRIVE, SUITE 269		972-404-4001
City or town, state, and ZIP code		C If exemption application is pending, check here ☐
DALLAS, TX 75254		

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)* ▶$ 68,066,297.

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))

		(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	858,555.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	10.	10.		STATEMENT 1
	4 Dividends and interest from securities	1,030,571.	1,030,571.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,170,275.			
	b Gross sales price for all assets on line 6a 15,902,014.				
	7 Capital gain net income (from Part IV, line 2)		4,170,275.		
	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	79,758.	79,758.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	6,139,169.	5,280,614.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	20,000.	5,000.		15,000.
	14 Other employee salaries and wages	162,250.	0.		162,250.
	15 Pension plans, employee benefits	29,272.	0.		29,272.
	16a Legal fees STMT 4	4,843.	4,843.		0.
	b Accounting fees STMT 5	24,439.	8,554.		15,885.
	c Other professional fees STMT 6	319,751.	303,831.		15,920.
	17 Interest				
	18 Taxes STMT 7	122,214.	24,531.		12,073.
	19 Depreciation and depletion	1,721.	0.		
	20 Occupancy	13,869.	0.		13,869.
	21 Travel, conferences, and meetings	2,238.	0.		2,238.
	22 Printing and publications				
	23 Other expenses STMT 8	100,289.	79,957.		17,644.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	800,886.	426,716.		284,151.
	25 Contributions, gifts, grants paid	2,208,980.			2,208,980.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,009,866.	426,716.		2,493,131.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	3,129,303.			
	b **Net investment income** (if negative, enter -0-)		4,853,898.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

SCANNED MAY 07 2014

RECEIVED APR 22 2014 OGDEN, UT 564 IRS-OSC

ORIGINAL

9/16

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		3,468.	2,104.	2,104.
2 Savings and temporary cash investments		1,139,307.	2,856,283.	2,856,283.
3 Accounts receivable ▶	21,128.			
Less: allowance for doubtful accounts ▶		17,622.	21,128.	21,128.
4 Pledges receivable ▶				
Less: allowance for doubtful accounts ▶				
5 Grants receivable				
6 Receivables due from officers, directors, trustees, and other disqualified persons				
7 Other notes and loans receivable ▶				
Less: allowance for doubtful accounts ▶				
8 Inventories for sale or use				
9 Prepaid expenses and deferred charges				
10a Investments - U.S. and state government obligations				
b Investments - corporate stock	STMT 10	39,300,775.	41,244,889.	62,299,263.
c Investments - corporate bonds				
11 Investments - land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other	STMT 11	4,136,923.	3,601,037.	2,881,536.
14 Land, buildings, and equipment: basis ▶	37,754.			
Less accumulated depreciation STMT 9 ▶	32,765.	3,032.	4,989.	4,989.
15 Other assets (describe ▶ RENT DEPOSIT)		994.	994.	994.
16 **Total assets** (to be completed by all filers)		44,602,121.	47,731,424.	68,066,297.
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 ▶ ☒ and complete lines 27 through 31.				
27 Capital stock, trust principal, or current funds		25,582.	25,582.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund		43,131,648.	43,131,648.	
29 Retained earnings, accumulated income, endowment, or other funds		1,444,891.	4,574,194.	
30 **Total net assets or fund balances**		44,602,121.	47,731,424.	
31 **Total liabilities and net assets/fund balances**		44,602,121.	47,731,424.	

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	44,602,121.
2 Enter amount from Part I, line 27a	2	3,129,303.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	47,731,424.
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	47,731,424.

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	15,902,014.		11,731,739.	4,170,275.

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				4,170,275.

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 — 4,170,275.

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	2,567,282.	50,053,430.	.051291
2010	2,305,189.	51,511,010.	.044751
2009	1,967,606.	46,258,580.	.042535
2008	2,533,084.	39,148,404.	.064705
2007	2,618,565.	50,803,990.	.051543

2	**Total** of line 1, column (d)	2	.254825
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	.050965
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	61,031,469.
5	Multiply line 4 by line 3	5	3,110,469.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	48,539.
7	Add lines 5 and 6	7	3,159,008.
8	Enter qualifying distributions from Part XII, line 4	8	2,493,131.

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 ▶ ☐ and enter 1% of Part I, line 27b		1	97,078.
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	97,078.
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	97,078.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 85,610.		
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	85,610.
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	11,468.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ **Refunded** ▶		11	

Part VII-A | Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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)*

			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 ▶ GFYFOUNDATION.ORG

14 The books are in care of ▶ CAROL Y MARVIN Telephone no. ▶972-404-4001

Located at ▶14850 MONTFORT DRIVE, SUITE 269, DALLAS, TX ZIP+4 ▶75254

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
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 | | 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
SEE STATEMENT 12		20,000.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CHRISTOPHER M SHAW 7324 LAKEHURST, DALLAS, TX 75230	GRANT OFFICER 40.00	131,250.	18,937.	0.

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 N/A	0.
2	
3	
4	

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

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

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	56,603,948.
b	Average of monthly cash balances			1b	2,447,410.
c	Fair market value of all other assets			1c	2,909,524.
d	**Total** (add lines 1a, b, and c)			1d	61,960,882.
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	61,960,882.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	929,413.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	61,031,469.
6	**Minimum investment return.** Enter 5% of line 5			6	3,051,573.

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	3,051,573.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	97,078.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	97,078.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,954,495.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	2,954,495.
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	2,954,495.

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	2,493,131.
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	2,493,131.
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	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	2,493,131.

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.

223571
12-05-12

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				2,954,495.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			2,201,635.	
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: ▶ $ 2,493,131.				
a Applied to 2011, but not more than line 2a			2,201,635.	
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				291,496.
e Remaining amount distributed out of corpus	0.			
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	0.			
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				2,662,999.
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	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

CAROL Y MARVIN

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

NONE

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

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

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

SEE STATEMENT 13

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT: PT XV-1 ATTACHED				2,208,980.
Total			▶ 3a	2,208,980.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

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	10.	
4 Dividends and interest from securities			14	1,030,571.	
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	79,758.	
8 Gain or (loss) from sales of assets other than inventory			18	4,170,275.	
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.		5,280,614.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	5,280,614.

(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).
	N/A

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

Carl G. Warren 3/31/14 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
CINDY K. BOSS	Cindy K. Boss	3/25/14		P00069656
Firm's name ▶ HUSELTON, MORGAN & MAULTSBY, P.C.			Firm's EIN ▶ 75-2409112	
Firm's address ▶ 12221 MERIT DRIVE, SUITE 1800 DALLAS, TX 75251			Phone no. (972) 404-1010	

Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization
GEORGE & FAY YOUNG FOUNDATION INC

Employer identification number
75-2478225

Organization type (check one)·

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
GEORGE & FAY YOUNG FOUNDATION INC	75-2478225

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CHARITABLE LEAD UNITRUST U/W GEORGE YOUNG 14850 MONTFORT DRIVE, SUITE 267 DALLAS, TX 75254	$ 858,555.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PART IV - STATEMENT 1	P	VARIOUS	VARIOUS
b	PART IV - STATEMENT 1	P	VARIOUS	VARIOUS
c	PART IV - STATEMENT 2	P	VARIOUS	VARIOUS
d	PART IV - STATEMENT 2	P	VARIOUS	VARIOUS
e	PART IV - STATEMENT 3	P	VARIOUS	VARIOUS
f	PART IV - STATEMENT 3	P	VARIOUS	VARIOUS
g	PART IV - STATEMENT 4	P	VARIOUS	VARIOUS
h	PART IV - STATEMENT 4	P	VARIOUS	VARIOUS
i	PART IV - STATEMENT 5	P	VARIOUS	VARIOUS
j	PART IV - STATEMENT 6	P	VARIOUS	VARIOUS
k	PART IV - STATEMENT 6	P	VARIOUS	VARIOUS
l	PART IV - STATEMENT 7	P	VARIOUS	VARIOUS
m	PART IV - STATEMENT 7	P	VARIOUS	VARIOUS
n	PARTNERSHIP FLOW THROUGH CAPITAL GAINS	P	VARIOUS	VARIOUS
o	GAIN ON DISPOSITION OF LAZARD LTD	P	VARIOUS	VARIOUS

	(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	240,653.		203,219.	37,434.
b	959,347.		673,479.	285,868.
c	43,112.		42,648.	464.
d	140,114.		118,234.	21,880.
e	581,606.		577,494.	4,112.
f	133,470.		98,548.	34,922.
g	124,886.		146,857.	-21,971.
h	1,005,486.		624,975.	380,511.
i	1,257,678.		838,147.	419,531.
j	1,333,383.		1,164,537.	168,846.
k	4,044,195.		2,758,715.	1,285,480.
l	665,851.		613,814.	52,037.
m	4,919,741.		3,640,266.	1,279,475.
n	25,235.			25,235.
o	242,344.		208,881.	33,463.

	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				37,434.
b				285,868.
c				464.
d				21,880.
e				4,112.
f				34,922.
g				-21,971.
h				380,511.
i				419,531.
j				168,846.
k				1,285,480.
l				52,037.
m				1,279,475.
n				25,235.
o				33,463.

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	LOSS ON DISPOSITION OF COLONIAL MOBILE HOMES	P	VARIOUS	VARIOUS
b	CAPITAL GAINS DIVIDENDS			
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
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			21,925.	-21,925.
b	184,913.			184,913.
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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				-21,925.
b				184,913.
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
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	4,170,275.
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

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

SOURCE	AMOUNT
NORTHERN TRUST BANK	10.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	10.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
THE NORTHERN TRUST COMPANY	184,913.	184,913.	0.
THE NORTHERN TRUST COMPANY	1,030,571.	0.	1,030,571.
TOTAL TO FM 990-PF, PART I, LN 4	1,215,484.	184,913.	1,030,571.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY INCOME FROM PARTNERSHIPS	79,758.	79,758.	
TOTAL TO FORM 990-PF, PART I, LINE 11	79,758.	79,758.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	4,843.	4,843.		0.
TO FM 990-PF, PG 1, LN 16A	4,843.	4,843.		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
ACCOUNTING FEES	24,439.	8,554.		15,885.
TO FORM 990-PF, PG 1, LN 16B	24,439.	8,554.		15,885.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY	20,257.	20,257.		0.
INVESTMENT CONSULTANT	251,024.	251,024.		0.
ADMINISTRATION FEES	15,920.	0.		15,920.
NORTHERN TRUST CUSTODY FEES	32,550.	32,550.		0.
TO FORM 990-PF, PG 1, LN 16C	319,751.	303,831.		15,920.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD AT SOURCE (DIVIDENDS)	24,531.	24,531.		0.
TAX ON INVESTMENT INCOME	85,610.	0.		0.
PAYROLL TAXES	12,073.	0.		12,073.
TO FORM 990-PF, PG 1, LN 18	122,214.	24,531.		12,073.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PARTNERSHIP EXPENSES	79,957.	79,957.		0.
OFFICE SUPPLIES	6,980.	0.		6,980.
DISTRIBUTION EXPENSE	20.	0.		20.
REGISTRATION FEE	50.	0.		50.
WEBSITE EXPENSES	1,194.	0.		1,194.
BUSINESS MEALS	265.	0.		265.
MAINTENANCE AND REPAIRS	800.	0.		800.
EMPLOYEE EDUCATION	8,335.	0.		8,335.
AMORTIZATION	2,688.	0.		0.
TO FORM 990-PF, PG 1, LN 23	100,289.	79,957.		17,644.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
TELEPHONE SYSTEM	2,895.	2,895.	0.	0.
FILING CABINET	470.	470.	0.	0.
FURNITURE	1,185.	1,185.	0.	0.
REUPHOLSTERY	1,404.	1,404.	0.	0.
LAMPS	901.	901.	0.	0.
REUPHOLSTERY	1,138.	1,138.	0.	0.
ZAENGLEIN FRAMED PHOTO	253.	253.	0.	0.
FILE CABINET	569.	569.	0.	0.
FRAMING	378.	378.	0.	0.
TELEPHONE SYSTEM	975.	975.	0.	0.
TELEPHONE SYSTEM	190.	190.	0.	0.
TELEPHONE SYSTEM	400.	400.	0.	0.
CHAIR	126.	126.	0.	0.
FURNITURE	5,000.	4,373.	627.	627.
SOFTWARE	7,500.	7,500.	0.	0.
2 COMPUTERS	2,224.	2,002.	222.	222.
FILE CABINET	780.	499.	281.	281.
SOFTWARE-2 YR RENEWAL	5,000.	5,000.	0.	0.
SOFTWARE-2 YR RENEWAL	5,500.	2,063.	3,437.	3,437.
DELL COMPUTER	866.	444.	422.	422.
TO 990-PF, PART II, LN 14	37,754.	32,765.	4,989.	4,989.

FORM 990-PF	CORPORATE STOCK	STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT: PT II-1	41,244,889.	62,299,263.
TOTAL TO FORM 990-PF, PART II, LINE 10B	41,244,889.	62,299,263.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CROSSROADS 1997 VENTURE CAPITAL I LP	COST	323,675.	136,470.
CROSSROADS 1997 EUROPEAN PVT EQUITY I LP	COST	69,146.	16,377.
COLONIAL MOBILE HOMES JV	COST	0.	0.
FT WASHINGTON PRIVATE EQ INV III	COST	99,738.	64,183.
NB CROSSROADS FUND XVIII LP	COST	294,723.	228,363.
SVB STRATEGIC INVESTORS FUND III LP	COST	271,429.	259,082.
LAZARD LTD PARTNERSHIP	COST	0.	0.
ALTERNATIVE INVESTMENTS INSTITUTIONAL LP	COST	1,126,182.	1,406,928.
NATURAL RESOURCE FUND	COST	1,376,144.	750,006.
KNIGHTSBRIDGE VENTURE CAPITAL VIII LP	COST	40,000.	20,127.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,601,037.	2,881,536.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CAROL Y MARVIN 14850 MONTFORT DRIVE, SUITE 269 DALLAS, TX 75254	DIR/PRES 1.00	5,000.	0.	0.
RICHARD L RIPLEY 14850 MONTFORT DRIVE, SUITE 267 DALLAS, TX 75254	DIR/SEC/ASSIS TREAS 2.00	0.	0.	0.
JUDY PIEPENBROK 14850 MONTFORT DRIVE, SUITE 267 DALLAS, TX 75254	ASSIS SEC/TREAS 4.00	0.	0.	0.
TERESA WOBIG 14850 MONTFORT DRIVE, SUITE 267 DALLAS, TX 75254	ASSIS TREAS 2.00	0.	0.	0.
JOHN GREEN PO BOX 233 MORGAN HILL, TX 76465	DIRECTOR 1.00	5,000.	0.	0.
JOHN C FRANKLIN 9400 N CENTRAL EXPY, SUITE 320 DALLAS, TX 75231	DIR/VICE PRES 1.00	5,000.	0.	0.
MICHAEL E MARVIN 14850 MONTFORT DRIVE, SUITE 267 DALLAS, TX 75254	DIR/TREAS 1.00	5,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		20,000.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 13
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

CAROL Y MARVIN
14850 MONTFORT DRIVE, SUITE 269
DALLAS, TX 75254

TELEPHONE NUMBER

972-404-4001

FORM AND CONTENT OF APPLICATIONS

PROVIDE (AT A MINIMUM) EVIDENCE OF THEIR PUBLIC CHARITY STATUS, DESCRIPTION OF ACTIVITIES & PROPOSED USE.

ANY SUBMISSION DEADLINES

BOARD OF DIRECTORS GENERALLY MEET IN THE SPRING AND FALL OF EACH YEAR TO CONSIDER GRANT REQUESTS.

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTEES MUST GENERALLY BE SECTION 501(C)(3) ORGANIZATIONS WHICH ARE PUBLIC CHARITIES.

STATEMENT: PT II-1

PART II, LINE 10b

		End of Year	
		Book Value	Market Value
1,410	ACTUANT	54,154.01	55,102.80
1,960	AIR LEASE	54,858.22	62,073.20
900	ALLETE INC	38,314.68	44,352.00
2,010	AMERICAN EQUITY INVT LIFE	37,213.40	47,657.10
1,405	BABCOCK & WILCOX	31,474.38	45,620.35
2,040	BANCORPSOUTH INC	34,467.84	48,776.40
2,200	BROADRIDGE FINL SOLUTIONS	40,302.82	83,930.00
4,700	CAPITOL FEDERAL FINANCIAL	57,154.20	56,682.00
1,470	CBOE HOLDINGS	40,372.41	76,851.60
3,200	CHEMTURA CORPORATION	55,053.48	84,480.00
890	CHICAGO BRIDGE & IRON	21,293.87	68,245.20
840	CIRCOR INTL	20,776.14	66,637.20
1,110	COMVERSE INC	31,442.85	37,185.00
1,700	CST BRANDS INC.	53,398.28	55,913.00
3,140	DANA HOLDING CORPORATION	55,494.85	63,679.20
700	DELTIC TIMBER CORP	33,209.68	44,107.00
7,130	DENNYS CORP	28,179.47	51,336.00
700	DINEEQUITY INC	40,348.00	58,891.00
1,230	ENPRO INDS INC	40,697.66	69,618.00
3,710	FAIRCHILD SEMICONDUCTOR INTL	52,825.05	47,228.30
2,260	FEDERAL MOGUL CORP	37,662 67	46,375.20
2,500	FIRST AMERN FINL CORP	35,742.65	66,150.00
2,997	FIRSTMERIT CORP	53,757.61	68,811.12
3,140	FLOWERS FOODS INC	24,935.60	68,232.20
1,600	FORESTAR GROUP INC.	31,000.90	30,976.00
800	FORTUNE BRANDS HOME	13,166.00	34,880.00
800	FOSTER L B CO	13,161.84	37,496.00
1,520	GENERAC HLDGS INC.	52,692.02	80,955.20
500	GENESEE & WYO INC	26,956.65	48,100.00
1,480	GULFPORT ENERGY CORP	43,423.85	86,476.40
1,140	HANESBRANDS INC	27,687.63	79,914.00
1,060	HANGER INC.	36,665.96	41,170.40
1,260	HANOVER INS GROUP	52,142.29	75,990.60
2,320	HELIX ENERGY SOLUTIONS	54,481.14	51,527.20
1,850	HILL ROM HLDGS	40,775.11	76,608.50
910	IBERIABANK CORP	40,286.82	57,057.00
2,290	ITT CORP	47,925.58	93,477.80
1,600	JOHN BEAN TECH CORP	23,223.36	47,296.00
900	KAISER ALUM CORP	28,969 71	60,588.00
700	KOPPERS HLDGS	24,707.34	33,166.00

STATEMENT: PT II-1

PART II, LINE 10b

		End of Year Book Value	Market Value
920	NCR CORP	14,986.53	32,154.00
4,300	NORTHWEST BANCSHARES	51,035.88	64,242.00
1,200	NORTHWESTERN CORP	42,595.00	52,776.00
1,400	OASIS PETROLEUM INC	41,600.77	64,582.00
1,300	PATTERSON COS	26,643.63	53,937.00
1,830	PENSKE AUTOMOTIVE GROUP	37,979.43	81,288.60
1,500	PNM RES INC.	31,677.16	34,905.00
900	REGAL BELOIT	59,026.63	66,222.00
2,200	REGIS CORP	39,292.94	35,178.00
900	RYLAND GROUP	28,246.31	35,568.00
1,100	RYMAN HOSPITALITY PPTYS	47,495.74	46,057.00
2,100	SABRA HEALTH CARE REIT	46,362.68	56,028.00
2,000	SALLY BEAUTY HLDGS	17,188.60	56,280.00
1,790	SANCHEZ ENERGY	38,945.93	45,949.30
1,230	SMITH A O CORP	23,313.24	66,604.50
5,123	SPIRIT RLTY CAP INC.	52,119.26	50,871.39
3,840	TRIANGLE PETROLEUM CORP	39,876.65	40,780.80
680	UMB FINL CORP	36,655.23	43,601.60
930	VAIL RESORTS INC	37,098.35	70,484.70
1,300	VECTREN CORP	33,054.06	45,084.00
1,527	VERINT SYS INC.	45,092.52	57,903.84
2,600	VIEWPOINT FINL GROUP	35,826.52	65,988.00
1,270	WABTEC CORP	17,508.16	87,630.00
1,190	WADDELL & REED FINL	40,114.23	75,838.70
1,510	WALTER INVT MGMT CORP	54,655.42	57,576.30
810	WEX INC	19,687.21	80,400.60
1,200	WINTRUST FINL	40,101.69	54,432.00
2,875	ABBVIE INC	90,672.98	139,293.75
4,320	AFLAC	175,030.22	286,718.40
7,960	ALTRIA GROUP	113,036.95	294,360.80
4,005	AMERICAN EXPRESS	231,977.06	343,629.00
4,485	AMERIPRISE FINL INC	356,232 13	485,501.25
4,110	ATWOOD OCEANICS INC	233,601.98	216,021.60
25,600	BANK OF AMERICA	281,975.46	404,992.00
1,585	BLACKROCK INC.	298,095 97	479,858.75
2,815	CBS CORP	155,557.07	164,846 40
640	CF INDS HOLDGS	125,584.96	139,123.20
2,465	CHEVRON CORP	207,989.00	301,814.60
14,060	CISCO SYSTEMS	273,314.69	298,775.00
5,370	CITIGROUP INC.	210,172.35	284,180.40

STATEMENT. PT II-1

PART II, LINE 10b

		End of Year	
		Book Value	Market Value
5,200	CONOCOPHILLIPS	271,289.66	378,560.00
4,000	COVIDIEN PLC USDO.20	197,183.82	273,040.00
3,525	DANAHER CORP	140,659.48	263,670.00
6,200	DELPHI AUTOMOTIVE PLC	347,098.68	363,010.00
2,620	DOMINION RES INC	91,097.40	170,064.20
7,665	EMC CORP	208,944.38	182,810.25
5,590	EXPRESS SCRIPTS	301,547.40	376,486.50
15,160	GANNETT INC	392,658.38	410,229.60
14,750	GENERAL ELECTRIC	303,223.47	393,235.00
2,415	GOLDMAN SACHS GROUP	386,013.90	407,990.10
357	GOOGLE INC	169,008.45	378,273.63
13,430	HEWLETT PACKARD CO	319,799.86	367,310.50
2,025	HOME DEPOT	66,162.82	163,356.75
4,830	ILL TOOL WKS	215,439.25	384,371.40
16,110	INTEL CORP	372,478.76	384,062.40
860	INTL BUSINESS MACHINES	87,230 74	154,524.80
7,410	JPMORGAN CHASE	313,801.67	424,000 20
4,890	MACYS INC	232,329.44	260,441.40
1,790	MARATHON PETROLEUM	33,286.99	148,104.60
2,880	MCKESSON CORP	98,453.50	477,763.20
3,010	MERCK & CO	134,784.49	149,988.30
2,805	NORFOLK SOUTHERN	200,982.09	245,970.45
2,345	NOVARTIS AG	121,891.83	185,536.40
10,860	ORACLE CORP	155,662.84	383,249.40
10,490	PFIZER INC	246,968.49	332,847.70
3,650	PHILIP MORRIS INTL	153,592.00	312,221.00
2,130	PHILLIPS 66	67,581.15	148,269.30
4,935	QUALCOMM INC	188,785.02	363,117.30
4,750	ROSS STORES	107,083.05	363,185.00
2,875	STANLEY BLACK & DECKER	220,730.88	233,996.25
2,610	STATE STR CORP	116,063.52	189,512.10
3,790	TE CONNECTIVITY LTD	90,368.00	199,808.80
3,275	TIME WARNER	314,412 94	452,670.50
3,245	UNION PAC CORP	161,146.70	525,819.80
4,235	UNITED RENTALS INC	236,217.93	291,071.55
2,780	UNITED TECHNOLOGIES CORP	142,753.00	308,190.80
4,180	UNITEDHEALTH GROUP	170,967.74	311,326.40
4,215	US BANCORP	153,361.08	165,312.30
6,315	VODAFONE GROUP	174,016.72	234,223.35
5,915	WALGREEN CO	248,632.93	350,168.00

STATEMENT: PT II-1

PART II, LINE 10b

		End of Year Book Value	Market Value
7,780	WELLS FARGO	262,072.14	342,475.60
1,940	ZIMMER HLDGS INC	158,210.69	177,335.40
6,000	ABBOTT LABS COM	167,521.58	229,140.00
2,500	ABBVIE INC	54,378.59	121,125.00
2,000	ADOBE SYS INC	55,207.20	113,560.00
5,200	AKAMAI TECHNOLOGIES	127,811.06	232,544.00
450	AMAZON COM	86,018.45	177,129.00
210	APPLE INC	95,888.84	116,774.70
2,500	AT & T INC	60,009.80	88,025.00
10,000	AVON PRODUCTS INC	217,263.90	178,300.00
6,100	BROADCOM CORP	155,379.81	162,809.00
8,400	CABOT OIL & GAS	14,112.00	289,380.00
2,100	CELGENE CORP	115,751.58	339,717 00
5,000	CISCO SYSTEMS INC	73,632.81	106,250.00
5,000	COCA-COLA COMPANY	122,101.20	200,950.00
2,000	COLGATE PALMOLIVE	40,342.50	131,620.00
4,500	COMERICA INC	125,172.00	204,075.00
14,000	COML METALS CO	185,297.42	271,880.00
2,700	COVIDIEN PLC	98,114.48	184,302.00
2,500	CULLEN FROST BANKERS	122,675.50	179,550.00
4,500	CVS CAREMARK CORP	74,743.20	301,320.00
3,000	DANAHER CORP	91,506.75	224,400.00
7,000	EMC CORP	96,218.80	166,950.00
3,500	FMC CORP	77,468.53	255,010.00
8,200	FOSTER WHEELER LTD	203,509.81	248,706.00
3,000	GENERAL ELECTRIC CO	86,125.00	79,980.00
5,000	GULFPORT ENERGY	108,668.00	292,150.00
3,500	HOME DEPOT INC	98,989.02	282,345.00
3,000	HONEYWELL INTL	114,077.45	265,530.00
4,500	JPMORGAN CHASE	155,362.00	257,490 00
1,000	KIMBERLY-CLARK CORP	44,476.41	109,160.00
2,500	KOHLS CORP	109,470.64	138,200.00
4,000	MONDELEZ INTL	89,222.32	134,120.00
5,250	NATL INSTRS CORP	94,552.50	164,115.00
3,700	NATL FUEL GAS CO	170,759.07	249,676.00
11,500	NUANCE COMMUNICATIONS INC	192,601.00	155,480 00
3,000	OASIS PETE INC	91,467.00	138,390.00
3,800	ORACLE CORP	16,783.33	134,102.00
2,200	PALL CORP	132,228.14	184,140.00
1,400	PEPSICO INC	50,487.50	118,244.00

STATEMENT: PT II-1

PART II, LINE 10b

		End of Year Book Value	Market Value
4,000	PERKINELMER INC	89,036.80	152,160.00
2,500	PROCTOR & GAMBLE CO	160,339.76	210,550.00
3,500	RANGE RES CORP	148,647.64	271,775.00
1,000	ROCKWELL COLLINS	53,150.00	72,730.00
1,500	SCHLUMBERGER LIMITED	35,037.51	132,630.00
3,800	SM ENERGY CO	163,589.56	334,932.00
6,500	SUN TR BANKS INC	204,587.50	235,495.00
2,800	THERMO FISHER CORP	110,704.50	282,380.00
3,200	TIFFANY & CO	113,616.96	285,248.00
3,700	TIME WARNER	112,071.52	243,127.00
8,000	TRIMBLE NAV LTD	87,104.25	255,200.00
5,000	WALGREEN CO	195,498.20	296,000.00
4,000	WELLS FARGO & CO	69,963.75	176,080.00
2,500	WESCO INTL INC	132,882.14	214,950.00
7,500	ZIONS BANCORP	212,833.50	219,975.00
2,263	CSL LTD	47,238.31	71,080.83
860	ANHEUSER BUSCH	66,174.17	87,814.60
1,920	PETROLEO BRASILEIRO	44,326.46	30,604.80
722	CANADIAN NATL RY	61,761.61	81,225.00
1,286	IMPERIAL OIL LTD	54,422.36	55,362.30
586	BAIDU INC	56,458.18	97,610.02
273	NOVO-NODISK	45,948.87	48,793.29
2,569	NOKIAN TYRES OYJ	47,732.02	63,677.80
4,450	AIR LIQUIDE	95,505.01	124,328.55
1,130	DASSAULT SYS	103,977.86	130,108.20
3,057	L OREAL CO	70,001.33	102,562.35
1,323	LVMY MOET HENNESSY LOUIS VUITTON	38,382.75	50,022 63
5,798	SCHNEIDER ELEC SA	58,853.18	98,102.16
2,478	BAYERISCHE MOTOREN WERKE	82,518.90	94,783.50
1,957	SAP AG SPONSORED	117,270.09	161,883.04
7,682	ALLIANZ SE	75,818.47	134,050.90
2,324	FRESENIUS MED CARE	80,232.13	80,968.16
5,659	AIA GROUP LTD	79,359.97	114,747.54
2,788	HONG KNOG EXCHANGES	44,699.73	48,943.34
1,257	XINYI GLASS HLDGS	12,456.87	26,590.57
1,935	ICICI BK LTD	62,822.29	69,389.10
1,461	JGC CORP	91,577 46	108,898.55
2,103	MITSUBISHI ESTATE LTD	62,471.51	58,778.85
847	MONOTARO CO LTD	19,408.60	17,127.86
4,262	FANUC CORP	113,648.81	119,634.34

STATEMENT: PT II-1

PART II, LINE 10b

		End of Year Book Value	Market Value
2,653	SYSMEX CORP	58,392.13	86,700.04
4,300	OAO GAZPROM LEVEL 1	39,710.13	37,281.00
1,137	DBS GROUP HLDGS LTD	52,127.01	62,375.82
1,877	MTN GROUP LTD	32,067.98	36,920.59
724	SASOL LTD	29,516.68	35,866.96
6,141	BANCO BILBAO VIZCAYA	59,858.70	73,016.49
2,376	ATLAS COPCO	49,846.58	66,416.32
1,880	SVENSKA HANDELSBANKEN	31,199.89	43,804.00
2,110	NESTLE	125,029.95	154,262.10
1,879	ROCHE HLDG LTD	80,027.55	131,623.95
1,753	SONOVA HLDG	32,141.60	49,001.60
1,833	SWATCH GROUP	33,894.56	60,067.41
6,305	TAIWAN SEMICONDUCTOR MFG	91,705.62	111,787.65
16,107	TURKIYE GARANTI BANKASI	60,571.76	62,011.95
1,907	ARM HLDS	43,168.75	95,159.30
3,444	BG PLC ADR FINAL INSTMT	67,720.75	70,498.68
2,711	TESCO PLC	40,769.64	46,547.87
1,083	UNILEVER PLC	36,429.09	43,861.50
1,275	WPP PLC ADR DR EACH REPR	79,032.53	141,219.00
1,363	COCHLEAR LTD	46,161.67	36,420.72
7,817	UNICHARM LTD	89,700.07	98,971.03
1,046	BUNGE LTD	71,674.03	83,805.52
977	SCHLUMBERGER LTD	67,911.96	86,386.34
7,430	ITAU UNIBANCO HLDG	103,475.09	104,540.10
10,920	ABBOTT LABS COM	314,623.87	417,034.80
3,590	ABBVIE INC	94,665.40	173,935.50
2,820	AMERICAN EXPRESS CO	118,167.99	241,956.00
5,080	AMGEN INC	441,289.86	579,526.40
1,860	APPLE INC	627,495.07	1,034,290 20
1,040	AUTOZONE INC	445,062.06	480,064.00
2,520	CELGENE CORP	134,541.54	407,660.40
14,200	COCA COLA COMPANY	490,501.60	570,698.00
13,030	COMCAST CORP	465,611.43	649,806.10
10,110	CONAGRA FOODS INC	298,913.94	333,528.90
2,370	COSTCO WHOLESALE CORP	214,485.39	297,269.10
6,890	CVS CAREMARK CORP	264,782.21	461,354 40
4,040	DANAHER CORP	173,503.40	302,192.00
7,730	DIRECTV COM	285,269.57	511,030.30
3,400	ECOLAB INC	184,818.40	364,378.00
20,940	EMC CORP	446,494.16	499,419.00

STATEMENT: PT II-1

PART II, LINE 10b

		End of Year	
		Book Value	Market Value
6,550	EXPRESS SCRIPTS HLDG	385,910.65	441,142.50
3,080	EXXON MOBIL CORP	180,681.42	287,918.40
670	GOOGLE INC	426,965.83	709,925.30
3,740	HOME DEPOT INC	179,897.83	301,705.80
2,960	HONEYWELL INTL INC	196,360.69	261,989.60
920	INTL BUSINESS MACHINES	115,068.82	165,305.60
4,570	JOHNSON & JOHNSON	408,538.63	432,596.20
8,620	KROGER CO	244,211.58	359,885.00
700	MASTERCARD INC	215,915.01	532,567.00
1,810	MCKESSON CORP	159,513.85	300,260.90
18,300	ORACLE CORP	616,512.39	645,807.00
3,010	PETSMART INC	220,218.98	223,071.10
2,610	PRAXAIR INC	222,011.48	329,538.60
9,060	QUALCOMM INC	481,686.48	666,634.80
2,970	SCHLUMBERGER LTD	220,778.33	262,607.40
2,190	SIGMA-ALDRICH CORP	160,351.25	188,865.60
3,420	STERICYCLE INC	315,213.96	401,781.60
4,590	TJX COS INC	89,742.07	288,619.20
1,510	UNION PAC CORP	195,281.87	244,680.40
1,830	UNITED PARCEL SVC	134,737.41	187,355.40
4,510	UNITED TECHNOLOGIES CORP	318,084.46	499,978.60
3,090	VERISIGN INC	174,989.17	175,697.40
13,510	VERIZON COMMUNICATIONS	576,956.68	670,366.20
4,150	VIACOM INC	195,665.78	332,705.50
8,180	WAL-MART STORES INC	511,868.42	662,661.80
200	ANADARKO PETRO CORP	17,684.84	17,764.00
825	ATWOOD OCEANICS INC	40,272.60	43,362.00
981	BAKER HUGHES INC	41,970.44	55,877.76
1,195	CAMERON INTL CORP	25,385.74	66,191.05
310	CHICAGO BRIDGE & IRON	10,112.52	23,770.80
400	COBALT INTL ENERGY	11,193.20	8,892.00
125	CONCHO RES INC	12,330.60	12,991.25
250	CORE LABORATORIES	6,853.35	45,535.00
172	DRESSER-RAND GROUP	6,427.62	9,707.68
465	DRIL-QUIP INC	11,927.51	50,480.40
1,139	ENSCO PLC	61,469.30	67,292.12
190	EOG RESOURCES INC	14,604.99	31,350.00
1,300	FMC TECHNOLOGIES INC	16,253.32	62,530.00
425	FORUM ENERGY TECH	12,136.73	11,479.25
1,880	HALLIBURTON CO	46,633.37	99,038.40

STATEMENT: PT II-1

PART II, LINE 10b

		End of Year Book Value	Market Value
225	HELIX ENERGY SOLUTIONS	5,572.06	4,997.25
115	HELMERICH & PAYNE	6,739.68	8,855.00
243	HORNBECK OFFSHORE SVCS	9,502.61	12,303.09
440	KBR INC	15,521.13	14,885.20
965	NATIONAL OILWELL VARCO	22,157.17	78,647.50
1,069	NOBLE CORP	37,640.20	40,750.28
340	NOBLE ENERGY INC	14,064.50	23,881.60
170	OCCIDENTAL PETROLEUM CORP	16,155.30	16,143.20
1,067	OCEANEERING INTL INC	19,454.76	82,361.73
205	OIL STS INTL INC	3,544.53	20,981.75
185	PEABODY ENERGY CORP	4,449.94	3,367.00
150	PIONEER NAT RES CO	15,678.66	26,662.50
1,250	PRECISON DRILLING	11,247.63	11,687.50
315	RANGE RES CORP	10,471.05	24,459.75
1,092	ROWAN CO PLC	33,624.37	37,805.04
833	SCHLUMBERGER LTD	36,758.70	73,653.86
1,125	SUPERIOR ENERGY SVCS INC	26,981.67	28,665.00
370	TECHNIP SPONSORED ADR	7,908.41	9,279.60
200	TESORO CORP	11,570.74	11,726.00
755	VALERO ENERGY CORP	24,130.26	34,518.60
100	WALTER ENERGY INC	8,692.02	1,423.00
1,413	WEATHERFORD INTL LTD	13,770.31	22,127.58
59,928.35	HARBOR INTERNATIONAL	3,375,207.84	4,257,309.98
45,718.51	LAZARD FDS INC EMERGING MKTS	831,197.24	891,968.13
193,584.84	MORGAN STANLEY SMALL CO GRW	1,784,734 18	4,208,534.42
1,334,982.70		41,244,889.35	62,299,262.87

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

Part IV - Statement 1

75-2478225

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
11121.24 MFO MORGAN STANLEY INSTL FD INC SMALL COGROWTH PORT	12/17/2012	05/29/2013	191,507.78	156,496.91	35,010.87
2662.23 MFO MORGAN STANLEY INSTL FD INC SMALL COGROWTH PORT	07/02/2013	09/03/2013	49,144.76	46,722.23	2,422.53
Totals			240,653.00	203,219.00	37,433.00

JSA
2F0971 1.000

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

Part IV - Statement 1

75-2478225

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
493.16 MFO MORGAN STANLEY INSTL FD INC SMALL COGROWTH PORT	12/21/2006	05/29/2013	8,492.22	6,514.64	1,977.58
51508.95 MFO MORGAN STANLEY INSTL FD INC SMALL COGROWTH PORT	12/20/2007	09/03/2013	950,855.25	666,964.11	283,891.14
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			959,347.00	673,479.00	285,869.00
Totals			959,347.00	673,479.00	285,869.00

JSA
2F0970 1.000

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

Part IV - Statement 2

75-2478225

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
40. APACHE CORP	03/28/2012	03/27/2013	2,954.11	3,969.20	-1,015.09
150. DEVON ENERGY CORP NEW	03/28/2012	03/27/2013	8,547.30	10,615.80	-2,068.50
75. FMC TECHNOLOGIES INC	10/09/2012	03/27/2013	3,998.84	3,133.11	865.73
275. KEY ENERGY SVCS INC	06/08/2012	03/27/2013	2,184.52	2,628.48	-443.96
75. OCEANEERING INTERNATIONAL	09/14/2012	03/27/2013	4,934.84	4,246.67	688.17
125. OIL STS INTL INC COM ISIN US6780261052	06/08/2012	03/27/2013	10,155.12	8,286.90	1,868.22
75. ENSCO PLC SHS CLASS A COM	09/14/2012	03/27/2013	4,446.23	4,378.23	68.00
69. #REORG/NOBLE STOCK MERGER NOBLE CO 2R1JA21 EFF 11-20	09/14/2012	03/27/2013	2,535.28	2,699.96	-164.68
.89 CST BRANDS INC COM USD0.01	03/27/2013	05/02/2013	28.19	31.23	-3.04
35.22 CST BRANDS INC COM USD0.01	03/27/2013	05/14/2013	1,118.63	1,235.80	-117.17
25. #REORG/LUFKIN INDS CASH	06/08/2012	05/14/2013	2,208.76	1,423.03	785.73
Totals			43,112.00	42,648.00	463.00

JSA
2F0971 1.000

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

Part IV - Statement 2

75-2478225

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
120. APACHE CORP	02/09/2011	03/27/2013	8,862.32	13,998.86	-5,136.54
25. DRIL-QUIP INC	12/22/2008	03/27/2013	2,178.15	442.19	1,735.96
680. KEY ENERGY SVCS INC	01/12/2012	03/27/2013	5,401.72	10,537.55	-5,135.83
25. NATIONAL-OILWELL INC	12/22/2008	03/27/2013	1,733.30	574.02	1,159.28
150. OIL STS INTL INC COM ISIN					
US6780261052	12/22/2008	03/27/2013	12,186.14	2,593.56	9,592.58
350. PLAINS EXPLORATION &					
PRODUCTION CO COM	03/31/2011	03/27/2013	16,322.90	12,754.88	3,568.02
150. ENSCO PLC SHS CLASS A COM	03/31/2011	03/27/2013	8,892.46	8,918.83	-26.37
330. NABORS INDUSTRIES LTD	06/02/2011	03/27/2013	5,152.37	9,007.75	-3,855.38
181. #REORG/NOBLE STOCK MERGER					
NOBLE CO 2R1JA21 EFF 11-20	02/23/2012	03/27/2013	6,650.51	7,426.78	-776.27
100. CORE LABORATORIES NV					
NLG0.03	12/22/2008	03/27/2013	13,817.28	2,741.34	11,075.94
47.78 CST BRANDS INC COM					
USD0.01	03/28/2012	05/14/2013	1,517.54	1,019.79	497.75
341. #REORG/LUFKIN INDS CASH	03/28/2012	05/14/2013	30,127.45	26,867.46	3,259.99
75. OIL STS INTL INC COM ISIN					
US6780261052	12/22/2008	05/14/2013	7,536.14	1,296.78	6,239.36
436. TRANSOCEAN LTD	06/08/2012	09/20/2013	19,736.15	20,053.79	-317.64
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			140,114.00	118,234.00	21,881.00
Totals			140,114.00	118,234.00	21,881.00

JSA
2F0970 1.000

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
3417. ADR HOYA CORP SPONSORED	08/02/2012	12/04/2012	65,823.95	74,355.99	-8,532.04
500. ARM HLDGS PLC SPONSORED	08/01/2012	12/13/2012	18,107.74	13,221.35	4,886.39
1432. QIAGEN N V EURO.01	07/23/2012	01/10/2013	27,145.67	23,406.76	3,738.91
1061. QIAGEN N V EURO.01	07/23/2012	01/11/2013	20,148.26	17,342.57	2,805.69
248. SCHLUMBERGER LTD ISIN					
#AN8068571086	07/23/2012	02/05/2013	19,828.59	17,238.65	2,589.94
2447. ADR LI & FUNG LTD ADR	07/23/2012	02/12/2013	5,949.51	8,676.08	-2,726.57
1688. ADR LI & FUNG LTD ADR	07/23/2012	02/13/2013	4,132.65	5,984.97	-1,852.32
24816. ADR LI & FUNG LTD ADR	07/23/2012	02/14/2013	63,646.64	87,987.62	-24,340.98
260. SCHLUMBERGER LTD ISIN					
#AN8068571086	07/23/2012	02/15/2013	20,795.01	18,072.78	2,722.23
87. ARM HLDGS PLC SPONSORED	08/01/2012	02/21/2013	3,640.08	2,205.38	1,434.70
414. ARM HLDGS PLC SPONSORED	07/23/2012	02/22/2013	17,525.84	9,371.72	8,154.12
926. ADR SWATCH GROUP AG ADR	07/23/2012	03/11/2013	26,216.97	17,122.94	9,094.03
2764. AMERICA MOVIL S A DE CV					
SPON ADR SER L SHARES	07/23/2012	03/18/2013	51,086.41	73,649.82	-22,563.41
1052. ADR SONOVA HLDG AG UNSP	07/23/2012	05/14/2013	22,586.67	19,288.63	3,298.04
.5 ADR ITAU UNIBANCO HLDG SA					
SPONSORED ADR REPSTG 500 P	12/13/2012	05/21/2013	7.51	7.21	0.30
821. ADR HSBC HLDGS PLC					
SPONSORED ADR NEW	07/23/2012	06/06/2013	44,852.34	33,085.31	11,767.03
62. ADR AIA GROUP LTD					
SPONSORED ADR	09/25/2012	06/12/2013	1,049.12	914.87	134.25
88. ADR AIR LIQUIDE ADR	07/24/2012	06/12/2013	2,254.51	1,888.64	365.87
83. ALLIANZ AKTIENGESELLSCHAFT					
SPONSORED ADR REPSTG 1/10	02/05/2013	06/12/2013	1,240.34	1,175.97	64.37
14. ADR ANHEUSER BUSCH INBEV	07/23/2012	06/12/2013	1,294.35	1,077.25	217.10
28. ARM HLDGS PLC SPONSORED	07/23/2012	06/12/2013	1,124.18	633.84	490.34
39. ADR ATLAS COPCO AB					
SPONSORED ADR NEW REPSTG C	07/23/2012	06/12/2013	981.60	818.19	163.41
57. BG PLC ADR FIN INST N	07/23/2012	06/12/2013	1,038.29	1,120.81	-82.52
13. ADR BAYERISCHE MOTOREN					
WERKE A G ADR	02/13/2013	06/12/2013	401.94	420.95	-19.01
38. ADR CSL LTD ADR	07/23/2012	06/12/2013	1,041.90	793.22	248.68
11. CANADIAN NATL RY CO COM	07/23/2012	06/12/2013	1,076.88	940.97	135.91
Totals					

JSA
2F0971 1.000

GEORGE AND FAY YOUNG FOUNDATION 26-44865 75-2478225
Schedule D Detail of Short-term Capital Gains and Losses Part IV - Statement 3

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
22. ADR COCHLEAR LTD ADR	07/23/2012	06/12/2013	591.01	745.09	-154.08
19. DBS GROUP HOLDINGS					
LTD-SPONSORED ADR	07/23/2012	06/12/2013	957.00	871.08	85.92
18. ADR DASSAULT SYS S A					
SPONSORED ADR	07/23/2012	06/12/2013	2,292.97	1,656.28	636.69
61. FANUC CORPORATION	07/23/2012	06/12/2013	1,538.03	1,604.91	-66.88
10. FRESENIUS MED CARE AG &	07/23/2012	06/12/2013	352.45	347.57	4.88
47. GAZPROM O A O SPONSORED	02/06/2013	06/12/2013	322.19	441.43	-119.24
32. ADR ICICI BK LTD	07/23/2012	06/12/2013	1,296.46	1,038.92	257.54
21. IMPERIAL OIL LTD NEW	07/23/2012	06/12/2013	802.00	888.70	-86.70
66. ADR ITAU UNIBANCO HLDG SA					
SPONSORED ADR REPSTG 500 P	12/13/2012	06/12/2013	913.24	952.09	-38.85
15. ADR JGC CORP	12/07/2012	06/12/2013	1,018.89	1,015.95	2.94
51. ADR L OREAL CO ADR	07/23/2012	06/12/2013	1,700.47	1,167.83	532.64
22. ADR LVMH MOET HENNESSY					
LOUIS VUITTON ADR	07/23/2012	06/12/2013	743.77	638.26	105.51
98. ADR LONZA GROUP AG ADR	02/12/2013	06/12/2013	751.00	629.76	121.24
31. ADR MTN GROUP LTD					
SPONSORED ADR	07/23/2012	06/12/2013	521.48	529.63	-8.15
35. NESTLE S A SPONSORED ADR	07/23/2012	06/12/2013	2,349.52	2,073.96	275.56
43. ADR NOKIAN TYRES OYJ ADR	07/23/2012	06/12/2013	866.03	798.94	67.09
21. ADR PETROLEO BRASILEIRO SA					
PETROBRAS SPONSORED ADR	10/04/2012	06/12/2013	328.87	484.82	-155.95
18. POTASH CORP. OF					
SASKATCHEWAN INC	09/26/2012	06/12/2013	727.30	779.07	-51.77
31. ROCHE HLDG LTD SPONSORED	07/23/2012	06/12/2013	1,926.37	1,320.31	606.06
32. SAP AKTIENGESELLSCHAFT					
SPONSORED ADR	07/23/2012	06/12/2013	2,435.04	1,917.55	517.49
12. ADR SASOL LTD SPONSORED	07/23/2012	06/12/2013	502.59	489.23	13.36
8. SCHLUMBERGER LTD ISIN					
#AN8068571086	07/23/2012	06/12/2013	568.86	556.09	12.77
96. ADR SCHNEIDER ELEC SA ADR	07/23/2012	06/12/2013	1,481.44	974.46	506.98
7. ADR SONOVA HLDG AG UNSP	07/23/2012	06/12/2013	159.31	128.35	30.96
34. SVENSKA HANDELSBANKEN AB	07/23/2012	06/12/2013	725.88	576.30	149.58
16. ADR SWATCH GROUP AG ADR	07/23/2012	06/12/2013	463.64	295.86	167.78
Totals					

JSA
2F0971 1.000

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

Part IV - Statement 3

75-2478225

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
62. SYSMEX CORP ADR	12/06/2012	06/12/2013	2,011.85	1,469.99	541.86
55. TAIWAN SEMICONDUCTOR MFG	12/06/2012	06/12/2013	1,013.24	936.89	76.35
45. TESCO PLC SPONSORED ADR	07/23/2012	06/12/2013	726.16	676.74	49.42
267. ADR TURKIYE GARANTI					
BANKASI A S SPONSORED ADR	07/23/2012	06/12/2013	1,211.94	1,007.31	204.63
129. ADR UNICHARM CORP					
SPONSORED ADR	07/24/2012	06/12/2013	1,519.66	1,480.27	39.39
18. UNILEVER PLC SPONSORED ADR					
NEW	07/23/2012	06/12/2013	745.79	605.47	140.32
22. ADR WPP PLC ADR DR EACH					
REPR 5 SHS	07/23/2012	06/12/2013	1,902.13	1,363.70	538.43
38. ADR XINYI GLASS HLDGS LTD					
ADS REPSTG 20 SHS .	07/23/2012	06/12/2013	596.92	376.58	220.34
9. BUNGE LIMITED	02/15/2013	06/12/2013	637.15	675.66	-38.51
1453. ARM HLDGS PLC SPONSORED	07/23/2012	06/20/2013	53,730.70	32,891.56	20,839.14
1879. ADR LONZA GROUP AG ADR	02/12/2013	09/17/2013	15,178.30	12,074.64	3,103.66
1647. POTASH CORP. OF					
SASKATCHEWAN INC	12/13/2012	09/23/2013	52,999.87	70,210.69	-17,210.82
Totals			581,606.00	577,494.00	4,112.00

JSA
2F0971 1.000

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
832. ADR AIR LIQUIDE ADR	07/24/2012	07/26/2013	21,732.71	17,856.22	3,876.49
3430. ADR LONZA GROUP AG ADR	07/23/2012	09/17/2013	27,707.05	15,534.81	12,172.24
1083. ADR XINYI GLASS HLDGS LTD					
ADS REPSTG 20 SHS .	07/23/2012	09/24/2013	19,459.00	10,732.53	8,726.47
1035. ADR LONZA GROUP AG ADR	07/23/2012	10/02/2013	8,364.20	4,687.62	3,676.58
2755. ADR LONZA GROUP AG ADR	07/23/2012	10/03/2013	22,256.43	12,477.67	9,778.76
353. FRESENIUS MED CARE AG &	07/23/2012	10/09/2013	11,198.01	12,269.15	-1,071.14
719. FRESENIUS MED CARE AG &	07/23/2012	10/10/2013	22,752.64	24,990.14	-2,237.50
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			133,470.00	98,548.00	34,922.00
Totals			133,470.00	98,548.00	34,922.00

JSA
2F0970 1.000

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

Part IV - Statement 4

75-2478225

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
3200. ACCO BRANDS CORP COM	07/31/2012	12/06/2012	20,875.04	27,224.00	-6,348.96
1600. #REORG/KBW INC COM CASH AND STOCK MERGERSTIFEL FIN	06/08/2012	12/06/2012	23,938.34	28,426.24	-4,487.90
.5 VERINT SYS INC COM	12/26/2012	02/05/2013	16.57	14.71	1.86
1700. MCDERMOTT INTL INC COM	06/08/2012	03/04/2013	17,547.17	17,569.84	-22.67
2000. SUNCOKE ENERGY INC COM USD0.01	12/06/2012	05/20/2013	30,797.11	30,205.96	591.15
.91 SPIRIT RLTY CAP INC NEW	01/30/2013	07/18/2013	6.47	9.45	-2.98
290. DANA HLDG CORP COM	05/20/2013	08/30/2013	6,066.69	5,374.16	692.53
4370. EXCO RES INC COM	07/11/2013	10/30/2013	25,638.78	38,032.55	-12,393.77
Totals			124,886.00	146,857.00	-21,971.00

JSA
2F0971 1.000

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

Part IV - Statement 4

75-2478225

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
840. WESTFIELD FINL INC NEW COM STK	01/08/2007	12/14/2012	6,025.68	8,982.37	-2,956.69
1690. WESTFIELD FINL INC NEW COM STK	01/08/2007	12/18/2012	12,287.71	18,071.68	-5,783.97
970. WESTFIELD FINL INC NEW COM STK	01/08/2007	12/19/2012	7,060.66	10,372.50	-3,311.84
900. AVIS BUDGET GROUP INC COM	07/20/2011	12/26/2012	17,805.02	14,376.24	3,428.78
100. KANSAS CITY SOUTHERN INDS INC NEW	10/02/2006	12/26/2012	8,295.11	2,670.41	5,624.70
200. WABTEC CORP	10/02/2006	12/26/2012	17,496.56	5,514.38	11,982.18
1100. CARRIZO OIL & GAS INC COM	07/20/2011	01/30/2013	23,572.69	38,274.86	-14,702.17
700. FLOWERS FOODS INC	10/02/2006	01/30/2013	18,699.52	8,338.34	10,361.18
500. HANESBRANDS INC COM STK	11/30/2006	02/12/2013	20,149.14	12,143.70	8,005.44
400. KANSAS CITY SOUTHERN INDS INC NEW	10/02/2006	02/12/2013	38,173.82	10,681.64	27,492.18
400. FLOWSERVE CORP	10/02/2006	02/22/2013	64,153.12	19,560.80	44,592.32
2010. MCDERMOTT INTL INC COM	03/01/2012	03/04/2013	20,746.95	24,090.29	-3,343.34
4400. 1ST NIAGARA FINL GROUP INC NEW COM	02/15/2012	03/27/2013	38,538.28	50,440.32	-11,902.04
380. MANNING & NAPIER INC CL A	12/02/2011	04/10/2013	6,300.10	4,818.48	1,481.62
1020. MANNING & NAPIER INC CL A	12/01/2011	04/11/2013	16,782.60	12,872.16	3,910.44
1810. AVIS BUDGET GROUP INC COM	03/01/2012	04/24/2013	50,931.71	26,596.84	24,334.87
1190. AVIS BUDGET GROUP INC COM	03/01/2012	05/07/2013	36,732.45	15,641.84	21,090.61
2800. PHH CORP COM NEW COM NEW	03/26/2012	05/07/2013	56,497.97	52,408.50	4,089.47
1000. SUNCOKE ENERGY INC COM USD0.01	03/27/2012	05/20/2013	15,398.55	14,386.68	1,011.87
750. WYNDHAM WORLDWIDE CORP COM STK	10/02/2006	06/21/2013	39,965.00	20,956.20	19,008.80
500. BENEFICIAL MUT BANCORP INC COM STK	09/15/2009	07/01/2013	4,181.17	4,708.45	-527.28
470. BENEFICIAL MUT BANCORP INC COM STK	09/15/2009	07/02/2013	3,931.29	4,425.94	-494.65
Totals					

JSA
2F0970 1.000

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
750. BENEFICIAL MUT BANCORP INC COM STK	09/15/2009	07/08/2013	6,362.73	6,902.45	-539.72
560. BENEFICIAL MUT BANCORP INC COM STK	09/08/2009	07/10/2013	4,724.18	5,099.30	-375.12
320. BENEFICIAL MUT BANCORP INC COM STK	09/08/2009	07/11/2013	2,691.63	2,913.89	-222.26
710. ADR CHICAGO BRDG & IRON CO N V N Y REGISTRY SH NV	10/02/2006	07/11/2013	43,936.30	16,987.25	26,949.05
700. DRESSER-RAND GROUP INC COM	11/01/2010	07/23/2013	45,579.56	24,174.22	21,405.34
620. TRINITY INDS INC	02/17/2011	07/23/2013	23,475.33	17,104.52	6,370.81
500. COMPASS MINERALS INTL INC	01/29/2009	07/26/2013	44,486.72	28,780.00	15,706.72
200. BROADRIDGE FINL SOLUTIONS INC COM STK	02/17/2011	08/30/2013	5,949.89	4,667.98	1,281.91
130. CBOE HOLDINGS INC COM	05/23/2011	08/30/2013	5,972.09	3,626.99	2,345.10
120. ENPRO INDS INC COM	03/08/2011	08/30/2013	6,819.48	4,698.25	2,121.23
290. FIRSTMERIT CORP	11/20/2009	08/30/2013	6,153.69	5,763.32	390.37
310. FLOWERS FOODS INC	10/02/2006	08/30/2013	6,438.58	2,461.79	3,976.79
120. GULFPORT ENERGY CORP COM NEW COM NEW	07/20/2011	08/30/2013	7,102.67	4,175.99	2,926.68
120. HANESBRANDS INC COM STK	11/30/2006	08/30/2013	7,141.07	2,914.49	4,226.58
140. HANOVER INS GROUP INC COM	05/23/2011	08/30/2013	7,499.66	5,851.27	1,648.39
210. ITT CORPORATION W/I	03/26/2012	08/30/2013	6,910.97	4,831.51	2,079.46
190. NCR CORP NEW	09/12/2011	08/30/2013	6,754.38	3,095.04	3,659.34
170. PENSKE AUTOMOTIVE GROUP INC COM STK	02/17/2011	08/30/2013	6,580.58	3,572.19	3,008.39
160. SMITH A O CORP COM	11/30/2011	08/30/2013	6,744.68	3,095.37	3,649.31
270. VAIL RESORTS INC COM	10/02/2006	08/30/2013	18,406.57	10,770.49	7,636.08
130. WABTEC CORP	10/02/2006	08/30/2013	7,637.36	1,792.17	5,845.19
90. WEX INC	10/02/2006	08/30/2013	7,237.67	2,187.47	5,050.20
610. SMITH A O CORP COM	11/30/2011	09/09/2013	26,754.68	11,801.09	14,953.59
980. TRINITY INDS INC	08/12/2010	09/13/2013	43,625.90	17,528.28	26,097.62
340. HANESBRANDS INC COM STK	11/30/2006	09/20/2013	21,662.99	8,257.72	13,405.27
700. ACUITY BRANDS INC	10/24/2007	09/24/2013	64,138.62	24,647.66	39,490.96
1040. NCR CORP NEW	09/12/2011	09/24/2013	40,973.20	16,941.29	24,031.91
Totals					

JSA
2F0970 1.000

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

Part IV - Statement 4

75-2478225

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			1005486.00	624,975.00	380,512.00
Totals			1005486.00	624,975.00	380,512.00

JSA
2F0970 1.000

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

Part IV - Statement 5

75-2478225

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
800. CABOT OIL & GAS CORP CL A	02/27/2002	01/15/2013	38,923.44	2,688.00	36,235.44
1000. ADOBE SYS INC	08/18/2010	01/31/2013	37,979.14	28,001.80	9,977.34
500. CULLEN FROST BANKERS INC	09/16/2011	01/31/2013	29,393.79	24,535.10	4,858.69
500. HOME DEPOT INC	04/23/1998	01/31/2013	33,569.24	14,343.75	19,225.49
2000. MASCO CORP	12/06/2006	02/12/2013	40,606.68	53,590.00	-12,983.32
3000. MASCO CORP	03/26/2003	04/24/2013	61,021.63	60,950.00	71.63
2100. MONSANTO CO COM	06/04/2010	06/19/2013	221,900.40	132,157.62	89,742.78
.5 MALLINCKRODT PLC COMMON	03/21/2011	07/01/2013	22.04	13.93	8.11
1500. PETSMART INC	03/14/2008	07/10/2013	105,527.81	29,857.50	75,670.31
500. CABOT OIL & GAS CORP CL A	02/27/2002	07/11/2013	36,170.82	1,680.00	34,490.82
337. MALLINCKRODT PLC COMMON	03/21/2011	07/12/2013	14,111.36	9,385.59	4,725.77
3000. MASCO CORP	03/30/2010	07/30/2013	62,671.60	46,243.20	16,428.40
25000. BROCADE COMMUNICATIONS SYS INC COM NEW STK	04/12/2010	08/14/2013	195,491.58	164,658.90	30,832.68
1500. ADOBE SYS INC	08/18/2010	09/05/2013	70,179.57	41,524.86	28,654.71
1800. DEVON ENERGY CORP NEW	03/13/2009	10/08/2013	105,499.58	105,882.36	-382.78
1333. KRAFT FOODS GROUP INC COM	09/29/2011	10/29/2013	74,177.88	47,878.63	26,299.25
1000. MASCO CORP	03/30/2010	10/29/2013	21,574.62	15,414.40	6,160.22
5000. MASCO CORP	10/20/2010	11/20/2013	108,857.10	59,341.20	49,515.90
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			1257678.00	838,147.00	419,531.00
Totals			1257678.00	838,147.00	419,531.00

JSA
2F0970 1.000

STATEMENT

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

Part IV - Statement 6

75-2478225

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
1310. EXPRESS SCRIPTS HLDG CO	07/19/2012	12/07/2012	70,295.50	72,827.88	-2,532.38
380. EXPRESS SCRIPTS HLDG CO	05/08/2012	12/07/2012	20,389.12	20,986.30	-597.18
380. EXPRESS SCRIPTS HLDG CO	05/08/2012	12/07/2012	20,367.88	20,986.30	-618.42
1740. LIFE TECHNOLOGIES CORP COM					
STK	11/13/2012	01/18/2013	107,098.07	81,439.31	25,658.76
1455. ALLERGAN INC	06/22/2012	01/24/2013	152,845.48	133,262.10	19,583.38
645. ALLERGAN INC	06/22/2012	01/24/2013	67,732.19	58,995.57	8,736.62
1600. CVS CORP	07/19/2012	02/06/2013	82,013.68	72,560.80	9,452.88
1110. LIFE TECHNOLOGIES CORP COM					
STK	11/13/2012	03/01/2013	65,932.85	51,952.66	13,980.19
3570. MICROSOFT CORP COM	08/16/2012	04/18/2013	101,947.98	110,003.68	-8,055.70
2400. VERIZON COMMUNICATIONS	09/25/2012	04/29/2013	128,111.53	105,430.09	22,681.44
650. ABBVIE INC COM USD0.01	06/25/2012	05/09/2013	28,706.67	21,082.70	7,623.97
1700. KIMBERLY CLARK CORP	06/25/2012	06/03/2013	164,198.95	137,564.62	26,634.33
140. APPLE COMPUTER INC	12/24/2012	08/29/2013	69,339.04	72,906.92	-3,567.88
20. AMGEN INC	03/25/2013	09/03/2013	2,228.36	1,939.73	288.63
10. AUTOZONE INC	07/18/2013	09/03/2013	4,222.33	4,338.61	-116.28
60. COCA COLA CO	08/28/2013	09/03/2013	2,278.77	2,310.44	-31.67
60. COMCAST CORP CL A COM	06/07/2013	09/03/2013	2,575.15	2,435.08	140.07
30. DIRECTV COM COM	03/13/2013	09/03/2013	1,758.56	1,562.74	195.82
60. EMC CORP MASS	11/29/2012	09/03/2013	1,569.57	1,510.31	59.26
20. EXPRESS SCRIPTS HLDG CO	06/07/2013	09/03/2013	1,296.37	1,249.88	46.49
10. HOME DEPOT INC	06/07/2013	09/03/2013	746.58	786.60	-40.02
20. HONEYWELL INTL INC	06/07/2013	09/03/2013	1,612.57	1,573.96	38.61
10. JOHNSON & JOHNSON	05/09/2013	09/03/2013	868.18	852.22	15.96
10. MOTOROLA SOLUTIONS INC	09/25/2012	09/03/2013	565.99	513.28	52.71
60. ORACLE CORPORATION	03/13/2013	09/03/2013	1,933.76	2,136.74	-202.98
30. QUALCOMM INC	03/25/2013	09/03/2013	2,019.26	1,970.31	48.95
20. STERICYCLE INC	06/07/2013	09/03/2013	2,257.53	2,165.73	91.80
30. TJX COS INC NEW	03/25/2013	09/03/2013	1,601.38	1,412.07	189.31
40. VERIZON COMMUNICATIONS	08/28/2013	09/03/2013	1,822.76	1,869.66	-46.90
50. WAL MART STORES INC	05/15/2013	09/03/2013	3,651.93	3,979.28	-327.35
1240. TJX COS INC NEW	03/25/2013	11/22/2013	78,051.06	58,365.43	19,685.63
810. HOME DEPOT INC	09/11/2013	11/25/2013	64,394.45	62,446.16	1,948.29
990. VIACOM INC	11/30/2012	11/25/2013	78,949.84	51,120.04	27,829.80
Totals			1333383.00	1164537.00	168,846.00

JSA
2F0971 1.000

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

Part IV - Statement 6

75-2478225

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
2000. MCDONALDS CORP	02/02/2010	12/26/2012	177,463.22	127,907.21	49,556.01
270. CELGENE CORP	03/31/2011	01/17/2013	26,731.26	15,539.39	11,191.87
1280. CELGENE CORP	05/17/2011	01/17/2013	126,639.98	73,821.39	52,818.59
170. CVS CORP	12/27/2011	02/06/2013	8,713.95	7,000.11	1,713.84
60. KROGER CO	05/23/2011	03/06/2013	1,774.17	1,480.67	293.50
4660. KROGER CO	05/23/2011	03/06/2013	137,104.84	117,183.91	19,920.93
200. GOOGLE INC CL A	02/10/2012	03/13/2013	164,719.55	115,336.39	49,383.17
170. GOOGLE INC CL A	09/27/2011	04/18/2013	131,521.85	92,347.13	39,174.72
250. MICROSOFT CORP COM	02/02/2010	04/18/2013	7,139.21	7,114.57	24.64
640. CELGENE CORP	03/31/2011	04/24/2013	75,962.39	36,823.32	39,139.07
1440. VERIZON COMMUNICATIONS	03/08/2012	04/29/2013	76,866.91	57,473.99	19,392.92
2482. ABBVIE INC COM USD0.01	12/15/2011	05/09/2013	109,615.31	70,425.62	39,189.69
2374. COCA COLA CO	02/22/2012	05/09/2013	99,799.30	82,263.73	17,535.57
988. ABBVIE INC COM USD0.01	02/02/2010	05/10/2013	43,951.87	27,928.10	16,023.77
1466. COCA COLA CO	02/22/2012	05/10/2013	61,578.38	50,735.35	10,843.03
2660. THERMO ELECTRON CORP	12/27/2011	07/02/2013	226,075.05	125,084.67	100,990.38
1690. AMERICAN EXPRESS CO	03/24/2011	07/10/2013	128,835.41	73,229.68	55,605.73
850. BOEING CO	12/27/2011	07/12/2013	86,749.75	59,579.13	27,170.62
2230. CATERPILLAR INC	08/08/2011	07/18/2013	190,755.11	191,416.80	-661.69
640. CELGENE CORP	03/31/2011	07/26/2013	90,470.42	36,515.92	53,954.50
4780. MICROSOFT CORP COM	02/02/2010	08/23/2013	164,817.26	136,030.67	28,786.59
10. ABBOTT LABORATORIES	06/25/2012	09/03/2013	331.39	299.10	32.29
20. ABBVIE INC COM USD0.01	02/02/2010	09/03/2013	850.58	565.35	285.23
20. AMERICAN EXPRESS CO	11/23/2010	09/03/2013	1,461.00	842.14	618.86
20. BOEING CO	10/28/2011	09/03/2013	2,111.56	1,359.38	752.18
30. CVS CORP	12/27/2011	09/03/2013	1,757.66	1,235.31	522.35
10. CELGENE CORP	02/18/2011	09/03/2013	1,438.40	533.89	904.51
10. KIMBERLY CLARK CORP	06/21/2012	09/03/2013	936.21	808.30	127.91
50. KROGER CO	05/23/2011	09/03/2013	1,845.58	1,233.90	611.68
10. MCKESSON HBOC INC	03/29/2012	09/03/2013	1,231.25	885.41	345.84
50. MICROSOFT CORP COM	02/02/2010	09/03/2013	1,568.97	1,422.92	146.05
10. SIGMA ALDRICH CORP	06/24/2011	09/03/2013	832.89	689.16	143.73
Totals					

JSA
2F0970 1.000

STATEMENT

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

Part IV - Statement 6

75-2478225

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
4380. KROGER CO	05/23/2011	09/11/2013	164,544.09	108,081.28	56,462.81
11300. MICROSOFT CORP COM	09/19/2011	09/17/2013	372,899.16	308,570.03	64,329.13
1180. INTL BUSINESS MACHINES	02/02/2010	10/16/2013	207,657.39	147,588.26	60,069.13
3490. MOTOROLA SOLUTIONS INC	09/25/2012	10/22/2013	212,144.33	168,575.34	43,568.99
580. ECOLAB INC	05/10/2012	10/28/2013	59,985.39	34,148.05	25,837.34
1760. KIMBERLY CLARK CORP	06/21/2012	11/15/2013	194,119.69	138,776.51	55,343.18
1660. TJX COS INC NEW	02/02/2010	11/22/2013	104,487.71	32,455.74	72,031.97
1550. BOEING CO	10/31/2011	11/25/2013	205,442.72	104,309.50	101,133.22
930. ECOLAB INC	12/16/2011	11/25/2013	99,273.72	50,780.74	48,492.98
1210. MCKESSON HBOC INC	03/29/2012	11/25/2013	198,622.88	106,850.58	91,772.30
920. VIACOM INC	04/19/2012	11/25/2013	73,367.52	43,466.71	29,900.81
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			4044195.00	2758715.00	1285480.00
Totals			4044195.00	2758715.00	1285480.00

JSA
2F0970 1.000

STATEMENT

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

Part IV - Statement 7

75-2478225

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
1670. CAPITAL ONE FINL CORP	07/25/2012	02/28/2013	85,334.25	91,503.64	-6,169.39
55. MALLINCKRODT PLC COMMON	10/12/2012	07/08/2013	2,370.10	2,239.18	130.92
1705. EATON CORP PLC COM USD0.50	12/03/2012	08/28/2013	108,977.09	88,071.78	20,905.31
1280. EXXON MOBIL CORP	03/19/2013	09/13/2013	113,421.77	113,030.05	391.72
2365. EATON CORP PLC COM USD0.50	12/03/2012	09/13/2013	158,561.50	122,164.07	36,397.43
565. YUM! BRANDS INC COM	05/20/2013	10/11/2013	37,523.14	39,820.87	-2,297.73
1790. EXXON MOBIL CORP	11/19/2012	11/01/2013	159,663.07	156,984.25	2,678.82
Totals			665,851.00	613,814.00	52,037.00

JSA
2F0971 1.000

GEORGE AND FAY YOUNG FOUNDATION G&F YOUNG

Schedule D Detail of Long-term Capital Gains and Losses Part IV - Statement 7 75-2478225

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
720. AFLAC INC	05/11/2007	12/03/2012	37,986.42	36,581.52	1,404.90
4070. EATON CORP	10/06/2010	12/03/2012	210,235.85	150,597.77	59,638.08
1475. HOME DEPOT INC	03/25/2010	12/03/2012	96,021.53	48,192.68	47,828.85
1845. BRISTOL MYERS SQUIBB CO	09/22/2010	12/12/2012	61,567.37	51,409.27	10,158.10
2500. CHEVRONTEXACO CORP	12/18/2008	12/12/2012	271,821.16	190,550.00	81,271.16
620. PEPSICO INC	06/05/2006	12/12/2012	43,666.86	37,271.30	6,395.56
740. MCDONALDS CORP	12/18/2008	12/13/2012	66,137.94	46,375.80	19,762.14
590. UNITED TECHNOLOGIES CORP	12/18/2008	01/29/2013	52,889.36	30,296.50	22,592.86
2650. YUM! BRANDS INC COM	05/06/2011	01/29/2013	170,302.14	138,123.36	32,178.78
2440. CAPITAL ONE FINL CORP	06/28/2011	02/28/2013	124,679.99	124,417.31	262.68
1595. DANAHER CORP	10/05/2007	02/28/2013	97,692.35	65,350.12	32,342.23
8890. MARATHON OIL CORP	08/11/2011	03/19/2013	302,122.54	165,768.51	136,354.03
1110. PRAXAIR INC	01/23/2008	03/19/2013	125,426.08	80,799.52	44,626.56
1900. AFLAC INC	12/29/2006	04/19/2013	93,392.03	87,781.52	5,610.51
4105. BRISTOL MYERS SQUIBB CO	09/22/2010	04/19/2013	168,599.24	114,382.13	54,217.11
1310. PRAXAIR INC	01/23/2008	04/19/2013	143,300.17	93,162.61	50,137.56
4325. AT&T INC	12/18/2008	05/20/2013	160,951.26	124,776.25	36,175.01
920. BHP LTD SPONSORED ADR	11/04/2009	05/20/2013	62,296.22	62,803.53	-507.31
900. CATERPILLAR INC	08/29/2011	05/20/2013	79,294.34	81,002.85	-1,708.51
95. GOOGLE INC CL A	10/06/2010	05/20/2013	86,445.53	50,354.68	36,090.85
1100. AMERICAN EXPRESS CO	12/27/2006	06/11/2013	84,921.05	67,787.94	17,133.11
700. MCDONALDS CORP	12/18/2008	06/11/2013	69,051.34	43,869.00	25,182.34
1010. PEPSICO INC	06/05/2006	06/11/2013	82,886.42	60,716.15	22,170.27
1890. PEPSICO INC	06/05/2006	07/02/2013	154,328.10	113,617.35	40,710.75
445. MALLINCKRODT PLC COMMON	06/06/2012	07/08/2013	19,176.26	16,651.33	2,524.93
3765. COACH INC	06/06/2012	08/01/2013	200,685.31	225,031.28	-24,345.97
1575. MCDONALDS CORP	12/18/2008	08/01/2013	155,935.36	98,705.25	57,230.11
2530. MICROSOFT CORP COM	03/15/2006	08/01/2013	79,968.37	68,778.20	11,190.17
765. QUALCOMM INC	02/15/2007	08/01/2013	49,823.58	31,416.56	18,407.02
2510. GENUINE PARTS CO	08/11/2010	08/28/2013	194,711.12	107,505.06	87,206.06
4870. MICROSOFT CORP COM	03/22/2006	08/28/2013	162,430.66	131,996.80	30,433.86
Totals					

JSA
2F0970 1.000

STATEMENT

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
5560. BROADCOM CORP CL A	08/15/2011	09/04/2013	139,571.91	207,779.70	-68,207.79
78. GOOGLE INC CL A	07/21/2010	09/04/2013	67,369.35	37,760.09	29,609.26
2875. ABBOTT LABORATORIES	06/06/2012	09/13/2013	99,791.23	83,614.67	16,176.56
2850. PHILIP MORRIS INTERNATIONA	12/18/2008	09/13/2013	249,451.60	119,928.00	129,523.60
40. ENSCO PLC SHS CLASS A COM	06/08/2011	09/13/2013	2,233.62	2,335.21	-101.59
2215. YUM! BRANDS INC COM	02/15/2011	10/11/2013	147,104.00	104,666.43	42,437.57
4165. ENSCO PLC SHS CLASS A COM	06/08/2011	10/11/2013	227,321.75	222,457.44	4,864.31
860. INTL BUSINESS MACHINES	05/15/2009	10/30/2013	155,830.32	87,230.75	68,599.57
780. MCKESSON HBOC INC	08/09/2001	11/13/2013	122,320.90	28,421.80	93,899.10
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			4919741.00	3640266.00	1279474.00
Totals			4919741.00	3640266.00	1279474.00

JSA
2F0970 1.000

STATEMENT: PT XV-1

PART XV, LINE 3(a) - CONTRIBUTIONS PAID DURING THE YEAR ENDED NOVEMBER 30, 2013

RECIPIENT	RECIPIENT STATUS	PURPOSE	AMOUNT
ART REACH - DALLAS, INC. 2800 N. HENDERSON AVE. SUITE 102 DALLAS, TX 75206DALLAS, TX 75206DALLAS, TX 75206	PUBLIC	GENERAL	10,000
ATTITUDES & ATTIRE WORLD TRADE CENTER 2050 N. STEMMONS FREEWAY, SUITE 18, MAIL UNIT 102 DALLAS, TX 75207	PUBLIC	GENERAL	12,500
AUSTIN COLLEGE 900 NORTH GRAND, SUITE 6G SHERMAN TX 75090	PUBLIC	GENERAL	40,000
AUSTIN CLASSICAL GUITAR SOCIETY P.O. BOX 4072 AUSTIN, TX 78765	PUBLIC	GENERAL	50,000
BAYLOR HEALCARE SYSTEM FOUNDATION 3600 GASTON AVE., BARNETT TOWER, SUITE 100 DALLAS, TX 76246	PUBLIC	GENERAL	71,230
CARRY THE LOAD 8333 DOUGLAS AVE., STE. 324 DALLAS, TX 75225	PUBLIC	GENERAL	12,500
CATHOLIC CHARITIES OF DALLAS 9461 LBJ FREEWAY, STE. 128 DALLAS, TX 75243	PUBLIC	GENERAL	75,000
CITY SQUARE 5111 N. AKARD STREET, STE. 302 DALLAS, TX 75201	PUBLIC	GENERAL	100,000
CLAUDE MOORE COLONIAL FARM			

STATEMENT: PT XV-1

PART XV, LINE 3(a) - CONTRIBUTIONS PAID DURING THE YEAR ENDED NOVEMBER 30, 2013

RECIPIENT	RECIPIENT STATUS	PURPOSE	AMOUNT
6310 GEORGETOWN PIKE MCLEAN, VA. 22101	PUBLIC	GENERAL	15,000
COMMIT 3963 MAPLE AVENUE, STE. 290 DALLAS, TX 75219	PUBLIC	GENERAL	75,000
CONFERENCE OF SOUTHWEST FOUNDATION 624 N. GOOD-LATIMER EXPY, STE 100 DALLAS, TX 75204	PUBLIC	GENERAL	47,750
DALLAS AREA HABITAT FOR HUMANITY 2800 N. HAMPTON RD. DALLAS, TX 75212	PUBLIC	GENERAL	75,000
EDUCATION OPENS, INC. 5456 LONGVIEW STREET DALLAS, TX 75206	PUBLIC	GENERAL	15,000
FOUNDATION FOR THE EDUCATION OF YOUNG WOMEN 2804 SWISS AVENUE DALLAS, TX 75204	PUBLIC	GENERAL	50,000
JUNIOR ACHIEVEMENT OF DALLAS 1201 EXECUTIVE DRIVE WEST RICHARDSON, TX 75081	PUBLIC	GENERAL	65,000
KIPP DALLAS-FORT WORTH 1401 S. LAMAR, LOWER LEVEL DALLAS, TX 75208	PUBLIC	GENERAL	100,000
LIFT 2121 MAIN STREET, STE 100 DALLAS, TX 75201	PUBLIC	GENERAL	100,000
MARY CROWLEY CANCER RESEARCH CENTERS			

STATEMENT: PT XV-1

PART XV, LINE 3(a) - CONTRIBUTIONS PAID DURING THE YEAR ENDED NOVEMBER 30, 2013

RECIPIENT	RECIPIENT STATUS	PURPOSE	AMOUNT
1700 PACIFIC AVENUE, STE. 1100 DALLAS, TX 75201	PUBLIC	GENERAL	50,000
MERCY SHIPS P.O. BOX 2020 LINDALE, TX 75771	PUBLIC	GENERAL	25,000
NORTH TEXAS FOOD BANK 4500 S. COCKRELL HILL ROAD DALLAS, TX 75236	PUBLIC	GENERAL	100,000
OPERATION KINDNESS 3201 EARHART DRIVE CARROLLTON, TX 75006	PUBLIC	GENERAL	50,000
PATHWAYS FOR LITTLE FEET 8 GREENWAY, STE. 1000 HOUSTON, TX 77046	PUBLIC	GENERAL	50,000
PAWS WITH PURPOSE P. O. BOX 7834 LOUISVILLE, KY 40257	PUBLIC	GENERAL	5,000
PEDIPLACE 502 SOUTH OLD ORCHARD LANE, STE. 126 LEWISVILLE, TX 75067	PUBLIC	GENERAL	50,000
PROTECT OUR WINTERS 1157 EMBRY STREET PACIFIC PALISADES, CA 70272	PUBLIC	GENERAL	12,500
PUBLIC INTEREST PROJECTS, INC. 45 WEST 36TH STREET, 6TH FLOOR NEW YORK, NY 10018	PUBLIC	GENERAL	175,000
SALESMANSHIP CLUB			

STATEMENT. PT XV-1

PART XV, LINE 3(a) - CONTRIBUTIONS PAID DURING THE YEAR ENDED NOVEMBER 30, 2013

RECIPIENT	RECIPIENT STATUS	PURPOSE	AMOUNT
106 E. 10TH STREET, STE 200 DALLAS, TX 75203	PUBLIC	GENERAL	10,000
SCHREINER UNIVERSITY 2100 MEMORIAL BLVD KERRVILLE, TX 78028	PUBLIC	GENERAL	20,000
SFA PINEY WOODS NATIVE PLANT CENTER P.O. BOX 13000-SFA NACOGDOCHES, TX 75962	PUBLIC	GENERAL	60,000
SNOWMASS CHAPEL P.O. BOX 17169 SNOWMASS VILLAGE, CO 81615	PUBLIC	GENERAL	25,000
ST. EDWARDS UNIVERSITY 3001 SOUTH CONGRESS AVENUE AUSTIN, TX 78704	PUBLIC	GENERAL	40,000
TEACH FOR AMERICA 600 N. PEARL STREET, STE s2300 DALLAS, TX 75201	PUBLIC	GENERAL	100,000
THE CHARLES A. DANA CENTER, UT AUSTIN 1616 GUADALUPE ST., STE. 3.206 AUSTIN, TX 78701	PUBLIC	GENERAL	50,000
THE DALLAS FOUNDATION 3963 MAPLE AVENUE, SUITE 390 DALLAS, TX 75219	PUBLIC	GENERAL	85,000
THE FULTON SCHOOL 1623 LAURENCE DRIVE HEATH, TX 75032	PUBLIC	GENERAL	25,000
THE JANE GOODALL INSTITUTE			

STATEMENT: PT XV-1

PART XV, LINE 3(a) - CONTRIBUTIONS PAID DURING THE YEAR ENDED NOVEMBER 30, 2013

RECIPIENT	RECIPIENT STATUS	PURPOSE	AMOUNT
1595 SPRING HILL ROAD, SUITE 550 VIENNA, VA 22182	PUBLIC	GENERAL	12,500
THE SENIOR SOURCE 3910 HARRY HINES DALLAS, TX 75219	PUBLIC	GENERAL	50,000
THE UNIVERSITY OF TEXAS AT DALLAS 800 WEST CAMPBELL ROAD, AD13 RICHARDSON, TX 75080	PUBLIC	GENERAL	50,000
THE WRITER'S GARRET BOX 234 C/O 11255 GARLAND RD. STE. 1302 DALLAS, TX 75218	PUBLIC	GENERAL	25,000
TRINITY RIVER AUDUBON CENTER 6500 GREAT TRINITY FOREST WAY DALLAS, TX 75217	PUBLIC	GENERAL	40,000
UNIVERSITY ADVANCE AND COMMUNICATION TRINITY UNIVERSITY ONE TRINITY PLACE, STE 210 SAN ANTONIO, TX 78212	PUBLIC	GENERAL	20,000
UNIVERSITY OF TEXAS ELEMENTARY SCHOOL 2200 EAST SIXTH STREET AUSTIN, TX 78702	PUBLIC	GENERAL	65,000
UPTOWN DALLAS, INC 3600 MCKINNEY AVENUE, STE. 210 DALLAS, TX 75204	PUBLIC	GENERAL	100,000
Total to Part XV, Line 3(a)			2,208,980