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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service

- Do not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning 11/1/2013, and ending 10/31/2014

Name of foundation GAY D & WILLIAM F SCOTT FAMILY FOUNDATION			A Employer identification number 20-3797595	
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 1501, NJ2-130-03-31			B Telephone number (see instructions) 609-274-6834	
City or town PENNINGTON	State NJ	ZIP code 08534-1501		
Foreign country name			Foreign province/state/county	
Foreign postal code				

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 3,257,704**

J Accounting method. ☒ Cash ☐ Accrual
☐ Other (specify) _____ (Part I, column (d) must be on cash basis)

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
 2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	78,916	78,568		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	189,574			
	b Gross sales price for all assets on line 6a 2,975,823				
	7 Capital gain net income (from Part IV, line 2)		189,574		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	268,490	268,142	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,500			2,500
	c Other professional fees (attach schedule)	24,799	14,880		9,920
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	5,175	730		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	517			517
	24 Total operating and administrative expenses. Add lines 13 through 23	32,991	15,610	0	12,937
	25 Contributions, gifts, grants paid	330,220			330,220
26 Total expenses and disbursements. Add lines 24 and 25	363,211	15,610	0	343,157	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-94,721				
b Net investment income (if negative, enter -0-)		252,532			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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GAY D & WILLIAM F SCOTT FAMILY FOUNDATION

20-3797595

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		139	152	152
	2	Savings and temporary cash investments		29,453	653	653
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U.S. and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)		612,062	390,539	466,713
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)		2,477,364	2,629,292	2,790,186	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		3,119,018	3,020,636	3,257,704	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		3,119,018	3,020,636	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		3,119,018	3,020,636	
31	Total liabilities and net assets/fund balances (see instructions)		3,119,018	3,020,636		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,119,018
2	Enter amount from Part I, line 27a	2	-94,721
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,024,297
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	3,661
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,020,636

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			0
b			0
c			0
d			0
e			0

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	189,574
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(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))
2012	466,887	3,330,584	0.140182
2011	422,831	3,474,801	0.121685
2010	287,011	3,854,162	0.074468
2009	286,746	3,737,094	0.076730
2008	251,628	3,587,939	0.070132

2 Total of line 1, column (d)	2	0.483197
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.096639
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,313,992
5 Multiply line 4 by line 3	5	320,261
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,525
7 Add lines 5 and 6	7	322,786
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	343,157

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		2,525
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		2,525
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		2,525
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a		3,146
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		3,146
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		0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		621
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ▶ Refunded ▶	11		621

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 the definition)? 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.	1b	X
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. ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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?	4b	N/A
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 2013 or the taxable year beginning in 2013 (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)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ MLTC, A DIVISION OF BANK OF AMERICA, N A Telephone no. ▶ 609-274-6834			
Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2013, 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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No		
If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2013 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 2013.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

5b

N/A

6b

X

7b

N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM SCOTT 5255 N TWIN CITY HWY NEDERLANDS, TX 77627	PRESIDENT 2.00	0		
GAY SCOTT 5255 N TWIN CITY HWY NEDERLANDS, TX 77627	SECRETARY/TRE 2.00	0		
WILLIAM SCOTT 5255 N TWIN CITY HWY NEDERLANDS, TX 77627	VICE PRESIDENT 2.00	0		
JAMES SCOTT 5255 N TWIN CITY HWY NEDERLANDS, TX 77627	VICE PRESIDENT 2.00	0		

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000				0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,275,496
b	Average of monthly cash balances	1b	88,963
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,364,459
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,364,459
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	50,467
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,313,992
6	Minimum investment return. Enter 5% of line 5	6	165,700

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	165,700
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,525
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,525
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	163,175
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	163,175
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	163,175

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	343,157
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	343,157
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	2,525
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	340,632

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				163,175
2 Undistributed income, if any, as of the end of 2013.			0	
a Enter amount for 2012 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008	74,019			
b From 2009	104,527			
c From 2010	96,867			
d From 2011	252,785			
e From 2012	305,811			
f Total of lines 3a through e	834,009			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 343,157				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				163,175
e Remaining amount distributed out of corpus	179,982			
5 Excess distributions carryover applied to 2013. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:	1,013,991			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	74,019			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	939,972			
10 Analysis of line 9:				
a Excess from 2009	104,527			
b Excess from 2010	96,867			
c Excess from 2011	252,785			
d Excess from 2012	305,811			
e Excess from 2013	179,982			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test—enter:				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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))

GAY AND WILLIAM SCOTT

- 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 address of the person to whom applications should be addressed.

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

- c** Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	330,220
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Part XV-2 Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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					
4 Dividends and interest from securities			14	78,916	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	189,574	
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		268,490	0
13 Total. Add line 12, columns (b), (d), and (e)				13	268,490

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

1 Did the organization directly or indirectly engage in any of the 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?		Yes	No
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.		

[illegible]

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

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.

Richard H. [Signature] *Jan 26, '15* *Trustee*

Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
	DONALD J ROMAN		1/19/2015		P00364310
	Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
	Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219			Phone no 412-355-6000	

GAY D & WILLIAM F SCOTT FAMILY FOUNDATION

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

Recipient(s) paid during the year

Name

ALPHA CHI OMEGA FOUNDATION

Street

5939 CASTLE CREEK PKWAY NORTH DR

City

INDIANAPOLIS

State

IN

Zip Code

46250

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,500

Name

SAINT ANNE CATHOLIC CHURCH

Street

2715 CALDER STREET

City

BEAUMONT

State

TX

Zip Code

77702

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

26,500

Name

SYMPHONY LEAGUE OF BEAUMONT INC

Street

PO BOX 12576

City

BEAUMONT

State

TX

Zip Code

77726-2576

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

MONSIGNOR KELLY CATHOLIC HIGH SCHOOL

Street

5950 KELLY DRIVE

City

BEAUMONT

State

TX

Zip Code

77707

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

23,120

Name

LAMAR UNIVERSITY FOUNDATION, INC

Street

PO BOX 11500

City

BEAUMONT

State

TX

Zip Code

77710

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,250

Name

HEART ASSOCIATION OF GREATER HARTFORD

Street

5 BROOKSIDE DRIVE PO BOX 5022

City

WALLINGFORD

State

CT

Zip Code

06492-7522

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

GAY D & WILLIAM F SCOTT FAMILY FOUNDATION

20-3797595 Page 2 of 6

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

Recipient(s) paid during the year

Name

GARTH HOUSE MICKEY MEHAFFY CHILDRENS ADVOCACY PROGRAM INC

Street

1895 MCFADDIN ST

City

BEAUMONT

State

TX

Zip Code

77701-1622

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

4,200

Name

SOUTHERN METHODIST UNIVERSITY

Street

PO BOX 750402

City

DALLAS

State

TX

Zip Code

75275-0402

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

Name

SAFARI CLUB INTERNATIONAL FOUNDATION

Street

4800 W GATES PASS RD

City

TUCSON

State

AZ

Zip Code

85745-9600

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

12,500

Name

CATHOLIC CHARITIES OF SOUTHEAST TEXAS

Street

PO BOX 829

City

BEAUMONT

State

TX

Zip Code

77704-0829

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

32,000

Name

COURT APPOINTED SPECIAL ADVOCATES OF SOUTHEAST TEXAS, INC

Street

2449 CALDER ST

City

BEAUMONT

State

TX

Zip Code

77702-1919

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

11,000

Name

BOY SCOUTS OF AMERICA

Street

4650 W CARDINAL DR

City

BEAUMONT

State

TX

Zip Code

77705-2705

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

48,000

GAY D & WILLIAM F SCOTT FAMILY FOUNDATION

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

Recipient(s) paid during the year

Name

UNITED STATES CONFERENCE OF CATHOLIC BISHOPS

Street

3211 4TH ST NE

City

WASHINGTON

State

DC

Zip Code

20017

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

27,000

Name

KAPPA SIGMA ENDOWMENT FUND

Street

PO BOX 5643

City

CHARLOTTESVILLE

State

VA

Zip Code

22905

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

200

Name

EQUESTRIAN ORDER OF THE HOLY SEPULCHRE OF JERUSALEM SOUTHWESTERN USA LIEUTENANCY

Street

2001 KIRBY DR, STE 902

City

HOUSTON

State

TX

Zip Code

77019

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

Name

SAINT ANTHONY CATHEDRAL BASILICA

Street

PO BOX 3309

City

BEAUMONT

State

TX

Zip Code

77704-3309

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

SYMPHONY OF SOUTHEAST TEXAS, INC

Street

4345 PHELAN BLVD STE 105

City

BEAUMONT

State

TX

Zip Code

77707-2157

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,500

Name

NECHES RIVER FESTIVAL, INC

Street

2643 NORTH ST

City

BEAUMONT

State

TX

Zip Code

77702

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

GAY D & WILLIAM F SCOTT FAMILY FOUNDATION

20-3797595 Page 4 of 6

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

Recipient(s) paid during the year

Name

BIRTHRIGHT OF BEAUMONT

Street

2626 CALDER ST STE 201

City

BEAUMONT

State

TX

Zip Code

77702-1926

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

CATHOLIC RELIEF SERVICES, INC

Street

228 WEST LEXINGTON STREET

City

BALTIMORE

State

MD

Zip Code

21201

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

GIFT OF LIFE

Street

148 S DOWLEN RD PMB 46

City

BEAUMONT

State

TX

Zip Code

77707-1755

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

6,000

Name

TEXAS A&M UNIVERSITY CENTRAL TEXAS FOUNDATION

Street

301 TARROW ST 3RD FLR C/O THE TEXAS A&M UNIVERSITY SSYTEM

City

COLLEGE STATION

State

TX

Zip Code

77840

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

SAINT ANNE CATHOLIC SCHOOL

Street

375 N 11TH STREET

City

BEAUMONT

State

TX

Zip Code

77702-1834

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

7,600

Name

TEXAS STATE UNIVERSITY SYSTEM FOUNDATION INC

Street

200 E 10TH STE 600

City

AUSTIN

State

TX

Zip Code

78701

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

GAY D & WILLIAM F SCOTT FAMILY FOUNDATION

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

Recipient(s) paid during the year

Name

CHRISTUS HEALTH FOUNDATION OF SOUTHEAST TEXAS

Street

2830 CALDER ST

City

BEAUMONT

State

TX

Zip Code

77702

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,000

Name

CAPITAL CAMPAIGN- TOGETHER FOR GOD'S GOOD WORK

Street

3211 4TH ST NE

City

WASHINGTON

State

DC

Zip Code

20017

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

25,000

Name

ST. CHARLES PARISH

Street

130 HARDY AVENUE

City

NEDERLAND

State

TX

Zip Code

77627

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

250

Name

LAW ACADEMY, INC

Street

1909 JEFFERSON DR

City

PORT ARTHUR

State

TX

Zip Code

77642-1845

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,500

Name

BEAUMONT FAMILY SHELTER

Street

470 ORLEANS ST. FIRST FLOOR

City

BEAUMONT

State

TX

Zip Code

77701

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,500

Name

ART MUSEUM OF SOUTHEAST TEXAS

Street

PO BOX 3703

City

BEAUMONT

State

TX

Zip Code

77704-3703

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,600

GAY D & WILLIAM F SCOTT FAMILY FOUNDATION

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

Recipient(s) paid during the year

Name

ST JUDE CHILDREN'S RESEARCH HOSPITAL

Street

262 DANNY THOMAS PLACE

City

MEMPHIS

State

TN

Zip Code

38105-3678

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

ALZHEIMERS DISEASE AND RELATED DISORDERS ASSOCIATION INC

Street

225 N MICHIGAN AVENUE 17TH FLOOR

City

CHICAGO

State

IL

Zip Code

60601-7633

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

Name

HOLY ANGELS CATHOLIC CHURCH

Street

ANGEL FIRE COMMUNITY CENTER 71 VALLEY ROAD

City

ANGEL FIRE

State

NM

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Amount										Totals									
Long Term CG Distributions										Capital Gains/Losses									
Short Term CG Distributions										Other sales									
10,328										0									
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss					
1	X	ALLEGHENY TECH INC	01741R102		3/21/2014	7/31/2014	18,654	18,334					0	320					
2	X	AMERICAN INTERNATIONAL	026874784		2/15/2012	12/11/2013	5,618	3,072					0	2,546					
3	X	AMERICAN INTERNATIONAL	026874784		12/6/2012	16/2014	5,772	3,795					0	1,977					
4	X	AMERICAN INTERNATIONAL	026874784		2/15/2012	16/2014	31,290	16,508					0	14,782					
5	X	AUTOMATIC DATA PROC	053015103		8/17/2010	12/11/2013	2,487	1,307					0	1,180					
6	X	BIOGEN IDEC INC	09062X103		2/7/2014	3/28/2014	20,638	21,893					0	-1,255					
7	X	BLACKROCK GLOBAL LONG	091936526		12/27/2013	4/11/2014	2	3					0	-1					
8	X	BLACKROCK GLOBAL LONG	091936526		10/23/2013	4/11/2014	68,734	69,999					0	-1,265					
9	X	BLACKROCK GLOBAL LONG	091936526		12/27/2013	4/11/2014	867	895					0	-28					
10	X	CDK GLOBAL INC SHS	12508E101		12/21/2011	10/2/2014	922	603					0	319					
11	X	CDK GLOBAL INC SHS	12508E101		8/17/2010	10/2/2014	2,029	1,025					0	1,004					
12	X	CDK GLOBAL INC SHS	12508E101		3/7/2013	10/2/2014	184	142					0	42					
13	X	CDK GLOBAL INC SHS	12508E101		3/7/2013	10/10/2014	9	8					0	1					
14	X	CSX CORP	128408103		1/1/2013	2/5/2014	21,915	22,449					0	-534					
15	X	CSX CORP	128408103		5/5/2014	8/5/2014	22,928	21,892					0	1,036					
16	X	CAPITAL ONE FINL	14040H105		6/12/2013	2/7/2014	2,163	1,842					0	321					
17	X	CAPITAL ONE FINL	14040H105		6/12/2013	2/7/2014	13,390	11,868					0	1,722					
18	X	CAPITAL ONE FINL	14040H105		6/12/2013	8/5/2014	24,133	16,792					0	7,341					
19	X	CELGENE CORP COM	151020104		2/7/2014	3/21/2014	20,241	21,738					0	5,941					
20	X	CHESAPEAKE ENERGY OKLA	165167107		3/20/2012	12/11/2013	6,263	6,096					0	-1,497					
21	X	CHESAPEAKE ENERGY OKLA	165167107		3/20/2012	1/8/2014	12,508	12,501					0	167					
22	X	CHESAPEAKE ENERGY OKLA	165167107		12/6/2012	1/8/2014	22,277	14,890					0	7,387					
23	X	CHEVRON CORP	166764100		12/21/2011	3/5/2014	4,345	3,979					0	366					
24	X	CHEVRON CORP	166764100		3/7/2013	3/5/2014	572	594					0	-22					
25	X	CHEVRON CORP	166764100		8/17/2010	3/5/2014	15,893	10,864					0	5,029					
26	X	CITIGROUP INC COM NEW	172967424		1/8/2014	2/5/2014	28,727	33,503					0	-4,776					
27	X	COMCAST CORP NEW CL A	20030N101		2/7/2014	2/13/2014	21,069	21,728					0	-659					
28	X	CONSOL ENERGY INC COM	20854P109		6/5/2014	7/18/2014	19,449	22,151					0	-2,702					
29	X	DISNEY (WALT) CO COM STK	254687106		2/7/2014	5/5/2014	23,308	21,895					0	1,613					
30	X	DUPONT ET DE NEMOURS	263534109		3/5/2014	7/18/2014	21,324	22,108					0	-784					
31	X	E M C CORPORATION MASS	268648102		8/18/2014	9/26/2014	20,834	21,774					0	-940					
32	X	EOG RESOURCES INC	26875P101		4/16/2014	6/5/2014	23,009	21,722					0	1,287					
33	X	EASTMAN CHEMICAL CO CO	277432100		3/28/2014	7/31/2014	20,075	21,759					0	-1,684					
34	X	EQUINIX INC	28444U502		5/5/2014	9/30/2014	24,524	21,917					0	2,607					
35	X	EXPRESS SCRIPTS HLDG CO	30219G108		3/21/2014	5/5/2014	15,722	18,276					0	-2,554					
36	X	EXPRESS SCRIPTS HLDG CO	30219G108		9/4/2014	9/23/2014	21,317	21,883					0	-566					
37	X	EXXON MOBIL CORP COM	30231G102		2/5/2013	2/5/2014	12,432	12,418					0	14					
38	X	FPA CRESCENT FUND	30254T759		8/12/2010	9/3/2014	7,683	5,470					0	2,213					
39	X	AETNA INC NEW	00817T108		2/5/2014	5/5/2014	22,451	21,310					0	1,141					
40	X	FPA CRESCENT FUND	30254T759		8/12/2010	9/3/2014	1	0					0	1					
41	X	FIFTH THIRD BANCORP	316773100		3/5/2014	8/5/2014	19,566	22,184					0	-2,618					
42	X	FIRST EAGLE	32008F606		4/17/2014	6/4/2014	203,851	200,034					0	3,817					
43	X	FIRST HORIZON NTNL CORP	320517105		1/13/2013	11/14/2013	11	11					0	0					
44	X	FLUOR CORP NEW DEL CON	343412102		2/7/2014	5/5/2014	20,877	21,710					0	-833					
45	X	FREEMONT-MCMORAN INC	35671D857		8/18/2014	9/4/2014	21,253	21,808					0	-555					
46	X	GENL DYNAMICS CORP CON	369550108		8/18/2014	9/5/2014	22,361	21,681					0	680					
47	X	GILEAD SCIENCES INC COM	375558103		2/7/2014	3/21/2014	20,079	21,538					0	-1,459					
48	X	GOOGLE INC CL A	38259P508		8/18/2014	9/30/2014	21,718	21,968					0	-250					
49	X	HALLIBURTON COMPANY	405216101		7/18/2014	9/23/2014	20,450	21,681					0	-1,231					
50	X	OAKMARK GLOBAL SELECT	413838822		7/16/2012	11/18/2013	25,213	17,112					0	8,101					
51	X	OAKMARK GLOBAL SELECT	413838822		7/16/2012	11/18/2013	12	8					0	4					
52	X	HESS CORP	42808H107		1/8/2013	12/11/2013	1,274	882					0	392					
53	X	HONEYWELL INTL INC DEL	438516106		1/8/2013	2/7/2014	12,998	9,319					0	3,679					
54	X	HONEYWELL INTL INC DEL	438516106		10/14/2011	12/11/2013	1,386	785					0	601					
55	X	HONEYWELL INTL INC DEL	438516106		12/21/2011	7/18/2014	12,157	6,828					0	5,329					
56	X	HUNTINGN BANCORP INC MC	446150104		10/14/2011	12/11/2013	14,472	7,361					0	7,111					
57	X	HUNTINGN BANCORP INC MC	446150104		8/5/2013	2/7/2014	12,765	12,437					0	328					
58	X	HUNTINGN BANCORP INC MC	446150104		8/5/2013	7/18/2014	23,052	20,971					0	2,081					
59	X	ILLUMINA INC COM	452327109		8/18/2014	9/26/2014	20,780	21,689					0	-909					
60	X	IVY ASSET STRATEGY	466001864		4/12/2013	11/18/2013	25	20					0	5					
61	X	IVY ASSET STRATEGY	466001864		10/14/2011	11/18/2013	15,882	12,065					0	3					
62	X	IVY ASSET STRATEGY	466001864		4/12/2013	12/24/2014	46,341	39,991					0	6,350					
63	X	IVY ASSET STRATEGY	466001864		4/12/2013	12/24/2014	29	21					0	8					
64	X	IVY ASSET STRATEGY	466001864		10/14/2011	12/24/2014	62,039	48,580					0	15,479					
65	X	JOHNSON AND JOHNSON CO	478160104		3/7/2013	12/11/2013	1,679	1,403					0	276					
66	X	KINDER MORGAN MANAGEM	49455U100		11/13/2013	11/14/2013	75	75					0	0					
67	X	KINDER MORGAN MANAGEM	49455U100		11/13/2013	11/14/2013	75	75					0	0					
68	X	KINDER MORGAN MANAGEM	49455U100		11/13/2013	11/14/2013	75	75					0	0					

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

Totals										Amount		10,328		
Long Term CG Distributions										Short Term CG Distributions				
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
137	X SPDR INDEX SHS FDS	78463X202			8/19/2013		9/10/2014	45,979	41,560				0	4,419
138	X SPDR INDEX SHS FDS	78463X202			10/10/2013		9/10/2014	46,184	44,409				0	1,775
139	X SPDR INDEX SHS FDS	78463X202			10/10/2013		10/17/2014	77,409	82,931				0	-5,522
140	X SKYWORKS SOLUTIONS INC	83088M102			6/5/2014		9/30/2014	27,448	22,098				0	5,350
141	X THIRD AVENUE FOCUSED	884116708			3/7/2013		8/1/2014	23,697	21,694				0	2,003
142	X THIRD AVENUE FOCUSED	884116708			3/7/2013		8/1/2014	7	6				0	1
143	X THIRD AVENUE FOCUSED	884116708			4/1/2013		8/1/2014	3	2				0	1
144	X THIRD AVENUE FOCUSED	884116708			3/7/2013		9/9/2014	13,161	12,275				0	886
145	X THIRD AVENUE FOCUSED	884116708			4/1/2013		9/9/2014	5	4				0	1
146	X THIRD AVENUE FOCUSED	884116708			4/1/2013		9/9/2014	35,495	33,679				0	1,816
147	X 3M COMPANY	88579Y101			9/18/2012		12/11/2013	2,426	1,779				0	647
148	X VANGUARD DIVIDEND	921908844			12/5/2012		12/11/2013	3,662	2,991				0	671
149	X VANGUARD DIVIDEND	921908844			3/7/2013		7/17/2014	15,093	12,640				0	2,453
150	X VANGUARD DIVIDEND	921908844			12/5/2012		7/17/2014	18,498	14,297				0	4,201
151	X WELLS FARGO & CO NEW DE	949746101			8/3/2012		7/17/2014	64,318	52,893				0	11,425
152	X WELLS FARGO & CO NEW DE	949746101			8/3/2012		7/17/2014	2,275	1,793				0	482
153	X WISDOMTREE EMERGING MR	97717W315			10/15/2013		7/2/2014	15,310	11,686				0	3,624
154	X WISDOMTREE TRUST JAPAN	97717W851			3/7/2013		12/1/2014	100,391	111,455				0	-11,064
155	X WISDOMTREE TRUST JAPAN	97717W851			3/7/2013		12/1/2014	43,500	36,867				0	6,633
156	X WISDOMTREE TRUST JAPAN	97717W851			3/7/2013		4/1/2014	224	216				0	8
157	X WISDOMTREE TRUST JAPAN	97717W851			3/7/2013		4/1/2014	44,023	41,950				0	2,073
158	X EATON CORP PLC	G29183103			12/4/2012		11/1/2013	27,207	19,817				0	7,390
159	X EATON CORP PLC	G29183103			12/4/2012		7/2/2014	12,674	9,241				0	3,433
160	X EATON CORP PLC	G29183103			3/7/2013		6/5/2014	7,086	6,482				0	606
161	X ENSCO PLC SHS OL A	G3157S106			12/4/2012		8/5/2014	13,635	10,371				0	3,264
162	X NOBLE CORP PLC SHS	G65431101			5/5/2014		8/5/2014	21,384	21,979				0	-595
163	X PARAGON OFFSHORE PLC SI	G6S01W108			5/5/2014		8/15/2014	18,670	19,217				0	-547
164	X PARAGON OFFSHORE PLC SI	G6S01W108			5/5/2014		8/15/2014	6	8				0	-2
165	X CHECK POINT SOFTWARE TEC	M2246S104			5/5/2014		8/19/2014	2,189	2,705				0	-516
166	X NXP SEMICONDUCTORS N V	N6596X109			2/7/2014		6/5/2014	21,634	21,769				0	65
167	X				2/7/2014		9/30/2014	29,217	21,924				0	7,293

Part I, Line 16b (990-PF) - Accounting Fees

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

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

		24,799	14,880	0	9,920
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	MERILL LYNCH FEES AS AGENT	24,799	14,880		9,920

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

		5,175	730	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	730	730		
2	PY EXCISE TAX DUE	1,299			
3	ESTIMATED EXCISE PAYMENTS	3,146			

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

		517	0	0	517
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	OTHER MISC FEES	517			517

Part II, Line 10b (990-PF) - Investments - Corporate Stock

Description		Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1						
2	FRANKLIN RES INC COM	0		21,609		21,744
3	MC DONALDS CORPORATION COMMON	0		17,182		20,714
4	NORFOLK SOUTHERN CORP	0		21,351		25,668
5	PROCTER & GAMBLE CO COM	0		21,706		22,952
6	WAL MART STORES INC	0		16,283		22,805
7	UNITED TECHNOLOGIES CORP	0		21,737		19,902
8	JOHNSON & JOHNSON COM	0		19,938		27,592
9	STATE ST CORP COM	0		21,729		22,638
10	WELLS FARGO & CO NEW	0		16,675		25,377
11	EXXON MOBIL CORP	0		21,229		22,920
12	J P MORGAN CHASE & CO	0		21,589		22,801
13	PRICE T ROWE GROUP INC	0		21,646		22,575
14	3M CO	0		17,495		28,755
15	AUTOMATIC DATA PROCESSING INC COM	0		12,246		25,106
16	MICROSOFT CORP COM	0		17,038		29,719
17	HESS CORP	0		15,479		23,832
18	ACE LIMITED	0		21,045		21,532
19	LYONDELLBASELL INDUSTRIE	0		21,553		17,776
20	GENERAL MOTORS CO	0		21,402		18,966
21	CITIGROUP INC COM NEW	0		21,607		23,339

Part II, Line 13 (990-PF) - Investments - Other

		2,477,364	2,629,292	2,790,186
		Book Value	Book Value	FMV
		Beg. of Year	End of Year	End of Year
1	Asset Description	Basis of Valuation		
2	T ROWE PRICE INTL EUROPEAN STOCK F		0	101,301
3	LOOMIS SAYLES INVT TR BD FD INSTL C		0	79,248
4	ISHARES TR		0	217,823
5	UAM FPA CRESCENT PORT		0	66,604
6	VANGUARD DIVIDEND		0	157,190
7	MATTHEWS ASIA PACIFIC		0	172,976
8	WISDOMTREE JAPAN DIV FD		0	232,395
9	VANGUARD FTSE ALL WORLD		0	318,983
10	OAKMARK GLOBAL SELECT		0	195,497
11	TCW TOTAL RETURN		0	152,301
12	PIMCO ALL ASSET ALL		0	31,596
13	SPDR S AND P INTL DVD		0	106,237
14	DOUBLELINE TOTAL RETURN		0	216,214
15	LOOMIS SAYLES CORE PLUS		0	138,366
16	DOUBLELINE CORE FIXED		0	138,947
17	ISHARES HIGH DIV EQ FUND		0	64,752
18	MAINSTAY MARKETFIELD		0	63,200
19	WELLS FARGO ABSOLUTE		0	65,339
20	JOHN HANCOCK GLOBAL ABS		0	32,045
21	GOTHAM ABSOLUTE RETURN		0	67,038
22	KOPERNIK GLOBAL ALL CAP		0	172,134

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	WILLIAM SCOTT		5255 N TWIN CITY HWY	NEDERLANDS	TX	77627		PRESIDENT	2 00	0	0	0
2	GAY SCOTT		5255 N TWIN CITY HWY	NEDERLANDS	TX	77627		SECRETARY /TREASURER	2 00	0	0	0
3	WILLIAM SCOTT		5255 N TWIN CITY HWY	NEDERLANDS	TX	77627		VICE PRESIDENT	2 00	0	0	0
4	JAMES SCOTT		5255 N TWIN CITY HWY	NEDERLANDS	TX	77627		VICE PRESIDENT	2 00	0	0	0

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

	Date	Amount
1 Credit from prior year return	1	0
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	3,146
7 Total	7	3,146