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Return of Private Foundation

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

OMB No. 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue ServiceDo 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.

For calendar year 2013 or tax year beginning

DEC 1, 2013

, and ending

NOV 30, 2014

Name of foundation

GEORGE & FAY YOUNG FOUNDATION INC

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

14850 MONTFORT DRIVE, SUITE 269

City or town, state or province, country, and ZIP or foreign postal code

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

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)

\$ 71,801,271.

J Accounting method:

☒

Cash

☐

Accrual

☐ Other (specify)

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

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

(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	1,049,232.		N/A	
	2	Check ☐ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	11.	11.		STATEMENT 1
	4	Dividends and interest from securities	1,125,379.	1,125,379.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	4,942,910.			
	b	Gross sales price for all assets on line 6a	16,894,653.			
	7	Capital gain net income (from Part IV, line 2)		4,942,910.		
	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	100,296.	100,296.		STATEMENT 3	
12	Total. Add lines 1 through 11	7,217,828.	6,168,596.			
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	20,000.	5,000.		15,000.
	14	Other employee salaries and wages	212,631.	0.		212,631.
	15	Pension plans, employee benefits	29,276.	0.		29,276.
	16a	Legal fees	2,814.	1,065.		1,749.
	b	Accounting fees	22,533.	6,316.		16,217.
	c	Other professional fees	313,403.	296,547.		16,856.
	17	Interest				
	18	Taxes	172,131.	22,414.		12,749.
	19	Depreciation and depletion	1,047.	0.		
	20	Occupancy	14,375.	0.		14,375.
	21	Travel, conferences, and meetings	4,113.	0.		4,113.
	22	Printing and publications				
	23	Other expenses	86,957.	76,234.		7,668.
	24	Total operating and administrative expenses. Add lines 13 through 23	879,280.	407,576.		330,634.
	25	Contributions, gifts, grants paid	2,667,000.			2,667,000.
26	Total expenses and disbursements. Add lines 24 and 25	3,546,280.	407,576.		2,997,634.	
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements	3,671,548.				
b	Net investment income (if negative, enter -0-)		5,761,020.			
c	Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	2,104.	1,854.	1,854.	
	2 Savings and temporary cash investments	2,856,283.	2,654,261.	2,654,261.	
	3 Accounts receivable ▶ 21,125.				
	Less: allowance for doubtful accounts ▶	21,128.	21,125.	21,125.	
	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	41,244,889.	42,520,703.	64,072,234.	
	c Investments - corporate bonds STMT 11	0.	1,969,601.	1,968,806.	
	11 Investments - land, buildings, and equipment basis ▶				
Liabilities	Less accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other STMT 12	3,601,037.	4,233,242.	3,080,805.	
	14 Land, buildings, and equipment: basis ▶ 37,754.				
	Less accumulated depreciation STMT 9 ▶ 36,562.	4,989.	1,192.	1,192.	
	15 Other assets (describe ▶ RENT DEPOSIT)	994.	994.	994.	
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	47,731,424.	51,402,972.	71,801,271.	
	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	4,574,194.	8,245,742.		
	30 Total net assets or fund balances	47,731,424.	51,402,972.		
	31 Total liabilities and net assets/fund balances	47,731,424.	51,402,972.		

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	47,731,424.
2 Enter amount from Part I, line 27a	2	3,671,548.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	51,402,972.
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	51,402,972.

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 16,894,653.		11,951,743.	4,942,910.

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			4,942,910.

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	4,942,910.
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))
2012	2,493,131.	61,031,469.	.040850
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

2 Total of line 1, column (d)	2	.244132
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	.048826
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	69,271,105.
5 Multiply line 4 by line 3	5	3,382,231.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	57,610.
7 Add lines 5 and 6	7	3,439,841.
8 Enter qualifying distributions from Part XII, line 4	8	2,997,634.

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	115,220.
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	115,220.
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	115,220.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	125,500.	
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	125,500.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	10,280.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☒ 10,280. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>GFYFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>CAROL Y MARVIN</u> Telephone no. ► <u>972-404-4001</u> Located at ► <u>14850 MONTFORT DRIVE, SUITE 269, DALLAS, TX</u> ZIP+4 ► <u>75254</u>			
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	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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 ►		
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 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.) 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 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)?

☐ 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 13		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 - 14850 MONTFORT DRIVE, SUITE 269, DALLAS, TX 75254	GRANT OFFICER 40.00	173,732.	24,625.	0.

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

0

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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.
	0.
Total. Add lines 1 through 3	0.

Form 990-PF (2013)

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	64,186,918.
b	Average of monthly cash balances	1b	3,034,988.
c	Fair market value of all other assets	1c	3,104,089.
d	Total (add lines 1a, b, and c)	1d	70,325,995.
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	70,325,995.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,054,890.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	69,271,105.
6	Minimum investment return. Enter 5% of line 5	6	3,463,555.

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	3,463,555.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	115,220.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	115,220.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,348,335.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,348,335.
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	3,348,335.

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	2,997,634.
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	2,997,634.
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	2,997,634.

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				3,348,335.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			2,662,999.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 2,997,634.				
a Applied to 2012, but not more than line 2a			2,662,999.	
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 2013 distributable amount				334,635.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				3,013,700.
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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 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)

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.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

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
<u>1</u>	CHARITABLE LEAD UNITRUST U/W GEORGE YOUNG 14850 MONTFORT DRIVE, SUITE 267 DALLAS, TX 75254	\$ <u>1,049,232.</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Employer identification number

75-2478225

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

[illegible]

Name of organization

Employer identification number

GEORGE & FAY YOUNG FOUNDATION INC**75-2478225****Part III**

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ► \$ _____

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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 5	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	PART IV - STATEMENT 8	P	VARIOUS	VARIOUS
o	PART IV - STATEMENT 8	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	94,739.	89,610.	5,129.
b	755,261.	471,560.	283,701.
c	342,408.	391,439.	-49,031.
d	426,188.	326,717.	99,471.
e	129,914.	103,510.	26,404.
f	317,724.	338,149.	-20,425.
g	175,451.	205,648.	-30,197.
h	1,381,128.	793,922.	587,206.
i	298,401.	234,648.	63,753.
j	1,671,780.	982,121.	689,659.
k	104,436.	107,767.	-3,331.
l	1,847,194.	1,716,881.	130,313.
m	2,893,876.	1,732,539.	1,161,337.
n	1,701,379.	1,440,588.	260,791.
o	4,285,211.	2,782,953.	1,502,258.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			5,129.
b			283,701.
c			-49,031.
d			99,471.
e			26,404.
f			-20,425.
g			-30,197.
h			587,206.
i			63,753.
j			689,659.
k			-3,331.
l			130,313.
m			1,161,337.
n			260,791.
o			1,502,258.

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 PARTNERSHIP FLOW THROUGH CAPITAL LOSSES		P	VARIOUS	VARIOUS
b ADJUSTMENT FOR BROADCOM COST		P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS				
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		233,020.	-233,020.
b		671.	-671.
c 469,563.			469,563.
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			-233,020.
b			-671.
c			469,563.
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	4,942,910.
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	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
NORTHERN TRUST BANK	11.	11.	
TOTAL TO PART I, LINE 3	11.	11.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
THE NORTHERN TRUST COMPANY	469,563.	469,563.	0.	0.	
THE NORTHERN TRUST COMPANY	1,093,038.	0.	1,093,038.	1,093,038.	
THE NORTHERN TRUST COMPANY-BOND ACCRUED INTEREST	-589.	0.	-589.	-589.	
THE NORTHERN TRUST COMPANY-BONDS	32,930.	0.	32,930.	32,930.	
TO PART I, LINE 4	1,594,942.	469,563.	1,125,379.	1,125,379.	

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	100,296.	100,296.	
TOTAL TO FORM 990-PF, PART I, LINE 11	100,296.	100,296.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	2,814.	1,065.		1,749.
TO FM 990-PF, PG 1, LN 16A	2,814.	1,065.		1,749.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	22,533.	6,316.		16,217.
TO FORM 990-PF, PG 1, LN 16B	22,533.	6,316.		16,217.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY	23,751.	23,751.		0.
INVESTMENT CONSULTANT	235,131.	235,131.		0.
ADMINISTRATION FEES	16,856.	0.		16,856.
NORTHERN TRUST CUSTODY FEES	37,665.	37,665.		0.
TO FORM 990-PF, PG 1, LN 16C	313,403.	296,547.		16,856.

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)	22,414.	22,414.		0.	
TAX ON INVESTMENT INCOME	136,968.	0.		0.	
PAYROLL TAXES	12,749.	0.		12,749.	
TO FORM 990-PF, PG 1, LN 18	172,131.	22,414.		12,749.	

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	76,539.	76,234.		0.	
OFFICE SUPPLIES	6,635.	0.		6,635.	
DISTRIBUTION EXPENSE	84.	0.		84.	
REGISTRATION FEE	50.	0.		50.	
WEBSITE EXPENSES	600.	0.		600.	
BUSINESS MEALS	77.	0.		77.	
MAINTENANCE AND REPAIRS	222.	0.		222.	
AMORTIZATION	2,750.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	86,957.	76,234.		7,668.	

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.	5,000.	0.	0.
SOFTWARE	7,500.	7,500.	0.	0.
2 COMPUTERS	2,224.	2,224.	0.	0.
FILE CABINET	780.	610.	170.	170.
SOFTWARE-2 YR RENEWAL	5,000.	5,000.	0.	0.
SOFTWARE-2 YR RENEWAL	5,500.	4,813.	687.	687.
DELL COMPUTER	866.	531.	335.	335.
TO 990-PF, PART II, LN 14	37,754.	36,562.	1,192.	1,192.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT: PT II-1	42,520,703.	64,072,234.
TOTAL TO FORM 990-PF, PART II, LINE 10B	42,520,703.	64,072,234.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT: PT II-2	1,969,601.	1,968,806.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,969,601.	1,968,806.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CROSSROADS 1997 VENTURE CAPITAL I LP	COST	246,350.	110,965.
CROSSROADS 1997 EUROPEAN PVT EQUITY I LP	COST	69,147.	16,860.
FT WASHINGTON PRIVATE EQ INV III	COST	117,278.	71,061.
NB CROSSROADS FUND XVIII LP	COST	222,745.	243,398.
SVB STRATEGIC INVESTORS FUND III LP	COST	203,357.	341,071.
ALTERNATIVE INVESTMENTS INSTITUTIONAL LP	COST	1,176,114.	1,027,785.
NATURAL RESOURCE FUND	COST	1,035,389.	428,094.

KNIGHTSBRIDGE VENTURE CAPITAL VIII LP	COST	162,862.	115,531.
NYES LEDGE CAPITAL OFFSHORE FUND LTD	COST	1,000,000.	726,040.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,233,242.	3,080,805.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 13
TRUSTEES AND FOUNDATION MANAGERS

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/ASSIS 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 14850 MONTFORT DRIVE, SUITE 267 DALLAS, TX 75254	DIRECTOR 1.00	5,000.	0.	0.
JOHN C FRANKLIN 9400 N CENTRAL EXPY, SUITE 307 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.
CHRISTOPHER M SHAW 14850 MONTFORT DRIVE, SUITE 269 DALLAS, TX 75254	DIR/EVP/SEC/TREAS 40.00	0.	0.	0.
MARGARET E MARVIN 14850 MONTFORT DRIVE, SUITE 269 DALLAS, TX 75254	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		20,000.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 14

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
1,650	ACTUANT	61,278.05	48,444.00
1,700	AIR LEASE	47,558.17	64,651.00
1,070	ALERE INC	36,149.74	42,682.30
900	ALLETE INC	38,314.68	45,873.00
1,670	AMERICAN EQUITY INVT LIFE	30,749.35	45,090.00
1,720	BANCORPSOUTH INC	29,061.12	37,650.80
1,700	BLOOMIN BRANDS INC	37,262.64	38,709.00
1,190	BONANZ CREEK ENERGY INC	58,853.00	32,391.80
4,070	CAPITOL FEDERAL FINANCIAL	49,448.67	50,956.40
950	CBOE HOLDINGS INC	25,864.47	56,914.50
2,600	CHEMTURA CORPORATION	44,105.82	60,580.00
200	CIRCOR INTL	4,946.70	13,390.00
1,450	CST BRANDS INC.	45,271.03	63,307.00
700	DELTIC TIMBER CORP	33,209.68	43,575.00
5,930	DENNYS CORP	23,303.88	57,461.70
1,100	DIEBOLD INC	38,540.70	39,798.00
390	DINEEQUITY INC	22,479.60	38,738.70
960	ENPRO INDS INC	30,126.58	61,939.20
890	ESCO TECHNOLOGIES	30,255.57	32,057.80
3,200	FAIRCHILD SEMICONDUCTOR INTL	45,291.18	51,616.00
4,460	FEDERAL MOGUL CORP	77,861.41	69,219.20
2,230	FIRST AMERN FINL CORP	31,746.62	71,382.30
1,757	FIRSTMERIT CORP	29,352.41	31,432.73
2,810	FLOWERS FOODS INC	22,314.98	54,795.00
2,370	FORESTAR GROUP INC.	45,816.24	37,920.00
800	FORTUNE BRANDS HOME	13,166.00	35,936.00
640	FOSTER L B CO	10,529.47	29,664.00
1,030	FTD COS INC	33,568.68	35,699.80
1,030	GAMING & LEISURE PPTYS	38,538.14	32,857.00
1,240	GENERAC HLDGS INC	44,723.67	53,791.20
500	GENESEE & WYO INC	26,956.65	49,295.00
1,130	HANOVER INS GROUP	46,714.20	80,546.40
2,120	HARSCO CORP	55,800.31	41,043.20
2,320	HELIX ENERGY SOLUTIONS	54,481.14	53,058.40
1,940	HILLENBRAND INC.	55,085.19	62,390.40
910	IBERIABANK CORP	40,286.82	59,441.20
1,770	ITT CORP	36,176.84	73,278.00
1,310	JOHN BEAN TECH CORP	19,014.13	39,745.40
900	KAISER ALUM CORP	28,969.71	65,502.00
2,050	KAPSTONE PAPER & PACKAGING	55,230.69	61,232.50

STATEMENT PT II-1

PART II, LINE 10b

		End of Year	
		Book Value	Market Value
1,750	KNOWLES CORP	55,036.91	36,557.50
3,730	MITEL NETWORKS CORP	36,995.02	39,612.60
2,260	NORTHWEST BANCSHARES	26,109.15	28,453.40
1,020	NORTHWESTERN CORP	36,005.40	54,294.60
590	OIL STS INTL INC	37,658.40	29,411.50
1,010	ONE GAS INC	36,384.34	39,208.20
1,260	PENSKE AUTOMOTIVE GROUP	26,002.08	59,661.00
1,500	PNM RES INC.	31,677.16	43,440.00
3,250	PROVIDENT FINL SVCS	58,822.84	56,160.00
790	REGAL BELOIT	51,051.20	57,132.80
1,290	REXNORD CORP	38,043.18	35,539.50
2,360	RITCHIE BROS AUCTIONEERS INC	52,599.08	61,666.80
1,470	RYMAN HOSPITALITY PPTYS	62,786.41	76,557.60
1,790	SABRA HEALTH CARE REIT	37,821.96	50,674.90
1,600	SALLY BEAUTY HLDGS	13,750.88	50,640.00
2,330	SANCHEZ ENERGY	53,246.16	26,305.70
1,820	SCRIPPS E W CO	36,275.97	35,635.60
810	SENSIENT TECHNOLOGIES	44,424.89	47,749.50
5,750	SLM CORP	49,191.83	55,660.00
1,090	SMITH A O	20,649.01	58,783.70
5,123	SPIRIT RLTY CAP INC	50,865.49	59,990.33
1,570	SYNOVUS FINL CORP	37,668.23	40,569.80
1,650	TIME INC NEW	39,163.74	39,501.00
3,810	TRI POINTE HOMES INC	63,433.94	58,140.60
1,110	UMB FINL CORP	61,388.57	61,593.90
2,620	UNITED FINANCIAL BANCORP	33,838.50	36,103.60
830	VAIL RESORTS INC	33,109.29	72,741.20
1,790	VECTREN CORP	50,048.09	79,135.90
1,367	VERINT SYS INC.	39,786.63	82,279.73
2,310	VIEWPOINT FINL GROUP	30,288.62	55,070.40
490	WEX INC	11,909.54	55,409.20
1,200	WINTRUST FINL	40,101.69	53,628.00
1,280	WRIGHT MED GROUP INC	37,675.39	37,491.20
2,795	ABBVIE INC	88,124.59	193,414.00
7,750	ALTRIA GROUP	108,673.17	389,515.00
2,065	AMERICAN EXPRESS	112,423.78	190,847.30
4,365	AMERIPRISE FINL INC	345,303.72	575,176.05
1,510	ANTHEM INCORP	183,871.49	193,144.10
3,270	APPLE INC	237,941.18	388,901.10
1,545	BLACKROCK INC.	290,558.69	554,778.60

STATEMENT: PT II-1

PART II, LINE 10b

		End of Year	
		Book Value	Market Value
3,990	CAMERON INTL CORP	251,181.76	204,607.20
5,565	CBS CORP	329,995.07	305,407.20
620	CF INDS HOLDGS	121,660.43	166,253.00
1,490	CHEVRON CORP	113,567.80	162,216.30
11,280	CISCO SYSTEMS	216,307.73	311,779.20
5,230	CITIGROUP INC	204,271.59	282,263.10
2,620	CONOCOPHILLIPS	121,792.08	173,103.40
4,550	CVS HEALTH CORP	363,995.91	415,688.00
6,030	DELPHI AUTOMOTIVE PLC	337,339.90	439,888.50
5,615	DISCOVER FINL SVCS	353,541.52	368,063.25
2,550	DOMINION RES INC	88,663.50	185,002.50
9,305	EMC CORP	266,280.33	282,406.75
6,215	EXPRESS SCRIPTS	345,950.72	516,777.25
14,750	GANNETT INC.	381,223.56	480,112.50
14,350	GENERAL ELECTRIC	294,149.47	380,131.50
4,340	GILEAD SCIENCES INC	361,451.79	435,388.80
2,355	GOLDMAN SACHS GROUP	375,960.21	443,705.55
347	GOOGLE INC CL A	82,215.04	190,530.76
347	GOOGLE INC COM	81,952.37	188,015.01
4,160	HALLIBURTON CO	275,232.89	175,552.00
14,850	HEWLETT PACKARD CO	362,355.13	580,041.00
5,195	HOME DEPOT	322,570.41	516,383.00
4,700	ILL TOOL WKS	209,640.68	446,171.00
15,680	INTEL CORP	361,035.99	584,080.00
4,575	INVESCO LTD	183,467.57	184,647.00
7,210	JPMORGAN CHASE	303,990.07	433,753.60
5,115	LINCOLN NATL CORP	250,861.14	289,662.45
4,760	MACYS INC	225,906.80	308,971.60
1,990	MARATHON PETROLEUM	56,036.49	179,279.10
2,265	MCKESSON CORP	76,044.01	477,371.40
2,930	MERCK & CO	131,202.18	176,972.00
3,740	NORFOLK SOUTHERN	286,101.50	417,533.60
7,030	ORACLE CORP	93,310.44	298,142.30
3,070	OSHKOSH CORP	169,667.15	139,378.00
5,580	PFIZER INC	127,442.18	173,817.00
2,190	PHILIP MORRIS INTL	92,155.20	190,376.70
4,160	PHILLIPS 66	226,142.22	303,763.20
4,805	QUALCOMM INC	183,446.26	350,284.50
4,380	SEAGATE TECHNOLOGIY PLC	273,950.83	289,561.80
2,540	STATE STR CORP	112,312.63	194,894.20

STATEMENT. PT II-1

PART II, LINE 10b

		End of Year	
		Book Value	Market Value
2,125	STRYKER CORP	172,590.81	197,433.75
5,855	TE CONNECTIVITY LTD	219,050.55	375,891.00
5,260	UNION PAC CORP	130,605.80	614,210.20
4,125	UNITED RENTALS INC	230,021.41	467,403.75
1,730	UNITED TECHNOLOGIES CORP	88,835.50	190,438.40
4,070	UNITEDHEALTH GROUP	164,687.38	401,424.10
1,850	VERIZON COMMUNICATIONS	93,776.69	93,591.50
7,570	WELLS FARGO	254,956.56	412,413.60
2,300	WHIRLPOOL CORP	340,547.82	428,191.00
2,290	ZIMMER HLDGS INC	190,502.32	257,144.10
6,000	ABBOTT LABS COM	167,521.58	267,060.00
2,500	ABBVIE INC	54,378.59	173,000.00
5,200	AKAMAI TECHNOLOGIES	127,811.06	335,972.00
600	AMAZON COM	138,889.15	203,184.00
1,470	APPLE INC	95,888.84	174,827.10
7,000	CABOT OIL & GAS	11,760.00	231,280.00
3,700	CELGENE CORP	101,971.63	420,653.00
1,600	CITRIX SYS	101,939.84	106,096.00
5,000	COCA-COLA COMPANY	122,101.20	224,150.00
2,000	COLGATE PALMOLIVE	40,342.50	139,180.00
4,500	COMERICA INC	125,172.00	209,745.00
12,000	COML METALS CO	156,807.54	196,080.00
2,500	CULLEN FROST BANKERS	122,675.50	186,650.00
3,500	CVS HEALTH CORP	58,133.60	319,760.00
3,000	DANAHER CORP	91,506.75	250,680.00
2,500	DOVER CORP	179,942.64	192,475.00
7,000	EMC CORP	96,218.80	212,450.00
1,200	EOG RESOURCES INC	108,230.76	104,064.00
3,000	FMC CORP	65,710.23	163,200.00
3,000	GENERAL ELECTRIC CO	86,125.00	79,470.00
4,000	GULFPORT ENERGY	86,934.40	190,920.00
125	HALYARD HEALTH	1,833.90	4,901.25
3,000	HOME DEPOT INC	84,645.27	298,200.00
2,700	HONEYWELL INTL	96,064.73	267,489.00
4,000	JPMORGAN CHASE	137,614.15	240,640.00
1,000	KIMBERLY-CLARK CORP	42,642.51	116,590.00
2,500	KOHL'S CORP	109,470.64	149,050.00
4,000	MONDELEZ INTL	89,222.32	156,800.00
5,250	NATL INSTRS CORP	94,552.50	168,997.50
3,200	NATL FUEL GAS CO	147,683.52	221,664.00

STATEMENT: PT II-1

PART II, LINE 10b

		End of Year	
		Book Value	Market Value
11,500	NUANCE COMMUNICATIONS INC	192,601.00	173,995.00
4,500	OASIS PETE INC	159,572.55	82,710.00
3,800	ORACLE CORP	16,783.33	161,158.00
2,200	PALL CORP	132,228.14	211,442.00
1,400	PEPSICO INC	50,487.50	140,140.00
5,000	PERKINELMER INC	131,212.30	227,350.00
15,000	PIER 1 IMPORTS	234,872.70	207,000.00
2,500	PROCTOR & GAMBLE CO	160,339.76	226,075.00
3,200	RANGE RES CORP	151,913.68	210,080.00
1,000	ROCKWELL COLLINS	53,150.00	85,530.00
1,500	SCHLUMBERGER LIMITED	35,037.51	128,925.00
3,300	SM ENERGY CO	139,780.96	143,385.00
6,500	SUN TR BANKS INC	204,587.50	255,385.00
2,800	THERMO FISHER CORP	110,704.50	362,012.00
2,800	TIFFANY & CO	92,350.24	302,176.00
3,400	TIME WARNER	98,813.76	289,408.00
8,000	TRIMBLE NAV LTD	87,104.25	225,000.00
4,500	WALGREEN CO	172,789.00	308,745.00
4,000	WELLS FARGO & CO	69,963.75	217,920.00
2,000	WESCO INTL INC	101,461.34	164,780.00
7,500	ZIONS BANCORP	212,833.50	210,450.00
2,225	CSL LTD	46,445.09	78,297.75
846	ANHEUSER BUSCH	65,096.92	98,973.54
1,419	CANADIAN NATL RY	60,692.33	100,819.95
1,856	IMPERIAL OIL LTD	80,675.55	80,884.48
219	BAIDU INC	20,589.40	53,679.09
2,064	NOVO-NODISK	78,668.81	93,829.44
4,827	AIR LIQUIDE	94,178.28	121,254.24
2,222	DASSAULT SYS	102,229.56	144,985.50
3,006	L OREAL CO	68,833.50	102,444.48
1,301	LVMY MOET HENNESSY LOUIS VUITTON	37,744.49	46,211.52
5,701	SCHNEIDER ELEC SA	57,868.53	92,755.27
2,447	BAYERISCHE MOTOREN WERKE	81,376.93	93,010.47
4,529	FUCHS PETROLUB	54,276.23	46,376.96
7,553	ALLIANZ SE	73,990.76	129,685.01
1,663	FRESENIUS MED CARE	57,257.89	61,364.70
2,260	LINDE AG-SPONSORED	43,077.36	42,533.20
1,581	SAP SE-SPONSORED	98,001.06	111,175.92
6,315	AIA GROUP LTD	94,072.18	146,002.80
2,741	HONG KNOG EXCHANGES	43,946.18	59,561.93

STATEMENT. PT II-1

PART II, LINE 10b

		End of Year	
		Book Value	Market Value
1,240	XINYI GLASS HLDGS	12,288.40	13,255 60
1,903	ICICI BK LTD	61,783.37	112,067 67
1,437	JGC CORP	89,951 94	61,604 19
2,075	MITSUBISHI ESTATE LTD	61,639.74	46,749.75
835	MONOTARO CO LTD	19,129 46	19,998 25
4,210	FANUC CORP	112,141.89	118,343 10
5,217	SYSMEX CORP	57,337 05	114,513.15
1,118	DBS GROUP HLDGS LTD	51,255.93	67,918 50
3,573	MTN GROUP LTD	66,768 99	70,316.64
712	SASOL LTD	29,027.45	29,939.60
6,038	BANCO BILBAO VIZCAYA	58,833 97	64,666 98
2,336	ATLAS COPCO	49,007.41	67,580.48
1,849	SVENSKA HANDELSBANKEN	30,674 44	45,134 09
2,075	NESTLE	122,955 99	155,728 75
3,695	ROCHE HLDG LTD	78,685.95	138,414 70
1,723	SONOVA HLDG	31,591.54	52,120.75
1,802	SWATCH GROUP	33,321 33	44,508 40
7,887	TAIWAN SEMICONDUCTOR MFG	119,681.55	185,107.89
15,838	TURKIYE GARANTI BANKASI	59,556.90	69,370.44
1,878	ARM HLDS	42,512.28	80,453 52
4,114	BG PLC ADR FINAL INSTMT	81,335.32	57,719.42
1,065	UNILEVER PLC	35,823 62	44,879.10
1,254	WPP PLC ADR DR EACH REPR	77,730.82	131,169.40
205	SHIRE PLC	37,378 94	43,788.00
1,003	SANDS CHINA LTD	80,294 82	60,230 15
3,193	SYMRISE AG	43,565 31	47,831.14
23,058	UNICHARM LTD	88,196.85	105,375.06
853	BUNGE LTD	57,184.80	77,426 81
960	SCHLUMBERGER LTD	66,730.28	82,512 00
5,480	ITAU UNIBANCO HLDG	67,597.64	82,528 80
10,170	ABBOTT LABS COM	285,680 40	452,666.70
5,860	ABBVIE INC	222,955.86	405,512.00
2,630	AMERICAN EXPRESS	110,167 62	243,064 60
2,760	AMGEN INC	232,392.16	456,255.60
8,020	APPLE INC	300,282.95	953,818.60
990	AUTOZONE INC	421,672.34	571,932.90
8,850	COCA COLA CO	292,462.24	396,745.50
13,320	COMCAST CORP	479,798 95	759,772 80
2,210	COSTCO WHOLESALE	194,519.15	314,085.20
6,340	CVS HEALTH CORP	243,410.94	579,222 40

STATEMENT. PT II-1

PART II, LINE 10b

		End of Year	
		Book Value	Market Value
3,670	DANAHER CORP	153,548.74	306,665.20
3,030	DIRECTV COM	94,693.56	265,761.30
3,150	ECOLAB INC	171,202.75	343,192.50
19,540	EMC CORP	411,253.49	593,039.00
5,650	EXPEDITORS INTL	252,111.21	264,533.00
6,100	EXPRESS SCRIPTS	355,913.74	507,215.00
1,480	FEDEX CORP	203,269.42	263,706.40
7,030	GENERAL MILLS	347,205.19	370,832.50
780	GOOGLE INC CL A	278,384.22	428,282.40
630	GOOGLE INC COM	195,405.61	341,352.90
3,470	HOME DEPOT	159,801.14	344,918.00
2,760	HONEYWELL INTL	180,621.07	273,433.20
1,910	INTERNATIONAL BUS MACH	306,233.03	309,744.70
4,260	JOHNSON & JOHNSON	378,888.50	461,145.00
6,870	KROGER	168,382.86	411,100.80
4,120	MASTERCARD INC	114,303.08	359,634.80
1,300	MCKESSON CORP	146,568.40	273,988.00
17,070	ORACLE CORP	572,709.14	723,938.70
2,850	PRAXAIR INC	253,950.98	365,883.00
8,450	QUALCOMM INC	438,298.46	616,005.00
5,790	S.W. AIRLINES	109,202.88	242,137.80
5,100	SCHLUMBERGER LTD	443,992.61	438,345.00
10,620	SOUTHWESTERN ENERGY	444,319.10	341,751.60
3,530	STERICYCLE INC	328,046.23	455,087.60
4,280	TJX COS	83,681.06	283,164.80
4,020	UNION PAC CORP	277,863.29	469,415.40
4,100	UNITED TECHNOLOGIES CORP	285,658.51	451,328.00
5,110	VERISIGN INC	292,757.51	307,111.00
14,000	VERIZON COMMUNICATIONS	598,868.48	708,260.00
3,860	VIACOM	181,979.17	291,931.80
7,600	WAL MART STORES	465,708.71	665,304.00
3,610	WALT DISNEY	272,791.06	333,961.10
2,350	3 M CO	314,708.23	376,211.50
425	ANADARKO PETRO CORP	41,243.28	33,638.75
816	BAKER HUGHES INC	34,269.91	46,512.00
375	CABOT OIL & GAS	12,242.51	12,390.00
1,345	CAMERON INTL CORP	35,808.91	68,971.60
194	CHEVRON CORP	21,298.82	21,120.78
100	CIMAREX ENERGY	14,349.50	10,495.00
250	CONCHO RES INC	24,703.49	23,812.50

STATEMENT: PT II-1

PART II, LINE 10b

		End of Year	
		Book Value	Market Value
300	CONSOL ENERGY	11,269.71	11,739.00
525	DEVON ENERGY	39,521.32	30,959.25
150	DIAMONDBACK ENERGY	12,661.50	8,460.00
666	DRIL-QUIP INC	32,048.56	53,113.50
606	EOG RESOURCES INC	38,045.67	52,552.32
235	EXXON MOBIL CORP	21,237.00	21,276.90
1,475	EMC TECHNOLOGIES	26,396.13	70,460.75
1,505	HALLIBURTON CO	34,628.47	63,511.00
125	HELMERICH & PAYNE	12,864.38	8,693.75
1,015	NATIONAL OILWELL VARCO	23,694.20	68,045.60
340	NOBLE ENERGY INC	14,064.50	16,721.20
275	OASIS PETE INC	13,646.88	5,054.50
699	OCEANEERING INTL INC	16,382.72	43,834.29
857	PATTERSON UTI ENERGY	28,785.57	15,160.33
150	PIONEER NAT RES CO	15,678.66	21,484.50
490	RANGE RES CORP	23,848.19	32,168.50
340	ROYAL DUTCH SHELL PLC	24,036.54	22,579.40
933	SCHLUMBERGER LTD	45,535.80	80,191.35
325	SOUTHWESTERN ENERGY	15,311.27	10,458.50
821	SUPERIOR ENERGY SVCS	19,049.18	15,853.51
478	TESORO CORP	29,046.04	36,624.36
1,037	VALERO ENERGY CORP	37,330.79	50,408.57
56,357.76	HARBOR INTERNATIONAL	3,165,737.43	3,911,228.54
47,836.43	LAZARD FDS INC EMERGING MKTS	871,236.88	918,937.82
193,099.11	MORGAN STANLEY SMALL CO GRW	1,964,624.18	3,425,578.21
<u>1,323,157.30</u>		<u>42,520,703.01</u>	<u>64,072,234.47</u>

STATEMENT: PT II-2

PART II, LINE 10c

		End of Year	
		Book Value	Market Value
50,000.00	ALTRIA GROUP	52,512.50	51,338.55
50,000.00	AMERN EXPRESS	48,640.00	48,960.10
50,000.00	ANHEUSER BUSCH	46,998.00	48,595.15
50,000.00	APACHE CORP	50,855.50	50,333.10
50,000.00	APPLE INC	48,904.50	49,290.60
50,000.00	AT&T INC	50,409.50	50,701.75
50,000.00	BOEING	51,687.00	51,189.80
50,000.00	BRISTOL MYERS	49,814.50	49,712.10
50,000.00	COMCAST CORP	51,534.50	52,183.65
50,000.00	CONOCOPHILLIPS	49,564.50	49,434.55
50,000.00	CSX CORP	52,556.00	53,171.50
50,000.00	DEERE JOHN CAP	50,016.00	50,066.60
50,000.00	DOMINION RES INC	53,102.00	51,433.15
50,000.00	DOW CHEM CO	53,645.00	53,971.55
50,000.00	GENERAL ELEC	57,129.50	55,489.35
50,000.00	HALLIBUTON CO	58,616.00	57,027.20
50,000.00	HOME DEPOT	47,225.50	49,450.95
50,000.00	INTERNATIONAL BUS MACH	49,652.00	49,733.90
50,000.00	KINDER MORGAN	50,382.00	49,895.75
50,000.00	KRAFT FOODS	50,685.50	50,252.40
50,000.00	MEDTRONIC	50,449.00	50,397.30
50,000.00	METLIFE INC	56,554.50	54,387.30
50,000.00	RIO TINTO FIN USA	50,559.00	50,359.85
50,000.00	TARGET	53,696.00	54,039.65
50,000.00	TRANSOCEAN INC	55,626.00	52,570.70
50,000.00	UTD TECHNOLOGIES	59,680.50	58,517.80
50,000.00	VERIZON COMMUNICATIONS	50,286.50	51,489.90
50,000.00	WELLS FARGO	51,230.00	51,132.35
28,178.74	FEDERAL HOME LN MTG 9/40	29,437.98	30,083.90
57,789.09	FEDERAL HOME LN MTG 1/41	60,371.54	61,696.21
92,188.89	FEDERAL HOME LN MTG1/29	97,144.04	97,917.50
90,777.38	FEDERAL HOME LN MTG 1/29	95,685.05	96,302.09
42,572.55	FEDERAL HOME LN MTG7/41	45,698.98	46,252.13
79,027.28	FNMA POOL 5/24	84,534.50	84,247.82
100,147.75	FNMA POOL 8/40	104,716.99	107,179.62
<u>1,890,681.68</u>		<u>1,969,600.58</u>	<u>1,968,805.82</u>

Part IV - Statement 1

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

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Part IV - Statement 2

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

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
225. HELIX ENERGY SOLUTIONS GROUP INC COM STK	05/14/2013	12/03/2013	4,955.85	5,572.06	-616.21
1015. PRECISION DRILLING CORPORATION COM STK	03/27/2013	12/03/2013	9,406.85	9,133.08	273.77
235. PRECISION DRILLING CORPORATION COM STK	03/27/2013	12/04/2013	2,194.70	2,114.55	80.15
100. VALERO ENERGY CORP NEW	03/27/2013	12/04/2013	4,530.82	4,113.70	417.12
125. ATWOOD OCEANICS INC	05/14/2013	12/09/2013	6,700.16	6,567.81	132.35
200. FORUM ENERGY TECH COM USD0.01	05/14/2013	12/09/2013	5,240.52	5,711.40	-470.88
400. SUPERIOR ENERGY SERVICES INC COM	05/14/2013	12/09/2013	10,125.86	11,038.89	-913.03
1000. #REORG/WEATHERFORD INTER LTD NAME CHANGEWEATHERFORD	12/05/2013	02/10/2014	13,679.06	15,201.40	-1,522.34
50. ATWOOD OCEANICS INC	05/14/2013	04/11/2014	2,297.89	2,627.13	-329.24
100. CAMERON INT'L CORP COM	12/04/2013	04/11/2014	6,111.33	5,514.38	596.95
175. FMC TECHNOLOGIES INC	12/04/2013	04/11/2014	9,136.19	8,587.01	549.18
50. SCHLUMBERGER LTD ISIN #AN8068571086	12/03/2013	04/11/2014	4,859.11	4,388.55	470.56
650. WALTER INDS INC	12/09/2013	04/11/2014	4,760.30	10,322.26	-5,561.96
25. CORE LABORATORIES NV NLG0.03	12/09/2013	04/11/2014	4,992.82	4,679.67	313.15
71. CHART INDS INC COM PAR \$0.01 COM PAR \$0.01	02/10/2014	05/08/2014	5,199.31	5,999.49	-800.18
25. DXP ENTERPRISES INC COM NEW STK	04/11/2014	05/14/2014	1,643.87	2,590.38	-946.51
.25 NOW INC COM	12/03/2013	06/02/2014	8.39	8.07	0.32
50. CIVEO CORP COM	12/05/2013	06/03/2014	1,156.77	1,083.09	73.68
210. DRESSER-RAND GROUP INC COM	02/10/2014	06/09/2014	13,195.66	12,005.34	1,190.32
45. TEAM INC COM STK	04/11/2014	06/09/2014	1,798.95	1,908.22	-109.27
30. TEAM INC COM STK	04/11/2014	06/10/2014	1,179.16	1,272.15	-92.99
1050. COBALT INTL ENERGY INC COM	12/09/2013	08/06/2014	14,695.05	17,893.89	-3,198.84
400. FRANKS INTERNATIONAL NVR5H0 EUR0.01	04/11/2014	08/11/2014	8,185.85	10,407.29	-2,221.44
Totals					

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

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
195. ADR CHICAGO BRDG & IRON CO					
N V N Y REGISTRY SH NV	02/10/2014	08/26/2014	12,564.78	14,966.58	-2,401.80
76. FLOWSERVE CORP	02/19/2014	08/26/2014	5,792.36	6,194.08	-401.72
188. MATRIX SVC CO COM	02/19/2014	08/26/2014	5,496.58	6,168.54	-671.96
50. NATIONAL-OILWELL INC	12/03/2013	08/26/2014	4,284.20	3,710.10	574.10
24.75 NOW INC COM	12/03/2013	08/26/2014	814.89	798.80	16.09
25. OIL STS INTL INC COM	12/05/2013	08/26/2014	1,598.36	1,515.06	83.30
75. SCHLUMBERGER LTD ISIN					
#AN8068571086	12/03/2013	08/26/2014	8,368.68	6,582.83	1,785.85
400. SOUTHWESTERN ENERGY CO COM	04/11/2014	08/26/2014	16,129.72	18,844.64	-2,714.92
450. ULTRA PETE CORP COM	04/11/2014	08/26/2014	11,629.99	12,547.94	-917.95
130. DRESSER-RAND GROUP INC COM	08/26/2014	09/19/2014	10,480.10	8,967.18	1,512.92
70. DRESSER-RAND GROUP INC COM	08/26/2014	09/23/2014	5,732.85	4,828.48	904.37
300. #REORG/ATHLON ENERGY INC					
CASH MERGER 14 NOV 2014	08/26/2014	09/29/2014	17,458.80	13,631.67	3,827.13
475. C&J ENERGY SVCS INC COM					
MON STOCK	08/26/2014	10/08/2014	11,579.67	13,641.53	-2,061.86
175. CARBO CERAMICS INC COM	04/11/2014	10/08/2014	9,527.95	22,604.38	-13,076.43
575. RPC INC	08/26/2014	10/08/2014	10,953.84	13,155.89	-2,202.05
117. U S SILICA HLDGS INC	08/26/2014	10/08/2014	5,740.45	7,876.25	-2,135.80
475. FLOTEK INDS INC DEL COM	05/08/2014	10/16/2014	9,920.53	12,734.90	-2,814.37
344. PATTERSON-UTI ENERGY INC	08/26/2014	10/16/2014	7,721.35	11,622.34	-3,900.99
110. SUPERIOR ENERGY SERVICES					
INC COM	05/08/2014	10/16/2014	2,580.67	3,559.41	-978.74
183. U S SILICA HLDGS INC	08/26/2014	10/16/2014	7,960.52	12,319.27	-4,358.75
511. NABORS INDUSTRIES LTD	06/09/2014	10/16/2014	8,616.02	13,334.06	-4,718.04
491. BAKER HUGHES INC	08/26/2014	11/20/2014	31,400.77	33,095.74	-1,694.97
Totals			342,408.00	391,439.00	-49,032.00

Part IV - Statement 2

GEORGE AND FAY YOUNG FOUNDATION TRUST, NA AS 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
100. HALLIBURTON CO	03/28/2012	12/03/2013	5,181.41	3,235.76	1,945.65
115. HELMERICH & PAYNE INC	03/28/2012	12/03/2013	9,101.93	6,739.68	2,362.25
170. OCCIDENTAL PETROLEUM CORP	03/28/2012	12/03/2013	16,091.15	16,155.30	-64.15
125. OCEANEERING INTERNATIONAL	10/09/2012	12/03/2013	9,860.86	6,593.57	3,267.29
725. ENSCO PLC SHS CLASS A COM	09/14/2012	12/03/2013	42,715.38	40,228.85	2,486.53
425. NOBLE CORP PLC COMMON	08/03/2012	12/04/2013	16,244.24	15,959.80	284.44
375. ROWAN COMPANIES PLC	03/28/2012	12/04/2013	12,999.60	13,530.32	-530.72
370. ADR TECHNIP SPONSORED ADR TECHNIP-COLEXIP SEC#285620					
1413. #REORG/WEATHERFORD INTER LTD NAME CHANGEWEATHERFORD	06/08/2012	12/09/2013	9,168.18	7,908.41	1,259.77
121. ENSCO PLC SHS CLASS A COM	10/27/2011	02/10/2014	19,328.51	13,770.31	5,558.20
199. NOBLE CORP PLC COMMON	10/09/2012	02/19/2014	6,225.50	6,259.80	-34.30
191. ROWAN COMPANIES PLC	03/28/2012	02/19/2014	6,251.93	7,297.98	-1,046.05
225. ATWOOD OCEANICS INC	03/27/2013	04/11/2014	6,143.41	6,081.83	61.58
25. CAMERON INT'L CORP COM	03/27/2013	04/11/2014	10,340.53	11,445.84	-1,105.31
75. HALLIBURTON CO	03/28/2012	04/11/2014	1,527.83	1,612.74	-84.91
200. KBR INC COM	03/28/2012	04/11/2014	4,349.37	2,426.82	1,922.55
100. OCEANEERING INTERNATIONAL	10/09/2012	04/11/2014	5,239.24	7,055.06	-1,815.82
185. PEABODY ENERGY CORP COM	03/28/2012	04/11/2014	7,069.98	1,966.89	5,103.09
100. WALTER INDS INC	03/18/2010	04/11/2014	3,127.97	4,449.94	-1,321.97
445. NOBLE CORP PLC COMMON	10/09/2012	04/11/2014	732.35	8,692.02	-7,959.67
132. ATWOOD OCEANICS INC	03/27/2013	04/24/2014	13,283.17	14,382.42	-1,099.25
243. HORNBECK OFFSHORE SVCS INC NEW COM			6,479.61	6,280.16	199.45
240. KBR INC COM	08/03/2012	05/08/2014	9,549.58	9,502.61	46.97
410. CIVEO CORP COM	03/28/2012	05/08/2014	5,660.94	8,466.07	-2,805.13
172. DRESSER-RAND GROUP INC COM	12/22/2008	06/03/2014	9,485.55	1,477.60	8,007.95
400. COBALT INTL ENERGY INC COM	10/09/2012	06/09/2014	10,807.87	6,427.62	4,380.25
293. ATWOOD OCEANICS INC	03/27/2013	08/06/2014	5,598.12	11,193.20	-5,595.08
310. ADR CHICAGO BRDG & IRON CO N V N Y REGISTRY SH NV	10/09/2012	08/26/2014	14,179.41	13,351.66	827.75
200. HALLIBURTON CO	03/28/2012	08/26/2014	19,974.78	10,112.52	9,862.26
	03/28/2012	08/26/2014	14,032.78	6,342.32	7,690.46
Totals					

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

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

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
365. BAIDU COM INC SPONSORED ADR SHS	06/12/2013	01/15/2014	62,654.86	35,673.31	26,981.55
. ADR XINYI GLASS HLDGS LTD ADS REPGTG 20 SHS .		01/16/2014	4,059.70	NONE	4,059.70
2. BAIDU COM INC SPONSORED ADR SHS	06/12/2013	06/06/2014	344.81	195.47	149.34
31. ADR BAYERISCHE MOTOREN WERKE AG ADR	10/15/2013	06/06/2014	1,309.71	1,141.97	167.74
3. ADR ENN ENERGY HLDGS LTD	01/16/2014	06/06/2014	521.02	547.68	-26.66
52. FANUC CORPORATION	10/16/2013	06/06/2014	1,500.16	1,507.12	-6.96
14. ADR FUCHS PETROLUB SE FORMERLY FUCHS PETROLUB AG	03/18/2014	06/06/2014	349.70	360.06	-10.36
47. ADR HONG KONG EXCHANGES & CLEARING LTD ADR	06/14/2013	06/06/2014	880.75	753.55	127.20
17. IMPERIAL OIL LTD NEW	03/17/2014	06/06/2014	838.43	786.52	51.91
102. ADR ITAU UNIBANCO HLDG SA SPONSORED ADR REPGTG 500 P	10/10/2013	06/06/2014	1,470.28	1,378.77	91.51
28. ADR MITSUBISHI ESTATE LTD ADR MITSUBISHIEST ADR +	10/01/2013	06/06/2014	681.49	831.77	-150.28
12. ADR MONOTARO CO LTD ADR	11/19/2013	06/06/2014	298.54	279.14	19.40
7. ADR MTN GROUP LTD SPONSORED ADR	05/16/2014	06/06/2014	153.64	150.96	2.68
22. NOVO NORDISK A S ADR	03/04/2014	06/06/2014	956.47	1,045.83	-89.36
2. ADR SANDS CHINA LTD UNSPONSORED ADR	02/28/2014	06/06/2014	141.46	172.54	-31.08
89. TAIWAN SEMICONDUCTOR MFG	01/15/2014	06/06/2014	1,875.50	1,573.87	301.63
1289.5 ADR ITAU UNIBANCO HLDG SA SPONSORED ADR REPGTG 500 P	10/10/2013	10/10/2014	18,919.39	17,430.64	1,488.75
222. ADR ENN ENERGY HLDGS LTD	01/20/2014	11/20/2014	32,958.49	39,680.92	-6,722.43
Totals			129,914.00	103,510.00	26,404.00

Part IV - Statement 3

GEORGE AND FAY YOUNG FOUNDATION 26-44865
 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
1920. ADR PETROLEO BRASILEIRO SA					
PETROBRAS SPONSORED ADR	10/04/2012	01/15/2014	24,506.26	44,326.46	-19,820.20
4300. GAZPROM O A O SPONSORED	02/06/2013	03/07/2014	29,145.75	39,710.13	-10,564.38
18. ADR NOKIAN TYRES OYJ ADR	07/23/2012	03/14/2014	357.69	334.44	23.25
2551. ADR NOKIAN TYRES OYJ ADR	07/23/2012	03/17/2014	49,262.80	47,397.58	1,865.22
553. SAP AKTIENGESELLSCHAFT					
SPONSORED ADR	07/23/2012	05/15/2014	41,818.21	33,137.64	8,680.57
30. FRESENIUS MED CARE AG &	07/23/2012	05/19/2014	969.79	1,042.70	-72.91
629. FRESENIUS MED CARE AG &	07/23/2012	05/20/2014	20,183.78	21,862.03	-1,678.25
94. ADR AIA GROUP LTD					
SPONSORED ADR	09/25/2012	06/06/2014	1,873.31	1,387.06	486.25
68. AIR LIQUIDE ADR	07/24/2012	06/06/2014	1,818.67	1,326.73	491.94
129. ALLIANZ AKTIENGESELLSCHAFT					
SPONSORED ADR REPSTG 1/10	02/05/2013	06/06/2014	2,160.69	1,827.71	332.98
14. ADR ANHEUSER BUSCH INBEV	07/23/2012	06/06/2014	1,553.02	1,077.25	475.77
29. ARM HLDGS PLC SPONSORED	07/23/2012	06/06/2014	1,311.92	656.47	655.45
40. ADR ATLAS COPCO AB					
SPONSORED ADR NEW REPSTG C	07/23/2012	06/06/2014	1,168.76	839.17	329.59
58. BG PLC ADR FIN INST N	07/23/2012	06/06/2014	1,230.14	1,140.48	89.66
103. ADR BANCO BILBAO VIZCAYA	02/22/2013	06/06/2014	1,389.94	1,024.73	365.21
38. #REORG/CSL LTD-UNSPON ADR					
MAND EXCH CSL LTD 2W1AAW1	07/23/2012	06/06/2014	1,249.02	793.22	455.80
25. CANADIAN NATL RY CO COM	07/23/2012	06/06/2014	1,538.21	1,069.28	468.93
23. ADR COCHLEAR LTD ADR	07/23/2012	06/06/2014	639.84	778.96	-139.12
19. DBS GROUP HOLDINGS					
LTD-SPONSORED ADR	07/23/2012	06/06/2014	1,040.22	871.08	169.14
19. ADR DASSAULT SYS S A					
SPONSORED ADR	07/23/2012	06/06/2014	2,436.71	1,748.30	688.41
2. FRESENIUS MED CARE AG &	07/23/2012	06/06/2014	65.06	69.51	-4.45
32. ADR ICICI BK LTD	07/23/2012	06/06/2014	1,657.23	1,038.92	618.31
24. ADR JGC CORP	12/07/2012	06/06/2014	1,432.76	1,625.52	-192.76
51. ADR L OREAL CO ADR	07/23/2012	06/06/2014	1,762.51	1,167.83	594.68
Totals					

Part IV - Statement 3

GEORGE AND FAY YOUNG FOUNDATION 26-44865
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
22. ADR LVMH MOET HENNESSY					
LOUIS VUITTON ADR	07/23/2012	06/06/2014	857.31	638.26	219.05
35. NESTLE S A SPONSORED ADR	07/23/2012	06/06/2014	2,700.60	2,073.96	626.64
63. ROCHE HLDG LTD SPONSORED	07/23/2012	06/06/2014	2,361.25	1,341.60	1,019.65
3. SAP AKTIENGESELLSCHAFT					
SPONSORED ADR	07/23/2012	06/06/2014	225.08	179.77	45.31
12. ADR SASOL LTD SPONSORED	07/23/2012	06/06/2014	689.27	489.23	200.04
17. SCHLUMBERGER LTD ISIN					
#AN8068571086	07/23/2012	06/06/2014	1,799.91	1,181.68	618.23
97. ADR SCHNEIDER ELECTRIC SE	07/23/2012	06/06/2014	1,866.76	984.61	882.15
30. ADR SONOVA HLDG AG UNSP	07/23/2012	06/06/2014	917.07	550.06	367.01
31. SVENSKA HANDELSBANKEN AB	07/23/2012	06/06/2014	787.37	525.45	261.92
31. ADR SWATCH GROUP AG ADR	07/23/2012	06/06/2014	917.26	573.23	344.03
89. SYSMEX CORP ADR	12/06/2012	06/06/2014	1,593.05	1,055.08	537.97
45. TESCO PLC SPONSORED ADR	07/23/2012	06/06/2014	652.93	676.74	-23.81
269. ADR TURKIYE GARANTI					
BANKASI A S SPONSORED ADR	07/23/2012	06/06/2014	1,102.87	1,014.86	88.01
131. ADR UNICHARM CORP					
SPONSORED ADR	07/24/2012	06/06/2014	1,604.70	1,503.22	101.48
18. UNILEVER PLC SPONSORED ADR					
NEW	07/23/2012	06/06/2014	798.47	605.47	193.00
21. ADR WPP PLC ADR DR EACH					
REPR 5 SHS	07/23/2012	06/06/2014	2,277.49	1,301.71	975.78
17. ADR XINYI GLASS HLDGS LTD					
ADS REPR 20 SHS .	07/23/2012	06/06/2014	241.89	168.47	73.42
18. BUNGE LIMITED	02/15/2013	06/06/2014	1,378.37	1,351.33	27.04
175. BUNGE LIMITED	02/15/2013	07/14/2014	12,924.13	13,137.90	-213.77
2666. TESCO PLC SPONSORED ADR	07/23/2012	08/07/2014	32,726.82	40,092.90	-7,366.08
50. ADR COCHLEAR LTD ADR	07/23/2012	09/18/2014	1,509.96	1,693.38	-183.42
595. ADR COCHLEAR LTD ADR	07/23/2012	09/19/2014	17,649.87	20,151.28	-2,501.41
695. ADR COCHLEAR LTD ADR	07/23/2012	09/22/2014	20,473.62	23,538.05	-3,064.43
1301.5 ADR ITAU UNIBANCO HLDG SA					
SPONSORED ADR REPR 500 P	12/13/2012	10/10/2014	19,095.45	17,068.04	2,027.41
Totals			317,724.00	338,149.00	-20,426.00

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Part IV - Statement 4

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

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Part IV - Statement 4

GEORGE AND FAY YOUNG FOUNDATION TRUST, NA AS
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
1140. HANESBRANDS INC COM	11/30/2006	12/02/2013	79,345.57	27,687.63	51,657.94
920. NCR CORP NEW	09/12/2011	12/02/2013	31,657.28	14,986.53	16,670.75
200. BROADRIDGE FINL SOLUTIONS INC COM	02/17/2011	12/05/2013	7,571.86	4,667.98	2,903.88
150. CBOE HOLDINGS INC COM	05/23/2011	12/05/2013	7,592.86	4,184.98	3,407.88
600. CHEMTURA CORP COM NEW	05/10/2011	12/05/2013	15,566.72	10,947.66	4,619.06
100. ADR CHICAGO BRDG & IRON CO N V N Y REGISTRY SH NV	10/02/2006	12/05/2013	7,628.86	2,392.57	5,236.29
90. CIRCOR INTL INC	12/11/2009	12/05/2013	7,119.77	2,226.02	4,893.75
130. ENPRO INDUSTRIES INC	03/08/2011	12/05/2013	7,162.87	5,089.77	2,073.10
270. FIRST AMERN FINL CORP COM	08/31/2010	12/05/2013	7,185.57	3,996.03	3,189.54
320. FIRSTMERIT CORP	11/20/2009	12/05/2013	7,200.86	6,359.52	841.34
330. FLOWERS FOODS INC	10/02/2006	12/05/2013	7,166.48	2,620.62	4,545.86
120. GULFPORT ENERGY CORP COM	07/20/2011	12/05/2013	7,139.87	4,175.99	2,963.88
130. HANOVER INS GROUP INC COM	05/23/2011	12/05/2013	7,751.57	5,428.09	2,323.48
410. HILL ROM HLDGS INC COM	12/08/2009	12/05/2013	16,754.39	9,470.66	7,283.73
180. ITT CORPORATION W/I	03/26/2012	12/05/2013	7,243.66	4,141.30	3,102.36
790. NORTHWEST BANCSHARES INC MD COM	09/20/2012	12/05/2013	11,608.76	9,894.91	1,713.85
300. OASIS PETE INC NEW COM	07/20/2011	12/05/2013	14,066.75	9,553.59	4,513.16
280. PATTERSON COMPANIES INC	04/21/2009	12/05/2013	11,454.60	5,738.63	5,715.97
170. PENSKE AUTOMOTIVE GROUP INC COM	02/17/2011	12/05/2013	7,714.36	3,572.19	4,142.17
110. REGAL BELOIT CORP COM	03/08/2011	12/05/2013	7,895.66	7,975.43	-79.77
400. SALLY BEAUTY HLDGS INC COM	01/28/2010	12/05/2013	11,185.80	3,437.72	7,748.08
140. SMITH A O CORP COM	11/30/2011	12/05/2013	7,367.66	2,664.23	4,703.43
100. VAIL RESORTS INC COM	10/02/2006	12/05/2013	7,442.87	3,989.07	3,453.80
290. VIEWPOINT FINL GROUP INC MD COM	09/20/2012	12/05/2013	7,374.57	5,537.90	1,836.67
120. WABTEC CORP	10/02/2006	12/05/2013	8,005.06	1,654.31	6,350.75
80. WEX INC COM	10/02/2006	12/05/2013	7,813.46	1,944.42	5,869.04
900. RYLAND GROUP INC COM	10/19/2012	12/13/2013	34,580.09	28,246.31	6,333.78
2200. REGIS CORP MINN	08/01/2012	12/17/2013	31,240.99	39,292.94	-8,051.95
Totals					

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Part IV - Statement 4

GEORGE AND FAY YOUNG FOUNDATION TRUST, NA AS
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
1405. BABCOCK & WILCOX CO NEW	11/24/2010	01/16/2014	48,919.97	31,474.38	17,445.59
140. ENPRO INDUSTRIES INC	03/08/2011	01/16/2014	10,495.47	5,481.30	5,014.17
660. WABTEC CORP	10/02/2006	01/28/2014	47,928.23	9,098.73	38,829.50
920. FIRSTMERIT CORP	11/20/2009	02/05/2014	18,049.62	18,045.68	3.94
490. GULFPORT ENERGY CORP COM	07/20/2011	02/05/2014	28,312.19	16,001.55	12,310.64
870. GULFPORT ENERGY CORP COM	05/23/2011	03/06/2014	56,415.29	23,246.31	33,168.98
370. CBOE HOLDINGS INC COM	05/23/2011	03/14/2014	21,490.86	10,322.96	11,167.90
490. WABTEC CORP	10/02/2006	03/14/2014	39,086.28	6,755.12	32,331.16
70. GENERAC HLDGS INC COM STK	03/04/2013	03/26/2014	4,122.92	2,198.71	1,924.21
400. PENSKE AUTOMOTIVE GROUP INC COM	02/17/2011	03/26/2014	17,066.90	8,405.16	8,661.74
630. CAPITOL FED FINL INC COM	02/02/2011	04/15/2014	7,693.38	7,705.53	-12.15
160. FOSTER L B CO CL A	10/03/2006	04/15/2014	7,581.69	2,632.37	4,949.32
1020. PATTERSON COMPANIES INC	04/21/2009	04/15/2014	41,658.01	20,905.00	20,753.01
250. KOPPERS HLDGS INC COM	01/13/2011	05/02/2014	10,635.54	9,767.15	868.39
240. KOPPERS HLDGS INC COM	01/13/2011	05/05/2014	9,590.18	8,122.14	1,468.04
110. KOPPERS HLDGS INC COM	05/17/2010	05/06/2014	4,026.20	3,571.36	454.84
100. KOPPERS HLDGS INC COM	05/17/2010	05/07/2014	3,722.59	3,246.69	475.90
1100. OASIS PETE INC NEW COM	08/16/2011	05/08/2014	51,893.88	32,047.18	19,846.70
3140. DANA HLDG CORP COM	05/20/2013	06/04/2014	68,889.77	55,494.85	13,394.92
1200. DENNYS CORP	05/04/2012	06/04/2014	7,715.82	4,875.59	2,840.23
290. JOHN BEAN TECHNOLOGIES CORP COM STK	09/12/2011	06/04/2014	8,204.90	4,209.23	3,995.67
160. VERINT SYSTEMS INC	04/24/2013	06/04/2014	7,425.43	5,305.89	2,119.54
1110. COMVERSE INC W/I	04/04/2013	06/10/2014	25,579.95	31,442.85	-5,862.90
790. ADR CHICAGO BRDG & IRON CO N V N Y REGISTRY SH NV	10/02/2006	06/17/2014	54,397.16	18,901.30	35,495.86
340. ITT CORPORATION W/I	09/20/2012	06/26/2014	16,087.25	7,607.44	8,479.81
1070. WADDELL & REED FINL INC CL	03/04/2013	07/11/2014	62,932.58	35,238.59	27,693.99
800. BROADRIDGE FINL SOLUTIONS INC COM	03/20/2009	07/17/2014	32,473.92	14,518.08	17,955.84
1200. BROADRIDGE FINL SOLUTIONS INC COM	05/14/2009	07/25/2014	49,302.34	21,116.76	28,185.58
240. WEX INC COM	10/02/2006	08/21/2014	27,567.47	5,833.25	21,734.22
150. CIRCOR INTL INC	12/11/2009	09/03/2014	10,657.43	3,710.02	6,947.41
Totals					

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

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

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Part IV - Statement 5

GEORGE AND FAY YOUNG FOUNDATION NA AS
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
2500. AT&T INC	11/02/2005	12/05/2013	86,048.50	60,009.80	26,038.70
500. CVS CORP	05/01/2002	12/05/2013	32,999.42	8,304.80	24,694.62
400. CABOT OIL & GAS CORP CL A	02/27/2002	12/05/2013	13,983.75	672.00	13,311.75
100. CELGENE CORP	12/06/2010	12/05/2013	16,540.71	5,511.98	11,028.73
5000. CISCO SYS INC	04/23/1998	12/05/2013	105,198.16	73,632.81	31,565.35
2000. COMMERCIAL METALS COMPANY	03/14/2012	12/05/2013	39,191.51	28,489.88	10,701.63
500. FMC CORP NEW	05/07/2009	12/05/2013	36,602.46	11,758.30	24,844.16
500. HOME DEPOT INC	04/23/1998	12/05/2013	39,504.31	14,343.75	25,160.56
300. HONEYWELL INTL INC	03/13/2012	12/05/2013	26,098.55	18,012.72	8,085.83
500. J P MORGAN CHASE & CO	01/06/2012	12/05/2013	28,019.51	17,747.85	10,271.66
500. NATIONAL FUEL GAS CO., COMMON STOCK, \$10 PAR	05/03/2012	12/05/2013	34,180.90	23,075.55	11,105.35
500. SM ENERGY CO COM	08/22/2012	12/05/2013	45,273.21	23,808.60	21,464.61
400. TIFFANY & CO NEW	07/16/2012	12/05/2013	35,685.37	21,266.72	14,418.65
300. TIME WARNER INC	08/17/2011	12/05/2013	19,667.65	9,086.88	10,580.77
500. WALGREEN CO	06/05/2007	12/05/2013	28,255.50	22,709.20	5,546.30
500. WESCO INTL INC	03/20/2007	12/05/2013	41,794.27	31,420.80	10,373.47
3200. FOSTER WHEELER AG ORD CHF3	02/24/2010	12/05/2013	98,935.55	89,663.21	9,272.34
5000. FOSTER WHEELER AG ORD CHF3	11/16/2011	01/13/2014	159,018.72	113,846.60	45,172.12
1000. CABOT OIL & GAS CORP CL A	02/27/2002	01/22/2014	40,066.20	1,680.00	38,386.20
300. RANGE RES CORP	06/22/2010	01/22/2014	26,040.11	13,637.40	12,402.71
7500. AVON PRODS INC	10/12/2011	01/29/2014	111,361.80	161,276.65	-49,914.85
1000. GULFPORT ENERGY CORP COM	05/14/2012	03/03/2014	65,348.86	21,733.60	43,615.26
800. RANGE RES CORP	06/22/2010	03/14/2014	69,577.58	36,366.40	33,211.18
2000. ADOBE SYS INC	07/16/2010	06/18/2014	145,770.18	55,207.20	90,562.98
2700. COVIDIEN PLC USD0.20	03/21/2011	07/02/2014	244,883.77	98,114.48	146,769.29
425. TIME INC NEW COM	08/17/2011	07/03/2014	10,381.71	4,170.88	6,210.83
500. CVS CORP	05/01/2002	10/10/2014	41,421.28	8,304.80	33,116.48
300. CELGENE CORP	12/06/2010	10/23/2014	29,930.72	8,267.97	21,662.75
Totals			1671780.00	982,121.00	689,659.00

Part IV - Statement 6

GEORGE AND FAY YOUNG FOUNDATION 26-51801
 Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
696.32 FEDERAL HOME LN MTG CORP	02/13/2014	03/17/2014	696.32	733.96	-37.64
POOL #G1-8498 3.5% 01-01-2					
1442.16 FNMA POOL #AD8033 4%	02/14/2014	03/25/2014	1,442.16	1,507.96	-65.80
08-01-2040 BEO					
648.28 FEDERAL HOME LN MTG CORP	03/14/2014	04/15/2014	648.28	683.12	-34.84
POOL #G1-4957 3.5% 01-01-2					
941.3 FEDERAL HOME LN MTG CORP	02/13/2014	04/15/2014	941.30	992.19	-50.89
POOL #G1-8498 3.5% 01-01-2					
66.26 FEDERAL HOME LN MTG CORP	03/17/2014	04/15/2014	66.26	69.22	-2.96
POOL #A9-3748 4% 09-01-204					
455.88 FEDERAL HOME LN MTG CORP	03/17/2014	04/15/2014	455.88	476.25	-20.37
POOL #A9-6312 4% 01-01-204					
1390.51 FNMA POOL #AA2238 4%	02/28/2014	04/25/2014	1,390.51	1,487.41	-96.90
05-01-2024 BEO					
1314.42 FNMA POOL #AD8033 4%	02/14/2014	04/25/2014	1,314.42	1,374.39	-59.97
08-01-2040 BEO					
593.49 FEDERAL HOME LN MTG CORP	03/14/2014	05/15/2014	593.49	625.39	-31.90
POOL #G1-4957 3.5% 01-01-2					
1012.55 FEDERAL HOME LN MTG CORP	02/13/2014	05/15/2014	1,012.55	1,067.29	-54.74
POOL #G1-8498 3.5% 01-01-2					
348.89 FEDERAL HOME LN MTG CORP	03/17/2014	05/15/2014	348.89	364.48	-15.59
POOL #A9-3748 4% 09-01-204					
423.29 FEDERAL HOME LN MTG CORP	03/17/2014	05/15/2014	423.29	442.21	-18.92
POOL #A9-6312 4% 01-01-204					
638.48 FEDERAL HOME LN MTG CORP	04/16/2014	05/15/2014	638.48	685.37	-46.89
POOL #Q0-1798 4.5% 07-01-2					
1784.15 FNMA POOL #AA2238 4%	02/28/2014	05/27/2014	1,784.15	1,908.48	-124.33
05-01-2024 BEO					
1284.62 FNMA POOL #AD8033 4%	02/14/2014	05/27/2014	1,284.62	1,343.23	-58.61
08-01-2040 BEO					
808.85 FEDERAL HOME LN MTG CORP	03/14/2014	06/16/2014	808.85	852.33	-43.48
POOL #G1-4957 3.5% 01-01-2					
717.3 FEDERAL HOME LN MTG CORP	02/13/2014	06/16/2014	717.30	756.08	-38.78
POOL #G1-8498 3.5% 01-01-2					
Totals					

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Part IV - Statement 6

GEORGE AND FAY YOUNG FOUNDATION 26-51801
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
671.63 FEDERAL HOME LN MTG CORP POOL #A9-3748 4% 09-01-204	03/17/2014	06/16/2014	671.63	701.64	-30.01
789.31 FEDERAL HOME LN MTG CORP POOL #A9-6312 4% 01-01-204	03/17/2014	06/16/2014	789.31	824.58	-35.27
763.14 FEDERAL HOME LN MTG CORP POOL #Q0-1798 4.5% 07-01-2	04/16/2014	06/16/2014	763.14	819.18	-56.04
1019.02 FNMA POOL #AA2238 4% 05-01-2024 BEO	02/28/2014	06/25/2014	1,019.02	1,090.03	-71.01
896.73 FNMA POOL #AD8033 4% 08-01-2040 BEO	02/14/2014	06/25/2014	896.73	937.64	-40.91
821.22 FEDERAL HOME LN MTG CORP POOL #G1-4957 3.5% 01-01-2	03/14/2014	07/15/2014	821.22	865.36	-44.14
767.84 FEDERAL HOME LN MTG CORP POOL #G1-8498 3.5% 01-01-2	02/13/2014	07/15/2014	767.84	809.35	-41.51
135.23 FEDERAL HOME LN MTG CORP POOL #A9-3748 4% 09-01-204	03/17/2014	07/15/2014	135.23	141.27	-6.04
843.17 FEDERAL HOME LN MTG CORP POOL #A9-6312 4% 01-01-204	03/17/2014	07/15/2014	843.17	880.85	-37.68
607.16 FEDERAL HOME LN MTG CORP POOL #Q0-1798 4.5% 07-01-2	04/16/2014	07/15/2014	607.16	651.75	-44.59
1042.88 FNMA POOL #AA2238 4% 05-01-2024 BEO	02/28/2014	07/25/2014	1,042.88	1,115.56	-72.68
1233.29 FNMA POOL #AD8033 4% 08-01-2040 BEO	02/14/2014	07/25/2014	1,233.29	1,289.56	-56.27
888.15 FEDERAL HOME LN MTG CORP POOL #G1-4957 3.5% 01-01-2	03/14/2014	08/15/2014	888.15	935.89	-47.74
1052.34 FEDERAL HOME LN MTG CORP POOL #G1-8498 3.5% 01-01-2	02/13/2014	08/15/2014	1,052.34	1,109.23	-56.89
246.67 FEDERAL HOME LN MTG CORP POOL #A9-3748 4% 09-01-204	03/17/2014	08/15/2014	246.67	257.69	-11.02
941.54 FEDERAL HOME LN MTG CORP POOL #A9-6312 4% 01-01-204	03/17/2014	08/15/2014	941.54	983.62	-42.08
788.56 FEDERAL HOME LN MTG CORP POOL #Q0-1798 4.5% 07-01-2	04/16/2014	08/15/2014	788.56	846.47	-57.91
Totals					

Part IV - Statement 6

GEORGE AND FAY YOUNG FOUNDATION 26-51801
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
1594.33 FNMA POOL #AA2238 4%	02/28/2014	08/25/2014	1,594.33	1,705.43	-111.10
05-01-2024 BEO					
1503.4 FNMA POOL #AD8033 4%	02/14/2014	08/25/2014	1,503.40	1,571.99	-68.59
08-01-2040 BEO					
875.59 FEDERAL HOME LN MTG CORP	03/14/2014	09/15/2014	875.59	922.65	-47.06
POOL #G1-4957 3.5% 01-01-2					
1446.09 FEDERAL HOME LN MTG CORP	02/13/2014	09/15/2014	1,446.09	1,524.27	-78.18
POOL #G1-8498 3.5% 01-01-2					
387.04 FEDERAL HOME LN MTG CORP	03/17/2014	09/15/2014	387.04	404.34	-17.30
POOL #A9-3748 4% 09-01-204					
831.36 FEDERAL HOME LN MTG CORP	03/17/2014	09/15/2014	831.36	868.51	-37.15
POOL #A9-6312 4% 01-01-204					
909.12 FEDERAL HOME LN MTG CORP	04/16/2014	09/15/2014	909.12	975.88	-66.76
POOL #Q0-1798 4.5% 07-01-2					
3510.98 FNMA POOL #AA2238 4%	02/28/2014	09/25/2014	3,510.98	3,755.65	-244.67
05-01-2024 BEO					
1822.18 FNMA POOL #AD8033 4%	02/14/2014	09/25/2014	1,822.18	1,905.32	-83.14
08-01-2040 BEO					
664.15 FEDERAL HOME LN MTG CORP	03/14/2014	10/15/2014	664.15	699.85	-35.70
POOL #G1-4957 3.5% 01-01-2					
1137.6 FEDERAL HOME LN MTG CORP	02/13/2014	10/15/2014	1,137.60	1,199.10	-61.50
POOL #G1-8498 3.5% 01-01-2					
591.3 FEDERAL HOME LN MTG CORP	03/17/2014	10/15/2014	591.30	617.72	-26.42
POOL #A9-3748 4% 09-01-204					
254.58 FEDERAL HOME LN MTG CORP	03/17/2014	10/15/2014	254.58	265.96	-11.38
POOL #A9-6312 4% 01-01-204					
778.79 FEDERAL HOME LN MTG CORP	04/16/2014	10/15/2014	778.79	835.98	-57.19
POOL #Q0-1798 4.5% 07-01-2					
2090.36 FNMA POOL #AA2238 4%	02/28/2014	10/27/2014	2,090.36	2,236.03	-145.67
05-01-2024 BEO					
1053.86 FNMA POOL #AD8033 4%	02/14/2014	10/27/2014	1,053.86	1,101.94	-48.08
08-01-2040 BEO					
50000. AMERICAN EXPRESS CREDIT	02/26/2014	11/06/2014	50,319.00	50,573.00	-254.00
1.3 DUE 07-29-2016					
Totals					

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GEORGE AND FAY YOUNG FOUNDATION 26-51801
Schedule D Detail of Short-term Capital Gains and Losses

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Part IV - Statement 7

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

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
280. APPLE COMPUTER INC	05/07/2013	12/03/2013	157,326.74	135,777.99	21,548.75
290. ABBOTT LABORATORIES	11/25/2013	12/05/2013	10,689.30	11,191.48	-502.18
200. AMGEN INC	03/25/2013	12/05/2013	22,631.62	19,397.30	3,234.32
40. APPLE COMPUTER INC	05/07/2013	12/05/2013	22,747.64	18,155.37	4,592.27
30. AUTOZONE INC	11/25/2013	12/05/2013	13,795.82	14,033.83	-238.01
380. COCA COLA CO	11/25/2013	12/05/2013	15,122.06	15,474.70	-352.64
370. COMCAST CORP CL A COM	12/03/2013	12/05/2013	18,091.13	18,101.33	-10.20
260. CONAGRA INC	11/25/2013	12/05/2013	8,472.60	8,538.63	-66.03
60. COSTCO WHSL CORP NEW	11/22/2013	12/05/2013	7,253.03	7,487.34	-234.31
290. DIRECTV COM	03/13/2013	12/05/2013	18,897.29	15,106.48	3,790.81
170. EXPRESS SCRIPTS HLDG CO	11/25/2013	12/05/2013	11,354.95	11,332.17	22.78
20. GOOGLE INC CL A	09/24/2013	12/05/2013	21,130.07	17,764.16	3,365.91
100. HOME DEPOT INC	09/11/2013	12/05/2013	7,848.21	7,443.22	404.99
100. HONEYWELL INTL INC	06/07/2013	12/05/2013	8,674.68	7,869.81	804.87
120. JOHNSON & JOHNSON	11/25/2013	12/05/2013	11,136.48	11,477.47	-340.99
290. KROGER CO	11/25/2013	12/05/2013	11,555.36	12,372.62	-817.26
480. ORACLE CORPORATION	03/13/2013	12/05/2013	16,730.10	17,093.95	-363.85
80. PETSMART INC	10/28/2013	12/05/2013	5,839.14	5,886.38	-47.24
70. PRAXAIR INC	11/25/2013	12/05/2013	8,562.96	8,867.69	-304.73
240. QUALCOMM INC	11/25/2013	12/05/2013	17,566.59	17,070.70	495.89
60. SIGMA ALDRICH CORP	11/25/2013	12/05/2013	5,254.86	5,253.83	1.03
110. STERICYCLE INC	06/07/2013	12/05/2013	12,778.87	11,911.50	867.37
60. UNION PAC CORP COM	07/18/2013	12/05/2013	9,750.58	9,711.40	39.18
80. VERISIGN INC	11/22/2013	12/05/2013	4,537.99	4,530.46	7.53
360. VERIZON COMMUNICATIONS	11/25/2013	12/05/2013	17,584.18	18,063.79	-479.61
280. WAL MART STORES INC	05/15/2013	12/05/2013	22,168.08	22,284.00	-115.92
260. APPLE COMPUTER INC	01/25/2013	01/09/2014	139,623.03	114,768.63	24,854.40
410. AMGEN INC	03/25/2013	01/30/2014	49,737.58	39,764.47	9,973.11
2100. CONAGRA INC	11/25/2013	02/11/2014	60,962.36	68,965.89	-8,003.53
970. VERIZON COMMUNICATIONS	11/25/2013	03/26/2014	45,696.65	48,671.88	-2,975.23
4640. PETSMART INC	03/25/2014	05/21/2014	269,667.58	327,786.92	-58,119.34
210. ABBOTT LABORATORIES	11/25/2013	06/05/2014	8,429.21	8,104.17	325.04
60. ABBVIE INC COM	05/27/2014	06/05/2014	3,305.41	3,243.10	62.31
20. AUTOZONE INC	11/25/2013	06/05/2014	10,765.96	9,355.89	1,410.07
270. COCA COLA CO	11/25/2013	06/05/2014	11,051.80	10,995.18	56.62
Totals					

Part IV - Statement 7

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

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
270. COMCAST CORP CL A COM	12/03/2013	06/05/2014	14,199.06	13,209.08	989.98
50. COSTCO WHSL CORP NEW	11/22/2013	06/05/2014	5,880.37	6,239.45	-359.08
60. WALT DISNEY CO	03/25/2014	06/05/2014	5,086.68	4,791.10	295.58
130. EXPRESS SCRIPTS HLDG CO	11/25/2013	06/05/2014	9,216.83	8,665.77	551.06
20. FEDEX CORP	03/11/2014	06/05/2014	2,865.53	2,746.88	118.65
110. GENERAL MILLS INC	03/25/2014	06/05/2014	6,090.56	5,625.39	465.17
20. GOOGLE INC CL A	09/24/2013	06/05/2014	11,279.55	8,896.29	2,383.26
20. GOOGLE INC CL C	09/24/2013	06/05/2014	11,072.55	8,867.86	2,204.69
70. HOME DEPOT INC	09/11/2013	06/05/2014	5,625.07	5,210.25	414.82
50. HONEYWELL INTL INC	06/07/2013	06/05/2014	4,752.15	3,934.90	817.25
90. JOHNSON & JOHNSON	11/25/2013	06/05/2014	9,292.59	8,608.10	684.49
180. KROGER CO	03/25/2014	06/05/2014	8,669.55	7,833.10	836.45
20. MCKESSON HBOC INC	01/30/2014	06/05/2014	3,783.71	3,540.39	243.32
40. PRAXAIR INC	03/25/2014	06/05/2014	5,346.28	5,265.44	80.84
170. QUALCOMM INC	11/25/2013	06/05/2014	13,554.02	12,091.74	1,462.28
50. SCHLUMBERGER LTD ISIN #AN8068571086	05/27/2014	06/05/2014	5,191.88	5,114.95	76.93
40. SIGMA ALDRICH CORP	11/25/2013	06/05/2014	3,973.25	3,502.55	470.70
170. SOUTHWEST AIRLINES CO	12/23/2013	06/05/2014	4,624.43	3,206.30	1,418.13
50. SOUTHWESTERN ENERGY CO COM	05/14/2014	06/05/2014	2,316.44	2,273.06	43.38
50. STERICYCLE INC	03/25/2014	06/05/2014	5,756.81	5,623.59	133.22
30. 3M CO	03/25/2014	06/05/2014	4,305.50	4,020.85	284.65
40. UNION PAC CORP COM	12/23/2013	06/05/2014	8,018.22	6,592.34	1,425.88
80. VERISIGN INC	12/23/2013	06/05/2014	4,047.91	4,742.40	-694.49
3100. SOUTHWEST AIRLINES CO	12/23/2013	08/22/2014	98,939.58	58,467.86	40,471.72
2360. KROGER CO	03/25/2014	08/25/2014	118,311.50	101,514.92	16,796.58
2240. KROGER CO	12/05/2013	08/26/2014	112,473.51	90,560.96	21,912.55
250. ABBOTT LABORATORIES	11/25/2013	09/09/2014	10,677.26	9,647.82	1,029.44
150. ABBVIE INC COM	08/26/2014	09/09/2014	8,461.31	8,376.71	84.60
300. COCA COLA CO	11/25/2013	09/09/2014	12,566.30	12,216.87	349.43
300. COMCAST CORP CL A COM	12/03/2013	09/09/2014	16,792.75	14,676.75	2,116.00
50. COSTCO WHSL CORP NEW	11/22/2013	09/09/2014	6,302.36	6,239.45	62.91
100. WALT DISNEY CO	03/25/2014	09/09/2014	8,965.80	7,985.17	980.63
100. EXPEDITORS INTL WASH INC	06/06/2014	09/09/2014	4,186.90	4,593.01	-406.11
150. EXPRESS SCRIPTS HLDG CO	11/25/2013	09/09/2014	11,232.25	9,998.97	1,233.28
Totals					

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

USA
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Part IV - Statement 7

GEORGE AND FAY YOUNG FOUNDATION NORTHERN 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
130. ABBVIE INC COM	02/02/2010	12/05/2013	6,463.09	3,674.75	2,788.34
90. AMERICAN EXPRESS CO	11/23/2010	12/05/2013	7,602.79	3,789.65	3,813.14
270. CVS CORP	12/27/2011	12/05/2013	17,783.19	10,618.46	7,164.73
90. CELGENE CORP	02/18/2011	12/05/2013	14,828.03	4,805.06	10,022.97
190. DANAHER CORP	11/30/2012	12/05/2013	13,961.79	10,246.99	3,714.80
550. EMC CORP MASS	11/29/2012	12/05/2013	13,107.43	13,844.55	-737.12
90. ECOLAB INC	06/24/2011	12/05/2013	9,258.42	4,901.63	4,356.79
150. EXXON MOBIL CORP	07/12/2010	12/05/2013	14,129.00	8,799.42	5,329.58
30. INTL BUSINESS MACHINES	02/02/2010	12/05/2013	5,277.91	3,752.24	1,525.67
40. MASTERCARD INC CL A	03/16/2012	12/05/2013	30,045.46	16,840.51	13,204.95
50. MCKESSON HBOC INC	03/27/2012	12/05/2013	7,991.63	4,406.46	3,585.17
150. SCHLUMBERGER LTD ISIN #AN8068571086	12/02/2011	12/05/2013	13,018.03	11,354.94	1,663.09
120. TJX COS INC NEW	02/02/2010	12/05/2013	7,461.22	2,346.20	5,115.02
90. UNITED PARCEL SERVICE INC CL B					
220. UNITED TECHNOLOGIES CORP	11/29/2012	12/05/2013	9,146.49	6,626.43	2,520.06
110. VIACOM INC	08/28/2012	12/05/2013	23,958.97	17,733.78	6,225.19
230. MASTERCARD INC CL A	03/29/2012	12/05/2013	8,951.68	5,191.47	3,760.21
820. MCKESSON HBOC INC	03/16/2012	12/11/2013	182,615.12	79,680.78	102,934.34
2430. CELGENE CORP	03/27/2012	01/13/2014	136,935.64	72,265.94	64,669.70
200. AMGEN INC	02/18/2011	01/17/2014	406,410.92	129,736.48	276,674.44
3080. CONAGRA INC	12/07/2012	01/30/2014	24,262.24	17,603.58	6,658.66
4670. CONAGRA INC	12/07/2012	02/11/2014	89,411.46	91,476.03	-2,064.57
1740. UNITED PARCEL SERVICE INC CL B	11/19/2012	02/20/2014	133,399.97	129,933.39	3,466.58
1420. AMGEN INC	11/29/2012	03/11/2014	170,977.08	128,110.98	42,866.10
2040. DIRECTV COM	02/06/2013	03/21/2014	176,934.90	124,291.81	52,643.09
2930. EXXON MOBIL CORP	03/13/2013	03/26/2014	149,127.23	101,402.29	47,724.94
1290. DIRECTV COM	07/12/2010	04/30/2014	295,647.45	171,882.00	123,765.45
990. DIRECTV COM	02/02/2010	05/01/2014	104,942.92	40,315.08	64,627.84
50. AMERICAN EXPRESS CO	02/02/2010	05/09/2014	86,000.38	30,939.48	55,060.90
40. AMGEN INC	11/23/2010	06/05/2014	4,630.39	2,105.36	2,525.03
	02/06/2013	06/05/2014	4,737.89	3,484.68	1,253.21
Totals					

Part IV - Statement 7

GEORGE AND FAY YOUNG FOUNDATION NORTHERN 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
20. APPLE COMPUTER INC	01/25/2013	06/05/2014	12,936.31	8,828.36	4,107.95
130. CVS CORP	12/09/2011	06/05/2014	10,219.50	4,992.38	5,227.12
80. DANAHER CORP	11/30/2012	06/05/2014	6,376.87	4,314.52	2,062.35
40. DIRECTV COM	02/02/2010	06/05/2014	3,303.37	1,250.08	2,053.29
400. EMC CORP MASS	11/29/2012	06/05/2014	10,568.12	10,068.76	499.36
60. ECOLAB INC	06/24/2011	06/05/2014	6,584.18	3,267.76	3,316.42
20. INTL BUSINESS MACHINES	02/02/2010	06/05/2014	3,711.71	2,501.50	1,210.21
80. MASTERCARD INC CL A	06/02/2011	06/05/2014	6,140.66	2,262.51	3,878.15
350. ORACLE CORPORATION	03/13/2013	06/05/2014	14,752.38	12,464.34	2,288.04
90. TJX COS INC NEW	02/02/2010	06/05/2014	5,033.65	1,759.65	3,274.00
90. UNITED TECHNOLOGIES CORP	08/28/2012	06/05/2014	10,642.26	7,110.88	3,531.38
80. VIACOM INC	03/29/2012	06/05/2014	7,008.64	3,775.62	3,233.02
150. WAL MART STORES INC	05/15/2013	06/05/2014	11,581.24	11,937.86	-356.62
50. AMERICAN EXPRESS CO	11/23/2010	09/09/2014	4,426.90	2,105.36	2,321.54
50. AMGEN INC	02/06/2013	09/09/2014	6,911.34	4,355.86	2,555.48
200. APPLE COMPUTER INC	01/25/2013	09/09/2014	19,873.96	12,611.93	7,262.03
150. CVS CORP	12/09/2011	09/09/2014	12,127.73	5,760.43	6,367.30
100. DANAHER CORP	11/30/2012	09/09/2014	7,663.83	5,393.15	2,270.68
50. DIRECTV COM	02/02/2010	09/09/2014	4,324.90	1,562.60	2,762.30
450. EMC CORP MASS	11/29/2012	09/09/2014	13,133.40	11,327.36	1,806.04
100. ECOLAB INC	06/24/2011	09/09/2014	11,506.74	5,446.26	6,060.48
50. HONEYWELL INTL INC	06/07/2013	09/09/2014	4,740.89	3,934.91	805.98
100. MASTERCARD INC CL A	06/02/2011	09/09/2014	7,601.83	2,828.13	4,773.70
400. ORACLE CORPORATION	03/13/2013	09/09/2014	16,239.40	14,244.96	1,994.44
100. TJX COS INC NEW	02/02/2010	09/09/2014	5,970.86	1,955.16	4,015.70
100. UNITED TECHNOLOGIES CORP	10/25/2011	09/09/2014	10,878.75	7,581.29	3,297.46
100. VIACOM INC	03/29/2012	09/09/2014	7,973.82	4,719.52	3,254.30
150. WAL MART STORES INC	05/15/2013	09/09/2014	11,468.49	11,937.85	-469.36
1040. SIGMA ALDRICH CORP	06/24/2011	10/20/2014	139,935.87	71,631.76	68,304.11
4350. COCA COLA CO	08/28/2013	10/21/2014	177,138.96	157,316.46	19,822.50
640. SIGMA ALDRICH CORP	06/24/2011	10/21/2014	86,132.87	44,061.95	42,070.92
600. APPLE COMPUTER INC	03/13/2013	11/14/2014	67,947.95	37,069.84	30,878.11
Totals			2893876.00	1732539.00	1161337.00

Part IV - Statement 8

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

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
250. CHEVRONTXACO CORP	03/19/2013	01/17/2014	29,969.23	29,865.05	104.18
2470. CISCO SYS INC	04/19/2013	01/17/2014	55,772.37	50,650.07	5,122.30
675. TIME WARNER CABLE INC COM	05/20/2013	01/17/2014	91,568.83	65,257.38	26,311.45
.43 VERIZON COMMUNICATIONS	02/24/2014	02/24/2014	20.51	19.88	0.63
.55 ADR VODAFONE GROUP PLC					
NEW SPONSORED ADRNO PAR	02/24/2014	02/24/2014	22.67	27.32	-4.65
1345. TIME WARNER CABLE INC COM	06/11/2013	03/04/2014	188,707.61	129,503.23	59,204.38
1212. VERIZON COMMUNICATIONS	02/24/2014	03/04/2014	58,168.57	56,030.76	2,137.81
475. ATWOOD OCEANICS INC	09/13/2013	03/19/2014	22,227.90	27,037.76	-4,809.86
215. CHEVRONTXACO CORP	03/19/2013	03/19/2014	24,682.05	25,683.95	-1,001.90
1255. TIME WARNER CABLE INC COM	06/11/2013	03/19/2014	170,423.10	119,652.33	50,770.77
1065. COVIDIEN PLC USD0.20	04/28/2014	06/16/2014	91,325.88	73,964.89	17,360.99
2410. DIRECTV COM	01/21/2014	08/20/2014	203,917.40	174,299.15	29,618.25
450. ZIMMER HLDGS INC	12/09/2013	08/20/2014	45,033.20	41,517.81	3,515.39
120. APPLE COMPUTER INC	03/19/2014	09/09/2014	11,933.13	9,084.07	2,849.06
100. ATWOOD OCEANICS INC	09/13/2013	09/09/2014	4,647.39	5,692.16	-1,044.77
150. CBS CORP	07/08/2014	09/09/2014	8,753.05	9,514.80	-761.75
80. DISCOVER FINL SVCS COM	08/20/2014	09/09/2014	5,085.88	4,945.11	140.77
170. EXPRESS SCRIPTS HLDG CO	05/28/2014	09/09/2014	12,685.96	12,077.70	608.26
410. GANNETT INC	10/31/2013	09/09/2014	13,491.73	11,434.82	2,056.91
120. GILEAD SCIENCES INC	07/08/2014	09/09/2014	12,728.73	10,344.61	2,384.12
410. HEWLETT PACKARD CO COM	01/17/2014	09/09/2014	15,089.71	12,287.09	2,802.62
140. HOME DEPOT INC	03/04/2014	09/09/2014	12,548.62	11,628.75	919.87
140. LINCOLN NATIONAL CORP IND	08/22/2014	09/09/2014	7,536.73	7,524.36	12.37
100. NORFOLK SOUTHN CORP COM	12/09/2013	09/09/2014	10,827.26	9,103.68	1,723.58
80. OSHKOSH TRUCK CORP CL B	04/28/2014	09/09/2014	3,934.71	4,429.43	-494.72
120. PHILLIPS 66 COM	03/19/2014	09/09/2014	10,463.16	9,373.07	1,090.09
60. STRYKER CORP	03/20/2014	09/09/2014	5,037.78	4,873.15	164.63
60. TRW AUTOMOTIVE HLDGS CORP	01/17/2014	09/09/2014	5,983.36	4,534.36	1,449.00
110. UNITED RENTALS INC	09/13/2013	09/09/2014	12,822.96	6,196.52	6,626.44
70. ADR VODAFONE GROUP PLC NEW					
SPONSORED ADRNO PAR	02/24/2014	09/09/2014	2,319.39	3,477.08	-1,157.69
160. WALGREEN CO	09/13/2013	09/09/2014	10,122.17	8,490.42	1,631.75
60. WHIRLPOOL CORP	04/28/2014	09/09/2014	9,037.90	9,127.42	-89.52
60. ZIMMER HLDGS INC	12/09/2013	09/09/2014	6,132.16	5,535.71	596.45
Totals					

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

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Part IV - Statement 8

GEORGE AND FAY YOUNG FOUNDATION G&F YOUNG
 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
555. MCKESSON HBOC INC	08/09/2001	12/09/2013	91,192.18	20,223.20	70,968.98
720. PHILIP MORRIS INTERNATIONAL	12/18/2008	12/09/2013	62,019.65	30,297.60	31,722.05
860. INTL BUSINESS MACHINES	05/15/2009	12/10/2013	152,147.60	87,230.74	64,916.86
3800. EMC CORP MASS	09/24/2012	02/05/2014	89,796.99	105,451.90	-15,654.91
4750. ROSS STORES INC	01/11/2010	02/05/2014	310,729.14	107,083.05	203,646.09
1705. VODAFONE GROUP PLC					
SPONSORED ADR	02/22/2011	02/05/2014	60,057.06	49,112.70	10,944.36
470. CHEVRONTXACO CORP	12/18/2008	03/19/2014	53,956.12	35,823.40	18,132.72
2345. ADR NOVARTIS AG SPONSORED					
ADR ISIN #US66987V1098	10/06/2008	03/19/2014	189,304.61	121,891.83	67,412.78
745. STANLEY BLACK & DECKER INC					
COM	01/29/2013	03/19/2014	58,952.99	57,366.79	1,586.20
4760. PFIZER INC	10/12/2012	04/28/2014	150,400.76	116,078.07	34,322.69
2130. STANLEY BLACK & DECKER INC					
COM	04/19/2013	04/28/2014	179,193.79	163,364.09	15,829.70
25600. BK AMER CORP COM	02/28/2013	05/16/2014	369,448.45	281,975.46	87,472.99
1635. COVIDIEN PLC USD0.20	10/12/2012	06/16/2014	140,204.52	83,016.00	57,188.52
2365. COVIDIEN PLC USD0.20	06/06/2012	06/20/2014	215,044.69	114,167.82	100,876.87
4320. AFLAC INC	11/14/2011	08/20/2014	263,320.21	175,030.22	88,289.99
4215. US BANCORP DEL NEW	07/02/2013	08/20/2014	175,786.47	153,361.08	22,425.39
1080. UNION PAC CORP COM	12/18/2008	08/28/2014	112,874.78	26,816.40	86,058.38
80. ABBVIE INC COM	04/25/2012	09/09/2014	4,451.50	2,548.39	1,903.11
210. ALTRIA GROUP INC	10/03/2008	09/09/2014	9,146.34	4,363.78	4,782.56
110. AMERICAN EXPRESS CO	12/27/2006	09/09/2014	9,756.13	6,778.79	2,977.34
120. AMERIPRISE FINANCIAL INC	08/01/2013	09/09/2014	15,049.46	10,928.41	4,121.05
40. BLACKROCK INC CL A	06/28/2011	09/09/2014	13,191.10	7,537.28	5,653.82
20. CF INDS HLDGS INC COM	03/19/2013	09/09/2014	5,057.18	3,924.53	1,132.65
40. CHEVRONTXACO CORP	12/18/2008	09/09/2014	4,993.28	3,048.80	1,944.48
310. CISCO SYS INC	04/19/2013	09/09/2014	7,673.88	6,356.89	1,316.99
140. CITIGROUP INC COM NEW	02/28/2013	09/09/2014	7,181.14	5,900.76	1,280.38
140. CONOCOPHILLIPS	03/19/2013	09/09/2014	11,094.05	8,280.15	2,813.90
90. DANAHER CORP	09/18/2007	09/09/2014	6,897.89	3,591.31	3,306.58
70. DOMINION RES INC VA NEW	12/18/2008	09/09/2014	4,928.24	2,433.90	2,494.34
Totals					

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

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STATEMENT PT XV-1

PART XV, LINE 3(a) - CONTRIBUTIONS PAID DURING THE YEAR ENDED NOVEMBER 30, 2014

RECIPIENT	RECIPIENT STATUS	PURPOSE	AMOUNT
AUSTIN COLLEGE 900 NORTH GRAND, SUITE 6G SHERMAN TX 75090	PUBLIC	GENERAL	50,000
AUSTIN CLASSICAL GUITAR SOCIETY 5900 BALCONES DR #220 AUSTIN, TX 78731	PUBLIC	GENERAL	15,000
AVANCE - DALLAS, INC 2060 SINGLETON BLVD , STE. 103 DALLAS, TX 75212	PUBLIC	GENERAL	80,000
BIG FIX FOR BIG D 3963 MAPLE AVENUE, STE.,390 DALLAS, TX 76219	PUBLIC	GENERAL	75,000
BIG THOUGHT 1409 SOUTH LAMAR STREET #1015 DALLAS, TX 75215	PUBLIC	GENERAL	75,000
BLACKLAND PRAIRIE RAPTOR CENTER 6119 GREENVILLE AVE , #341 DALLAS, TX 75206	PUBLIC	GENERAL	30,000
BORDER CROSSERS 71 FIFTH AVENUE, 6TH FLOOR NEW YORK, NY 10003	PUBLIC	GENERAL	10,000
CARRY THE LOAD PO BOX 261904 PLANO, TX 75026	PUBLIC	GENERAL	12,500
CAMP FIRE USA FIRST TEXAS COUNCIL 2700 MEACHAM BLVD. FORT WORTH, TX 76137	PUBLIC	GENERAL	130,000

STATEMENT PT XV-1

PART XV, LINE 3(a) - CONTRIBUTIONS PAID DURING THE YEAR ENDED NOVEMBER 30, 2014

RECIPIENT	RECIPIENT STATUS	PURPOSE	AMOUNT
CATHOLIC CHARITIES, DIOCESE OF FT. WORTH, INC P.O. BOX 15610 FORT WORTH, TX 76110	PUBLIC	GENERAL	90,000
CHICAGO ARTS PARTNERSHIPS IN EDUCATION 228 S. WABASH, SUITE 500 CHICAGO, IL. 60604	PUBLIC	GENERAL	12,500
CHILD CARE GROUP 1420 W. MOCKINGBIRD LN., SUITE 300 DALLAS, TX 75247	PUBLIC	GENERAL	130,000
CLAUDE MOORE COLONIAL FARM 6310 GEORGETOWN PIKE MCLEAN, VA. 22101	PUBLIC	GENERAL	10,000
COMMIT 3963 MAPLE AVENUE, STE 290 DALLAS, TX 75219	PUBLIC	GENERAL	135,000
CONFERENCE OF SOUTHWEST FOUNDATION 624 N GOOD-LATIMER EXPY, STE 100 DALLAS, TX 75204	PUBLIC	GENERAL	2,000
GIRL SCOUTS OF NORTHEAST TEXAS 6001 SUMMERSIDE DR. #101 DALLAS, TX 75252	PUBLIC	GENERAL	75,000
GUIDE DOG FOUNDATION FOR THE BLIND 371 E. JERICO TURNPIKE SMITHTOWN, NY 11787	PUBLIC	GENERAL	80,000
JANE GOODALL INSTITUTE 1595 SPRING HILL ROAD, SUITE 550 VIENNA, VA 22182	PUBLIC	GENERAL	12,500

STATEMENT PT XV-1

PART XV, LINE 3(a) - CONTRIBUTIONS PAID DURING THE YEAR ENDED NOVEMBER 30, 2014

RECIPIENT	RECIPIENT STATUS	PURPOSE	AMOUNT
JUBILEE PARK AND COMMUNITY CENTER 907 BANK STREET DALLAS, TX 75223	PUBLIC	GENERAL	150,000
KEMP CENTER FOR THE ARTS 1301, 1399 TRAVIS STREET WICHITA FALLS, TX 76301	PUBLIC	GENERAL	5,000
LUMIN EDUCATION 924 WAYNE STREET DALLAS, TX 75223	PUBLIC	GENERAL	100,000
MERCY SHIPS P O BOX 2020 GARDEN VALLEY, TX 75771	PUBLIC	GENERAL	12,500
MOMENTOUS INSTITUTE 106 EAST TENTH STREET DALLAS, TX 75203	PUBLIC	GENERAL	100,000
NEO PHILANTHROPY 45 WEST 36TH STREET, 6TH FLOOR NEW YORK, NY 10018	PUBLIC	GENERAL	225,000
NORTH TEXAS FOOD BANK 4500 S. COCKRELL HILL ROAD DALLAS, TX 75236	PUBLIC	GENERAL	12,500
NOTAH BEGAY III FOUNDATION 290 PRAIRIE STAR RD SANTA ANA PUEBLO, NM 87004	PUBLIC	GENERAL	50,000
PROTECT OUR WINTERS 1157 EMBRY STREET PACIFIC PALISADES, CA 70272	PUBLIC	GENERAL	12,500

STATEMENT. PT XV-1

PART XV, LINE 3(a) - CONTRIBUTIONS PAID DURING THE YEAR ENDED NOVEMBER 30, 2014

RECIPIENT	RECIPIENT STATUS	PURPOSE	AMOUNT
READING PARTNERS 2910 SWISS AVENUE DALLAS, TX 75204	PUBLIC	GENERAL	100,000
REAL SCHOOL GARDENS 1700 UNIVERSITY DR , STE. 260 FORT WORTH, TX 76107	PUBLIC	GENERAL	90,000
SALESMANSHIP CLUB 106 E 10TH STREET, STE 200 DALLAS, TX 75203	PUBLIC	GENERAL	10,000
SCHOOL LEADERS NETWORK P O. BOX 565 FORESTDALE, MA 02644	PUBLIC	GENERAL	75,000
SCHREINER UNIVERSITY 2100 SAN ANTONIO HWY KERRVILLE, TX 78028	PUBLIC	GENERAL	45,000
SFA PINEY WOODS NATIVE PLANT CENTER 419 EAST COLLEGE ST NACOGDOCHES, TX 75962	PUBLIC	GENERAL	10,000
SNOWMASS CHAPEL 5307 OWL CREEK RD SNOWMASS VILLAGE, CO 81615	PUBLIC	GENERAL	25,000
ST EDWARDS UNIVERSITY 3001 SOUTH CONGRESS AVENUE AUSTIN, TX 78704	PUBLIC	GENERAL	50,000
TEACHING TRUST 1825 MARKET CENTER BLVD. SUITE 260 DALLAS, TX 75207	PUBLIC	GENERAL	125,000

STATEMENT PT XV-1

PART XV, LINE 3(a) - CONTRIBUTIONS PAID DURING THE YEAR ENDED NOVEMBER 30, 2014

RECIPIENT	RECIPIENT STATUS	PURPOSE	AMOUNT
THE FAMILY PLACE P.O. BOX 7999 DALLAS, TX 75209	PUBLIC	GENERAL	150,000
THE FULTON SCHOOL 1623 LAURENCE DRIVE HEATH, TX 75032	PUBLIC	GENERAL	25,000
TRINITY UNIVERSITY ONE TRINITY PLACE - SUITE 210 SAN ANTONIO, TX 78212	PUBLIC	GENERAL	50,000
VOLUNTEERS OF AMERICA TEXAS 300 E MIDWAY DR. EULESS, TX 76039	PUBLIC	GENERAL	75,000
WITTE MUSEUM 3801 BROADWAY ST SAN ANTONIO, TX 8209	PUBLIC	GENERAL	90,000
ZERO TO FIVE FUNDERS COLLABORATIVE 3963 MAPLE AVENUE, STE. 390 DALLAS, TX 75219	PUBLIC	GENERAL	55,000
Total to Part XV, Line 3(a)			2,667,000

STATEMENT. PT XV-2

PART XV, LINE 3(b) - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

RECIPIENT	RECIPIENT STATUS	PURPOSE	AMOUNT
TRINITY UNIVERSITY ONE TRINITY PLACE SAN ANTONIO, TX 78212	PUBLIC	GENERAL	100,000
SCHREINER UNIVERSITY 2100 MEMORIAL BOULEVARD KERRVILLE, TX 78028	PUBLIC	GENERAL	90,000
AUSTIN COLLEGE 900 NORTH GARLAND, SUITE 6G SHERMAN, TX 75090	PUBLIC	GENERAL	100,000
ST EDWARDS UNIVERSITY 3001 SOUTH CONGRESS AVENUE AUSTIN, TX 78704	PUBLIC	GENERAL	100,000
JUBILEE PARK AND COMMUNITY CENTER 907 BANKS ST. DALLAS, TX 75223	PUBLIC	GENERAL	300,000
Total to Part XV, Line 3(b)			690,000