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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

1505

For calendar year 2014 or tax year beginning JUN 1, 2014, and ending MAY 31, 2015

Name of foundation WILLIAM E SCOTT FOUNDATION	A Employer identification number 75-6024661
Number and street (or P O box number if mail is not delivered to street address) 801 CHERRY STREET — Room/suite 2000	B Telephone number 817-336-2400
City or town, state or province, country, and ZIP or foreign postal code FORT WORTH, TX 76102-6882	C If exemption application is pending, check here ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	D 1 Foreign organizations, check here ▶ ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 22,630,817. J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	8.	8.		STATEMENT 1
	4 Dividends and interest from securities	399,434.	399,434.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,919,074.			
	b Gross sales price for all assets on line 6a 10,364,742.				
	7 Capital gain net income (from Part IV, line 2)		1,919,074.		
	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	304,248.	304,248.		STATEMENT 3
	12 Total. Add lines 1 through 11	2,622,764.	2,622,764.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	14,000.	7,000.		7,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	7,711.	7,711.		0.
	b Accounting fees STMT 5	8,785.	8,785.		0.
	c Other professional fees STMT 6	114,878.	113,503.		1,375.
	17 Interest				
	18 Taxes STMT 7	86,859.	33,381.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,821.	0.		2,821.
	22 Printing and publications				
	23 Other expenses STMT 8	3,283.	3,283.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	238,337.	173,663.		11,196.
	25 Contributions, gifts, grants paid	1,057,000.			1,057,000.
	26 Total expenses and disbursements. Add lines 24 and 25	1,295,337.	173,663.		1,068,196.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	1,327,427.			
	b Net investment income (if negative, enter -0-)		2,449,101.		
	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	28,258.	153,335.	153,335.
	2	Savings and temporary cash investments	1,160,750.	1,350,190.	1,350,190.
	3	Accounts receivable ▶ 118,489.			
		Less: allowance for doubtful accounts ▶	2,119.	118,489.	118,489.
	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 9	8,899,176.	10,461,848.	14,657,354.
	c	Investments - corporate bonds STMT 10	3,221,183.	3,644,977.	3,603,840.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 11	2,846,263.	1,756,337.	2,747,609.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	16,157,749.	17,485,176.	22,630,817.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds	2,205,884.	2,205,884.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	13,951,865.	15,279,292.	
	30	**Total net assets or fund balances**	16,157,749.	17,485,176.	
	31	**Total liabilities and net assets/fund balances**	16,157,749.	17,485,176.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	16,157,749.
2	Enter amount from Part I, line 27a	2	1,327,427.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	17,485,176.
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	17,485,176.

Form **990-PF** (2014)

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
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	10,364,742.		8,445,668.	1,919,074.

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				1,919,074.

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 1,919,074.

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))
2013	944,430.	20,871,257.	.045250
2012	1,023,296.	18,981,947.	.053909
2011	972,329.	18,753,301.	.051848
2010	696,479.	18,715,210.	.037215
2009	772,044.	17,638,364.	.043771

2	**Total** of line 1, column (d)	2	.231993
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	.046399
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	21,614,873.
5	Multiply line 4 by line 3	5	1,002,908.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	24,491.
7	Add lines 5 and 6	7	1,027,399.
8	Enter qualifying distributions from Part XII, line 4	8	1,068,196.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	24,491.
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	24,491.
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	24,491.
6	Credits/Payments:			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a 30,000.		
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	30,000.
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	5,509.
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶	5,509. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Form **990-PF** (2014)

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11-24-14

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ DECKER, JONES, MCMACKIN, ET AL Telephone no. ▶ 817-336-0361

Located at ▶ 801 CHERRY STREET, STE 2000, FORT WORTH, TX ZIP+4 ▶ 76102-6882

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

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

		Line	Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶			

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ 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 2014 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 2014.)*	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 2014?		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 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 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
RAYMOND B. KELLY III 301 VIRGINIA PLACE FORT WORTH, TX 76107	PRESIDENT 8.00	19,500.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ 0

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

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

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

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

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	20,901,075.
b	Average of monthly cash balances	1b	54,059.
c	Fair market value of all other assets	1c	988,900.
d	**Total** (add lines 1a, b, and c)	1d	21,944,034.
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	21,944,034.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	329,161.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,614,873.
6	**Minimum investment return.** Enter 5% of line 5	6	1,080,744.

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	1,080,744.
2a	Tax on investment income for 2014 from Part VI, line 5 2a 24,491.		
b	Income tax for 2014. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	24,491.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,056,253.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,056,253.
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	1,056,253.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,068,196.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,068,196.
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	24,491.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	1,043,705.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				1,056,253.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012 7,113.				
e From 2013				
f Total of lines 3a through e	7,113.			
4 Qualifying distributions for 2014 from Part XII, line 4. ▶ $ 1,068,196.				
a Applied to 2013, but not more than line 2a			0.	
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 2014 distributable amount				1,056,253.
e Remaining amount distributed out of corpus	11,943.			
5 Excess distributions carryover applied to 2014 (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	19,056.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	19,056.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012 7,113.				
d Excess from 2013				
e Excess from 2014 11,943.				

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 2014, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

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

NONE

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

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

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

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

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

WRITTEN

c Any submission deadlines:

NONE

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

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ALL SAINTS HEALTH FOUNDATION 1400 8TH AVENUE FORT WORTH, TX 76104	N/A	PUBLIC	SOCIAL WELFARE	55,000.
ALLIANCE FOR CHILDREN 908 SOUTHLAND AVE FORT WORTH, TX 76104	N/A	PUBLIC	SOCIAL WELFARE	5,000.
AMPHIBIAN STAGE PRODUCTIONS 120 SA MAIN ST FORT WORTH, TX 76104	N/A	PUBLIC	CULTURAL	3,500.
BALLET CONCERTO 3803 CAMP BOWIE BLVD FORT WORTH, TX 76107	N/A	PUBLIC	CULTURAL	2,500.
BOYS AND GIRLS CLUB OF GREATER FORT WORTH 1800 I M TERRELL WAY FORT WORTH, TX 72102	N/A	PUBLIC	SOCIAL WELFARE	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,057,000.
b Approved for future payment NONE				
Total			▶ 3b	0.

Form **990-PF** (2014)

423611
11-24-14

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513 or 514 (c) Exclusion code	Excluded by section 512, 513 or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	8.	
4 Dividends and interest from securities			14	399,434.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			15	304,248.	
8 Gain or (loss) from sales of assets other than inventory			18	1,919,074.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		2,622,764.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 2,622,764.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

RB Kellyn | 10/15/15 | PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
PATRICK H ADMIRE		10/14/15		P00514421

Firm's name ▶ ADMIRE SANFORD & ASSOCIATES, PLLC — Firm's EIN ▶ 46-1281344

Firm's address ▶ 3430 HILLDALE ROAD, SUITE 100 FORT WORTH, TX 76116-5414 — Phone no. 817-735-1840

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	ADOBE SYS INC	P		
b	COVIDIEN PLC	P		
c	DENTSPLY INTL INC NEW	P		
d	WELLS FARGO & CO	P		
e	COVANCE INC	P		
f	DEVON ENERGY CORP	P		
g	HALYARD HEALTH INC	P		
h	TIBCO SOFTWARE INC	P		
i	ECOLAB INC	P		
j	HALYARD HEALTH INC	P		
k	WELLS FARGO & CO	P		
l	JARDEN CORP	P		
m	DOVER CORP	P		
n	NUANCE COMMUNICATIONS INC	P		
o	NUANCE COMMUNICATIONS INC	P		

	(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	99,208.		36,671.	62,537.
b	127,359.		17,796.	109,563.
c	85,381.		54,953.	30,428.
d	50,000.		52,960.	-2,960.
e	117,602.		62,626.	54,976.
f	51,135.		51,201.	-66.
g	3,890.		2,276.	1,614.
h	67,996.		33,263.	34,733.
i	50,000.		50,901.	-901.
j	5.		3.	2.
k	21,860.		11,328.	10,532.
l	23.		6.	17.
m	58,181.		64,947.	-6,766.
n	25,792.		32,603.	-6,811.
o	28,216.		35,341.	-7,125.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				62,537.
b				109,563.
c				30,428.
d				-2,960.
e				54,976.
f				-66.
g				1,614.
h				34,733.
i				-901.
j				2.
k				10,532.
l				17.
m				-6,766.
n				-6,811.
o				-7,125.

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	

423591
05-01-14

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	PRUDENTIAL FINL INC	P		
b	ADOBE SYS INC	P		
c	AMETEK INC NEW	P		
d	APPLE INC	P		
e	CELGENE CORP	P		
f	CINMARK HLDGS INC	P		
g	DANAHER CORP	P		
h	DUPONT E I DE NEMOURS & CO	P		
i	HONEYWELL INTL INC	P		
j	JARDEN CORP	P		
k	KNOWLES CORP	P		
l	KRAFT FOOD GROUP INC	P		
m	MONSANTO CO	P		
n	PALL CORP	P		
o	PENSKE AUTOMOTIVE GROUP INC	P		

	(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	50,000.		51,699.	-1,699.
b	50,000.		52,504.	-2,504.
c	6,842.		2,547.	4,295.
d	11,713.		1,972.	9,741.
e	31,917.		10,950.	20,967.
f	21,819.		9,366.	12,453.
g	19,387.		9,420.	9,967.
h	13,830.		8,548.	5,282.
i	15,191.		6,692.	8,499.
j	17,996.		4,719.	13,277.
k	8,909.		12,790.	-3,881.
l	33,135.		19,530.	13,605.
m	17,661.		7,678.	9,983.
n	18,439.		9,515.	8,924.
o	18,038.		5,746.	12,292.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				-1,699.
b				-2,504.
c				4,295.
d				9,741.
e				20,967.
f				12,453.
g				9,967.
h				5,282.
i				8,499.
j				13,277.
k				-3,881.
l				13,605.
m				9,983.
n				8,924.
o				12,292.

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	

423591
05-01-14

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	ROCKWELL AUTOMATION INC	P		
b	ROPER INDS INC NEW	P		
c	THERMO FISHER SCIENTIFIC CORP	P		
d	TRACTOR SUPPLY CO	P		
e	V F CORP	P		
f	WELLS FARGO & CO	P		
g	ZION BANCORPORATION	P		
h	AMERICAN TOWER CORP	P		
i	EXPRESS SCRIPTS HLDG CO	P		
j	KLX INC	P		
k	BE AEROSPACE INC	P		
l	ABBVIE INC	P		
m	GOOGLE INC	P		
n	LIBERBANK SA	P		
o	DEUTSCHE BANK ANRECHTE	P		

	(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	6,593.		5,368.	1,225.
b	8,545.		3,219.	5,326.
c	14,875.		6,298.	8,577.
d	19,713.		4,188.	15,525.
e	18,255.		12,893.	5,362.
f	14,346.		7,788.	6,558.
g	63,581.		79,953.	-16,372.
h	50,295.		52,499.	-2,204.
i	50,000.		50,826.	-826.
j	21,278.		21,518.	-240.
k	62,725.		56,894.	5,831.
l	59,538.		28,304.	31,234.
m	148.		45.	103.
n	886.		699.	187.
o	75.			75.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				1,225.
b				5,326.
c				8,577.
d				15,525.
e				5,362.
f				6,558.
g				-16,372.
h				-2,204.
i				-826.
j				-240.
k				5,831.
l				31,234.
m				103.
n				187.
o				75.

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	

423591
05-01-14

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	WYNN MACAU LTD	P		
b	SAMSONITE INTERNATIONAL	P		
c	BETSSON AB	P		
d	BAIDU INC	P		
e	ALIMENTATION COUCHE TARD INC	P		
f	DIGITAL CHINA HLDG LTD	P		
g	OPEN TEXT CORP CANADA	P		
h	ADHI KARYA PERSERO	P		
i	ACS ACTIVIDADES CO	P		
j	ACTELION LTD	P		
k	TOTAL SA	P		
l	LLOYDS TSB GROUP	P		
m	BOUYGUES EUR1	P		
n	AMCOR LIMITED	P		
o	ROCHE HLDGS	P		

	(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	1,830.		2,331.	-501.
b	9,170.		9,167.	3.
c	125.		181.	-56.
d	1,773.		1,605.	168.
e	6,129.		5,364.	765.
f	1,521.		1,555.	-34.
g	4,813.		4,870.	-57.
h	6,296.		7,700.	-1,404.
i	2,960.		2,230.	730.
j	6,385.		5,139.	1,246.
k	8,220.		6,460.	1,760.
l	3,730.		3,678.	52.
m	5,517.		4,640.	877.
n	3,711.		3,656.	55.
o	14,288.		13,252.	1,036.

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				-501.
b				3.
c				-56.
d				168.
e				765.
f				-34.
g				-57.
h				-1,404.
i				730.
j				1,246.
k				1,760.
l				52.
m				877.
n				55.
o				1,036.

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	

423591
05-01-14

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	CMG ULTRA SHORT TERM BOND	P		
b	ACS ACTIVIDADES DE CONSTRUCCION	P		
c	GASLOG LTD	P		
d	NATIONAL BK CDA	P		
e	CTRIP COM INTL LTD	P		
f	MELCO CROWN ENTERTAINMENT LTD	P		
g	ADHI KARYA PERSERO	P		
h	YOOX SPA	P		
i	AURIZON HOLDINGS LTD	P		
j	HSBC HLDGS	P		
k	LLOYDS TSB GROUP	P		
l	SBC COMMUNICATIONS INC	P		
m	MAIDEN HLDGS LTD	P		
n	HANNOVER RUECKVERISCHERU	P		
o	MUENCHENER RUECKVER	P		

	(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	400,000.		400,444.	-444.
b	79.		80.	-1.
c	11,216.		10,122.	1,094.
d	1,208.		1,056.	152.
e	2,289.		1,444.	845.
f	8,365.		10,308.	-1,943.
g	6,551.		6,831.	-280.
h	1,024.		1,643.	-619.
i	3,040.		2,791.	249.
j	10,938.		11,131.	-193.
k	1,015.		1,079.	-64.
l	218,951.		202,466.	16,485.
m	2,990.		2,886.	104.
n	2,093.		2,248.	-155.
o	7,743.		8,276.	-533.

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				-444.
b				-1.
c				1,094.
d				152.
e				845.
f				-1,943.
g				-280.
h				-619.
i				249.
j				-193.
k				-64.
l				16,485.
m				104.
n				-155.
o				-533.

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	

423591
05-01-14

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	AURUBIS AG	P		
b	VALE SA	P		
c	SCOR SE	P		
d	PRYSMIAN SPA	P		
e	RECKITT BENCKISER GROUP	P		
f	CENTAMIN PLC	P		
g	NKSJ HLDGS INC	P		
h	RIO TINTO	P		
i	SSE PLC	P		
j	MEDIOLANUM SPA	P		
k	ZURICH INSURANCE GROUP	P		
l	COLUMBIA MID CAP GROWTH	P		
m	COLUMBIA SMALL CAP GROWTH	P		
n	COLUMBIA SMALL CAP GROWTH	P		
o	ISHARES MSCI PLAND CAPPED	P		

	(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	2,474.		2,525.	-51.
b	3,065.		3,184.	-119.
c	22,128.		23,238.	-1,110.
d	3,653.		4,267.	-614.
e	3,229.		2,865.	364.
f	3,051.		2,853.	198.
g	10,030.		9,895.	135.
h	5,514.		5,146.	368.
i	2,836.		2,501.	335.
j	7,699.		9,087.	-1,388.
k	2,389.		2,323.	66.
l	537,748.		255,460.	282,288.
m	210,637.		136,962.	73,675.
n	35,966.		39,753.	-3,787.
o	232,769.		247,435.	-14,666.

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				-51.
b				-119.
c				-1,110.
d				-614.
e				364.
f				198.
g				135.
h				368.
i				335.
j				-1,388.
k				66.
l				282,288.
m				73,675.
n				-3,787.
o				-14,666.

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	

423591
05-01-14

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	CAMBIAR SMALL CAP FUND	P		
b	CAMBIAR SMALL CAP FUND	P		
c	TENCENT HOLDINGS LTD	P		
d	TOTAL SA	P		
e	BANK OF CHINA LTD	P		
f	RECKITT BENCKISER GROUP	P		
g	BP PLC	P		
h	ARCA CONTINENTAL SAB	P		
i	ENERGIA DE PORTUGAL	P		
j	SIEMENS AG	P		
k	KYORIN HLDGS INC	P		
l	DAI-ICHI LIFE INSURANCE CO	P		
m	JX HLDGSD INC	P		
n	SENSATA TECH HLDG	P		
o	BANK OF NOVA SCOTIA	P		

	(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	243,962.		200,000.	43,962.
b	30,253.		28,191.	2,062.
c	566.		465.	101.
d	522.		453.	69.
e	730.		745.	-15.
f	1,032.		929.	103.
g	729.		705.	24.
h	557.		414.	143.
i	602.		469.	133.
j	750.		825.	-75.
k	646.		546.	100.
l	580.		619.	-39.
m	624.		641.	-17.
n	693.		680.	13.
o	927.		939.	-12.

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				43,962.
b				2,062.
c				101.
d				69.
e				-15.
f				103.
g				24.
h				143.
i				133.
j				-75.
k				100.
l				-39.
m				-17.
n				13.
o				-12.

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

423591
05-01-14

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	CANADIAN IMPERIAL BK	P		
b	COGECO CABLE INC	P		
c	ORIENTAL LAND CO	P		
d	TORONTO DOMINION BK ONTARIO	P		
e	BP PLC	P		
f	ABBOT LABS	P		
g	AIR PRODS & CHEMS INC	P		
h	AMAZON COM INC	P		
i	AMERICAN EXPRESS CO	P		
j	AMERICAN WTR WKS CO INC	P		
k	AMGEN INC	P		
l	ANADARKO PETE CORP	P		
m	BECTON DICKINSON & CO	P		
n	BERKSHIRE HATHAWAY INC	P		
o	BROADCOM CORP	P		

	(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	958.		939.	19.
b	570.		459.	111.
c	585.		447.	138.
d	695.		683.	12.
e	16,334.		17,004.	-670.
f	21,221.		17,556.	3,665.
g	13,331.		9,444.	3,887.
h	33,998.		27,093.	6,905.
i	35,627.		29,351.	6,276.
j	25,004.		22,624.	2,380.
k	41,552.		28,925.	12,627.
l	33,212.		25,471.	7,741.
m	46,669.		32,521.	14,148.
n	68,022.		62,328.	5,694.
o	31,229.		26,222.	5,007.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				19.
b				111.
c				138.
d				12.
e				-670.
f				3,665.
g				3,887.
h				6,905.
i				6,276.
j				2,380.
k				12,627.
l				7,741.
m				14,148.
n				5,694.
o				5,007.

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	

423591
05-01-14

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	BROADCOM CORP	P		
b	CATERPILLAR INC	P		
c	CAVIUM INC	P		
d	CHICAGO BRDG & IRON CO	P		
e	CITIGROUP INC	P		
f	COMCAST CORP	P		
g	COSTCO WHSL CORP	P		
h	DANAHER CORP	P		
i	DEER & CO	P		
j	DISNEY WALT CO	P		
k	EBAY INC	P		
l	EXXONMOBIL CORP	P		
m	FEDEX CORP	P		
n	GENERL ELEC CO	P		
o	GOLDMAN SACHS GROUP INC	P		

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	19,518.		15,698.	3,820.
b	32,547.		27,286.	5,261.
c	27,362.		21,996.	5,366.
d	25,403.		23,686.	1,717.
e	30,881.		28,107.	2,774.
f	38,106.		27,904.	10,202.
g	24,163.		22,013.	2,150.
h	30,490.		24,760.	5,730.
i	25,122.		25,717.	-595.
j	45,103.		31,497.	13,606.
k	22,151.		20,695.	1,456.
l	49,672.		18,396.	31,276.
m	29,496.		19,506.	9,990.
n	28,593.		25,475.	3,118.
o	35,378.		30,508.	4,870.

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				3,820.
b				5,261.
c				5,366.
d				1,717.
e				2,774.
f				10,202.
g				2,150.
h				5,730.
i				-595.
j				13,606.
k				1,456.
l				31,276.
m				9,990.
n				3,118.
o				4,870.

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	

423591
05-01-14

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	GOOGLE INC	P		
b	GOOGLE INC	P		
c	HONEYWELL INTL INC	P		
d	INTERNATIONAL BUSINESS MACHS	P		
e	MCKESSON CORP	P		
f	MONDELEZ INTL INC	P		
g	MONOSANTO CO	P		
h	NATIONAL OILWELL VARCO INC	P		
i	NOW INC	P		
j	ORACLE CORP	P		
k	PEPSICO INC	P		
l	PROCTOR & GAMBLE CO	P		
m	SCHLUMBERGER LTD	P		
n	SELECT SECTOR SPDR	P		
o	SELECT SECTOR SPDR	P		

	(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	58,288.		43,600.	14,688.
b	57,163.		43,460.	13,703.
c	28,553.		17,507.	11,046.
d	38,365.		27,206.	11,159.
e	57,757.		33,349.	24,408.
f	14,508.		8,242.	6,266.
g	34,484.		30,638.	3,846.
h	25,609.		18,395.	7,214.
i	2,457.		2,069.	388.
j	41,360.		30,087.	11,273.
k	27,740.		20,718.	7,022.
l	41,501.		33,552.	7,949.
m	44,115.		30,357.	13,758.
n	11,608.		10,085.	1,523.
o	20,030.		18,160.	1,870.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				14,688.
b				13,703.
c				11,046.
d				11,159.
e				24,408.
f				6,266.
g				3,846.
h				7,214.
i				388.
j				11,273.
k				7,022.
l				7,949.
m				13,758.
n				1,523.
o				1,870.

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	

423591
05-01-14

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	STARBUCKS CORP	P		
b	TWENTY-FIRST CENTURY FOX INC	P		
c	UNITED HEALTHCARE	P		
d	VISA INC	P		
e	WHOLE FOODS MKT INC	P		
f	SBC COMMUNICATIONS INC	P		
g	GERRESHEIMER AG	P		
h	TOYO TIRE & RUBBER CO LTD	P		
i	PREMIER OIL PLC	P		
j	SWISS RE LTD	P		
k	HUNTING PLC	P		
l	SSE PLC	P		
m	BREMBO SPA	P		
n	TELEKOMUNIKASI INDONESIA PERSERO	P		
o	DAI-ICHI LIFE INSURANCE CO	P		

	(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	31,131.		25,943.	5,188.
b	28,544.		22,340.	6,204.
c	34,580.		25,737.	8,843.
d	21,471.		17,946.	3,525.
e	23,335.		30,973.	-7,638.
f	100,000.		98,384.	1,616.
g	4,717.		5,574.	-857.
h	8.		9.	-1.
i	3,192.		4,436.	-1,244.
j	4,399.		5,283.	-884.
k	5,460.		6,017.	-557.
l	3,870.		3,401.	469.
m	3,726.		4,076.	-350.
n	7,418.		6,153.	1,265.
o	4,397.		4,148.	249.

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				5,188.
b				6,204.
c				8,843.
d				3,525.
e				-7,638.
f				1,616.
g				-857.
h				-1.
i				-1,244.
j				-884.
k				-557.
l				469.
m				-350.
n				1,265.
o				249.

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	

423591
05-01-14

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	JX HLDGSD INC	P		
b	AURIZON HOLDINGS LTD	P		
c	ARCA CONTINENTAL SAB	P		
d	ASAHI KASEI CORP	P		
e	YAHOO JAPAN CORP	P		
f	CLARION CO LTD	P		
g	DON QUIJOTE HOLDINGS CO LTD	P		
h	ORIENTAL LAND CO	P		
i	PT PERUSAHAAN GAS NEGARA	P		
j	VALE SA	P		
k	WUXI PHARMATECH CAYMAN INC	P		
l	WELLS FARGO & CO	P		
m	PICC PROPERTY	P		
n	MEDA AB	P		
o	TELEFONICA SA	P		

	(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	7,210.		8,779.	-1,569.
b	3,025.		3,252.	-227.
c	10,869.		9,193.	1,676.
d	3,743.		3,330.	413.
e	3,002.		4,603.	-1,601.
f	5,207.		3,772.	1,435.
g	3,756.		3,695.	61.
h	12,496.		8,487.	4,009.
i	3,053.		2,892.	161.
j	3,210.		4,274.	-1,064.
k	3,459.		3,456.	3.
l	250,000.		247,000.	3,000.
m	80.			80.
n	125.			125.
o	12.		11.	1.

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

	(i) F M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
a				-1,569.
b				-227.
c				1,676.
d				413.
e				-1,601.
f				1,435.
g				61.
h				4,009.
i				161.
j				-1,064.
k				3.
l				3,000.
m				80.
n				125.
o				1.

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	HALYARD HEALTH INC	P		
b	CMG ULTRA SHORT TERM BOND	P		
c	LYONDELLBASELL INDUSTRIES	P		
d	ISHARES MSCI SOUTH KOREA CAPPED	P		
e	ISHARES MSCI SOUTH KOREA CAPPED	P		
f	ISHARES MSCI MEXICO CAPPED	P		
g	SPDR BARCLAYS CONVERTIBLE	P		
h	VANGUARD SMALL CAP VALUE ETF	P		
i	INDUSTRIAL & COMMERCIAL BK OF CHINA	P		
j	TOTAL SA	P		
k	BANK OF CHINA LTD	P		
l	OJSC OC RESNEFT	P		
m	SAMSONITE INTERNATIONAL	P		
n	SUNAC CHINA HOLDINGS LTD	P		
o	BELLATRIX EXPL LTD	P		

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	19.		18.	1.
b	199,776.		200,221.	-445.
c	38,412.		56,612.	-18,200.
d	82,388.		88,769.	-6,381.
e	137,313.		123,918.	13,395.
f	227,730.		250,360.	-22,630.
g	362,567.		370,949.	-8,382.
h	362,205.		368,140.	-5,935.
i	2,748.		2,257.	491.
j	4,086.		4,760.	-674.
k	3,296.		2,590.	706.
l	566.		996.	-430.
m	7,969.		9,009.	-1,040.
n	4,849.		4,781.	68.
o	2,707.		8,709.	-6,002.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				1.
b				-445.
c				-18,200.
d				-6,381.
e				13,395.
f				-22,630.
g				-8,382.
h				-5,935.
i				491.
j				-674.
k				706.
l				-430.
m				-1,040.
n				68.
o				-6,002.

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	

423591
05-01-14

WILLIAM E SCOTT FOUNDATION

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	ALFA SAB	P		
b	BANK OF NOVA SCOTIA	P		
c	CANADIAN IMPERIAL BK	P		
d	OPEN TEXT CORP CANADA	P		
e	CORUS ENTERTAINMENT INC	P		
f	AMERICA MOVIL SAB	P		
g	ABERTIS INFRAESTRUCTURAS	P		
h	DUERR AG	P		
i	MUENCHENER RUECKVER	P		
j	SANOFI	P		
k	SIEMENS AG	P		
l	TELFONICA	P		
m	ZURICH_ INSURANCE_ GROUP	P		
n	KONINKLIJKE PHILIPS	P		
o	NOVARTIS AG	P		

	(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	1,821.		2,442.	-621.
b	11,280.		14,337.	-3,057.
c	14,316.		15,083.	-767.
d	282.		281.	1.
e	4,365.		5,504.	-1,139.
f	9,630.		9,160.	470.
g	216.		246.	-30.
h	5,752.		5,389.	363.
i	197.		206.	-9.
j	179.		196.	-17.
k	9,087.		10,728.	-1,641.
l	11,834.		13,443.	-1,609.
m	326.		290.	36.
n	5,642.		7,134.	-1,492.
o	191.		158.	33.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-621.
b				-3,057.
c				-767.
d				1.
e				-1,139.
f				470.
g				-30.
h				363.
i				-9.
j				-17.
k				-1,641.
l				-1,609.
m				36.
n				-1,492.
o				33.

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	

423591
05-01-14

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	BNP PARIBAS SA	P		
b	KYORIN HLDGS INC	P		
c	JX HLDGSD INC	P		
d	AXIS CAP HLDGS LTD	P		
e	FABRINET	P		
f	LAZARD LTD	P		
g	MAIDEN HLDGS LTD	P		
h	TE CONNECTIVITY LTD	P		
i	LYONDELLBASELL INDUSTRIES	P		
j	SENSATA TECH HLDGS	P		
k	AMBEV SA	P		
l	BAIDU INC	P		
m	BANCO BRADESCO	P		
n	CHICAGO BRDG & IRON CO	P		
o	ASAHI GROUP HLDGS LTD	P		

	(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	3,447.		5,011.	-1,564.
b	5,030.		5,080.	-50.
c	3,504.		4,816.	-1,312.
d	913.		828.	85.
e	15,564.		18,005.	-2,441.
f	6,668.		7,298.	-630.
g	5,765.		4,985.	780.
h	4,251.		4,192.	59.
i	2,099.		2,611.	-512.
j	7,636.		7,530.	106.
k	5,408.		6,399.	-991.
l	3,941.		2,888.	1,053.
m	1,736.		1,835.	-99.
n	4,724.		10,574.	-5,850.
o	246.		210.	36.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-1,564.
b				-50.
c				-1,312.
d				85.
e				-2,441.
f				-630.
g				780.
h				59.
i				-512.
j				106.
k				-991.
l				1,053.
m				-99.
n				-5,850.
o				36.

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	

423591
05-01-14

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	OIL CO LUKOIL	P		
b	SBERBANK RUSSIA	P		
c	TATA MTRS LTD	P		
d	TORONTO DOMINION BK ONTARIO	P		
e	VIPSHOP HLDGS LTD	P		
f	UNIVERSAL ROBINA CORP	P		
g	AXIS CAP HLDGS LTD	P		
h	FABRINET	P		
i	WEATHERFORD INTL PL	P		
j	LAZARD LTD	P		
k	MAIDEN HLDGS LTD	P		
l	MALLINCKRODT PLC	P		
m	TE CONNECTIVITY LTD	P		
n	LYONDELLBASELL INDUSTRIES NV	P		
o	SENSATA TECH HLDG NV	P		

	(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	738.		1,015.	-277.
b	498.		1,006.	-508.
c	226.		195.	31.
d	7,566.		9,401.	-1,835.
e	280.		299.	-19.
f	283.		163.	120.
g	4,889.		4,400.	489.
h	2,320.		2,442.	-122.
i	1,908.		3,987.	-2,079.
j	6,324.		6,828.	-504.
k	4,326.		3,787.	539.
l	4,419.		3,943.	476.
m	6,245.		6,165.	80.
n	4,264.		4,795.	-531.
o	12,854.		11,199.	1,655.

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				-277.
b				-508.
c				31.
d				-1,835.
e				-19.
f				120.
g				489.
h				-122.
i				-2,079.
j				-504.
k				539.
l				476.
m				80.
n				-531.
o				1,655.

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	

423591
05-01-14

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	HESS CORP	P		
b	OPEN TEXT CORP CANADA	P		
c	WABCO HLDGS INC	P		
d	DRCHO BANCO SANTANDER	P		
e	COMPANHIA DE SANEAMENTO BASICO	P		
f	BERKSHIRE HATHAWAY INC	P		
g	SELECT SECTOR SPDR TR FINANCIAL	P		
h	HUADIAN POWER INTL CORP	P		
i	ACS ACTIVIDADES DE CONSTRUCCION	P		
j	AKER SOLUTIONS ASA	P		
k	CANADIAN IMPERIAL BK	P		
l	MARINE HARVEST	P		
m	RECKITT BENCKISER GROUP	P		
n	RECKITT BENCKISER GROUP	P		
o	HSBC HLDGS	P		

	(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	1,711.		1,944.	-233.
b	2,134.		1,802.	332.
c	2,747.		2,888.	-141.
d	99.		104.	-5.
e	1,602.		3,162.	-1,560.
f	200,000.		200,000.	0.
g	374,552.		308,970.	65,582.
h	14,363.		13,293.	1,070.
i	44.		45.	-1.
j	2,771.		5,064.	-2,293.
k	52.		52.	0.
l	210.		210.	0.
m	346.		328.	18.
n	6,408.		5,589.	819.
o	3,217.		3,940.	-723.

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.
b				332.
c				-141.
d				-5.
e				-1,560.
f				0.
g				65,582.
h				1,070.
i				-1.
j				-2,293.
k				0.
l				0.
m				18.
n				819.
o				-723.

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

423591
05-01-14

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	RIO TINTO	P		
b	TAYLOR WIMPEY PLC	P		
c	DELHAIZE GROUP	P		
d	HANNOVER RUECKVERSICHERU	P		
e	COMPUGROUP MED AG	P		
f	PING AN INSURANCE GROUP	P		
g	AIR CHINA LTD	P		
h	CHINA MERCHANTS BANK	P		
i	BANK OF CHINA LTD	P		
j	ICON PLC	P		
k	AVAGO TECHNOLOGIES LTD	P		
l	BANCO BRADESCO SA	P		
m	COMPANHIA PARANAENSE ENERG COP	P		
n	POWER FINL CORP	P		
o	RIO ALTO MINING LTD	P		

	(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	256.		318.	-62.
b	239.		213.	26.
c	176.		134.	42.
d	298.		270.	28.
e	198.		182.	16.
f	224.		225.	-1.
g	6,066.		6,083.	-17.
h	2,503.		2,529.	-26.
i	4,732.		3,519.	1,213.
j	205.		137.	68.
k	385.		258.	127.
l	2,103.		2,933.	-830.
m	3,682.		5,221.	-1,539.
n	205.		212.	-7.
o	3,838.		4,495.	-657.

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				-62.
b				26.
c				42.
d				28.
e				16.
f				-1.
g				-17.
h				-26.
i				1,213.
j				68.
k				127.
l				-830.
m				-1,539.
n				-7.
o				-657.

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	

423591
05-01-14

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	GOLD FIELDS LTD	P		
b	HIMAX TECHNOLOGIES INC	P		
c	GAS NATURAL SDG SA	P		
d	CHINA MOBILE LTD	P		
e	PRECISION DRILLING TR	P		
f	TAIWAN SEMICONDUCTOR MFG LTD	P		
g	VALE SA	P		
h	INTOUCH HOLDINGS PCL	P		
i	JX HLDGS INC	P		
j	JX HLDGS INC	P		
k	AMCOR LIMITED	P		
l	FAST RETAILING CO LTD	P		
m	SIAM CEMENT PUB CO	P		
n	PT BK MANDIRI	P		
o	RENGO CO LTD	P		

	(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	8,095.		12,871.	-4,776.
b	1,165.		1,245.	-80.
c	220.		249.	-29.
d	2,117.		2,008.	109.
e	2,480.		6,100.	-3,620.
f	216.		191.	25.
g	740.		1,635.	-895.
h	2,223.		2,224.	-1.
i	1,352.		1,672.	-320.
j	458.		548.	-90.
k	1,724.		1,697.	27.
l	382.		346.	36.
m	2,155.		1,922.	233.
n	286.		224.	62.
o	252.		300.	-48.

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				-4,776.
b				-80.
c				-29.
d				109.
e				-3,620.
f				25.
g				-895.
h				-1.
i				-320.
j				-90.
k				27.
l				36.
m				233.
n				62.
o				-48.

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	

423591
05-01-14

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	SOFTBANK CORP	P		
b	KASIKORNBANK PCL	P		
c	KASIKORNBANK PCL	P		
d	TOKYO GAS CO	P		
e	TOYO TIRE & RUBBER CO LTD	P		
f	MEDTRONIC INC	P		
g	KONINKLIJKE AHOLD NV	P		
h	PING AN INSURANCE GROUP	P		
i	PING AN INSURANCE GROUP	P		
j	SAMSONITE INTERNATIONAL	P		
k	SWISS RE LTD	P		
l	AVAGO TECHNOLOGIES LTD	P		
m	ABERDEEN ASSET MANAGEMENT	P		
n	ARM HOLDING PLC	P		
o	AVIVA PLC	P		

	(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	231.		297.	-66.
b	1,388.		1,451.	-63.
c	3,488.		2,657.	831.
d	237.		180.	57.
e	14,525.		13,329.	1,196.
f	38,475.		31,660.	6,815.
g	427.		388.	39.
h	11,854.		10,180.	1,674.
i	10,136.		6,096.	4,040.
j	3,132.		2,729.	403.
k	10,360.		10,012.	348.
l	1,645.		1,118.	527.
m	2,336.		2,167.	169.
n	4,659.		3,990.	669.
o	5,851.		5,863.	-12.

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				-66.
b				-63.
c				831.
d				57.
e				1,196.
f				6,815.
g				39.
h				1,674.
i				4,040.
j				403.
k				348.
l				527.
m				169.
n				669.
o				-12.

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	

423591
05-01-14

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	COGECO CABLE INC	P		
b	POWER FINL CORP	P		
c	UNITED INTERNET AG	P		
d	LAGARDERE SCA	P		
e	SAMSUNG ELECTRONICS CO	P		
f	SANOFI	P		
g	PICC PROPERTY & CASUALTY CO	P		
h	PETROCHINA CO LTD	P		
i	VIPSHOP HLDGS LTD	P		
j	WUXI PHARMATECH CAYMAN INC	P		
k	YANGZIJIANG SHIPBUILDING HLDGS	P		
l	LIBERBANK SA	P		
m	AMCOR LIMITED	P		
n	AMCOR LIMITED	P		
o	CLARION CO LTD	P		

	(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	227.		246.	-19.
b	5,486.		5,504.	-18.
c	231.		221.	10.
d	3,179.		3,521.	-342.
e	4,718.		4,571.	147.
f	204.		196.	8.
g	2,447.		2,016.	431.
h	2,828.		2,638.	190.
i	4,730.		3,648.	1,082.
j	3,039.		2,866.	173.
k	222.		208.	14.
l	2,782.		3,412.	-630.
m	12,982.		12,643.	339.
n	1,202.		1,017.	185.
o	1,426.		1,288.	138.

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				-19.
b				-18.
c				10.
d				-342.
e				147.
f				8.
g				431.
h				190.
i				1,082.
j				173.
k				14.
l				-630.
m				339.
n				185.
o				138.

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	

423591
05-01-14

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	FUJITSU GENERAL LTD	P		
b	TELEFONICA SA	P		
c	PTT PCL	P		
d	CANADIAN IMPERIAL BK	P		
e	BANCO SANTANDER	P		
f	TATA MTRS LTD	P		
g	TATA MTRS LTD	P		
h	RIO ALTO MINING LTD	P		
i	ISHARES MSCI JAPAN	P		
j	TAHOE RES INC	P		
k	JA SOLAR HLDGS CO LTD	P		
l	UNITED TECHNOLOGIES CORP	P		
m	WINDSTREAM HLDGS INC	P		
n	CITIGROUP INC	P		
o	COLUMBIA ACORN INTERNATIONAL	P		

	(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	212.		170.	42.
b	1.			1.
c	1,308.		1,402.	-94.
d	3,840.		3,791.	49.
e	257.		267.	-10.
f	70.			70.
g	38.			38.
h	2,009.		2,007.	2.
i	290,686.		240,232.	50,454.
j	6.		4.	2.
k	479.		499.	-20.
l	200,000.		199,264.	736.
m	6.		11.	-5.
n	200,000.		194,664.	5,336.
o	13,857.		13,243.	614.

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				42.
b				1.
c				-94.
d				49.
e				-10.
f				70.
g				38.
h				2.
i				50,454.
j				2.
k				-20.
l				736.
m				-5.
n				5,336.
o				614.

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	

423591
05-01-14

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	COLUMBIA ACORN INTERNATIONAL	P		
b	PIMCO FOREIGN BD	P		
c	APPLE INC	P		
d	CALIFORNIA RESOURCE CORP	P		
e	CHEVRON CORP	P		
f	CORNING INC	P		
g	DIAMOND OFFSHORE DRILLING INC	P		
h	FORD MTR CO	P		
i	FREEPORT-MCMORAN INC	P		
j	GENERAL DYNAMICS CORP	P		
k	HALYARD HEALTH INC	P		
l	HEWLETT PACKARD CO	P		
m	KIMBERLY CLARK CORP	P		
n	QUALCOMM INC	P		
o	QUALCOMM INC	P		

	(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	255,349.		144,989.	110,360.
b	284,854.		300,000.	-15,146.
c	65,611.		41,343.	24,268.
d	926.		643.	283.
e	30,934.		35,257.	-4,323.
f	10,479.		10,308.	171.
g	15,347.		21,528.	-6,181.
h	30,632.		34,610.	-3,978.
i	10,003.		18,008.	-8,005.
j	70,241.		53,438.	16,803.
k	2,566.		2,228.	338.
l	50,391.		56,730.	-6,339.
m	54,716.		51,842.	2,874.
n	35,332.		38,276.	-2,944.
o	28,265.		23,762.	4,503.

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				110,360.
b				-15,146.
c				24,268.
d				283.
e				-4,323.
f				171.
g				-6,181.
h				-3,978.
i				-8,005.
j				16,803.
k				338.
l				-6,339.
m				2,874.
n				-2,944.
o				4,503.

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	

423591
05-01-14

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	RAYTHEON CO	P		
b	ROCKWELL AUTOMATION INC	P		
c	SOUTHERN CO	P		
d	WINDSTREAM HLDGS INC	P		
e	AMCOR LIMITED	P		
f	CANADIAN IMPERIAL BK	P		
g	CAPITAL GAINS DIVIDENDS			
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	52,347.		47,837.	4,510.
b	61,901.		58,230.	3,671.
c	17,391.		17,368.	23.
d	3,463.		6,763.	-3,300.
e	20.		19.	1.
f	207.		207.	0.
g	562,765.			562,765.
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			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				4,510.
b				3,671.
c				23.
d				-3,300.
e				1.
f				0.
g				562,765.
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	1,919,074.
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

423591
05-01-14

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BREAKTHROUGH FORT WORTH 4200 COUNTRY DAY LANE FORT WORTH, TX 76109	N/A	PUBLIC	EDUCATIONAL	10,000.
CAMP FIRE USA TEXAS COUNCIL 2700 MEACHAM BLVD FORT WORTH, TX 76137	N/A	PUBLIC	EDUCATIONAL	10,000.
CANCER CARE SERVICES 623 SOUTH HENDERSON STREET FORT WORTH, TX 76104	N/A	PUBLIC	SOCIAL WELFARE	5,000.
CATHOLIC CHARITIES OF FORT WORTH 249 WEST THORNHILL DRIVE FORT WORTH, TX 76115	N/A	PUBLIC	SOCIAL WELFARE	15,000.
CENTER FOR NONPROFIT MANAGEMENT 2902 FLOYD ST DALLAS, TX 75204	N/A	PUBLIC	SOCIAL WELFARE	18,000.
COMMUNITIES IN SCHOOL OF GREATER TARRANT COUNTY 6707 BRENTWOOD STAIR RD, SUITE 510 FORT WORTH, TX 76112	N/A	PUBLIC	SOCIAL WELFARE	10,000.
COOK CHILDREN'S HEALTH FOUNDATION 801 7TH STREET FORT WORTH, TX 76104	N/A	PUBLIC	SOCIAL WELFARE	100,000.
DAVEY O'BRIEN FOUNDATION 306 W. 7TH STREET, STE 305 FORT WORTH, TX 76102	N/A	PUBLIC	EDUCATIONAL	19,000.
FORT WORTH COUNTRY DAY 4200 COUNTRY DAY LANE FORT WORTH, TX 76109	N/A	PUBLIC	EDUCATIONAL	150,000.
FORT WORTH MUSEUM OF SCIENCE AND HISTORY 1600 GENDY ST FORT WORTH, TX 77	N/A	PUBLIC	CULTURAL	10,000.
Total from continuation sheets				981,000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FORT WORTH OPERA ASSOCIATION, 1300 GENDY STREET FORT WORTH, TX 76107	N/A	PUBLIC	CULTURAL	40,000.
FORT WORTH PUBLIC LIBRARY FOUNDATION 500 W 3RD ST FORT WORTH, TX 76102	N/A	PUBLIC	EDUCATIONAL	20,000.
FORT WORTH SYMPHONY ORCHESTRA 4401 TRAIL LAKE DRIVE FORT WORTH, TX 76109	N/A	PUBLIC	CULTURAL	50,000.
GLADNEY CENTER FOR ADOPTION 6300 JOHN RYAN DR FORT WORTH, TX 76132	N/A	PUBLIC	SOCIAL WELFARE	5,000.
GOODFELLOW FUND P O BOX 1870 FORT WORTH, TX 76101	N/A	PUBLIC	SOCIAL WELFARE	3,000.
IMAGINATION CELEBRATION 100 N. UNIVERSITY DRIVE FORT WORTH, TX 76107	N/A	PUBLIC	EDUCATIONAL	15,000.
JAMES "JIM BOB" NORMAN SCHOLARSHIP FUND P O BOX 17005 FORT WORTH, TX 76102	N/A	PUBLIC	EDUCATIONAL	5,000.
KEY SCHOOL 3947 E LOOP S FORT WORTH, TX 76119	N/A	PUBLIC	EDUCATIONAL	13,000.
KIDS WHO CARE INC 1300 GENDY STREET FORT WORTH, TX 76107	N/A	PUBLIC	SOCIAL WELFARE	25,000.
KIMBELL ART MUSEUM 3333 CAMP BOWIE FORT WORTH, TX 76107	N/A	PUBLIC	CULTURAL	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LONE STAR FILM SOCIETY 2501 FOREST PARK BLVD FORT WORTH, TX 76110	N/A	PUBLIC	CULTURAL	5,000.
MAYFEST, INC 3228 CAMP BOWIE BLVD FORT WORTH, TX 76107	N/A	PUBLIC	CULTURAL	2,500.
MEALS ON WHEELS INC OF TARRANT COUNTY 320 SOUTH FWY FORT WORTH, TX 76104	N/A	PUBLIC	SOCIAL WELFARE	25,000.
MODERN ART MUSEUM OF FORT WORTH 3200 DARNELL STREET FORT WORTH, TX 76107	N/A	PUBLIC	CULTURAL	5,000.
NATIONAL COWGIRL MUSEUM AND HALL OF FAME 1720 GENDY ST FORT WORTH, TX 76107	N/A	PUBLIC	CULTURAL	150,000.
PERFORMING ARTS FORT WORTH INC 330 EAST 4TH ST, SUITE 300 FORT WORTH, TX 76102	N/A	PUBLIC	CULTURAL	5,000.
PHILANTHROPY ROUNDTABLE 1730 M STREET NW SUITE 601 WASHINGTON, DC 20036	N/A	PUBLIC	SOCIAL WELFARE	1,000.
PHILANTHROPY SOUTHWEST 624 NORTH GOOD-LATIMER EXPRESSWAY, SUITE 100 DALLAS, TX 75204	N/A	PUBLIC	SOCIAL WELFARE	5,000.
TEXAS BALLET THEATER 1600 GREEN OAKS ROAD FORT WORTH, TX 76116	N/A	PUBLIC	CULTURAL	50,000.
THE FIRST TEE OF FORT WORTH 1900 ROCKWOOD PARK DR N FORT WORTH, TX 76114	N/A	PUBLIC	SOCIAL WELFARE	15,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE MULTICULTURAL ALLIANCE 500 WEST 7TH STREET, SUITE 1707 FORT WORTH, TX 76102	N/A	PUBLIC	CULTURAL	10,000.
THE WARM PLACE 809 LIPSCOMB ST FORT WORTH, TX 76104	N/A	PUBLIC	SOCIAL WELFARE	2,000.
TRINITY VALLEY SCHOOL 7500 DUTCH BRANCH ROAD FORT WORTH, TX 76132	N/A	PUBLIC	EDUCATIONAL	100,000.
VAN CLIBURN FOUNDATION 2525 RIDGMAR BLVD FORT WORTH, TX 76116	N/A	PUBLIC	CULTURAL	75,000.
YOUTH ORCHESTRA OF GREATER FORT WORTH 4401 TRAIL LAKE DRIVE FORT WORTH, TX 79	N/A	PUBLIC	CULTURAL	2,500.
Total from continuation sheets				

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05-01-14

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
BANK OF AMERICA, N.A.	8.	8.	
TOTAL TO PART I, LINE 3	8.	8.	

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
BANK OF AMERICA-AGENCY ACCT-7308	289,278.	0.	289,278.	289,278.	
BANK OF AMERICA-AGENCY ACCT-7308	560,398.	560,398.	0.	0.	
BANK OF AMERICA-CUSTODIAL ACCT-7033	110,156.	0.	110,156.	110,156.	
BANK OF AMERICA-CUSTODIAL ACCT-7033	2,367.	2,367.	0.	0.	
TO PART I, LINE 4	962,199.	562,765.	399,434.	399,434.	

FORM 990-PF	OTHER INCOME	STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS ROYALTIES	295,576.	295,576.	
LITIGATION SETTLEMENT	234.	234.	
LEASE BONUS	8,438.	8,438.	
TOTAL TO FORM 990-PF, PART I, LINE 11	304,248.	304,248.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DECKER, JONES, MCMACKIN, MCCLANE, HALL & BATES	7,711.	7,711.		0.
TO FM 990-PF, PG 1, LN 16A	7,711.	7,711.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SUSAN F. HALL - ACCOUNTING FEE	3,000.	3,000.		0.
ACCOUNTING FEES	5,785.	5,785.		0.
TO FORM 990-PF, PG 1, LN 16B	8,785.	8,785.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RAYMOND KELLY III - MANAGEMENT	5,500.	4,125.		1,375.
INVESTMENT MANAGEMENT FEES	109,378.	109,378.		0.
TO FORM 990-PF, PG 1, LN 16C	114,878.	113,503.		1,375.

FORM 990-PF	TAXES	STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AD VALOREM TAXES	4,829.	4,829.		0.
GROSS PRODUCTION TAXES	21,536.	21,536.		0.
FOREIGN TAXES	7,016.	7,016.		0.
US TREASURY	53,478.	0.		0.
TO FORM 990-PF, PG 1, LN 18	86,859.	33,381.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & SUBSCRIPTIONS	2,770.	2,770.		0.
OFFICE EXPENSE	458.	458.		0.
PUBLICATIONS	55.	55.		0.
TO FORM 990-PF, PG 1, LN 23	3,283.	3,283.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - ATTACHMENT II	6,859,089.	8,713,149.
CORPORATE STOCK - ATTACHMENT I	3,602,759.	5,944,205.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,461,848.	14,657,354.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - ATTACHMENT II	2,322,545.	2,306,003.
CORPORATE BONDS - ATTACHMENT I	1,322,432.	1,297,837.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,644,977.	3,603,840.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MINERAL PROPERTIES	COST	77,481.	988,900.
PUBLIC REITS - ATTACHMENT II	COST	703,616.	738,146.
OTHER INVESTMENTS - ATTACHMENT II	COST	975,240.	1,020,563.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,756,337.	2,747,609.

WILLIAM E. SCOTT FOUNDATION
CUSTODY ACCOUNT FMV FOR THE YEAR ENDING 5/31/15

DESCRIPTION OF ASSETS	Beginning Shares/Units	TAX COSTS	MARKET VALUE
STOCKS			
ABBOTT LABS	1075	26,101.01	52,245.00
ALLSTATE CORP	1225	85,539.67	82,467.00
AMAZON COM INC	265	45,265.90	113,745.95
AMERICAN EXPRESS CO	1100	83,719.02	87,692 00
AMETEK INC NEW	1790	32,563.86	96,230.40
APPLE INC	915	18,042.95	119,206.20
CABOT OIL & GAS CORP	2500	20,230.64	84,900.00
CELGENE CORP	1080	43,798.54	123,595.20
COCA COLA CO	2080	58,207.78	85,196.80
COLGATE PALMOLIVE CO	530	36,138.42	35,398.70
CVS HEALTH CORP	870	85,619.40	89,070.60
DANAHER CORP DEL	1040	41,689.90	89,772.80
DISNEY WALT CO	925	83,531.20	102,092.25
DU PONT	1205	52,819.37	85,567.05
EBAY INC	1425	84,327.80	87,438 00
EMC CORP	2625	49,212.93	69,142.50
EOG RES INC	1200	59,142.00	106,428.00
EXXON MOBIL CORP	875	52,710.52	74,550 00
GOOGLE INC	100	16,642.08	54,532 00
GOOGLE INC	100	16,543.43	53,211 00
HONEYWELL INTL INC	1020	44,040.85	106,284 00
J P MORGAN CHASE	1795	77,099.00	118,075.10
JARDEN CORP	2230	28,064.01	118,323.80
JOHNSON & JOHNSON	875	55,275.85	87,622.50
KIMBERLY CLARK CORP	825	52,608.23	89,809.50
MERCK & CO INC	1500	78,644.85	91,335.00
MONDELEZ INTL INC	1525	36,150.33	63,424.75
MONSANTO CD	725	36,874.93	84,810.50
MOODYS CORP	925	86,400.46	99,992.50
PALL CORP	1035	51,832.18	128,795.40
PAYCHEX INC	2150	56,953.93	106,231.50
PEPSICO INC	875	55,401.50	84,376.25
PRECISION CASTPARTS CORP	210	45,026.67	44,442.30
PROCTER & GAMBLE CO	1015	65,140.17	79,565.85
PRUDENTIAL FINL INC	950	55,471.45	80,379.50
QUALCOMM INC	1125	77,149.84	78,390.00
RANGE RES CORP	1250	55,628.05	69,262.50
ROCKWELL AUTOMATION INC	915	81,868.26	112,444.35
ROCKWELL COLLINS	1025	87,841.17	97,569.75

WILLIAM E. SCOTT FOUNDATION
CUSTODY ACCOUNT FMV FOR THE YEAR ENDING 5/31/15

DESCRIPTION OF ASSETS	Beginning Shares/Units	TAX COSTS	MARKET VALUE
ROPER INDS INC NEW	645	37,746.04	112,849.20
SUNTRUST BKS INC	2450	67,095.46	104,566.00
THERMO FISHER SCIENTIFIC CORP	855	42,702.90	110,833.65
TIFFANY & CO	1075	64,149.23	100,759.75
UNION PAC CORP	765	86,371.71	77,196.15
V F CORP	1335	64,951.65	94,024.05
WELLS FARGO & CO	1650	43,655.84	92,334 00
AKAMAI TECHNOLOGIES INC	2050	58,048.41	156,353.50
AKORN INC	2500	87,242.00	114,750.00
CINEMARK HLDGS INC	2590	41,468.49	104,972 70
CITRIX SYS INC	1325	85,633.56	86,138.25
COMERICA INC	2225	63,390.25	108,913.75
FMC CORP	1360	41,588.80	77,751.20
F5 NETWORKS INC	675	60,608.20	84,840.75
GULFPORT ENERGY CORP	1375	40,659.71	59,345.00
KIRBY CORP	1050	41,824.12	80,545.50
LKQ CORP	1850	17,242.00	52,854.50
PENSKE AUTOMOTIVE GROUP INC	1770	26,765.05	91,349 70
PERKINELMER INC	1900	75,224.04	100,187.00
SABRE CORP	4550	88,577.13	118,709.50
SBA COMMUNICATIONS CORP	1200	39,528.00	134,172.00
TRACTOR SUPPLY CO	1055	18,035.62	91,932.70
TRIMBLE NAVIGATION LTD	3100	63,924.64	72,664.00
ACI WORLDWIDE INC	4425	79,268.71	105,359 25
NATIONAL INSTRS CORP	2862	61,404.62	85,602.42
MEDTRONIC PLC	1200	86,334.24	91,584.00
Total Stocks		**3,602,758.57**	**5,944,205.02**
BONDS			
TIME WARNER INC 07/15/15	50000	52,077.00	50,146.00
AMERICAN EXPRESS CR CORP 09/15/15	50000	52,768.50	50,308.50
COMERICA INC	50000	52,038.50	50,330.50
CEGENE CORP 10/15/15	50000	50,415.50	50,309.00
LOWES COS INC SR	50000	51,223.50	50,633.00
TEXAS INSTRUMENTS INC	50000	51,932.50	50,861.50
APPLIED MATLS INC	50000	51,977.50	50,931.50
BANK AMER CORP	50000	50,043.50	50,103.00
BB&T CORP	50000	51,222.50	50,893.00
AMGEN INC	50000	52,097.00	50,822.50

WILLIAM E. SCOTT FOUNDATION
CUSTODY ACCOUNT FMV FOR THE YEAR ENDING 5/31/15

DESCRIPTION OF ASSETS	Beginning Shares/Units	TAX COSTS	MARKET VALUE
ANHEUSER BUSCH INBEV WORLDWIDE	50000	50,794.50	50,372.50
WALGREEN CO 09/15/17	50000	50,842.50	50,371.00
COSTCO WHSL CORP	50000	49,657.50	50,002.50
THERMO FISHER SCIENTIFIC INC	50000	50,230.50	50,285.00
LKCM FD	45070.468	499,962.10	491,268.10
TEVA PHARMACEUTICAL FIN	50000	53,100.00	50,054.50
NOBLE HLDGS INTL LTD	50000	52,048.50	50,144.50
Total Bonds		**1,322,431.60**	**1,297,836.60**
CASH EQUIVALENTS			
BOFA TREAS.RESERVES (MM FUNDS)		339,342.49	339,342.49
Total Cash Equivalents		**339,342.49**	**339,342.49**
GRAND TOTALS		**5,264,532.66**	**7,581,384.11**

Agency Account FMV for Year Ending 5/31/15
William E. Scott Foundation

DESCRIPTION OF ASSETS	Beginning Shares/Units	TAX COSTS	MARKET VALUE
STOCKS			
ABBVIE INC	800	33,547 60	53,272 00
ACCENTURE PLC	500	40,510 45	48,020 00
ALTRIA GROUP INC	1000	42,851 90	51,200 00
APPLE INC	1400	98,113 93	182,392 00
AT&T INC	1600	55,570 62	55,264 00
BB&T CORP	1000	35,369 00	39,470 00
BLACKROCK INC	100	18,856 50	36,578 00
CHEVRON CORP	300	35,256 90	30,900 00
CISCO SYS INC	2500	62,115 50	73,275 00
COLUMBIA DIVIDEND INCOME FUND	179840 608	2,503,171 87	3,456,536 49
CONOCOPHILLIPS	500	40,331 75	31,840 00
CORNING INC	2000	41,230 20	41,840 00
DOW CHEM CO	700	22,697 50	36,449 00
EMERSON ELEC CO	500	32,157 00	30,155 00
EXXON MOBIL CORP	100	112 29	8,520 00
FORD MTR CO DEL	3500	60,567 50	53,095 00
FREEPORT-MCMORAN INC	500	18,008 35	9,825 00
GENERAL DYNAMICS CORP	500	53,437 50	70,080 00
HEWLETT PACKARD CO	1500	56,729 55	50,100 00
HOME DEPOT INC	300	22,291 50	33,426 00
INTEL CORP	2000	69,445 40	68,920 00
J P MORGAN CHASE	1300	71,067.15	85,514 00
JOHNSON & JOHNSON	900	77,587 86	90,126 00
KIMBERLY CLARK CORP	500	51,842 16	54,430 00
KRAFT FOODS INC	766	39,216 55	64,688 70
LAS VEGAS SANDS CORP	500	33,798 65	25,415 00
LILLY ELI & CO	500	31,546 90	39,450 00
LOCKHEED MARTIN CORP	500	87,109 45	94,100 00
MCDONALDS CORP	300	26,100 66	28,779 00
MERCK & CO INC	1000	60,032 70	60,890 00
METLIFE INC	600	26,551 32	31,356 00
MICROSOFT CORP	2000	85,318 60	93,720 00
OCCIDENTAL PETE CORP DEL	300	17,802 68	23,457 00
PFIZER INC	2200	63,726 22	76,450 00
PHILIP MORRIS INTL INC	800	55,199 35	66,456 00
PRUDENTIAL FINL INC	500	44,765 25	42,305 00
QUALCOMM INC	900	62,037 94	62,712 00
RAYTHEON CO	500	47,836 65	51,630 00
ROCKWELL AUTOMATION INC	500	58,229 60	61,445 00
SELECT SECTOR SPDR TR TECHNOLOGY	9500	345,040 00	412,015 00
SOUTHERN CO	400	17,367 88	17,476 00
TARGET CORP	800	45,915 59	63,456 00
TEXAS INSTRS INC	1000	47,915 20	55,920.00
VERIZON COMMUNICATIONS INC	1400	69,398.12	69,216 00
WELLS FARGO & CO	1100	42,033 15	61,556 00
COLUMBIA MID CAP VALUE FUND	34343 942	338,769 25	595,180 51
DIAMOND OFFSHORE DRILLING INC	500	21,527 55	15,170 00
HALYARD HELATH INC	62	2,227 87	2,568.04
SPDR S&P HOMEBUILDERS	11200	332,339 08	402,528 00
VANGUARD MID-CAP	3000	362,633 40	388,890 00
XILINX INC	500	20,831 65	23,710 00
CALIFORNIA RESOURCES CORP	120	642 82	942 00
VANGUARD SMALL-CAP	2000	227,406.40	244,960 00
WINDSTREAM HLDGS INC	416	6,762.65	3,384.16
BP PLC	500	23,984 85	20,730 00
COLUMBIA ACORN INTERNATIONAL	5985 027	158,232.05	269,206 51
MEDTRONIC PLC	500	38,475 00	38,160.00
ISHARES MSCI EMERGING MARKETS	12500	475,443.75	514,000 00

ATTACHMENT II

Agency Account FMV for Year Ending 5/31/15
William E. Scott Foundation

DESCRIPTION OF ASSETS	Beginning Shares/Units	TAX COSTS	MARKET VALUE
TOTAL STOCKS		**6,859,088.76**	**8,713,149.41**
CORPORATE BONDS			
ISHARES US PFD STK	100000	399,199 00	397,500 00
VANGUARD SHORT-TERM CORPORATE	14000	1,123,345 80	1,121,120 00
PIMCO FOREIGN BD	26572 188	300,000 00	284,853 86
EATON VANCE INCOME FUND BOSTON	84317 032	500,000 00	502,529 51
Total Corporate Bonds		**2,322,544.80**	**2,306,003.37**
PUBLIC REITs			
COMMUNICATIONS SALES & LEASING INC	500	21,078.02	13,025 00
CORRECTIONS CORP AMER	500	16,119 75	17,580 00
NUVEEN REAL ESTATE SECS FD	28284 372	633,681 24	664,965 59
SIMON PPTY GROUP INC NEW	100	14,732 50	18,140 00
SL GREEN RLTY CORP	200	17,066 94	23,732 00
WP GLIMCHER INC	50	937 70	703 50
Total Public REITs		**703,616.15**	**738,146.09**
HIMAX TECHNOLOGIES INC	427	3,262 53	2,673 02
SILICON MOTION TECHNOLOGY CORP	97	2,358 81	3,439 62
VIPSHOP HLDGS LTD	114	1,934 61	2,846 58
AEGEAN MARINE PETE NETWORK INC	217	3,006 51	3,085 74
COSAN LTD	70	512 69	434 70
ABERTIS INFRAESTRUCTURAS	433	9,682 46	7,593 14
ACS ACTIVIDADES CO	442	15,614 03	14,225 05
ACTELION LTD	68	6,965 11	9,471 78
AERCAP HOLDINGS NV	145	5,982 01	6,994 80
AFREN PLC	1813	4,377 44	82 41
AKBANK TURK ANONIM SIRKETI	305	2,412 55	1,817 19
AKER KVAERNER ASA	420	1,988 00	727 13
ALIMENTATION COUCHETARD INC	159	3,894 15	6,142 98
ANRITSU CORP	277	2,832 46	1,968 76
ANTA SPORTS PRODUCTS LTD	263	553 46	610 04
AON PLC	82	8,060 19	8,300 04
ARCADIS NV	73	2,613.01	2,069 67
ASAHI GROUP HLDS LTD	301	7,895 42	9,657 37
ASTRAZENECA	55	3,491 45	3,669 30
ATCO LTD	24	1,062 61	832 53
AURIZON HOLDINGS LTD	1902	7,627 62	7,774 43
AVAGO TECHNOLOGIES LTD	96	6,790 98	14,214 72
AVIVA PLC	986	8,028 69	7,868 99
AZIMUT HOLDING SPA	113	3,033 70	3,201 25
BANCO BPI SA	1755	2,630 87	2,682 18
BANCO SANTANDER SA	1673	12,746 03	11,892 91
BANK OF GEORGIA HOLDINGS	104	4,484 05	2,964 50
BANK OF NOVA SCOTIA	321	16,855 85	16,737 14
BARCLAYS PLC	66	978 45	1,090 98
BARRETT DEVELOPMENTS	1331	8,522 46	12,013 61
BAYER AG	35	4,990.14	4,955 78
BELLATRIX EXPL LTD	480	4,198.38	1,334 35
BELLE INTERNATIONAL HLDGS LTD	849	908 00	1,084 31
BETSSON AB	393	3,648 10	5,864 68
BETSSON AB -REDEMPTION	131	-	182 46
BG GROUP	164	2,713 79	2,844 16
BNP PARIBAS SA	143	10,446 51	8,611 82

Agency Account FMV for Year Ending 5/31/15
William E. Scott Foundation

DESCRIPTION OF ASSETS	Beginning Shares/Units	TAX COSTS	MARKET VALUE
BOLIDEN AB	177	2,625 35	3,786 96
BOUYGUES	25	950 88	982 60
BP PLC	344	12,532 92	14,262 24
BREMBO SPA	105	3,187 16	4,453 87
BRITISH SKY BROADC	791	11,436 26	12,722 06
CAPCOM CO LTD	648	12,773 89	12,568 89
CENTAMIN PLC	916	677 55	979 13
CENTURY YOKYO LEASING COPR	103	2,915 95	3,228 74
CHICAGO BRDG & IRON CO NV	90	5,573 82	4,883 40
CHINA HONGQIAO GROUP	2602	1,997 81	2,638 40
CHINA RESOURCES CEMENT HLDGS LTD	4081	2,772 79	2,511 28
CHORUS AVIATION INC	229	737 85	1,164 95
COGENCO CABLE INC	239	10,972 19	12,606 25
COMPUGROUP MED AG	183	4,751 17	6,056 08
CORUS ENTERTAINMENT INC	164	3,654 21	2,306 43
DAI-ICHI LIFE INCUANCE CO	825	12,038 48	14,512 87
DELHAIZE GROUP	95	6,095 84	8,463 50
DEUTSCHE BANK AG	41	1,944 18	1,232 31
DON QUIJOTE HOLDINGS CO LTD	24	1,801 04	1,856 64
DS SMITH PLC	727	3,896.78	3,938 25
DUERR AG	38	3,102 97	3,877 42
ELECTRICITE DE FRANCE	30	1,024 73	736 09
ELECTROLUX AB	188	4,858.34	5,723 21
ENERGIA DE PORTUGAL SA	2988	11,305 20	11,645 79
ENI SPA	355	8,950 70	6,379 06
FAST RETAILING CO LTD	19	6,568 75	7,854 47
FINMECCANICA SPA	684	7,412 05	9,058 83
FOSUN INTERNATIONAL	2028	2,794 84	5,227 25
FRESENIUS SE & CO	45	2,650 59	2,858 02
FUJITSU GENERAL LTD	412	4,415 65	5,670 62
GAS NATURAL SDG S A	267	6,655 07	6,555 59
GILDAN ACTIVEWEAR INC	40	1,052 95	1,256 16
GRIFOLS SA	65	3,336 09	2,587 55
GROUPE CGI INC	12	530 05	508 56
HANNOVER RUECKVERSICHERU	72	6,453 24	6,982 00
HEILDELBERGCEMENT	38	2,689 36	3,077 11
HEXPOL AB	430	3,225 55	4,652 82
HSBC HLDGS	2356	21,807 92	22,383 34
HUADIAN FUXIN ENERGY CORP	6166	3,151 70	3,229 50
ICON PC	112	5,719 03	7,265 44
INDIVIOR PLC	300	577 58	1,052 45
INDRA SISTEMAS SA	238	4,005 75	2,301 41
INTESA SANPAOLO	111	2,184 44	2,396 38
INVESTOR AB SER B	503	20,135 11	19,822 22
JAPAN TABACCO INC	83	2,559 27	3,036 54
JU TENG INTERNATIONAL HLDGS	1037		85 61
JU TENG INTRNATIONAL HOLDINGS	8299	5,815 38	5,128 28
JX HLDGS INC	610	2,859 24	2,701 11
K'S HLDGS CORP	366	11,991 68	13,758 73
KAKAKU COM INC	156	2,816 43	2,432 49
KDDI CORP	516	10,174 70	11,688 43
KONINKLIJKE AHOLD NV	1002	18,466 38	20,339 53
KONINKLIJKE PHILIPS NV	98	3,393 81	2,665 11
KYORIN HLDGS INC	456	8,567 48	9,590 72
LAWSON INC	50	3,562 36	3,497 32
LUXOTTICA GROUP	26	1,477.97	1,747 36
MANULIFE FINANCIAL COPR	51	913.28	935.85
MARINE HARVEST	457	5,327 45	5,254 12
MATSUMOTOKIYOSHI HOLDINGS CO LTD	131	4,082 36	5,299 33

Agency Account FMV for Year Ending 5/31/15
William E. Scott Foundation

DESCRIPTION OF ASSETS	Beginning Shares/Units	TAX COSTS	MARKET VALUE
MEDA AB A SHS	209	2,501 74	2,986 78
MEDIOLANUM SPA	403	3,081 16	3,424 17
MERCK KGAA	17	1,711 70	1,814 78
MITSUBISHI ESTATE	70	1,707 07	1,567 59
MUENCHENER RUECKVER AG	68	14,041 16	12,524 71
MYLAN INC	144	9,854 84	10,458 72
NEVSUN RESOURCES LTD	157	578 67	649 01
NOVARTIS AG	101	7,968 98	10,331 80
NXP SEMICONDUCTORS NV	44	4,572 27	4,939 00
OPEN TEXT CORP	174	9,721 30	7,383 76
OPERA SOFTWARE ASA	138	1,797 74	1,191 04
ORIENTAL LAND CO	191	10,335 57	12,328 54
OSRAM LICHTE AG	12	713 01	631 37
PACIFIC RUBIALES ENERGY CORP	228	4,612 24	1,101 42
PLASTIC OMNIUM CIE	153	4,974 10	4,338 64
PRECISION DRILLING TR	168	2,114 84	1,110 48
PRYSMIAN SPA	138	3,289 89	3,109 14
QUEBECOR INC	46	991 79	1,168 43
RECKITT BENCKISER GROUP OLC	226	17,067 58	20,360 83
RED ELECTRIC DE ESPANA	44	3,735 17	3,694 17
RENAULT SA	56	4,341 14	5,803 73
RENGO CO LTD	1542	7,986 89	6,834 27
RIO TINTO	161	8,541 79	7,015 34
ROCHE HLDGS AG	4	1,104 36	1,171 15
ROYAL DUTCH SHELL	36	2,363 36	2,149 92
SAFRAN SA	34	2,195 56	2,400 94
SANDS CHINA LTD	777	6,059 62	3,002 13
SANOFI	110	10,774 31	10,751 36
SAP AG	27	2,048 35	1,994 84
SECURITAS	562	6,518 24	7,617 04
SENSATA TECH HLDG NV	39	2,184 20	2,148 51
SHIP HEALTHCARE HOLDINGS INC	37	1,321 32	754 64
SIEMENS AG	65	8,142 54	6,825 55
SOFTBANK CORP	107	7,957 93	6,421 12
SOLVAY SA	21	3,000 16	2,900 94
SOMPO JAPAN NIPPONKOA HLDGS INC	299	9,826 22	10,914 78
SWISS RE LTD	16	3,872 25	3,824 67
TAHOE RES INC	183	2,252 95	2,483 49
TAISEI CORP	1723	10,008 86	9,427 58
TAYLOR WIMPEY PLC	2922	5,702 72	8,177 48
TELEFONICA SA	208	3,107 33	2,937 17
TELENOR ASA	229	4,738 22	5,174 58
TELE2 AB	348	4,089 49	4,081 20
TENCENT HOLDINGS LTD	160	2,123 58	3,213 81
TOKYO GAS CO	1006	4,756 46	5,578 21
TONGDA GROUP HLDGS LTD	17415	2,167 93	3,684 49
TORONTO DOMINION BK ONTARIO	131	6,879 76	5,707 67
TOTAL SA	191	10,823 24	9,627 30
UNITED INTERNET AG	125	5,523 51	5,818 88
VALEANT PHARMACEUTICALS INTL INC	37	7,449 71	8,834 49
WINCOR NIXDORF AG	113	6,283.15	4,207 22
WORLEYPARSONS LTD	116	1,885 21	966 95
TANGZIJIANG SHIPBUILDING HLDGS	5289	4,810.39	5,665 79
ZURICH INSURANCE GROUP AG	39	11,324.20	12,398 47
ABOITIZ PWR CORP	501	508 62	483 18
ADVANCED SEMICONDUCTOR ENGR INC	1240	7,885 41	8,754 40
AIR CHINA LTD	2422	2,129 62	2,977 68
ALFA S AB	1213	3,366 51	2,379 87
ALIBABA GROUP HLDGS LTD	60	5,222 15	5,359 20

Agency Account FMV for Year Ending 5/31/15
William E. Scott Foundation

DESCRIPTION OF ASSETS	Beginning Shares/Units	TAX COSTS	MARKET VALUE
AMBEV SA	682	4,890 76	3,921 50
AMERICA MOVIL S AB	3408	3,481 22	3,579 63
AMERICA MOVIL S AB	23	485 73	483 00
ARCA CONTINENTAL SAB DE CV	152	828 77	920 28
BAIDU INC	29	4,653 12	5,724 60
BANGKOK BANK PUBLIC CO LTD	663	3,907 65	3,584 85
BANK OF CHINA LTD	24554	10,223 42	16,313 19
BANK OF COMMUNICATIONS CO LTD	4223	2,999 94	4,020 55
BARCLAYS AFRICA GROUP	32	527 49	462 15
BRF SA	92	2,197 52	1,859 32
CHINA CONSTUCTION BK-H	2184	1,475 35	2,194 83
CHINA MERCHANTS BANK	1677	5,101 10	5,105 71
CHINA OILFIELD SVCS LTD	1414	2,824 11	2,626 77
GOLD FIELDS LTD	264	1,545 90	900 24
GREAT WALL MOTOR CO	705	5,320 93	4,552 02
GRUPO FINANCIERO BANORTE	85	523 16	479 08
GRUPO BIMBO SAB	885	2,344 06	2,391 63
GRUPO MEXICO SA DE CV	1467	4,730 17	4,536 10
INDO TAMBANGRAYA MEGAH PT	1064	2,318 91	1,086 21
INDUSTRIAL & COMMERCIAL BK OF CHINA	5113	3,074 37	4,452 35
INFOSYS TECHNOLOGIES LTD	103	3,540 39	3,282 61
KASIKORNBANK PCL	1068	7,205 30	6,187 16
KRUNG THAI BK PUB CO	3237	2,206 83	1,664 66
MONDI LTD	257	4,745 43	5,817 05
NETEASE INC	41	4,342 23	5,797 81
NICE SYS LTD	84	3,238 51	5,266 80
PT TELKOMUNIKASI INDONESIA	47	2,119 62	2,033 22
PHILIPPINE LONG DISTANCE TEL CO	17	999 63	1,060 00
PT BANK RAKYAT	444	8,574 27	7,907 20
PT BK MANDIRI	7644	5,429 18	6,228 33
PT PERUSAHAAN GAS NEGARA	5953	2,745 20	1,933 42
PTT PCL	53	590 30	715 28
SAMSUNG ELECTRONICS CO LTD	7	4,570 85	4,140.50
SAN MIGUEL PURE FGOODS CO INC	298	1,526 75	1,224 48
SASOL LTD	15	524 90	527 87
SHINHAN FINL GROUP CO	106	4,242 23	3,944 26
SIAM CEMENT PUBLIC CO	141	2,207 36	2,211 76
SILICONWARE PRECISION INDS LTD	372	2,885 94	3,039 24
SINOTRANS LIMITED H	8654	5,919 62	6,754 27
SK TELECOM LTD	72	2,055 74	1,759 68
TAIWAN SEMICONDUCTOR MFG LTD	357	6,783 38	8,667 96
TATA MTRS LTD	298	10,989 67	11,413 40
TELEKOMUNIKASI INDONESIA PERSERO	7539	1,401 98	1,621 87
TURKIYE GARANTI BANKASI	573	2,469 63	1,814 69
UNIVERSAL ROBINA CORP	2297	5,832 98	9,829 92
ZHUZHOU CSR TIMES ELECTRIC CO	312	935 56	2,563 93
Total - SUB ACCOUNT		**975,239.93**	**1,020,562.59**
BANK OF AMERICA - MONEY MARKET-SAVINGS ACCT		171,314 45	171,314 45
BANK OF AMERICA - MONEY MARKET		839,533 51	839,533 51
GRAND TOTALS		**11,871,337.60**	**13,788,709.42**