

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

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, 2016, and ending

, 20

Name of foundation THE H. SCOTT CAVEN, III MEMORIAL FOUNDATION
INC.A Employer identification number
20-2450503

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

Room/suite

B Telephone number (see instructions)

FOUNDATION SOURCE 501 SILVERSIDE RD

(800) 839-1754

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

WILMINGTON, DE 19809-1377

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

J Accounting method ☒ Cash ☐ Accrual

end of year (from Part II, col (c), line

☐ Other (specify)

16) ▶ \$ 1,585,317.

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

C If exemption application is
pending, check here. ☐D 1 Foreign organizations, check here. ☐2 Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here. ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here. ☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions))(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

1	Contributions, gifts, grants, etc. received (attach schedule)	237,795.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments.	69.	69.		
4	Dividends and interest from securities	14,161.	14,161.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	26,682.			
b	Gross sales price for all assets on line 6a 60,900.				
7	Capital gain net income (from Part IV, line 2) .		49,667.		
8	Net short-term capital gain.				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATTCH. 1 . . .	-291.			
12	Total. Add lines 1 through 11	278,416.	63,897.		
13	Compensation of officers, directors, trustees, etc. .	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) [2] .	2,763.	2,763.		
17	Interest				
18	Taxes (attach schedule) (see instructions) [3] .	3,863.			
19	Depreciation (attach schedule) and depletion .				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATTCH. 4 . .	11,026.			11,025.
24	Total operating and administrative expenses. Add lines 13 through 23.	17,652.	2,763.		11,025.
25	Contributions, gifts, grants paid	54,000.			54,000.
26	Total expenses and disbursements. Add lines 24 and 25	71,652.	2,763.		65,025.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements . .	206,764.			
b	Net investment income (if negative, enter -0-) . .		61,134.		
c	Adjusted net income (if negative, enter -0-) . .				

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ENVELOPE
POSTMARK DATE SEP 20 2017

SEP 29 2017

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		24,394.	139,346.	139,346.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations (attach schedule) . .				
	b	Investments - corporate stock (attach schedule) <u>ATCH. 5</u>		811,161.	897,034.	1,004,072.
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶ (attach schedule)				
12		Investments - mortgage loans				
13		Investments - other (attach schedule) <u>ATCH. 6</u>		371,453.	407,392.	441,899.
14		Land, buildings, and equipment basis ▶				
		Less accumulated depreciation ▶ (attach schedule)				
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		1,207,008.	1,443,772.	1,585,317.
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons . .				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>						
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 ▶ <input checked="" type="checkbox"/>						
and complete lines 27 through 31.						
27	Capital stock, trust principal, or current funds					
28	Paid-in or capital surplus, or land, bldg, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds . .		1,207,008.	1,443,772.		
30	Total net assets or fund balances (see instructions)		1,207,008.	1,443,772.		
31	Total liabilities and net assets/fund balances (see instructions)		1,207,008.	1,443,772.		

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	1,207,008.
2	Enter amount from Part I, line 27a	2	206,764.
3	Other increases not included in line 2 (itemize) ▶ <u>ATCH 7</u>	3	30,000.
4	Add lines 1, 2, and 3	4	1,443,772.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,443,772.

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.)
1 a SEE PART IV SCHEDULE					
b					
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					
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					
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	49,667.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0.	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	67,763.	1,379,159.	0.049134
2014	66,815.	1,366,556.	0.048893
2013	66,613.	1,342,316.	0.049625
2012	63,929.	1,330,604.	0.048045
2011	42,384.	1,322,985.	0.032037
2 Total of line 1, column (d)			2 0.227734
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.			3 0.045547
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 1,359,836.
5 Multiply line 4 by line 3.			5 61,936.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 611.
7 Add lines 5 and 6.			7 62,547.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 65,025.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	611.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
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	
3 Add lines 1 and 2		3	611.
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	611.
6 Credits/Payments			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	1,101.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,101.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	490.	
11 Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> 490. Refunded <input checked="" type="checkbox"/> 490.	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> DE, b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses <input checked="" type="checkbox"/> ATCH 8	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11	Yes	No
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 ► FOUNDATION SOURCE Telephone no ► 800-839-1754			
Located at ► 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ► 19809-1377				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
and enter the amount of tax-exempt interest received or accrued during the year				
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for FinCEN Form 114. 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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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		
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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2016 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 2016)	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 2016?	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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b

6b

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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 9		0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0.
Total number of others receiving over \$50,000 for professional services		▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1	N/A	
2		
3		
4		

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

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

Form **990-PF** (2016)

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	920,449.
b	Average of monthly cash balances	1b	25,760.
c	Fair market value of all other assets (see instructions)	1c	434,335.
d	Total (add lines 1a, b, and c)	1d	1,380,544.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,380,544.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	20,708.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,359,836.
6	Minimum investment return. Enter 5% of line 5	6	67,992.

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	67,992.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	611.
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	611.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	67,381.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	67,381.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	67,381.

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	65,025.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	65,025.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	611.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	64,414.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				67,381.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			64,571.	
b Total for prior years 20 14 20 13 20 12				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e				
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ 65,025.				
a Applied to 2015, but not more than line 2a			64,571.	
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2016 distributable amount.				454.
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				66,927.
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)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, 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)
---	--	--	---------------	------------

		Prior 3 years				(e) Total
Tax year		(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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))

ATTACHMENT 10

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

N/A

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

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

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

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

c Any submission deadlines

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

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments .			14	69.		
4 Dividends and interest from securities			14	14,161.		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property. .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	26,682.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory. . .						
11 Other revenue a K-1 INC/LOSS	525990	-291.				
b _____						
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)		-291.		40,912.		
13 Total. Add line 12, columns (b), (d), and (e)						

(See worksheet in line 13 instructions to verify calculations)

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

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


- | | | 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 | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.

Sign Here  09/17/17 **President**

Signature of officer or trustee Date Title

H. Scott Caven, Jr.

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

JEFFREY D HASKELL

Preparer's signature

JEFFREY D HASKELL

Date _____

09/08/2017

Check		
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7 | self-employed

PTIN

P01345770

Firm's name	► FOUNDATION SOURCE
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Firm's address ► ONE HOLLOW LN, STE 212
LAKE SUCCESS, NY

Firm's EIN ▶ 510398347

Phone no 800-839-1754

Form **990-PF** (2016)

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

OMB No 1545-0047

2016▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990**Name of the organization**THE H. SCOTT CAVEN, III MEMORIAL FOUNDATION
INC.**Employer identification number**

20-2450503

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

Name of organization **THE H. SCOTT CAVEN, III MEMORIAL FOUNDATION**
INC.

Employer identification number
20-2450503

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CAVEN, JENNIE VIVIEN 2169 TROON ROAD HOUSTON, TX 77019	\$ 34,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	CAVEN, JR., H SCOTT 2169 TROON ROAD HOUSTON, TX 77019	\$ 203,795.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number
20-2450503

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
2	EOG RESOURCES INC EOG, 1000 SH. 	\$ 103,795.	12/15/2016
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
	 	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
	 	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
	 	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
	 	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
	 	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
	 	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
	 	\$	

Name of organization THE H. SCOTT CAVEN, III MEMORIAL FOUNDATION
INC.Employer identification number
20-2450503

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

Use duplicate copies of Part III if additional space is needed

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

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
K-1 INC/LOSS MAGELLAN MIDSTREAM PARTNERS	-291.
TOTALS	<u>-291.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
APPRAISAL SERVICES	1,500.	1,500.
INVESTMENT MANAGEMENT SERVICES	1,263.	1,263.
TOTALS	<u>2,763.</u>	<u>2,763.</u>

ATTACHMENT 3FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
990-PF ESTIMATED TAX FOR 2016	300.
990-PF EXTENSION FOR 2015	1,563.
990-T 1ST EXTENSION FOR 2015	2,000.
TOTALS	<u>3,863.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	11,000.	11,000.
K-1 EXP MAGELLAN MIDSTREAM PAR	1.	
STATE OR LOCAL FILING FEES	25.	25.
TOTALS	<u>11,026.</u>	<u>11,025.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 5

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AT MID CAP EQUITY FUND INSTITU	112,549.	110,375.
ATLANTIC TRUST DISC EQTY	178,999.	183,171.
DELAWARE US GROWTH	176,209.	170,770.
EOG RESOURCES INC	103,795.	101,100.
EXXON MOBIL CORP	30,115.	34,209.
HAMLIN HIGH DIVIDEND EQUITY FD	52,672.	57,815.
KINDER MORGAN INC	20,391.	21,083.
MATTHEWS ASIA PACIFIC EQUITY I	92,975.	112,608.
RIDGEWORTH FDS SEIX FLOATING R	85,760.	84,125.
WALT DISNEY HOLDINGS CO	43,569.	128,816.
TOTALS	<u>897,034.</u>	<u>1,004,072.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AUSTIN - AUTOGRAPH DOCUMENT SI	19,999.	20,000.
AUSTIN - CERTIFICATE OF ADMISS	29,999.	30,001.
AUSTIN - ORIGINAL MANUSCRIPT L	29,999.	30,000.
AUSTIN - TEXIAN LOAN - 1836	3,000.	4,000.
BAKER - TEXAS SCRAP-BOOK - UND	90.	
BARKER - MEXICO AND TEXAS 1821	250.	300.
BARKER - THE FINANCES OF THE T	25.	
BARKER - THE LIFE OF STEPHEN 1	173.	
BARKER - THE LIFE OF STEPHEN 2	113.	
BERLANDIER - JOURNEY TO MEXICO	90.	
BINKLEY - THE EXPANSIONIST MOV	113.	
BRACHT - TEXAS IN 1848 - 1931	135.	
BRADFORD - MAP & DESCRIPTION O	1,500.	1,500.
BRAMAN - BRAMAN'S INFORMATION	750.	800.
BRENNER - THE WIND THAT SWEPT	45.	25.
BRIGHAM - MANUSCRIPT RECEIPT	600.	650.
BROWN - HISTORY OF TEXAS 1	500.	650.
BROWN - HISTORY OF TEXAS 2	400.	500.
BROWN - LIFE & TIMES OF HENRY	100.	125.
BROWN - THE ENCYCLOPEDIA OF TH	810.	800.
BURNET - SIGNED ITR - VELASCO	1,500.	1,600.
BURNET - SIGNED LTR - VELASCO	2,000.	2,500.
CASTANEDA - MEXICAN SIDE 1928	375.	400.
CASTANEDA - MEXICAN SIDE 1970	45.	50.
CAYCE - RECEIPT FOR SALE OF LO	125.	150.
CHABOT - CORPUS CHRISTI AND LI	131.	
CHAMBERLAIN - MY CONFESSION	156.	150.
DAHMER - CADDO WAS...HISTORY O	9.	
DAVIE - DIARY OF WM BARRET TRA	75.	
DE CORDOVA - LECTURE ON TEXAS	375.	400.
DE LA PENNA - WITH SANTA ANNA I	50.	50.
DESHIELDS - THEY SAT IN HIGH P	108.	
DEWEES - LETTERS FROM 1852	500.	500.

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DEWEES - LETTERS FROM 1858	350.	350.
DIENST - THE NAVY OF THE REPUB	818.	800.
DIXON - HEROES OF SAN JACINTO	500.	500.
DOBIE - GUIDE TO LIFE AND LITE	20.	
DOBIE - THE LONGHOMS - UNDATED	1,200.	1,200.
DRESEL - GUSTAV DRESEL'S HOUST	50.	
DUVAL -EARLY TIMES IN TEX 1892	400.	500.
DUVAL -EARLY TIMES IN TEX 1935	22.	
EBERSTADT - CATALOGUE 162, TEX	100.	125.
EDWARD - HISTORY OF TEXAS - 18	6,000.	7,500.
EHRENBERG - WITH MILAM AND FAN	125.	150.
ERATH - MEMOIRS OF GEORGE B. E	75.	75.
EVANS & JOHNSON - TEXAS CENTEN	75.	
FALCONER - LETTERS AND NOTES	150.	150.
FEHRENBACH - LONE STAR - 1968	150.	225.
FILISOLA - REPRESENTATION DIRI	3,500.	3,750.
FISKE - A VISIT TO TEXAS (2D E	7,500.	8,000.
FISKE - A VISIT TO TEXAS - 183	850.	850.
FOOTE - TEXAS AND THE TEXANS	1,000.	1,000.
FRANTZ - GAIL BORDEN - 1951	77.	
FRANTZ - LURE OF THE LAND - 19	275.	
GAILLARDET - SKETCHES OF EARLY	50.	
GAMBRELL - ANSON JONES: LAST P	45.	
GAMBRELL - MIRABEAU BONAPARTE	83.	
GOUGE - THE FISCAL HISTORY OF	750.	700.
GOVERNMENT OF TEXAS - CURRENCY	8,500.	9,000.
GRAY - FROM VIR TO TEXAS 1909	7,500.	8,000.
GRAY - FROM VIR TO TEXAS 1965	50.	
GRAY - FROM VIR TO TEXAS 1998	59.	
GREEN - JOURNAL OF THE TEXIAN	60.	
GREEN-TEXIAN MIER EXPEDITION 1	1,200.	1,200.
GREEN-TEXIAN MIER EXPEDITION 2	1,000.	850.
HALEY - EARL VANDALE ON THE TR	178.	

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
HARDIN - TEXIAN ILIAD - MILITA	25.	
HELM - SCRAPS OF EARLY TEXAS H	1,200.	1,200.
HENSON - SAMUEL MAY WILLIAMS	23.	
HILL - THE TEXAS NAVY - 1937	250.	
HOGAN - THE TEXAS REPUBLIC: A	50.	
HOLLEY - TEXAS (MAP MOUNTED SE	14,999.	16,000.
HOLLEY - TEXAS - 1833	14,999.	15,000.
HOLMAN - BUCKSKIN AND HOMESPUN	300.	325.
HORGAN - GREAT RIVER, THE RIO	125.	
HOUSTON - APPOINTMENT OF THOS.	7,000.	7,500.
HOUSTON - AUTOGRAPH LETTER TO	3,000.	3,000.
HOUSTON - ENGRAVED PORTRAIT	75.	75.
HOUSTON - LIFE OF GENERAL HOUS	300.	300.
HOUSTON - PORTRAIT - HARPER'S	100.	100.
HOUSTON - PROCLAMATION - 1842	900.	900.
HOUSTON - REPUBLIC OF TEXAS.LA	7,500.	15,000.
HOUSTON - TEXAS INDEPENDENCE -	110.	
HOUSTON - THE INDUSTRIAL ADVAN	35.	
HOUSTOUN-TEXAS & THE GULF 1844	3,000.	1,750.
HOUSTOUN-TEXAS & THE GULF 1991	60.	
HUGHES - DONIPHAN'S EXPEDITION	600.	600.
HUGHES - REPORT OF THE SECRETA	1,500.	1,500.
HUNTER - ADVENTURE OF A MIER P	90.	
ILLUSTRATED LONDON NEWS - 3 EN	100.	100.
JAMES - THE RAVEN - 1929	150.	150.
JENKINS - RECOLLECTIONS OF EAR	75.	
JENKINS - THE PAPERS OF THE TE	625.	300.
JENNETT - BIOGRAPHICAL DIR. OF	40.	
JONES - LAND GRANT - 1845	500.	
JONES - LAND GRANT - 1846	1,000.	1,000.
JONES - MEMORANDA AND OFFICIAL	375.	400.
KEMP - SIGNERS OF THE DECLARAT	600.	800.
KENDALL - NARRATIVE OF SAN 184	600.	600.

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
KENDALL - NARRATIVE OF SAN 185	4,500.	4,500.
KENDALL - NARRATIVE OF THE TEX	1,500.	1,700.
KENDRICK - OATH OF OFFICE OF M	200.	250.
KENNEDY - TEXAS - 1925	70.	
KENNEDY - TEXAS:THE RISE,PROGR	15,000.	15,000.
LAMAR - REPUBLIC OF TEXAS \$500	600.	875.
LANE - HISTORY OF THE UNIVERSI	113.	
LANE - THE ADVENTURES RECO 188	3,500.	15,000.
LANE - THE ADVENTURES RECO 192	150.	250.
LATHAM - TRAVELS IN THE REPUB	36.	
LAWRENCE - TEXAS IN 1840 - 184	2,500.	5,000.
LEA - PORTFOLIO OF SIX PAINTIN	375.	375.
LEA - THE KING RANCH - 1957	650.	650.
LECLERC - TEXAS & ITS REV 1841	400.	400.
LECLERC - TEXAS & ITS REV 1950	250.	350.
LESTER - SAM HOUSTON AND HIS R	1,500.	1,500.
LINN - REMINISCENCES OF FIFTY	600.	600.
LOCKHART - SIXTY YEARS 1930	2,500.	2,750.
LOCKHART - SIXTY YEARS 1967	50.	
LORING - TERRESTRIAL GLOBE - 1	6,000.	6,000.
LUBBOCK - SIX DECADES IN TEXAS	600.	600.
LUNDY - THE LIFE TRAVELS AND O	1,000.	1,250.
LUNDY - THE WAR IN TEXAS (WRAP	1,200.	1,200.
LUNDY - THE WAR IN TEXAS - 183	750.	900.
MAGELLAN MIDSTREAM PARTNERS LP	5,939.	7,563.
MAILLARD - THE HISTORY OF THE	7,500.	8,500.
MAP - CARTE DU MEXIQUE OU NOUV	200.	
MAP - MAP OF THE STATE OF TEXA	100.	
MAP - TEXAS (NEW YORK) - 1835	1,000.	1,000.
MARSHALL - HIST, OF THE WEST.	270.	
MARTINEZ CARO - VERDADERA IDEA	4,000.	5,000.
MAVERICK - MEMOIRS - 1921	100.	
MCDANIELD & TAYLOR - THE COMIN	750.	750.

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MEINIG - IMPERIAL TEXAS 1969 1	56.	
MEINIG - IMPERIAL TEXAS 1969 2	54.	
MEXICO COMMUNICATION - ANNOUNC	2,500.	2,500.
MEXICO DECREE OF CONGRESO 1	750.	900.
MEXICO DECREE OF CONGRESO 2	750.	950.
MEXICO DECREE OF CONGRESO 3	900.	2,200.
MEXICO DECREE OF CONGRESO 4	2,500.	3,000.
MIDDELTON - HISTORY OF THE REG	59.	
MILLER - A FINANCIAL HISTORY O	161.	
MITCHELL - MAP OF THE STATE OF	450.	450.
MOODY/COLE - \$125 NOTE TO GABR		
MOORE - MAP & DESCRIPTION OF T	30.	
MORFI - A HISTORY OF TEXAS, 16	495.	
MUIR - TEXAS IN 1837 - 1958	100.	
NAVARRO - MANUSCRIPT RECEIPT F	1,200.	1,500.
NEWELL - HISTORY OF THE REVOLU	4,500.	4,500.
NILES & PEASE - HISTORY OF SOU	1,500.	1,500.
NILES' WEEKLY REGISTER - TEXAS	850.	900.
OLMSTED - A JOURNEY THROUGH TE	650.	700.
PARKER - TRIP TO THE WEST AND	10,000.	10,000.
PIERCE - TEXAS UNDER ARMS 1836	50.	
PIKE - THE JOURNALS OF ZEBULON	130.	
POOL - A HISTORICAL ATLAS OF T	25.	
RANKIN - TEXAS IN 1850 1	850.	1,000.
RANKIN - TEXAS IN 1850 2	450.	500.
REPUBLIC OF TEXAS - \$500 BOND	2,500.	2,500.
REPUBLIC OF TEXAS - CURRENCY	4,450.	6,000.
RICHARDSON - COMANCHE BARRIER	270.	
RICHARDSON - TEXAS, THE LONE S	54.	
RICHARDSON - THE TEXAS ALMANAC	1,750.	1,750.
ROBINSON - JUDGE ROBERT MCALPI	90.	
ROEMER - TEXAS, GERMAN IMMIGRA	55.	
SCHMITZ - THUS THEY LIVED: REP	85.	85.

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SCHMITZ - TEXAS CULTURE: 1836	25.	
SMITH - REMINISCENCES OF THE T	1,500.	1,200.
SMITH - THE ANNEXATION OF TEXA	275.	
SMITHWICK - THE EVOLUTION 1990	500.	550.
SMITHWICK - THE EVOLUTION 1995	60.	
SOLMS-BRAUNF. - TEXAS, 1844-18	128.	
SONNICHSEN - I'LL DIE BEFORE I	30.	25.
SOWELL - TEXAS INDIAN FIGHTERS	1,750.	1,750.
SPELL - PIONEER PRINTER: SAMUE	45.	
STAPP - THE PRISONERS OF PER 1	900.	1,000.
STAPP - THE PRISONERS OF PER 2	1,500.	1,600.
STEELE - BIOGRAPHY OF PRIVATE	75.	75.
STIFF - THE TEXAN EMIGRANT - 1	10,000.	10,000.
STREETER - BIBLIOGRAPHY OF TEX	585.	
TEXAS - BIOGRAPHICAL DIRECTORY	40.	25.
TEXAS - CARTAS DE TEJAS Y VENI	1,500.	1,500.
TEXAS - CONSTITUTION - PRES.PO	550.	600.
TEXAS - DECLARATION OF INDEPEN	633.	650.
TEXAS - ENLISTMENT DOC- JAMES	950.	1,000.
TEXAS - LAWS OF THE REPUBLIC	400.	500.
TEXAS - LAWS OF THE REPUBLIC O	2,000.	2,500.
TEXAS - YELLOW ROSE OF TEXAS S	30.	
TEXAS TREASURY - \$25 NOTE TO G	950.	1,000.
THSA - NEW HANDBOOK OF TEXAS	659.	650.
TRAVIS - AUTOGRAPH DOCUMENT SI	19,999.	22,000.
TRAVIS/BUMET - AUTOGRAPH DOCUM	24,999.	27,000.
TYLER - MADISONIAN-EXTRA. PRES	500.	600.
US CONGRESS - H. R. 46 + STEPH	2,500.	2,750.
WALLACE - DOCUMENTS OF TEXAS H	45.	
WEBB - -VOLS. I, II, III - 198	60.	25.
WEBB - THE HANDBOOK OF TEXAS		
WEEMS - DREAM OF EMPIRE - 1971	27.	25.
WHARTON - REMEBER GOLIAD - CA.	400.	400.

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WHEELER - TO WEAR A CITY'S CRO	27.	
WINKLER - MANUSCRIPT LTRS AND	275.	275.
WISLIZENUS - MEMOIR OF A TOUR	75.	100.
WOOTEN - A COMPLETE TEXAS HIST	75.	75.
WOOTEN - A COMPREHENSIVE HISTO	1,750.	1,750.
YOAKUM - HISTORY OF TEXAS (ORI	1,500.	1,750.
YOAKUM - HISTORY OF TEXAS (RE	750.	950.
BARDIN NEW BRITISH TERRESTRIAL	12,000.	12,000.
LORING'S TERRESTRIAL GLOBE	18,000.	18,000.
TOTALS	<u>407,392.</u>	<u>441,899.</u>

ATTACHMENT 7FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

PRIOR PERIOD ADJUSTMENT

30,000.

TOTAL

30,000.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
60,900.		PUBLICLY-TRADED SECURITIES 11,233.					49,667.	
TOTAL GAIN (LOSS)					<u>49,667.</u>	

THE H. SCOTT CAVEN, III MEMORIAL FOUNDATION

2016 FORM 990-PF

20-2450503

FORM 990PF, PART VII-A, LINE 10 - SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 8

NAME AND ADDRESS

CAVEN, JENNIE VIVIEN
2169 TROON ROAD
HOUSTON, TX 77019

THE H. SCOTT CAVEN, III MEMORIAL FOUNDATION 2016 FORM 990-PF
 FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

20-2450503

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
PRESTON OWEN BROADFOOT FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	VP 1.00	0.	0.	0.
JENNIE VIVIEN CAVEN FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	VP 1.00	0.	0.	0.
VIVIEN CAVEN FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	VP / DIR 1.00	0.	0.	0.
H SCOTT CAVEN JR FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	PRES / DIR / SEC 1.00	0.	0.	0.
LINDSEY C MAJORS FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	VP 1.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

Part XIII (990-PF) – Undistributed Income

In 2016, The H. Scott Caven, III Memorial Foundation (the "Foundation") discovered that on its Form 990-PF for taxable year ending 2015, Parts X and XI were not recorded properly. The Foundation would not have been subject to an underdistribution penalty under §4942 for the year 2015 if the average value of the assets had been properly recorded in Part X. Therefore, the Foundation has chosen not to amend Form 990-PF for taxable year ending 2015. Instead, the Foundation has adjusted the amount reported in Part XIII of Form 990-PF for year ending 2016 to reflect the correct balance.

ATTACHMENT 10

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

H SCOTT CAVEN JR
JENNIE VIVIEN CAVEN
LINDSEY C MAJORS
PRESTON OWEN BROADFOOT
VIVIEN CAVEN

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>		<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CRISTO REY JESUIT HIGH SCHOOL OF HOUSTON INC 6700 MOUNT CARMEL ST HOUSTON, TX 77087	N/A PC		GENERAL & UNRESTRICTED	5,000
GLENWOOD CEMETERY HISTORIC PRESERVATION FOUNDATION 2525 WASHINGTON AVE HOUSTON, TX 77007	N/A PC		GENERAL & UNRESTRICTED	2,500
GULF COAST REGIONAL BLOOD CENTER 1400 LA CONCHA LN HOUSTON, TX 77054	N/A PC		GENERAL & UNRESTRICTED	2,500
MEMORIAL HERMANN FOUNDATION 929 GESSNER DR, STE 2650 HOUSTON, TX 77024	N/A SO I		CHILDREN'S HOSPITAL DIVISION	5,000
ST JOHNS SCHOOL 2401 CLAREMONT LN HOUSTON, TX 77019	N/A PC		CARE AND MAINTENANCE OF SCOTTY CAVEN FIELD	4,000
ST LUKE'S UNITED METHODIST CHURCH OF HOUSTON INC P O BOX 22013 HOUSTON, TX 77227	N/A PC		NICK FINNEGAN COUNSELING CENTER	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TEACH FOR AMERICA HOUSTON 4669 SW FREEWAY STE 600 HOUSTON, TX 77027	N/A PC		GENERAL & UNRESTRICTED	5,000
THE UNIVERSITY OF TEXAS AT AUSTIN PO BOX 7458 AUSTIN, TX 78713	N/A GOV		RECREATIONAL SPORTS FOR THE BENEFIT OF THE MEN'S CLUB LACROSSE TEAM	10,000
THE UNIVERSITY OF TEXAS AT AUSTIN PO BOX 7458 AUSTIN, TX 78713	N/A GOV		RECREATIONAL SPORTS FOR THE BENEFIT OF THE WOMEN'S CLUB LACROSSE TEAM	5,000
WILDLIFE CENTER OF TEXAS INC 7007 KATY RD HOUSTON, TX 77024	N/A PC		ANNUAL OPERATING BUDGET CAMPAIGN	10,000
TOTAL CONTRIBUTIONS PAID				<u>54,000</u>