

Return of Private Foundation

OMB No 1545-0052

2016

Open to Public Inspection

Department of the Treasury
Internal Revenue Serviceor 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.

For calendar year 2016 or tax year beginning 2016 , and ending 20													
<p>Name of foundation THE H. SCOTT CAVEN, III MEMORIAL FOUNDATION INC.</p> <p>Number and street (or P O box number if mail is not delivered to street address) FOUNDATION SOURCE 501 SILVERSIDE RD</p> <p>Room/suite</p> <p>City or town, state or province, country, and ZIP or foreign postal code WILMINGTON, DE 19809-1377</p>													
<p>G Check all that apply</p> <table border="0"> <tr> <td><input type="checkbox"/></td> <td>Initial return</td> <td><input type="checkbox"/></td> <td>Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/></td> <td>Final return</td> <td><input type="checkbox"/></td> <td>Amended return</td> </tr> <tr> <td><input type="checkbox"/></td> <td>Address change</td> <td><input type="checkbox"/></td> <td>Name change</td> </tr> </table>		<input type="checkbox"/>	Initial return	<input type="checkbox"/>	Initial return of a former public charity	<input type="checkbox"/>	Final return	<input type="checkbox"/>	Amended return	<input type="checkbox"/>	Address change	<input type="checkbox"/>	Name change
<input type="checkbox"/>	Initial return	<input type="checkbox"/>	Initial return of a former public charity										
<input type="checkbox"/>	Final return	<input type="checkbox"/>	Amended return										
<input type="checkbox"/>	Address change	<input type="checkbox"/>	Name change										
<p>H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation</p>													
<p>I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,585,317. (Part I, column (d) must be on cash basis)</p>													
<p>J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____</p>													
<p>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))</p>													
Revenue	(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 b Gross sales price for all assets on line 6a	26,682.												
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) ATCH. 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) ATCH. 4	11,026.			11,025.									
24 Total operating and administrative expenses	17,652.	2,763.		11,025.									
Add lines 13 through 23.	54,000.			54,000.									
25 Contributions, gifts, grants paid	71,652.	2,763.		65,025.									
26 Total expenses and disbursements Add lines 24 and 25													
27 Subtract line 26 from line 12	206,764.												
a Excess of revenue over expenses and disbursements													
b Net investment income (if negative, enter -0-)		61,134.											
c Adjusted net income (if negative, enter -0-)													

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Assets	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
	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) ATCH. 5	811,161.	897,034.	1,004,072.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ► (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH. 6	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.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► X				
	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) ► ATCH. 7	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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(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					
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	{ 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

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))
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			8 65,025.
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 ► <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 ►	490	Refunded	► 11

Part VII-A Statements Regarding Activities

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? . . .	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . .	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		
1c	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 ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . If "Yes," attach a detailed description of the activities	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) ► 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 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).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
14	The books are in care of ► FOUNDATION SOURCE Located at ► 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE	Telephone no ► 800-839-1754 ZIP+4 ► 19809-1377	
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. ► <input type="checkbox"/> 15		
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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

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.		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	<input type="checkbox"/> 1b	
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?	<input type="checkbox"/> 1c	<input checked="" type="checkbox"/>
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? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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)	<input type="checkbox"/> 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)	<input type="checkbox"/> 3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> 4a	<input checked="" type="checkbox"/>
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?	<input type="checkbox"/> 4b	<input checked="" type="checkbox"/>

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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		5b
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		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."

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.

Organizations and other beneficiaries served, conferences convened, research papers produced, etc	
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.

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

Form 990-BE (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

a 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)

Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	
2a 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)(ii)				
(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

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

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
ATCH 11				
Total			► 3a	54,000.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments			14	69.	
3 Interest on savings and temporary cash investments .			14	14,161.	
4 Dividends and interest from securities					
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			18	26,682.	
8 Gain or (loss) from sales of assets other than inventory					
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)					40,621.

Relationships of Activities to the Accomplishment of Event Processes

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

1	Did the organization directly or indirectly engage in any of the 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?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
(1)	Cash	1a(1)	X
(2)	Other assets	1a(2)	X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

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**

Signature of officer or trustee
H. Scott Caven, Jr.

Date _____

Title

President

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 <input type="checkbox"/> if self-employed	PTIN P01345770
	Firm's name ► FOUNDATION SOURCE			Firm's EIN ► 510398347	
	Firm's address ► ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY			11042	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 foundation**Check if your organization is covered by the General Rule or a Special Rule.****Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, 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
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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)
		\$ _____	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)

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

Employer identification number

Part II Noncash Property (See Instructions) Use duplicate copies of Part II if additional space is needed

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

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

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>

FORM 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 2

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>

FORM 990PF, PART I - OTHER EXPENSES

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

ATTACHMENT 4

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 INVESTMENTS

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</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.	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.	
BRIGHTHAM - 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 LTR - 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.		
DAHMER - CADDO WAS...HISTORY O	9.		
DAVIE - DIARY OF WM BARRET TRA	75.		
DE CORDOVA - LECTURE ON TEXAS	375.		
DE LA PENA - WITH SANTA ANNA I	50.		
DESHIELDS - THEY SAT IN HIGH P	108.		
DEWEES - LETTERS FROM 1852	500.		

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

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</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.		
EVANS & JOHNSON - TEXAS CENTEN	75.	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.		
GREEN-TEXIAN MIER EXPEDITION 2	1,000.		
HALEY - EARL VANDALE ON THE TR	178.		

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</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.	3,000.	
HOUSTOUN-TEXAS & THE GULF 1991	60.	60.	
HUGHES - DONIPHAN'S EXPEDITION	600.	600.	
HUGHES - REPORT OF THE SECRETARY	1,500.	1,500.	
HUNTER - ADVENTURE OF A MIER P	90.	90.	
ILLUSTRATED LONDON NEWS - 3 EN	100.	100.	
JAMES - THE RAVEN - 1929	150.	150.	
JENKINS - RECOLLECTIONS OF EAR	75.	75.	
JENNETT - BIOGRAPHICAL DIR. OF	625.	625.	
JONES - LAND GRANT - 1845	40.	40.	
JONES - LAND GRANT - 1846	500.	500.	
JONES - MEMORANDA AND OFFICIAL	1,000.	1,000.	
KEMP - SIGNERS OF THE DECLARAT	375.	400.	
KENDALL - NARRATIVE OF SAN 184	600.	800.	
	600.	600.	

ATTACHMENT 6 (CONT'D)

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

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</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 REPUBL	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.		
MC DANIEL & TAYLOR - THE COMIN	750.	750.	

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>	<u>ENDING</u>
MEINIG - IMPERIAL TEXAS 1969 1	56.		
MEINIG - IMPERIAL TEXAS 1969 2	54.		
MEXICO COMMUNICATION - ANNOUNCEMENT	2,500.		
MEXICO DECREE OF CONGRESO 1	750.	2,500.	
MEXICO DECREE OF CONGRESO 2	750.	900.	
MEXICO DECREE OF CONGRESO 3	900.	950.	
MEXICO DECREE OF CONGRESO 4	2,500.	2,200.	
MIDDLETON - HISTORY OF THE REGION	2,500.	3,000.	
MILLER - A FINANCIAL HISTORY OF THE STATE OF TEXAS	59.		
MITCHELL - MAP OF THE STATE OF TEXAS	161.		
MOODY/COLE - \$125 NOTE TO GABRIEL	450.		
MOORE - MAP & DESCRIPTION OF TEXAS	30.		
MORFITT - A HISTORY OF TEXAS, 16	495.		
MUIR - TEXAS IN 1837 - 1958	100.		
NAVARRO - MANUSCRIPT RECEIPT FOR	1,200.		
NEWELL - HISTORY OF THE REVOLUTION	4,500.		
NILES & PEASE - HISTORY OF SOUTH AMERICA	1,500.		
NILES' WEEKLY REGISTER - TEXAS	850.		
OLMSTED - A JOURNEY THROUGH TEXAS	650.		
PARKER - TRIP TO THE WEST AND PIERCE - TEXAS UNDER ARMS 1836	10,000.		
PIKE - THE JOURNALS OF ZEBULON POOL - A HISTORICAL ATLAS OF TEXAS	50.		
RANKIN - TEXAS IN 1850 1	130.		
RANKIN - TEXAS IN 1850 2	25.		
REPUBLIC OF TEXAS - \$500 BOND	850.		
REPUBLIC OF TEXAS - CURRENCY	450.		
RICHARDSON - COMANCHE BARRIER	2,500.		
RICHARDSON - TEXAS, THE LONE STAR	4,450.		
RICHARDSON - THE TEXAS ALMANAC	270.		
ROBINSON - JUDGE ROBERT MCALPIN	54.		
ROEMER - TEXAS, GERMAN IMMIGRATION	1,750.		
SCHMITZ - THUS THEY LIVED: REP	90.		
	55.		
	85.		
	85.		

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - OTHER INVESTMENTSDESCRIPTIONBOOK VALUEENDING
EMV

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

ATTACHMENT 6 (CONT'D)

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

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING EMV</u>
WHEELER - TO WEAR A CITY'S CRO	27.	275.
WINKLER - MANUSCRIPT LTRS AND	275.	75.
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.
		<u>441,899.</u>
	<u>407,392.</u>	
		TOTALS

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
PRIOR PERIOD ADJUSTMENT	30,000.
TOTAL	<u>30,000.</u>

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		
60,900.			PUBLICLY-TRADED SECURITIES 11,233.			49,667.	
TOTAL GAIN (LOSS)						<u>49,667.</u>	

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

ATTACHMENT 8

NAME AND ADDRESS

CAVEN, JENNIE VIVIEN
2169 TROON ROAD
HOUSTON, TX 77019

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
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 YEAR

<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

ATTACHMENT 11

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

<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>
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 7438 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	7907 KATY RD HOUSTON, TX 77024	N/A PC	ANNUAL OPERATING BUDGET CAMPAIGN	10,000
			TOTAL CONTRIBUTIONS PAID	<u><u>50,000</u></u>

ATTACHMENT 11 (CONT'D)