

Form **990-PF**

OMB No 1545-0052

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation**2016**Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2016 or tax year beginning 10/01, 2016, and ending 9/30, 2017

SHERMAN & JOYCE SCOTT FAMILY FOUNDATION
P.O. BOX 364
DODGE, TX 77334-0364

A Employer identification number
27-4313916

B Telephone number (see instructions)
(337) 365-0180

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 ☐

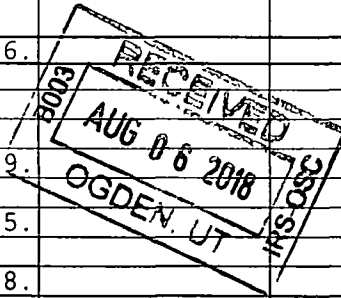
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 16,661,121.

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments			N/A	
	4 Dividends and interest from securities	135,786.	135,786.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	154,020.			
	b Gross sales price for all assets on line 6a 2,748,199.				
	7 Capital gain net income (from Part IV, line 2)		154,020.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total Add lines 1 through 11	289,806.	289,806.			
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) SEE ST 1	89.	89.		
	b Accounting fees (attach sch)				
	c Other professional fees (attach sch) SEE ST 2	14,135.	14,135.		
	17 Interest				
	18 Taxes (attach schedule) SEE STM 3	47,303.	1,308.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 4	58.	58.		
	24 Total operating and administrative expenses Add lines 13 through 23	61,585.	15,590.		
	25 Contributions, gifts, grants paid PART XV	1,000,500.			1,000,500.
26 Total expenses and disbursements Add lines 24 and 25	1,062,085.	15,590.		1,000,500.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-772,279.				
b Net investment income (if negative, enter -0)		274,216.			
c Adjusted net income (if negative, enter -0)					



Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	6,627,550.	5,566,205.	5,566,205.
	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 sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	4,165.	2,320.	2,320.
	10a Investments – U S and state government obligations (attach schedule) STATEMENT 5	1,099,043.	1,268,727.	1,262,038.
	b Investments – corporate stock (attach schedule) STATEMENT 6	6,866,487.	6,979,894.	8,883,664.
	c Investments – corporate bonds (attach schedule) STATEMENT 7	938,771.	945,758.	946,061.
	11 Investments – land, buildings, and equipment basis			
LIABILITIES	Less accumulated depreciation (attach schedule)			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	15 Other assets (describe SEE STATEMENT 8)		833.	833.
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	15,536,016.	14,763,737.	16,661,121.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒			
	27 Capital stock, trust principal, or current funds.			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund.			
	29 Retained earnings, accumulated income, endowment, or other funds	15,536,016.	14,763,737.	
	30 Total net assets or fund balances (see instructions)	15,536,016.	14,763,737.	
	31 Total liabilities and net assets/fund balances (see instructions)	15,536,016.	14,763,737.	

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	15,536,016.
2 Enter amount from Part I, line 27a	2	-772,279.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	14,763,737.
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	14,763,737.

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 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(mo., day, yr.)(d) Date sold
(mo., day, yr.)

1 a PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b OW LARGE CAP STRATEGIES FD	P	VARIOUS	VARIOUS
c OW SMALL & MID CAP FUND	P	VARIOUS	VARIOUS
d OW REAL RETURN FUND	P	VARIOUS	VARIOUS
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 2,644,312.		2,594,179.	50,133.
b 35,756.			35,756.
c 67,187.			67,187.
d 944.			944.
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			50,133.
b			35,756.
c			67,187.
d			944.
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

154,020.

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.

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	515,005.	16,247,789.	0.031697
2014	522,181.	10,811,359.	0.048299
2013	375,000.	10,752,337.	0.034876
2012	490,000.	10,073,267.	0.048644
2011	10,000.	7,410,892.	0.001349

2 Total of line 1, column (d)

2

0.164865

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

0.032973

4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5

4

16,772,535.

5 Multiply line 4 by line 3

5

553,041.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

2,742.

7 Add lines 5 and 6

7

555,783.

8 Enter qualifying distributions from Part XII, line 4

8

1,000,500.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ☒ and enter 1% of Part I, line 27b		1	2,742.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,742.
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	2,742.
6 Credits/Payments			
a 2016 estimated tax pmts and 2015 overpayment credited to 2016	6 a 3,005.		
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	3,005.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	4.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	259.	
11 Enter the amount of line 10 to be Credited to 2017 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, col. (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) TX		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X
14 The books are in care of <u>SHERMAN SCOTT</u> Telephone no <u>337-365-0180</u> Located at <u>P.O. BOX 364 DODGE TX</u> ZIP + 4 <u>77334-0364</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15	N/A
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 <u></u>	16	X

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1 c	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? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u> ☐ Yes ☒ 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)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If 'Yes,' did it have excess business holdings in 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)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?

5 b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945–5(d)

6 a 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?

6 b X

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7 b

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
SEE STATEMENT 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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1 a	10,357,396.
b	Average of monthly cash balances	1 b	6,670,558.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	17,027,954.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	17,027,954.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	255,419.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,772,535.
6	Minimum investment return. Enter 5% of line 5	6	838,627.

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	838,627.
2 a	Tax on investment income for 2016 from Part VI, line 5	2 a	2,742.
b	Income tax for 2016 (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	2,742.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	835,885.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	835,885.
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	835,885.

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	1 a	1,000,500.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,000,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	2,742.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	997,758.

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				835,885.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			742,633.	
b Total for prior years 20 __, 20 __, 20 __		0.		
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	0.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 1,000,500.				
a Applied to 2015, but not more than line 2a			742,633.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2016 distributable amount				257,867.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				578,018.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	0.			
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				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a</i> Paid during the year SEE STATEMENT 10				
Total			▶ 3 a	1,000,500.
<i>b</i> Approved for future payment				
Total			▶ 3 b	

Part XVI-A	Analysis of Income-Producing Activities
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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) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities					135,786.
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					154,020.
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)					289,806.
13	Total. Add line 12, columns (b), (d), and (e)					289,806.

(See worksheet in line 13 instructions to verify calculations)

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

SHERMAN & JOYCE SCOTT FAMILY FOUNDATION

27-4313916

STATEMENT 1
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	\$ 89.	\$ 89.		
TOTAL	<u>\$ 89.</u>	<u>\$ 89.</u>		<u>\$ 0.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	\$ 14,135.	\$ 14,135.		
TOTAL	<u>\$ 14,135.</u>	<u>\$ 14,135.</u>		<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	\$ 45,995.			
TAXES WITHHELD	1,308.	\$ 1,308.		
TOTAL	<u>\$ 47,303.</u>	<u>\$ 1,308.</u>		<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	\$ 58.	\$ 58.		
TOTAL	<u>\$ 58.</u>	<u>\$ 58.</u>		<u>\$ 0.</u>

SHERMAN & JOYCE SCOTT FAMILY FOUNDATION

27-4313916

STATEMENT 5
FORM 990-PF, PART II, LINE 10A
INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS

<u>U.S. GOVERNMENT OBLIGATIONS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
US GOVERNMENT BONDS	COST	\$ 1,268,727.	\$ 1,262,038.
	TOTAL	<u>\$ 1,268,727.</u>	<u>\$ 1,262,038.</u>

STATEMENT 6
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
OW LARGE CAP STRATEGIES FD	COST	\$ 2,694,156.	\$ 3,715,286.
OW SMALL & MID CAP FUND	COST	1,317,910.	1,580,306.
OW STRATEGIC OPPORTUNITIES FD	COST	1,493,448.	1,748,856.
CONOCOPHILLIPS	COST	55,702.	47,797.
CITIGROUP INC	COST	28,210.	38,552.
THERMO FISHER SCIENTIFIC	COST	28,126.	51,084.
UNION PACIFIC CORP	COST	15,653.	23,194.
APPLE INC	COST	30,811.	62,418.
AMERICAN WATER WORKS CO	COST	21,973.	31,959.
NIKE INC	COST	27,393.	31,369.
KEYCORP NEW	COST	35,038.	47,144.
MORGAN STANLEY GRP INC	COST	28,662.	44,798.
RAYTHEON CO NEW	COST	32,119.	62,504.
PEPSICO INC	COST	51,391.	57,386.
DISCOVER FINACIAL SVCS	COST	44,685.	49,972.
EDISON INTERNATIONAL	COST	25,623.	30,868.
ENCANA CORP	COST	16,438.	14,686.
ENI S.P.A. ADR	COST	33,683.	33,070.
RIO TINTO LTD	COST	20,684.	26,353.
AMAZON.COM INC	COST	49,756.	59,603.
COMCAST CORP CL A NEW	COST	35,720.	49,254.
CHUBB LIMITED	COST	43,825.	53,456.
J B HUNT TRANSPORT SVCS	COST	37,018.	48,875.
ALPHABET INC CLASS C	COST	60,111.	81,524.
BROADCOM LTD	COST	22,850.	49,478.
NORDEA BANK AB	COST	30,422.	37,167.
ALIBABA GROUP HOLDINGS LTD	COST	16,454.	33,678.
HOME DEPOT	COST	30,346.	35,983.
PRICELINE GROUP INC	COST	54,468.	62,247.
ALTRIA GROUP INC	COST	49,975.	44,394.
CHURCH & DWIGHT INC	COST	45,704.	48,207.
ALEXION PHARMACEUTICAL	COST	18,720.	22,446.
BAXTER INTERNATIONAL INC	COST	52,283.	61,808.
BRISTOL-MYERS SQUIBB CO	COST	17,756.	21,990.
DANAHER CORP	COST	58,833.	62,190.
LILLY ELI & CO	COST	49,378.	55,601.
FORTIVE CO	COST	49,843.	56,632.
FIDELITY NATL INFO SVCS	COST	58,566.	68,641.
MICROSOFT CORP	COST	69,185.	80,076.
PAYPAL HOLDINGS IC	COST	18,750.	18,568.
VISA INC	COST	57,602.	73,668.

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
DOW DU PONT INC	COST	\$ 50,624.	\$ 60,576.
	TOTAL	<u>\$ 6,979,894.</u>	<u>\$ 8,883,664.</u>

STATEMENT 7
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

<u>CORPORATE BONDS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
TOYOTA MOTOR CREDIT CORP	COST	\$ 44,938.	\$ 45,009.
COCA-COLA CO	COST	44,762.	44,938.
WESTPAC BANKING CORP	COST	39,951.	40,009.
ROPER INDUSTRIES INC	COST	40,098.	40,003.
PRECISION CASTPARTS CORP	COST	40,058.	39,974.
MORGAN STANLEY	COST	50,643.	50,413.
NEXTERA ENERGY CAPITAL	COST	15,217.	15,075.
CATERPILLAR INC	COST	44,974.	44,701.
ROYAL BANK OF CANADA	COST	49,971.	49,978.
NOVARTIS SECS INVEST LTD	COST	47,290.	47,065.
SYSCO CORPORATION	COST	40,094.	39,971.
SOUTHERN POWER CO.	COST	24,993.	24,945.
ECOLAB INC	COST	40,222.	40,262.
CVS HEALTH CORP	COST	45,835.	45,779.
JPMORGAN CHASE & CO FRN	COST	30,000.	30,073.
BANK OF AMERICA CORP	COST	45,000.	44,995.
CAPITAL ONE FIN CO FRN	COST	40,033.	40,000.
PROCTER & GAMBLE CO/THE	COST	49,927.	49,939.
GOLDMAN SACHS GRP INC FRN	COST	40,018.	40,136.
NATIONAL RURAL UTIL COOP	COST	35,805.	35,673.
JPMORGAN CHASE & CO	COST	14,871.	14,883.
SEMPRA ENERGY	COST	34,892.	34,549.
CITIGROUP INC	COST	51,110.	52,875.
SUMITOMO MITSUI FINL GRP	COST	35,056.	34,816.
	TOTAL	<u>\$ 945,758.</u>	<u>\$ 946,061.</u>

STATEMENT 8
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
EXCISE TAX REFUND RECEIVABLE.	\$ 833.	\$ 833.
TOTAL	<u>\$ 833.</u>	<u>\$ 833.</u>

SHERMAN & JOYCE SCOTT FAMILY FOUNDATION

27-4313916

STATEMENT 9
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED</u>	<u>COMPEN- SATION</u>	<u>CONTRI- BUTION TO EBP & DC</u>	<u>EXPENSE ACCOUNT/ OTHER</u>
SHERMAN SCOTT 420 C. HWY 405 DODGE, TX 77334-0364	PRESIDENT 0	\$ 0.	\$ 0.	\$ 0.
JOYCE SCOTT 420 C. HWY 405 DODGE, TX 77334-0364	VICE PRESIDENT 0	0.	0.	0.
JEAN-LOUIS LEMOINE P. O. BOX 129 BROUSSARD, LA 70518	SECRETARY 0	0.	0.	0.
DANNY P. PONTIFF P.O. BOX 129 BROUSSARD, LA 70518	TREASURER 0	0.	0.	0.
SHAESBY A. SCOTT 4609 SPEEDWAY AUSTIN, TX 78751-3010	DIRECTOR 0	0.	0.	0.
LAURA AVERY 5013 TIMBERLINE DRIVE AUSTIN, TX 78746-5536	DIRECTOR 0	0.	0.	0.
ANDREW B. SCOTT 6 REYNOLDS ROAD EL PRADO, NM 87529-1668	DIRECTOR 0	0.	0.	0.
TOTAL		\$ 0.	\$ 0.	\$ 0.

STATEMENT 10
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
COMMUNITY FOUNDATION OF ACADIANA 1035 CAMELLIA BOULEVARD SUITE 100 LAFAYETTE LA 70508	N/A	501C3	TO INVEST IN THE SCOTT FAMILY LOUISIANA FUND	\$ 580,000.

SHERMAN & JOYCE SCOTT FAMILY FOUNDATION

27-4313916

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
AUSTIN COMMUNITY FOUNDATION 4315 GUADALUPE, SUITE 300 AUSTIN TX 78751	N/A	501C3	TO INVEST IN COMMUNITY LEADERSHIP, INNOVATION, COLLABORATION AND ADVOCACY	\$ 120,000.
AUSTIN COMMUNITY FOUNDATION 4315 GUADALUPE, SUITE 300 AUSTIN TX 78751	N/A	501C3	TO INVEST IN COMMUNITY LEADERSHIP, INNOVATION, COLLABORATION AND ADVOCACY	300,000.
GIRLS INC. OF SANTA FE 301 HILLSIDE AVE SANTA FE NM 87501	N/A	501C3	TO PROVIDE GIRLS WITH THE TOOLS THEY NEED TO BECOME THE NEXT GENERATION OF HEALTHY, EDUCATED, INDEPENDENT WOMEN LIVING AND WORKING IN OUR COMMUNITY AND AROUND THE WORLD	500.
TOTAL				\$ 1,000,500.