

Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

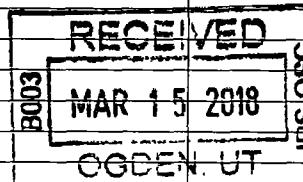
For calendar year 2016 or tax year beginning

11/01, 2016, and ending

10/31, 2017

Name of foundation GAY D AND WILLIAM F SCOTT FAMILY FOUNDATION
12023876Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
P.O. BOX 15627City or town, state or province, country, and ZIP or foreign postal code
WILMINGTON, DE 19850-5627G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeH Check type of organization: Section 501(c)(3) exempt private foundation 04 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at J Accounting method: Cash Accrual
end of year (from Part II, col. (c), line 16) 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)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		59,138.	59,134.		
b Gross sales price for all assets on line 6a	413,162.				STMT 1
7 Capital gain net income (from Part IV, line 2)			21,593.		
8 Net short-term capital gain				21,592.	
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		80,731.	80,726.		
13 Compensation of officers, directors, trustees, etc					
14 Other employee salaries and wages			NONE	NONE	
15 Pension plans, employee benefits			NONE	NONE	
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)	1,000.		NONE	NONE	1,000.
c Other professional fees (attach schedule)	19,763.		11,858.		7,905.
17 Interest					
18 Taxes (attach schedule) (see instr.)	1,316.				
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings			NONE	NONE	
22 Printing and publications			NONE	NONE	
23 Other expenses (attach schedule)	5,000.				5,000.
24 Total operating and administrative expenses					
Add lines 13 through 23	27,079.		11,858.	NONE	13,905.
25 Contributions, gifts, grants paid	383,213.				383,213.
26 Total expenses and disbursements Add lines 24 and 25	410,292.		11,858.	NONE	397,118.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-329,561.				
b Net investment income (if negative, enter -0-)			68,868.		
c Adjusted net income (if negative, enter -0-)					

SCANNED APR 23 2018
Operating and Administrative Expenses

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets					
1	Cash - non-interest-bearing				
2	Savings and temporary cash investments	1,065.	3,638.	3,638.	
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 ►	NONE			
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)				
c	Investments - corporate bonds (attach schedule)				
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)	STMT 6.	2,711,393.	2,379,259.	2,675,366.
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		2,712,458.	2,382,897.	2,679,004.
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)			NONE	
Net Assets or Fund Balances					
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
24	Unrestricted				
25	Temporarily restricted				
26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>				
27	Capital stock, trust principal, or current funds		2,712,458.	2,382,897.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund.				
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	2,712,458.	2,382,897.		
31	Total liabilities and net assets/fund balances (see instructions)	2,712,458.	2,382,897.		

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	2,712,458.
2	Enter amount from Part I, line 27a	2	-329,561.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	2,382,897.
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	2,382,897.

Form 990-PF (2016)

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 PUBLICLY TRADED SECURITIES					
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 413,162.		391,570.	21,592.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))		
a			21,592.		
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	21,592.	
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		

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	445,844.	2,714,244.	0.164261
2014	330,862.	2,993,705.	0.110519
2013	340,632.	3,313,992.	0.102786
2012	466,887.	3,330,584.	0.140182
2011	422,831.	3,474,801.	0.121685
2 Total of line 1, column (d)			2 0.639433
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 0.127887
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 2,578,054.
5 Multiply line 4 by line 3.			5 329,700.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 689.
7 Add lines 5 and 6.			7 330,389.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 397,118.

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	689.
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	NONE	
3	Add lines 1 and 2	3	689.	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	689.	
6 Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	1,210.	6b 6c 6d
b	Exempt foreign organizations - tax withheld at source	6b	NONE	
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d	Backup withholding erroneously withheld	6d	NONE	
7	Total credits and payments. Add lines 6a through 6d	7	1,210.	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	9	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ►	9	10	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►	10	521.	
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax ►	11	521. Refunded ►	

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
1a		X	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	X	
	<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>		
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?	X	
	<i>If "Yes," attach a detailed description of the activities.</i>		
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	
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?	X	
	<i>If "Yes," attach the statement required by General Instruction T</i>		
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?		
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>		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
	TX		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G ? <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	

Part VII-A Statements Regarding Activities (continued)

11	Yes	No
11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	Telephone no. ►	
Located at ► <u>PO BOX 15627, WILMINGTON, DE</u> ZIP+4 ► <u>19850</u>		
15	Check here ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. ► <u>15</u>	
16	Yes	No
16		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
1a	Yes	No
(1)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	<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)? ► <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>	
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"/>	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))	
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► <u> </u> , <u> </u> , <u> </u> , <u> </u> , <u> </u>	
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"/>	
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> </u> , <u> </u> , <u> </u> , <u> </u> , <u> </u>	
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"/>	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ► <input 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"/>	

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"/>		5b	<i>N/A</i>
c	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			
<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>					
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"/>		6b	<i>X</i>
<i>If "Yes" to 6b, file Form 8870</i>					
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"/>		7b	<i>N/A</i>

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	
WILLIAM SCOTT 5255 N TWIN CITY HWY, NEDERLANDS, TX 77627	PRESIDENT 2	-0-	-0-	-0-	
GAY SCOTT 5255 N TWIN CITY HWY, NEDERLANDS, TX 77627	SECRETARY/TREASU 2	-0-	-0-	-0-	
WILLIAM SCOTT 5255 N TWIN CITY HWY, NEDERLANDS, TX 77627	VICE PRESIDENT 2	-0-	-0-	-0-	
JAMES SCOTT 5255 N TWIN CITY HWY, NEDERLANDS, TX 77627	VICE PRESIDENT 2	-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		NONE	NONE	NONE	

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

NONE

Form 990-PF (2016)

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".

5. Five highest paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over \$50,000 for professional services ► NONE

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.

1	<u>NONE</u>
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	<u>NONE</u>
2	<u> </u>
All other program-related investments. See instructions.	
3	<u>NONE</u>
Total. Add lines 1 through 3	

Form 990-PF (2016)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,609,371.
b	Average of monthly cash balances	1b	7,943.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,617,314.
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	NONE
3	Subtract line 2 from line 1d	3	2,617,314.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	39,260.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,578,054.
6	Minimum investment return. Enter 5% of line 5	6	128,903.

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	128,903.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	689.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	689.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	128,214.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	128,214.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	128,214.

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	397,118.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	397,118.
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	689.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	396,429.

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				128,214.
2 Undistributed income, if any, as of the end of 2016			NONE	
a Enter amount for 2015 only.				
b Total for prior years 20 14 , 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011 252,785.				
b From 2012 305,811.				
c From 2013 179,982.				
d From 2014 184,121.				
e From 2015 312,552.				
f Total of lines 3a through e	1,235,251.			
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ 397,118.				
a Applied to 2015, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2016 distributable amount			128,214.	
e Remaining amount distributed out of corpus.	268,904.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,504,155.			
b Prior years' undistributed income. Subtract line 4b from line 2b.		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017.				NONE
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)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	252,785.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	1,251,370.			
10 Analysis of line 9				
a Excess from 2012 305,811.				
b Excess from 2013 179,982.				
c Excess from 2014 184,121.				
d Excess from 2015 312,552.				
e Excess from 2016 268,904.				

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).)

GAY AND WILLIAM SCOTT

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>				
SEE ATTACHED STATEMENT	NONE	N/A	UNRESTRICTED GIFTS	383,213.
Total			► 3a	383,213.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments	-					
4 Dividends and interest from securities			14	59,138.	
5 Net rental income or (loss) from real estate						
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property	-					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				18	21,593.	
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)				80,731.	
13 Total. Add line 12, columns (b), (d), and (e)				13	80,731.

Part V: Relationship of Activities to the

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

NOT APPLICABLE

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

Date

Title

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

Paid Preparer Use Only	Print/Type preparer's name CHRISTOPHER L. GILLAM	Preparer's signature	Date 03/02/2018	Check <input type="checkbox"/> if self-employed	PTIN P01212487
	Firm's name ► KPMG LLP	Firm's EIN ► 13-5565207			
	Firm's address ► ONE FINANCIAL PLAZA, SUITE 2300 PROVIDENCE, RI 02903	Phone no. 401-228-2248			

GAY D AND WILLIAM F SCOTT FAMILY FOUNDATION

20-3797595

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST	59,138.	59,134.
TOTAL	59,138.	59,134.

FWY217 9654 03/02/2018 08:22:55

12023876

STATEMENT 1

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
2016 TAX PREP FEE	1,000.			1,000.
TOTALS	1,000.	NONE	NONE	1,000.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET	CHARITABLE PURPOSES
RBC AGENT FEES	19,763.	11,858.	7,905.
TOTALS	19,763.	11,858.	7,905.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION

990PF ESTIMATES

10/31/16 990PF EXTENSION PAYME

REVENUE
AND
EXPENSES
PER BOOKS

TOTALS

316.

1,000.

1,316.

=====

STATEMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
ADMIN EXPENSE-KARI DALEO	5,000.	5,000.
TOTALS	5,000.	5,000.

GAY D AND WILLIAM F SCOTT FAMILY FOUNDATION

20-3797595

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENTS	C	2,711,393.	2,379,259.	2,675,366.
TOTALS		2,711,393.	2,379,259.	2,675,366.

=====

FWY217 9654 03/02/2018 08:22:55

12023876

23

STATEMENT 6

GAY D & WILLIAM F SCOTT FAMILY FOUNDATION

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME	ADDRESS	RELATIONSHIP TO RECIPIENT	FOUNDATION STATUS OF GRANT	PURPOSE OF GRANT	AMOUNT
American Heart Association	7272 Greenville Ave., Dallas, TX 75231	P.C.	General Charitable	\$ 250.00	
Birthright of Beaumont	2626 Calder St., Ste. 201 Beaumont, TX 77702	None	PC	General Charitable	\$ 1,000.00
Bishops Faith Appeal Archdiocese of Beaumont	PO Box 3948, Beaumont, TX 77704	None	PC	General Charitable	\$ 10,000.00
Boy Scouts of America	4650 W Cardinal Dr., Beaumont, TX 77705	None	PC	General Charitable	\$ 140,000.00
Catholic Campus Ministry at SMU	3057 University Blvd., Dallas, TX 75205	None	PC	General Charitable	\$ 500.00
Catholic Charities of Southeast Texas	PO Box 829, Beaumont, TX 77704	None	PC	General Charitable	\$ 27,525.00
Catholic Relief Services	228 West Lexington St., Baltimore, MD 21201	None	PC	General Charitable	\$ 1,000.00
Christus Health Foundation Southeastern Texas	2830 Calder St., Beaumont, TX 77702	None	PC	General Charitable	\$ 1,000.00
Court Appointed Special Advocate (Casa)	2449 Calder St., Beaumont, TX 77704	None	PC	General Charitable	\$ 2,500.00
Equestrian Order of the Holy Sepulchre	2001 Kirby Dr., Ste. 902 Houston, TX 77019	None	PC	General Charitable	\$ 5,000.00
Garth House	1895 McFaddin St., Beaumont, TX 77701	None	PC	General Charitable	\$ 1,000.00
Holy Angels Catholic Church	2309 A & M, San Angelo, TX 76904	None	PC	General Charitable	\$ 3,000.00
Julie Rogers Gift of Life	2390 Dowlen Rd., Beaumont, TX 77706	None	PC	General Charitable	\$ 1,000.00
Lamar State College-Port Arthur	1500 Procter St., Port Arthur, TX 77640	None	PC	General Charitable	\$ 2,500.00
Lamar University Foundation	PO Box 11500, Beaumont, TX 77710	None	PC	General Charitable	\$ 65,500.00
Landmark School Inc	101 Brushy Creek Rd., Palestine, TX 75801	None	PC	General Charitable	\$ 10,000.00
Law Academy, Inc.	1909 Jefferson Dr., Port Arthur, TX 77642	None	PC	General Charitable	\$ 2,000.00
Monsignor Kelly Catholic High School	5950 Kelly Drive, Beaumont, TX 77707	None	PC	General Charitable	\$ 17,588.40
Neches River Festival	2643 North St., Beaumont, TX 77702	None	PC	General Charitable	\$ 1,000.00
Port Arthur International	401 Houston Ave., Port Arthur, TX 77640	None	PC	General Charitable	\$ 3,000.00
SCI Foundation	4800 W Gates Pass Rd., Tucson, AZ 85745	None	PC	General Charitable	\$ 12,500.00
Shorkey Center	855 S 8th St., Beaumont, TX 77701	None	PC	General Charitable	\$ 1,000.00
St. Anne Catholic Church	2715 Calder St., Beaumont, TX 77702	None	PC	General Charitable	\$ 20,600.00
St. Anne Catholic School	2120 Westheimer Rd., Houston, TX 77098	None	PC	General Charitable	\$ 18,500.00
St. Charles Catholic Church	130 Hardy Ave., Nederland, TX 77627	None	PC	General Charitable	\$ 250.00
Symphony of Southeast Texas	4345 Phelan Blvd Ste. 105, Beaumont, TX 77701	None	PC	General Charitable	\$ 2,500.00
Temple Emanuel	150 Derby Ave., Orange, CT 06477	None	PC	General Charitable	\$ 500.00
Texas State University Foundation	601 University Drive, San Marcos, TX 78666	None	PC	General Charitable	\$ 25,000.00
University of Texas-Austin	Austin, TX 78712	None	PC	General Charitable	\$ 6,000.00
YMCA of Southeast Texas	6760 9th Ave., Port Arthur, TX 77642	None	PC	General Charitable	\$ 1,000.00
Grand Total					\$ 383,213.40